DNCA Invest
Société d'Investissement à Capital Variable
60, avenue J.F. Kennedy,
L-1855 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg No B125.012
(the "**Company**")

03/08/2026

NOTICE TO THE SHAREHOLDERS OF "DNCA INVEST – EXPLORER SMID EURO"

Re: **Merger of "NAGELMACKERS – EUROZONE SMALL & MID CAP" into "DNCA INVEST – EXPLORER SMID EURO"**

Dear Shareholder,

We are writing you as a shareholder of "DNCA INVEST – EXPLORER SMID EURO" (the "**Receiving Fund**") to advise you that on 11/09/2026 (the "**Effective Date**"), NAGELMACKERS – EUROZONE SMALL & MID CAP**,** a sub-fund of the Belgian SICAV "NAGELMACKERS" (the "**Merging Fund**" (together with the Receiving Fund, the "**Funds**")) will be merged into the Receiving Fund (the "**Merger**"), subject to the approval of the shareholders of the Merging Fund by way of a extraordinary shareholders meeting to be held on 09/09/2026. Dealing in the Receiving Fund will not be interrupted by the Merger.

The decision to merge the Funds was taken by the board of directors of the Company (the "**Board**").

Background and rationale of the Merger

The Merger is motivated by the reorganization of the range of UCITS distributed by Bank Nagelmackers, as promoter of the Merging Fund, and DNCA Finance, management company of the Receiving Fund (the "**Management Company**"), belong. Its purpose is to streamline the range of funds offered by consolidating comparable investment strategies within a single structure, thereby enhancing the clarity, efficiency, and overall consistency of the offering available to investors.

The Merger will significantly increase the assets under management of the Receiving Fund and offer investors exposure to a similar strategy focused on small and mid-cap equities in the eurozone.

Therefore, the Board believes that shareholders of the Funds will benefit from the Merger.

The Board has therefore decided, in accordance with Articles 5 and 27 of the articles of incorporation of the Company (the "**Articles**") and the provisions of the Company's prospectus (the "**Prospectus**") and in the interest of the Funds' shareholders, to merge the Merging Fund into the Receiving Fund.

Investment objectives and policies

The investment objective of the Merging Fund is to achieve maximum returns through long-term capital growth by investing in small and mid-cap equities. The Merging Fund invests in companies in the eurozone with limited market capitalization, i.e., companies whose market capitalization at the time of the initial investment does not exceed that of the company with the largest market capitalization included in the MSCI EMU Small Cap Net Return Index.

The investment objective of the Receiving Fund is to outperform its benchmark the MSCI EMU Small Cap index, on the recommended investment period of 5 years. Investors' attention is drawn to the fact that the management style is discretionary and integrates environmental, social / societal and governance (ESG) criteria.

Investment Focus and Geographical Exposure:

The Merging Fund invests at least 90% of its net assets in companies in the eurozone with limited market capitalization, i.e., companies whose market capitalization at the time of the initial investment does not exceed that of the company with the largest market capitalization included in the MSCI EMU Small Cap Net Return Index. Cash may form part of the fund for up to a maximum of 10%. The strategy considers certain environmental, social, and governance (ESG) criteria. In accordance with Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector, the Merging Fund complies with the transparency requirements set out in Article 8 of the SFDR. It promotes environmental and social characteristics but does not pursue a sustainable investment objective within the meaning of SFDR Regulation 2019/2088.

The Receiving Fund focuses primarily on small- and mid-cap stocks in the eurozone. These companies are listed on a stock exchange in the eurozone and have a market capitalization comparable to that of MSCI EMU Small Cap and MSCI EMU Mid Cap stocks. The Receiving Fund invests at least 75% of its net assets in stocks or equivalent instruments issued by issuers whose registered office is located in the eurozone. The initial investment universe, which includes around 1500 issuers, is identified through financial and extra-financial approach as high-quality pan-European growth stocks and which may belong to the MSCI EMU Smid CAP Index, as well as stocks identified by the Management Company based on the financial and extra-financial analysis. The SRI approach is applied on the selected issuers from the initial investment universe. The Receiving Fund promotes environmental and/or social characteristics within the meaning of Article 8 of SFDR but does not have as its objective a sustainable investment.

By transitioning to the Receiving Fund through the Merger, the Merging's Fund shareholders will benefit from a similar investment strategy and exposure to the same sector of activity, thereby reinforcing the consistency of the proposed Merger. The Merger will increase the assets under management of the Receiving Fund.

Impact on the Receiving Fund's investment portfolio and performance

The Receiving Fund will continue to be managed in line with its investment objective and strategy, after the Merger. Further, as assets of the Merging Fund are eligible and compatible with the Receiving Fund's investment strategy the Management Company anticipates that the Merger will have a minor impact on the portfolio of the Receiving Fund which will not need to be rebalanced before or after the Merger.

In addition, in order to ensure a fair treatment of shareholders of both Funds in accordance with Article 4 of the Regulation of the *Commission de Surveillance du Secteur Financier* n°10-05 transposing Commission Directive 2010/44/EU of 1 July 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council as regards to certain provisions concerning fund mergers, master-feeder structures and notification procedure, the performance-related fee effect for the shareholders of the Receiving Fund from the Merger is unchanged at the Effective Date and no different than if the Receiving Fund had received external investor subscriptions.

Consequently, the Board does not foresee any material impact on the Receiving Fund's performance as a result of the Merger.

Costs and expenses of the Merger

The Merging Fund has no outstanding set-up costs. The expenses incurred in the Merger, including the legal, advisory and administrative costs, will be borne by the Management Company.

Exchange ratio, treatment of accrued income and consequences of the Merger

On the Effective Date, all the assets and liabilities of the Merging Fund, including any accrued income, will be calculated in its final net asset value per share for each share class and shareholders in the Merging Fund will be issued shares of an equal amount by value of shares in the Receiving Fund at the net asset value per share calculated on that day for the corresponding share class. Thereafter accrued income will be accounted for on an on-going basis in the net asset value per share for each share class in the Receiving Fund.

Any accrued income in the Receiving Fund prior to the Merger will not be affected.

Rights of shareholders to redeem/switch

As a shareholder in the Receiving Fund, if you do not agree with the Merger, you have the right to redeem your holding in the Receiving Fund or to switch into another sub-fund of the Company, at any time up to and including the dealing day on 11/09/2026. BNP Paribas, Luxembourg branch will carry out your redemption free of charge or switch instructions in accordance with the provisions of the Prospectus. There will be no suspension of dealings in shares of the Receiving Fund in the context of the Merger.

Tax status

The conversion of shares at the time of the Merger and/or your redemption or switch of shares prior to the Merger might affect the tax status of your investment. We therefore recommend that you seek independent professional advice in these matters.

Further information

The key information documents of all available share classes and the Prospectus are available at www.dnca-investments.com.

An audit report will be prepared by the approved statutory auditor of the Company in relation to the Merger and will be available free of charge upon request from the Management Company.

If you would like more information, please contact your usual professional adviser or the Management Company on (+33 (0)1 58 62 55 00).

Yours faithfully,

The Board
DNCA INVEST