

## NOTICE TO SHAREHOLDERS OF AVIVA INVESTORS – NATURAL CAPITAL TRANSITION GLOBAL EQUITY FUND

Luxembourg, 14 February 2023

Dear Shareholder,

We would like to inform you that the Board of Directors of the Fund (the "**Board**") has decided to amend the description of the *Aviva Investors – Natural Capital Transition Global Equity Fund* (the "**Sub-Fund**") as disclosed in the prospectus of the Fund (the "**Prospectus**"). This includes amendments to the investment objective and investment policy, the benchmark name and related disclosures, as well as to the strategy and sustainability disclosures, all as detailed below.

Please also note that the "Asset Selection Model" for the Sub-Fund which was previously included under the "Responsible Investment" section in the general part of the Prospectus has been re-allocated to the Sub-Fund's description section and re-named "Asset Selection Framework". Amendments to this section are also detailed below.

For the avoidance of doubt, these amendments are only for clarification purposes and do not impact the Sub-Fund's asset allocation or risk profile.

### 1. Investment Objective

The current investment objective of the Sub-Fund is the following:

*"Investment Objective*

*To increase the value of the Shareholder's investment over the long term (5 years or more) and to have a positive impact on the transition towards a nature positive economy, by investing in global equities of companies which are deemed to be providing solutions to protect or restore the Earth's natural capital or to reduce human impact on nature, or are transitioning their business models towards a nature positive economy."*

The Board has resolved to amend the investment objective of the Sub-Fund so to read as follows:

*"Investment Objective*

*To increase the value of the Shareholder's investment over the long term (5 years or more) and **aim to have a positive impact on support** the transition towards a nature positive economy, by investing in ~~global~~ equities of companies ~~which~~ **that** are ~~deemed to be~~ providing solutions to ~~protect or restore the Earth's natural capital or to~~ reduce human impact on nature, or ~~are~~ transitioning their business models towards a **more nature positive economy, and by engaging with portfolio companies."***

### 2. Investment Policy

The current investment policy of the Sub-Fund is the following:

*"Investment Policy*

*The Sub-Fund invests at least 90% of total net assets (excluding cash and cash equivalents) in equities and equity-related securities of companies from anywhere in the world (including emerging markets), which meet the Investment Manager's eligibility criteria as described below (the "Core investment"). These*

companies are providing solutions to protect or restore the Earth's natural capital or to reduce human impact on nature, or transitioning their businesses towards a nature positive economy. Recognising that the UN Sustainable Development Goals ("SDGs") are interlinked and targeting specific goals will also likely have a positive impact on others, the Sub-Fund is primarily targeting the following SDGs:

- SDG 15: Life on land
- SDG 14: Life below water
- SDG 12: Responsible consumption and production
- SDG 13: Climate action

In its Core investment the Sub-Fund has two investment sleeves:

- a Solutions sleeve, which allocates to stocks of companies whose goods and services provide solutions to protect or restore the Earth's natural capital or to reduce the human impact on nature;
- a Transition sleeve, which allocates to stocks of companies that are supporting the transition towards a nature positive economy by reducing their negative impact, and, in doing so, better managing their environmental risks and opportunities.

The Sub-Fund's equity and equity-related investments can include ADRs, GDRs, options on equities, exchange-traded warrants, convertible securities and participation certificates 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 may invest in China A-Shares through Shanghai Hong Kong Stock Connect and through Shenzhen Hong Kong Stock Connect."

The Board has resolved to amend the investment policy of the Sub-Fund so to read as follows:

#### *"Investment Policy*

~~The Sub-Fund invests at least 90% of total net assets (excluding cash and cash equivalents~~ **ancillary liquid assets, eligible deposits, money market instruments and money market funds**) in equities and equity-related securities of companies from anywhere in the world (including emerging markets), which meet the Investment Manager's eligibility criteria as described below (the "Core Investment"). ~~These companies are providing solutions to protect or restore the Earth's natural capital or to reduce human impact on nature, or transitioning their businesses towards a nature positive economy. Recognising that the UN Sustainable Development Goals ("SDGs") are interlinked and targeting specific goals will also likely have a positive impact on others, the Sub-Fund is primarily targeting the following SDGs:~~

- ~~SDG 15: Life on land~~
- ~~SDG 14: Life below water~~
- ~~SDG 12: Responsible consumption and production~~
- ~~SDG 13: Climate action~~

**In its Core investment the Sub-Fund has two investment sleeves:**

- a "Solutions" sleeve, which allocates to stocks of companies ~~whose goods~~ **that are deemed to be contributing to the objective by providing products** and services ~~provide solutions to protect or restore the Earth's natural capital or to~~ **that** reduce the human impact on nature;
- a "Transition" sleeve, which allocates to stocks of companies that are ~~supporting the transition towards a nature positive economy~~ **deemed to be contributing to the objective** by reducing their negative impact, and, in doing so, better managing their environmental risks and opportunities.

*The Sub-Fund's equity and equity-related investments can include ADRs, GDRs, options on equities, exchange-traded warrants, convertible securities and participation certificates 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 may invest in China A-Shares through Shanghai Hong Kong Stock Connect and through Shenzhen Hong Kong Stock Connect. (...)*

### 3. Strategy

The current Strategy of the Sub-Fund is the following:

#### *"Strategy*

*The Sub-Fund is actively managed. The Investment Manager believes that the risks and opportunities associated with the consequences of natural capital erosion and the necessary measures to reduce biodiversity loss, regenerate the planet and transform the economy into one that is nature positive are currently mispriced. Therefore, companies which are better managing their impact on nature, present an opportunity to benefit from increases in value over the long term.*

*Companies will be identified as eligible for core investment if they satisfy the "Solutions" or "Transitions" criteria and are not excluded from the core investment universe. Further details on the "Solutions" and "Transitions" criteria can be found in the section "Responsible Investment" in the Prospectus.*

*The exclusions policy is designed to ensure no significant harm is caused to natural capital, people or the climate. The Sub-Fund will follow Aviva Investors' sustainable transition exclusion policy which is comprised of three levels of exclusions:*

- *Level 1: Aviva Investors' wide Baseline Exclusions Policy (please refer to section "Responsible Investment" for further details)*
- *Level 2: A set of exclusions that apply across all equity funds in the Sustainable Transition fund range focussing on nature, climate and social related issues. From a natural capital perspective, this includes breaches of environmental principles of the UN Global Compact and companies involved in severe environmental controversies. It also includes exclusions relating to fossil fuels, tobacco and international human and labour rights standards.*
- *Level 3: Exclusions specific to the Sub-Fund which include companies with significant involvement in the production of pesticides and intensive agriculture*

*10% of the value of the Sub-Fund is permitted to be invested in companies that do not meet the level 2 and 3 exclusions criteria, where there is a strong sustainability rationale to include such firms in the Sub-Fund."*

The Board has resolved to amend the Strategy of the Sub-Fund so to read as follows:

#### *"Strategy*

*The Sub-Fund is actively managed. The Investment Manager believes that the risks and opportunities associated with the consequences of natural capital erosion and the necessary measures to reduce biodiversity loss, regenerate the planet and transform the economy into one that is nature positive are currently mispriced. Therefore, companies which are better managing their impact on nature, present an opportunity to benefit from increases in value over the long term.*

***A nature positive economy is one where the loss of nature and biodiversity is reversed so that the health, abundance, diversity and resilience of species and ecosystems recover and improve.***

**Recognising that the UN Sustainable Development Goals ("SDGs") are interlinked and targeting specific goals will also likely have positive outcomes on other SDGs, the Sub-Fund is primarily targeting the following SDGs:**

- **SDG 12: Responsible Consumption and Production**
- **SDG 13: Climate Action**
- **SDG 14: Life Below Water**
- **SDG 15: Life on Land**

~~Companies will be identified as eligible for eCore iInvestment if they satisfy the "Solutions" or "Transition" eligibility criteria and are not excluded from the eCore iInvestment universe. Further details on the "Solutions" and "Transitions" criteria can be found in the section "Responsible Investment" in the Prospectus.~~

~~The exclusions policy Sustainable Transition Equity Exclusion Policy is designed to ensure no significant harm is caused to natural capital, people or the climate. The Sub-Fund will follow Aviva Investors' the Investment Manager's Sustainable Transition Equity Exclusion Policy which is comprised of three levels of exclusion:~~

- ~~Level 1: Aviva Investors' The Investment Manager's wide ESG Baseline Exclusions Policy (please refer to section "Responsible Investment" for further details).~~
- ~~Level 2: A set of exclusions that apply across all equity Sub-funds in the Sustainable Transition fund range focussing on nature, climate, nature and social related issues. From a natural capital perspective, this includes breaches of environmental principles of the UN Global Compact and companies involved in severe environmental controversies. It also includes exclusions relating to fossil fuels, tobacco and international human and labour rights standards.~~
- ~~Level 3: Where relevant, Exclusions specific to the Sub-Fund which include companies with significant involvement in the production of pesticides and intensive agriculture.~~

~~10% of the value of the Sub-Fund is permitted to be invested in companies that do not meet the level 2 and 3 exclusions criteria, where there is a strong sustainability rationale to include such firms in the Sub-Fund.~~

~~Further information on the sustainable transition exclusion policy can be found within the Pre-Annex II - Pre-contractual Disclosure and on the website <https://www.avivainvestors.com/en-gb/about/responsible-investment/policies-and-documents/>.~~

#### 4. Sustainability Disclosures

The current Sustainability Disclosures of the Sub-Fund are as follows:

##### *"Sustainability Disclosures*

*Environmental, Social & Governance factors (ESG) and Sustainability Risk indicators are integrated into the investment process and are a key determinant based on which companies are selected. This Sub-Fund promotes environmental or social characteristics.*

*The Investment Manager integrates qualitative and quantitative data on adverse sustainability impacts into its investment process. In addition, all investments that are selected as part of the Investment Manager's ESG analysis must follow good governance practices, and not be excluded by the Investment managers ESG Baseline Exclusions Policy.*

Additional information regarding Taxonomy Regulation compliance is available under the section "Taxonomy Regulation Disclosures".

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 under the "Responsible Investment" section of the Prospectus and on the website [www.avivainvestors.com](http://www.avivainvestors.com).

The Board has resolved to amend the Sustainability Disclosures of the Sub-Fund so to read as follows:

#### *"Sustainability Disclosure*

*Environmental, Social & Governance factors (ESG) and Sustainability Risk indicators are integrated into the investment process and are a key determinant based on which companies are selected. This Sub-Fund promotes environmental or social characteristics, **however it does not have a sustainable investment objective. The Sub-Fund has elected to report under the Article 8 disclosure regime of the EU Sustainable Finance Disclosure Regulation ("SFDR"). Refer to the Risk Descriptions section for a description of the manner in which sustainability risks are integrated in the investment decisions and the results of the assessment of the impact of these risks on the returns of the Sub-Fund.***

*The Investment Manager integrates qualitative and quantitative data on adverse sustainability impacts into its investment process. In addition, all investments that are selected as part of the Investment Manager's ESG analysis must follow good governance practices, and not be excluded by the Investment Manager's ESG Baseline Exclusions Policy.*

***The Investment Manager actively engages with companies and uses voting rights with the aim of positively influencing company behaviour and helping to create competitive returns and carry out "macro stewardship" of the broader financial system through engagement with policymakers and regulators to seek correction of material market failures and mitigation of systemic risks.***

Additional information regarding Taxonomy Regulation compliance is available under the section "Taxonomy Regulation Disclosures".

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 under the "Responsible Investment" section of the prospectus and on the website [www.avivainvestors.com](http://www.avivainvestors.com).  
<https://www.avivainvestors.com/en-gb/capabilities/sustainable-finance-disclosure-regulation/>."

## 5. Benchmark

The Benchmark's current disclosures are as follows:

*"Benchmark (performance comparison) MSCI All Countries World Index.*

*The Sub-Fund's performance is compared against the MSCI All Countries World Index (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 sustainability credentials, the Investment Manager will report on the impact of the Sub-Fund including key indicators relevant to the Sub-Fund's strategy.*

*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."*

The Board has resolved to amend the Benchmark disclosures, by notably reflecting the accurate Benchmark's name, the related disclosures to be read as follows:

*"Benchmark (performance comparison) MSCI All Countries World **Net TR** Index.*

*The Sub-Fund's performance is compared against the MSCI All Countries World **Net TR** Index (the "Benchmark" or the "Index"), however the reference benchmark is not aligned with 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 sustainability credentials, the Investment Manager will report on the ~~impact~~ **sustainable outcomes** of the Sub-Fund including key indicators relevant to the Sub-Fund's strategy*

*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~~ **report**."*

## 6. Asset Selection Model

The Sub-Fund's Asset selection Model is currently detailed in the "Responsible Investment" section in the general part of the Prospectus, as follows:

*"Natural Capital Transition fund: Asset Selection Model*

*The Investment Manager's "Solutions" or "Transitions" criteria are described as follows:*

*"Solutions"*

*By using the "Solutions" criteria the Investment Manager will identify a pool of companies eligible for investment by the Sub-Fund, assessed as providing goods and services to provide solutions to protect or restore the Earth's natural capital or to reduce human impact on nature. The Investment Manager will invest across four principle themes aligned with the UN Sustainable Development Goals:*

- 1. Sustainable land*
- 2. Sustainable ocean*
- 3. Circular economy*
- 4. Climate change*

*Using a variety of data sources including the Investment Manager's own research, broker analysis, Vigeo EIRIS and MSCI ESG solutions revenue research, companies will initially be assessed as providing "Solutions" if they derive a significant proportion of their revenue from such themes, or are developing key products/services believed to be critical in protecting or restoring the Earth's natural capital or reducing human impact on nature.*

*Companies meeting these criteria are then subject to additional assessment using the Investment Manager's proprietary analysis which further examines revenue sources by business segment and gauges the strategic importance and growth outlook of the solution products /services. The assessment is refreshed on an ongoing basis.*

*"Transitions"*

By using the "Transitions" criteria the Investment Manager identifies companies that are supporting the transition towards a nature positive economy by reducing their negative impact and, in doing so, better managing their environmental risks and opportunities.

Companies will be assessed as satisfying the "Transitions" criteria using the Investment Manager's proprietary Natural Capital Transition Risk Model. Further details on these elements are described below:

Transition Risk seeks to measure the exposure of a certain company's impact on nature. This in turn provides a strong indication of the environmental risks to the business, which could ultimately impact on performance in the longer term. Aviva Investors' analysis results in the sectors being allocated a Transition Risk rating, ranking as either high, medium or low impact upon natural capital.

For each sector, the Investment Manager then looks at a tailored range of biodiversity-related indicators, which differ by sector depending on the nature of that sector's impacts. The Investment Manager uses a wide range of data sources, supplementing data from our three key research providers with an extensive range of NGO rankings on specific issues, for example deforestation, plastics and sustainable protein.

Companies that are categorised as high and medium impact are subject to higher scrutiny and require stronger management of biodiversity issues in order to be considered for investment by the Sub-Fund."

The Board has resolved to amend the Asset Selection Model disclosures and include such information in the Sub-Fund's description, so to read as follows:

~~"Natural Capital Transition fund: Asset Selection~~ **Framework Model**

The Investment Manager's "Solutions" or "Transitions" **eligibility** criteria are described as follows:

"Solutions"

**By using the "Solutions" criteria the Investment Manager will** identify a pool of companies eligible for investment by the Sub-Fund, assessed as providing **goods-products** and services ~~to provide solutions to protect or restore the Earth's natural capital or to~~ **that** reduce human impact on nature. The Investment Manager will invest across four ~~principle~~ **principal** themes aligned with the UN Sustainable Development Goals:

1. Sustainable land
2. Sustainable ocean
3. Circular economy
4. **The fight against Climate change**

Using a variety of data sources including the Investment Manager's own research, broker analysis, ~~Vigeo EIRIS and~~ **third-party data providers** ~~MSCI ESG solutions revenue research,~~ companies will initially be assessed as providing "Solutions" if they derive ~~a significant proportion~~ **at least 20%** of their revenue from such themes. ~~or are developing key products/services believed to be critical in protecting or restoring the Earth's natural capital or reducing human impact on nature.~~ **The Sub-Fund is also permitted to invest up to 10% of the portfolio in solutions companies with less than 20% revenue from such themes where the Investment Manager believes those companies are developing key products/services believed to be critical in protecting or restoring the Earth's natural capital or reducing human impact on nature producing important and innovative solutions or emerging technologies aligned to the themes above.**

~~Companies meeting these criteria are then subject to additional assessment using the Investment Manager's proprietary analysis which further examines revenue sources by business segment and gauges the strategic importance and growth outlook of the solution products /services. The assessment is refreshed on an ongoing basis.~~

# 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  
(the "Fund")



## *"Transitions"*

*By using the "Transitions" **eligibility** criteria the Investment Manager identifies companies that are supporting the transition towards a nature positive economy by reducing their negative impact and, in doing so, better managing their environmental risks and opportunities.*

*Companies will be assessed as satisfying the "Transitions" **eligibility** criteria using the Investment Manager's proprietary Natural Capital Transition Risk **Framework Model**. ~~Further details on these elements are described below:~~*

*Transition Risk seeks to measure the exposure of a certain company's impact on nature. This in turn provides a strong indication of the environmental risks to the business, which could ultimately impact on performance in the longer term. Aviva Investors' analysis results in the sectors being allocated a Transition Risk rating, ranking as either high, medium or low impact upon natural capital.*

*For each sector, the Investment Manager then looks at a tailored range of ~~biodiversity~~ **natural capital**-related indicators, which differ by sector depending on the nature of that sector's impacts. The Investment Manager uses ~~a wide range of~~ **third-party** data sources, ~~supplementing data from our three key research providers with~~ **which include** an extensive range of NGO rankings on specific issues, for example deforestation, plastics and sustainable protein.*

*Companies that are categorised as high and medium impact are subject to higher scrutiny and require stronger management of biodiversity issues in order to be considered for investment by the Sub-Fund.*

***Further details can be found in the Annex II – Pre-contractual Disclosure."***

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An updated version of the Prospectus dated February 2023 reflecting the changes referred to above will soon be available, free of charge, upon request, at the registered office of the Fund.

Capitalised terms not defined herein shall have the meaning given to them in the Prospectus of the Fund.

**Should you require further information about the changes mentioned above, please contact the following email address: [csaviva@rbc.com](mailto:csaviva@rbc.com)**

Yours sincerely,

A handwritten signature in black ink that reads "Paula Concordea".

**Paula Concordea**  
**On behalf of the Board of Directors**