ABN AMRO Funds

Société d'Investissement à Capital Variable

Registered office: 49, avenue J.F. Kennedy, L-1855 Luxembourg

R.C.S. Luxembourg: B 78.762

(the "**Fund**")

NOTICE TO THE SHAREHOLDERS OF THE SUB-FUNDS "ABN AMRO Funds Fund of Mandates Pacific Equities" AND "ABN AMRO Funds Global ESG Equities" OF THE FUND

You are a shareholder of the Fund, for which ABN AMRO Investment Solutions acts as management company (the "**Management Company**").

The board of directors of the Fund (the "**Board of Directors**") has decided, by resolutions dated **24 May 2024** to proceed to the merger of "ABN AMRO Funds Fund of Mandates Pacific Equities" (the "**Merging Sub-Fund**"), by contribution of all of its assets and liabilities into "ABN AMRO Funds Global ESG Equities" (the "**Receiving Sub-Fund**"), in accordance with the investment policy of the aforementioned sub-funds of the Fund and with the provisions of Article 32 of the articles of incorporation of the Fund and article 1(20)(a) of the Luxembourg law of 17 December 2010 on undertakings for collective investment (the "**Law of 2010**"), as follows:

ABN AMRO Funds Fund of Mandates Pacific Equities			**ABN AMRO Funds Global ESG Equities**	
ISIN code	**Share Class**		**ISIN code**	**Share Class**
LU0321539412	Class A EUR (CAP)	absorbed by	LU0756526744	Class A EUR (CAP)
LU0321538521	Class A USD (CAP)			
LU0756530183	Class C EUR (CAP)	absorbed by	LU0756527049	Class C EUR (CAP)
LU1075916053	Class C USD (CAP)			
LU1670611844	Class D EUR (CAP)	absorbed by	LU1670611174	Class D EUR (CAP)
LU1329513144	Class F EUR (CAP)	absorbed by	LU1329507765	Class F EUR (CAP)

The merger between the Merging Sub-Fund and the Receiving Sub-Fund (the "**Merger**") will become effective on 19 July 2024 (the "**Effective Date**").

Considering the low performance of the Merging Sub-Fund and its subsequent difficulty in increasing its assets under management, the Board of Directors believes that this Merger is in the best interest of the shareholders of both Merging and Receiving Sub-Funds, as this Merger will marginally increase the asset base of the Receiving Sub-Fund and at the same time ensure that the assets of the Merging Sub-Fund are managed more efficiently.

The Receiving Sub-Fund mainly has the same investment objective and invests in similar types of instruments as the Merging Sub-Fund. However, the Merging Sub-Fund invests mainly in strategies based on Pacific equities while the Receiving Sub-Fund invests mainly in worldwide sustainable equities. Moreover, the Merging Sub-Fund is classified as article 6 as per SFDR while the Receiving Sub-Fund is classified as article 8+.

The following table compares the features of and presents the differences (in bold) between the Merging Sub-Fund and the Receiving Sub-Fund as of the date of the Merger. Unless otherwise stated in the below table, only the active classes of shares in scope of the Merger are listed for the Merging Sub-Fund and the Receiving Sub-Fund.

	Merging Sub-Fund **ABN AMRO Funds Fund of Mandates Pacific Equities**	**Receiving Sub-Fund** **ABN AMRO Funds Global ESG Equities**
Investment policy	The sub-fund seeks to provide long term capital appreciation with a diversified and actively managed portfolio of **strategies based on Pacific equities**, without any specific restriction on tracking error. **The sub-fund is actively managed investing in various strategies delegated to several investment managers. The sub-fund allows an allocation between different styles and market cap strategies in the Pacific region. The selection process for these External Investment Managers relies on performance and risk quantitative analysis, a qualitative assessment on 5 axes (management team, research team, philosophy, process and risk management); and on operational due diligence.** The sub-fund invests predominantly in transferable equity securities such as equities, other equity shares such	The sub-fund seeks to provide long-term capital appreciation with a diversified and actively managed portfolio of **worldwide sustainable equities**, without any specific restriction on tracking error. **To select eligible securities, the manager performs both a financial and non-financial analysis, using ESG (Environmental, Social, Governance) criteria in combination with exclusions filters. The portfolio will be composed of issuers that are leading in ESG best-practice.** The sub-fund invests predominantly in transferable equity securities such

	Merging Sub-Fund **ABN AMRO Funds Fund of Mandates Pacific Equities**	Receiving Sub-Fund **ABN AMRO Funds Global ESG Equities**
	as co-operative shares and participation certificates issued by, or warrants on transferable equity securities of, companies which are **domiciled in or exercise the predominant part of their economic activity in the Pacific region**. The minimum asset allocation in such securities on a consolidated basis (direct and indirect investments) will be of 60% of the sub-fund's net assets. Moreover, the minimum sub-fund's investment in equity securities will be of 75% of the sub-fund's net assets. **The sub-fund may invest up to 10% of its net assets into Chinese equities (A-shares), denominated in CNH and that are listed on the Hong Kong Stock Exchange, via the Shanghai-Hong Kong and Shenzhen Stock Connect.** The sub-fund may invest for maximum 10% of its net assets in funds that have been selected in accordance with a number of qualitative and quantitative criteria. The qualitative analysis assesses the stability and strength of the investment manager, as well as its investment process and philosophy. The quantitative selection process aims to select only funds with proven risk-adjusted performance. Investments in debt securities will not exceed **15%** of its net assets. The sub-fund may invest up to 20% in bank deposits at sight, including cash held in current accounts with a bank accessible at any time.	as equities, other equity shares such as co-operative shares and participation certificates issued by, or warrants on transferable equity securities of, companies which are **located worldwide**. The minimum asset allocation in such securities on a consolidated basis (direct and indirect investments) will be of 60% of the sub-fund's net assets. Moreover, the minimum sub-fund's investment in equity securities will be of 75% of the sub-fund's net assets. **The sub-fund may invest up to 10% of its net assets into Emerging Markets, including Chinese equities (A-shares).** The sub-fund may invest for maximum 10% of its net assets in funds that have been selected in accordance with a number of qualitative and quantitative criteria. The qualitative analysis assesses the stability and strength of the investment manager, as well as its investment process and philosophy. The quantitative selection process aims to select only funds with proven risk-adjusted performance. Investments in debt securities do not exceed **10%** of its net assets. The sub-fund may invest up to 20% in bank deposits at sight, including cash held in current accounts with a bank accessible at any time. **The sub-fund promotes environmental and social characteristics and qualifies as an investment product in accordance with article 8(1) of Regulation (EU) 2019/2088 on sustainability related**

	Merging Sub-Fund **ABN AMRO Funds Fund of Mandates Pacific Equities**	**Receiving Sub-Fund** **ABN AMRO Funds Global ESG Equities**
	As part of the ManCo Environmental, Social and Governance approach, and in compliance with UN PRI principles the sub-fund excludes direct investments in securities issued by companies involved in highly controversial activities (such as tobacco production, controversial weapons production) and/or in severe breach with the UN Global Compact principles.	**disclosures in the financial services sector.** **The extra-financial analysis covers at least 90% of the portfolio. The manager uses a selective approach that screens out at least 20% of the investment universe.** **As part of the Management Company's Sustainable Investment Policy the sub-fund complies with the sets of exclusions applying to article 8+ investment product.** **The sub-fund may seek to minimize the exposure to currency fluctuations by hedging currency risk through financial derivative instruments as described in Appendix 2 of the full prospectus.** **The sub-fund may recourse to non-complex positions on derivative financial instruments or to derivative financial instruments used for hedging purposes only.** The sub-fund may seek to minimize the exposure to currency fluctuations by hedging currency risk through financial derivative instruments as described in Appendix 2 of the full prospectus. The sub-fund may recourse to non-complex positions on derivative financial instruments or to derivative financial instruments used for hedging purposes only.
	The sub-fund is actively managed and is compared to the Reference Portfolio as described in Appendix 2 for performance and risk level indicator purposes. However, the reference to this Reference Portfolio does not constitute any objective or	This sub-fund is actively managed and is compared to the Reference Portfolio as described in Appendix 2 for performance and risk level indicator purposes. However, the reference to this Reference Portfolio does not constitute any objective or

	Merging Sub-Fund **ABN AMRO Funds Fund of Mandates Pacific Equities**	Receiving Sub-Fund **ABN AMRO Funds Global ESG Equities**
	limitation in the management and composition of the portfolio and the sub-fund does not restrain its universe to the Reference Portfolio's components. Therefore, returns may deviate materially from the performance of the Reference Portfolio. **Choice of the underlying strategies and composition of the portfolio are not defined or restricted by the components of the Reference Portfolio. The manager will not seek to limit the level of deviation of the portfolio in regards to the Reference Portfolio but due to the sub-fund combining multiple active strategies on a discretionary basis, the risk and return profile of the sub-fund will be comparable to the Reference Portfolio. The expected return of deviation between the fund and the Reference Portfolio (the tracking error) of the sub-fund will be moderate.**	limitation in the management and composition of the portfolio and the sub-fund does not restrain its universe to the Reference Portfolio's components. **The calculation method of the Reference Portfolio can be found on the following website: www.msci.com.** **The Reference Portfolio does not evaluate or include its constituents on the basis of environmental and/or social characteristics and is therefore not aligned with the ESG characteristics promoted by the sub-fund.** Therefore, returns may deviate materially from the performance of the Reference Portfolio.
Reference portfolio	**MSCI Pacific TR Net**	**MSCI World TR Net**
Reference currency of the Sub-Fund	**USD**	**EUR**

	Merging Sub-Fund ABN AMRO Funds Fund of Mandates Pacific Equities	Receiving Sub-Fund ABN AMRO Funds Global ESG Equities
Classes of Shares	Class A EUR (CAP) (LU0321539412) Class A USD (CAP) (LU0321538521) Class C EUR (CAP) (LU0756530183) Class C USD (CAP) (LU1075916053) Class D EUR (CAP) (LU1670611844) Class F EUR (CAP) (LU1329513144)	Class A EUR (CAP) (LU0756526744) Class C EUR (CAP) (LU0756527049) Class D EUR (CAP) (LU1670611174) Class F EUR (CAP) (LU1329507765)
SRI	Class A EUR (CAP): 4 Class A USD (CAP): 4 Class C EUR (CAP): 4 Class C USD (CAP): 4 Class D EUR (CAP): 4 Class F EUR (CAP): 4	Class A EUR (CAP): 4 Class C EUR (CAP): 4 Class D EUR (CAP): 4 Class F EUR (CAP): 4
Max. Subscription Fee	Class A EUR (CAP): 5% Class A USD (CAP): 5% Class C EUR (CAP): 5% Class C USD (CAP): 5% Class D EUR (CAP): 5% Class F EUR (CAP): 5%	Class A EUR (CAP): 5% Class C EUR (CAP): 5% Class D EUR (CAP): 5% Class F EUR (CAP): 5%
Max. Redemption Fee	Class A EUR (CAP): 1% Class A USD (CAP): 1% Class C EUR (CAP): 1% Class C USD (CAP): 1% Class D EUR (CAP): 1% Class F EUR (CAP): 1%	Class A EUR (CAP): 1% Class C EUR (CAP): 1% Class D EUR (CAP): 1% Class F EUR (CAP): 1%
Max. Conversion Fee	Class A EUR (CAP): 1% Class A USD (CAP): 1% Class C EUR (CAP): 1% Class C USD (CAP): 1% Class D EUR (CAP): 1% Class F EUR (CAP): 1%	Class A EUR (CAP): 1% Class C EUR (CAP): 1% Class D EUR (CAP): 1% Class F EUR (CAP): 1%
Max. Management Fee	Class A EUR (CAP): **2%** Class A USD (CAP): **2%** Class C EUR (CAP): **1.10%** Class C USD (CAP): **1.10%** Class D EUR (CAP): **1.10%** Class F EUR (CAP): **1.10%**	Class A EUR (CAP): **1.50%** Class C EUR (CAP): **0.85%** Class D EUR (CAP): **0.50%** Class F EUR (CAP): **0.85%**
Max. Other fees	Class A EUR (CAP): **0.25%** Class A USD (CAP): **0.25%** Class C EUR (CAP): **0.25%** Class C USD (CAP): **0.25%** Class D EUR (CAP): **0.25%**	Class A EUR (CAP): **0.18%** Class C EUR (CAP): **0.18%** Class D EUR (CAP): **0.18%** Class F EUR (CAP): **0.18%**

	<u>**Merging Sub-Fund**</u> **ABN AMRO Funds Fund of Mandates Pacific Equities**	<u>**Receiving Sub-Fund**</u> **ABN AMRO Funds Global ESG Equities**
	Class F EUR (CAP): **0.25%**	
On-going charges figures	Class A EUR (CAP): 1.96% Class A USD (CAP): 1.96% Class C EUR (CAP): 1.02% Class C USD (CAP): 1.01% Class D EUR (CAP): 1.11% Class F EUR (CAP): 1.07%	Class A EUR (CAP): 1.51% Class C EUR (CAP): 0.86% Class D EUR (CAP): 0.63% Class F EUR (CAP): 0.82%
Centralisation of orders	16:00 CET on the day preceding the NAV Valuation Day (D-1)	16:00 CET on the day preceding the NAV Valuation Day (D-1)
Investment manager	**ABN AMRO Investment Solutions**	**ABN AMRO Investment Solutions**

All features of the Receiving Sub-Fund will remain identical after the Effective Date and there will be no material impact of this Merger on the shareholders of the Receiving Sub-Fund. However, as in any merger operation, possible dilution in performance may arise. Furthermore, the Merger shall not affect the management of the Receiving Sub-Fund's portfolio.

Assets which will be held by the Merging Sub-Fund at the time of the Merger will comply with the investment objective and policy of the Receiving Sub-Fund; in this context, the portfolios of the Merging Sub-Fund and Receiving Sub-Fund may be rebalanced before and/or after the Merger, to ease the Merger process where appropriate.

All costs related to the above Merger, including rebalancing fees, will be borne by the Management Company.

Shareholders are recommended to seek full information in their country of origin, place of residence or domicile on the possible tax consequences associated with the Merger.

On 19 July 2024, the Receiving Sub-Fund will allocate to each shareholder in the Merging Sub-Fund a total number of shares of the same class, rounded to the nearest hundredth of a share. This total number of shares shall be calculated by multiplying the number of shares each shareholder holds in the Merging Sub-Fund by the exchange ratio, as described hereafter. The shareholders of the Merging Sub-Fund will therefore be able to exercise their shareholder rights in the Receiving Sub-Fund as from 19 July 2024.

The exchange ratio will be calculated on 19 July 2024 by dividing the net asset value per share of the relevant class in the Merging Sub-Fund calculated on 19 July 2024 by the net asset value per share of the same class in the Receiving Sub-Fund calculated on the same day, based on the valuation of the underlying assets having taken place on 18 July 2024.

The accrued income in the Merging Sub-Fund will be transferred in the Receiving Sub-Fund. All share-classes will be treated equally. Any additional costs that may arise in that process will be borne by the Management Company to preserve the initially accumulated amounts.

Subscriptions in and/or conversions into the Merging Sub-Fund will not be accepted as from 10 July 2024 at 4:00 pm (Luxembourg time). The Merger will have no impact on subscriptions, conversions and redemptions made in the Receiving Sub-Fund.

PricewaterhouseCoopers, Société coopérative has been appointed by the Board of Directors of the Fund as the independent auditor in charge of preparing a report validating the conditions foreseen in Article 71 (1), items a) to c) of the Law of 2010 for the purpose of this Merger.

Rights of the shareholders

The shareholders of the Merging Sub-Fund will therefore be able to exercise their shareholder rights in the Receiving Sub-Fund as from 19 July 2024.

As from 7 June 2024 at 4:00 pm (Luxembourg time), shareholders of the Merging Sub-Fund who do not approve of the Merger will have the possibility to redeem or convert their shares free of charge until 8 July 2024 at 4:00 pm (Luxembourg time). Investors wishing to subscribe or convert to shares of the Merging Sub-Fund during this period will be notified of the Merger by way of a notice.

Redemption or conversion requests shall be addressed to the Fund's Transfer Agent (State Street Bank International GmbH, Luxembourg Branch).

In order to facilitate the completion of the merger, the Merging Sub-Fund will suspend the issuance, the conversion and the redemption of the shares from 10 July 2024 at 4:00 pm (Luxembourg time).

The following documents are made available free of charge to the shareholders at the registered office of the Fund and at the local distributor branches:

- the common terms of Merger;
- the latest version of the Prospectus of the Fund;
- the latest version of the Key Information Documents (the "**KIDs**") of the Receiving Sub-Fund;
- the latest audited financial statements of the Fund;
- the report prepared by the independent auditor appointed by the Fund to validate the conditions foreseen in Article 71 (1), items (a) to (c) of the Law of 2010 in relation to the Merger;
- the certificate related to the Merger issued by the depositary of the Fund in compliance with Article 70 of the Law of 2010.

The shareholders also have the right to obtain additional information on the said Merger upon request at the registered office of the Fund.

The shareholders of the Merging Sub-Fund should read the KID of the absorbing share categories of the Receiving Sub-Fund carefully and pay particular attention to the investment policy, the SRI level, the past performances and the charges in order to make an informed decision.

Luxembourg, 7 June 2024

The Board of Directors