

UBAM

S I C A V

287-289 route d'Arlon, L-1150 LUXEMBOURG
R.C. Luxembourg N° B 35 412

NOTICE TO THE SHAREHOLDERS OF UBAM - EMERGING MARKET CORPORATE BOND and UBAM - EM SUSTAINABLE CORPORATE BOND

Luxembourg, May 7, 2020

Dear Shareholders,

The Board of Directors of UBAM informs you of the decision taken by circular resolution, i.e.:

The UBAM - EMERGING MARKET CORPORATE BOND sub-fund (the "Absorbed Sub-fund") will merge at 12:00 p.m. on 8th June 2020 with the UBAM - EM SUSTAINABLE CORPORATE BOND sub-fund (the "Absorbing Sub-fund") of UBAM, the latter absorbing the former in accordance with the type of merger described in article 1 point 20 a) of the law of 17th December 2010.

This merger is motivated by the fact that with the recent investment policy change of the Absorbing Sub-fund, the latter has now a similar investment policy to the Absorbed Sub-fund's, but includes the sustainable aspects which are sought after by investors and should lead to better long-term performance.

The Absorbing Sub-fund has the same SRRI (3) as those of the Absorbed Sub-fund with lower management fees and ongoing charges (except for the Absorbed Sub-fund's performance fee share classes).

The merger will become effective on 8th June 2020 at 12:00 p.m.

The investment policies and objectives of the Absorbing and the Absorbed Sub-funds are differentiated as follows:

UBAM - EMERGING MARKET CORPORATE BOND	UBAM - EM SUSTAINABLE CORPORATE BOND
<p>Sub-fund denominated in USD and which invests its net assets primarily in fixed or variable-rate bonds issued by:</p> <ul style="list-style-type: none">- companies domiciled in emerging countries, or- companies in any countries but with an underlying instrument directly or indirectly linked to emerging countries, or- companies whose risks are directly or indirectly linked to emerging countries.	<p>Sub-fund denominated in USD and which invests its net assets primarily in fixed or variable-rate bonds whose issuer:</p> <ul style="list-style-type: none">- carries, at the issue or issuer level, at least a rating of minimum of B- (Fitch or S&P) or B3 (Moody's). As an exception to this rule:<ul style="list-style-type: none">• up to 15% of the net assets can be invested in bonds with a rating below B- (Fitch or S&P) or B3 (Moody's) or an equivalent rating by another rating agency, and• up to 15% of the net assets can be invested in non-rated bonds.- carries an ESG rating from MSCI ESG Research with a minimum of BB and does not carry a Red controversy flag by MSCI ESG Research; As an exception to this rule, up to 5% of the net assets can be

The sub-fund's investments will mainly be in the currencies of OECD countries. On an ancillary basis, the sub-fund's net assets may be invested *inter alia* in:

- bonds issued by issuers not connected to emerging countries, or
- bonds denominated in other currencies.

As an exception to the general rule applicable to bond sub-funds, this sub-fund will be able to invest up to 100% of its net assets in High Yield products and/or transferable securities of emerging countries and up to 20% in Contingent Convertible bonds. The exposure to High Yield and emerging countries can be increased up to 120% through derivatives.

The net asset value is expressed in USD.

Standard investor profile: this sub-fund is suitable for investors who need a well-diversified bond allocation in their portfolio, but with a high risk profile due to high volatility linked to emerging markets. Investors should have experience in volatile products and financial markets, and, more specifically, those markets relating to emerging countries. They should have a minimum investment horizon of 3 years and should be able to accept significant losses.

- Risk calculation: absolute VaR approach
- Leverage calculation methodology: sum of the notionals
- Expected leverage: 250%. Please note that depending on market conditions the leverage level could be higher.

invested in bonds without MSCI ESG Research rating. For the bonds without MSCI ESG Research rating, the ESG analysis has to be conducted by the Investment Manager.

- is a company domiciled in emerging countries, or;
- is a company domiciled in any country but with an underlying instrument directly or indirectly linked to emerging countries, or;
- is a company whose risks are directly or indirectly linked to emerging countries.

The sub-fund's investments currencies will be mainly those of OECD countries.

For investments denominated in a currency other than the USD, foreign exchange risks will be largely hedged

On an ancillary basis, the sub-fund's net assets may be invested *inter alia* in:

- bonds issued or guaranteed by sovereign issuers from emerging countries,
- Contingent Convertible bonds up to 20%

As an exception to the general rule applicable to bond sub-funds, this sub-fund will be able to invest up to 100% of its net assets in transferable securities of emerging countries. The exposure to emerging countries can be increased up to 120% through derivatives.

The net asset value is expressed in USD.

Standard investor profile: this sub-fund is suitable for investors who need a well-diversified bond allocation in their portfolio, but with a high risk profile due to high volatility linked to emerging markets. Investors should have experience in volatile products and financial markets, and, more specifically, those markets relating to emerging countries. They should have a minimum investment horizon of 3 years and should be able to accept significant losses.

- Risk calculation: absolute VaR approach
- Leverage calculation methodology: sum of the notionals
- Expected leverage: 200%. Please note that depending on market conditions the leverage level could be higher.

The management fees are mentioned in the below table.

The shareholders of the Absorbed Sub-fund will receive shares of the Absorbing Sub-fund of the same Type and having the closest characteristics possible (currency, capitalisation, distribution) as the shares held in the Absorbed Sub-fund, as shown in the below table:

Absorbed Sub-fund				Absorbing Sub-fund			
UBAM - Emerging Market Corporate Bond				UBAM - EM Sustainable Corporate Bond			
ISIN	Class	Applicable Management fee	Ongoing charges	ISIN	Class	Applicable Management fee	Ongoing charges
LU0520928416	AC USD	1.50%	2.10%	LU1668157388	AC USD	1.30%	1.92%
LU0520928507	AD USD	1.50%	2.10%	LU1668157461	AD USD	1.30%	1.92% (a)
LU0520929653	AHC EUR	1.50%	2.10%	LU1668157545	AHC EUR	1.30%	1.92% (a)
LU0520929737	AHD EUR	1.50%	2.10%	LU1668157628	AHD EUR	1.30%	1.92%
LU0520930404	AHC CHF	1.50%	2.10%	LU1668157891	AHC CHF	1.30%	1.92%
LU0520928689	APC USD (b)	0.825%	1.43%	LU1668157388	AC USD	1.30%	1.92%
LU0520929810	APHC EUR (b)	0.825%	1.43%	LU1668157545	AHC EUR	1.30%	1.92% (a)
LU0520930669	APHC CHF (b)	0.825%	1.43%	LU1668157891	AHC CHF	1.30%	1.92%
LU0520928846	IC USD	0.75%	1.16%	LU1668159244	IC USD	0.65%	1.09%
LU0520928929	ID USD	0.75%	1.16%	LU1668159327	ID USD	0.65%	1.09% (a)
LU0520930073	IHC EUR	0.75%	1.16%	LU1668159590	IHC EUR	0.65%	1.09%
LU0520930826	IHC CHF	0.75%	1.16%	LU1668159756	IHC CHF	0.65%	1.09%(a)
LU0520929141	IPC USD (b)	0.50%	0.92%	LU1668159244	IC USD	0.65%	1.09%
LU0520930230	IPHC EUR (b)	0.50%	0.91%	LU1668159590	IHC EUR	0.65%	1.09%
LU0520930313	IPHD EUR (b)	0.50%	0.92%	LU1668159673	IHD EUR	0.65%	1.09%

(a) These share classes being presently inactive, this number is an estimate

(b) The Absorbed Sub-fund's "P" share classes include a performance fee of 20% above a 7% hurdle rate. No performance fees share classes exist in the Absorbing Sub-fund.

The Absorbed Sub-fund includes a performance fee whereas no performance fee exists in the Absorbing Sub-fund. For the Absorbed Sub-fund's shareholders, the performance fee calculation will stop on the merger date. Until the merger date, the performance fee for the Absorbed Sub-fund's performance fee share classes will be calculated and provisions will be recorded at each valuation date when applicable (if the net return of the Absorbed Sub-fund is positive and higher than the minimum return rate). At the merger date, the accrued performance fee (if any) will be paid to the Investment Manager. Under no circumstances will the performance fee have an impact on the Absorbing Sub-fund.

The other fees charged to the Absorbing Sub-fund are identical to those applied to the Absorbed Sub-fund.

Part of the Absorbed Sub-fund's assets will be transferred on the date on which the below mentioned exchange ratio will be calculated whereas part (not compliant with the Absorbing Sub-fund's investment policy) will be sold on the same date. The fees regarding said sales will be supported by the Absorbed Sub-fund.

The contribution of the assets of the Absorbed Sub-fund being done in compliance with the investment policy of the Absorbing Sub-fund, the merger will have no negative impact on the performance and the composition of the Absorbing Sub-fund's portfolio.

Absorbed Sub-fund (all share classes) UBAM - Emerging Market Corporate Bond	Absorbing Sub-fund (all share classes) UBAM - EM Sustainable Corporate Bond
SRI	SRI
3	3

UBAM - EMERGING MARKET CORPORATE BOND and UBAM - EM SUSTAINABLE CORPORATE BOND being 2 sub-funds of the same legal entity, their taxation is identical. The shareholders are however advised to seek information on the potential impact the planned merger may have on their personal taxation.

The cost of this merger will be borne by UBP Asset Management (Europe) S.A., Luxembourg.

As from the date of this notification and until the carrying out of the merger decision, (i) no shares of UBAM - EMERGING MARKET CORPORATE BOND will be issued but (ii) it shall continue to buy back its shares.

Shareholders of both the Absorbed Sub-fund and the Absorbing Sub-fund who do not agree with the merger can ask for the redemption of their shares free of charge until 1pm on 8th June 2020.

Shareholders of UBAM - EMERGING MARKET CORPORATE BOND who have not requested the redemption of their shares by 1pm on 8th June 2020 will be allocated corresponding UBAM - EM SUSTAINABLE CORPORATE BOND shares according to the above table.

The calculation of the exchange ratio will be made on 9th June 2020 by dividing the net asset value (NAV) per share of the Absorbed Sub-fund dated 8th June 2020 by the NAV of the corresponding share class of the Absorbing Sub-fund dated 8th June 2020. The calculation of the exchange ratio will be checked by the auditors of UBAM.

The prospectus, the Key Investor Information Documents (KIIDs) as well as the last periodic reports of UBAM will be available free of charge for all investors at the registered office of UBAM, 287-289, route d'Arlon, L-1150 Luxembourg, Grand-Duchy of Luxembourg as well as on the website of UBP (www.ubp.com). A copy of the auditor's report on the merger as well as all additional information will be available at the registered office of UBAM. The Key Investor Information Documents (KIIDs) of the Absorbing Sub-fund are also attached to the present notice.

The Board of Directors of UBAM

Encl : Absorbing share class KIID