

**Aviva Investors**  
*Société d'Investissement à Capital Variable*  
Registered office: 2, rue du Fort Bourbon, L-1249 Luxembourg  
R.C.S. Luxembourg B 32 640

Notice to shareholders of the sub-fund of Aviva Investors – Climate Transition European Equity Fund  
(the "Merging Sub-Fund")

This notice more specifically concerns shareholders of Class AFER Climat, Class K and Class A Share  
Classes (the "Merging Share Classes")

Luxembourg, 22 April 2022

**Dear Shareholder,**

The board of directors (the "**Board**") of Aviva Investors (the "**Merging Company**") is writing to you in your capacity as a shareholder of the Merging Share Classes.

The Board resolved to merge the Merging Share Classes with the sub-fund SSP – Climate Transition European Equity Fund an empty shell sub-fund which has been created for the purpose of the Merger (the "**Receiving Sub-Fund**") of Single Select Platform (the "**Receiving Company**"), a *société anonyme*, having its registered office at 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg (R.C.S. Luxembourg B99003), and qualifying as a *société d'investissement à capital variable* (the "**Merger**"), based on the main provisions for a UCITS merger foreseen under Article 1 (20) (a) of the amended law of 17 December 2010 on undertakings for collective investment (the "**2010 Law**").

The purpose of this letter is to provide you with details on the Merger and its implications for you as a shareholder of the Merging Share Classes.

***The Merger will become effective on 24 May 2022 at 23:59 CET (the "Effective Date"). Shareholders who do not want to participate in the Merger may request, free of charge (except any disinvestment costs) until 1 pm on 23 May 2022 (the "Cut-off"), the redemption of their shares in the Merging Share Classes (the "Shares"). Additional subscriptions may be requested until the Cut-off. Shareholders in the K class may also request for the same period free of charge (except any disinvestment costs) the conversion of their shares into an alternative new K2 share class (with identical features as the existing K share class) newly created in the Merging Sub-Fund.***

## **1. RATIONALE AND BACKGROUND OF THE MERGER**

The Board and the board of directors of the Receiving Company have decided to proceed with this Merger place in the context of the acquisition of Aviva France by Aéma Group.

Shareholders of the Merging Share Classes are mainly clients of Aviva France. Aviva Investors France was owned by Aviva France, which was sold on 30 September 2021. Aviva France now forms part of Aéma Groupe. Aéma Groupe is a leading French mutual insurer created in January 2021 as the result of the combination of Aésio and Macif. The Aéma Groupe group also includes OFI Lux, which is the UCITS Management Company of the Receiving Company. As part of the acquisition of Aviva France by Aéma Groupe, it has been decided to transfer Aviva Investors France existing clients into vehicles managed by OFI Lux.

The Receiving Sub-Fund is an empty shell sub-fund specifically created for the purpose of the Merger sharing very similar characteristics with the Merging Sub-Fund (see Appendix II). The management structure of the Merging Sub-Fund and the Receiving Sub-Fund is slightly different but the various service providers which carry out the day-to-day investment management, administration and distribution for the Receiving Sub-Fund are also reputable supervised entities (see Appendix II).

Accordingly, the Board and of the board of directors of the Receiving Company decided to merge the Merging Share Classes into equivalent share classes of the new Receiving Sub-Fund in order to provide shareholders of the Merging Share Classes with the possibility to benefit from very similar management and equivalent protection within another vehicle.

For the above reasons, the Board and the board of directors of the Receiving Company believe that the decision to merge the Merging Share Classes into the Receiving Sub-Fund serves the interests of the vast majority of the shareholders of the Merging Share Classes whom are now clients of the Aéma Groupe and will be managed by an entity ultimately owned by the same group.

## **2. POSSIBLE IMPACT OF THE MERGER ON THE SHAREHOLDERS**

The Merger will result in the Shareholders being, from the Effective Date, shareholders of the Receiving Sub-Fund which is almost identical to the Merging Sub-Fund (see Appendix II).

The Merger will be binding on all the Shareholders of the Merging Share Classes who have not exercised their right to request the redemption or (in the case of Shareholders of the K class) conversion of their shares, free of charge, within the timeframe set out in the cover page of this notice.

Upon the completion of the Merger, the Merging Share Classes will be cancelled and these Shareholders will receive new shares in the corresponding share classes respectively of the Receiving Sub-Fund, as detailed under section 4. below and Appendix II.

The Board and the board of directors of the Receiving Company believe that this will not entail any dilution effect in the performance of the Merging Share Classes.

No subscription fee will be levied within the Receiving Sub-Fund as a result of the Merger.

No rebalancing of the Merging Sub-Fund portfolio will be carried out prior to the Merger.

Shareholders are informed that the Receiving Sub-Fund will be managed by Abeille Asset Management (formerly known as Aviva Investors France S.A.) acting upon delegation of OFI LUX acting as UCITS Management Company, whereas the Merging Sub-Fund is managed by Aviva Investors Group Services Limited acting upon delegation of Aviva Investors Luxembourg SA acting as UCITS Management Company.

In addition, the Receiving Sub-Fund will be registered for distribution in France.

In terms of reporting, Shareholders should note that the Merging Company and the Receiving Company prepare audited annual reports covering each financial year ending 31 December and semi-annual unaudited reports covering the period from 1 January until 30 June of each year.

It is intended that the share classes of the Receiving Sub-Fund retain the ISIN numbers which are currently attributed to the corresponding Merging Share Classes.

**Please refer to Appendix II for the principal differences between the Merging Sub-Fund and the Receiving Sub-Fund as disclosed in their respective prospectuses.**

## ***2.2 FEES AND EXPENSES***

The comparison table in Appendix II provides an overview of the applicable management fees and the table below provides an overview of the ongoing charges of the Merging Sub-Fund and the Receiving Sub-Fund.

Shareholders should note that the overall fees are identical in the Merging Share Classes and in the corresponding share classes of the Receiving Sub-Fund (see Appendix II, item (i) Share Classes).

For a detailed description of the applicable fees in the Receiving Sub-Fund, please refer to section “15. Shares” of the Receiving Company’s prospectus.

## ***2.3 TAX IMPACT***

The Merger will not subject the Merging Sub-Fund or the Receiving Sub-Fund to taxation in Luxembourg. Investors may however be subject to taxation in their tax domiciles or other jurisdictions where they pay taxes.

**As tax laws differ widely from country to country, we recommend that you consult your tax advisers as to the tax implications of the Merger specific to your individual case.**

## ***3. SHAREHOLDER'S RIGHTS***

Upon the Effective Date, all Shareholders who have not requested redemption or (in the case of Shareholders of the K class) conversion of their Shares in the Merging Sub-Fund will receive a proportionate number of shares of the Receiving Sub-Fund (details of the shares Shareholders will receive in the Receiving Sub-Fund are set out in Appendix II (item (i))).

For the avoidance of doubt, Shareholders will continue to hold shares in a Luxembourg UCITS.

Further, Shareholders may continue to participate and exercise their voting rights in shareholder meetings, be entitled to dividend distributions as appropriate and request redemption of their Shares on any dealing day as set out in the Receiving Company's prospectus.

#### **4. TERMS OF THE MERGER**

##### ***Criteria adopted for the valuation of the assets and of the liabilities as of the date of the calculation of the exchange ratio***

The assets and liabilities allocated to the Merging Share Classes and the Receiving Sub-Fund (to the extent applicable, see below) will be valued as of the Effective Date for calculating the share exchange ratio in accordance with the provisions of the respective prospectuses and articles of association of the Merging Company and the Receiving Company.

The respective net asset values of the Merging Share Classes and the corresponding share classes in the Receiving Sub-Fund (to the extent applicable, see below) will be reviewed by the respective auditors of the Merging Company and the Receiving Company.

AEMA / Abeille Asset Management will bear the legal, advisory and administrative costs and expenses associated with the preparation and completion of the Merger as well as any transaction taxes arising as a result of the Merger.

All outstanding liabilities of the Merging Sub-Fund and any accruals will be included in the foregoing valuation. Any liabilities incurred or accrued after the Effective Date will be borne by the Receiving Sub-Fund.

##### ***Method of calculation of the exchange ratio***

Since the Receiving Sub-Fund will not comprise any assets or liabilities at the Effective Date, the exchange ratio for each share class shall be 1:1.

The fund administrator for the Receiving Company will be responsible for allocating the shares in the Receiving Sub-Fund to the Shareholders of the Merging Share Classes.

The Receiving Company will entrust PricewaterhouseCoopers, *société cooperative*, the authorised auditor referred to above, to validate the calculation method of the exchange ratio as well as the actual exchange ratio determined as at the date for calculating the exchange ratio.

##### ***Rules applicable to the transfer of assets and the exchange of shares***

The assets and liabilities of the Merging Share Classes will be transferred (on a pro rata basis) to the Receiving Sub-Fund on the Effective Date, so there is no election of assets to move and some others not to move.

For the avoidance of doubt, for assets which cannot be prorated or transferred, the equivalent in cash will be transferred (the "Cash Amount"). The Cash Amount will be determined as follows:

- calculating the ratio of net assets to be transferred;
- applying this ratio to the total market value of the net assets in the Merging Sub-Fund's portfolio;
- This amount will then be deducted from the total value of shares to be merged to obtain the Cash Amount.

The pro rata share of assets and Cash Amount will be contributed to the Receiving Sub-Fund's equivalent share classes.

The Merging Share Classes will automatically be converted into shares of the corresponding share classes of the Receiving Sub-Fund. On the Effective Date, the Merging Sub-Fund itself will continue to exist, but the Merging Share Classes will cease to exist.

The Shareholders of the Merging Share Classes who continue to hold their Shares in the Merging Share Classes at the Effective Date will become shareholders of the Receiving Sub-Fund and will thus participate in any increase in the net asset value of the relevant shares of Receiving Sub-Fund. They will automatically be issued in exchange for their Shares in the Merging Share Classes, an equivalent number of registered shares of the corresponding share classes of the Receiving Sub-Fund.

## **5. ADDITIONAL INFORMATION**

### **AVAILABILITY OF DOCUMENTS**

Copies of the report of the approved statutory auditor relating to the Merger may be obtained free of charge upon request at the registered office of the Merging Company and [the Receiving Company].

The relevant key investor information documents ("KIIDs") of the Receiving Sub-Fund is enclosed in Appendix I and Shareholders are advised to consult it and the prospectus of the Receiving Company may be obtained free of charge and upon request at the registered office of the Receiving Company.

### **Contact information**

If you have any questions, concerns about, or wish to obtain additional information regarding the Merger, please contact your company representative.

Yours faithfully,



**Cindy Joller**  
**On behalf of the Board of Directors**

**APPENDIX I**  
**[KIID]**



## KEY INVESTOR INFORMATION

This document provides key information about this fund. It is not marketing material. The information is required by law to help investors understand the nature and the risks of investing in this Fund. Investors are advised to read it so to make an informed decision about whether to invest.

# SSP – CLIMATE TRANSITION EUROPEAN EQUITY FUND (AFER Climat) EUR)

ISIN: LU2216001268– This share class is offered to individual investors subscribing to an AFER insurance policy through Abeille affiliated companies

A Sub-Fund of SINGLE SELECT PLATFORM umbrella SICAV  
The SICAV's Management Company is OFI LUX

The Sub-Fund is managed by ABEILLE ASSET MANAGEMENT

### Objectives and investment policy

#### Investment objective and policy

The objective of this Sub-Fund is to increase the value of the shareholder's investment over the long term (5 years or more), by investing in equities of companies which are deemed to be responding to climate change effectively. Specifically, the Sub-Fund invests in equities and equity-related securities of companies that have their registered office, or do most of their business, in Europe.

The Sub-Fund invests principally in the equities of European companies responding to climate change which meet the Investment Manager's eligibility criteria as described below and it excludes fossil fuel companies. The Sub-Fund has two investment sleeves:

- a Solutions sleeve, which allocates to stocks of companies whose goods and services provide solution for climate change mitigation and adaptation;
- a Transition sleeve, which allocates to stocks of companies positively aligning to and orientating their business models to be resilient in a warmer climate and a low-carbon economy.

Equity-related securities can include ADRs, GDRs, options on equities, exchange-traded warrants and convertible securities, participation certificates and, among others. The Sub-Fund does not buy equity warrants but may hold any it receives in connection with equities it owns.

The Sub-Fund is actively managed and references MSCI Europe Net TR (ticker: [M7EU Index) for performance comparison only, however the reference benchmark is not aligned with all of the environmental or social characteristics promoted by the Sub-Fund. The Sub-Fund does not base its investment process upon the Index so will not hold every component in the Index and may also hold equities that do not form part of it. The Sub-Fund is expected to have an average yearly tracking error of between 2% and 6% when compared to the Index. In certain conditions the Sub-Fund may be outside of this range.

Environmental, Social & Governance factors (ESG) and Sustainability Risk indicators are therefore integrated into the investment process and are a key determinant based on which companies are selected. This Sub-Fund does promote environmental or social characteristics, however it does not have a sustainable investment objective. The Investment Manager will consider the adverse impacts of an investment to the extent they are financially material.

Further information regarding how the Investment Manager integrates ESG into its investment approach, its proprietary ESG model and how it engages with companies is available on the website [www.TBC](http://www.TBC)

The Sub-Fund may use derivatives for hedging and for efficient portfolio management.

The Sub-Fund's derivatives may include futures, options, currency forwards and foreign exchange options. Derivative usage will either form part of the core investment, and therefore apply look through to the eligibility criteria, or form part of the Sub-Fund's other holdings which are not subject to the eligibility criteria.

The Sub-Fund will not enter into (i) repurchase or reverse repurchase agreements, (ii) securities or commodities lending and securities and commodities borrowings, (iii) buy-sell back transactions or sell-buy back transactions, (iv) margin lending transactions and (v) total return swaps.

The Sub-fund may hold ancillary liquid assets (i.e., bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets for treasury purposes. On a temporary basis and if justified by exceptionally unfavourable market conditions, the Sub-Fund may, in order to take measures to mitigate risks relative to such exceptional market conditions in the best interests of the shareholders, hold ancillary liquid assets up to 40% of its net assets.

The Sub-Fund will be managed on an unconstrained basis and will typically hold a concentrated portfolio of stocks selected without reference to index weight or size.

This Sub-Fund uses the commitment approach to monitor and measure the global exposure.

The Sub-Fund will be denominated in Euro.

The Sub-Fund promotes environmental or social characteristics in the sense of the Article 8 of the SFDR.

#### Management Discretion

The Sub-Manager has the discretion to buy and sell investments on behalf of the Sub-Fund within the limits of the Investment objective and policy.

#### Purchase, redemption and conversion

You can buy, sell and convert this Share Class from the Registrar and Transfer Agent or the Principal Distributor on a daily basis (on any Dealing Day, i.e. on which banks in Luxembourg are open for banking business).

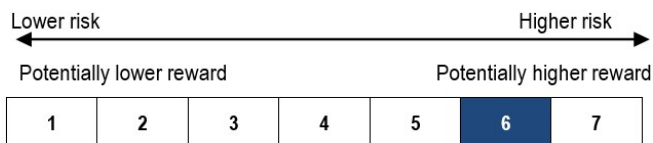
#### Distribution policy

Income arising from the Sub-Fund is distributed.

#### Recommendation

The Sub-Fund is suitable for investors who understand the risks of the Sub-Fund and plan to invest for at least five (5) years. The Sub-Fund may appeal to investors who want to (i) gain exposure to European equity portfolio, while supporting the transition to a low carbon economic model and/or achieve investment growth..

### Risk and reward profile



This Share Class is classified in category 6 because the Sub-Fund invests in the equities of European companies responding to climate change, due to volatility in equity markets.

In addition, the Sub-Fund is exposed to risks linked to the use of derivatives instruments mainly futures, options, currency forwards and foreign exchange options.

Furthermore, the value of your investment may fall as well as rise and you may get back less than you originally invested.

The historical data used for calculating the risk and profit category cannot serve as a reliable indicator of the future risk profile.

The risk and reward category shown above is not guaranteed to remain unchanged and may change over time.

The lowest risk category does not mean a free-risk investment.

There is no capital guarantee and no capital protection.

You can find further information concerning the risk and reward profile on the SICAV's prospectus available at OFI LUX or on the Internet site of the Principal Distributor at [www.ofilux.lu](http://www.ofilux.lu).

## Charges for this Share Class

Charges debited to investors are used to pay for the cost of running the Fund, including marketing and distribution costs. These charges reduce the potential growth of the investment.

### One-off charges taken before or after you invest

**Entry charge** 4,00%

**Exit charge** Non applicable

This is the maximum amount that might be deducted from your money before it is invested or before the proceeds of the investment are paid out.

### Charges debited to this Share Class over a year

**Ongoing charge** 1.40%

### Charges debited to this Share Class under certain specific conditions

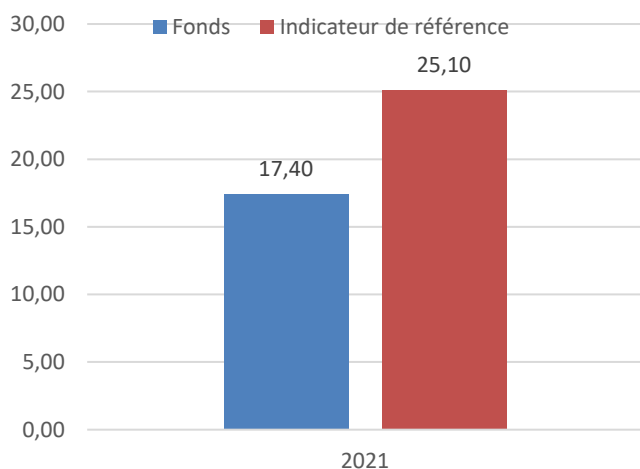
**Outperformance fee** Non Applicable

The **Entry** and **Exit charges** paid may be less. Information on charges can be obtained from your financial adviser or distributor.

**Ongoing charge** figure is based on the last year's expenses, ending on December 2021. This percentage can vary from year to year. The ongoing charge does not include the outperformance fees and portfolio transaction costs, except in the case of an entry/exit charge paid by the Fund when buying or selling shares or units in another collective investment undertaking.

For any further information concerning the charges, you may refer to Chapter 15 of the SICAV's prospectus, available in the website [www.ofilux.lu](http://www.ofilux.lu).

## Past performance



**Benchmark Index:** MSCI Europe Net TR

The potential entry charges are not included in the calculation of the performance.

The ongoing charges and the outperformance fees are included in the calculation of the performance.

This Shares a from the Sub-Fund was launched on July 22th 2019.

Currency used for the calculation : EUR

*Warning: past performances are not a reliable indicator of future performances.*

## Practical information

Depository Bank (Registrar and Transfer Agent) : **JP MORGAN BANK LUXEMBOURG SA**

Reserved to individual investors subscribing to an AFER insurance policy through Abeille affiliated companies

For further information about the Sub-Fund, please visit our website on [www.ofilux.lu](http://www.ofilux.lu), where you can obtain a copy of the Prospectus (available in English) and annual report (available in English), free of charge. Our Website also provides other information not contained in this document, such as share prices.

The Sub-Fund is subject to tax laws and regulations of Luxembourg. Depending on your country of residence, this might have an impact on your personal tax imposition. You should consult your tax advisor for further details.

As a wholly owned subsidiary of OFI Asset Management, the Management Company applies the remuneration policy of OFI Group. The policy establishes an appropriate balance between the fixed and the variable components of the global remuneration and is based on a number of qualitative and quantitative criteria, applied differently for risk takers, senior management and control functions. The assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the UCITS funds managed by the Management Company in order to ensure that the assessment process is based on longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period. The Group's remuneration policy has been established by the Group's strategic committee which is composed by representatives of the Group's shareholders. It is in charge of the definition and the implementation of the remuneration policy. The details of the up-to-date Remuneration Policy, including but not limited to, a description of how remuneration and benefits are calculated, are available at [http://www.ofilux.lu/pdf/remuneration\\_policy.pdf](http://www.ofilux.lu/pdf/remuneration_policy.pdf) and a paper copy will be available free of charge upon request from the registered office of the Management Company.

The Management Company, OFI Lux, may be held liable solely on the basis of any statement contained in this document that is misleading, inaccurate or inconsistent with the relevant parts of the SICAV's Prospectus.

The Investor may switch into Share of another Share Class of the Sub-Fund or another Sub-Fund of the SICAV. Further information can be found in the Chapter 16 of the SICAV's prospectus.

This SICAV is authorized in Luxembourg and supervised by the CSSF.

The Management Company is authorized in Luxembourg and supervised by the CSSF. The key investor information is accurate as at xx/xx/2022



## APPENDIX II

### SCHEDULE OF PRINCIPAL DIFFERENCES BETWEEN THE MERGING SUB-FUND AND THE RECEIVING SUB-FUND

Unless stated otherwise, the terms used in this Appendix are as defined in the prospectus of the Merging Company and the Receiving Company.

**(a) Investment objective and policy**

	<b>Merging Sub-Fund</b>	<b>Receiving Sub-Fund</b>
<b>Investment objective</b>	To increase the value of the Shareholder’s investment over the long term (5 years or more), by investing in equities of companies which are deemed to be responding to climate change effectively.	To increase the value of the Shareholder’s investment over the long term (5 years or more), by investing in equities of companies which are deemed to be responding to climate change effectively. Specifically, the Sub-Fund invests in equities and equity-related securities of companies that have their registered office, or do most of their business, in Europe.
<b>Investment policy</b>	<p>The Sub-Fund invests principally in the equities of European companies responding to climate change which meet the Investment Manager’s eligibility criteria as described below and it excludes fossil fuel companies. The Sub-Fund has two investment sleeves:</p> <ul style="list-style-type: none"> <li>• a Solutions sleeve, which allocates to stocks of companies whose goods and services provide solution for climate change mitigation and adaptation;</li> <li>• a Transition sleeve, which allocates to stocks of companies positively aligning to and orientating their business models to be resilient in a warmer climate and a low-carbon economy.</li> </ul> <p>Specifically, the Sub-Fund</p>	<p>The Sub-Fund invests principally in the equities of European companies responding to climate change which meet the Investment Manager’s eligibility criteria as described below and it excludes fossil fuel companies. The Sub-Fund has two investment sleeves:</p> <ul style="list-style-type: none"> <li>• a Solutions sleeve, which allocates to stocks of companies whose goods and services provide solution for climate change mitigation and adaptation;</li> <li>• a Transition sleeve, which allocates to stocks of companies positively aligning to and orientating their business models to be resilient in a warmer climate and a low-carbon economy.</li> </ul> <p>Equity-related securities can</p>

	Merging Sub-Fund	Receiving Sub-Fund
	<p>invests in equities and equity-related securities of companies that have their registered office, or do most of their business, in Europe.</p> <p>Equity-related securities can include ADRs, GDRs, options on equities, exchange-traded warrants and convertible securities, participation certificates and profit-sharing certificates, among others. The Sub-Fund does not buy equity warrants but may hold any it receives in connection with equities it owns.</p>	<p>include ADRs, GDRs, options on equities, exchange-traded warrants and convertible securities, participation certificates and, among others. The Sub-Fund does not buy equity warrants but may hold any it receives in connection with equities it owns.</p> <p>The Sub-fund may hold ancillary liquid assets (i.e., bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets for treasury purposes. On a temporary basis and if justified by exceptionally unfavourable market conditions, the Sub-Fund may, in order to take measures to mitigate risks relative to such exceptional market conditions in the best interests of the shareholders, hold ancillary liquid assets up to 40% of its net assets.</p> <p>In order to achieve its investment goals, for treasury purposes, and/or in case of unfavourable market conditions, the Sub-Fund may hold cash equivalent (i.e., bank deposits, money market instruments or money market funds) pursuant to the applicable investment restrictions.</p> <p>The Sub-Fund promotes environmental or social characteristics in the sense of the Article 8 of the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability - related disclosures in the financial services sector (SFDR).</p>

**(b) Derivatives and techniques**

Merging Sub-Fund	Receiving Sub-Fund
<p>The Sub-Fund may use derivatives for hedging and for efficient portfolio management.</p> <p>The Sub-Fund's derivatives may include futures, options, swap contracts, swaptions, currency forwards and foreign exchange options.</p> <p>Derivative usage will either form part of the core Investment, and therefore apply look through to the eligibility criteria, or form part of the Sub-Fund's other holdings which are not subject to the eligibility criteria.</p> <p><i>Securities lending</i> Expected level: 20% of total net assets; maximum: 100%. Underlying securities in scope: equities.</p>	<p>The Sub-Fund may use derivatives for hedging and for efficient portfolio management. The Sub-Fund's derivatives may include futures, options, swaps, currency forwards and foreign exchange options. Derivative usage will either form part of the core investment, and therefore apply look through to the eligibility criteria, or form part of the Sub-Fund's other holdings which are not subject to the eligibility criteria.</p> <p>The Sub-Fund will not enter into (i) repurchase or reverse repurchase agreements, (ii) securities or commodities lending and securities and commodities borrowings, (iii) buy-sell back transactions or sell-buy back transactions, (iv) margin lending transactions and (v) total return swaps.</p>

**(c) Strategy**

Merging Sub-Fund	Receiving Sub-Fund
<p>The Sub-Fund is actively managed. The Investment Manager believes that the risks associated with climate change are currently mispriced, and therefore those companies which are responding to climate change and are currently undervalued present an opportunity to benefit from increases in value over the long term.</p> <p>The Sub-Fund Investment Manager excludes fossil fuel companies from the investment universe using the following criteria:</p> <ul style="list-style-type: none"> <li>• &gt; 0% revenues from thermal coal, unconventional fossil fuels, Arctic gas &amp; oil production or thermal coal electricity generation;</li> <li>• &gt; 0% Thermal Coal Reserves (metric tonnes);</li> <li>• &gt; 0% Unconventional Oil and Gas reserves (mmbob);</li> <li>• . &gt;= 1000 Total Oil and Gas reserves (mmbob);</li> </ul>	<p>The Investment Manager believes that the risks associated with climate change are currently mispriced, and therefore those companies which are responding to climate change and are currently undervalued present an opportunity to benefit from increases in value over the long term.</p> <p>The Sub-Fund Investment Manager excludes fossil fuel companies from the investment universe using the following criteria:</p> <ul style="list-style-type: none"> <li>• &gt; 0% revenues from thermal coal, unconventional fossil fuels, Arctic gas &amp; oil production or thermal coal electricity generation;</li> <li>• &gt; 0% Thermal Coal Reserves (metric tonnes);</li> <li>• &gt; 0% Unconventional Oil and Gas reserves (mmbob);</li> <li>• &gt;= 1000 Total Oil and Gas reserves (mmbob);</li> <li>• &gt;=10% revenues from oil &amp; gas</li> </ul>

Merging Sub-Fund	Receiving Sub-Fund
<ul style="list-style-type: none"> <li>• <math>\geq 10\%</math> revenues from oil &amp; gas extraction and production* and liquid fuels electricity generation;</li> <li>• <math>\geq 15\%</math> revenues from natural gas electricity generation**;</li> <li>• <math>\geq 75\%</math> revenues from Oil and Gas Distribution &amp; Retail, Equipment &amp; Services, Petrochemicals, Pipelines and Transportation, Refining or Trading.***</li> </ul> <p>Companies within that ex-fossil fuel universe are then identified as solution providers, transition leaders or both, using Aviva Investors' proprietary climate selection model.</p> <p>The Investment Manager will also exclude direct investments in companies which manufacture products that seek to do harm when used as intended. This would include:</p> <ul style="list-style-type: none"> <li>• Companies manufacturing tobacco products.</li> </ul> <p>Further details on the "Solutions" and "Transitions" criteria can be found in the section "Responsible Investment" in the Prospectus.</p> <p>The Sub-Fund will be managed on an unconstrained basis and will typically hold a concentrated portfolio of stocks selected without reference to index weight or size.</p> <p>* 10% conventional Oil and Gas extraction and generation from 2025 will reduce by 1% a year to 0% by 2035  **15% gas generation will reduce by 1% per year from 2025 to 0% by 2040  ***75% revenues from Oil and Gas value chain will reduce by 5% from 2025 to 0% by 2040</p>	<p>extraction and production* and liquid fuels electricity generation;</p> <ul style="list-style-type: none"> <li>• <math>\geq 15\%</math> revenues from natural gas electricity generation**;</li> <li>• <math>\geq 75\%</math> revenues from Oil and Gas Distribution &amp; Retail, Equipment &amp; Services, Petrochemicals, Pipelines and Transportation, Refining or Trading***.</li> </ul> <p>Companies within that ex-fossil fuel universe are then identified as solution providers, transition leaders or both, using the Investment Manager's proprietary climate selection model.</p> <p>The Investment Manager will also exclude direct investments in companies which manufacture products that seek to do harm when used as intended. This would include:</p> <ul style="list-style-type: none"> <li>• Companies manufacturing tobacco products.</li> </ul> <p>The Sub-Fund will be managed on an unconstrained basis and will typically hold a concentrated portfolio of stocks selected without reference to index weight or size.</p> <p>* 10% conventional Oil and Gas extraction and generation from 2025 will reduce by 1% a year to 0% by 2035  **15% gas generation will reduce by 1% per year from 2025 to 0% by 2040  ***75% revenues from Oil and Gas value chain will reduce by 5% from 2025 to 0% by 2040</p>

**(d) Sustainable disclosures**

Merging Sub-Fund	Receiving Sub-Fund
Environmental, Social & Governance factors (ESG) and Sustainability Risk indicators are therefore integrated into the investment	Environmental, Social & Governance factors (ESG) and Sustainability Risk indicators are therefore integrated into the investment

Merging Sub-Fund	Receiving Sub-Fund
<p>process and are a key determinant based on which companies are selected. This Sub-Fund does promote environmental or social characteristics, however it does not have a sustainable investment objective. The Investment Manager will consider the adverse impacts of an investment to the extent they are financially material.</p> <p>Further information regarding how the Investment Manager integrates ESG into its investment approach, its proprietary ESG model and how it engages with companies is available on the website <a href="http://www.avivainvestors.com">www.avivainvestors.com</a>.</p>	<p>process and are a key determinant based on which companies are selected. This Sub-Fund does promote environmental or social characteristics, however it does not have a sustainable investment objective. The Investment Manager will consider the adverse impacts of an investment to the extent they are financially material.</p> <p>Further information regarding how the Investment Manager integrates ESG into its investment approach, its proprietary ESG model and how it engages with companies is available on the website <a href="http://www.ofi-am.fr">www.ofi-am.fr</a>.</p> <p>Sustainability risks are primarily related to climate events resulting from climate change (known as physical risks), the ability of companies to respond to climate change (known as transition risks) and which may result in unanticipated losses affecting the Sub-Fund's investments and financial performance. Social events (inequalities, labour relations, investment in human capital, accident prevention, changes in consumer behaviour, etc.) or governance gaps (recurrent and significant breach of international agreements, corruption, product quality and safety and sales practices) can also translate into sustainability risks.</p> <p>The Sub-Fund's performance is compared against MSCI Europe Net TR (ticker: [•]) (the "Index") for performance comparison only, however the reference Index is not aligned with all of the environmental or social characteristics promoted by the Sub-Fund.</p> <p>The Sub-Fund promotes environmental or social characteristics as per Article 8 SFDR but the aim of the Sub-Fund is not to achieve sustainable investment.</p> <p>The investment strategy of the Sub-Fund may take into account the EU criteria with regard to environmentally sustainable economic activities as defined by the Taxonomy Regulation.</p>

Merging Sub-Fund	Receiving Sub-Fund
	It should however be noted that notwithstanding the above, to date, the investment strategy of the Sub-Fund does not take into account the EU criteria for environmentally sustainable economic activities. Therefore, the “do not significant harm” principle as defined by the SFDR Regulation does not apply.

**(e) Benchmark**

Merging Sub-Fund	Receiving Sub-Fund
<p>The Sub-Fund’s performance is compared against the MSCI Europe Net TR (the “Benchmark” or the “Index”), however the reference benchmark is not aligned with all of the environmental or social characteristics promoted by the Sub-Fund. The Sub-Fund does not base its investment process upon the Index so will not hold every component in the Index and may also hold equities that do not form part of it. The Sub-Fund is expected to have an average yearly tracking error of between 2% and 6% when compared to the Index. In certain conditions the Sub-Fund may be outside of this range. To allow assessment of the Sub-Fund’s climate credentials, the Investment Manager will report on key indicators relevant to the Sub-Fund’s strategy. Key indicators shall include:</p> <p>“Fossil Fuel” – the proportion of companies in the Sub-Fund with fossil fuel exposure;</p> <p>“Solutions” -the proportion of companies in the Sub-Fund meeting the “Solutions” revenue threshold;</p> <p>“Transitions”- the proportion of companies in the Sub-Fund displaying strong climate governance, which may include but not limited to, the percentage of companies attaining a certain Climate Risk Management Score, and the percentage of companies setting or committing to emission reduction goals which align to science based targets.</p> <p>Such indicators will be shown at Sub-Fund</p>	<p>The Sub-Fund is actively managed and references MSCI Europe Net TR for performance comparison only, however the reference benchmark is not aligned with all of the environmental or social characteristics promoted by the Sub-Fund. The Sub-Fund does not base its investment process upon the Index so will not hold every component in the Index and may also hold equities that do not form part of it. The Sub-Fund is expected to have an average yearly tracking error of between 2% and 6% when compared to the Index. In certain conditions the Sub-Fund may be outside of this range.</p> <p>To allow assessment of the Sub-Fund’s climate credentials, the Investment Manager will report on key indicators relevant to the Sub-Fund’s strategy. Key indicators shall include:</p> <p>“Fossil Fuel” – the proportion of companies in the Sub-Fund with fossil fuel exposure;</p> <p>“Solutions” -the proportion of companies in the Sub-Fund meeting the “Solutions” revenue threshold;</p> <p>“Transitions”- the proportion of companies in the Sub-Fund displaying strong climate governance, which may include but not limited to, the percentage of companies attaining a certain climate risk management score, and the percentage of companies setting or committing to emission reduction goals which align to science based targets.</p>

Merging Sub-Fund	Receiving Sub-Fund
level and relative to the Index for comparison purposes and will be published in the Sub-Fund fact sheet and refreshed on an annual basis.	Such indicators will be shown at Sub-Fund level and relative to the Index for comparison purposes and will be published in the Sub-Fund fact sheet and refreshed on an annual basis.

**(f) Global exposure**

	Merging Sub-Fund	Receiving Sub-Fund
<b>Global exposure methodology</b>	Commitment approach	Commitment approach
<b>Reference portfolio</b>	N/A	N/A
<b>Expected gross leverage</b>	N/A	N/A

**(g) Synthetic risk and reward indicator (SRRI)**

Merging Sub-Fund	Receiving Sub-Fund
6	6

**(h) Profile of typical investor**

Merging Sub-Fund	Receiving Sub-Fund
<p>Investors who understand the risks of the Sub-Fund and plan to invest for at least 5 years.</p> <p>The Sub-Fund may appeal to investors who want to do any of the following:</p> <ul style="list-style-type: none"> <li>gain exposure to European equity portfolio, while supporting the transition to a low carbon economic model</li> <li>achieve investment growth.</li> </ul>	<p>Investors who understand the risks of the Sub-Fund and plan to invest for at least five (5) years. The Sub-Fund may appeal to investors who want to (i) gain exposure to European equity portfolio, while supporting the transition to a low carbon economic model, and/or (ii) achieve investment growth.</p>

**(i) Share classes**

The Merging Share Classes will merge into the corresponding share classes of the Receiving Sub-Fund

Merging Share Classes	Receiving Sub-Fund
Class AFER Climat	Class AFER Climat
Class K	Class K
Class A	Class A

The characteristics of the Merging Share Classes against the characteristics of the share classes of the Receiving Sub-Fund are further detailed in the table below.

	<b>Class AFER Climat of the Merging Sub-Fund</b>	<b>Class AFER Climat of the Receiving Sub-Fund</b>
<b>Currency</b>	EUR	EUR
<b>ISIN</b>	LU2216001268	LU2216001268
<b>Distribution policy</b>	Distribution (flex)*	Distribution (flex)*
<b>Entry charge</b>	Up to 4.00%	Up to 4.00%
<b>Switching charge</b>	Up to 1.00%	Up to 1.00%
<b>Exit charge</b>	None	None
<b>Management fee</b>	1.15%	1.15%
<b>Distribution fee</b>	None	None
<b>Performance fee</b>	None	None
<b>Ongoing charges</b>	1.40%	1.40%
<b>Minimum initial / holding investment amount</b>	None	None
<b>Minimum additional investment amount</b>	None	None

\* Dividends will be declared for an amount and in a frequency as decided by the management company of the Merging Company.

	<b>Class K of the Merging Sub-Fund</b>	<b>Class K of the Receiving Sub-Fund</b>
<b>Currency</b>	EUR	EUR
<b>ISIN</b>	LU1985004966	LU1985004966
<b>Distribution policy</b>	Accumulation	Accumulation
<b>Entry charge</b>	Up to 5.00%	Up to 5.00%
<b>Switching charge</b>	Up to 1.00%	Up to 1.00%
<b>Exit charge</b>	None	None
<b>Management fee</b>	Up to 0.75%	Up to 0.50%
<b>Distribution fee</b>	None	None
<b>Performance fee</b>	None	None
<b>Ongoing charges</b>	0.43%	0.43%
<b>Minimum initial / holding investment amount</b>	EUR 750,000.- or equivalent	EUR 750,000.- or equivalent
<b>Minimum additional investment amount</b>	None	None

	<b>Class A of the Merging Sub-Fund</b>	<b>Class A of the Receiving Sub-Fund</b>
<b>Currency</b>	EUR	EUR
<b>ISIN</b>	LU1985004537	LU1985004537
<b>Distribution policy</b>	Accumulation	Accumulation
<b>Entry charge</b>	Up to 5.00%	Up to 5.00%
<b>Switching charge</b>	Up to 1.00%	Up to 1.00%
<b>Exit charge</b>	None	None
<b>Management fee</b>	Up to 1.50%	Up to 1.50%
<b>Distribution fee</b>	None	None



	<b>Class A of the Merging Sub-Fund</b>	<b>Class A of the Receiving Sub-Fund</b>
<b>Performance fee</b>	None	None
<b>Ongoing charges</b>	1.75%	1.75%
<b>Minimum initial / holding investment amount</b>	None	None
<b>Minimum additional investment amount</b>	None	None

**(j) Subscription, redemption, and conversion**

	<b>Merging Sub-Fund</b>	<b>Receiving Sub-Fund</b>
<b>Subscription</b>		
<b>Dealing day</b>	Orders to buy, switch and redeem Shares are processed each Business Day	Any Valuation Day on which subscription, redemption or conversion requests are accepted by the company
<b>Cut-off</b>	Orders received and accepted by the Registrar and Transfer Agent by 13:00 CET on a Dealing Day will be processed that day	Applications for Shares received by the company up to 12.00 CET on any Dealing Day, will if accepted, be dealt at the price fixed by reference to the Net Asset Value per Share of the relevant class calculated on the following Valuation Day on the basis of the last available price being the closing price of the Dealing Day
<b>Settlement</b>	The settlement period for subscriptions in the Sub-Fund is three (3) business days after the Dealing Day on which the Sub-Fund processed the transaction	Settlement for any application must be made within two (2) Business Days following the applicable Dealing Day
<b>Redemption</b>		
<b>Dealing day</b>	Orders to buy, switch and redeem Shares are processed each Business Day	Any Valuation Day on which subscription, redemption or conversion requests are accepted by the company

	Merging Sub-Fund	Receiving Sub-Fund
<b>Cut-off</b>	Orders received and accepted by the Registrar and Transfer Agent by 13:00 CET on a Dealing Day will be processed that day	Requests for redemptions received by the company up to 12.00 CET on any Dealing Day, will if accepted, be dealt with at the price fixed by reference to the Net Asset Value per Share of the relevant class calculated on the following Valuation Day on the basis of the last available price being the closing price of the Dealing Day
<b>Settlement</b>	Payment will be sent within three Business Days after the Dealing Day on which the Sub-Fund processed the transaction	The redemption proceeds will normally be paid within two (2) Business Days following the Dealing Day
<b>Conversion</b>		
<b>Dealing day</b>	Orders to buy, switch and redeem Shares are processed each Business Day	Any Valuation Day on which subscription, redemption or conversion requests are accepted by the company
<b>Cut-off</b>	Orders received and accepted by the Registrar and Transfer Agent by 13:00 CET on a Dealing Day will be processed that day	Requests for conversion received by the company up to 12.00 CET on any Dealing Day, will if accepted, be dealt with at the price fixed by reference to the Net Asset Value per Share of the relevant class calculated on the following Valuation Day on the basis of the last available price is the closing price of the Dealing Day

**(k) Structure of the Merging Entities**

	Merging Company	Receiving Company
<b>Legal form</b>	<i>Investment company with variable capital (société d'investissement à capital variable) incorporated as a Société anonyme</i>	<i>Investment company with variable capital (société d'investissement à capital variable) incorporated as a Société anonyme</i>
<b>National competent authority</b>	CSSF	CSSF
<b>Applicable law</b>	Part I of the 2010 Law	Part I of the 2010 Law
<b>Management company</b>	Aviva Investors Luxembourg S.A.	OFI LUX
<b>Investment manager</b>	Aviva Investors Global	Abeille Asset Management

	<b>Merging Company</b>	<b>Receiving Company</b>
	Services Limited (AIGSL)	
<b>Depository bank, administrator, and listing agent</b>	J.P. Morgan SE, Luxembourg Branch	J.P. Morgan SE, Luxembourg Branch
<b>Registrar and transfer agent</b>	RBC Investor Services Bank S.A.	J.P. Morgan SE, Luxembourg Branch
<b>Auditors</b>	PricewaterhouseCoopers, <i>Société coopérative</i>	PricewaterhouseCoopers, <i>Société coopérative</i>

**(I) Rights of shareholders of Merging Share Classes and Receiving Sub-Fund**

The Merging Share Classes and Receiving Sub-Fund are part of, respectively, the Merging Company and the Receiving Company which are both Luxembourg UCITS supervised by the CSSF incorporated as investment companies with variable capital in the form of *sociétés anonymes* and subject to the same laws and regulations. As a consequence, there will be no material difference in the rights of the shareholders in the Merging Share Classes and in the corresponding share classes of the Receiving Sub-Fund.