

## Notice to the shareholders of

### **PARVEST**

*SICAV under Luxembourg law – UCITS class*

*Registered Office: 10, rue Edward Steichen, L-2540 Luxembourg*

*Luxembourg Trade and Companies Register: No. B 33.363*

*Website: [www.bnpparibas-am.com](http://www.bnpparibas-am.com)*

**FOR THE SHARE CLASS “CLASSIC-CAP” VALUED IN USD OF**

**THE SUB-FUND « AQUA »**

### **BNP Paribas L1**

*SICAV under Luxembourg law – UCITS class*

*Registered Office: 10, rue Edward Steichen, L-2540 Luxembourg*

*Luxembourg Trade and Companies Register: No. B 32.327*

*Website: [www.bnpparibas-am.com](http://www.bnpparibas-am.com)*

**FOR THE SUB-FUND « EQUITY WORLD AQUA »**

**AND**

## MERGERS EFFECTIVE AS OF SEPTEMBER 29, 2017 (OTD)

Luxembourg, August 22, 2017

Dear Shareholders,

We hereby inform you that the Boards of Directors of both PARVEST and BNP Paribas L1 (the **Companies**), decided to **merge**, on the basis of Article 32 of the Companies's Articles of Association, the following share classes (the **Mergers**):

<b>BNP Paribas L1 Merging sub-fund</b>				<b>PARVEST Receiving sub-fund</b>			
<b>ISIN code</b>	<b>Sub-fund</b>	<b>Class</b>	<b>Currency</b>	<b>Sub-fund</b>	<b>Class</b>	<b>Currency</b>	<b>ISIN code</b>
LU0831546592	Equity World Aqua	Classic-CAP	EUR	Aqua	Classic-CAP	EUR	LU1165135440
LU0982367327		Classic-DIS	EUR		Classic-DIS	EUR	LU1165135523
LU1056593004		Classic USD-DIS	USD		Classic USD-DIS	USD	LU1620156213
LU0982367590		Classic USD-CAP	USD		Classic USD-CAP	USD	LU1620156130
LU0982367830		Life - CAP	EUR		Life - CAP	EUR	LU1504118826

PARVEST Merging share class				PARVEST Receiving share class			
ISIN code	Sub-fund	Class	Currency	Sub-fund	Class	Currency	ISIN code
LU1165135440	Aqua	Classic-CAP* Valued in USD	EUR	Aqua	Classic USD-CAP	USD	LU1620156130

\* The "Classic-CAP" share class will continue to exist for the shares valued in EUR.

### 1) Effective date of the Mergers

The Mergers will be effective on **Friday September 29, 2017** (Order Trade Date - OTD).

### 2) Background to and rationale for the Mergers

The Mergers will:

- ✓ Permit a **gathering** of the "Aqua" strategy throughout the range of funds of BNP PARIBAS ASSET MANAGEMENT Luxembourg and **increase** the volume of the **assets under management** while **decreasing** the global **fees** of the absorbing share classes, except for the "Life" share class. As a consequence, it will **improve the offer** for the current shareholders of the absorbing share classes;
- ✓ Offer a **better** subscription/conversion/redemption **order cycle** to the current shareholders of the BNP Paribas L1 Equity World Aqua Merging sub-fund.

### 3) Impact of the Mergers on the Merging Shareholders

Please note the following **impacts** of the Mergers:

- ✓ The **last** subscription, conversion and redemption **orders** in the Merging share classes will be accepted until the cut-off time on **Friday September 22, 2017**. Orders received after these cut-off times will be rejected.
- ✓ Through the Mergers, you will **become** shareholders of the Receiving share classes.
- ✓ This operation will not involve any risk of performance dilution.
- ✓ The **Merging** sub-fund and share classes are **dissolved** without liquidation by transferring all of their assets and liabilities into the Receiving sub-fund and share classes.  
The Merging sub-fund **ceases to exist** at the effective date of the merger.
- ✓ As the Merging sub-fund is a **Feeder** sub-fund while the Receiving one is not, its assets will be **redeemed in kind** on **Friday September 22, 2017**, in order to be in line with the investment policy of the Receiving sub-fund, **unless it is not in your best interest**. In such case, the assets will be redeemed and their equivalent amount transferred in cash.

- ✓ Due to the above mentioned redemption in kind, the investment policy of the Merging sub-fund will **not be followed** from Friday September 22, 2017 to the effective date of the Merger.

#### 4) Impact of the Mergers on Receiving Shareholders

Please note the following points:

- ✓ The merger will have **no impact** for the shareholders of the Receiving sub-fund.
- ✓ The “Classic-DIS”, “Classic USD-CAP/DIS” and “Life-CAP” classes will be activated by this Merger.

#### 5) Organisation of the exchange of shares

If you hold “**Classic-CAP**” shares **valued in USD** of the “**PARVEST Aqua**” sub-fund, you will receive in the “Classic USD-CAP” Receiving class, the **same number** of shares, registered in the **same currency**, as you have in the “Classic-CAP” share class.

If you are a shareholder of the “**BNP Paribas L1 Equity World Aqua**” Merging sub-fund, you will receive in the Receiving sub-fund, a **number of new shares** calculated by multiplying the number of shares you hold in the Merging classes by the **exchange ratio**.

The **exchange ratios** will be **calculated** on Friday September 29, 2017 by dividing the net asset value (NAV) per share of the Merging classes by the corresponding NAV per share of the Receiving class, based on the valuation of the underlying assets set on Thursday September 28, 2017.

For the calculation of the exchange ratios:

- ✓ The NAV of the “Classic-DIS” and “Life-CAP” Receiving classes activated by this merger will be set at EUR 100.00;
- ✓ The NAV of the “Classic USD-DIS” Receiving class activated by this merger will be set at USD 100.00;
- ✓ The NAV of the “Classic USD-CAP” Receiving class activated by this merger will be the one of the “Classic-CAP” Receiving class valued in USD.

As regards the “Classic – CAP” Receiving class, the exchange ratio will be calculated as usual, taking into account the NAV of both the Merging and Receiving classes.

The criteria adopted for valuation of the assets and, where applicable, the liabilities on the date for calculating the exchange ratio will be the same as those used for the NAV calculation as described in the chapter “Net Asset Value” of the Book I of the prospectus of the Company.

**Registered shareholders** will receive registered shares.

**Bearer shareholders** will receive bearer shares.

No balancing cash adjustment will be paid for the fraction of the Receiving share attributed beyond the third decimal.

#### 6) Material differences between Merging and Receiving sub-funds

The **differences** between the Merging and Receiving sub-funds are the following:

features	“Equity World Aqua” sub-fund of BNP Paribas L1	“Aqua” sub-fund of PARVEST
Master/Feeder structure	Feeder of Master French common fund “BNP PARIBAS AQUA”	NO
Investment policy	<p>This sub-fund invests at least 85% of its assets in the Master through the use of dedicated « X » shares category, denominated in EUR.</p> <p>The remaining portion, namely a maximum of 15% of its assets, may be invested in:</p> <p>a) ancillary liquid assets;</p> <p>b) financial derivative instrument, which may be used only for hedging purposes, in accordance with the Appendix 1, point 1.g) and Appendix 2 of Book I of the Prospectus.</p> <p><u>Investment policy of the Master:</u></p> <p>The Master is exposed, for at least 90% of its assets, directly or indirectly (through investments in UCI/UCITS and/or financial derivative instruments) to shares or other similar securities of international companies, including emerging markets:</p> <ul style="list-style-type: none"> <li>- which conduct at least 20% of their business in water and/or related sector;</li> <li>- which comply with certain sustainable development, social responsibility, environmental responsibility criteria and/or corporate governance criteria; and</li> <li>- which are characterised by the quality of their financial structure and/or potential for earnings growth.</li> </ul> <p>The Master’s remaining assets, i.e. maximum 10% of its assets, can be invested in any other transferable securities, money market instruments or cash. Investment in UCI/UCITS is limited to 10%.</p>	<p>At all times, this sub-fund invests at least 75% of its assets in equities and/or equity equivalent securities issued by companies that conduct a significant part of their business in water and related or connected sectors, with sustainable activities and processes, respecting the principles of social and environmental responsibility, ensuring corporate governance quality and avoiding controversies and breaches as set out in the United Nations Global Compact</p> <p>The remaining portion, namely a maximum of 25% of its assets, may be invested in any other transferable securities (including P-Notes), money market instruments, financial derivative instruments, and/or cash, and also, within a limit of 15% of the assets, in debt securities of any kind and, within a limit of 10% of the assets, in UCITS or UCIs.</p> <p>In respect of the above investments limits, the sub-fund’s investments into “China A-Shares” via the Stock Connect may reach up to 25% of its assets.</p>
Specific Market Risks	<ul style="list-style-type: none"> <li>• Derivatives Risk</li> <li>• Operational &amp; Custody Risk</li> <li>• Emerging Markets Risk</li> <li>• Risk related to investments in some countries</li> <li>• Small Caps, Specialised or Restricted Sectors Risk</li> </ul>	<ul style="list-style-type: none"> <li>• Operational &amp; Custody Risk</li> <li>• Small Cap, Specialised or Restricted Sectors Risk</li> <li>• Emerging Markets Risk</li> <li>• Risk related to investments in some countries</li> <li>• Changes in PRC taxation risk</li> <li>• Risks related to Stock Connect</li> </ul>

Fees « Classic »		
OCR, including	2.33%	2.24%
- Management	maximum 1.50%	maximum 1.75%
- Other	maximum 0.35%	maximum 0.40%
- Master (indirect fee)	maximum 0.50%	NA
Fees « Life »		
OCR, including	0.87%	0.87% (EOCR)
- Management	maximum 1.385%	maximum 1.615%
- Other	maximum 0.05%	maximum 0.32%
- Master (indirect fee)	maximum 0.50%	NA
Terms of subscription / conversion / redemption	Subscription, conversion and redemption orders will be processed at an unknown net asset value in accordance with the rules set out below, only on Valuation Days common to Luxembourg and France. The time mentioned is Luxembourg time. Subscriptions in kind are not authorised.	Subscription, redemption and conversion orders will be processed at an unknown net asset value in accordance with the rules set out below, only on Valuation Days, and the time mentioned is Luxembourg time.
Centralisation of orders	Day before the Valuation Day (D-1)	Valuation Day (D)
Order Trade Date	Valuation Day (D)	Valuation Day (D)
NAV calculation publication date	Day after the Valuation Day (D+1)	Day after the Valuation Day (D+1)
Orders Settlement Date	Maximum three Days after the Valuation Day (D+3)	Maximum three Days after the Valuation Day (D+3)

SRRI (5), Investor Type Profile, Risk management process (Commitment Approach) and any other characteristic not included in the above table **are the same** in both Merging and Receiving sub-funds.

## 7) Tax Consequences

These Mergers will have **no Luxembourg tax impact** for you.

In accordance with the European Directive 2011/16 the Luxembourg authorities will report to the tax authorities in your state of residence the total gross proceeds from the exchange of shares in application of these Mergers.

For more **tax advice or information** on possible tax consequences associated with these Mergers, it is recommended that you **contact your local tax advisor or authority**.

**8) Right to redeem the shares**

Your options:

- ✓ Should you are **comfortable** with these Mergers, you do **not need** to take any action,
- ✓ Should you **not approve** these Mergers, you have the possibility to request the redemption of your shares free of charge until the cut-off time, on **Friday September 22, 2017**,
- ✓ In case of **any question**, please contact our **Client Service (+ 352 26 46 31 21 / [AMLU.ClientService@bnpparibas.com](mailto:AMLU.ClientService@bnpparibas.com))**.

**9) Other information**

All expenses related to this merger will be borne by BNP PARIBAS ASSET MANAGEMENT Luxembourg, the Management Company except for the Audit costs linked to the merger and redemption in kind will be borne by the Merging sub-fund.

The redemption in kind operation will be validated by PricewaterhouseCoopers Audit, auditor of the Master French common fund “BNP PARIBAS AQUA”.

The merger operation will be validated by PricewaterhouseCoopers, Société Coopérative, the auditors of both Companies.

The merger ratios will be available on the website [www.bnpparibas-am.com](http://www.bnpparibas-am.com) as soon as they are known.

The Annual and Semi-Annual Report and the legal documents of the Company, as well as the KIIDs of the Merging and Receiving sub-funds, and the Custodian and the Auditor reports regarding this operation are available with the Management Company. The KIID of the Receiving sub-fund is also available on the website [www.bnpparibas-am.com](http://www.bnpparibas-am.com) where you are invited to acquaint with it.

This notice will also be communicated to any potential investor before confirmation of subscription.

Please refer to the Prospectus of the Company for any term or expression not defined in this notice.

Best regards,

**The Boards of Directors**