

SPIKO SICAV

Société d'Investissement à Capital Variable à compartiments
Open-Ended Investment Company with Sub-Funds



Spiko US T-Bills Money Market Fund (USTBL)



Spiko EU T-Bills Money Market Fund (EUTBL)

Prospectus – Articles of Association

UCITS governed by
European Directive 2009/65/EC

Publication date: May 19th 2025



TABLE OF CONTENTS

PROSPECTUS	4
1. GENERAL CHARACTERISTICS	4
2. STAKEHOLDERS	5
3. OPERATING AND MANAGEMENT PROCEDURES	6
3.1. General characteristics shared across the entire SICAV	6
3.1.1. Shares	6
3.1.3. Tax system	7
3.2. Special provisions for the Sub-Funds	9
3.2.1. SPIKO US T-BILLS MONEY MARKET FUND	9
ISIN code	9
Accounting currency	9
Public addresses of the Sub-Fund's shares on the DLT used	9
MMF classification	9
SFDR classification	10
Delegated investment management	10
Benchmark	10
Investment strategy	10
Risk profile	14
Determination and allocation of distributable sums	15
Target subscribers and typical investor profile	15
Date and frequency of net asset value calculation	16
Subscription and redemption conditions	16
Entities authorized to receive subscription and redemption orders	17
Transfer conditions	17
Where and how the net asset value is published or communicated	17
Characteristics of shares	17
Fees and commissions	17
Selecting intermediaries	18
3.2.2. SPIKO EU T-BILLS MONEY MARKET FUND	19
ISIN code	19
Accounting currency	19
Public addresses of the Sub-Fund's shares on the DLT used	19
MMF classification	19
SFDR classification	19
Delegated investment management	19
Benchmark	19
Investment strategy	20
Risk profile	24
Determination and allocation of distributable sums	24
Target subscribers and typical investor profile	25
Date and frequency of net asset value calculation	25
Subscription and redemption conditions	25
Entities authorized to receive subscription and redemption orders	26

Transfer conditions	26
Where and how the net asset value is published or communicated	26
Characteristics of shares	26
Fees and commissions	26
Selecting intermediaries	27
 4. COMMERCIAL INFORMATION	 28
 5. INVESTMENT RULES	 29
 6. OVERALL RISK	 29
 7. ASSET VALUATION AND ACCOUNTING RULES	 29
 8. REMUNERATION	 30
 ARTICLES OF ASSOCIATION	 32
 1. FORM, PURPOSE, NAME, REGISTERED OFFICE, DURATION OF THE COMPANY	 32
 2. CAPITAL, CHANGES IN CAPITAL, SHARE CHARACTERISTICS	 32
 3. COMPANY ADMINISTRATION AND MANAGEMENT	 34
 4. STATUTORY AUDITOR	 38
 5. SHAREHOLDERS' MEETINGS	 39
 6. FINANCIAL STATEMENTS	 39
 7. EXTENSION - DISSOLUTION - LIQUIDATION	 40
 8. DISPUTES	 40
 9. APPENDICES	 40
 10. SPECIFIC PROVISIONS FOR FUNDS APPROVED UNDER REGULATION (EU) 2017/1131, THE "MMF REGULATION"	 41

PROSPECTUS

1. GENERAL CHARACTERISTICS

- **Legal form of the UCITS and Member State of incorporation:** SICAV (Société d'Investissement à Capital Variable) incorporated in France under French law, governed by Directive 2009/65/EC
- **Company name:** SPIKO SICAV
- **Head office:** 39, avenue Pierre 1er de Serbie - 75008 Paris - France
- **Date of creation, approval and expected lifetime:** the SICAV was created on May 15th, 2024, approved on April 5th, 2024, for a lifetime of 99 years.
- **Overview of investment offer:**

The SICAV consists of two (2) Sub-Funds.

- **SPIKO US T-BILLS MONEY MARKET FUND**

ISIN code	Allocation of distributable sums	Base currency	Minimum initial subscription	Minimum subsequent subscription	Potential investors
USD Share FR001400ODM9	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	USD	1,000 USD	1 USD	All investors
EUR Share FR001400SBD3	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	EUR (unhedged)	1,000 EUR	1 EUR	All Investors

- **SPIKO EU T-BILLS MONEY MARKET FUND**

ISIN code	Allocation of distributable sums	Base currency	Minimum initial subscription	Minimum subsequent subscription	Potential investors
FR001400ODL1	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	EUR	1,000 EUR	1 EUR	All investors

- **Indication of where the latest annual and periodic reports can be obtained:**

The latest annual reports and the composition of assets are sent within eight (8) working days upon written request of any shareholder to:

Twenty First Capital

39, avenue Pierre 1^{er} de Serbie - 75008 Paris - France

Spiko Finance

16, rue des Immeubles Industriels - 75011 Paris - France

Further information may be obtained from the Management Company or the Distributor.

The AMF website www.amf-france.org contains further information on the list of regulatory documents and all provisions related to investor protection.

2. STAKEHOLDERS

► Management Company

Twenty First Capital

39, avenue Pierre 1^{er} de Serbie – 75008 Paris – France

A portfolio management company authorized by AMF (Autorité des marchés financiers) under no. GP-11000029.

► Depositary – Custodian

- Identity of the Depositary of the UCITS

CACEIS Bank

89-91, rue Gabriel Péri – 92120 Montrouge – France

A credit institution authorized by CECEI (currently ACPR, Autorité de contrôle prudentiel et de résolution) on April 1, 2005.

- Description of the Depositary's responsibilities and potential conflicts of interest

The duties of the Depositary cover the tasks, as defined by the applicable regulations, of safekeeping the assets, checking the regularity of the Management Company's decisions and monitoring the SICAV's cash flows. The Depositary's primary objective is to protect the interests of the SICAV's investors.

The Depositary is independent of the Management Company.

- Description of any custodial functions delegated by the Depositary, list of delegates and sub-delegates and identification of any conflicts of interest that may arise from such delegation.

A description of delegated custodial functions, a list of CACEIS Bank's delegates and sub-delegates, and information on conflicts of interest that may arise from these delegations are available on the CACEIS website: www.caceis.com (Regulatory watch - UCITS V - List of sub-custodians). Updated information is available to investors on request.

► Entity responsible for maintaining the register of shareholders on behalf of the Management Company

Not applicable. The Management Company does not delegate the management of the shareholder register and maintains control over it. For this purpose, the Management Company relies on public Distributed Ledger Technologies (DLT) to which it has access via a platform made available by Spiko Finance.

The DLT used for the shareholder register are Ethereum, Polygon PoS, Arbitrum One, Starknet, Base, and Etherlink. Investors' attention is drawn to the fact that the SICAV shares are registered on public DLT. As such, from a technical standpoint, the SICAV shares are represented as tokens. The list of DLT available for share registration may be expanded at the discretion of the Management Company. In such instances, investors will be promptly notified by any means.

At the time of subscription, an investor may choose from the listed DLT options the one to be used by the Management Company for maintaining the register of their shares.

► Entity responsible for clearing subscription and redemption orders on behalf of the Management Company

Not applicable. Orders are cleared by the Management Company.

► Accounting representative - Administrative Agent

CACEIS Fund Administration

89-91, rue Gabriel Péri - 92120 Montrouge - France

► Auditor

PricewaterhouseCoopers Audit

63, rue de Villiers - 92208 Neuilly-sur-Seine - France

Represented by Mr. Amaury COUPLEZ

► Distributor

The shares of the SICAV will be distributed by the Management Company and any other distributor appointed by the Management Company. A distribution agreement will be concluded between the Management Company and each of these distributors.

The Management Company notably appointed as distributor **Spiko Finance SAS**, 16, rue des Immeubles Industriels - 75011 Paris – France, a financial investment advisor, registered with CNCGP (Chambre nationale des conseils en gestion de patrimoine), a professional association approved by AMF, and listed in the register of financial intermediaries held with ORIAS (Organisme pour le registre unique des intermédiaires en assurance, banque et finance) under number 23008251.

► Board of Directors

Paul-Adrien HYPPOLITE

Chairman

Co-founder and CEO of Spiko. Paul-Adrien was previously a senior civil servant at the European Commission and the French Treasury (Direction Générale du Trésor). He is a graduate of the Ecole Normale Supérieure and the Corps des Mines.

Antoine MICHON

Managing Director

Co-founder and COO of Spiko. Antoine was previously a senior civil servant in the office of the French Minister for Public Sector Transformation and the Civil Service. He is a graduate of the Ecole Polytechnique and the Corps des Mines.

Guillaume GARCHERY

Independent Director

Quantitative management professional. Guillaume is a graduate from the Ecole Normale Supérieure de Lyon and from Université Pierre et Marie Curie in Financial Mathematics.

Jean-Marc JACOBSON

Independent Director

Co-founder and CEO of RealT, the world leader in real estate tokenization. Jean-Marc is a graduate of Brown University.

Pierre PERSON

Independent Director

Co-founder and CEO of Usual Labs, a company developing decentralized finance protocols. Pierre was previously a Member of the French Parliament.

Pablo VEYRAT

Independent Director

Co-founder and CEO of Angle Labs, a company developing decentralized finance protocols. Pablo is a graduate of Ecole Polytechnique and Stanford University.

The SICAV was incorporated on May 15th, 2024 with a capital of one million five hundred thousand (1,500,000) EUR divided into one million five hundred thousand (1,500,000) shares with a par value of one (1) euro each.

3. OPERATING AND MANAGEMENT PROCEDURES

3.1. General characteristics shared across the entire SICAV

3.1.1. Shares

Nature of the right attached to the class of shares:

Each shareholder has an ownership right on the assets of the Undertakings for Collective Investment in Transferable Securities (UCITS) proportional to the number of shares held.

Voting rights

Each shareholder has one vote for each share held.

Transfer agent duties

Transfer agent duties remain the responsibility of the Management Company.

The share register is maintained by the Management Company.

Subscription and redemption orders are cleared by the Management Company.

Form of shares

The shares are registered on the designated DLT.

The shares are not registered on Euroclear France.

From a technical standpoint, shares are represented as tokens. Investors are accountable for ensuring the safekeeping and transfer of their shares through a suitable wallet operated under their control.

Before the investor can use a wallet to safeguard and transfer the tokens, it must be validated by the Management Company prior to the investor's subscription ("Allowlisting"). Shares of the SICAV can only be held by and transferred between investors with an Allowlisted address.

Decimalization

Subscriptions are made in hundred-thousandths of a share beyond the minimum subscription amount. Redemptions are made in hundred-thousandths of a share beyond the minimum redemption amount.

3.1.2. Financial year-end

Last trading day in Paris in December of each year.

Closing date of the first financial year: last trading day (Paris) in December 2024.

3.1.3. Tax system

The SICAV itself is not subject to taxation. Nonetheless, shareholders may be subject to taxes on income distributed by the SICAV, if applicable, or when they sell the SICAV's securities. The tax treatment regarding income distributions, capital gains or losses realized or unrealized by the SICAV is contingent upon the tax regulations applicable to the investor's specific circumstances, tax residency, and/or the investment jurisdiction of the SICAV.

If investors are uncertain about their tax obligations, it is advisable for them to seek guidance from a financial advisor or tax professional. Certain income distributed by the SICAV to non-residents of France may be subject to withholding tax in their respective countries.

a) Considerations on US taxation

The Foreign Account Tax Compliance Act (FATCA), part of the US HIRE (Hire Incentive to Restore Employment) Act, requires non-US financial institutions (FFIs) to provide the IRS (the US tax authorities) with financial information pertaining to assets held by US tax residents¹ outside the United States.

Under FATCA regulations, US securities held by any financial institution that does not comply or qualifies as non-compliant with FATCA will be subject to a 30% withholding tax on (i) certain sources of US income, and (ii) gross proceeds from the sale or transfer of US assets.

The SICAV falls within the scope of FATCA and may therefore request certain mandatory information from shareholders.

The United States has entered into an intergovernmental agreement with several governments to implement FATCA. In that respect, the French and US governments have signed an intergovernmental agreement ("IGA").

The SICAV complies with the "Model 1 IGA" concluded between France and the United States of America. The SICAV (and none of the Sub-Funds) expects to be subject to FATCA withholding tax.

¹ The term "US person" taxpayer under the US Internal Revenue Code means an individual who is a US citizen or resident, a partnership or corporation created in the US or under US federal or state law, a trust if (i) a court located in the US would, (ii) one or more US persons enjoy a right of control over all substantial decisions of the trust, or over the estate of a decedent who was a US citizen or resident.

The FATCA requires the SICAV to collect certain identity information (including details of ownership, holding and distribution) from account holders who are US tax residents, entities controlling US tax residents and non-US tax residents who do not comply with the FATCA provisions or who fail to provide any true, complete and accurate information required under the "IGA" intergovernmental agreement.

In this respect, each potential shareholder provides any information requested (including his GIIN number) by the SICAV, its delegated entity or the Distributor.

Potential holders of shares will immediately inform the SICAV, its delegated entity or the Distributor in writing of any change in circumstances in their FATCA status or GIIN number.

Under the IGA, this information must be communicated to the French tax authorities, who may in turn share it with the IRS or other tax authorities.

Investors who have not adequately documented their FATCA status, or who have refused to communicate their FATCA status or the necessary information within the required timeframe, may be qualified as "recalcitrant" and be subject to a declaration of the SICAV share or their management company to the competent tax or government authorities.

To avoid potential impacts resulting from the "Foreign Passthru Payment" mechanism and prevent any withholding tax on such payments, the SICAV or its delegated entity reserves the right to prohibit any subscription in the SICAV or the sale of shares to any Non-Participating FFI "NPFFI"² in particular whenever such prohibition is considered legitimate and justified by the protection of the general interests of investors in the SICAV.

The SICAV and its legal representative, as well as the SICAV's Depositary, reserve the right, at their discretion, to prevent or remedy the acquisition and/or direct or indirect holding of shares in the SICAV by any investor who is in breach of applicable laws and regulations, or where such investor's presence in the SICAV could lead to adverse consequences for the SICAV or other investors, including, but not limited to, FATCA sanctions.

To this end, the SICAV may reject any subscription or require the compulsory redemption of SICAV shares in accordance with the conditions set out in the SICAV's Articles of Association³.

Although the above information summarizes the Management Company's current understanding, this understanding could be incorrect, or the way in which FATCA is implemented could change so as to subject some or all investors to the 30% withholding tax.

The provisions outlined herein do not encompass a comprehensive analysis of all tax regulations and considerations, nor do they constitute tax advice. They should not be regarded as an exhaustive catalog of all potential tax risks associated with the acquisition or retention of shares in the SICAV. Investors are advised to seek guidance from their own tax advisors regarding the possible implications of subscribing to, holding, or redeeming shares, including compliance with FATCA withholding or reporting obligations, according to the relevant laws that may apply to their investments in the SICAV.

b) Automatic exchange of tax information (CRS regulations)

France has entered into multilateral agreements for the automatic exchange of financial account information, in accordance with the "Common Reporting Standards" ("CRS") established by the Organization for Economic Co-operation and Development ("OECD").

Under CRS legislation, the SICAV or the Management Company must provide the local tax authorities with certain information on shareholders who are not resident in France. This information is then communicated to the relevant tax authorities.

The information to be reported to the tax authorities includes details such as name, address, tax identification number (TIN), date of birth, place of birth (if recorded by the financial institution), account number, account balance or year-end value and transactions recorded on the account throughout the calendar year.

Each investor agrees to provide the SICAV, the Management Company or their distributors with the information and documentation mandated by law (including, but not limited to, self-certification) as well as any additional documentation reasonably requested to fulfill reporting obligations under CRS standards.

² NPFFI or Non-Participating FFI = financial institution that refuses to comply with FATCA either by refusing to sign a contract with the IRS or by refusing to identify its customers or report to the authorities.

³ This power also extends to any person (i) who appears directly or indirectly to be in breach of the laws and regulations of any country or any governmental authority, or (ii) who could, in the opinion of the SICAV's management company, cause damage to the SICAV which it would not otherwise have endured or suffered.

Further information on the CRS standards can be found on the websites of the OECD and the tax authorities of the signatory states.

Any shareholder who fails to comply with the SICAV's requests for information or documents: (i) may be held liable for penalties imposed on the SICAV that are attributable to the shareholder's failure to provide the requested documentation, or who provides incomplete or incorrect documentation, and (ii) will be reported to the competent tax authorities as having failed to provide the information necessary to identify their tax residence and tax identification number.

3.2. Special provisions for the Sub-Funds

3.2.1. SPIKO US T-BILLS MONEY MARKET FUND

ISIN code

USD Share: FR001400ODM9

EUR Share: FR001400SBD3

Accounting currency

USD Share: US Dollar (USD)

EUR Share: Euro

Public addresses of the Sub-Fund's shares on the DLT used

USD Share

DLT name	Public address of the share register
Ethereum	0xe4880249745eAc5F1eD9d8F7DF844792D560e750
Polygon PoS	0xe4880249745eAc5F1eD9d8F7DF844792D560e750
Arbitrum One	0x021289588cd81dC1AC87ea91e91607eEF68303F5
Starknet	0x20ff2f6021ada9edbceaf31b96f9f67b746662a6e6b2bc9d30c0d3e290a71f6
Base	0xe4880249745eAc5F1eD9d8F7DF844792D560e750
Etherlink	0xe4880249745eAc5F1eD9d8F7DF844792D560e750

EUR Share

DLT name	Public address of the share register
Ethereum	0x0183ace58bc8B8F1f84CC8b9eD1210E1c87dF7e0
Polygon PoS	0x75cB1BD539eE2cb22031603a7b437F1F7077B05e
Arbitrum One	0xA8De1f55Aa0E381cb456e1DcC9ff781eA0079068
Starknet	0x5442f0c652ee87b2b368960474e873c93982e27c622875d2b1a501de3731714
Base	0xA260D72df8FF2696f3A8d0BE46B7bc4d743Be764
Etherlink	0xA260D72df8FF2696f3A8d0BE46B7bc4d743Be764

Investors are reminded that their shares are registered on a public DLT. Investors accept and acknowledge that the number of tokens corresponding to their investment in shares of the Sub-Fund may be visible to all. However, the information available via the DLT does not contain personally identifiable data or data that directly identifies investors.

MMF classification

Short-term Variable Net Asset Value (Short-Term VNAV) Money Market Fund

SFDR classification

Article 6

Delegated investment management

Twenty First Capital

A portfolio management company authorized by AMF under no. GP-11000029

39, avenue Pierre 1^{er} de Serbie - 75008 Paris - France

Investment management objective

The objective of the Sub-Fund is to offer investors capital preservation and consistent performance matching or exceeding the Fed Funds index (Daily Effective Compounded Federal Funds Rate) at the conclusion of the recommended minimum investment period of one (1) day, after deducting all fees billed to the Sub-Fund and associated with each share class. In periods of negative returns on money markets, the Sub-Fund's performance may be adversely affected. In addition, after taking current costs into account, the Sub-Fund's performance may be lower than that of its benchmark index, the Daily Effective Compounded Federal Funds Rate.

Benchmark

Capitalized Fed Funds: the Fed Funds (Daily Effective Compounded Federal Funds Rate) index is representative of the US money market.

Benchmark index applicable to the fund's management objective

As of the last update of this prospectus, the administrator of the benchmark index is not yet listed in ESMA's register of administrators and benchmark indices.

With regard to Regulation (EU) 2016/1011 of the European Parliament and of the Council of June 8th, 2016, the Management Company has a procedure for monitoring the benchmark indices used, describing the measures to be implemented in the event of substantial changes to an index or cessation of supply of that index.

Investment strategy

1. Strategies used

The management strategy aims to achieve a steady rise in net asset value by seeking investments with low-risk exposure. However, in the event of a very low level of money market interest rates, the yield generated by the Sub-Fund may not be sufficient to cover management costs, and the Sub-Fund's net asset value would then fall structurally.

The limits observed by this Sub-Fund are as follows:

Weighted Average Maturity ⁴ (WAM)	60 days or less
Weighted Average Life ⁵ (WAL)	Less than or equal to 120 days
1-day liquidity ⁶	Greater than or equal to 7.5% of net assets
7-day liquidity ⁷	Greater than or equal to 15% of net assets
Maximum residual life of securities and instruments	6 months
Credit quality of the instruments	To assess the credit quality of the securities, the Management Company may refer, at the time of their acquisition, on a non-exclusive basis, to the "investment grade" ratings of recognized rating agencies that it considers the most relevant; however, it ensures to avoid any mechanical dependency on these ratings throughout the holding period of the securities.

The Sub-Fund consists of a single issuer, the government of the United States of America.

The Sub-Fund's portfolio is invested in dollar-denominated bonds and money market instruments issued by the government of the United States of America up to a maximum of 100% of net assets. The Sub-Fund makes use of the derogation provided for in Article 17(7) of Regulation (EU) 2017/1131. It may accordingly invest, in accordance with the principle of risk spreading, up to 100% in various short-term instruments issued by the government of the United States of America (Treasury Bills).

Internal credit quality assessment procedure

I) Description of the scope of the procedure

The Management Company has set up an internal credit quality assessment procedure for money market funds. This procedure establishes the principles and methodologies for ensuring these funds invest in assets that have received a positive credit quality assessment.

The internal credit quality assessment procedure establishes:

- The principles of prudence, appropriateness and relevance at all key stages affecting the investment cycle, and
- The analysis methodologies employed not only assess the eligibility of securities for purchase by the money market fund but also monitor invested securities for potential deterioration, aiming to avoid retaining those at risk of default.

II) Description of the players in the procedure

The Risk Manager's role is to define the risk policy applicable to the Management Company:

- Define risk policy;
- Determine the risk framework for each product or activity;
- Validate risk management strategies and investment processes;
- Validate risk indicator calculation methodologies;
- Approve credit limits;
- Take decisions on the use of new financial instruments by UCITS;
- Review the results of controls carried out;
- Take the necessary decisions to resolve any exceptions detected.

The Risk Manager approves issuer limits for UCITS and counterparty limits for all UCITS.

III) Description of the methodology

At all key stages of the investment cycle, and at the request of investment managers, an independent credit analysis and management team implements the applicable methodologies:

- Information gathering;

⁴ WAM (or Weighted Average Maturity): This metric calculates the average time to maturity of all securities within the Sub-Fund, taking into account the relative weighting of each instrument. For floating-rate instruments, maturity is defined as the time until the next adjustment of the monetary rate, rather than the time until the instrument's principal is repaid. In practice, the WAM is used to measure the sensitivity of a money market fund to changes in money market interest rates.

⁵ WAL (or Weighted Average Life) represents the weighted average remaining lifespan of each security held within the UCITS, indicating the time until full repayment of the security's principal (excluding interest maturities and principal reductions). WAL serves as a metric for assessing credit and liquidity risk.

⁶ A minimum of 7.5% of the Sub-Fund's assets must either mature daily or be comprised of reverse repurchase agreements terminable with one business day notice. As an exception, if the two previous options are not available or do not allow reaching the aforementioned proportion, it can be supplemented (or composed) by cash withdrawable with one business day notice.

⁷ A minimum of 15% of the Sub-Fund's assets must either mature weekly or be comprised of reverse repurchase agreements terminable with five business days' notice. As an exception, if the two previous options are not available or do not allow reaching the aforementioned proportion, it can be supplemented (or composed) by cash withdrawable with five business days' notice.

- Analysis and assessment of credit quality, recommendation of investment terms (risk code, amount limits and maximum maturity) to the Risk Manager;
- Monitoring of credit risks as validated by the Risk Manager, including monitoring of deteriorating loans and follow-up of alerts;
- Management of cases where limits are exceeded in terms of amount and/or duration.

The sources of information used for the analysis must be reliable and diverse:

- Directly sourced from the issuers: annual reports and publications on issuers' websites, face-to-face meetings and presentations with issuers (one-on-one sessions), or through online channels (virtual roadshows);
- From the market: verbal and/or written presentations by rating agencies and/or sell-side analyses, public information disseminated by the media.

The analysis criteria include:

- Quantitative: Utilizing published operating and financial data, which is not only examined at year-end but also tracked over time to identify trends. It is recalibrated if necessary to estimate profitability, solvency and liquidity ratios that are as accurate as possible.
- Qualitative: Assessing financial access, operations, strategy, management, governance, reputation for coherence, credibility and short- and medium-term sustainability.

Following the methodologies outlined in the applicable procedure, analyses should encompass profitability, solvency, and liquidity, utilizing methods tailored to the issuer's type and industry sector (corporate, financial, public administration, etc.), as well as the asset class (unrated, securitized, covered, subordinated, etc.). Ultimately, these analyses should facilitate the evaluation of the issuer's short- and medium-term viability, considering both intrinsic factors and the external context in which it operates.

At the conclusion of the analysis, the evaluation results in assigning a risk code, while the credit framework comprises a series of limits regarding amount and maximum maturity. These limits, along with the risk assessment, are recommended to the Risk Manager by the credit analysis and framework team.

The risk code, ranging from 1 (strong) to 6 (weak), reflects the credit quality for medium- to long-term investments. It includes monitoring notes and alerts for addressing outstanding amounts in case of deterioration. For investment in a money market fund, the minimum required risk code is at the lower end of code 3. However, exceptionally and selectively, credits at the upper end of risk code 4 may be authorized for very short-term investments (less than 6 months).

Limits on amount and maximum maturity are established considering factors such as credit quality, issuer size, and the proportion of the issuer's consolidated debt. Should these limits be exceeded, the appropriate procedure is enacted to address the situation:

- Either by promptly selling the excess holdings to realign them within the prescribed limits;
- Or through a phased reduction of the holdings, subject to monitoring if deemed appropriate;
- Or by adjusting the limit to accommodate the excess, providing it is warranted (particularly based on credit quality and the proportion within the issuer's overall debt).

These decisions are documented in writing in compliance with article 7 of the Delegated Regulation (EU) 2018/990.

Each individual credit within the eligible investment universe undergoes a review at least three times a year, and more frequently as necessitated by events or developments affecting the assessment of credit quality.

IV) Methodology review framework

The Risk Manager conducts a review and validation of credit control methodologies for money market funds at least once a year, and as frequently as needed, to ensure alignment with the current portfolio and external conditions. This process adheres to regulatory provisions governing money market funds.

As an exception to the 5%-10%-40% ratios, the management team will invest up to 100% of the Sub-Fund's net assets in securities backed by the government of the United States of America, provided that these securities belong to at least six different issues and that no single issue exceeds 30% of the Sub-Fund's total assets.

Information on integrating sustainability risks

The Management Company implements a Responsible Investment Policy, which includes a strategy of targeted exclusions tailored to the investment approach.

The primary adverse effects of investment decisions, as defined in Regulation (EU) 2019/2088 on sustainability reporting in the financial services sector - commonly known as the "Disclosure Regulation" - are the negative impacts, whether significant or anticipated to be significant, on sustainability factors resulting from, exacerbated by, or directly associated with investment decisions. Annex 1 of the Delegated Regulation to the Disclosure Regulation enumerates the indicators of these primary adverse impacts.

The Management Company evaluates the primary adverse impacts through its policy of normative exclusions. In this context, only Indicator 14 (Exposure to controversial weapons: anti-personnel mines, cluster munitions, chemical weapons, and biological weapons) is considered. The remaining indicators and the ESG rating of issuers are not factored into the investment process.

More detailed information on the main negative impacts is included in the Management Company's ESG regulatory statement available on its website: <http://www.twentyfirstcapital.com>.

2. Description of assets used (excluding derivative instruments)

The portfolio is invested in:

Debt securities, money market instruments: up to 100% of assets.

The portfolio is allocated to dollar-denominated bonds and money market instruments issued by the government of the United States of America up to a maximum of 100% of net assets. Utilizing the derogation outlined in Article 17(7) of Regulation (EU) 2017/1131, the Sub-Fund is authorized to invest up to 100% in diverse short-term instruments issued by the government of the United States of America (Treasury Bills), in line with the principle of risk diversification.

The Sub-Fund is authorized to invest in the following money market instruments:

- Treasury Bills or short-term bonds issued by the United States of America;
- US government securities in the form of repurchase agreements.

Holdings of shares or units in other UCITS: none

Shares or other equity securities: none

3. Description of derivative instruments used

The Sub-Fund will not invest in derivative instruments.

4. Description of securities with embedded derivatives

The Sub-Fund will not invest in securities with embedded derivatives.

5. Deposits

The Sub-Fund aims to hold no bank deposits, except for the cash strictly necessary for settling subscriptions and redemptions.

Deposits are repayable on demand or can be withdrawn at any time. Deposits are placed with credit institutions domiciled in a Member State of the European Union. If the credit institution is based in a third country, it must adhere to prudential regulations deemed equivalent to those established by European Union law.

6. Cash borrowings

Borrowing cash is prohibited.

In exceptional circumstances, the Sub-Fund may incur debt. In such instances, unusual events like mass redemptions or transactions pending due to technical issues will be promptly documented and addressed, prioritizing the protection of shareholders' interests.

7. Temporary purchases and sales of securities

Type of operations used:

- ☒ repurchase and reverse repurchase agreements with reference to the French Monetary and Financial Code
☐ securities lending and borrowing with reference to the French Monetary and Financial Code: prohibited

These transactions may be terminated at any time, subject to a maximum of two business days' notice. Repurchase agreements have a temporary duration of up to seven business days. These assets are held by the Depositary.

Summary of authorized operations:

Type of operations	Reverse Repurchase agreements	Repurchase agreements	Securities lending	Securities borrowings
Maximum proportion of net assets	100%	10%	Forbidden	Forbidden
Expected proportion of net assets	15%	0%	Forbidden	Forbidden

8. Information on financial guarantees (temporary acquisitions and sales of securities and/or OTC derivatives)

Nature of financial guarantees:

In connection with temporary purchases and sales of securities and/or OTC derivatives transactions, the Sub-Fund may receive securities and cash as collateral.

Securities received as collateral must meet criteria defined by the Management Company. They must be:

- Liquid;
- Transferable at any time;
- Diversified, in compliance with the Sub-Fund's eligibility, exposure and diversification rules;
- Issued by an issuer that is not an entity of the counterparty or its group.

In the case of bonds, the securities will also be issued by high-quality issuers located in the OECD, with a minimum rating of AAA to BBB- on the Standard & Poor's scale, or a rating deemed equivalent by the Management Company. Bonds must have a maximum maturity of 50 years.

Discounts may be applied to collateral received, based on credit quality, price volatility and the results of crisis simulations.

Reuse of cash collateral received:

Cash collateral received, limited to 10% of net assets, may be reinvested in deposits or securities issued or guaranteed by a public or semi-public entity of a Member State of the European Union or an authorized third country, in accordance with the Management Company's Risk Policy.

Reuse of securities collateral received:

Not authorized: securities received as collateral may not be sold, reinvested or pledged.

Risk profile

Investors' funds will primarily be allocated to financial instruments selected by the Management Company, which are susceptible to market trends and fluctuations.

There is no guarantee that the invested capital will be returned. The Sub-Fund is therefore subject to the following risks:

Credit risk: involves the risk of default by the issuer, potentially leading to a decrease in net asset value.

Interest rate risk: refers to the potential decrease in the value of interest rate instruments due to fluctuations in interest rates. It is assessed using the Weighted Average Maturity. During periods of rising interest rates, there may be a slight decline in the net asset value.

Discretionary management risk: arises from the manager's reliance on anticipating market trends. The Fund's performance is influenced by the manager's selection of securities and UCITS, as well as their allocation decisions. Consequently, there is a risk that the manager may not choose the most profitable stocks and that their allocation decisions may not be optimal.

Market risk: entails the potential fluctuation in the value of investments due to economic, political, or stock market conditions, as well as the specific circumstances of an issuer.

Operational risk: refers to the potential risk stemming from execution errors.

Counterparty risk: arises when the Sub-Fund engages in temporary purchases and sales of securities with a counterparty. This exposes the Sub-Fund to the possibility of default or non-performance by the counterparty, potentially resulting in a significant impact on the net asset value. Such risk may not be mitigated by the financial guarantees received.

Risk associated with DLT usage: investors should be aware that the issuance, redemption, transfer, registration, and custody of shares registered on a DLT involve tokens structured through automated computer protocols (smart contracts). The utilization of this technology, tokens, and associated protocols may entail potential risks for investors, stemming from factors such as the recent emergence of these technologies, potential developments they may undergo, malfunctions and/or attacks they may be susceptible to, as well as changes or developments in applicable regulations and constraints. These risks may temporarily impact the issuance, redemption, and transfer of shares in the Sub-Fund.

Risk associated with the wallet required for storing and transferring tokenized shares: due to their registration on a DLT, the Sub-Fund's shares are technically represented as tokens. These tokens must be securely stored and can only be transferred through a wallet managed by the investor. It is the responsibility of each investor to ensure: (i) compatibility of the wallet with the DLT used for maintaining the Sub-Fund's register, (ii) accuracy of information provided to Spiko Finance or the Management Company regarding the wallet, (iii) compliance with the regulatory framework governing its use and the entity operating it, (iv) its security, and (v) secrecy of access methods enabling token transfers (especially the wallet's private key). Any factors affecting compatibility, accuracy, regulatory compliance, security, or confidentiality may impact the issuance, redemption, and transfer of the Sub-Fund's shares, potentially leading to partial or total loss of investment. Prospective investors are advised to comprehend the technical implications of the Sub-Fund's shares offered, considering their DLT registration, before investing.

Sustainability risk: refers to the potential impact of an environmental, social, or governance event or circumstance that, if materialized, could lead to a substantial actual or potential decrease in the investment's value.

Liquidity risk related to temporary purchases and sales of securities: the Sub-Fund may encounter challenges in trading or face temporary inability to trade certain securities in which it invests, or those received as collateral, in the event of a counterparty defaulting on temporary transactions involving securities.

Currency risk: the Sub-fund may occasionally be exposed to exchange rate risk due to subscriptions and redemptions made in a currency different from the Sub-fund's reference currency (USD). These currencies other than the reference currency are, where applicable, exchanged into the Sub-fund's reference currency without delay. Shareholders of the Sub-fund may be affected positively or negatively by exchange rate fluctuations when their reference currency differs from USD, the currency in which the Sub-fund's shares are denominated.

Contractual commitment risk: the Sub-Fund operates under French law. In the event of any dispute arising, resolution will be pursued through the appropriate legal channels, subject to the investor's individual circumstances.

Determination and allocation of distributable sums

Net income includes net income, realized capital gains and losses net of expenses, and net unrealized capital gains and losses. Net income is equal to the amount of interest, arrears, premiums and lots, dividends, remuneration provided for in article L. 225-45 of the French Commercial Code and all other income relating to the securities in the portfolio, plus the proceeds of sums temporarily available, less management fees and borrowing costs.

Distributable sums (net income and net capital gains) are fully reinvested.

Accounting is carried out based on the method of received coupons.

Target subscribers and typical investor profile

All investors seeking a cash investment in US dollars with limited risk may find the Sub-Fund suitable. Shareholders may experience exposure to or advantage from exchange rate fluctuations if their reference currency differs from the USD, which is the currency denomination of the Sub-Fund's shares.

Investors are strongly advised to adequately diversify their investments to avoid sole exposure to the risks associated with the Sub-Fund.

The amount an investor can prudently allocate to the Sub-Fund varies based on their individual circumstances. To ascertain this, investors should evaluate their financial resources, immediate requirements, recommended investment horizon, and risk tolerance, or conversely, their preference for conservative investments. Additionally, it's advisable to diversify investments adequately to prevent overexposure solely to the risks associated with the Sub-Fund.

To date, the shares of the Sub-Fund may not be offered or sold, directly or indirectly, in the United States of America (including its territories and possessions), to a "US Person", as defined by US Regulation S adopted by the Securities and Exchange Commission ("SEC")⁸.

Date and frequency of net asset value calculation

The net asset value is calculated daily, except on public holidays in France and/or when the Paris stock exchange is closed.

Subscription and redemption conditions

Orders are executed in accordance with the table below:

D	D	D	D: NAV calculation day	D	D
Settlement of subscriptions	Clearing of subscription orders before 10:30 a.m. CET	Clearing of redemption orders before 10:30 a.m. CET	Publication of the NAV	Execution of orders no later than D on NAV of D	Settlement of redemptions

Subscription orders, expressed as amounts, and redemption orders, expressed as numbers of shares, are cleared by the Management Company no later than 10:30 a.m. CET.

Orders are executed based on the next net asset value (NAV), meaning at an unknown NAV. The NAV is computed and published on the same day.

Subscriptions and redemptions involve registered shares on DLT.

Orders received after 10:30 a.m. CET will be cleared on the following business day.

In case of public holidays in France or closure of the Paris stock exchange, subscription and redemption orders will be cleared, and the net asset value will be calculated on the following business day.

In-kind subscriptions, in the form of contributions of securities to the Sub-Fund, are not permitted.

Subscription orders are executed only upon receipt by the Sub-Fund of the funds corresponding to the orders. If the funds are not received by D, the subscription orders will be executed at the net asset value applicable to orders cleared on the date the funds are received.

Shareholders of the Sub-Fund have the right to convert some or all of their shares from one category to shares of another category (for example, converting USD shares to EUR shares, or vice versa). The conversion of one share to another share of the Sub-Fund is treated as a redemption followed by a subscription. This conversion constitutes a taxable transfer for consideration that may generate taxable capital gains. The conversion takes place at the same time as the centralization and is subject to the same cut-off deadline. The conversion is carried out using the following formula:

$$A = B * C * D / E$$

⁸ US Person" means: (a) any natural person resident in the United States of America; (b) any entity or corporation organized or incorporated under the laws of the United States of America; (c) any estate (or "trust"), the executor or administrator of which is a US Person; (d) any trust, one of the trustees of which is a US Person; (e) any agency or branch of a non-US entity located in the United States of America; (f) any account managed on a non-discretionary basis (other than an estate or trust) by a US intermediary; or (g) any other account managed on a non-discretionary basis by a US intermediary. Person"; (e) any agency or branch of a non-US entity located in the United States of America; (f) any account managed on a non-discretionary basis (other than an estate or trust) by a financial intermediary or other representative authorized, incorporated or (in the case of an individual) resident in the United States of America; (g) any account managed on a discretionary basis (other than an estate or trust) by a financial intermediary or any other authorized representative incorporated or (in the case of an individual) resident in the United States of America; and (h) any entity or company, provided that it is (i) organized or incorporated under the laws of a country other than the United States of America and (ii) established by a US Person principally for the purpose of investing in securities not registered under the US Securities Act of 1933, as amended, unless organized or registered and owned by "Accredited Investors" (as such term is defined in Rule 501(a) of the US Securities Act of 1933, as amended) other than individuals, estates or trusts.

where A is the number of shares obtained by the investor (rounded down to the fifth decimal place), B is the number of shares converted by the investor, C is the net asset value of the converted shares, D is the currency conversion factor, and E is the net asset value of the shares obtained.

Persons wishing to acquire or subscribe for shares in the Sub-Fund certify, by doing so, that they are not "US Persons". Any shareholder must promptly notify the SICAV's Management Company if they become a "US Person".

In the context of administering a share register on DLT, the Sub-Fund's shares are technically represented as tokens. These tokens must be securely stored and can only be transferred using a wallet set up and operated under the investors' responsibility.

Redemption orders or secondary transfers of the Sub-Fund's shares involve the transfer of the corresponding tokens on the DLT.

These transfers are carried out under the investor's responsibility. They may involve fees, depending on the DLT used for the investor's share register. These costs are borne by the investor (see "*Costs associated with subscription and redemption orders*" below).

Entities authorized to receive subscription and redemption orders

Spiko Finance

16, rue des Immeubles Industriels – 75011 Paris – France

Twenty First Capital

39, avenue Pierre 1er de Serbie - 75008 Paris - France

Transfer conditions

Shares in the Sub-Fund may be transferred by investors in over-the-counter transactions, with terms mutually agreed upon by the seller and the purchaser, provided that the purchaser has an address that has previously undergone Allowlisting.

Where and how the net asset value is published or communicated

www.twentyfirstcapital.com and www.spiko.io

Characteristics of shares

Name	ISIN Code	Initial net asset value	Allocation of distributable sums	Currency of shares	Minimum initial subscription	Minimum amount of shares subscribed subsequently	Minimum amount of shares redeemed	Potential investors
USD Share	FR0014000 DM9	1 USD	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	USD	1 000 USD	1 USD	1 USD	All investors
EUR Share	FR0014005 BD3	1 EUR	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	EUR (unhedged)	1 000 EUR	1 EUR	1 EUR	All Investors

Fees and commissions

a. Subscription and redemption fees

Subscription and redemption fees increase the subscription price paid by the investor or reduce the redemption price. Fees earned by the Sub-Fund are used to offset the costs incurred by the Sub-Fund in investing or divesting the assets entrusted to it. Fees not paid to the Sub-Fund revert to the Management Company, the Distributor, etc.

Charges borne by the investor, collected at the time of subscription or redemption	Base	Rate
Subscription fees not accruing to the Sub-Fund	Net asset value x Number of shares	Max. 0.50% incl. tax
Subscription fees accruing to the Sub-Fund	Net asset value x Number of shares	None
Redemption fees not accruing to the Sub-Fund	Net asset value x Number of shares	Max. 0.50% incl. tax
Redemption fees accruing to the Sub-Fund	Net asset value x Number of shares	None

b. Fees related to subscription and redemption orders

Investors' attention is drawn to the fact that redemption orders or secondary transfers of the Sub-Fund's shares registered on a DLT involve the transfer of the corresponding tokens. These transfers generate additional costs (transaction fees), which may vary depending on the DLT used to manage their shares.

In all instances, these costs will be determined and borne by each investor at the time of such transfers. These transaction costs are not borne by the Sub-Fund and must be paid directly by the investor. The Management Company and Spiko Finance have no influence over the level of these fees. The investor is therefore invited to enquire prior to any transaction involving the Sub-Fund's shares about the applicable fees based on the DLT used to manage their shares.

If an investor is unable to access their wallet and associated tokens, they may contact the Management Company. In such instances, the Management Company reserves the right to levy a fee on the investor, up to a maximum of 500 EUR excluding VAT, should technical measures be required to resolve the investor's issue.

c. Operating and management costs

These include all costs billed directly to the Sub-Fund, except for transaction costs. Transaction costs include intermediation fees (brokerage, financial transaction taxes, etc.) and turnover fees, where applicable, which may be charged by the Depositary and the Management Company. In addition to these fees, there may be charges relating to temporary acquisitions and sales of securities.

Fees charged to the Sub-Fund		Base	Rate
P1	Management fees	Net assets	0.30% incl. tax
P2	Operating expenses and other services		Max. 0.50% incl. tax
P3	Maximum indirect fees (commission and management fees)	Net assets	Not significant
P4	Turnover fees	Deduction from each transaction or operation	None
	Service provider receiving transaction fees		
P5	Performance fee	None	None

Only the fees associated with managing the Sub-Fund in accordance with d) of 4° of II of article L. 621-5-3 of the French Monetary and Financial Code, along with any exceptional legal costs pertaining to receivables recovery, fall outside the purview of the charge categories outlined in the table above.

Repurchase agreements are carried out under market conditions.

All proceeds generated from efficient portfolio management techniques, after deducing both direct and indirect operating expenses, are allocated back to the Sub-Fund. The Sub-Fund bears all costs and expenses associated with these management techniques.

For further information, investors should refer to the Annual Report.

Selecting intermediaries

The intermediaries used by management are selected based on different evaluation criteria:

- Quality of order execution and negotiated prices;
- Quality of operational order counting service;
- Market monitoring information coverage;
- Quality of macroeconomic and financial research.

At least twice a year, the investment managers report to the Management Company's Broker Committee on their assessment of the services provided by these various intermediaries, and on the breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorized intermediaries.

3.2.2. SPIKO EU T-BILLS MONEY MARKET FUND

ISIN code

FR001400ODL1

Accounting currency

Euro (EUR)

Public addresses of the Sub-Fund's shares on the DLT used

DLT name	Public address of the share register
Ethereum	0xa0769f7A8fC65e47dE93797b4e21C073c117Fc80
Polygon PoS	0xa0769f7A8fC65e47dE93797b4e21C073c117Fc80
Arbitrum One	0xCBeB19549054CC0a6257A77736FC78C367216cE7
Starknet	0x4f5e0de717daa6aa8de63b1bf2e8d7823ec5b21a88461b1519d9dbc956fb7f2
Base	0xa0769f7A8fC65e47dE93797b4e21C073c117Fc80
Etherlink	0xa0769f7A8fC65e47dE93797b4e21C073c117Fc80

Investors are reminded that their shares are registered on a public DLT. Investors accept and acknowledge that the number of tokens corresponding to their investment in shares of the Sub-Fund may be visible to all. However, the information available via the DLT does not contain personally identifiable data or data that directly identifies investors.

MMF classification

Short-term variable net asset value money market fund

SFDR classification

Article 6

Delegated investment management

Twenty First Capital

A portfolio management company authorized by AMF under no. GP-11000029
39, avenue Pierre 1^{er} de Serbie - 75008 Paris - France

Management objective

The objective of the Sub-Fund is to offer investors capital preservation and consistent performance matching or exceeding the capitalized €STR (Euro Short Term Rate) at the conclusion of the recommended minimum investment period of one (1) day, after deducing all fees billed to the Sub-Fund and associated with each share class. In periods of negative returns on money markets, the Sub-Fund's performance may be adversely affected. In addition, after taking current costs into account, the Sub-Fund's performance may be lower than that of its benchmark index, the capitalized €STR (Euro Short Term Rate).

Benchmark

Capitalized €STR: corresponds to the return on an investment at the €STR rate, renewed each business day. €STR is calculated by the European Central Bank and is representative of the Eurozone money market.

Benchmark index applicable to the fund's management objective

As of the last update of this prospectus, the administrator of the benchmark index is not yet listed in ESMA's register of administrators and benchmark indices.

With regard to Regulation (EU) 2016/1011 of the European Parliament and of the Council of June 8th, 2016, the Management Company has a procedure for monitoring the benchmark indices used, describing the measures to be implemented in the event of substantial changes to an index or cessation of supply of that index.

Investment strategy

1. Strategies used

The management strategy aims to achieve a steady rise in net asset value by seeking investments with low-risk exposure. However, in the event of a very low level of money market interest rates, the yield generated by the Sub-Fund may not be sufficient to cover management costs, and the Sub-Fund's net asset value would then fall structurally.

The limits observed by the Sub-Fund are as follows:

Weighted Average Maturity⁹ (WAM)	60 days or less
Weighted Average Life¹⁰ (WAL)	Less than or equal to 120 days
1-day liquidity¹¹	Greater than or equal to 7.5% of net assets
7-day liquidity¹²	Greater than or equal to 15% of net assets
Maximum residual life of securities and instruments	6 months
Credit quality of the instruments	To assess the credit quality of the securities, the Management Company may refer, at the time of their acquisition, on a non-exclusive basis, to the "investment grade" ratings of recognized rating agencies that it considers the most relevant; however, it ensures to avoid any mechanical dependency on these ratings throughout the holding period of the securities.

The Sub-Fund consists of various issuers, all of which are governments of Eurozone Member States.

The Sub-Fund's portfolio is invested in euro-denominated bonds and money market instruments issued by Eurozone Member States up to a maximum of 100% of net assets. The Sub-Fund may make use of the derogation provided for in Article 17(7) of Regulation (EU) 2017/1131. It may accordingly invest, in accordance with the principle of risk spreading, up to 100% in various short-term instruments issued by a single Eurozone Member State.

Internal credit quality assessment procedure

I) Description of the scope of the procedure

The Management Company has set up an internal credit quality assessment procedure for money market funds. This procedure establishes the principles and methodologies for ensuring these funds invest in assets that have received a positive credit quality assessment.

The internal credit quality assessment procedure establishes:

- The principles of prudence, appropriateness and relevance at all key stages affecting the investment cycle, and
- The analysis methodologies used to determine not only the eligibility of loans for purchase by the money market fund, but also the monitoring of invested loans that may be deteriorating, in order to avoid keeping those likely to default on their books.

II) Description of the players in the procedure

The Risk Manager's role is to define the risk policy applicable to the Management Company:

- Define risk policy;

⁹ WAM (or Weighted Average Maturity): This metric calculates the average time to maturity of all securities within the Sub-Fund, taking into account the relative weighting of each instrument. For floating-rate instruments, maturity is defined as the time until the next adjustment of the monetary rate, rather than the time until the instrument's principal is repaid. In practice, the WAM is used to measure the sensitivity of a money market fund to changes in money market interest rates.

¹⁰ WAL (or Weighted Average Life) represents the weighted average remaining lifespan of each security held within the UCITS, indicating the time until full repayment of the security's principal (excluding interest maturities and principal reductions). WAL serves as a metric for assessing credit and liquidity risk.

¹¹ A minimum of 7.5% of the Sub-Fund's assets must either mature daily, be comprised of reverse repurchase agreements terminable with one business day notice, or consist of cash withdrawable with one business day notice.

¹² A minimum of 15% of the Sub-Fund's assets must either mature weekly, be comprised of reverse repurchase agreements terminable with five business days' notice, or consist of cash withdrawable with five business days' notice.

- Determine the risk framework for each product or activity;
- Validate risk management strategies and investment processes;
- Validate risk indicator calculation methodologies;
- Approve credit limits;
- Take decisions on the use of new financial instruments by UCITS;
- Review the results of controls carried out;
- Take the necessary decisions to resolve any exceptions detected.

The Risk Manager approves issuer limits for UCITS and counterparty limits for all UCITS.

III) Description of the methodology

At all key stages of the investment cycle, and at the request of investment managers, an independent credit analysis and management team implements the applicable methodologies:

- Information gathering;
- Analysis and assessment of credit quality, recommendation of investment terms (risk code, amount limits and maximum maturity) to the Risk Manager;
- Monitoring of credit risks as validated by the Risk Manager, including monitoring of deteriorating loans and follow-up of alerts;
- Management of cases where limits are exceeded in terms of amount and/or duration.

The sources of information used for the analysis must be reliable and diverse:

- Directly sourced from the issuers: annual reports and publications on issuers' websites, face-to-face meetings and presentations with issuers (one-on-one sessions), or through online channels (virtual roadshows);
- From the market: verbal and/or written presentations by rating agencies and/or sell-side analyses, public information disseminated by the media.

The analysis criteria include:

- Quantitative: Utilizing published operating and financial data, which is not only examined at year-end but also tracked over time to identify trends. It is recalibrated if necessary to estimate profitability, solvency and liquidity ratios that are as accurate as possible.
- Qualitative: Assessing financial access, operations, strategy, management, governance, reputation for coherence, credibility and short- and medium-term sustainability.

Following the methodologies outlined in the applicable procedure, analyses should encompass profitability, solvency, and liquidity, utilizing methods tailored to the issuer's type and industry sector (corporate, financial, public administration, etc.), as well as the asset class (unrated, securitized, covered, subordinated, etc.). Ultimately, these analyses should facilitate the evaluation of the issuer's short- and medium-term viability, considering both intrinsic factors and the external context in which it operates.

At the conclusion of the analysis, the evaluation results in assigning a risk code, while the credit framework comprises a series of limits regarding amount and maximum maturity. These limits, along with the risk assessment, are recommended to the Risk Manager by the credit analysis and framework team.

The risk code, ranging from 1 (strong) to 6 (weak), reflects the credit quality for medium- to long-term investments. It includes monitoring notes and alerts for addressing outstanding amounts in case of deterioration. For investment in a money market fund, the minimum required risk code is at the lower end of code 3. However, exceptionally and selectively, credits at the upper end of risk code 4 may be authorized for very short-term investments (less than 6 months).

Limits on amount and maximum maturity are established considering factors such as credit quality, issuer size, and the proportion of the issuer's consolidated debt. Should these limits be exceeded, the appropriate procedure is enacted to address the situation:

- Either by promptly selling the excess holdings to realign them within the prescribed limits;
- Or through a phased reduction of the holdings, subject to monitoring if deemed appropriate;
- Or by adjusting the limit to accommodate the excess, providing it is warranted (particularly based on credit quality and the proportion within the issuer's overall debt).

These decisions are documented in writing in compliance with article 7 of the Delegated Regulation (EU) 2018/990.

Each individual credit within the eligible investment universe undergoes a review at least three times a year, and more frequently as necessitated by events or developments affecting the assessment of credit quality.

IV) Methodology review framework

The Risk Manager conducts a review and validation of credit control methodologies for money market funds at least once a year, and as frequently as needed, to ensure alignment with the current portfolio and external conditions. This process adheres to regulatory provisions governing money market funds.

As an exception to the 5%-10%-40% ratios, the management team may invest up to 100% of the Sub-Fund's net assets in securities backed by a single Eurozone Member State, provided that these securities belong to at least six different issues and that no single issue exceeds 30% of the Sub-Fund's total assets.

Information on integrating sustainability risks

The Management Company implements a Responsible Investment Policy, which includes a strategy of targeted exclusions tailored to the investment approach.

The primary adverse effects of investment decisions, as defined in Regulation (EU) 2019/2088 on sustainability reporting in the financial services sector – commonly known as the "Disclosure Regulation" - are the negative impacts, whether significant or anticipated to be significant, on sustainability factors resulting from, exacerbated by, or directly linked to investment decisions. Annex 1 of the Delegated Regulation to the Disclosure Regulation enumerates the indicators of these primary adverse impacts.

The Management Company evaluates the primary adverse impacts through its policy of normative exclusions. In this context, only indicator 14 (Exposure to controversial weapons: anti-personnel mines, cluster munitions, chemical weapons and biological weapons) is considered. The remaining indicators and the ESG rating of issuers are not factored in the investment process.

More detailed information on the main negative impacts is included in the Management Company's ESG regulatory statement available on its website: <http://www.twentyfirstcapital.com>.

2. Description of assets used (excluding derivative instruments)

The portfolio is invested in:

Debt securities, money market instruments: up to 100% of assets.

The portfolio is allocated to euro-denominated bonds and money market instruments issued by governments of Eurozone Member States up to a maximum of 100% of net assets. Utilizing the derogation outlined in Article 17(7) of Regulation (EU) 2017/1131, the Sub-Fund is authorized to invest up to 100% in various short-term instruments issued by a single Eurozone Member State, in line with the principle of risk diversification.

The Sub-Fund may invest in the following money market instruments:

- Treasury Bills or short-term bonds issued by governments of Eurozone Member States;
- Securities issued by governments of Eurozone Member States in the form of repurchase agreements.

Holdings of shares or units in other UCITS: none

Shares or other equity securities: none

3. Description of derivative instruments

The Sub-Fund will not invest in derivative instruments.

4. Description of securities with embedded derivative instruments

The Sub-Fund will not invest in securities with embedded derivatives.

5. Deposits

The Sub-Fund is permitted to allocate up to 10% of its assets to deposits. These deposits support the Sub-Fund's management objectives by facilitating the receipt of all or a portion of the flows associated with exchange transactions and/or aiding in the management of cash flows.

They are repayable on demand or can be withdrawn at any time. Deposits are placed with credit institutions domiciled in a Member State of the European Union. If the credit institution is based in a third country, it must adhere to prudential regulations deemed equivalent to those established by European Union law.

6. Cash borrowings

Borrowing cash is prohibited.

In exceptional circumstances, the Sub-Fund may incur debt. In such circumstances, unusual events like mass redemptions or transactions pending due to technical issues will be promptly documented and addressed, prioritizing the protection of shareholders' interests.

7. Temporary purchases and sales of securities

Type of operations used:

- ☒ repurchase and reverse repurchase agreements with reference to the French Monetary and Financial Code
☐ securities lending and borrowing with reference to the French Monetary and Financial Code: prohibited

These transactions may be terminated at any time, subject to a maximum of two business days' notice. Repurchase agreements have a temporary duration of up to seven business days. These assets are held by the Depositary.

Summary of authorized operations:

Type of operation	Reverse Repurchase agreements	Repurchase agreements	Securities lending	Securities borrowings
Maximum proportion of net assets	100%	10%	Forbidden	Forbidden
Expected proportion of net assets	15%	0%	Forbidden	Forbidden

8. Information on financial guarantees (temporary acquisitions and sales of securities and/or OTC derivatives)

Nature of financial guarantees:

In connection with temporary purchases and sales of securities and/or OTC derivatives transactions, the Sub-Fund may receive securities and cash as collateral.

Securities received as collateral must meet criteria defined by the Management Company. They must be:

- Liquid;
- Transferable at any time;
- Diversified, in compliance with the Sub-Fund's eligibility, exposure and diversification rules;
- Issued by an issuer that is not an entity of the counterparty or its group.

In the case of bonds, the securities will also be issued by high-quality issuers located in the OECD, with a minimum rating of AAA to BBB- on the Standard & Poor's scale, or a rating deemed equivalent by the Management Company. Bonds must have a maximum maturity of 50 years.

Discounts may be applied to collateral received, considering credit quality, the volatility of security prices and the results of crisis simulations.

Reuse of cash collateral received:

Cash collateral received, limited to 10% of net assets, may be reinvested in deposits or securities issued or guaranteed by a public or semi-public entity of a Member State of the European Union or an authorized third country, in accordance with the Management Company's Risk Policy.

Reuse of securities collateral received:

Not authorized: Securities received as collateral may not be sold, reinvested or pledged.

Risk profile

Investors' funds will primarily be allocated to financial instruments selected by the Management Company, which are susceptible to market trends and fluctuations.

There is no guarantee that the invested capital will be returned. The Sub-Fund is therefore subject to the following risks:

Credit risk: involves the possibility of a decline in the value of securities issued by a public issuer or the risk of default by the issuer, potentially leading to a decrease in net asset value.

Interest rate risk: refers to the potential decrease in the value of interest rate instruments due to fluctuations in interest rates. It is assessed using the Weighted Average Maturity. During periods of rising interest rates, there may be a slight decline in the net asset value.

Discretionary management risk: arises from the manager's reliance on anticipating market trends. The Fund's performance is influenced by the manager's selection of securities and UCITS, as well as their allocation decisions. Consequently, there is a risk that the manager may not choose the most profitable stocks and that their allocation decisions may not be optimal.

Market risk: entails the potential fluctuation in the value of investments due to economic, political, or stock market conditions, as well as the specific circumstances of an issuer.

Operational risk: refers to the potential risk stemming from execution errors.

Counterparty risk: arises when the Sub-Fund engages in temporary purchases and sales of securities with a counterparty. This exposes the Sub-Fund to the possibility of default or non-performance by the counterparty, potentially resulting in a significant impact on the net asset value. Such risk may not be mitigated by the financial guarantees received.

Risk associated with DLT usage: investors should be aware that the issuance, redemption, transfer, registration, and custody of shares registered on a DLT involve tokens structured through automated computer protocols (smart contracts). The utilization of this technology, tokens, and associated protocols may entail potential risks for investors, stemming from factors such as the recent emergence of these technologies, potential developments they may undergo, malfunctions and/or attacks they may be susceptible to, as well as changes or developments in applicable regulations and constraints. These risks may temporarily impact the issuance, redemption, and transfer of shares in the Sub-Fund.

Risk associated with the wallet required for storing and transferring tokenized shares: due to their registration on a DLT, the Sub-Fund's shares are technically represented as tokens. These tokens must be securely stored and can only be transferred through a wallet managed by the investor. It is the responsibility of each investor to ensure: (i) compatibility of the wallet with the DLT used for maintaining the Sub-Fund's register, (ii) accuracy of information provided to Spiko Finance or the Management Company regarding the wallet, (iii) compliance with the regulatory framework governing its use and the entity operating it, (iv) its security, and (v) secrecy of access methods enabling token transfers (especially the wallet's private key). Any factors affecting compatibility, accuracy, regulatory compliance, security, or confidentiality may impact the issuance, redemption, and transfer of the Sub-Fund's shares, potentially leading to partial or total loss of investment. Prospective investors are advised to comprehend the technical implications of the Sub-Fund's shares offered, considering their DLT registration, before investing.

Sustainability risk: refers to the potential impact of an environmental, social, or governance event or circumstance that, if materialized, could lead to a substantial actual or potential decrease in the investment's value.

Liquidity risk related to temporary purchases and sales of securities: the Sub-Fund may encounter challenges in trading or face temporary inability to trade certain securities in which it invests, or those received as collateral, in the event of a counterparty defaulting on temporary transactions involving securities.

Currency risk: the Sub-Fund itself is not directly exposed to currency risk. However, shareholders in the Sub-Fund may be subject to or may benefit from fluctuations in exchange rates if their reference currency differs from the USD, the currency in which the Sub-Fund's shares are denominated.

Contractual commitment risk: the Sub-Fund operates under French law. In the event of any dispute arising, resolution will be pursued through the appropriate legal channels, subject to the investor's individual circumstances.

Determination and allocation of distributable sums

Net income includes net income, realized capital gains and losses net of expenses, and net unrealized capital gains and losses. Net income is equal to the amount of interest, arrears, premiums and lots, dividends, remuneration provided for in article L. 225-45 of the French Commercial Code and all other income relating to the securities in the portfolio, plus the proceeds of sums temporarily available, less management fees and borrowing costs.

Distributable sums (net income and net capital gains) are fully reinvested.

Accounting is carried out based on the method of received coupons.

Target subscribers and typical investor profile

All investors seeking a cash investment in euros with limited risk may find the Sub-Fund suitable. Shareholders may experience exposure to or advantage from exchange rate fluctuations if their reference currency differs from the EUR, which is the currency denomination of the Sub-Fund's shares.

Investors are strongly advised to diversify their investments to avoid sole exposure to the risks associated with the Sub-Fund.

The amount an investor can prudently allocate to the Sub-Fund varies based on their individual circumstances. To ascertain this, investors should evaluate their financial resources, immediate requirements, recommended investment horizon, and risk tolerance, or conversely, their preference for conservative investments. Additionally, it's advisable to diversify investments adequately to prevent overexposure solely to the risks associated with the Sub-Fund.

To date, the shares of the Sub-Fund may not be offered or sold directly or indirectly in the United States of America (including its territories and possessions), to a "US Person", as defined by the American regulation "Regulation S" adopted by the Securities and Exchange Commission ("SEC")¹³.

Date and frequency of net asset value calculation

The net asset value is calculated daily, except on legal holidays in France and/or when the Paris stock exchange is closed.

Subscription and redemption conditions

Orders are executed in accordance with the table below:

D-1: NAV calculation day	D	D	D	D	D
Publication of the NAV	Clearing of subscription orders before 10:30 a.m. CET	Clearing of redemption orders before 10:30 a.m. CET	Settlement of subscriptions	Execution of orders no later than D on D-1 NAV	Settlement of redemptions

Subscription orders, expressed as amounts, and redemption orders, expressed as numbers of shares, are cleared by the Management Company no later than 10:30 a.m. CET.

These orders are executed based on the last known net asset value. The net asset value on which subscription and redemption orders will be executed may be recalculated between the time orders are placed and their execution, to take account of any exceptional market events occurring in the interim.

Subscriptions and redemptions are for registered shares within the DLT.

Clearing of orders received after 10:30 a.m. CET is postponed to the next business day.

¹³ US Person" means: (a) any natural person resident in the United States of America; (b) any entity or corporation organized or incorporated under the laws of the United States of America; (c) any estate (or "trust"), the executor or administrator of which is a US Person; (d) any trust, one of the trustees of which is a US Person; (e) any agency or branch of a non-US entity located in the United States of America; (f) any account managed on a non-discretionary basis (other than an estate or trust) by a US intermediary; or (g) any other account managed on a non-discretionary basis by a US intermediary. Person"; (e) any agency or branch of a non-US entity located in the United States of America; (f) any account managed on a non-discretionary basis (other than an estate or trust) by a financial intermediary or other representative authorized, incorporated or (in the case of an individual) resident in the United States of America; (g) any account managed on a discretionary basis (other than an estate or trust) by a financial intermediary or any other authorized representative incorporated or (in the case of an individual) resident in the United States of America; and (h) any entity or company, provided that it is (i) organized or incorporated under the laws of a country other than the United States of America and (ii) established by a US Person principally for the purpose of investing in securities not registered under the US Securities Act of 1933, as amended, unless organized or registered and owned by "Accredited Investors" (as such term is defined in Rule 501(a) of the US Securities Act of 1933, as amended) other than individuals, estates or trusts.

In the event of public holidays in France or when the Paris stock exchange is closed, subscription and redemption orders are cleared and the net asset value calculated on the next business day.

In-kind subscriptions, in the form of contributions of securities to the Sub-Fund, are not permitted.

Subscription orders are executed only upon receipt by the Sub-Fund of the funds corresponding to the subscription order. If the funds are not received by D, the subscription order will be executed at the net asset value applicable to orders cleared on the date the funds are received.

Persons wishing to acquire or subscribe for shares certify, by subscribing for or acquiring shares in the Sub-Fund, that they are not "US Persons". Any shareholder must immediately inform the SICAV's Management Company if they become a "US Person".

In the context of administering a share register on DLT, the Sub-Fund's shares are technically represented as tokens. These tokens must be securely stored and can only be transferred using a wallet set up and operated under the investors' responsibility.

Redemption orders or secondary transfers of the Sub-Fund's shares involve the transfer of the corresponding tokens on the DLT.

These transfers are carried out under the investor's responsibility. They may involve fees, depending on the DLT used for the investor's share register. These costs are borne by the investor (see "*Costs associated with subscription and redemption orders*" below).

Entities authorized to receive subscription and redemption orders

Spiko Finance

16, rue des Immeubles Industriels - 75011 Paris - France

Twenty First Capital

39, avenue Pierre 1er de Serbie - 75008 Paris - France

Transfer conditions

Shares in the Sub-Fund may be transferred by investors in over-the-counter transactions on terms agreed between the seller and the purchaser, provided that the purchaser has an address that has been subject to prior Allowlisting.

Where and how the net asset value is published or communicated

www.twentyfirstcapital.com and www.spiko.io

Characteristics of shares

Name	ISIN Code	Initial net asset value	Allocation of distributable sums	Currency of shares	Minimum initial subscription	Minimum amount of shares subscribed subsequently	Minimum amount of shares redeemed	Potential investors
EUR Share	FR0014000 DL1	1 EUR	<u>Allocation of net income:</u> Capitalization <u>Allocation of net realized capital gains:</u> Capitalization	EUR	1 000 EUR	1 EUR	1 EUR	All Investors

Fees and commissions

a. Subscription and redemption fees

Subscription and redemption fees increase the subscription price paid by the investor or reduce the redemption price. Fees earned by the Sub-Fund are used to offset the costs incurred by the Sub-Fund in investing or divesting the assets entrusted to it. Fees not paid to the Sub-Fund revert to the Management Company, the Distributor, etc.

Charges borne by the investor, collected at the time of subscription or redemption	Base	Rate
Subscription fees not accruing to the Sub-Fund	Net asset value x Number of shares	Max. 0.50% incl. tax
Subscription fees accruing to the Sub-Fund	Net asset value x Number of shares	None
Redemption fees not accruing to the Sub-Fund	Net asset value x Number of shares	Max. 0.50% incl. tax
Redemption fees accruing to the Sub-Fund	Net asset value x Number of shares	None

b. Fees related to subscription and redemption orders

Investors' attention is drawn to the fact that redemption orders or secondary transfers of the Sub-Fund's shares registered in DLT involve the transfer of the corresponding tokens. These transfers generate additional costs (transaction fees) linked to the DLT selected. The amount of these fees varies according to the DLT used to hold the shares.

In all cases, these costs will be determined and borne by each investor at the time of such transfers. These transaction costs are not borne by the Sub-Fund and must be paid directly by the investor. The Management Company and the Distributor have no influence over the level of these fees. The investor is therefore invited to enquire prior to any transaction involving the Sub-Fund's shares about the charges applicable according to the DLT used for their shares.

Should the investor be unable to access his/her *wallet* and associated tokens, he/she may contact the Management Company. In this case, the Management Company may charge the investor a fee, up to a maximum of 500 euros excluding VAT, if it must take technical steps to remedy the investor's situation.

c. Operating and management costs

These include all costs billed directly to the Sub-Fund, except for transaction costs.

Transaction costs include intermediation fees (brokerage, stock exchange taxes, etc.) and turnover fees, where applicable, which may be charged by the Custodian and the Management Company. In addition to these fees, there may be charges relating to temporary acquisitions and sales of securities.

Fees charged to the Sub-Fund		Base	Rate
P1	Management fees	Net assets	0.30% incl. tax
P2	Operating expenses and other services		Max. 0.50% incl. tax
P3	Maximum indirect fees (commission and management fees)	Net assets	Not significant
P4	Turnover fees Service provider receiving transaction fees	Deduction from each transaction or operation	None
P5	Performance fee	None	None

Only the contributions payable for managing the Sub-Fund in application of d) of 4° of II of article L. 621-5-3 of the French Monetary and Financial Code and any exceptional legal costs relating to the recovery of receivables are outside the scope of the blocks of charges mentioned in the table above.

Repurchase agreements are carried out under market conditions.

All income from efficient portfolio management techniques, net of direct and indirect operating costs, is returned to the Sub-Fund. All costs and expenses relating to these management techniques are borne by the Sub-Fund.

For further information, investors should refer to the Annual Report.

Selecting intermediaries

The intermediaries used by management are selected based on different evaluation criteria:

- Quality of order execution and negotiated prices;
- Quality of the operational order counting service;
- Information coverage in market monitoring;
- Quality of macroeconomic and financial research.

At least twice a year, the managers' report to the Management Company's Broker Committee on their assessment of the services provided by these various intermediaries, and on the breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorized intermediaries.

4. COMMERCIAL INFORMATION

Distributing information about the SICAV

The prospectus, latest annual reports and periodic documents are available from the Management Company:

Twenty First Capital

39, avenue Pierre 1er de Serbie - 75008 Paris

The net asset value of the SICAV can be obtained upon request from the Management Company or accessed through its website: <http://www.twentyfirstcapital.com>

This information is also available on the Distributor's website: www.spiko.io

Shareholders are notified of any changes impacting the SICAV in accordance with the procedures set forth by the Autorité des Marchés Financiers: specific information or any other means (financial notices, periodic documents, etc.). Financial notices may be published in the press and/or on the Management Company's website: <http://www.twentyfirstcapital.com>

Disclosure of the composition of the SICAV's portfolio

The Management Company is authorized to disclose, directly or indirectly, the asset composition of the SICAV's Sub-Funds to shareholders who are professional investors under the supervision of the ACPR, the AMF or equivalent European authorities. This disclosure is solely for calculating regulatory requirements associated with the Solvency II directive.

Compliance by the SICAV with criteria relating to environmental, social and governance (ESG) objectives:

On its website www.twentyfirstcapital.com and in the SICAV's annual report, the Management Company provides investors with information on how ESG criteria are considered in the SICAV's investment policy.

Regulation (EU) 2019/2088 on the publication of sustainability information in the financial services sector (known as the "Disclosure Regulation" or "SFDR").

As a financial institution, the SICAV's Management Company is subject to Regulation 2019/2088 of November 27, 2019, on the publication of sustainability information in the financial services sector (known as the "Disclosure Regulation" or "SFDR").

This Regulation establishes harmonized rules for financial market players on transparency with regard to the integration of sustainability risks (Article 6 of the Regulation), the consideration of negative sustainability impacts, the promotion of environmental or social characteristics in the investment process (Article 8 of the Regulation) or sustainable investment objectives (Article 9 of the Regulation).

Sustainability risk is defined as an environmental, social or governance event or situation which, if it occurs, could have a significant actual or potential negative impact on the investment's value.

Sustainable investment refers to an investment in an economic activity that contributes to an environmental objective, measured for example by key indicators of resource efficiency relating to the use of energy, renewable energies, raw materials, water and land, waste production and greenhouse gas emissions, or effects on biodiversity and the circular economy, or an investment in an economic activity that contributes to a social objective, in particular an investment that contributes to the fight against inequality or promotes social cohesion, social integration and labor relations, or an investment in human capital or economically or socially disadvantaged communities, provided that these investments do not cause significant harm to any of these objectives and that the companies in which the investments are made apply good governance practices, in particular with regard to sound management structures, employee relations, remuneration of competent personnel and compliance with tax obligations.

The SICAV is classified under Article 6 of the SFDR's ESG criteria.

Regulation (EU) 2020/852 (known as the "Taxonomy Regulation") on the establishment of a framework to promote sustainable investment and amending the Disclosure Regulation.

Under the Taxonomy Regulations, environmentally sustainable investments are investments in one or more economic activities that can be considered environmentally sustainable under these Regulations. For the purposes of establishing the degree of environmental sustainability of an investment, an economic activity is considered to be environmentally sustainable if it makes a substantial contribution to one or more of the environmental objectives defined in the Taxonomy Regulation, does not significantly harm one or more of the environmental objectives defined in the Taxonomy Regulation, is carried out in compliance with the minimum guarantees established by the Taxonomy Regulation, and complies with the technical review criteria established by the European Commission in accordance with the Taxonomy Regulation.

In accordance with the Taxonomy Regulation, the investments underlying the UCITS do not consider the European Union's criteria for environmentally sustainable economic activities.

5. INVESTMENT RULES

The SICAV complies with the investment rules set forth by the French Monetary and Financial Code and applicable to its category.

The portfolio is invested in bonds and money market instruments up to a maximum of 100% of net assets. The SICAV makes use of the derogation provided for in Article 17(7) of Regulation (EU) 2017/1131. By derogation from the 5%-10%-40% ratios, it may therefore invest, in accordance with the principle of risk spreading, up to 100% in various short-term instruments guaranteed by governments, local authorities and international public bodies.

6. OVERALL RISK

The SICAV utilizes the commitment approach as its primary method for overall risk calculation, adhering to the provisions outlined in articles 411-74 et seq. of the AMF General Regulation.

7. ASSET VALUATION AND ACCOUNTING RULES

Principle

General accounting policies are implemented following these principles:

- The going concern principle;
- Consistency of accounting methods from year to year;
- Independence of accounting periods.

The method used for recording assets in the accounts is the historical cost method, except for the valuation of the portfolio.

Asset valuation rules

The calculation of the net asset value of each share adheres to the following valuation rules:

- Transferable securities traded on a French or foreign regulated market are valued at market price. Valuation at the reference market price is carried out in accordance with the procedures established by the Management Company. Transferable securities contributed to or held by the SICAV are valued at market price, based on the reference price used.
- Differences between the reference prices used to calculate the net asset value and the historical cost of the securities in the portfolio are recorded in a "Valuation differences" account.
- Treasury Bills and commercial papers are valued at their market price.
- Securities whose price has not been recorded on the valuation day, or whose price has been corrected, are valued at their probable trading value under the responsibility of the Management Company. These valuations and their rationale are communicated to the statutory auditor during their audits.
- Cash, deposits and financial instruments held in the portfolio and denominated in foreign currencies are converted into the accounting currency of the relevant Sub-Fund based on exchange rates prevailing on the valuation day.
- Transferable securities covered by temporary purchase or sale agreements are valued in accordance with current regulations, the terms and conditions of which are determined by the Management Company.

- Securities received through repurchase agreements are recorded in the buyer's portfolio under "Receivables on securities received under repurchase agreements" reflecting the contractually agreed amounts along with accrued interest. Securities purchased under resale agreements are valued at their market price. Interest receivable and payable on repurchase agreements is calculated *pro rata temporis*. Debt representing securities sold under repurchase agreements is recorded in the seller's portfolio at the contract value, plus interest payable. Upon settlement, interest received and disbursed is recorded as income from receivables.
- Transactions involving futures and options traded on organized markets in France or abroad are marked to market in accordance with the procedures defined by the Management Company. Futures contracts are valued at the settlement price.

Valuation of financial guarantees:

Guarantees are marked-to-market on a daily basis.

Discounts may be applied to received collateral, considering factors such as credit quality, price volatility and stress test outcomes.

Margin calls are made daily, unless otherwise stipulated in the framework contract governing these transactions, or in the event of an agreement between the Management Company and the counterparty on the application of a trigger threshold.

Futures, options and swaps on over-the-counter markets, as authorized by the regulations applicable to UCITS, are valued at their market value or at an estimated value determined by the Management Company. Interest rate and/or currency swaps are valued at market value, based on the price calculated by discounting future cash flows (principal and interest) at market interest and/or currency rates. This price is adjusted for signature risk.

Accounting method

Acquisitions and disposals of securities are accounted for excluding costs.

The income recognition option is based on income received. Income consists of:

- Income from securities;
- Dividends and interest received at the exchange rate applicable to foreign securities;
- Interest on foreign currency cash balances, income from repurchase agreements and other investments.

From these revenues are deducted:

- Management fees;
- Financial expenses and expenses on other investments.

Off-balance sheet commitments

Futures contracts are carried at their market value, in off-balance sheet commitments, at the settlement price. Conditional forward transactions are translated into their underlying equivalent. Over-the-counter interest-rate swaps are valued based on the nominal amount, plus or minus the corresponding estimated difference.

Income equalization account

The income equalization accounts ensure that all policyholders receive the same amount of income, regardless of the subscription date or redemption date.

8. REMUNERATION

The Management Company has implemented a remuneration policy that complies with the requirements of the AIFM and UCITS V directives and the ESMA guidelines.

This remuneration policy is consistent with and promotes sound and efficient risk management and does not encourage risk-taking that would be incompatible with the risk profiles of the UCITS managed by the Management Company. This policy is also consistent with the interests of the UCITS and its investors.

The Management Company has implemented comprehensive measures to proactively mitigate potential conflicts of interest. Staff members are compensated through a structured remuneration package consisting of both a fixed component and a variable component, which undergoes annual evaluation, contingent upon individual and collective performance assessments.

The remuneration policy principles are reviewed regularly and adapted in line with regulatory developments. A summary of the remuneration policy is available on the Twenty First Capital website: www.twentyfirstcapital.com.

ARTICLES OF ASSOCIATION

SPIKO SICAV
French Société d'Investissement à Capital Variable (SICAV)
Head office: 39, Avenue Pierre 1^{er} de Serbie - 75008 Paris
R.C.S. PARIS 928 800 093

1. FORM, PURPOSE, NAME, REGISTERED OFFICE, DURATION OF THE COMPANY

Article 1 - Form

A Société d'Investissement à Capital Variable (SICAV) à compartiments (Open-Ended Investment Company with Sub-Funds) governed by the provisions of the French Commercial Code relating to Sociétés Anonymes (Book II - Title II - Chapter V), the French Monetary and Financial Code (Book II - Title I - Chapter IV - Section 1 - Subsection I), their implementing regulations, subsequent regulations and these Articles of Association, is hereby formed between the holders of the Shares hereby created and those to be created subsequently.

In accordance with article L. 214-5 of the French Monetary and Financial Code, the SICAV comprises Sub-Funds. Each Sub-Fund issues a class of shares representing the SICAV assets allocated to it.

The present Articles of Association allow for creating Sub-Funds, by decision of the Board of Directors.

Article 2 - Purpose

This Company builds up and manages a portfolio of financial instruments and deposits, called "Sub-Funds", with different management orientations or classifications, as specified in the Prospectus.

Article 3 - Name

The Company's name is SPIKO SICAV (Société d'Investissement à Capital Variable).

Article 4 - Registered office

The head office is located at 39, Avenue Pierre 1^{er} de Serbie - 75008 Paris - France.

It may be transferred to any other location by simple decision of the Board of Directors, subject to ratification of this decision by the next Ordinary General Meeting.

In the event of a transfer, the Board of Directors is authorized to amend the Articles of Association accordingly.

Article 5 - Duration

The Company's term is ninety-nine (99) years from the date of its registration in the Trade and Companies Register, except in the event of early dissolution or extension as provided for in these Articles of Association.

2. CAPITAL, CHANGES IN CAPITAL, SHARE CHARACTERISTICS

Article 6 - Share capital

The SICAV was incorporated on May 15th, 2024 with a capital of one million five hundred thousand (1,500,000) euros divided into one million five hundred thousand (1,500,000) shares with a par value of one (1) euro each.

The minimum capital of the SICAV is set at three hundred thousand (300,000) euros.

The characteristics of the different share classes and their eligibility requirements are set out in the SICAV's Prospectus.

Share categories are issued to represent the assets allocated to each Sub-Fund, to which the provisions of these Articles of Association are applicable.

The different classes of shares may:

- Benefit from different income distribution schemes (distribution or capitalization);
- Be denominated in different currencies;
- Incur different management fees;
- Bear different subscription and redemption fees;
- Have a different face value;
- Be accompanied by partial or total systematic risk hedging, as defined in the Prospectus;
- Be reserved for one or more marketing networks.

The SICAV reserves the right to group or split shares by decision of the Extraordinary General Meeting.

The Board of Directors may decide to split the shares into one hundred-thousandths of a share, referred to as "**Fractions of a Share**".

The provisions of the Articles of Association governing the subscription and redemption of shares are applicable to Fractional Shares, the value of which will always be proportional to that of the share they represent. All other provisions of the Articles of Association relating to the shares apply to Fractional Shares without needing to be specified, except where otherwise provided.

Article 7 - Changes in capital

The amount of share capital is subject to change because of the issuance of new shares by the Company and reductions following the repurchase of shares by the Company from shareholders who so request.

Article 8 - Share issues and redemptions

Shares are issued at any time at the request of shareholders based on their Net Asset Value plus any subscription fees.

Redemptions and subscriptions are carried out in accordance with the terms and conditions set out in the SICAV's KID and Prospectus.

All subscriptions for new shares must be fully paid up, failing which they will be null and void, and the shares issued will carry the same dividend rights as those existing on the date of issue.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code, the Company's share buyback program and the issue of new shares may be suspended by the Board of Directors in exceptional circumstances and in the interest of shareholders.

When the net assets of the SICAV (or, where applicable, of a Sub-Fund) fall below the amount set by regulations, no shares may be redeemed (in the Sub-Fund concerned, where applicable).

Pursuant to Articles L. 214-7-4 of the French Monetary and Financial Code and 411-20-1 of the AMF's General Regulation, the Management Company may decide to cap redemptions in exceptional circumstances and in the interest of shareholders or the public.

The Board of Directors of the SICAV may decide on a minimum subscription in accordance with the terms specified in the Prospectus.

Pursuant to the third paragraph of article L. 214-7-4 of the French Monetary and Financial Code, the SICAV may cease to issue shares in any or all of its Sub-Funds, either temporarily or permanently, in whole or in part, in objective situations leading to the closure of subscriptions, such as a maximum number of shares issued, a maximum amount of assets reached, or the expiry of a given subscription period. Existing shareholders will be informed by any means of the activation of this tool, as well as of the threshold and objective situation that led to the decision to partially or totally close. In the event of a partial closure, this information will explicitly specify the conditions under which existing shareholders may continue to subscribe during the period of the partial closure. Shareholders are also informed by any means of the SICAV's or the Management Company's decision either to end the total or partial closure of subscriptions (when the trigger threshold falls below), or not to end it (in the event of a change in the threshold or in the objective situation that led to the implementation of this tool). Any change in the objective situation invoked, or in the threshold triggering the tool, must always be made in the interest of shareholders. The exact reasons for such changes must be communicated by all available means.

Article 9 - Calculation of Net Asset Value

The Net Asset Value of the shares is calculated in accordance with the valuation rules set out in the Prospectus.

In addition, the indicative instantaneous Net Asset Value will be calculated by the market operator in the event of admission to trading.

Article 10 - Form of shares

The shares will be in the registered form.

Pursuant to Article L. 211-4 of the French Monetary and Financial Code, securities must be registered in accounts or by way of a distributed ledger technology, maintained by the issuer or an authorized intermediary.

Holders' rights will be represented by an entry in an account or by way of a distributed ledger technology in their name with the issuer, and if they so wish, with the intermediary of their choice for registered shares.

In accordance with article L.211-5 of the French Monetary and Financial Code, the Company may request, at its own expense, the name, nationality and address of the SICAV's shareholders, as well as the number of shares held by each of them.

Article 11 - Admission to trading on a regulated market

Shares may be admitted to trading on a regulated market and/or a multilateral trading facility in accordance with applicable regulations. If the SICAV whose shares are admitted to trading on a regulated market has an index-based management objective, it must have put in place a system to ensure that its share price does not deviate significantly from its Net Asset Value.

Article 12 - Rights and obligations attached to the shares

Each share entitles its holder to a share of the company's assets and profits, in proportion to the fraction of capital it represents.

The rights and obligations attached to the share follow the share, to whichever hand it passes.

Whenever it is necessary to own several shares to exercise any right whatsoever, and in particular in the event of a transfer or consolidation, the owners of individual shares, or a smaller number than that required, may only exercise such rights on condition that they personally arrange for the grouping and, if necessary, the purchase or sale of the necessary shares.

Article 13 - Indivisibility of shares

All undivided holders of a share or their assigns must be represented before the Company by one and the same person appointed by mutual agreement or failing that by the President of the Commercial Court of the place of the registered office.

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

In the case of usufruct and bare ownership, the allocation of voting rights at General Meetings between usufructuary and bare owner is their responsibility, provided they notify the Company jointly in writing within ten calendar days prior to any General Meeting.

3. COMPANY ADMINISTRATION AND MANAGEMENT

Article 14 - Administration

The Company is managed by a Board of Directors of at least three and no more than eighteen members, appointed by the Annual General Meeting of Shareholders.

The first directors are appointed by the Articles of Association in accordance with the provisions of Article L-225-16 of the French Commercial Code.

During the company's lifetime, directors are appointed or reappointed by the Annual General Meeting of Shareholders.

Directors may be individuals or legal entities. The latter must, at the time of their appointment, designate a permanent representative who is subject to the same conditions and obligations and incurs the same civil and criminal liability as if he/she were a member of the Board of Directors in his/her own name, without prejudice to the liability of the legal entity he/she represents.

This permanent representative mandate is given for the duration of the legal entity it represents. If the legal entity revokes the mandate of its representative, it must notify the SICAV of this revocation and of the identity of its new permanent representative without delay, by registered letter. The same applies in the event of the death, resignation, or prolonged incapacity of the permanent representative.

Article 15 - Directors' terms of office - Renewal of the Board of Directors

Subject to the provisions of the last paragraph of this article, the term of office of Directors is two years for the first Directors and six years at the most for subsequent Directors, each year being understood to mean the interval between two consecutive Annual General Meetings.

If one or more directors' seats become vacant between two General Meetings because of death or resignation, the Board of Directors may make provisional appointments.

A director appointed by the Board on a provisional basis to replace another director remains in office only for the remaining term of their predecessor. Their appointment is subject to ratification at the next Annual General Meeting.

Outgoing directors are eligible for re-election. They may be dismissed at any time by the Annual General Meeting.

The term of office of each member of the Board of Directors expires at the close of the Ordinary General Meeting of shareholders convened to endorse the previous year's financial statements, held within the year their term ends. In cases where the Meeting is not convened within that year, the member's term expires on December 31 of the same year, with exceptions as outlined below.

Any director may be appointed for a term of less than six years if this is necessary to ensure that the Board is renewed as regularly and completely as possible within each six-year period. This is particularly the case if the number of directors is increased or reduced, thereby affecting the regularity of renewal.

When the number of members of the Board of Directors falls below the legal minimum, the remaining member(s) must immediately call an Ordinary Shareholders' Meeting to complete the Board.

The Board of Directors may be renewed by fraction.

In the event of the resignation or death of a director, and where the number of directors remaining in office is greater than or equal to the statutory minimum, the Board may, on a provisional basis and for the remainder of the term of office, appoint a replacement.

Age limit for directors:

- 1) No person over the age of 80 may be appointed or co-opted as a director.
- 2) A director reaching 80 will remain in office until the next Annual General Meeting ends.
- 3) In addition, the Annual General Meeting may, on the recommendation of the Board of Directors, renew the term of office of directors who have reached the age limit referred to in paragraph 2 above.
This renewal is valid for one financial year only.
The same director may not be reappointed for more than five successive and consecutive terms.
- 4) The number of directors over 70 may not exceed one-third of the total number of Board members.
If this proportion is exceeded, the director(s) aged over 70 will remain in office until the close of the next Annual General Meeting. The oldest director(s) will be deemed to have resigned at the end of this Meeting, so that the provisions of the previous paragraph are complied with.
- 5) The foregoing provisions also apply to permanent representatives of corporate directors.

In the event of the resignation or death of a director, or when the number of directors remaining in office is greater than or equal to the statutory minimum, the Board may, on a provisional basis and for the remaining term of office, appoint a replacement.

Article 16 - Board officers

The Board elects a Chairman from among its members, who must be an individual, for a term determined by the Board but which may not exceed their term of office as a director.

The Chairman serves as the representative of the Board of Directors, organizing and overseeing its activities, and reporting to the Annual General Meeting. They are responsible for ensuring the smooth operation of the Company's governing bodies, facilitating the effective discharge of directors' duties.

It also appoints a Vice-Chairman, if it sees fit, and may choose a Secretary from outside the Board.

In the event of the Chairman's temporary incapacity, resignation or death, the Board of Directors is chaired by the Managing Director. Failing this, the Board of Directors may appoint a director to act as Chairman.

In the event of temporary impediment, this delegation is given for a limited period, and is renewable. In the event of death, it is valid until the election of a new Chairman.

The Chairman's term of office expires at the close of the Annual General Meeting called to approve the financial statements for the year in which he reaches the age of 80. However, the Board may extend his term of office if he remains a director, in accordance with article 15.

Article 17 - Board meetings and deliberations

The Board of Directors is convened by the Chairman at least twice a year, and as often as the Company's interests require, either at the registered office or at any other place indicated in the notice of meeting.

If the Board of Directors has not met for more than two months, at least one-third of its members may ask the Chairman to convene a meeting to discuss a specific agenda. The Managing Director may also ask the Chairman to convene the Board of Directors on a specific agenda. The Chairman is bound by such requests.

In accordance with legal and regulatory provisions, internal rules may determine the organization of Board meetings, which may be held by videoconference, except for the adoption of decisions expressly excluded by the French Commercial Code.

Notices of the meeting may be given by any means, including verbally.

The presence of at least half the members is required for deliberations to be valid. Decisions are taken by majority vote of members present or represented.

Each director has one vote. In the event of a tie, the Chairman has the casting vote.

Where videoconferencing is permitted, the internal rules may provide, in accordance with current regulations, that directors who take part in Board meetings by videoconference are deemed to be present for the purposes of calculating quorum and majority.

Article 18 - Minutes

Minutes are drawn up and copies or extracts of deliberations are issued and certified in accordance with the law.

Article 19 - Powers of the Board of Directors

The Board of Directors determines the direction of the Company's business and oversees its implementation.

Within the limits of the Company's corporate purpose and subject to the powers expressly attributed by law to Shareholders' Meetings, the Board deals with all matters concerning the proper operation of the Company and settles, through its deliberations, all matters concerning the Company.

The Board of Directors carries out the controls and verifications it deems appropriate.

The Board of Directors may create new sub-funds without limitation at any time, in accordance with the provisions of Articles 1 and 2 of these Articles of Association, and may freely determine their characteristics, as specified in the prospectus.

The Chairman or the Managing Director of the Company is required to provide each director with all documents and information necessary for the performance of his or her duties.

Article 20 - General Management - Observers

General management of the Company is the responsibility either of the Chairman of the Board of Directors, or of another individual appointed by the Board of Directors with the title of Managing Director.

The choice between the two methods of exercising general management is made by the Board of Directors under the conditions laid down in these Articles of Association, for a term ending on expiry of the term of office of the current Chairman of the Board of Directors. Shareholders and third parties are informed of this choice under the conditions defined by current legislation and regulations.

Depending on the choice made by the Board of Directors in accordance with the provisions defined above, general management is carried out either by the Chairman or by the Managing Director.

When the Board of Directors chooses to separate the functions of Chairman and Managing Director, it appoints the Managing Director and sets his term of office.

When the Chairman of the Board of Directors assumes responsibility for the Company's general management, the following provisions relating to the Managing Director apply.

Subject to the powers expressly attributed by law to Shareholders' Meetings and to the Board of Directors, and within the limits of the corporate purpose, the Managing Director is vested with the broadest powers to act on behalf of the Company in all circumstances. He exercises these powers within the limits of the corporate purpose and is subject to those powers expressly granted by law to Shareholders' Meetings and the Board of Directors. He or she represents the Company in its dealings with third parties.

The Managing Director may delegate part of his powers to any person of his choice.

The Managing Director may be dismissed at any time by the Board of Directors.

On the recommendation of the Managing Director, the Board of Directors may appoint up to five individuals to assist the Managing Director, with the title of Deputy Managing Directors.

Deputy Managing Directors may be dismissed at any time by the Board on the recommendation of the Managing Director.

In agreement with the Managing Director, the Board of Directors determines the scope and duration of the powers granted to the Deputy Managing Directors.

These powers may be partially delegated. If the Managing Director ceases to hold office or is prevented from carrying out his duties, they retain their functions and powers until the appointment of a new Managing Director, unless the Board decides otherwise.

Deputy Managing Directors have the same powers vis-à-vis third parties as the Managing Director.

The duties of Managing Director cease at the end of the year in which the Managing Director reaches the age of 75. However, the Board of Directors may extend the term of office for one year, which may be renewed twice. The same age limit applies to Deputy Managing Directors.

The Shareholders' Meeting may, if it sees fit, appoint, for a period of six years, non-voting members of the Board of Directors, who may or may not be individuals or legal entities selected from among the shareholders.

No one over the age of 80 may be appointed Observers. Any Observer reaching the age of 80 will cease to hold office at the close of the next Annual General Meeting.

Observers may be invited to attend all meetings of the Board of Directors and take part in deliberations, but in an advisory capacity only.

Article 21 - Allowances and remuneration of the Board or Observers

Directors may be paid a fixed annual sum by way of remuneration, the amount of which is determined by the Annual General Meeting. This amount is included in overheads and remains unchanged until further notice.

The Board allocates this remuneration among its members as it sees fit.

The remuneration of the Chairman and Managing Director(s) is determined by the Board of Directors; it may be fixed or both fixed and proportional.

The Board may allocate exceptional remuneration for assignments or mandates entrusted to directors; in this case, such remuneration is charged to operating expenses and submitted to the Ordinary Shareholders' Meeting for approval.

No other remuneration, permanent or otherwise, may be paid to directors unless they are bound to the company by an employment contract under the conditions laid down by law.

Article 22 - Custodian

The Custodian is appointed by the Board of Directors.

The Custodian carries out the duties incumbent upon it under current laws and regulations, as well as those contractually entrusted to it by the SICAV or the Management Company. In particular, the Custodian is responsible for ensuring that the portfolio management company's decisions are in order. If necessary, it must take any protective measures it deems appropriate. In the event of a dispute with the Management Company, it shall inform the Autorité des Marchés Financiers.

Article 23 - Prospectus

The Board of Directors, or the Management Company if the SICAV has delegated its overall management, has full powers to make any amendments required to ensure the proper management of the company, in accordance with the legal and regulatory provisions applicable to SICAVs.

4. STATUTORY AUDITOR

Article 24 - Appointment - Powers - Remuneration

The Statutory Auditors are appointed for six financial years by the Board of Directors, with the approval of the Autorité des Marchés Financiers, from among persons authorized to perform such functions in commercial companies.

The first Statutory Auditor is appointed in accordance with Article L-225-16 of the French Commercial Code.

It certifies the accuracy and fair presentation of the financial statements.

They may be reappointed.

The Statutory Auditor is required to report as soon as possible to the Autorité des Marchés Financiers any fact or decision concerning the UCITS of which he has become aware in the performance of his duties, of a nature:

- 1) to constitute a violation of the legal or regulatory provisions applicable to this organization and likely to have a significant effect on its financial situation, results or assets;
- 2) jeopardize the conditions or continuity of its operations;
- 3) lead to the issue of reservations or the refusal to certify the accounts.

Asset valuations and the determination of exchange ratios in conversion, merger or demerger transactions are carried out under the supervision of the Statutory Auditor.

He or she assesses all contributions under his responsibility.

He or she checks asset composition and other elements before publication.

The auditor's fees are set by mutual agreement between the auditor and the SICAV's Board of Directors, based on a work schedule specifying the work deemed necessary.

The Statutory Auditor certifies the situations on which the interim dividend is based.

5. SHAREHOLDERS' MEETINGS

Article 25 – General Meetings

Shareholders' Meetings are convened and deliberate in accordance with the law.

The Annual General Meeting, which approves the Company's financial statements, must be held within four months of the year-end.

Meetings are held either at the registered office or at another location specified in the notice of the meeting.

Any shareholder may take part in Shareholders' Meetings, either in person or by proxy, on presentation of proof of identity and share ownership, in the form of either a registered share account, or the deposit of bearer shares or a certificate of deposit, at the places indicated in the notice of meeting; the period during which these formalities must be completed expires five days before the date of the Meeting.

A shareholder may be represented in accordance with the provisions of Article L. 225-106 of the French Commercial Code.

Shareholders may also vote by mail in accordance with applicable regulations.

Shareholders' Meetings are chaired by the Chairman of the Board of Directors, or in his absence, by a Vice-Chairman or by a Director delegated for this purpose by the Board. Failing this, the Meeting elects its own Chairman.

Meeting minutes are drawn up and copies certified and delivered in accordance with the law.

It is understood that the terms and conditions of shareholder participation and voting by videoconference will be specified in the internal regulations of the SICAV's Management Company and approved by the latter.

6. FINANCIAL STATEMENTS

Article 26 – Financial year

The financial year begins the day after the last Paris trading day of December and ends on the last Paris trading day of the same month of the following year. Exceptionally, the first financial year will end on the last trading day in Paris of December 2024.

Article 27 – Allocation of Distributable Amounts

The Board of Directors determines the net income for the year which, in accordance with the law, is equal to the amount of interest, arrears, premiums and lots, dividends, directors' fees and all other income relating to the securities in the portfolio of the SICAV and of each sub-fund, plus the proceeds of sums temporarily available, less the amount of management fees and the cost of borrowings and any depreciation allowances.

The amounts distributable by the SICAV (the "**Distributable Amounts**") are equal to:

- (i) net income increased by retained earnings and increased or decreased by the balance of the income adjustment account,
- (ii) realized capital gains, net of expenses, less realized capital losses, net of expenses, recorded during the year, plus net capital gains of the same type recorded in previous years that have not been distributed or capitalized, less or plus the balance of the capital gains adjustment account.

For each sub-fund and/or share category, the Company may opt for one of the following formulas:

- Pure capitalization: distributable income is fully capitalized, with the exception of amounts subject to compulsory distribution by law,
- Pure distribution: the sums are distributed in full, to the nearest rounded figure, with the possibility of distributing interim payments,
- Retained earnings: the General Meeting deciding on the appropriation of distributable profits may decide to postpone the decision on profit appropriation to a subsequent General Meeting,
- Capitalization or distribution, with the General Meeting deciding on the allocation of distributable sums each year, with the option of distributing interim amounts.

This information is summarized in the SICAV's Prospectus.

7. EXTENSION - DISSOLUTION - LIQUIDATION

Article 28 - Extension or early dissolution

The Board of Directors may, at any time and for any reason whatsoever, propose to an Extraordinary General Meeting the extension or early dissolution or liquidation of the SICAV or of one or more sub-funds.

The issue of New Shares and the redemption by the SICAV of shares from shareholders who request them cease on the date of publication of the notice of the General Meeting at which the early dissolution and liquidation of the Company or of one or more sub-funds is proposed, or on expiry of the Company's term.

Article 29 - Liquidation

Liquidation procedures are established in accordance with the provisions of article L.214-12 of the French Monetary and Financial Code.

On expiry of the term set by the Articles of Association, or in the event of a resolution to dissolve the Company early, the Annual General Meeting, acting on a proposal from the Board of Directors, decides on the method of liquidation and appoints one or more liquidators. The liquidator represents the Company. He/she is empowered to pay creditors and distribute the available balance. His appointment terminates the powers of the directors, but not those of the Statutory Auditor.

The liquidator may, by resolution of the Extraordinary Shareholders' Meeting, transfer all or part of the assets, rights and obligations of the dissolved company to another company, or decide to transfer its assets, rights and obligations to a company or any other person.

In the event of liquidation, the liquidator will be responsible for each sub-fund's liquidation. The liquidator will be vested with the broadest powers to realize the assets, pay any creditors and distribute the available balance among unitholders in cash or securities.

The net proceeds of liquidation, after settlement of liabilities, are distributed in cash or in shares among the shareholders.

During the liquidation, the duly constituted Shareholders' Meeting retains the same powers as during the Company's term of existence; in particular, it has the power to approve the liquidation accounts and discharge the liquidator.

8. DISPUTES

Article 30 - Jurisdiction - Election of domicile

Any disputes that may arise during the life of the Company or its liquidation, either between the shareholders and the Company or between the shareholders themselves concerning corporate matters, shall be judged in accordance with the law and submitted to the jurisdiction of the competent courts.

9. APPENDICES

Article 31 - Appointment of initial shareholders and amount of contributions

SPIKO SAS

16, rue des Immeubles Industriels - 75011 Paris - France

SPIKO SAS brings:

- One million five hundred thousand (1,500,000) EUR to the SPIKO EU T-BILLS MONEY MARKET FUND Sub-Fund

Article 32 - Appointment of the first directors

The following are appointed as first directors for a period ending at the close of the Annual General Meeting called to approve the financial statements for the year ending on the last Paris trading day of December 2025.

Paul-Adrien HYPPOLITE

Antoine MICHON
Paul FRAMBOT
Guillaume GARCHERY
Jean-Marc JACOBSON
Pierre PERSON
Pablo VEYRAT

Each of them has indicated in advance that they accept the office of Director and declares that they meet the conditions required by law with regard to the number of Directorships.

Article 33 - Appointment of the first statutory auditor

The following entity has been appointed as the SICAV's statutory auditor for a term of six years, expiring at the close of the General Meeting called to approve the financial statements for the sixth year:

PricewaterhouseCoopers Audit represented by Mr. Amaury COUPLEZ, 63, rue de Villiers - 92208 Neuilly-sur-Seine – France.

PricewaterhouseCoopers Audit has indicated that they accept these functions and that there are no incompatibilities or prohibitions to its appointment.

Article 34 - Appointment of the SICAV's Depositary

The SICAV's Depositary is CACEIS BANK, a Société Anonyme with capital of €1,280,677,691.03, whose registered office is at 89-91 rue Gabriel Péri - 92120 Montrouge.

Article 35 - Assumption of previous commitments made on behalf of the SICAV

The signature of these Articles of Association shall entail the assumption by the SICAV of the commitments, which shall be deemed to have been entered into from the outset, as soon as the SICAV is registered in the Trade and Companies Register. This statement has also been made available to shareholders at the future registered office of the SICAV within the time limits stipulated by law.

Article 36 - Commitments on behalf of the legal entity

The founding shareholders hereby authorize Mr. Stanislas BERNARD (in his capacity as Chairman of Twenty First Capital Management Company) to enter all commitments on behalf of the newly formed company that he deems appropriate and consistent with its corporate purpose.

Mr. Stanislas BERNARD is expressly empowered to enter and undertake, on behalf of the SICAV, all deeds and commitments falling within the scope of his statutory and legal powers. These acts and commitments are deemed to have been made and entered into at the inception of the SICAV, and to have been taken over upon its registration in the Trade and Companies Register.

Article 37 - Powers

Full powers are granted:

- To Mr. Stanislas BERNARD, with power to delegate, for the purpose of signing and publishing the notice of incorporation in a legal gazette in the department ("département") where the registered office is located, and carrying out all formalities required for registration of the company in the Trade and Companies Register;
- And generally, to any holder of an original or copy of these Articles of Association, to carry out the formalities required by law.

10. SPECIFIC PROVISIONS FOR FUNDS APPROVED UNDER REGULATION (EU) 2017/1131, THE "MMF REGULATION"

Article 38 - Fund characteristics

Each Sub-Fund of the SICAV is a Money Market Fund with a short-term variable net asset value (short-term VNAV).

Article 39 - Information on investment policy

The Articles of Association of a Money Market Fund that makes use of the derogation for investment in public debt provided for in Article 17(7) of the MMF Regulations include the following statement:

"The fund makes use of the derogation provided for in Article 17(7) of Regulation (EU) 2017/1131. It may accordingly invest, in accordance with the principle of risk spreading, up to 100% of its assets in various money market instruments issued or guaranteed individually or jointly by a list of entities specified in the Prospectus."

Article 40 - Information on the credit quality of selected instruments

In accordance with the provisions of Regulation (EU) 2017/1131, the Management Company has implemented an internal credit quality assessment procedure applied as part of the fund's investment policy. This procedure is described in the Prospectus.

Spiko Finance

16, rue des Immeubles Industriels

75011 Paris - France

contact@spiko.finance

<http://www.spiko.io/>

Twenty First Capital

39, avenue Pierre 1er de Serbie

75008 Paris - France

contact@twentyfirstcapital.com

www.twentyfirstcapital.com

