



**BNP PARIBAS
REAL ESTATE**

INVESTMENT MANAGEMENT

Prospectus

APPROVED BY THE AMF

BNP Paribas Diversipierre

SPPICAV: Investment Company with Variable Capital investing mainly in Property (Société de placement à prépondérance immobilière à capital variable)

Dated 1st January 2023

DISCLAIMER

The SPPICAV owns buildings, directly and/or indirectly, the sale of which requires timescales that will depend upon the state of the property market.

If you submit a redemption request for your Shares, you may not receive payment until the end of a period of seven business days from the Redemption Clearance Deadline.

The capital and return are not guaranteed and depend on property and financial market conditions. The amount you receive may be less than the amount that you invested, due to a decline in the value of the SPPICAV's assets, particularly those in the property market, over your investment term.

The minimum recommended investment period is eight years.

IDENTIFICATION

Legal form	Investment Company with Variable Capital investing mainly in Property (Société de placement à prépondérance immobilière à capital variable – SPPICAV) incorporated as a public limited company (société anonyme, SA) with a board of directors																		
Name	BNP Paribas Diversipierre Registered office : 50 cours de l'Île Seguin - 92100 Boulogne-Billancourt Postal address: 50 cours de l'Île Seguin CS 50280- 92650 Boulogne-Billancourt Cedex																		
SPPICAV creation date	3 February 2014																		
Lifetime	Ninety-nine (99) years from the date of registration																		
Fund overview	<p>P Shares are bearer shares and are listed on Euroclear France.</p> <p>The functions of clearing subscription and redemption orders and managing the share issuance account are carried out by the Depositary.</p> <p>The SPPICAV is intended for all investors.</p> <p>The SPPICAV does not contain any sub-funds.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="background-color: #cccccc;">Share class</th> <th style="background-color: #cccccc;">P</th> </tr> </thead> <tbody> <tr> <td>Target investors</td> <td>All investors</td> </tr> <tr> <td>Legal Form of the Share</td> <td>Bearer</td> </tr> <tr> <td>ISIN code</td> <td>FR 00 115 13 56 3</td> </tr> <tr> <td>Currency</td> <td>EUR</td> </tr> <tr> <td>Nominal value of the shares</td> <td>EUR 100</td> </tr> <tr> <td>Minimum initial subscription</td> <td>EUR 100</td> </tr> <tr> <td>Minimum subsequent subscription</td> <td>EUR 100</td> </tr> <tr> <td>Fractioning</td> <td>Thousandths</td> </tr> </tbody> </table>	Share class	P	Target investors	All investors	Legal Form of the Share	Bearer	ISIN code	FR 00 115 13 56 3	Currency	EUR	Nominal value of the shares	EUR 100	Minimum initial subscription	EUR 100	Minimum subsequent subscription	EUR 100	Fractioning	Thousandths
Share class	P																		
Target investors	All investors																		
Legal Form of the Share	Bearer																		
ISIN code	FR 00 115 13 56 3																		
Currency	EUR																		
Nominal value of the shares	EUR 100																		
Minimum initial subscription	EUR 100																		
Minimum subsequent subscription	EUR 100																		
Fractioning	Thousandths																		
Place where the Articles of Association, the latest net asset value and the latest annual report and interim statements can be obtained	<p>The Articles of Association, the latest net asset value, the annual and interim reports will be sent within one week of a written request from the Shareholder addressed to:</p> <p><i>BNP Paribas Real Estate Investment Management France (Client Relations Department)</i> 50 cours de l'Île Seguin, CS 50280, 92650 Boulogne-Billancourt Cedex +33 (0)1 55 65 23 55 (8.30 a.m.–5.00 p.m.)</p>																		

	They can also be downloaded from the website at www.reim.bnpparibas.fr .
Summary report by the property valuers	The annual summary report by the property valuer will be provided to Shareholders who request it within 45 days of publication of the annual report. It may be sent by post, with any charges incurred being borne by the Shareholder.
Annual report on the SRI strategy	This can be downloaded from the website at www.reim.bnpparibas.fr .

Each interim report must include, where applicable, (1) the percentage of the assets which are subject to special arrangements arising from their illiquid nature, (2) any new arrangements for managing liquidity, and (3) the risk profile of the SPPICAV and the risk management systems used to manage these risks.

In addition, the interim report will include (1) any changes in the maximum amount of leverage that the Management Company may use, as well as any right of reuse of collateral or any guarantee granted under the leveraging arrangement, and (2) the total amount of leverage employed by the SPPICAV.

1. ADMINISTRATORS OF THE SPPICAV

Management Company	<p>The SPPICAV is managed by portfolio management company BNP Paribas Real Estate Investment Management France, which received authorisation from the Autorité des Marchés Financiers (AMF) under number GP-07000031 on 1 July 2007, and is authorised to act as a portfolio management company under Directive 2011/61/EU (AIFM) on 15 April 2014 ("BNP Paribas REIM France" or the "Management Company").</p> <p>A public limited company (société anonyme) with executive and supervisory boards and capital of €4,309,200.</p> <p>Registered office: 50 cours de l'Île Seguin - 92100 Boulogne-Billancourt Postal address : 50 cours de l'Île Seguin CS 50280- 92650 Boulogne-Billancourt Cedex</p> <p>Nanterre Trade and Companies Register no. 300 794 278</p> <p><u>Executive Board:</u></p> <p>Chairman of the Executive Board: Jean-Maxime Jouis</p> <p>Members of the Executive Board:</p> <ul style="list-style-type: none"> - Sylvie Pitticco, Deputy CEO responsible for Finance and Corporate activities - Guillaume Delattre, Deputy CEO responsible for Investment, Arbitrage and Asset Management <p><u>Supervisory Board:</u></p> <p>Chairman of the Supervisory Board:</p> <ul style="list-style-type: none"> - Frédéric Janbon, <p>Vice-Chairman:</p> <ul style="list-style-type: none"> - Nathalie Charles, Deputy CEO, Global Head of Investment Management, BNP Paribas Real Estate <p><i>Members of the Supervisory Board:</i></p> <ul style="list-style-type: none"> - Sylvie Fosseux-Freville, Director of Omnichannel Retail Sales Development (France) - Guillaume Brateau, Head of Business Development, BNP Paribas Banque Privée France
---------------------------	---

	<p>- Cardif Assurance Vie represented by Nathalie Robin, Real Estate Manager, BNP Paribas Assurances</p> <p>- Claire Roborel de Climens, Global Head of Private and Alternative Investments, BNP Paribas Wealth Management IFS Offering</p> <p>In accordance with Article 317-2 of the AMF General Regulations (AMF GR), the Management Company has sufficient share capital, shareholders' equity and insurance cover to enable it to meet its obligations and professional responsibilities.</p>
Depository	<p>BNP Paribas S.A (the "Depository"), a public limited company approved by the Autorité de Contrôle Prudentiel et de Résolution (ACPR), a partnership limited by shares, registered in the Paris Trade and Companies Register under number 662 042 449, with its registered office located at 16 boulevard des Italies, 75009 Paris, France</p> <p>Postal address: 9 rue du Débarcadère, 93761 Pantin Cedex, France</p> <p>In general terms, the Depository ensures that the SPPICAV's cash flow is sufficiently well monitored and, more specifically, that any payments made by or on behalf of investors for subscriptions for shares in the SPPICAV have been received and that all the cash in the SPPICAV has been recorded in the cash accounts opened with an authorised institution in the name of the SPPICAV or in the name of the Portfolio Management Company or in the name of the depository acting on behalf of the SPPICAV.</p>
Custodian	<p>BNP Paribas S.A (the "Custodian")</p> <p>Custodian account-keeping duties include recording financial securities in a custody account in the name of their holder, i.e. acknowledging the rights of the holder over said financial securities. The corresponding assets are retained in accounts opened with the depository, an intermediary or the issuer, depending on the nature of the securities. The custody account-keeper has an organisational structure and procedures in place to ensure that the vigilance and reporting requirements related to the prevention of money laundering and financing of terrorism are met.</p>
Clearing house for subscription and redemption orders	<p>BNP Paribas S.A (the "Clearing House"), by delegation of the Management Company</p> <p>Key tasks for the clearing house for share subscription and redemption orders are as follows:</p> <ol style="list-style-type: none"> 1) To provide a centralised service for receipt and registration of subscription and redemption orders; 2) To monitor compliance with the deadline date and time for clearance of subscription and redemption orders, as set out in the Prospectus; 3) To notify the SPPICAV of the outcome of orders received centrally, as an amount and, if applicable, as a total number of Shares subscribed and redeemed; 4) To value orders, following receipt from the SPPICAV of information regarding the net asset value of the relevant share; 5) To provide the issuer account registrar with the information they need to create or cancel shares; 6) To provide the SPPICAV and the entity from which the order was received by the clearing house with information on the outcome of order processing.
Delegated issuer	<p>BNP Paribas S.A (the "Account Holder")</p> <p>The tasks of managing the issuing account are as follows:</p> <ol style="list-style-type: none"> 1) To register, in a responsible and auditable manner, the number of securities relating to the creation or removal of shares, after subscription and redemption orders have been cleared and to determine as a result the number of shares that make up the SPPICAV's capital; in cash accounting, the issuer account registrar ensures that a corresponding registration has been entered against the assets;

	<p>2) To register the number of bearer shares with the custodians directly identified in the issuing account;</p> <p>3) To arrange for simultaneous settlement and delivery, following the creation or removal of shares; the issuer account registrar also arranges for delivery and, if applicable, settlement following any other transfer of shares;</p> <p>4) To ensure that, on any given date, the total number of shares issued corresponds to the number of shares in circulation on the same date;</p> <p>5) To arrange for coupons and dividends to be paid and to arrange for transactions on the SPPICAV's shares to be processed;</p> <p>6) To ensure that certain information is communicated, either to shareholders directly or to their intermediary custodians directly, by the central depositary or by any other means.</p>
Registrar	Euroclear France
Registered Auditors	<p>KPMG with its registered office located at 2 avenue Gambetta, Tour Eqho 92066 Paris la Défense Cedex, France</p> <p>The statutory auditor certifies that the annual financial statements are accurate and consistent and give a true and fair view of the financial performance of the previous financial year, as well as the financial position and assets of the SPPICAV at the end of that financial year. The assessment of the statutory auditor must be justified.</p> <p>The statutory auditor's ongoing role, exclusive of any interference in management, is to verify the SPPICAV's assets and financial documents and to ensure that its accounting complies with the rules in force.</p> <p>They also confirm that the information given in the management report from the Board of Directors and in the documents sent to the shareholders concerning the financial position and the annual financial statements is accurate and consistent with those financial statements. They also certify, in particular, that the information relating to the remuneration and benefits of any kind paid to each company officer are fair and accurate.</p>
Promoters	<p>For P Shares:</p> <p>BNP Paribas, 16 boulevard des Italiens, 75009 Paris, France</p> <p>Cortal Consors, 1 boulevard Haussmann, 75318 Paris Cedex 09, France</p> <p>Any other promoter with which an agreement has been concluded.</p> <p>The shares of the OPCV are admitted for trading on Euroclear. Some promoters may therefore not be known to the Management Company or appointed.</p>
Accounts Manager	<p>BNP Paribas S.A</p> <p>Public limited company (société par actions), registered office: 16 Boulevard des Italiens, 75009 Paris, France</p> <p>The delegated accounts manager provides administrative functions (accounting, calculation of the net asset value) for the Fund.</p>
Delegated financial management	<p>BNP Paribas Asset Management is a portfolio management company authorised by the Autorité des marchés financiers (AMF) in France (registration number 96-02), incorporated as a simplified joint-stock company with a capital of €120,340,176, with its registered office located at 1 boulevard Haussmann, 75009 Paris, France, and which is registered in the Paris Trade and Companies Register under number 319 378 832.</p> <p>BNP Paribas Asset Management is responsible for managing the SPPICAV's financial component, as well as the cash component. BNP Paribas REIM France will nevertheless retain management of the derivative instruments used to hedge the interest rate risk resulting from its financing transactions.</p>

	The Management Company is not aware of any specific situations in which a conflict of interest may arise between BNP Paribas REIM France, BNP Paribas Asset Management and the SPPICAV. However, if such a situation were to occur, it would be resolved by applying the appropriate internal procedures of the Management Company.
Third-party valuation experts	<p>Cushman & Wakefield with its registered office located at OPUS 12, 77 esplanade du Général de Gaulle, 92800 Puteaux, France</p> <p>CBRE Valuation France with its registered office located at 31 avenue de Wagram, 75017 Paris, France</p> <p>At least four times per year and at three-month intervals, each asset is valued by two third-party valuation experts appointed by the Portfolio Management Company, which defines their duties. One of the third-party valuation experts establishes the value of the assets and the other conducts a critical review of this valuation.</p> <p>Once per year, each asset is subject to an annual property assessment by a third-party valuation expert.</p> <p>Each third-party valuation expert alternates, from one financial year to the next, in carrying out a property assessment for the same asset.</p>

2. MANAGEMENT POLICY

2.1 Management objective

To offer subscribers an investment which should be considered over an investment horizon of eight years, in property and financial assets with property underlyings.

The Management Company shall aim to benefit from the property market's performance by selecting property from various segments (office space, commercial, warehouses etc.) and by allocating a significant share of its assets to financial products with property underlyings and whose performance is related to changes in the financial markets. The latter products mainly comprise property company equities and covered bonds.

The SPPICAV's capital is not guaranteed.

2.2 Benchmark index

The Portfolio Management Company considers that in the absence of a relevant and regularly published index, in particular to monitor changes in the property market, no benchmark index can be used to monitor the performance of the OPC.

However, it should be noted that for the financial component only, a benchmark index may be defined for the main investments in this component (i.e. equities and covered bonds, see 2.3.b.i).

2.3 Investment strategy

The Fund's strategy is to invest all its assets in property and financial assets with underlyings relating to the Real Estate market, with the exception of a cash component held to meet redemption requests which shall represent at all times at least 5% of the Fund's assets.

Directly or indirectly owned property shall represent at least 51% of the SPPICAV's net asset value (NAV) with a target of 60% of net assets, on the understanding that property or property companies and listed property company securities should overall represent at least 60% of the SPPICAV's net asset value. Financial securities, with the exception of cash and similar liquid assets, shall represent a maximum of 44% of assets. The performance of these products is specifically related to changes in the financial markets.

In the event of a high number of redemption requests, the financial component and the cash component may decrease sharply and as a result occasionally raise the SPPICAV's property component to more than 60% of its assets.

The SPPICAV applies a socially responsible investment (SRI) policy in the management of its physical property as indicated in 2.3.a and in the management of securities in the financial component as indicated in paragraph 2.3.b.

When selecting new investments, the SPPICAV takes into account a number of environmental, social and governance (ESG) criteria and, therefore, examines the main sustainability risks in the property sector. An internally developed ESG grid helps to assess ESG risks and opportunities considered substantial.

Liquid assets, assets in transferable securities and investments in other property funds managed by third parties are not yet hedged.

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

The management of the transferable securities portfolio (with the exception of liquid assets) is delegated to a third-party management company that has an ESG grid tailored to the specific characteristics of these assets.

The SPPICAV is classified 8 under Regulation (EU) 2019/2088, known as SFDR, of November 27th 2019 on sustainability-related disclosures in the financial services sector and presents a percentage of 2% alignment with the European Taxonomy, as defined by Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.

The "do no harm" principle applies only to investments underlying the financial product that take into account the European Union's criteria for environmentally sustainable economic activities. The SPPICAV may incur debt to finance the acquisition or retention of property assets as part of property renovation or upgrading programmes. The Fund's debt ratio shall be limited to 40% of the value of property assets, on the understanding that the target debt ratio stands at 20% of the value of these assets. These ratios are assessed based on the provisions of Article R. 214-104 of the French Monetary and Financial Code.

In the event of unfavourable market conditions or major outflows, the share of the property component may occasionally reach 95% of the SPPICAV's assets. Likewise, in the event of major inflows, the property allocation may fall below the target property allocation due to the lead time inherent in the investment of capital inflows.

For the first three years following the launch of the SPPICAV, the SPPICAV's assets may differ significantly from the allocation set out above. In particular:

- Given the lead times required to carry out a property acquisition, the portion of the property component of the SPPICAV's assets may fall below 51% and diverge significantly, in one direction or the other, from the target investment ratio of 60% of net assets;
- The portion of financial assets may occasionally represent more than 44% of the SPPICAV's assets;
- Liquid assets may account for significantly more than 5% of the Fund's assets during this period and even occasionally reach 100% of the SPPICAV's assets before the first property investment is made.

(a) Strategy adopted for the property component – Physical property

The "physical" Real Estate component primarily comprises buildings or real rights (leases, bare ownership, usufruct, construction leases etc.) held directly by the SPPICAV or through its subsidiaries.

The SPPICAV aims to build a diversified property fund. It adopts a flexible approach to the selection of its assets and may vary its allocation among various types of property assets based on market appraisals. To this end, it may hold mainly offices, retail property, warehouses and, to a lesser extent, residential property units, as well as assets such as retirement homes, student accommodation etc.

The SPPICAV may invest in all eurozone countries.

Investment decisions are based on a two-pronged approach:

- A strategic approach associated with the portfolio allocation: on the basis of the existing portfolio and relying on research produced regularly by the specialised team from BNP Paribas Real Estate, the management team will determine the type of property assets to be prioritised, as well as the most favourable geographic locations;
- A tactical approach associated with the selection of properties: the management team makes its investment decision on the basis of the intrinsic characteristics of the target property and, more specifically on its non-financial quality as regards **environmental, social and governance (ESG) criteria**, its positioning within its market, the quality of its construction, its ability to generate long-term income and its potential for increasing in value.

Property assets are selected for their ability to generate positive long-term performance either through rental flows considered to be long-term or upside potential resulting in particular from:

- the implementation of works and/or
- an improvement in its rental situation and/or
- the increase in value of the type of property and/or
- the increase in value of the location.

In general, the SPPICAV's strategy provides a potential average holding period for the properties of over eight years. However, if an opportunity or need arises, the SPPICAV may be required to sell some of its property assets within a shorter period.

The Management Company is convinced that a **socially responsible investment (SRI)** approach is a source of medium- and long-term performance. This approach is implemented in the management of the SPPICAV's property assets and financial securities portfolio.

- During programmes of work and/or renovation of properties:
 - Particular attention is paid to the selection of companies, specifically to the processes they have in place in terms of employee safety, the choice of service providers and the materials used.
 - As far as possible, and more specifically when a building is being fully renovated, the Management Company seeks to improve the energy efficiency of buildings and aims to obtain environmental certification (HEQ, HEQ Operations, BREEAM etc.).
- When buildings are purchased:
 - Off-plan: the OPCl favours buildings whose technical specifications take into account environmental as well as societal issues, particularly with regard to their ease of access by public transport, accessibility for people with reduced mobility, comfort etc.
 - Purchase of finished buildings: the OPCl favours buildings that offer good energy performance or whose structure, with commonly feasible work, would enable energy efficiency to be improved.
 - Before purchasing an existing building that does not have environmental certification, the Management Company will analyse its energy efficiency and determine its potential for improvement on the basis of that analysis.
- When negotiating leases:
 - The Management Company makes every effort to raise awareness of its environmental and societal approach amongst its tenants.

The primary objective of taking ESG criteria into account in BNP Paribas Diversipierre's property asset strategy is to improve environmental performance.

Accordingly, environmental criteria account for 54% of the asset evaluation. The BNP Paribas Diversipierre Fund also demonstrates this commitment by communicating annually on eight performance indicators, two of which relate to the environment. The energy performance indicator (kWh FE/m²) will demonstrate the SPPICAV's objective of measuring and optimising the buildings' energy consumption. The greenhouse gas emission indicator (kg CO₂-eq/m²) will demonstrate the improvement in the property assets' non-financial performance.

In addition, BNP Paribas Diversipierre has also set social objectives such as improving the health and well-being of the buildings' occupants and developing virtuous mobility solutions in order to efficiently serve its property assets. The criteria relating to these objectives account for 27% of the property asset rating. The BNP Paribas Diversipierre OPCl ensures that these objectives are pursued by detailing in its annual report the number of assets located within 500 metres of a railway network, the number of assets providing tenants with electric vehicle charging terminals compared to the total number of assets held, and the number of assets accessible by people with reduced mobility compared to the total number of assets held.

Lastly, the BNP Paribas Diversipierre OPCl also has specific governance objectives. In particular, the SPPICAV aims to include ESG clauses in the contracts it enters into with stakeholders, such as property managers. The BNP Paribas Diversipierre OPCl also strives to include its tenants in virtuous initiatives for the environment or society. The criteria relating to governance objectives have a 20% weighting in the property assets ESG analysis grid. The SPPICAV ensures that these objectives are taken into account by reporting annually the percentage of contracts concluded with property managers that include an ESG clause, as well as the percentage of tenants involved in projects relating to the environment or society.

Through these ESG criteria, the Management Company implements its SRI approach at all stages in the management of a property asset: during its acquisition and throughout its holding. The Management Company has developed a tool for analysing property assets with regard to the following 10 ESG criteria:

- Energy efficiency/carbon footprint
- Pollution (soil pollution, asbestos, lead)
- Water management
- Waste management
- Environmental/social labels and certifications

- Biodiversity
- Comfort and well-being of occupants
- Mobility and accessibility
- Building resilience
- Stakeholder responsibility: seller, property manager, tenant

This analysis tool, known as an “ESG analysis grid”, allows each property asset to be assigned a non-financial score of between 0 and 100 before it is directly or indirectly acquired. When assigning the rating, a weighting of 54% is given to environmental criteria, 27% to social criteria and 20% to governance criteria. The BNP Paribas Diversipierre socially responsible investment methodology used to evaluate assets is available on the Management Company’s website.

The ESG analysis grid is a tool developed by the Management Company and which belongs to the Management Company. When property assets are audited, the ESG analysis grid is completed by an independent external auditor.

An initial rating of less than 15/100 disqualifies an asset from investment, as does the presence of pollution that is both non-removable and which presents a risk in view of the local regulations in force—for the health of the occupants—depending on the building’s usage, as well as the presence of the tenant and/or the seller and/or the purchaser on the BNP Paribas Group’s monitoring and exclusion lists.

The BNP Paribas Diversipierre OPCI has chosen to develop a “best-in-progress” SRI approach aimed at acquiring assets with a view to improving them. For any acquisition, a three-year action plan and a dedicated budget are established in order to improve the asset’s initial rating.

The objective of the BNP Paribas Diversipierre OPCI is for the average rating weighted by asset value to increase by 20 points over a three-year period on a like-for-like basis, or for the average rating weighted by asset value to be above 65/100 over a three-year period on a like-for-like basis.

Given the inevitable ageing of buildings, technological progress and the increasingly demanding regulations and users, new acquisitions and arbitrage transactions, a weighted average rating for the buildings above 65/100 cannot be achieved without the implementation of action plans.

At the end of the three-year action plan, an independent external auditor is tasked with issuing a new rating based on the ESG analysis grid in order to assess the progress of the asset compared to its initial rating. The ratings for all property assets are consolidated in order to obtain the average rating weighted by the value of the assets on a like-for-like basis.

At the end of these three-year plans, the SRI strategy’s scope of application is updated to include newly acquired assets. A new three-year action plan with a new budget is then applied to the redefined scope, which is the entire property stock of the BNP Paribas Diversipierre OPCI.

If the audit of the assets results in a rating above the threshold of 65/100, the assets become “best-in-class”, which means the Management Company must at least maintain the rating of the property portfolio at above 65/100 over each three-year period.

In accordance with the SRI label framework, the analysis of the OPCI’s property component may be limited to only 90% of the property assets. This exception applies in particular to assets in arbitrage and recently acquired assets, although other classes of asset may be included in this 10%.

In addition to the investments described above, the SPPICAV may, in particular, hold securities from OPCIs (including professional OPCIs), SCPIs or foreign entities with equivalent purposes, regardless of their form, that are located in other eurozone countries. These investments may be managed by the Management Company or the management companies in the group to which it belongs. In the specific case of the SCPIs, their Articles of Association must limit the liability of each Shareholder to the amount of their share in the capital of the company. These investments may not represent more than 10% of the SPPICAV’s assets. These non-controlled stakes are incorporated into BNP Paribas Diversipierre’s SRI process based on any SRI label that they actually hold or on any European label that they still hold and that is recognised as equivalent by the label owner, or alternatively by rating the underlying assets, in accordance with the requirements of the SRI label or a European label recognised as equivalent by the label owner.

Lastly, it is specified that the SPPICAV may be required to grant current account advances to the companies in which it holds a stake, directly or indirectly, corresponding to at least 5% of their share capital.

(b) Strategy adopted for the financial component

The financial component may represent between 0% and 44% of the SPPICAV’s assets. However, during the first three years following the launch of the SPPICAV, this financial component may occasionally represent more than 44% of the Fund’s assets.

The financial instruments selected have a property-related underlying and/or collateral.

A socially responsible investment (SRI) approach to the management of securities in the financial component has been introduced. This process is taken into account at every stage of the investment process.

The financial component is constructed from the issuers or companies that are ranked highest in the financial and non-financial screening; it is checked for the risk of deviation from the benchmark indicators described below. The management team may deviate significantly from the risk level of the benchmark indicators described below:

The non-financial analysis is taken into account at every stage of the investment process. It involves incorporating an SRI approach into the selection of securities. In order to be included in the portfolio, the companies selected must comply with the following ESG standards:

- Compliance with sectoral policies on controversial activities (application of the BNP PARIBAS ASSET MANAGEMENT France Responsible Investment Policy, available on its website);
- Exclusion of companies that contravene any of the United Nations' Global Compact ten principles on subjects such as human rights, labour rights, environment and combating corruption and/or that contravene any OECD guidelines on Multinational Enterprises.

At least 90% of the financial component (excluding cash) hedged by this strategy is invested in securities that have been analysed under environmental (E), social (S) and governance (G) (ESG) criteria by a specialist team of analysts within the BNP Paribas Asset Management Company.

Following this analysis, the management team applies the following approaches to take into account the non-financial criteria according to the main types of investments:

- I. A "rating improvement" approach for the listed REITs portfolio, whereby the portfolio's average ESG rating is higher than the rating of the benchmark index, after eliminating at least 20% of the lowest-rated securities in this index. The management team may select securities outside its benchmark index. However, it will ensure that the benchmark index is a relevant comparison index for the ESG rating of the Fund's listed REITs category.
- II. A "selectivity" approach for the covered bonds and liquidities categories, whereby financial securities with the lowest ESG ratings are excluded from the investment universe. It should be noted that the investment universe for the covered bonds category is that of its benchmark index, and the investment universe for the liquidities category is short-term corporate bonds.

A dedicated team of ESG analysts evaluates the issuing companies according to internally defined ESG criteria. For example (non-exhaustive list):

- Environmental: global warming and combating greenhouse gas emissions, energy efficiency and preservation of natural resources, the level of CO2 emission and energy intensity, etc.;
- Social: managing employment and restructuring, workplace accidents, training policy and remuneration, staff turnover rate, and the PISA result (Programme for International Student Assessment), etc.;
- Corporate governance: independence of the Board of Directors, rights of minority shareholders, separation of management and supervisory functions, fight against corruption and respect for press freedom.

Lastly, the ESG analysis is backed up by an active and strategic policy of engaging in responsible practices with companies (individual and collective engagement with companies, voting policy at general meetings, etc.).

Information on BNP Paribas Asset Management's sustainable investment policy is available on its website: www.bnpparibas-am.com.

The investment strategy, and therefore the allocation between the various types of financial instruments, is determined by BNP Paribas REIM France based on market conditions. The allocation decision is based on a BNP Paribas REIM France conviction which is supported by research produced by BNP Paribas Asset Management's research team.

BNP Paribas Asset Management, acting as the delegated manager of the financial component, shall be entrusted with implementing the strategy decided by BNP Paribas REIM France.

This allocation decision is reviewed at least once a quarter and more regularly if necessary.

Listed REITs may be denominated in currencies other than the euro, while the covered bonds category (i) and the liquidities category (ii) will be denominated in euro.

(i) *Main investments of the financial component*

- Equities

The SPPICAV shall invest a maximum of 44% of its assets in listed property company securities traded on European financial markets and denominated in other currencies than Euro.

The benchmark index for the listed REITs category is the FTSE EPRA NAREIT Europe index (25% UK Capped).

This benchmark index is the FTSE EPRA NAREIT Europe index (25% UK Capped) published in EUR by FTSE International Limited, a benchmark administrator registered in the Register of Benchmark Indices as at the date of publication of this Prospectus. The composition of the index is reviewed quarterly on the Thursday following the third Friday in March, June, September and December. The index is valued on a daily basis. The majority of the securities included in this index are listed REITs on European stock exchanges. The index is a net total return index (calculated with net dividends reinvested). In addition to covering the general methodology shared by all EPRA/Nareit GLOBAL REAL ESTATE INDEX SERIES® indices, further information on the benchmark index, its composition, how it is calculated and the rules of control and periodic rebalancing are available online at www.ftse.com.

Its investment strategy is based on an active management style that takes a disciplined approach to stock picking by combining financial and non-financial analysis.

The manager then selects the companies they wish to invest in, based on financial criteria such as clarity of strategy, quality of management, financial health, income, prospects for revenue growth and performance, and valuation.

The financial and non-financial analysis is based in particular on company visits and meetings with management.

Each stage of the investment strategy and management process serves to identify the most attractive high-quality securities to achieve the management objective.

- Covered bonds

Covered bonds are bonds issued by financial institutions and which benefit from collateral on the assets. These bonds thereby have a claim on the issuing entity (the financial institution) and, if the latter becomes insolvent, a claim on a pool of assets (a set of loans) that will be used to repay the bond as a priority.

The benchmark index for the covered bonds category is the Bloomberg Barclays Euro Aggregate Securitized 500MM index.

The Bloomberg Barclays Euro Aggregate Securitized 500MM index includes fixed-rate, high-quality investment grade euro bonds. They are included based on the issuing currency and not on the domicile of the issuer. Compared with the Bloomberg Barclays Euro Aggregate index, the investment sector is narrowed down to the securitised (or collateralised) segment, mainly focusing on covered bonds, with a required minimum issue amount of €500 million.

The SPPICAV shall invest a maximum of 35% of its assets in euro-denominated covered bonds or in equivalent euro-denominated financial securities issued by financial institutions. The selected bonds shall be rated at least investment grade¹ at the time of their purchase. The assets used as collateral are mainly made up of covered loans.

The covered bond investment universe uses non-financial criteria (CO2 emissions, job creation, independence of governance etc.) to select the issuers demonstrating the best environmental, social and governance practices.

Within this investment universe, the manager then selects the issuers in which they wish to invest, based on financial analysis criteria (clarity of strategy, quality of management, financial health etc.) and interest rate scenarios. Non-financial investment criteria are set, and revised where necessary, by BNP Paribas Asset Management's internal SRI Research team.

(ii) *Other financial instruments eligible for the financial component on an ancillary basis*

- Other types of bonds

The SPPICAV shall invest a maximum of 10% of its assets in euro-denominated bonds (including convertible bonds, equity notes, bonds with equity warrants etc.) or in equivalent euro-denominated financial securities issued by companies in the property sector or building societies. The selected bonds shall be rated at least investment grade at the time of their purchase and managed according to the ESG bond investment process described above.

¹ See Appendix – Prospectus Glossary.

- UCITS

The Fund may invest up to 20% of its assets in the securities of French and European coordinated UCITS of all classifications, as well as in the following UCITS: feeder UCITS, UCITS which themselves invest more than 10% of their assets in UCITS securities.

More than 80% of these UCITS' assets shall be invested in the financial instruments set out above.

The UCITS or investment funds mentioned above may be managed by BNP Paribas Asset Management, REIM France or by companies linked to it. Only UCITS managed under an ESG approach will be eligible for the financial component.

(c) Derivatives

The SPPICAV may trade in French and/or foreign regulated or over-the-counter futures markets authorised by the Decree of 6 September 1989 and later amendments (for financial instrument contracts only).

The Delegated Investment Manager, BNP Paribas Asset Management, may use the following derivatives:

- forward contracts, on eurozone interest rates, on equities and similar securities and/or listed stock market indices (for hedging purposes),
- options, on equities and similar securities and/or listed indices, options on eurozone interest rate futures (for hedging purposes).

BNP Paribas REIM France may use the following derivatives:

- interest rate swaps, interest rate swaps with optional components (for hedging purposes),
- other interest rate derivatives: caps, floors (for hedging purposes).

These instruments may all be used to hedge the portfolio against interest rate, credit and equity risks. The maximum investment for all these markets is 100% of the net assets of the financial component.

(d) Strategy adopted for the cash component

The Fund's cash shall be invested in deposits and financial instruments of a liquid nature specified in paragraphs 8 and 9, section I of Article L. 214-36 of the French Monetary and Financial Code, in particular treasury bills, negotiable debt securities rated at least A-2 by Standard & Poor's and/or P-2 by Moody's, bonds issued or guaranteed by a member country of the Organisation for Economic Co-operation and Development, and units or shares of French or foreign money market or bond UCITS that comply with European Directive No. 2009/65/EC and invest more than 90% of their net assets in the asset classes set out above. The financial instruments selected shall be denominated in euros.

The cash component may represent 5% to 40% of the SPPICAV's NAV and aims to remain close to its minimum limit. Nevertheless, for a period of three years following the SPPICAV's creation, the cash component may reach 100% of the SPPICAV's NAV, in particular before acquiring its initial property asset.

The cash component comprises two sub-components, with the main one managed by BNP Paribas Asset Management. BNP Paribas REIM France shall continue to manage the second sub-component, which shall be composed of liquid assets required for the SPPICAV's day-to-day needs and which can, where necessary, be invested in certificates of or in units or securities of monetary or fixed-income UCITS as referred to hereinabove.

Within the exception of the units or securities of monetary or fixed income UCITS as referred above that might be invested by BNP Paribas REIM France, the management of financial instruments of a liquid nature specified in paragraph 8, section I of Article L. 214-36 of the French Monetary and Financial Code shall be carried out by the delegated financial manager.

(e) Funding strategy

In accordance with Article R. 214-103 of the French Monetary and Financial Code, the SPPICAV may make use of borrowing.

In accordance with Article R. 214-103, paragraph 2, of the French Monetary and Financial Code, the purpose of borrowing is primarily to finance the acquisition, renovation and refurbishment of property assets, as well as any work carried out on the property assets.

The maximum direct or indirect, banking and non-banking debt ratio of the SPPICAV is limited to a maximum of 40% of the value of the property assets, and is valued in accordance with the conditions set out in Article R. 214-104 of the French Monetary and Financial Code on each Net Asset Value Calculation Date.

However, it is noted that the SPPICAV has a direct and indirect debt target of less than 20% of the value of the property assets. In accordance with Article R. 214-103 of the French Monetary and Financial Code, the credit institutions from which this borrowing is requested are credit institutions with registered offices within a European Union Member State or in a state which is party to the agreement on the European Economic Area or in a member state of the Organisation for Economic Co-operation and Development.

In connection with the loans taken out by the SPPICAV or its subsidiaries, the SPPICAV may grant any guarantees and collateral interest in its assets, and in particular in any current or future income and debt securities it owns, and grant all personal pledges as collateral for the loans obtained by its subsidiaries referred to in paragraphs 2 and 3, section I, of Article L. 214-36 of the French Monetary and Financial Code, and more generally, any personal pledges and collateral interest that may be granted by the SPPICAV as collateral for its commitments and obligations or those of its subsidiaries in compliance with the applicable laws and regulations. Where applicable, the SPPICAV may grant current account advances to the property companies in which it holds at least a 5% stake.

It is noted that the SPPICAV, through its subsidiaries, may use financing in the form of leases.

2.4 **Risk profile**

(a) General risks

(i) *Risk of capital loss*

The SPPICAV does not guarantee or protect the capital invested.

Investors' attention is also drawn to the fact that the SPPICAV may not perform in line with its objectives and that the capital invested may not be recovered in full, even if investors retain their Shares for the entire recommended term of investment.

(ii) *Liquidity risk*

The SPPICAV is exposed to liquidity risk as a result of low liquidity in the property market. Property sales require considerable time, which may be extended during periods of tension in this market. Consequently, the SPPICAV may find itself in a position where it is obliged to sell property at prices that are lower than their expert valuations. In such circumstances, there will be a negative impact on the net asset value of the SPPICAV.

(iii) *Risks associated with the property market*

Property investments made by the SPPICAV are directly or indirectly subject to the risks inherent in the ownership and management of property assets.

In this respect, the performance and development of the invested capital is exposed to the risk associated with fluctuations in this asset class.

Numerous factors (generally linked to the economy or more specifically to the property market) may have a negative impact on the value of the assets or participating interests held by the SPPICAV and on its Net Asset Value.

The following factors are particularly liable to have an adverse effect on the value of the assets and, consequently, on the financial position and performance of the SPPICAV:

- Risks associated with the local, national and international economic, political and financial situation which could affect demand for or the value of property assets;
- The state of the local property market and the financial position of those leasing property assets;
- Changes to local tax arrangements and legislative and regulatory restrictions;
- Environmental risks and those connected with changes to relevant regulations;
- Operational risks involved in investing in specific types of property (healthcare sector, hotels etc.).

(iv) *Specific risks associated with development and off-plan sales transactions*

The SPPICAV may engage in development transactions (property development contracts, delegated project management contracts etc.) and off-plan sales (VEFA) transactions, which are likely to expose it to the following risks:

- Project management construction risks;
- Risk of default by the developer, project manager or general contractors;
- Risk of time-delayed revenue collection between completion of construction and rental of the building.

Development transactions expose the SPPICAV to a potential reduction in Net Asset Value due to non-collection of rents, depreciation of fixed capital or technical disputes.

(v) *Counterparty risk*

The SPPICAV is exposed to counterparty risk:

- on the property market, which may result in a loss of income in the event of non-payment by one or more tenants, which could lead to a fall in the Net Asset Value of the SPPICAV;
- on forward financial instruments markets when one of the counterparties with whom a contract has been concluded fails to honour its commitments (for example, payment or repayment), which may lead to a fall in the net asset value.

(vi) *Credit risk*

A fall in an issuer's credit quality may cause the value of the securities issued by the issuer to fall and lead to a decrease in the SPPICAV's net asset value.

(vii) *Sustainability risks*

The SPPICAV is exposed to sustainability risks, defined as any event or situation related to the environment, society or governance, which, if it occurs, may have a significant negative impact, whether actual or potential, on the income generated by the investment and/or its value. Environmental risk is the main ESG risk when it comes to managing property investments and may include both physical risks (for example, an extreme climate event) and risks associated with changes in circumstance (any new environmental regulation that may lead the SPPICAV to incur direct or indirect expenditure). For example, new regulations may lead to the early obsolescence of the Fund's property assets. If no corrective measures are taken, this could affect the value and/or liquidity of the asset on the investment market and/or its attractiveness for potential lenders. Investors are made aware of any potential capital expenditure that the SPPICAV may incur to the extent necessary to maintain the value and liquidity of these assets. Such expenditure, if applicable, may temporarily reduce the income generated by the investment and, consequently, the return from the investor's distribution.

Owing to the nature of sustainability risks and specific issues such as climate change, the likelihood that sustainability risks will have an impact on returns on financial products is likely to increase in the longer term.

(b) Risks specific to the SPPICAV

(i) *Risk associated with the use of debt*

The Management Company reserves the right to enter into debt in order to finance acquisitions and other work.

Under these conditions, fluctuations in the property market may have a considerable impact on the ability to repay the debt and fluctuations in the credit market may limit funding sources and significantly increase the cost of this funding. Leverage results in an increase in the investment capacity of the SPPICAV and its performance but also in the risk of loss.

(ii) *Interest rate risk*

Interest rate risk is the risk that interest rate instruments may depreciate in value due to changes in interest rates. For example, an increase in interest rates is likely to reduce the market value of a fixed-rate bond. As the SPPICAV may be invested in bond instruments or debt securities, an increase in interest rates may cause the net asset value to fall.

(iii) *Currency risk*

As part of the financial component's management, and more specifically as part of the strict framework for managing securities of listed REITs eligible to form part of the SPPICAV's assets according to clause 2.3.b.i, the SPPICAV may be required to hold securities denominated in currencies other than the euro. For reasons of clarity, it must be noted that other types of assets eligible to form part of the SPPICAV's assets will be denominated in euro.

Although a large part of the SPPICAV's investments, income and expected expenses are denominated in euro, the SPPICAV's activities as part of the strict framework for managing securities of listed REITs property companies may therefore be subject to risks of volatility in general exchange rates. For investments denominated in a foreign currency, the value of the investment in local currency will vary according to exchange rate fluctuations. The SPPICAV may seek, at its discretion, to hedge the currency risk associated with the SPPICAV's assets in countries that do not use the euro as their main currency. There is a risk that the hedging will not eliminate the full risk associated with the hedged amount. Moreover, as the hedging is only partial by design, the SPPICAV remains exposed to the risk for any unhedged amount. Furthermore, there is no guarantee of the stability of the euro during the lifetime of the SPPICAV. The payment of income and capital gains generated by the investments made by the SPPICAV in some countries may depend on the existence of liquidity in the local currency concerned. It may be impossible or unfeasible to hedge the currency risk to which the SPPICAV is exposed.

(iv) *Equity risk*

The SPPICAV may be invested partly in property company shares. Equity markets may fluctuate significantly, with prices rising and falling sharply, and this will have a direct impact on the growth of the net asset value. Equity risk is also linked to small- and mid-cap company risk. The volume of securities listed on small- and mid-cap markets is relatively low. In the event of issues associated with low liquidity of these securities, these markets may experience greater, more significant and more rapid downturns than large-cap markets. Therefore, if the SPPICAV is invested in equity markets, the net asset value of the SPPICAV could fluctuate significantly, both upwards and downwards, particularly in periods of high volatility on the equity markets.

(v) *Risk associated with the use of derivative instruments*

The SPPICAV may use derivative instruments to hedge against adverse market exposure.

There may be a risk of imperfect hedging that makes it impossible to fully protect the SPPICAV from a fall in the value of the hedged assets. The net asset value of the SPPICAV could therefore be affected.

The derivative products used may have low liquidity. Furthermore, the termination of a derivative product for any reason may have an adverse effect on the SPPICAV's net asset value.

2.5 Legal consequences of contractual commitments undertaken for investment purposes

Signature of the subscription form commits the Shareholder to contributing the agreed sums to the SPPICAV as instructed by the Management Company in compliance with the Prospectus and the Articles of Association, and confirms that they understand all the risks set out in this Prospectus. Jurisdiction for any dispute arising from the Shareholder's subscription for Shares in the SPPICAV lies, in principle, with the French commercial courts and French legal procedure and principles shall apply. Shareholders are informed that the legal system of the French Republic recognises that the principle of *exequatur* of foreign judicial decisions may apply in some cases, namely that they can be recognised and executed in France as if they had been delivered by the French courts; it is not for the Management Company to set out the circumstances in which the *exequatur* procedure is admissible, and Shareholders who may wish to invoke this procedure are encouraged to consult their legal advisor.

2.6 Target investors and typical investor profile

The SPPICAV is open to all subscribers and is intended for investors seeking a long-term, diversified investment in assets with property underlyings.

The appropriate amount to invest in the SPPICAV depends on the investor's personal situation. To determine the amount to invest, investors should consider their assets and current needs and the recommended investment period as well as their willingness to take risks or their desire to invest cautiously. Investors are also strongly advised to diversify their investments sufficiently, so as not to be exposed solely to the risks of this SPPICAV.

For P Shares, the minimum initial subscription amount in the SPPICAV is set at €100 (excluding subscription fees). For subsequent subscriptions of P Shares, the minimum subscription amount is €100.

The SPPICAV is not and will not be registered under the US Investment Company Act of 1933. Any sale, resale or transfer of Shares in the United States of America or to a "US Person" may constitute a violation of American law. See paragraph 8 of the Prospectus.

3. LIQUIDITY OF THE SHARES OF THE SPPICAV

No investor shall benefit from, nor be entitled to benefit from, preferential treatment. The Management Company guarantees that all investors will be treated equally, in accordance with the procedures set out in its authorisation.

3.1 Characteristics of the Shares

Share class	P
Target investors	All investors
Legal Form of the Share	Bearer (listed on Euroclear)
ISIN code	FR 00 115 13 56 3
Currency	EUR
Nominal value of the shares	EUR 100
Minimum initial subscription	EUR 100
Minimum subsequent subscription	EUR 100
Fractioning	Thousandths

3.2 Net asset value

For each Share class, the net asset value of this Share class (the "**Net Asset Value**") is obtained by dividing the net assets of the SPPICAV allocated to this class by the total number of outstanding Shares in this class. The Net Asset Value is calculated to two decimal places and rounded.

The Net Asset Value of the SPPICAV is established twice a month on the 15th and on the last business day of each month at 6.00 p.m. (Paris time) (each referred to as the "**Net Asset Value Calculation Date**"). In the event that the 15th of the month is not a business day, the Net Asset Value is calculated on the business day immediately preceding the 15th of the current month.

Example: For a subscription at the end of August 2013, the Net Asset Value Calculation Date will be 30 August 2013 at 6.00 p.m., as Saturday 31 August is a non-business day.

The AMF shall be notified of the Net Asset Value on the same day upon which it is calculated.

The Net Asset Value shall be published no later than the sixth business day following the Net Asset Value Calculation Date at 12.00 noon (Paris time).

The last known Net Asset Value and the number of Shares issued by the SPPICAV are available on the Management Company's website at www.reim.bnpparibas.fr.

3.3 **Recommended investment horizon**

The minimum recommended investment period is eight years.

3.4 **Subscription/Redemption procedures**

The AMF draws subscribers' attention to the (maximum) level of direct and indirect charges to which the SPPICAV is exposed. The profitability of the intended investment therefore presupposes that the financial markets will perform at a consistently high level.

3.4.1 **Rules applicable to subscribers**

(a) Subscription requests

Subscription requests are cleared by the Clearing House and are executed on the basis of the first Net Asset Value established after the Subscription Clearance Deadline (i.e. at an unknown price).

Subscription requests are received by the Clearing House no later than 12.00 noon (Paris time) on the Net Asset Value Calculation Date (the "**Subscription Clearance Deadline**").

Example: For the Net Asset Value Calculation Date of Monday 30 September 2013, the Subscription Clearance Deadline is Monday 30 September 2013 at 12.00 noon.

No payment will be accepted by cheque.

(b) Settlement/delivery period

The deadline for delivery of the Shares by the Depository is seven (7) business days from the Subscription Clearance Deadline, irrespective of market conditions.

The deadline for settlement of subscription requests in cash is a maximum of seven business days from the Subscription Clearance Deadline. Each intermediary or distribution network may apply its own settlement period, which may not exceed the aforementioned deadlines.

Example: An investor wishing to subscribe to Shares on the basis of the last Net Asset Value for September 2013 must send their subscription request to the Clearing House to arrive before 12.00 noon on Monday 30 September 2013. The Net Asset Value for 30 September 2013 will be published at 12.00 noon on Tuesday 8 October 2013 and the Shares will be delivered on Wednesday 9 October 2013, the latest date by which the subscription amount must have been paid.

(c) Suspension of subscription requests

The provisional suspension of subscriptions and the reopening of subscriptions are specified no later than the Subscription Clearance Deadline preceding the date on which this decision is implemented.

The Management Company may decide to suspend or close subscriptions at any time should the SPPICAV's net assets exceed five hundred million euros (€500,000,000).

Subscriptions may be suspended if the market value of the properties held is less than 55% of the value of the assets.

Shareholders are informed of the suspension or closure of subscriptions on the Management Company's website at www.reim.bnpparibas.fr.

(d) Declaration of crossing the 10% threshold

At the time of subscribing, investors are required to inform the Management Company as soon as their shareholding crosses the 10% threshold for the total number of Shares of the SPPICAV.

This 10% threshold is assessed according to the Total Number of Shares on the subscription date, as will be indicated by the Management Company on the website at www.reim.bnpparibas.fr each time the Net Asset Value is published.

This information must be provided by the investor by registered letter with acknowledgement of receipt sent to the Management Company at the time of subscription.

3.4.2 Payment of subscriptions

(a) Type and value of subscriptions

Share subscriptions are expressed in euros and are made in cash or in kind.

Contributions in kind of property assets are subject to the prior approval of the Management Company.

The Shares are fully paid up at the time of subscription.

(b) Effective date

The Shares bear rights from the first calendar day following the Net Asset Value Calculation Date.

The new Shares issued carry the same rights and obligations as the existing Shares on the day of issue.

3.4.3 Rules applicable to redemption requests

(a) Procedures for placing orders and person responsible for receiving redemption orders

Redemption requests are cleared by the Clearing House and are executed on the basis of the first Net Asset Value established after the Redemption Clearance Deadline (i.e. at an unknown price).

Redemption requests are received by the Clearing House no later than 12.00 noon (Paris time) on the Net Asset Value Calculation Date (the "**Redemption Clearance Deadline**").

Redemption requests may relate to whole Shares or fractions of Shares.

Private shareholders who hold more than 10% of the Shares of the SPPICAV undertake to inform the Management Company about any redemption request for all or part of their Shares, in addition to sending their redemption order to the Clearing House.

Legal entity shareholders who hold more than 20% of the Shares of the SPPICAV undertake to inform the Management Company about any redemption request for all or part of their Shares, in addition to sending their redemption order to the Clearing House.

(b) Settlement period

The settlement period for redemptions of Shares, i.e. the period between the Redemption Clearance Deadline and the Redemption Settlement Date (the "**Redemption Settlement Date**") by the Depositary, is seven (7) business days.

Example: An investor wishing to redeem their Shares on the basis of the last Net Asset Value for September 2013 must send their redemption request to the Clearing House to arrive by 12.00 noon on Monday 30 September 2013 at the latest. The Net Asset Value will be published on Tuesday 8 October 2013 and their securities will be redeemed and the proceeds repaid to them by the Depositary on Wednesday 9 October 2013.

3.5 **Subscription and redemption fees**

Subscription and redemption fees increase the amount paid by the investor or reduce the redemption proceeds paid to the investor:

- Fees accruing to the SPPICAV are used to offset the charges borne by the SPPICAV relating in particular to the acquisition or to the transfer of property assets;
- Fees not accruing to the SPPICAV are paid back to the Management Company, the Promoter etc. for marketing SPPICAV shares.

3.5.1 Subscription fee not accruing to the SPPICAV

A subscription fee not accruing to the SPPICAV is paid back to the Management Company or the Promoter of the SPPICAV's Shares for marketing these shares. The amount may not at any time exceed a ceiling set at 3% of the Net Asset Value of the subscribed Shares for P Shares.

The subscription fee not accruing to the SPPICAV is paid in full at the time of subscription.

3.5.2 Subscription fee accruing to the SPPICAV

As stipulated in Article 422-129 of the AMF GR, a subscription fee accruing to the SPPICAV is collected at the time of the subscription in order to cover the rights, charges, fees and taxes discharged by the SPPICAV when property assets are acquired or constructed.

The subscription fee accrues fully to the SPPICAV. The amount of this fee may not at any time exceed a ceiling set at 6% of the Net Asset Value of the subscribed Shares.

The fee accruing to the SPPICAV is paid in full at the time of subscription.

At the time of the Net Asset Value, the rate of the subscription fee accruing to the SPPICAV is identical for all subscribers in the same Share class.

Shareholders are informed of the effective rate of the subscription fee accruing to the SPPICAV on the Management Company's website at www.reim.bnpparibas.fr. The effective rate of the subscription fee accruing to the SPPICAV may be reviewed every six months.

3.5.3 Redemption fees accruing to and not accruing to the SPPICAV

- (a) Redemption fee accruing to the SPPICAV:

No redemption fees accruing to the SPPICAV are levied.

- (b) Redemption fee not accruing to the SPPICAV:

No redemption fees not accruing to the SPPICAV are levied.

3.5.4 Summary table of subscription and redemption fees

Charges payable by the investor and deducted at the time of subscription and redemption	Basis	Rate
		P Shares
Subscription fee not accruing to the SPPICAV	Net Asset Value	3% (maximum)
Subscription fee accruing to the SPPICAV		6% *
Redemption fee accruing to the SPPICAV	X	None
Redemption fee not accruing to the SPPICAV	Number of Shares	None

*: With regard to the subscription fees accruing to the SPPICAV, the rate displayed is a maximum rate. The rate actually used is set by the Portfolio Management Company at intervals appropriate to the investment strategy and the structure of the SPPICAV's liabilities.

4. CHARGES AND FEES

The AMF draws subscribers' attention to the (maximum) level of direct and indirect charges to which the SPPICAV is exposed. The profitability of the intended investment therefore presupposes that the financial markets will perform at a consistently high level. These fees may vary from one year to the next.

4.1 Management and administration fees

Operating and management charges cover all charges borne on a recurring basis by the OPCl in order to ensure its operation, excluding charges related to property use and charges and fees related to transactional operations. The OPCl thus pays the Management Company's remuneration in respect of its services in executing tasks including:

- SPPICAV management, i.e. drawing up the investment strategy and the general business plan for the OPCl as well as allocating investments between the property, financial and cash components, identifying and evaluating investment opportunities, determining financing procedures for property assets, as well as, where necessary, financial assets, determining procedures for developing the property, financial and liquid assets of the SPPICAV, services related to the information required by the French Financial Markets Authority (AMF) and by Shareholders and, in particular, drawing up the annual management report and periodic information documents;
- Property asset management, i.e. preparing acquisition, construction, financing, arbitrage and marketing strategies for property assets, preparing the management strategy for property assets and, in particular, drawing up the five-year work plan provided for by Article 422-164 of the AMF GR and its updates;
- Monitoring projects attached to the acquisition or transfer of assets referred to in paragraphs 1 to 3 and 5, section I, of Article L. 214-36 of the French Monetary and Financial Code.

It is calculated each time the Net Asset Value is calculated, on the basis of the net assets determined at the previous NAV. It is paid quarterly.

Apart from remunerating the Management Company, the SPPICAV also bears all the recurring costs and charges referenced below:

- Costs and charges related to the administration of the SPPICAV and the life of the company, including those of the depositary, the statutory auditor, the operating costs of governance bodies (Supervisory Committee), including remuneration for their members, and potential publication costs; and
- Fees related to asset valuation, including those of property valuers.

4.2 Property operating charges

These charges cover all costs and charges related to management of the property portfolio, in particular those related to works, according to the SPPICAV's strategy and to market conditions. The SPPICAV essentially bears the costs referred to below, insofar as they are not re-invoiced to tenants and are not accounted for as property assets in the OPCl:

- All property asset charges, in particular construction lease rentals, long-term or other leases, direct taxes, taxes and royalties relating to property assets not re-invoiced to the occupants, including property tax, taxes or royalties on commercial offices and premises, lighting, water, heating, air conditioning and ventilation supplies and in general any consumption of energy and fluids of any kind, insurance premiums and related brokerage fees, staff costs allocated to caretaking and security, property administration fees and property management and all expenses, costs and charges related to the holding of units and shares in property companies;
- All charges related to rental marketing, including charges and fees for rental and for seeking tenants and related management charges and fees;
- All expenses pertaining to fitting-out, servicing, cleaning, maintenance, repairs, replacement and retrofitting to be carried out on buildings and their facilities, including related technical and legal fees (for architects, design consultants, delegated contracting, notaries, lawyers and valuers etc.) as well as direct taxes and related taxes and royalties;
- Miscellaneous consultancy fees, particularly related to the handling of litigation or other matters coming within the scope of the OPCl activity, provided these fees do not relate to litigation resulting from a breach of contract or failure by the Management Company to comply with its legal or regulatory obligations.

4.3 Charges and fees related to property and financial transactions

4.3.1 Charges related to property asset transactions excluding transaction fees related to investment and arbitrage transactions on property assets

The following charges related to transactional property operations are in addition to transaction fees:

- All charges relating to the acquisition and sale of property assets, including the costs of acquiring and transferring all property assets and rights or property company securities, notary fees, consultancy fees and agents' commissions;
- Deed costs, direct taxes and taxes relating to deeds, audit charges, technical and asset valuation studies, technical, legal and fiscal audit charges, whether the aforesaid acquisition and transfer transactions are actually concluded or whether they are suspended or abandoned, regardless of the reason;
- All charges related to the construction of property assets, including payments to companies, promoters, delegated contractors, project managers, technical and legal fees (for architects, design consultants, notaries, lawyers and valuers etc.) as well as direct taxes and related taxes and royalties;
- All charges related to the financing of acquisitions or the construction of property assets, (whether the aforesaid acquisition or construction transactions are actually concluded or whether they are suspended or abandoned, regardless of the reason), fees, interest, rate hedging charges and the costs of collateral relating to financing and its repayment.

4.3.2 Transaction fees related to investment and arbitrage transactions on property assets

Investment and arbitrage transaction fees cover all due diligence conducted by the Management Company.

These fees will be the subject of a report submitted to the Board of Directors and signed off by the Statutory Auditors.

The basis for and rate of this commission are set out in the table below.

4.3.3 Transaction fees related to investment in transferable securities

Transaction costs on transferable securities include intermediary fees (brokerage, stock market taxes etc.) as well as transaction fees, if any, that may be charged on each transaction, by the Depositary in particular.

These fees will be the subject of a report submitted to the Board of Directors and signed off by the Statutory Auditors.

The basis for and rate of this commission are set out in the table below.

When, on an exceptional basis, a sub-custodian is required to levy transaction costs not provided for in the procedures above for a particular transaction, the description of the transaction and these invoiced costs will be included in the SPPICAV's management report.

4.4 Indirect fees

Indirect costs include costs borne by the SPPICAV relating to indirect property and financial investments.

They are included in the rates mentioned in the previous sections as more than 20% of the assets may be invested in indirect property underlyings.

The subscriber may also refer to the SPPICAV's annual report for any additional information.

Investors' attention is drawn to the fact that, apart from operating and management fees, the maximum proportion of other charges in relation to the value of the SPPICAV's net assets may vary from one year to the next.

Summary table

Charges borne by the investor	Basis	Rate scale
		P Shares
Management and administration fees	Net assets	Maximum 1.50% incl. tax Of which management fee: Maximum 1.20% incl. tax
Property operating charges	Net assets	0.6% incl. tax on average over the next three years
	Total value of property assets managed	1.0% incl. tax on average over the next three years
Charges and fees related to property and financial transactions:		
- Charges related to property asset transactions excluding transaction fees related to investment and arbitrage transactions on property assets	Purchase or sale price of the property or real rights Or Value of the property used to determine the price of the units or shares of the companies (in proportion to the share acquired/transferred) Or Price of signed property promotion contracts or total cost of construction, renovation or refurbishment (excluding taxes)	Maximum 7% incl. tax
- Transaction fees related to investment and arbitrage transactions on property assets	Purchase or sale price of the property or real rights Or Value of the property used to determine the price of the units or shares of the companies (in proportion to the share acquired/transferred) Or Price of signed property promotion contracts or total cost of construction, renovation or refurbishment (excluding taxes)	Maximum 1.2% incl. tax
- Transaction fees related to investment and arbitrage on financial assets	Value of instruments purchased or sold (deduction from each transaction)	Equities, bonds, negotiable debt securities, UCITS or derivatives Flat-rate amount of €0 to €150 incl. tax depending on the instrument and the stock exchange (does not include premiums related to derivative products)

5. GOVERNANCE BODY

The Management Company indicated in the Articles of Association is responsible for the executive management of the SPPICAV and appoints a permanent representative.

Section 3 of the SPPICAV's Articles of Association sets out all the provisions applicable to the Board of Directors.

5.1 Procedures for appointing members of the Board of Directors

The SPPICAV is administered by a Board of Directors comprised of three to seven members appointed by the Ordinary General Meeting, in accordance with the conditions set out in its Articles of Association.

The term of office for directors runs for three (3) years initially and then up to a maximum of three (3) years for subsequent mandates, with each year defined as the interval between two consecutive Annual General Meetings of Shareholders.

If one or more seats on the Board of Directors become vacant between two Board meetings and if the number of directors remaining in post is at least equal to the statutory minimum, the Board of Directors may, temporarily and for the remainder of the term of office left to run, provide a replacement. Their appointment is subject to ratification at the next Ordinary General Meeting.

All outgoing directors are eligible for reappointment, and directors may be dismissed at any time by the Ordinary General Meeting.

Each member of the Board of Directors shall cease to hold office at the close of the Ordinary General Meeting of Shareholders voting on the financial statements for the previous financial year and held in the year in which their term of office expires, on the understanding that, if the General Meeting does not take place in that year, the member in question shall cease to hold office on 31 December of that year.

If the number of members of the Board of Directors falls below the statutory minimum, the remaining member(s) shall immediately convene an Ordinary General Meeting of Shareholders in order to supplement their number on the Board.

The Board shall elect a chairman, who must be an individual person, from among its members, for a term of its choosing provided that the term does not exceed the term of office of the director.

If the chairman deems it useful, the Board of Directors may also appoint a vice-chairman and can choose a secretary, who need not be a member of the Board. The chairman and the vice-chairman may always be re-elected.

5.2 Functions of the Board of Directors

In accordance with Article L. 225-35 of the French Commercial Code, the Board of Directors decides the SPPICAV's business strategy and oversees its implementation.

Within the bounds of the corporate purpose and under the powers expressly attributed by law to General Meetings of Shareholders, it may address any issues concerning the SPPICAV's effective performance, and through its deliberations resolve any issues concerning the SPPICAV.

The Board of Directors may perform the controls and verifications it deems necessary.

Each director shall, in accordance with the terms set out in the Articles of Association, be provided with all the documents and information required for the performance of their duties.

Any director may grant powers to another director to vote in their place. This proxy, given in writing, may only be valid for one Board meeting.

A director may only represent one of their colleagues.

The chairman of the Board of Directors organises and directs the work of the Board and reports on it to the General Meeting. They oversee the SPPICAV's various management bodies to ensure that they are operating correctly and, in particular, that the directors are capable of fulfilling their required duties.

5.3 Procedures for convening the Board of Directors – Decision-making

The Board of Directors meets when convened by the Chairman or by the Management Company, as often as the interests of the SPPICAV require, either at the registered office or at any other location stated in the notice of meeting.

The Management Company attends all meetings of the Board of Directors.

When videoconferencing and teleconferencing is accepted by the internal rules, said rules may determine, in accordance with the regulations in force, that any directors attending the Board meeting via videoconference or teleconference shall be considered to be present when calculating the quorum and majority, except when voting on the decisions expressly excluded by the French Commercial Code.

Directors may be invited to attend Board meetings by any written means.

At least one half of the Board's members must be present in person for decisions to be valid.

Decisions are subject to a majority vote by the directors present or represented.

In the event that the chairman is absent or unable to attend, the Board meeting is chaired by a director appointed by the Board from among the members present.

5.4 Executive management

The executive management of the SPPICAV is performed by the Management Company under the responsibility of the SPPICAV, under the conditions and with the powers provided for by law and subject to the Articles of Association for the lifetime of the SPPICAV.

The Management Company is vested with the broadest powers to act in all circumstances on behalf of the SPPICAV. It exercises this authority within the limits of the corporate purpose and subject to the powers recognised by law for General Meetings of Shareholders and the Board of Directors. The Management Company represents the SPPICAV in its dealings with third parties. The Management Company may approve any partial delegations of its powers, within the limits and conditions set by law and the AMF GR.

The Management Company appoints a permanent representative subject to the same conditions and obligations and incurring the same liabilities as if they were performing the role of executive management in their own name, without prejudice to the joint and several liability of the Management Company that they represent.

When the Management Company terminates the duties of its representative, it is required to appoint their replacement at the same time.

The Management Company may be removed at any time by the Board of Directors.

6. VALUATION AND ACCOUNTING

The financial year starts on 1 January and ends on 31 December each year.

Exceptionally, the first financial year includes all transactions executed between the launch date of the SPPICAV and 31 December 2014.

An annual dividend, if any, is paid by the SPPICAV within five months following the end of the financial year, although interim dividends may be paid during the year.

The regulator provides for the Management Company to consult property valuers for valuing property assets.

The procedures for selecting property valuers and the intended organisational structure provide the Management Company with independent assessment capability and the information necessary for validating the net asset value of assets managed, as well as the means to check the service provided and compliance with commitments made by the valuers, concerning in particular their independence and other activities that they may have. The selection of property valuers is presented to the Board of Directors by the Management Company for their opinion.

It is important to note, however, that the Management Company remains fully responsible for the valuation.

6.1 Property Assets

6.1.1 Example of real property and rights held directly by the SPPICAV or by companies it holds directly or indirectly and which comply with the conditions laid down in Article R. 214-83 of the French Monetary and Financial Code

The Management Company values the property assets, buildings and real rights held directly or indirectly by the SPPICAV on each Net Asset Value Calculation Date. This assessment is made at market value. The Management Company is responsible for determining the value of each of the property assets held, each time the Net Asset Value is calculated.

The Management Company bases this valuation on the work conducted by two property valuers (named A and B) appointed on behalf of the SPPICAV for a renewable period of four years, with whom it has determined the scope of their mission in advance.

The value of the property assets and buildings or real rights held directly or indirectly is determined at least four times a year and at three-month intervals, with one of the valuers (valuer A) establishing the asset value and the other (valuer B) conducting a critical review of this value.

As part of their duties, for each of the assets and on a quarterly basis, valuer A conducts a property assessment followed by three updates.

The following year, valuers A and B reverse their roles and so on up to and including the fourth year.

Discrepancies between the value of property assets established by the Management Company and the value determined quarterly by the two valuers are specified and documented in periodic information documents and in the annual report.

It is noted that the valuation of units and shares not traded on a regulated market and held by the SPPICAV will be primarily based on the valuation of underlying property, consistent with the valuation of directly owned property. Units of SCPIs are assessed on the basis of the withdrawal price or the last execution price on the valuation date.

6.1.2 Example of property and real rights held by companies directly or indirectly owned by the SPPICAV and which do not comply with the conditions laid down in Article R. 214-83 of the French Monetary and Financial Code

In order to determine the value of non-controlled participating interests, the Management Company uses information provided by the non-controlled company.

In accordance with Article 422-165 of the AMF GR, the property valuers conduct a critical review of the valuation methods used by the Management Company.

It should be noted that, in the case of non-controlled participating interests, the Management Company may not have access to all the information it needs to precisely determine the revalued net assets of these participating interests. The Management Company may therefore use the latest available information, namely the appraisal values provided, or the share price referred to, in the case of a capital increase or an over-the-counter transfer.

6.1.3 Annual summary report of the Property Valuers

On an annual basis, the property valuers jointly prepare a document detailing the methodology used and the value applied by the valuer establishing the value of the assets (valuer A), as well as the procedure and checks carried out by the valuer conducting the critical review of this valuation (valuer B).

6.2 Financial assets

The Management Company values the financial assets of the SPPICAV on each Net Asset Value Calculation Date using the procedures set out below:

- i) Financial instruments traded on a regulated French or foreign market are valued based on the last known closing price on the Net Asset Value Calculation Day.
- ii) Negotiable debt securities and similar securities are valued on an actuarial basis using a benchmark rate defined below plus, where applicable, a difference representative of the intrinsic characteristics of the issuer:

- a. Negotiable debt securities with a maturity of one year or less: Euro interbank offered rate (Euribor)
 - b. Negotiable debt securities with a maturity of more than one year: Rates for BTANs (Bons du Trésor à intérêts Annuels Normalisés – French annual interest treasury bills) or OATs (Obligations Assimilables du Trésor – French fungible treasury bonds) with similar maturity dates for longer periods
 - c. Negotiable debt securities with a residual maturity of three months or less are valued according to the straight-line method.
- iii) French treasury bills are valued at the market rate, as published daily by the Banque de France.
 - iv) Units or shares of UCITS and OPCIs are valued on the basis of the last known net asset value on the valuation day.
 - v) Transactions involving financial futures or options traded on regulated French or foreign markets are valued at the market value according to procedures decided by the Management Company (at settlement price).
 - vi) Futures or options transactions, or swaps entered into on over-the-counter markets and authorised by the regulations applicable to OPCIs are valued at their market value or at an estimated value according to procedures decided by the Management Company.

6.3 Debt

For calculating net assets used to calculate the Net Asset Value, the Value of Property Assets and financial assets determined under the conditions indicated above, plus the other assets, will be reduced by the amount of the debt of the SPPICAV as recorded in the accounts on the Net Asset Value Calculation Date in question. The amount of debt of the SPPICAV is calculated by adding the outstanding capital owed and accrued interest not yet paid. The maximum direct and indirect, banking and non-banking debt ratio will be valued under the conditions set out in Article R. 214-105 of the French Monetary and Financial Code.

6.4 Options selected for the recognition or valuation of certain assets

6.4.1 Principle

The SPPICAV's accounts are prepared in accordance with the stipulations of the French Accounting Standards Body (ANC) in its Regulation no. 2014-06 of 2 October 2014 governing the accounting rules applicable to OPCIs.

The generally accepted accounting conventions are applied in accordance with the principles of:

- o going concern;
- o consistency of methods from one financial year to the next;
- o independence of financial years.

The basic method used for recording asset items in the accounts is the historical cost method (according to the FIFO principle) except with regard to portfolio valuation.

6.4.2 Accounting method

Entries and transfers of property assets are accounted for net of charges.

Entries and transfers of securities are accounted for net of charges.

Rentals are recorded as income based on accrued rent and the terms of the lease.

Revenue from financial instruments is recorded as income according to the accrued coupons method.

6.4.3 Off-balance sheet commitments

The commitment associated with futures or options is recognised according to the equivalent value of the underlying.

7. TAX SYSTEM

A note on the tax regime applicable to the SPPICAV is available to Shareholders on the Management Company's website at www.reim.bnpparibas.fr.

The information supplied by the Management Company does not replace that provided within the scope of individual tax advice and investors' attention is drawn to the fact that the taxation of capital gains and potential revenue may be dependent on their personal tax position.

8. **US RESTRICTIONS**

Shares in the SPPICAV have not been and will not be registered pursuant to the United States Securities Act of 1933 (hereafter the "1933 Law"), or pursuant to any applicable law of a State of the United States of America and, as a result, shares may not be transferred, offered or sold directly or indirectly in the United States of America (including its territories and possessions) for the benefit of any US national (hereinafter "US Person" as defined by US legislation "Regulation S" in the context of the 1933 Act adopted by the Securities and Exchange Commission (SEC), the US markets regulator).

The Management Company of the SPPICAV has the power to impose restrictions (i) on the holding of shares by a US Person, and it may proceed to compulsory redemption of the shares held, or (ii) on the transfer of shares to a US Person. These powers also extend to any person (a) who directly or indirectly appears to be in contravention of the laws or regulations of any country or of any government authority, or (b) who could, in the opinion of the Management Company of the SPPICAV, cause it to suffer harm which it would not otherwise have incurred or suffered.

The offering of Shares has not been authorised or rejected by the SEC, the specialised committee of any State of the United States of America, nor any other US regulatory body, nor have such authorities made any judgement or sanction regarding the merits of this offering, or the exactitude or adequacy of the documents that relate to it. Any statement to the contrary is against the law.

Any shareholder must inform the SPPICAV immediately in the event that they become a US Person. Any shareholder who becomes a US Person will be prohibited from acquiring new Shares and they may, at any time, be required to transfer their Shares to individuals who are not US Persons. The Management Company of the SPPICAV reserves the right to undertake the compulsory purchase of any share held directly or indirectly by a US Person or if the holding of shares by any person is against the law or contrary to the interests of the SPPICAV.

US Persons are deemed to be Ineligible Persons within the meaning of Article 9 of the Articles of Association.

9. **MEDIATION**

For any question or complaint, clients may contact their advisor or the Management Company by telephone or by post.

In the event of a subscription under a financial instruments account: The client may contact the AMF Ombudsman in writing at the following address: AMF, Mediation Department, for the attention of the Ombudsman, 17 place de la Bourse, 75082 Paris Cedex 02, France or directly via the AMF website (www.amf-france.org). Disputes already submitted by the client to the AMF Ombudsman may not be examined by the ombudsman at BNP Paribas.

10. **OTHER INFORMATION**

Any request for information relating to the SPPICAV may be sent to:

50 cours de l'Île Seguin
CS 50280
92650 Boulogne-Billancourt Cedex

+33 (0)1 55 65 23 55; reim-bnpparibas@bnpparibas.fr

www.reim.bnpparibas.fr

The Net Asset Value and the number of Shares issued by the SPPICAV are available on the website at www.reim.bnpparibas.fr.

APPENDIX: PROSPECTUS GLOSSARY

The article numbers referred to in the definitions are those in the Prospectus.

Share(s)	Refers to one or more Shares in the SPPICAV.
Shareholder	Refers to any incumbent Shareholder of the SPPICAV.
AMF	Refers to the French Financial Markets Authority (Autorité des Marchés Financiers).
Clearing House	BNP Paribas S.A A public limited company Registered office: 16 Boulevard des Italiens, 75009 Paris, France
Net Asset Value Calculation Date	Refers to a net asset value calculation date determined as stated in Article 3.2.
Subscription Clearance Deadline	Refers to the deadline for receipt of subscription orders by the Clearing House.
Redemption Clearance Deadline	Refers to the deadline for receipt of redemption orders by the Clearing House.
Redemption Settlement Date	Refers to the date on which the Depository settles redemptions of Shares.
Depository	BNP Paribas S.A A public limited company Registered office: 16 Boulevard des Italiens, 75009 Paris, France
Investment grade	Refers to securities or counterparties rated specifically between AAA and BBB- (if the rating agency is Standard & Poor's), Aaa and Baa3 (if the rating agency is Moody's) or AAA and BBB- (if the rating agency is Fitch). The Basel method shall be used to assess the credit quality of an issuer.
Business Day	Refers to any day on which banks are open in Paris (France), with the exception of Saturdays, Sundays and public holidays in France.
Total Number of Shares	Refers to the total number of SPPICAV Shares outstanding.
UCITS	Refers to an undertaking for collective investment in transferable securities.
Cash component	Refers to the assets of the SPPICAV described in paragraph 2.3.d of this Prospectus
Financial component	Refers to the assets of the SPPICAV described in paragraphs 2.3.b and 2.3.c of this Prospectus
Prospectus	Refers to this Prospectus relating to the SPPICAV.
AMF GR	Refers to the AMF General Regulations, as amended from time to time.
Management Company	Refers to BNP Paribas Real Estate Investment Management France, a public limited company (société anonyme) with executive and supervisory board and capital of €4,309,200, with its head office at 50 Cours de l'Île Seguin, 92100 Boulogne-Billancourt, France, authorised by the AMF as a portfolio management company on 1 July 2007 under number GP-07000031 and having been approved as a portfolio management company under Directive 2011/61/EU (AIFM) on 15 April 2014.
Value of Property Assets	Refers to the value of the property assets or direct and indirect holdings, as determined at any time by the SPPICAV's valuers or the Management Company.
Net Asset Value	Refers to the net asset value of each Share, determined by dividing the SPPICAV's net assets by the total number of Shares using the method defined in the Prospectus.

ANNEX II

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: BNP PARIBAS DIVERSIPIERRE

Legal entity identifier: 969500VNDLJ20738FT46

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective? *[tick and fill in as relevant, the percentage figure represents the minimum commitment to sustainable investments]*

Yes No

<input type="checkbox"/> It will make a minimum of sustainable investments with an environmental objective: ___% <ul style="list-style-type: none"> <input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy 	<input checked="" type="checkbox"/> It promotes Environmental/Social (E/S) characteristics and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments <ul style="list-style-type: none"> <input checked="" type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input checked="" type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with a social objective
<input type="checkbox"/> It will make a minimum of sustainable investments with a social objective: ___%	<input type="checkbox"/> It promotes E/S characteristics, but will not make any sustainable investments

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



What environmental and/or social characteristics are promoted by this financial product?

Since its creation in 2014, the OPCI BNP Paribas Diversipierre has given its investment and management policy a responsible orientation. In 2019, the fund chose to integrate specific ESG criteria into its investment and real estate management policy in order to, on the one hand, formalize its commitment and, on the other hand, to meet a consistent approach on the financial and real estate allocations.

The fund's strategy aims to combat asset obsolescence and improve resilience by implementing a Best-in-Progress approach to improving ESG performance. This approach intrinsically contributes to the non-destruction of asset value.

In particular, the financial product promotes environmental and social characteristics by evaluating investments using an SRI strategy, which is reflected by its receiving the SRI label.

The primary objective of taking ESG criteria into account in BNP Paribas Diversipierre's real estate strategy is to improve environmental performance.

Through ESG criteria, the fund applies its SRI approach to all stages of real estate asset management: during acquisition, ownership and disposal. The Management Company has developed an ESG analysis tool for real estate assets based on the following 10 ESG criteria

- Energy efficiency / carbon footprint
- Pollution (soil pollution, asbestos, lead)
- Water management
- Waste management
- Social / environmental certifications and labels
- Biodiversity
- Comfort and well-being of occupants
- Mobility and accessibility
- Building resilience
- Stakeholder responsibility: vendor, property manager, tenant

Environmental criteria account for 54% of asset ESG scoring. In addition, BNP Paribas Diversipierre has also set social objectives such as improving the health and well-being of building occupants and developing environmentally friendly mobility solutions in order to serve its real estate assets efficiently. Criteria relating to these objectives account for 27% of the ESG scoring of real estate assets. The OPCI BNP Paribas Diversipierre guarantees that these objectives will be met by reporting in its annual report the number of assets located within 500 m of a rail network, the number of assets providing tenants with charging stations for electric vehicles as a proportion of the total number of assets under management, and the number of assets accessible to people with reduced mobility as a proportion of the total number of assets under management.

Finally, the OPCI BNP Paribas Diversipierre also has objectives related to governance. In particular, the OPCI aims to include ESG clauses in its contracts with stakeholders such as property managers. The OPCI BNP Paribas Diversipierre also strives to include its tenants in initiatives that are virtuous for the environment or society. Criteria relating to governance objectives account for 20% of the ESG analysis grid for real estate assets. The OPCI certifies that these objectives have been taken into account by reporting annually on the percentage of contracts signed with property managers that include an ESG clause, as well as the percentage of tenants involved in environmental or social projects.

The investment decision for the real estate portfolio is the result of a two-pronged approach: a strategic approach linked to the allocation of the portfolio, and a tactical approach linked to the choice of buildings. In this respect, the management team will make its investment decision based on the intrinsic characteristics of the property in question and, more specifically, its extra-financial quality in terms of environmental, social and governance (ESG) criteria, its market positioning, its construction quality, its ability to generate income over the long term, and its potential for appreciation.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The OPCI BNP Paribas Diversipierre has chosen to develop a "best-in-progress" SRI approach aimed at acquiring assets with a view to improving them.

For the real estate portfolio, a three-year action plan and a dedicated budget are defined for each acquisition in order to improve the asset's initial rating. The objective of the OPCI BNP Paribas Diversipierre is for the average rating weighted by the value of the assets to rise by 20 points over a three-year period

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

on a like-for-like basis, or for the average rating weighted by the value of the assets to rise above 65/100 over a three-year period on a like-for-like basis.

The fund demonstrates its commitment by reporting on eight performance indicators, consolidated annually in its annual report:

- Energy performance
- GHG emissions
- Share of PM contracts including ESG clauses
- Distance to public transport
- Electric vehicle charging stations
- Accessibility for people with limited mobility
- Resilience audit
- Tenant engagement on ESG issues
- Assets with no asbestos-related risks

● ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The sustainable investments made by the financial product aim, in the first instance, to meet the objective of making a substantial contribution to climate change mitigation.

The methodology incorporates different criteria in its definition of sustainable investments that are considered essential components to qualify an asset as "sustainable". These criteria are complementary to each other. In practice, an asset must meet at least one of the criteria defined by BNP Paribas REIM France to be considered as contributing to an environmental or social objective.

These criteria are presented on the BNP Paribas REIM France website.

In concrete terms, the sustainable investment objective will be monitored and demonstrated through the progress of the ESG action plans carried out on the assets. The analysis tool developed for BNP Paribas Diversipierre, called the "ESG analysis grid," gives each asset an extra-financial score between 0 and 100 before it is acquired. This tool makes it possible to determine the strengths and weaknesses of the asset's average extra-financial performance. The 10 themes are weighted according to the degree of importance given to them by the management company, in line with its commitments. The themes considered as priorities today are pollution, energy and carbon. Exclusion criteria have been included to make the approach more demanding and to ensure a more refined selection of assets: an initial rating of less than 15/100 is considered a No Go for investment, as well as the presence of pollution that is both non-reducible and presents a risk to the health of the occupants, and the presence of the incumbent tenant and/or seller on BNP Paribas Group's watch list and/or exclusion list.

The weightings assigned to the 3 areas E, S, G, were defined as follows: Environment: 54%; Social: 27%; Governance: 20%.

For each asset, two scores are defined:

- the asset's current score (minimum required to join the fund: 15/100)
- the score of its potential for improvement in 3 years. A budgeted action plan accompanies this second scoring, which will allow the asset to participate significantly in the improvement of the portfolio held by the fund and in the achievement of the sustainable investment objective.

Audits are performed by an independent external auditor on the real estate assets during the due diligence phase. Following an audit of each of the fund's potential acquisitions by experts, a visit report and a scorecard are generated.

● ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

The sustainable investments that the financial product partially intends to make must not significantly impair an environmental or social objective (the "do no significant harm" principle). In this regard, the fund

is committed to analyzing key negative impacts on sustainability factors, taking into account the negative impact indicators as defined in the SFDR Regulation.

The EU Taxonomy establishes a "do no significant harm" principle whereby taxonomy-aligned investments should not cause significant harm to the objectives of the EU Taxonomy and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the European Union's criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not cause significant harm to environmental or social objectives.

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The product considers the main negative impacts on the sustainability factors by assessing, after acquisition, the 2 mandatory indicators applicable to the real estate sector according to Table 1, Annex I, of the Delegated Regulation (EU) 2022/1288 of April 6, 2022:

- Share of investments in real estate assets involved in the extraction, storage, transport or manufacture of fossil fuels
- Share of investments in energy inefficient real estate assets

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The BNP Paribas Real Estate Group and its subsidiaries, including BNP Paribas REIM France, are committed to a number of national and international framework agreements to structure their responsible investment approach: the United Nations Global Compact, the Climate Principles, the Equator Principles and the Diversity Label.

BNP Paribas REIM France is committed to respecting international human rights standards as defined by the International Bill of Human Rights, the Modern Slavery Act in the United Kingdom and the International Labour Organization. This commitment applies to its activities and investments.



Does this financial product consider principal adverse impacts on sustainability factors?

✘ Yes, _____

BNPP REIM's ESG rating takes into account and integrates the measurement of potential negative impacts of assets on sustainability factors for funds meeting the requirements of articles 8 and 9 of the EU Regulation 2019/2088 on sustainability reporting in the financial services sector, known as the "SFDR" (Sustainable Finance Disclosure Regulation).

This ESG rating is performed during acquisition due diligence and updated regularly to measure the ESG performance of the asset and assess negative sustainability impacts.

The product considers the main negative impacts on sustainability factors by assessing the 2 mandatory indicators applicable to the real estate sector after acquisition:

The following mandatory indicators applicable to the real estate sector will be considered:

- Share of investments in real estate assets involved in the extraction, storage, transportation or manufacturing of fossil fuels
- Share of investments in energy inefficient real estate assets

The following optional indicators will be considered:

- Greenhouse gas (GHG) emissions
- Energy intensity

The data used to calculate the share of principal adverse impacts is collected during the ESG assessment carried out at the time an asset is acquired.

According to BNP Paribas REIM's policy/financial product strategy, the share of investments in real estate assets "involved in the extraction, storage, transportation or manufacture of fossil fuels"; is necessarily zero, as this activity is prohibitive to acquisition.

To measure the share of investments in energy inefficient real estate assets, the level of the EPC is collected during the acquisition due diligence. In the absence of an EPC at the time of acquisition, it is ordered by our Property Management teams.

At the level of BNP Paribas REIM France:

Article 4 of Regulation (EU) 2019/2088 "SFDR" on sustainability disclosure in the financial services sector requires management companies to disclose whether or not they take into account the main negative impacts of investment decisions on sustainability factors.

In order to assess the main negative impacts for the real estate sector, BNP Paribas REIM France must collect data related to energy efficiency and involvement in the storage, extraction or transport of fossil fuels for all assets under management. These are the mandatory indicators of the principal adverse impacts (PAI) defined by Annex 1 of the Delegated Regulation (EU) 2022/1288 drawing up the regulatory technical standards ("RTS") for the application of the SFDR regulation. This requires a progressive work of data collection with the different stakeholders concerned.

However, at the time of publication of the prospectus, the extra-financial data currently available does not allow us to ensure that the negative impacts on sustainability factors are fully taken into account at the level of BNP Paribas REIM for all the funds it manages. At this stage, BNP Paribas REIM cannot therefore measure the effects of these impacts globally for all the funds it manages. For this reason, BNP Paribas REIM has stated that it does not consider the main negative impacts at this stage. However, BNP Paribas REIM intends to take into account these main negative impacts when the necessary data is available, provisionally by June 2023, depending on the state of data collection.

No



What investment strategy does this financial product follow?

The OPCI's strategy is to invest all of its assets in real estate and financial instruments whose underlying assets are related to the real estate sector, with the exception of a liquidity allocation held to meet redemption requests, which will represent at all times at least 5% of the OPCI's assets.

Real estate held directly or indirectly will represent at least 51% of the value of the assets of the OPCI with a target of 60% of the net assets, it being specified that real estate or real estate companies and securities of listed real estate companies must together represent at least 60% of the value of the assets of the OPCI. Financial securities, with the exception of cash and similar liquid assets, will represent a maximum of 44% of the assets.

[For more details on the investment strategy see section 2.3 of the prospectus.](#)

What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

The financial product will systematically integrate relevant ESG factors into its investment analysis and decision-making processes.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The ESG analysis based on the proprietary ESG methodology must cover at least 90% of the assets of the financial product.

For the real estate portfolio, three criteria have been defined for all investments in the BNP Paribas Diversipierre fund:

- The initial rating of the asset must be greater than or equal to 15/100 (assessment made using the SRI grid);
- The acquisition cannot be made if the asset contains pollution (asbestos or lead) that presents a health risk to the occupants and the site cannot be cleaned up at an economically viable cost for the investment in question;
- Neither the seller nor the incumbent tenant must be on one of BNP Paribas Group's watch lists and exclusion lists.

For the financial allocation, the companies or issuers selected respect the following ESG standards:

- Compliance with sectoral policies on controversial activities (application of the BNP PARIBAS ASSET MANAGEMENT France Responsible Business Conduct Policy, available on its website);
- Exclusion of companies that repeatedly violate at least one of the 10 UN Global Compact Principles (human rights, labor, environment and anti-corruption);
- Exclusion of companies with the worst ESG practices within each business sector.
- The financial portfolio thus follows a "Best-In-Class" approach, which aims to select the leading companies in their sector.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

In accordance with the SRI label guidelines, for the OPC's real estate portfolio, the scope of the study may only concern 90% of the real estate assets: this exception concerns in particular assets in the process of being arbitrated and recently acquired assets, although other asset categories may be included in this 10%. The ESG analysis based on the proprietary ESG methodology must cover at least 90% of the financial product's assets.

The reduction of the scope of possible investments is done by means of the three exclusion criteria listed in the previous section of this appendix (the initial rating of the asset must be greater than or equal to 15/100, it must not present pollution that poses a health risk to the occupants, the seller nor the current tenant must be present on one of BNP Paribas Group's watch and exclusion lists).

At least 90% of the financial portfolio (excluding liquidity) covered by this strategy is invested in securities whose environmental (E), social (S) and governance (G) criteria (ESG) have been analyzed by a specialized team of analysts from the Management Company. Following this analysis, this strategy aims to exclude from the investment universe the 20% of financial securities with the lowest ESG scores.

The investment strategy, and therefore the allocation between the different types of financial instruments, is determined by BNP Paribas REIM France according to market conditions. The allocation decision is based on BNP Paribas REIM France's convictions, supported by the research produced by BNP Paribas Asset Management's research team.

The implementation of the strategy determined by BNP Paribas REIM France will be entrusted to BNP Paribas Asset Management acting as responsible for the management of the financial pocket.

● ***What is the policy to assess good governance practices of the investee companies?***

As part of the fund's real estate activity, the policy for assessing good governance practices involves the tenants of the assets under management. The tenants in place at each investment opportunity are evaluated using the Vigilance tool and a KYC (Know your Customer).

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

For the financial portfolio (at least 90% of the financial portfolio), a dedicated team of ESG analysts evaluates companies/issuers according to ESG criteria, as defined internally. For example, (non-exhaustive list):

- On the environmental level: global warming and reduction of against greenhouse gas emissions, energy efficiency, saving natural resources;
- On the social level: employment management and restructuring, work accidents, training policy, remuneration, staff turnover rate, etc;
- On the theme of corporate governance: the independence of the board of directors, respect for the rights of minority shareholders, separation of management and control functions.

Finally, ESG analysis is reinforced by an active and strategic policy of engagement with companies towards responsible practices (individual and collective engagement with companies, voting policy at general meetings, including the tabling of resolutions, etc.).

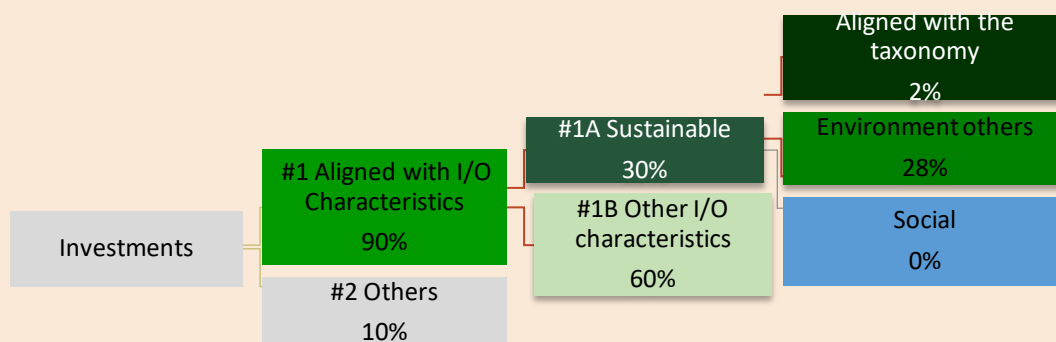


What is the asset allocation planned for this financial product?

Asset allocation describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



Category **#1 Aligned with I/O Characteristics** includes financial product investments used to achieve the environmental or social characteristics promoted by the financial product.

Category **#2 Others** includes the remaining investments in the financial product that are neither aligned with environmental or social characteristics nor considered sustainable investments.

Category **#1 Aligned with I/O Features** includes:

- Subcategory **#1A Sustainable** covering sustainable investments with environmental or social objectives.
- Subcategory **#1B Other I/O characteristics** covering investments aligned with environmental or social characteristics that are not considered sustainable investments.

The investments used to meet the environmental or social criteria promoted by the financial product in accordance with the binding elements of its investment strategy represent the proportion of assets 1) with a minimum SRI rating of 15/100 at acquisition and 2) that comply with the requirements of the group's responsible investment policies.

Of this share, the minimum proportion of investments defined as sustainable and pursuing a substantial contribution to climate change mitigation as defined in SFDR Article 2(17) is 30%. The minimum share of sustainable investments with an environmental objective that are aligned with the European Taxonomy Regulation is 2%.

The percentage expressed is only a minimum commitment and the actual percentage of the financial product's investments that have achieved the promoted environmental or social characteristics will be indicated in the annual report.

The remaining proportion of investments is mainly used as described below.

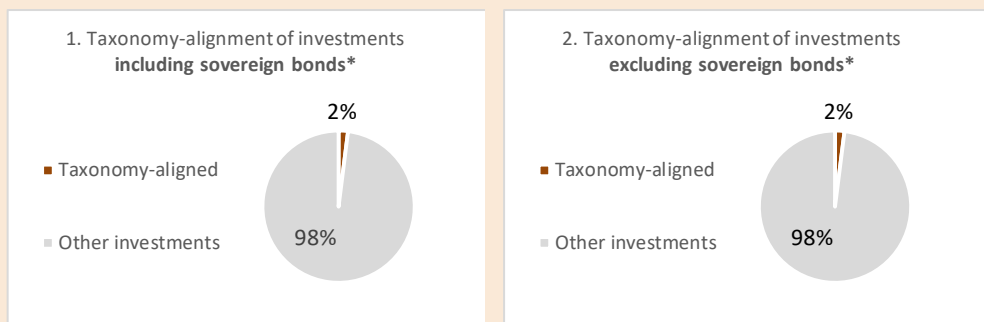
● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Not applicable. Financial derivatives may be used for efficient portfolio management and hedging purposes. These instruments are not used to achieve the environmental or social characteristics promoted by the financial product.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

To date, the fund does not hold any sovereign bonds.

The two charts above illustrate the extent to which sustainable investments with an environmental objective are aligned with the EU Taxonomy and contribute to the environmental objectives of climate change mitigation and adaptation.

The Management Company is currently improving its EU Taxonomy alignment data collection systems to ensure the accuracy and adequacy of sustainability disclosures under the EU Taxonomy Regulation. Further updates to the prospectus may be made accordingly.

Economic activities that are not recognized by the EU Taxonomy are not necessarily environmentally harmful or unsustainable. Furthermore, not all activities that can make a substantial contribution to environmental and social objectives are yet included in the EU Taxonomy.

It is not expected that this data will be subject to external review.

● **What is the minimum share of investments in transitional and enabling activities?**

The minimum share of investments in transitional and enabling activities according to the European Taxonomy Regulation is 0% for transitional activities and 0% for enabling activities.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

The minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy Regulation is 28%. The management company does not aim to prevent the product from investing in activities aligned with the EU Taxonomy Regulation as part of the product's investment strategy. Therefore, there is no commitment to invest in activities that do not comply with the European Taxonomy Regulation.



What is the minimum share of socially sustainable investments?

Socially sustainable investments must represent a minimum of 0% of financial income.



What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?

Category #2 Other includes the remaining investments in the financial product that are neither aligned with environmental or social characteristics nor considered sustainable investments.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

No index benchmark has been designated.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

N/A

- **How does the designated index differ from a relevant broad market index?**

N/A

- **Where can the methodology used for the calculation of the designated index be found?**

N/A

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



Where can I find more product specific information online?

More information about the product can be found on the website: <https://www.reim.bnpparibas.fr/bnp-paribas-diversipierre> by scrolling down the page to Documentation.