

SICAV ODDO BHF

Société d'investissement à capital variable

Registered office: 5, Allée Scheffer, L-2520 Luxembourg,
Grand-Duchy of Luxembourg
RCS Luxembourg B0067580

Notice to shareholders of:

ODDO BHF Euro Credit Short Duration CR-CHF[H] - LU1486845701
ODDO BHF Euro High Yield Bond CR-CHF[H] – LU1486847319
ODDO BHF Green Planet CI-EUR[H] – LU2189929438
ODDO BHF Green Planet CI-USD – LU2189929941
ODDO BHF Sustainable Crédit Opportunities CI-USD[H] – LU2270288405
ODDO BHF Artificial Intelligence – CP-EUR[H] - LU2209755847

(the “Absorbed Share Classes” each an “Absorbed Share Class”)

ODDO BHF Green Planet CN EUR [H] – LU2189929784
ODDO BHF Green Planet CN USD – LU2189930444

(the “Green Planet Share Classes” each an “Green Planet Share Class”)

IMPORTANT:

**THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENT OF THIS LETTER,
YOU SHOULD SEEK INDEPENDENT PROFESSIONAL ADVICE.**

Luxembourg, 05/08/2024

Dear shareholders

We, the board of directors (the “**Board of Directors**”), acting in our capacity as directors of SICAV ODDO BHF (the “**Fund**”), are writing to you in relation to your investment in the Fund to notify you of our intention to proceed with:

- The merger of the Absorbed Share Classes into other share classes as further described below (the “**Merger**”); and
- The compulsory redemption of all Green Planet Share Classes (the “**Green Planet Share Class Liquidation**”).

A. Merger of the Absorbed Share Classes

The Board of Director has decided to proceed with the merger of the Absorbed Share Classes of the following sub-funds : ODDO BHF Euro Credit Short Duration, ODDO BHF Euro High Yield Bond, ODDO BHF Green Planet, ODDO BHF Sustainable Credit Opportunities and ODDO BHF Artificial

Intelligence (the “**Sub-Funds**” each a “**Sub-Fund**”) into the following share classes of the Sub-Funds (the “**Receiving Share Classes**” each a “**Receiving Share Class**”), as follow:

- ODDO BHF Euro Credit Short Duration CR-CHF[H] - LU1486845701 into ODDO BHF Euro Crédit Short Duration CR-EUR - LU1486845537
- ODDO BHF Euro High Yield Bond CR-CHF[H] - LU1486847319 into ODDO BHF Euro High Yield Bond CR-EUR – LU0115290974
- ODDO BHF Green Planet CI-EUR[H] – LU2189929438 into ODDO BHF Green Planet CIw-EUR[H] - LU2189929602
- ODDO BHF Green Planet CI-USD – LU2189929941 into ODDO BHF Green Planet CIw-USD - LU2189930527
- ODDO BHF Sustainable Credit Opportunities CI-USD[H] - LU2270288405 into ODDO BHF Sustainable Credit Opportunities CI-EUR - LU1752459799
- ODDO BHF Artificial Intelligence CP-EUR[H] – LU2209755847 into ODDO BHF Artificial Intelligence CIw-EUR [H] - LU1833932947

More specifically, the Absorbed Share Classes will cease to exist and all holders of these share classes will become holders of Receiving Share Classes.

Sub-Funds	Absorbed Share Classes of the Sub-Funds		Receiving Share Classes of the Sub-Funds
ODDO BHF Euro Crédit Short Duration	ODDO BHF Euro Credit Short Duration CR-CHF[H] - LU1486845701	MERGER ⇒	ODDO BHF Euro Credit Short Duration CR-EUR - LU1486845537
ODDO BHF Euro High Yield Bond	ODDO BHF Euro High Yield Bond CR-CHF[H] - LU1486847319		ODDO BHF Euro High Yield Bond CR-EUR – LU0115290974
ODDO BHF Green Planet	ODDO BHF Green Planet CI-EUR[H] – LU2189929438		ODDO BHF Green Planet CIw-EUR[H] - LU2189929602
	ODDO BHF Green Planet CI-USD – LU2189929941		ODDO BHF Green Planet CIw-USD - LU2189930527
ODDO BHF Sustainable Crédit Opportunities	ODDO BHF Sustainable Credit Opportunities CI-USD[H] - LU2270288405		ODDO BHF Sustainable Credit Opportunities CI-EUR - LU1752459799
ODDO BHF Artificial Intelligence	ODDO BHF Artificial Intelligence CP EUR[H] - LU2209755847		ODDO BHF Artificial Intelligence CIw-EUR - LU1833932947

The Merger will take effect as of September 9, 2024 (the "**Effective Date**") or such later time and date as may be determined by the Board of Directors, notified to the shareholders in each of the Absorbed Share Classes.

In the event that the Board of Directors approves a later Effective Date, they may also make such consequential adjustments to the other elements in the timetable of the Merger as they consider

appropriate.

This notice describes the implications of the Merger on your current shareholding in the Absorbed Share Classes. Please contact your financial advisor if you have any questions on the content of this notice. The Merger may impact your tax situation. Shareholders should contact their tax advisor for specific tax advice in relation to the Merger.

The Absorbed Share Classes and the Receiving Share Classes will hereinafter be together referred to as the “**Merging Share Classes**” each a “**Merging Share Class**”.

Capitalized terms not defined herein have the same meaning as in the prospectus of the Fund dated 15 April 2024.

1. Background and rationale for the Merger

The reason for the Mergers is the improvement of the range of share classes of sub-funds of the Fund. Such Merger will enable to offer the benefit of economies of scale to shareholders of the Merging Share Classes, which is considered by the Board of Directors as being in the best interest of the shareholders of the Merging Share Classes.

2. Summary of the Merger

- (i) The Merger of the Absorbed Share Classes into the Receiving Share Classes shall become effective and final between the Merging Share Classes and vis-à-vis third parties on the Effective Date.
- (ii) No action is required to be taken on the Effective Date by shareholders of the Absorbed Share Classes who agree to the Merger and wish to receive shares of the Receiving Share Classes in exchange for their shares in the Absorbed Share Classes. Shareholders holding shares of the Absorbed Share Classes on the Effective Date will automatically be issued shares of the corresponding share class of the Receiving Share Classes and become shareholders in the Receiving Share Classes in exchange for their shares in the Absorbed Share Classes, in accordance with the relevant share exchange ratio described in [Annex 1](#) and participate in the results of the Receiving Share Classes as from such date. Shareholders will receive a confirmation note of their holding in the Receiving Share Classes as soon as practicable after the Effective Date.
- (iii) The Absorbed Share Classes will be merged on the basis of each share’s net asset value on September 6, 2024.
- (iv) The exchange ratio between the Absorbed Share Classes and the Receiving Share Classes will be determined on September 9, 2024 according to their respective net asset values on September 6, 2024. Calculations will be carried out on the basis of the value of Absorbed Share Classes.
- (v) Subscriptions and/or conversions of shares of the Absorbed Share Classes will be suspended as of September 3, 2024.
- (vi) Other procedural aspects of the Merger are set out in section C below.

3. Impact of the Mergers on shareholders of the Absorbed Share Classes

On the Effective Date, the Absorbed Share Classes will cease to exist and all holders of these share classes will become holders of the relevant Receiving Share Classes.

Since the Absorbed Share Classes and the Receiving Share Classes are share classes of the same sub-fund, they share the same investment objective, the same management strategy and an identical composition of assets.

Shareholders of the Absorbed Share Classes who receive shares of the Receiving Share Classes will be charged identical management fees once the Mergers have been completed.

Here are the details of the differences between the Absorbed Share Classes and the Receiving Share Classes:

ODDO BHF Euro Credit Short Duration			
	Until 09/09/2024, you hold CR-CHF[H] share class	MERGER ⇒	From 09/09/2024, you hold CR-EUR share class
Currency	Franc Suisse		Euro
ODDO BHF Euro High Yield Bond			
	Until 09/09/2024, you hold CR-CHF[H] share class	MERGER ⇒	From 09/09/2024, you hold CR-EUR share class
Currency	Franc suisse		Euro
ODDO BHF Green Planet			
	Until 09/09/2024, you hold CI-EUR[H] share class	MERGER ⇒	From 09/09/2024, you hold CIw-EUR[H] share class
Performances fees	20% of the outperformance		No performance fees
	Until 09/09/2024, you hold CI-USD share class		From 09/09/2024, you hold CIw-USD share class
Performances fees	N/A		No performance fees
ODDO BHF Sustainable Crédit Opportunities			
	Until 09/09/2024, you hold CI-USD[H] share class	MERGER ⇒	From 09/09/2024, you hold CI-EUR share class
Currency	US Dollar		Euro
ODDO BHF Artificial Intelligence – CP-EUR [H]- LU2209755847			
	Until 09/09/2024, you hold CP-EUR[H] share class	MERGER ⇒	From 09/09/2024, you hold CIw-EUR[H] share class
Investors	All investors		Institutional investors

The Merger will be binding on all the shareholders of the Absorbed Share Classes who have not exercised their right to request the redemption of their shares, free of charge.

No subscription fee will be levied within the Merging Share Classes as a result of the Mergers.

Any provision related to the performance fees of the Absorbed Share Classes is crystallised at the date of the Merger (definitively acquired by the Management Company). There will be no impact on the exchange ratio.

B. Compulsory redemption of all Green Planet Share Classes

The Board of Directors has resolved, in accordance with article 24 of the articles of incorporation of the Fund, to terminate the Green Planet Share Classes as of September 9, 2024 or such later date as may be determined by the Board, subject to immediately notifying you (the “**Compulsorily Redemption Effective Date**”), insofar as the net assets of the Green Planet Share Classes has decreased below an amount that allows it to be operated in an economical and cost efficient manner. Furthermore, the Board of Directors believes that the Green Planet Share Classes appear to be considered no longer attractive to investors and without significant prospects of development.

In order to properly manage its smooth termination, subscriptions in shares of the Green Planet Share Classes will no longer be accepted and processed from the date of this notice. You may however continue to request the redemption or conversion of your shares of the Green Planet Share Classes until the business day immediately preceding the Compulsorily Redemption Effective Date. Such redemption and conversion requests will be processed in accordance with, and subject to, the terms of the prospectus of the Fund, taking into account the actual realisation prices of investments and realisation expenses on a pro rata basis.

On the Compulsorily Redemption Effective Date, the Company will redeem all your outstanding shares in the Green Planet Share Classes compulsorily at the net asset value per share calculated as of the Compulsorily Redemption Effective Date for that purpose (the “**Termination NAV per Share**”). The Termination NAV per Share will also take into account the actual realisation prices of investments and realisation expenses, if any.

The redemption proceeds will be repatriated to your bank account, details of which were contained in the application form when you subscribed in the Green Planet Share Classes, pro rata to your entitlement, within three business days after the Compulsorily Redemption Effective Date. This assumes that market conditions allow for an orderly sale of these assets, although given the current size and liquidity of the Green Planet Share Classes we do not anticipate any difficulties.

Redemption proceeds not claimed when the termination operations are completed shall be deposited with the *Caisse de Consignation* in Luxembourg.

C. Procedural aspects

The implementation of the Merger and Green Planet Share Class Liquidation do not require the approval of the general meeting of shareholders of the Absorbed Share Classes in respect of the Merger, or the shareholders of the Green Planet Share Classes in respect of the Green Planet Share Class Liquidation.

In particular in respect of shareholders of the Absorbed Share Classes:

- In consideration for their shares in the Absorbed Share Classes, the shareholders of the Absorbed Share Classes will be entitled to shares in the relevant Receiving Share Classes, provided that such shares may be fractioned up to one thousandth of a share based on the exchange ratio determined on September 9, 2024 (such fractioned shares as rounded to one thousandth of a share being hereinafter, “**Whole Number of Fraction of Shares**”). If, as a result of the exchange ratio calculation, the shares in the Receiving Share Classes to which the shareholders of the Absorbed Share Classes are entitled is not a Whole Number of Fractions of Shares, they will receive a Whole Number of Fractions of Shares in the relevant Receiving Share

Class rounded immediately below.

- In such a case, the shareholders of such Absorbed Share Class may request cash repayment of the balance representing the difference between the value of the Receiving Share Class' shares according to the exchange ratio calculation and the Whole Number of Fraction of Shares (hereinafter, the "**Balance**") or use this Balance to subscribe, free of charge, for share(s) of the relevant Receiving Share Class, and pay the difference between the price of the subscribed shares and the Balance in cash.

As a result of the Merger and Green Planet Share Classes Liquidation, the share classes listing will be updated on September 9, 2024 to reflect the withdrawal of the Absorbed Share Classes.

D. Additional information

Should you, as a shareholder in the relevant Absorbed Share Class(es), disagree with the merger of such Absorbed Share Class(es) with the relevant Receiving Share Class(es), you may request the redemption of your shares in this Sub-Fund, without any changes, during a one (1) month period beginning as of the date of this notice and ending on September 2, 2024. These changes will become effective as of the Effective Date.

The Prospectus and the relevant KIDs of the relevant Sub-Funds are available to the shareholders at the registered office of SICAV ODDO BHF on request and free of charge as from the date of this notice and also on the am.oddo-bhf.com website.

Please contact your financial adviser or the registered office of SICAV ODDO BHF if you have questions regarding this matter.

Yours faithfully,

The Board of Directors

ANNEX 1:

CALCULATION OF THE EXCHANGE RATE

For information purposes, if the reference date used had been July, 10 2024, the merger would have been carried out on the following terms for the merger of Absorbed Share Classes share class into the Receiving Share Classes share class of the Sub-Funds:

CR-CHF[H] into CR-EUR of the Sub-Fund ODDO BHF Euro Credit Short Duration: as of 10/07/2024

Net asset value of CR-CHF[H] share class of the Sub-Fund in EUR: 100,8 CHF (= 97,776€ with
currency exchange as of 10 July 2024)

Net asset value of CR-EUR share class of the Sub-Fund in EUR: 108,7 €

Consequently, one CR-CHF[H] unit would have been exchanged for 0,899 CR-EUR share class in the Sub-Fund and a balancing cash adjustment of 0,0547 euro.

CR-CHF[H] into CR-EUR for the Sub-Fund ODDO BHF Euro High Yield Bond: as of 10/07/2024

Net asset value of CR-CHF[H] share class of the Sub-Fund in EUR :110,0 CHF (=106,7€ with
currency exchange as of 10 July 2024)

Net asset value of CR-EUR share class of the Sub-Fund in EUR : 29,9€

Consequently, one CR-CHF[H] unit would have been exchanged for 3,568 CR-EUR share class in the Sub-Fund and a balancing cash adjustment of 0,0168€.

CI-EUR[H] into CIw-EUR[H] for the Sub-Fund ODDO BHF Green Planet: as of 10/07/2024

Net asset value of CI-EUR[H] share class of the Sub-Fund in EUR :1 117,0 €

Net asset value of CIw-EUR[H]share class of the Sub-Fund in EUR : 1 112,3€

Consequently, one CI-EUR[H] unit would have been exchanged for 1,004 CIw-EUR[H] share class in the Sub-Fund and a balancing cash adjustment of 0,2508 euros.

CI-USD into CIw-USD for the Sub-Fund ODDO BHF Green Planet: as of 10/07/2024

Net asset value of CI-USD share class of the Sub-Fund in EUR : 1201,4 USD

Net asset value of CIw-USD share class of the Sub-Fund in EUR : 1200,7 USD

Consequently, one CI-USD unit would have been exchanged for 1,000 CIw-USD share class in the Sub-Fund and a balancing cash adjustment of 0,7 USD.

CI-USD [H] into CI-EUR for the Sub-Fund ODDO BHF Sustainable Crédit Opportunities : as of 10/07/2024

Net asset value of CI-USD [H] share class of the Sub-Fund in EUR : 1076,5\$ (=988,41€ with exchange currency as of 10 July 2024)

Net asset value of CI-EUR share class of the Sub-Fund in EUR : 1125,0€

Consequently, one CI-USD [H] unit would have been exchanged for 0,878 CI-EUR share class in the Sub-Fund and a balancing cash adjustment of 0,66 euro.

CP-EUR[H] into CIw-EUR[H] for the Sub-Fund ODDO BHF Artificial Intelligence: as of 10/07/2024

Net asset value of CP-EUR[H] share class of the Sub-Fund in EUR : 1127,1

Net asset value of CIw-EUR[H] share class of the Sub-Fund in EUR : 1610,5

Consequently, one CP-EUR[H] unit would have been exchanged for 0,699 CIw-EUR[H] share class in the Sub-Fund and a balancing cash adjustment of 1,3605 euro.