
Invesco Funds

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27 February 2024

Shareholder circular:

Invesco Sustainable US Structured Equity Fund

IMPORTANT: This circular is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your professional adviser/consultant.

Proposed Merger of

Invesco Sustainable US Structured Equity Fund (a sub-fund of Invesco Funds)
into Invesco Sustainable Allocation Fund (a sub-fund of Invesco Funds)

About the information in this circular:

The directors of Invesco Funds (the "Directors") and the management company of Invesco Funds (the "Management Company") are the persons responsible for the accuracy of the information contained in this letter. To the best of the knowledge and belief of the Directors and the Management Company (having taken all reasonable care to ensure that such is the case), the information contained in this letter is, at the date hereof, in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors and the Management Company accept responsibility accordingly.

Unless otherwise defined in this circular, capitalised terms shall have the meanings attributed to them in the prospectus of Invesco Funds (the "Prospectus").

Invesco Funds is regulated by the Commission de Surveillance du Secteur Financier Directors: Peter Carroll, Rene Marston, Timothy Caverly, Andrea Mornato and Fergal Dempsey

Incorporated in Luxembourg No B-34457
VAT No. LU21722969

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Dear Shareholder,

We are writing to you as a Shareholder in Invesco Sustainable US Structured Equity Fund, a sub-fund of Invesco Funds (hereinafter referred to as "Invesco Funds" or the "SICAV").

In this circular, you will find explanations about our proposal to merge:

- Invesco Sustainable US Structured Equity Fund (the "Merging Fund"),
Into:
- Invesco Sustainable Allocation Fund (the "Receiving Fund"),

both sub-funds of the SICAV are authorised by the Commission de Surveillance du Secteur Financier (the "CSSF").

A. Terms of the proposed merger

It has been resolved to proceed with a merger pursuant to article 24 of the Articles of the SICAV and to article 1 (20 a) of the Luxembourg Law of 17 December 2010 relating to collective investment undertakings, as amended from time to time (the "2010 Law"). This involves the transfer of all of the assets and liabilities of the Merging Fund to the Receiving Fund. As a result, Shareholders of the Merging Fund who continue to hold Shares in the Merging Fund on the Effective Date (as defined below) will receive Shares in the Receiving Fund in exchange for their Shares in the Merging Fund. Upon completion of the merger, the Merging Fund shall be dissolved without liquidation on the Effective Date and, consequently, the Merging Fund will cease to exist and its Shares will be cancelled with effect from the Effective Date.

A 1. Background to and rationale for the proposed merger

Invesco Funds is registered with the "Registre de Commerce et des Sociétés" of Luxembourg under Number B34457 and qualifies as an open-ended "société d'investissement à capital variable". Invesco Funds is organised as an umbrella UCITS fund with segregated liability between sub-funds pursuant to the 2010 Law.

The Merging Fund was approved by the CSSF and launched on 28 June 2002 as a sub-fund of Invesco Funds. The Receiving Fund was approved by the CSSF and launched on 12 December 2017 as a sub-fund of Invesco Funds.

The Directors have resolved to merge the Merging Fund with the Receiving Fund as the Directors believe that the Receiving Fund represents a better resourced and positioned product. The investment strategy of the Merging Fund has failed to gain market traction in terms of flows and has faced some performance challenges. In addition, it is anticipated that the proposed merger will retain assets over the longer term in a better positioned product with higher growth potential and lower costs due to economies of scale and with a lower management fee and ongoing costs of the Receiving Fund.

A 2. The expected impact of the proposed merger

In light of the rationale provided above, it is expected that the proposed merger will bring benefits to Shareholders of the Merging Fund should they remain invested in the Receiving Fund over the long term.

In addition to the information below, Appendix 1 to this circular sets out details of the key differences and similarities between the Merging Fund and the Receiving Fund that will be of interest and importance to you. Full details of the Merging Fund and the Receiving Fund are set out in their respective KIDs and the Prospectus.

The Directors recommend that **you consider Appendix 1 carefully.**

The intention is to merge the Shareholders of Share classes in the Merging Fund into Share classes with similar features in the Receiving Fund, with the exception of "B" Shares as outlined below. For the avoidance of doubt, the investment policy is different for the Merging Fund and Receiving Fund (although both the Merging Fund and the Receiving Fund follow a systematic investment approach). There are a few other differences as further detailed in the Appendix 1 below (e.g the base currency, the profile of typical investor, methodology used to calculate the global exposure, expected level of leverage, the benchmark used for comparison purposes). However, the Management Company, the Investment Manager, the key service providers (such as the Depositary, the Administration Agent and the Auditors), types and naming conventions of Share class, the operational features (such as Business Days, Dealing Cut-off Point, Settlement Date, NAV calculation, distribution policy and Reports) and the fee structure (as summarised in this Section A2 below) are the same for the Merging Fund and the Receiving Fund.

Further details of the comparison of the Share classes in the Merging Fund to the corresponding Share classes in the Receiving Fund are also set out the table below and more fully in Appendix 1.

Upon completion of the proposed merger on the Effective Date, Shareholders in the Merging Fund who continue to hold Shares in the Merging Fund on that date will become Shareholders in the relevant Share class of the Receiving Fund with equivalent features, with the exception of "B" Shares (as outlined below). They will hold such Shares on the same terms and conditions as all existing Shareholders of the Receiving Fund in such Share class of the Receiving Fund.

Shareholders' rights

Both the Merging Fund and the Receiving Fund are sub-funds of Invesco Funds, and as such the Shareholders' rights are the same and will remain unchanged.

Investment objective and policy and related risks

Both the Merging Fund and the Receiving Fund follow a systematic investment approach being categorised as article 8 products under the Sustainable Finance Disclosure Regulation (SFDR) as they both promote environmental and social characteristics in their management processes. While the Merging Fund invests in US equities only, the Receiving Fund has a flexible allocation of equities and debt securities globally.

Both the Merging Fund and the Receiving Fund are currently managed by Invesco Asset Management Deutschland GmbH.

The overall risk profile of the Merging Fund and the Receiving Fund are almost the same, however, the Receiving Fund is subject to additional risks relating to debt securities. The Summary Risk Indicator (SRI) disclosed in the Key Information Documents ("KIDs") are currently 4 for the Merging Fund and 3 for the Receiving Fund (on a scale of 1-7).

The relevant or material risk factors applicable to the Merging Fund and to the Receiving Fund are as highlighted in the table of risks below. The table below does not purport to provide a complete explanation of all the risks associated with investment in the Merging Fund and the Receiving Fund, however all relevant or material risks are disclosed and Shareholders are advised to refer to the Prospectus and/or the relevant KIDs for further details of such risk factors.

	Liquidity Risk	Currency Exchange Risk	Portfolio Turnover Risk	Volatility Risk	Equities Risk	Risks associated to quantitative models	Private and Unlisted Equity Risk	Investing in Small Companies	Sector Concentration Risk	Holdings Concentration Risk	Country Concentration Risk	Credit Risk	Interest Rate Risk	Investing in High Yield Bonds/Non-investment Grade Bonds	Investing in Perpetual Bonds	Distressed Securities Risk	Contingent Convertibles Risk	Convertible Bonds Risk	ABS/MBS Risk	Financial Derivative Instruments for Investment Purposes Risk	Dynamic Asset Allocation Risk	Commodities Risk	Emerging Markets Risk	Investment in Russia	Investment in Indian Debt Market Risk	QFI Risks	Stock Connect Risks	Bond Connect Risks	ESG Investment Risk
Invesco Sustainable US Structured Equity Fund				x	x	x					x																		x
Invesco Sustainable Allocation Fund		x		x	x	x						x	x							x	x								x

Portfolio rebalancing exercise

The Investment Manager will ensure that the portfolio of investments of the Merging Fund transferred at the Effective Date are compatible with the investment objective and policy of the Receiving Fund. To this end, a portfolio rebalancing exercise will take place within two (2) weeks before the Effective Date.

The total costs associated with any rebalancing of the underlying investments of the portfolio (primarily dealing and transaction costs) undertaken within two weeks of the Effective Date as part of such rebalancing exercise are reasonably estimated at 13 basis points ("bps") of the Merging Fund's NAV as at the rebalancing date, and shall be borne by the Merging Fund up to a maximum of 20 bps of the Merging Fund's NAV as at the rebalancing date, as it is believed that the proposed merger will provide investors with a fund with improved positioning, higher opportunities to achieve growth over the long term and benefits accruing from increased economies of scale (rebalancing costs above a maximum of 20 bps of the Merging Fund's NAV as at the rebalancing date will be borne by the Management Company).

The basis of this cost estimate is consistent with the methodology utilised by the SICAV in order to mitigate the effect of dilution, as further described under the sub-section named "swing pricing mechanism" in Section 6.2 of the Prospectus. The cost estimate will reflect an approximation of the cost of purchasing or selling the underlying assets of the Merging Fund due to dealing charges, taxes and any bid/offer spread between the buying and selling prices of the underlying assets and may include anticipated fiscal charges.

It should be noted that during the rebalance period and in the two weeks leading up to the Effective Date that the Merging Fund may deviate from, and hence may not be in compliance with, its investment objective and policy. This is due to the fact that the overlap between the Merging Fund and the Receiving Fund is small and the way the Merging Fund and the Receiving Fund are managed is different, which will result in a higher turnover and a different client experience than would otherwise be achieved if the portfolio rebalance exercise did not take place. A portfolio rebalancing exercise is hence necessary to ensure that the portfolio of investments of the Merging Fund transferred at the Effective Date are compatible with the investment objective and policy of the Receiving Fund.

To the extent that the rebalancing costs are borne by the Merging Fund, Shareholders who remain in the Merging Fund during the rebalancing period will be subject to the rebalancing costs.

Please refer to Appendix 1 for detailed disclosure of the investment objective and policy of the Merging Fund and Receiving Fund. For details of the arrangement relating to the expenses incurred in connection with the proposed merger and costs associated with the transfer of the portfolio of the Merging Fund and the Receiving Fund, please refer to Section B2 below.

Fees and expenses of the Share classes of the Merging Fund and corresponding Share classes of the Receiving Fund

The table below summarises the management fees, distribution fees, service agent fees and depositary charges disclosed in the Prospectus as well as the latest ongoing costs figures disclosed in the current KIDs for the Merging Fund and the corresponding Share classes in the Receiving Fund.

Kindly note that Shareholders holding "B" Shares in the Merging Fund will be merged into a "A" Share class as further detailed below. A Contingent Deferred Sales Charge ("CDSC") is levied for redemptions from "B" Shares where such action is taken within 4 years of the date of purchase. "B" Shares are also subject to an annual distribution fee while

"A" Shares are not. As the action being undertaken here is not client driven, any CDSC is being waived and clients will no longer be liable to the annual distribution fee. For further details on the differences between "A" Shares and "B" Shares, please refer to Section 4.1 (Types of Shares) in the Prospectus. In case of redemption or switch prior to the merger, the CDSC will, if applicable, be waived.

Merging Fund						Receiving Fund					
Share class	Management Fee	Annual Distribution Fee	Max Service Agent Fee	Max Depositary Charge	Ongoing costs	Share class	Management Fee	Annual Distribution Fee	Max Service Agent Fee	Max Depositary Charge	Ongoing Costs*
A – EUR hedged (accumulation)	1.00%	N/A	0.40%	0.0075%	1.41%	A – EUR (accumulation)	0.90%	N/A	0.20%	0.0075%	1.20%
A-USD (accumulation)	1.00%	N/A	0.40%	0.0075%	1.41%	A – USD hedged (accumulation)	0.90%	N/A	0.20%	0.0075%	1.20%
B– USD (accumulation)	1.00%	1.00%	0.30%	0.0075%	2.41%	A– USD hedged (accumulation)	0.90%	N/A	0.20%	0.0075%	1.20%
C- EUR hedged (accumulation)	0.60%	N/A	0.30%	0.0075%	1.01%	C- EUR (accumulation)	0.55%	N/A	0.15%	0.0075%	0.80%
C – USD (accumulation)	0.60%	N/A	0.30%	0.0075%	1.01%	C – USD hedged (accumulation)	0.55%	N/A	0.15%	0.0075%	0.80%**
E- EUR (accumulation)	1.50%	N/A	0.40%	0.0075%	1.91%	E- EUR (accumulation)	1.20%	N/A	0.20%	0.0075%	1.50%
R- USD (accumulation)	1.00%	0.70%	0.40%	0.0075%	2.11%	R- USD hedged (accumulation)	0.90%	0.70%	0.20%	0.0075%	1.90%**
Z- EUR hedged (accumulation)	0.50%	N/A	0.30%	0.0075%	0.91%	Z- EUR (accumulation)	0.45%	N/A	0.15%	0.0075%	0.70%
Z- USD (accumulation)	0.50%	N/A	0.30%	0.0075%	0.91%	Z- USD hedged (accumulation)	0.45%	N/A	0.15%	0.0075%	0.70%**

* A discretionary cap on multiple components of the total costs is maintained and will continue for at least 18 months after the Effective Date, at which point it will be reviewed.

** As the share classes were recently launched, the ongoing costs are estimated.

A 3. Valuation of assets and liabilities, calculation of the exchange ratio and exchange of Shares

As a result of the proposed merger, on the Effective Date, the Merging Fund will contribute all of its assets and liabilities, including any accrued income and liabilities to the Receiving Fund. Therefore, Shareholders, who continue to hold Shares in the Merging Fund on the Effective Date, will receive corresponding Shares in the Receiving Fund.

The Merging Fund's assets under management amounted to USD 31.97 million as at 31 December 2023 and those of the Receiving Fund amounted to EUR 56.614 million as at 31 December 2023.

The number of corresponding Shares in the Receiving Fund to be issued to each Shareholder of the Merging Fund who continues to hold Shares in the Merging Fund on the Effective Date will be calculated using an "exchange ratio" on the Effective Date. The "exchange ratio" is the factor expressing how many Shares will be issued in the corresponding Share class of the Receiving Fund for one Share in a Share class of the Merging Fund and will be calculated to six (6) decimal places, utilizing the price of the respective Share class of the Merging Fund divided by the price of the respective Share class of the Receiving Fund to calculate such ratio.

The cancellation of all existing Shares of the Merging Fund and the issue of the corresponding Shares of the Receiving Fund will be performed on the basis of the unrounded NAV of the respective Share classes of the Merging Fund and the Receiving Fund at the Valuation Point on the Effective Date. Please note that the NAV per Share of the Merging Fund and the Receiving Fund on the Effective Date will not necessarily be the same. While the overall value of their holding will be almost identical before and after the Effective Date (any difference being negligible and due to rounding), Shareholders of the Merging Fund who continue to hold Shares in the Merging Fund on the Effective Date may receive a different number of Shares in the Receiving Fund than they had previously held in the Merging Fund.

Please note that in the event the exchange ratio is rounded down, then Shareholders of the Merging Fund will receive Shares with a value that is fractionally less than the value transitioned with Shareholders of the Receiving Fund gaining proportionally. In the event the exchange ratio is rounded up, then Shareholders of the Merging Fund will

receive Shares with a value that is fractionally more than the value transitioned with Shareholders of the Receiving Fund losing proportionally.

In case the application of the relevant exchange ratio does not lead to the issuance of full Shares, the Shareholders of the Merging Fund who continue to hold Shares in the Merging Fund on the Effective Date will receive fractions of Shares, up to three (3) decimal points, within the corresponding Share class of the Receiving Fund, in accordance with the provisions of the Prospectus.

Shareholders subscribing for Shares in the Receiving Fund after the Effective Date and who subscribe for a number of Shares in their application (as opposed to a monetary amount) should note that, due to the difference in NAV per Share between the Merging Fund and the Receiving Fund, the total subscription price payable for such Shares in the Receiving Fund may differ from that which would have been payable in respect of a subscription in the Merging Fund.

On the Effective Date, the valuation of the Merging Fund and the Receiving Fund and, thereafter all future valuations of the Receiving Fund, will be carried out in accordance with the valuation principles as set out in the Prospectus and the Articles of Invesco Funds. For the avoidance of doubt, there is effectively no difference between the valuation principles of the Merging Fund and the Receiving Fund and no impact on Shareholders who continue to hold Shares in the Merging Fund on the Effective Date arising from the adoption of valuation principles applicable to the Receiving Fund.

If you have not redeemed/switched your Shares in the Merging Fund prior to the Effective Date, the Registrar and Transfer Agent will issue you a written confirmation after the Effective Date with details of the exchange ratio applied, as well as the number of Shares you received in the corresponding Share class of the Receiving Fund as of the Effective Date as a result of the merger.

No initial charge will be payable on the issue of Shares in the Receiving Fund as part of this proposed merger.

A 4. Proposed Effective Date of the merger

It is expected that the proposed merger will take effect on 12 April 2024, or a later date as may be determined by the Directors which may be up to four (4) weeks later, subject to the prior approval of a later date by the CSSF and immediate notification of same to the Shareholders who continue to hold Shares in the Merging Fund in writing (the "Effective Date").

In the event that the Directors approve a later Effective Date, they may also make such consequential adjustments to the other elements in the timetable of the merger as they consider appropriate.

Please read Appendix 2 to this circular carefully as it sets out a timeline for the merger proposal.

A 5. Rules relating to the transfer of assets and liabilities and treatment of the Merging Fund

As of the Effective Date, the assets and liabilities of the Merging Fund will be transferred to the Receiving Fund and all Shareholders who continue to hold Shares of the Merging Fund at that time, will be entitled to receive Shares in the Receiving Fund in exchange.

As a result, any liabilities accrued that are expected to be paid by the Merging Fund from the Effective Date will pass to the Receiving Fund and will be paid by the Receiving Fund. As the accruals of liabilities are made on a daily basis and are reflected in the daily NAV, such accruals will have no impact on the NAV of the Merging Fund or the Receiving Fund on the Effective Date. All invoices presented before the Effective Date will be paid by the Merging Fund. Based on the best estimate of the Management Company, it is expected that any under/over provision, if applicable, will be immaterial relative to the NAV of the Receiving Fund and will have no material impact on Shareholders who continue to hold Shares in the Merging Fund on the Effective Date.

In addition, from the Effective Date, any exceptional items (e.g. withholding tax reclaims, class actions, etc.) resulting in a payment being made to the Merging Fund will automatically be transferred to the Receiving Fund.

Details of the relevant Share class(es) in the Receiving Fund which you will receive if you elect not to redeem/switch prior to the proposed merger are set out in Appendix 1 to this circular. As mentioned in Section A2, the intention is to merge the Shareholders in the Merging Fund into the exact same Share class in the Receiving Fund, with the exception of "B" Shares as outlined above.

B. Other matters relating to the proposed merger

B 1. Right to subscribe for and/or redeem Shares or switch Shares

The implementation of the merger does not require the approval of the general meeting of Shareholders of the Merging Fund.

If the proposed merger does not suit your requirements, you have the opportunity at any time up to and including 1:00 pm (CET time) on 5 April 2024:

- to redeem your Shares, which will be carried out in accordance with the terms of the Prospectus without any redemption charges, or
- to avail of a free switch* out of the relevant Share class into another Fund of Invesco Funds (subject to the minimum investment amounts and eligibility requirements set out in the Prospectus and authorisation of the particular fund for sale in your jurisdiction). For more information, please do not hesitate to contact the Investor Services Team, on +353 1 439 8100 (option 2), your local agent or your local Invesco office.

For the avoidance of doubt, in the case of redemption of "B" Shares, the CDSC will, if applicable, be waived.

Please note that the redemption will amount to a disposal of your interests in the Merging Fund and may have tax consequences.

If you are in any doubt as to your individual tax position, you should consult your professional advisers.

From 1:00 pm (CET time) on 5 April 2024 to 12 April 2024, both dates inclusive, any dealings (including transfers) in the Merging Fund will be suspended so as to allow the merger process to be completed efficiently.

It should also be noted that as from 16 February 2024, the Fund was closed to new investors in light of the fact that the Fund was intended to be merged. However, existing Shareholders have been and will be able to continue to subscribe, redeem or switch out from the share class of the Fund they are invested in, in accordance with the provisions disclosed in the Prospectus, up to 5 April 2024 as described above.

Once the proposed merger has been completed and you become a Shareholder in the Receiving Fund, you can redeem your Shares in the Receiving Fund, subject to the usual procedures set out in the Prospectus.

No action is required to be taken on the Effective Date by Shareholders who agree to the merger and wish to receive Shares of the Receiving Fund in exchange for their Shares in the Merging Fund as a result of the merger.

The merger will be binding on all the Shareholders of the Merging Fund who have not exercised their right to redeem/switch above within the timeframe set out above.

B 2. Costs

There are no unamortised preliminary expenses in relation to the Merging Fund and the Receiving Fund.

The Management Company will bear the costs associated with the preparation and implementation of the proposed merger including all legal, advisory and administration costs.

Please refer to Section A2 above for the treatment of costs arising from the rebalancing of the portfolio of investments held by the Merging Fund.

The Management Company is not responsible for individual client tax considerations, and you should read Section B3 below or consult your professional adviser if you are in any doubt as to the impact of the proposed merger.

** Although we will not impose any charges in respect of your switching instructions, your bank, distributor or financial adviser may charge you handling, switching and/or transaction fees. You are advised to contact your bank, distributor or financial adviser should you have any questions in this regard.*

B 3. Tax

Shareholders should inform themselves as to the tax implications of the proposed merger. The same applies to the ongoing tax status of the Receiving Fund under the laws of the countries of their nationality, residence, domicile or incorporation.

C. Availability of documents and information about the Receiving Fund

English-language versions of all the KIDs of the Receiving Fund are available free of charge upon request from the registered office of the Management Company or on the website of the Management Company (www.invescomanagementcompany.lu) and where relevant, translations of the KIDs will be available on the Invesco Local Websites, accessible through www.invesco.com. You are advised to read the relevant KIDs so you can make an informed decision about whether to invest.

All relevant KIDs can also be requested from **the Investor Services Team**, on +353 1 439 8100 (option 2).

The Prospectus contains further information about the Receiving Fund. It is available on the website of the Management Company: www.invescomanagementcompany.lu. As required by local laws, you will also find them on the Invesco Local Websites accessible through www.invesco.com.

Copies of the Articles, latest annual and semi-annual Reports and Prospectus of the SICAV are available free of charge upon request:

- from the Management Company at its registered office at 37A Avenue JF Kennedy, L-1855 Luxembourg, or
- from the SICAV at its registered office at Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg, during usual business hours.

In addition, please note that the 2010 Law requires the Depositary of the SICAV to verify certain matters relating to the proposed merger and the independent auditors of the SICAV to validate matters relating to the valuation of the assets and liabilities, the calculation method of the exchange ratio and the actual exchange ratio which are described above. You have the right to obtain a copy of the conformity letter issued by the Depositary and the report prepared by the independent auditor of the SICAV, free of charge, and it can be obtained in the same manner and at the place described in the paragraph above.

D. Further Information

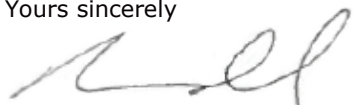
You would like to obtain any additional information in relation to the proposed merger? Please do not hesitate to send your request to the **registered office of the SICAV**, contact the **Investor Services Team**, on +353 1 439 8100 (option 2), or **your local agent or your local Invesco office**.

- **For Shareholders in Germany:** If you are acting as a distributor/institution keeping the securities deposit accounts for shareholders in Germany please be advised you are required to forward this letter to your end clients by durable media. In this case please send the invoice for the reimbursement of costs in English and stating the VAT no. LU24557524 to: Durable Media Department, Invesco Management SA, 37A Avenue JF Kennedy, L-1855 Luxembourg. Please use the BVI format. Further invoicing information can be obtained under durablemediainvoice@invesco.com or per phone under +352 27 17 40 84.
- **For Shareholders in Switzerland:** The Prospectus, the Key Information Documents (KID), the Articles of the SICAV as well as the annual and interim reports of the SICAV may be obtained free of charge from the Swiss representative. Invesco Asset Management (Switzerland) Ltd., Talacker 34, 8001 Zurich, is the Swiss representative and BNP PARIBAS Paris, Zurich branch, Selnaustrasse 16, 8002 Zurich, is the Swiss paying agent.
- **For Shareholders in Italy:** Redemptions requests will be carried out in accordance with the terms of the Prospectus. Shareholders will be able to redeem without any redemption charges other than the intermediation fee applied by the relevant paying agents in Italy, as disclosed in the Annex to the Italian application form in force and available on the website www.invesco.it.

- **For Shareholders in United Kingdom (UK):** Please refer to the Key Investor Information Documents (KIIDs) of the Merging Fund and Receiving Fund which are available on the local UK website in accordance with the UK requirements.

Thank you for taking the time to read this communication.

Yours sincerely



Director
for and on behalf of
Invesco Funds

Acknowledged by



Director
for and on behalf of
Invesco Management S.A

Appendix 1

Key differences and similarities between the Merging Fund and the Receiving Fund

Capitalised terms used in this Appendix to describe the Merging Fund and Receiving Fund shall have the meanings attributed to them in the Prospectus.

This table provides details of the key differences and similarities between the Merging Fund and the Receiving Fund that will be of interest and importance to you. Full details of the Merging Fund and the Receiving Fund are set out in their respective KIDs and the Prospectus. For the avoidance of doubt, the investment policy is different for the Merging Fund and Receiving Fund (although both the Merging Fund and the Receiving Fund follow a systematic investment approach). There are a few other differences as further detailed in the Appendix 1 below (e.g the base currency, the profile of typical investor, methodology used to calculate the global exposure, expected level of leverage, the benchmark used for comparison purposes,). However, the Management Company, the Investment Manager, the key service providers (such as the Depositary, the Administration Agent and the Auditors), types and naming conventions of Share class, the operational features (such as Business Days, Dealing Cut-off Point, Settlement Date, NAV calculation, distribution policy and Reports) and the fee structure (as summarised in Section A2 above) are the same for the Merging Fund and the Receiving Fund.

	The Merging Fund	The Receiving Fund
Name of sub-fund	Invesco Sustainable US Structured Equity Fund	Invesco Sustainable Allocation Fund
Base currency	USD	EUR
Share classes and ISIN codes	A – EUR hedged (accumulation) (LU0367024196) A– USD (accumulation) (LU0149503202) B– USD (accumulation) (LU0149505678) C- EUR hedged (accumulation) (LU0367024279) C- USD (accumulation) (LU0149503897) E- EUR (accumulation) (LU0149505165) R- USD (accumulation) (LU1342488159) Z- EUR hedged (accumulation) (LU1934328599) Z – USD (accumulation) (LU0955862106)	A - EUR (accumulation) (LU1701702372) A - USD hedged (accumulation) (LU2401541888) A - USD hedged (accumulation) (LU2401541888) C- EUR (accumulation) (LU1701702612) C- USD hedged (accumulation) (LU2692274512) E- EUR (accumulation) (LU1701702703) R – USD hedged (accumulation) (LU2692274603) Z- EUR (accumulation) (LU1701704584) Z- USD hedged (accumulation) (LU2692274942)
Management Company	Invesco Management S.A.	Invesco Management S.A.
Investment Manager	Invesco Asset Management Deutschland GmbH	Invesco Asset Management Deutschland GmbH
Investment Sub-Manager	N/A	Invesco Advisers, Inc. and/or Invesco Asset Management Limited.

Investment objective and policy and use of financial derivative instruments	<p>The Fund aims to achieve long-term capital growth.</p> <p>The Fund intends to achieve its objective by investing primarily in a diversified portfolio of equities of large cap companies listed on recognised US stock exchanges, which also have their registered office in the US or are exercising their business activities predominantly in the US and which meet the Fund’s environmental, social and governance (ESG) criteria with a particular focus on environmental issues.</p> <p>For the present purposes “large cap” shall mean companies having a market capitalisation exceeding USD 1 billion.</p> <p>The stock selection follows a highly structured and clearly defined investment process. Quantitative indicators that are available for each stock in the investment universe are analysed and used by the Investment Manager to evaluate the relative attractiveness of each stock. The portfolio is constructed using an optimisation process that takes into account the calculated expected returns of each stock as well as risk control parameters.</p> <p>The Fund’s ESG criteria will be based on a set of screening thresholds (as outlined below and more fully described in the Fund’s sustainability-related disclosures) determined by the Investment Manager from time to time. These criteria will be reviewed and applied on an ongoing basis and integrated as part of the quantitative investment process for stock selection and portfolio construction.</p> <p>The Investment Manager will also use positive screening based on an integrated-best-in-class approach to identify issuers, which in the view of the Investment Manager meet sufficient practice and standards in terms of transition to a lower carbon economy for inclusion in the Fund’s universe, as measured by their ratings relative to their peers using a third party score (as more fully described in the Fund’s sustainability-related disclosures).</p> <p>Screening will also be employed to exclude securities issued by issuers which derive or generate a pre-determined level of revenue or turnover from activities such as (but not limited to) fossil fuel industries, activities related to coal or nuclear power, extraction of tar sands and oil shale, fracking or arctic drilling activities, production of restricted chemicals,</p>	<p>The Fund aims to achieve a positive total return over a market cycle.</p> <p>The Fund seeks to achieve its objective by gaining exposure primarily to a flexible allocation of equities and debt securities globally, which meet the Fund’s environmental, social and governance (ESG) criteria with a particular focus on environmental issues.</p> <p>The Fund’s ESG criteria will be based on a set of screening thresholds (as outlined below and more fully described in the Fund’s sustainability-related disclosures) determined by the Investment Manager from time to time. These criteria will be reviewed and applied on an ongoing basis and integrated as part of the quantitative investment process for stock and bond selection as well as portfolio construction.</p> <p>Screening will also be employed to exclude securities issued by issuers which derive or generate a pre-determined level (as more fully described in the Fund’s sustainability-related disclosures) of revenue or turnover from activities such as (but not limited to) fossil fuel industries, activities related to coal or nuclear power, extraction of tar sands and oil shale, fracking or arctic drilling activities, production of restricted chemicals, activities endangering biodiversity, activities generating pollution, manufacturing or sale of conventional weapons or production and distribution of tobacco. All issuers considered for investment will be</p>
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activities endangering biodiversity, activities generating pollution, manufacturing or sale of conventional weapons or production and distribution of tobacco. All issuers considered for investment will be screened for compliance with, and excluded if they do not meet, UN Global Compact principles. The current exclusion criteria may be updated from time to time.

It is expected that the size of the investment universe of the Fund will be reduced by about 40% to 50% in terms of number of issuers after the application of the above ESG screening.

Up to 30% of the NAV of the Fund may be invested in aggregate in Money Market Instruments, equity and equity related instruments issued by companies or other entities not meeting the primary investment strategy as mentioned above but which will meet the Fund's ESG criteria.

For more information on the Fund's ESG criteria, please refer to Appendix B of the Prospectus where the Fund's pre-contractual information pursuant to Article 8 of SFDR is available.

The Fund may enter into financial derivative instruments for efficient portfolio management and hedging purposes only.

The financial derivative instruments used for efficient portfolio management and hedging purposes may not meet the Fund's ESG criteria.

screened for compliance with, and excluded if they do not meet, UN Global Compact principles. The current exclusion criteria may be updated from time to time.

The Investment Manager will employ a structured and clearly defined investment process and risk overlay, intended to reduce downward risks and volatility.

Within the equity allocation the Investment Manager applies a quantitative approach to evaluate the relative attractiveness of each stock. The portfolio is constructed using an optimisation process that takes into account the calculated expected returns of each stock as well as risk control parameters. The fixed income allocation seeks to generate returns by investing in a diversified portfolio of debt securities, with active management of duration.

The Investment Manager will use positive screening based on an integrated-best-in-class approach to identify companies, which in the view of the Investment Manager meet sufficient practice and standards in terms of their ESG profile for inclusion in the Fund's universe, as measured by their ratings relative to their peers using a third party score (as more fully described in the Fund's sustainability-related disclosures). In order to determine the positive screening, issuers are compared to their peers

within the same sector. Issuers with weaker ratings compared to their peer group are excluded.

The Fund's exposure to debt securities will include government debt. With regards to the ESG screening for government bonds, the Fund uses a variety of indicators to attain the social and environmental characteristics. This includes exclusions based on military spending, energy mix etc as well as assessment with a best-in-class approach on a number of ESG criteria (using indicators from the area of political and social issues, as well as environmental issues, including but not limited to Fundamental Rights and Principles at work conventions, International Human Rights treaties, Paris Agreement, UN Conservation on Biological Diversity, military expenditure and corruption) to determine an overall rating on sovereign issuers for inclusion in the portfolio.

It is expected that the size of the investment universe of the Fund (including both equities and debt securities, whether taken together or considered separately) will be reduced by about 30% to 50% in terms of number of issuers after the application of the above ESG screening.

Up to 30% of the NAV of the Fund may be invested in Money Market Instruments and other Transferable Securities, which will also meet the Fund's criteria on sustainability.

Depending on market conditions and as part of the risk overlay, the Fund may at times be positioned defensively with more than 30% of the NAV in Money Market Instruments and other Transferable Securities, which would be expected to have a low correlation to traditional debt and equity indices.

The Fund's use of derivatives may include derivatives on credit, rates, equities and currencies and may be used to achieve both long and short positions. Such derivatives may include (but are not limited to) credit default swaps, total return swaps, interest rate swaps, currency forwards, futures and options.

Non-Euro denominated investments may be hedged back into Euro at the discretion of the Investment Manager.

For more information on the Fund's ESG criteria, please refer to Appendix B of the Prospectus where the Fund's pre-contractual information pursuant to Article 8 of SFDR is available.

The Fund may enter into financial derivative instruments for efficient portfolio management, hedging purposes and for investment purposes (please refer to the "Investment Policy" above for further details on the use of derivatives for investment purposes).

The expected proportion of the NAV of the Fund subject to total return

		<p>swaps is 0%. Under normal circumstances, the maximum proportion of the NAV of the Fund subject to total return swaps is 25%.</p> <p>The financial derivative instruments used for purposes other than hedging will also meet the Fund's ESG criteria.</p>
SFDR classification	Article 8	Article 8
Profile of typical investor	The Fund may appeal to investors who are seeking a return over the long term via exposure to a portfolio of US equities, which embeds an environmental, social and governance (ESG) approach and are willing to accept high volatility. Furthermore, due to the concentrated geographical nature of the Fund, this volatility can at times be magnified.	The Fund may appeal to investors who are seeking a return over the medium and long term together with a Sustainable Responsible Investment approach, via exposure to a flexible portfolio of global equity and debt securities and are willing to accept moderate to high volatility. Due to the exposure of the Fund to financial derivative instruments, the volatility can at times be magnified.
Methodology used to calculate the global exposure	<p>Relative VaR</p> <p>Reference portfolio: S&P 500 Index</p>	Absolute VaR
Expected level of leverage	10%	90%

<p>Benchmark used for comparison purposes</p>	<p><u>Benchmark name:</u> S&P 500 Index (Net Total Return) <u>Benchmark usage:</u> The Fund is actively managed and is not constrained by its benchmark, which is used for comparison purposes. However, the majority of the Fund's holdings are likely to be components of the benchmark. As an actively managed fund, this overlap will change and this statement may be updated from time to time. The Investment Manager has broad discretion over portfolio construction and therefore securities, weightings and risk characteristics will differ. As a result, it is expected that over time the risk return characteristics of the Fund may diverge materially to the benchmark.</p> <p>For some Share classes, the benchmark may not be representative and another version of the benchmark may be used or no benchmark at all where a suitable comparator does not exist. Such details are available for the relevant Share class on the Website of the Management Company.</p>	<p><u>Benchmark name:</u> 3 Month Euribor Index <u>Benchmark usage:</u> The Fund is actively managed and is not constrained by its benchmark, which is used for comparison purposes. As the benchmark is a proxy for a money market rate, the overlap is not applicable.</p> <p>For some Share classes, the benchmark may not be representative and another version of the benchmark may be used or no benchmark at all where a suitable comparator does not exist. Such details are available for the relevant Share class on the Website of the Management Company.</p>
<p>Securities lending</p>	<p>This Fund may engage in securities lending. The expected proportion of the NAV of the Fund subject to securities lending is 20%. Under normal circumstances, the maximum proportion of the NAV of the Fund subject to securities lending is 29%.</p>	<p>This Fund may engage in securities lending. The expected proportion of the NAV of the Fund subject to securities lending is 20%. Under normal circumstances, the maximum proportion of the NAV of the Fund subject to securities lending is 50%.</p>

Appendix 2

Timeline for the proposed merger

Key dates	
Event	Date
Shareholder circular issued to Shareholders	27 February 2024
Portfolio rebalancing*	29 March 2024 to 12 April 2024
The last dealing day in Shares of the Merging Fund (for receipt of subscription, redemption, switch or transfer requests)	1:00 pm (CET time) on 5 April 2024**
Last valuation of the Merging Fund	1:00 pm (CET time) on 12 April 2024
Effective Date	<p>12 April 2024 or a later date as may be determined by the Directors which may be up to four (4) weeks later, subject to the prior approval of a later date by the relevant regulatory bodies and immediate notification of same to the Shareholders in writing.</p> <p>In the event that the Directors approve a later Effective Date, they may also make such consequential adjustments to the other elements in the timetable of the merger as they consider appropriate.</p>
First day of dealing in Shares issued in the Receiving Fund pursuant to the proposed merger	1:00 pm (CET time) on 15 April 2024
Written confirmation issued to Shareholders advising of exchange ratio and number of Shares in the Receiving Fund***	Within 21 days after the Effective Date

* Shareholders who remain in the Merging Fund during the rebalancing period will be subject to the rebalancing costs to the extent that the rebalancing costs are borne by the Merging Fund, and the Merging Fund shall bear rebalancing costs up to a maximum of 20 bps of the Merging Fund's NAV as at the rebalancing date.

** Different arrangements may be imposed by the Shareholders' bank, distributor or financial adviser. Please check with them to confirm the applicable arrangements.

*** Shareholders who remain in the Merging Fund will be able to obtain information on their holding in the Receiving Fund after the Effective Date by the usual means (e.g. by checking their account balance or through their bank, distributor or financial adviser, who has the ability to check on their behalf) before they receive the written confirmation.