

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**")

17 september 2021

NOTICE TO THE SHAREHOLDERS OF DNCA INVEST – VALUE EUROPE

Re: Merger of DNCA INVEST – SOUTH EUROPE OPPORTUNITIES into DNCA INVEST – VALUE EUROPE

Dear Shareholder,

We are writing you as a shareholder of DNCA INVEST – VALUE EUROPE (the "**Receiving Fund**") to advise you that on 29 October 2021 (the "**Effective Date**"), DNCA INVEST – SOUTH EUROPE OPPORTUNITIES (the "**Merging Fund**") will be merged into the Receiving Fund (the "**Merger**"). Dealing in the Receiving Fund will not be interrupted by the merger.

The decision to merge the sub-funds was taken by the board of directors of DNCA Invest (the "**Board**").

Rationale of the Merger

Upon review, the Board concluded that, given the size of the Merging Fund and the Receiving Fund and the similarity in investment approach between the Merging Fund and the Receiving Fund, shareholders in the Merging Fund and the Receiving Fund will benefit from the Merger. The Merging Fund has approximately EUR 60 million under management and the Receiving Fund approximately EUR 881 million under management as of June 30th 2021. Shareholders in the Merging Fund will be merged into a sub-fund which, the Board believes, will give shareholders access to a similar investment strategy with a similar risk profile and an extended geographical investment area (Europe instead of South of Europe).

The Merger will increase the assets under management and will offer investors an alternative fund with appropriate scale and a broadly similar investment approach

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 prospectus of the Company (the "**Prospectus**") and in the interest of the Funds' shareholders, to merge the Merging Fund into 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. Prior to the Merger, the Merging Fund will dispose of any assets that are not in line with the Receiving Fund's investment portfolio or which cannot be held due to investment restrictions. The Receiving Fund's investment portfolio 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 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 investment portfolio or performance as a result of the Merger.

Costs and expenses of the Merger

The expenses incurred in the Merger, including the legal, advisory and administrative costs, will be borne by the Company's management company, DNCA Finance (the "**Management Company**").

Given the fact that the Receiving Fund has an extended geographical investment area, it is expected that a maximum of 10% of the Merging Fund's portfolio will in principle need to be sold prior to the Merger. The Merging Fund will bear the market-related transaction costs associated with the disposal of any investments that are not in line with the Receiving Fund.

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 you have the right to redeem your holding in the Receiving Fund or to switch into another sub-fund of the Company prior to the Merger. If you do not wish to continue to hold shares in the Receiving Fund after the Merger, you may at any time up to and including the dealing day on 22 October 2021 at 12:00 noon Luxembourg time send your instructions to redeem or switch your shares for execution prior to the Merger. After this date and up until the Effective Date no redemptions or switches in the Receiving Fund will be accepted. BNP Paribas Securities Services, Luxembourg branch ("**BNP**") will carry out your redemption free of charge or switch instructions in accordance with the provisions of the Prospectus.

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 KIIDs 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 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