

Paris, 22 April 2021

**MERGER BY ABSORPTION  
OF THE ODDO BHF EUROPEAN CONVERTIBLES FUND  
BY THE ODDO BHF SUSTAINABLE EUROPEAN CONVERTIBLES FUND**

**Units of the ODDO BHF Sustainable European Convertibles  
fund**

**CR-EUR units: FR0000980989**

**CI-EUR units: FR0011294586**

**DI-EUR units: FR0013105939**

**GC-EUR units: FR0011605518**

**CN-EUR units: FR0013296555**

**CI-CHF [H] units: FR0012243996**

**CR-EUR units: FR0013031002**

**DR-EUR units: FR0013105905**

Dear Sir/Madam,

We would like to thank you for the trust you have placed in us by investing in the ODDO BHF Sustainable European Convertibles fund (hereinafter the “**Receiving Fund**”), which will be absorbing the ODDO BHF European Convertibles fund (hereinafter the “**Merging Fund**”), managed by ODDO BHF Asset Management SAS (the “**Management Company**”).

**I – The operation**


To continuously improve its offering and streamline the range of undertakings for collective investment managed by ODDO BHF Group companies, the Management Company has decided to merge the Merging Fund into the Receiving Fund. We are expecting to make economies of scale on the costs incurred by these vehicles, as there will be more assets under management. The Management Company also believes that it is in the interests of unitholders to merge the Merging Fund into the Receiving Fund, which is considered by the fund managers to have better performance prospects.

The objective of the Merging Fund is to outperform the Exane ECI Euro Index over a minimum investment horizon of three years.

The Receiving Fund also seeks to outperform the Exane ECI Euro Index benchmark, but over a minimum investment horizon of two years and while taking ESG criteria into account.

At the end of this process, the Merging Fund will be wound up and its unitholders will become unitholders of the Receiving Fund.

More specifically, the units of the Merging Fund shown in the table below will be merged into the units of the Receiving Fund:

Units of the Merging Fund		Units of the Receiving Fund
CR-EUR (ISIN: FR0010297564)	<b>MERGER</b>  <b>ABSORPTION</b>	CR-EUR (ISIN: FR0000980989)
CI-EUR (ISIN: FR0010301473)		CI-EUR (ISIN: FR0011294586)
DI-EUR (ISIN: FR0011453885)		DI-EUR (ISIN: FR0013105939)
GC-EUR (ISIN: FR0011605500)		GC-EUR (ISIN: FR0011605518)
CN-EUR (ISIN: FR0013294790)		CN-EUR (ISIN: FR0013296555)

For example, all holders of CR-EUR units in the Merging Fund will be awarded CR-EUR units in the Receiving Fund at the end of the process. If the holders of the Merging Fund so wish, then subject to their eligibility in light of the rules laid down in the Receiving Fund's prospectus, they may also subscribe to other unit classes of the Receiving Fund.

This merger was approved by the Autorité des Marchés Financiers (AMF) on 26 March 2021.

It will take place on 2 June 2021 on the basis of the net asset value of each unit on the previous day. Accordingly, and to allow the merger to go ahead, the Merging Fund will be closed for subscription and redemption requests five (5) business days before the effective date of the merger, i.e. 26 May 2021 (centralisation cut-off).

**If you do not agree to these changes, you can request to redeem your units free of charge for a period of 30 days from the date on which this document was sent. If you do agree with these changes, no action is required on your part.**

You can also request the redemption of your units at any time and free of charge after the merger, as no redemption fees are applied by the Receiving Fund.

Please find below the main consequences of this merger and the terms and conditions of the operation. Please do not hesitate to contact your usual financial adviser if you have any questions.

## **II – Changes resulting from the operation**

### A – Change in risk profile

**Change to risk/return profile: NO**  
**Risk/return profile increase: NO**

The merger will have no impact on the risk profile of the Receiving Fund.

### B – Change in fees

**Fee increase: NO**

The merger will have no impact on the fees charged to the Receiving Fund.

### D – Other changes

The merger will have no impact on any other characteristics of the Receiving Fund.

## **III – Terms and conditions of the operation**

The exchange ratio between units of the Merging Fund and units of the Receiving Fund will be determined on the basis of the respective net asset values of the Merging Fund and Receiving Fund on 1 June 2021 and calculated on the effective date of the merger.

In exchange for their units of the Merging Fund, holders of the Merging Fund will therefore be awarded units or thousandths of units in the Receiving Fund.

If the exchange ratio is such that unitholders of the Merging Fund are not entitled to a whole number of thousandths of a unit in the Receiving Fund, the number of thousandths of a unit of the Receiving Fund that they will be awarded will be rounded down.

Within one month of the merger date, unitholders of the Merging Fund may also ask for the remainder to be repaid in cash (representing the value of the unpaid fraction of units of the Receiving Fund) or use this remainder to subscribe to a unit of the Receiving Fund, at no charge, making up the shortfall in cash.

#### **IV – Important information for investors**

We would like to remind you of the importance of reading the Key Investor Information Documents and the Receiving Fund's prospectus.

The current version of the Receiving Fund's Key Investor Information Documents will be available in French, English, German, Spanish, Italian, Portuguese and Dutch at <http://am.oddo-bhf.com> and on request from the Management Company. The current version of the Receiving Fund's prospectus will be available in French and English at <http://am.oddo-bhf.com> and on request from the Management Company.

Please do not hesitate to contact us if you require any additional information. Please do not hesitate to contact your usual financial adviser if you have any questions.

Yours faithfully,

Nicolas CHAPUT  
Chairman

## TAXATION OF UNITHOLDERS RESIDENT IN FRANCE

**For natural persons:** This operation will be subject to the deferred taxation system. The deferment means that this merger will be treated for tax purposes as a deferred transaction which, for the year of the exchange (2018), is not taken into account for the purpose of establishing the income tax payable. Unrealised capital gains on the day of exchange will be subject to deferred taxation until the securities received at the time of this merger are sold. In the event of exchange with a balancing cash adjustment, the deferred taxation system will only apply if the balancing cash adjustment received does not exceed 10% of the nominal (or net asset) value of the received securities or the realised capital gain at the time of the exchange.

**For resident legal entities:** Companies subject to corporation tax, or income tax where they are taxed on the basis of real industrial and commercial (BIC) or agricultural (BA) profit, which realise a loss or gain resulting from the exchange of the securities, must submit this result to the provisions of article 38-5 bis of the French Tax Code and to the rules applicable pursuant to the provisions of article 209-0 A 1° a. of the French Tax Code.

## CALCULATION OF THE EXCHANGE RATE

For information purposes, if the reference date used had been 29 March 2021, the merger would have been carried out under the following conditions:

Net asset value of CR-EUR units of the Merging Fund: EUR 136.36
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Net asset value of CR-EUR units of the Receiving Fund: EUR 165.66
Net asset value of CI-EUR units of the Merging Fund: EUR 143.28
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Net asset value of CI-EUR units of the Receiving Fund: EUR 1,237.20
Net asset value of DI-EUR units of the Merging Fund: EUR 100
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Net asset value of DI-EUR units of the Receiving Fund: EUR 1,000
Net asset value of GC-EUR units of the Merging Fund: EUR 102.14
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Net asset value of GC-EUR units of the Receiving Fund: EUR 106.17
Net asset value of CN-EUR units of the Merging Fund: EUR 101.56
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Net asset value of CN-EUR units of the Receiving Fund: EUR 107.20

Consequently, 1 CR-EUR unit of the Merging Fund would have been exchanged for 823 thousandths of a CR-EUR unit of the Receiving Fund, along with a balancing cash adjustment of EUR 0.02.

Consequently, 1 CI-EUR unit of the Merging Fund would have been exchanged for 115 thousandths of a CI-EUR unit of the Receiving Fund, along with a balancing cash adjustment of EUR 1.

Consequently, 1 DI-EUR unit of the Merging Fund would have been exchanged for 100 thousandths of a DI-EUR unit of the Receiving Fund.

Consequently, 1 GC-EUR unit of the Merging Fund would have been exchanged for 962 thousandths of a GC-EUR unit of the Receiving Fund.

Consequently, 1 CN-EUR unit of the Merging Fund would have been exchanged for 947 thousandths of a CN-EUR unit of the Receiving Fund, along with a balancing cash adjustment of EUR 0.04.

## **REBALANCING OF THE MERGING FUND'S PORTFOLIO BEFORE THE MERGER**

The Management Company intends to carry out a substantial rebalancing of the Receiving Fund before the merger by absorption.

### **COSTS ASSOCIATED WITH THE MERGER**

Legal costs, as well as the cost of providing advisory or administrative services during the preparation and completion of the merger by absorption, will be borne in full by the Management Company.

### **DOCUMENTS MADE AVAILABLE TO UNITHOLDERS**

In accordance with article 411-48 of the AMF General Regulation, the statutory auditors of the Merging Fund and Receiving Fund draw up reports to confirm the following:

- criteria adopted for valuing the assets and any liabilities on the exchange ratio calculation date;
- any cash payment for units or shares; and
- the exchange ratio calculation method, as well as the actual exchange ratio determined on the calculation date.

A copy of these reports is provided free of charge to unitholders of the Merging Fund and unitholders of the Receiving Fund on request to the Management Company.