

Notice to the shareholders of

BNP Paribas L1

SICAV under Luxembourg law – UCITS class

Registered Office: 10, rue Edward Steichen, L-2540 Luxembourg

Luxembourg Trade and Companies Register: No. B 32.327

Website: www.bnpparibas-am.com

FOR THE SUB-FUND « EQUITY NETHERLANDS »

PARVEST

SICAV under Luxembourg law – UCITS class

Registered Office: 10, rue Edward Steichen, L-2540 Luxembourg

Luxembourg Trade and Companies Register: No. B 33.363

Website: www.bnpparibas-am.com

FOR THE THE SUB-FUND « EQUITY BEST SELECTION EURO »

AND

MERGER EFFECTIVE AS OF JANUARY 18, 2019

Luxembourg, December 11, 2018

Dear Shareholders,

We hereby inform you that the Boards of Directors of both BNP Paribas L1 and PARVEST (the **Companies**), decided to **merge**, on the basis of Article 32 of the Companies's Articles of Association, the following share classes (the **Merger**):

<i>BNP Paribas L1 Merging Sub-fund</i>				<i>PARVEST Receiving Sub-fund</i>			
<i>ISIN code</i>	<i>Sub-fund</i>	<i>Class</i>	<i>Currency</i>	<i>Sub-fund</i>	<i>Class</i>	<i>Currency</i>	<i>ISIN code</i>
LU0043962355	Equity Netherlands	Classic - CAP	EUR	Equity Best Selection Euro	Classic - CAP	EUR	LU0823401574
LU0270761140		Classic - DIS	EUR		Classic - DIS	EUR	LU0823401731
LU0531768959		Privilege - CAP	EUR		Privilege - CAP	EUR	LU0823402036
LU0757564454		Privilege - DIS	EUR		Privilege - DIS	EUR	LU0823402119

1) Effective date of the Merger

The Merger will be effective on Friday January 18, 2019.

The first NAV with merged portfolios will be calculated on Monday January 21, 2019 into the Receiving Sub-fund and classes, on the valuation of the underlying assets set on Friday January 18, 2019.

2) Background to and rationale for the Merger

- ✓ The main institutional shareholder which held around 98% of the assets has redeemed all its position in the Merging Sub-fund.
- ✓ After such redemption, the assets under Management of the Merging Sub-fund are currently at a critical level (less than EUR 16 million) for an efficient management in the best interest of the remaining shareholders.

3) Impact of the Merger on the Merging Shareholders

Please note the following **impacts** of the Merger:

- ✓ The last subscription and redemption orders in the Merging Sub-fund will be accepted until the cut-off time on Friday January 11, 2019. Orders received after these cut-off times will be rejected.
- ✓ The shareholders of the Merging Sub-fund, who do not make use of their shares redemption right explained below on point 8), will become shareholders of the Receiving Sub-fund.
- ✓ The Merging Sub-fund is dissolved without liquidation by transferring all of its assets and liabilities into the Receiving Sub-fund. The Merging Sub-fund ceases to exist at the effective date of the merger.
- ✓ The investment strategy of the Receiving Sub-fund is not the same as the one of the Merging Sub-fund as explained in the table under below point 6). Consequently, all the assets of the Merging Sub-fund will be sold several days (in principle five business days) before the Merger depending on the market conditions and in the best interest of the shareholders. The Merger will thus be performed in cash. The transaction costs associated with this operation will be borne by the Management Company.
- ✓ As any merger, this operation may involve a risk of performance dilution for the Merging shareholders, especially as consequence of the differences of strategies (below on point 6)) and of the portfolios rebalancing (above alinea).
- ✓ The SRRI levels of both the Merging and the Receiving Sub-funds depend on the volatility of such vehicles. The volatility of the Receiving Sub-fund is slightly higher (15.43%) than the one of the Merging Sub-fund (14.18%). As a consequence, the SRRI of the Receiving Sub-fund is higher.

4) Impact of the Merger on the Receiving Shareholders

Please note the following points:

- ✓ The merger will have **no impact** for the shareholders of the Receiving Sub-fund.

5) Organisation of the exchange of shares

- ✓ If you are shareholder of the **Merging Sub-fund**, you will receive, in the Receiving Sub-fund, a **number of new shares** calculated by multiplying the number of shares they held in the Merging Sub-fund by the **exchange ratio**.
- ✓ The **exchange ratios** will be **calculated** on Friday January 18, 2019 by dividing the net asset value (NAV) per share of the Merging classes by the NAV per share of the corresponding Receiving classes, based on the valuation of the underlying assets set on Thursday January 17, 2019.
The criteria adopted for valuation of the assets and, where applicable, the liabilities on the date for calculating the exchange ratio will be the same as those used for the NAV calculation as described in the chapter "Net Asset Value" of the Book I of the prospectuses of the Companies.
- ✓ **Registered Shareholders** will receive registered shares.
Bearer Shareholders will receive bearer shares.
- ✓ No balancing cash adjustment will be paid for the fraction of the Receiving share attributed beyond the third decimal.

6) Material differences between Merging and Receiving Sub-funds

The **differences** between the Merging and Receiving Sub-funds are the following:

features	“BNP Paribas L1 Equity Netherlands” Merging Sub-fund	“PARVEST Equity Best Selection Euro” Receiving Sub-fund
Investment objective	Increase the value of its assets over the medium term.	Increase the value of its assets over the medium term.
Investment policy	<p>At all times, this sub-fund invests at least 75% of its assets in equities and/or equity equivalent securities issued by companies that have their registered offices or conduct the majority of their business activities in the Netherlands.</p> <p>The remaining portion, namely a maximum of 25% of its assets, may be invested in any other transferable securities, money market instruments, financial derivative instruments or cash, provided that investments in debt securities of any kind do not exceed 15% of its assets, and up to 10% of its assets may be invested in UCITS or UCIs.</p>	<p>At all times, this sub-fund invests at least 75% of its assets in equities and/or equity equivalent securities denominated or traded in euros issued by a limited number of companies that have their registered offices in one of the member states of the Eurozone and are characterised by the quality of their financial structure and/or potential for earnings growth.</p> <p>The remaining portion, namely a maximum of 25% of its assets, may be invested in any other transferable securities, money market instruments, financial derivative instruments or cash, provided that investments in debt securities of any kind do not exceed 15% of its assets, and up to 10% of its assets may be invested in UCITS or UCIs.</p> <p>After hedging, the sub-fund's exposure to currencies other than EUR will not exceed 5%.</p>
Investor Type Profile	<p>This sub-fund is suitable for investors who:</p> <ul style="list-style-type: none"> ✓ Are looking to add a single country holding to an existing diversified portfolio; ✓ Are willing to accept higher market risks in order to potentially generate higher long-term returns; ✓ Can accept significant temporary losses; ✓ Can tolerate volatility. 	<p>This sub-fund is suitable for investors who:</p> <ul style="list-style-type: none"> ✓ Are looking for a diversification of their investments in equities; ✓ Are willing to accept higher market risks in order to potentially generate higher long-term returns; ✓ Can accept significant temporary losses; ✓ Can tolerate volatility.
SRRI	5	6
Summary of differences for: • Investment policies • Investment Strategy • Asset Allocation	<ul style="list-style-type: none"> ✓ The investments of the “PARVEST Equity Best Selection Euro” Receiving Sub-fund are more diversified and are spread over more than 10 countries. ✓ Netherlands represents only around 10% of the assets (30-Jun-2018 figures) of the Receiving Sub-fund. ✓ Best Selection criteria described in the investment policy of the “PARVEST Equity Best Selection Euro” Receiving Sub-fund represent not more than 30% of the assets of the Merging Sub-fund. 	
Fees « Classic » OCR, including • Management • Other • TAB	2.01% (as mentioned in the current KIID) maximum 1.50% maximum 0.40% 0.05%	1.97% (as mentioned in the current KIID) maximum 1.50% maximum 0.40% 0.05%
Fees « Privilege » OCR, including • Management • Other • TAB	1.13% (as mentioned in the current KIID) maximum 0.75% maximum 0.25% 0.05%	1.08% (as mentioned in the current KIID) maximum 0.75% maximum 0.25% 0.05%

Risk management process (Commitment Approach), Specific Market Risks, Accounting Currency, Valuation Day and NAV cycle are the same in both Merging and Receiving Sub-funds.

7) Tax Consequences

This Merger will have **no Luxembourg tax impact** for you.

In accordance with the European Directive 2011/16 the Luxembourg authorities will report to the tax authorities in your state of residence the total gross proceeds from the exchange of shares in application of this Merger.

For more **tax advice or information** on possible tax consequences associated with this Merger, it is recommended that you **contact your local tax advisor or authority**.

8) Right to redeem the shares

Your options:

- ✓ Should you approve the Merger, you do **not need** to take any action,
- ✓ Should you not approve the Merger, you have the possibility to request the redemption of your shares free of charge until the cut-off time, on **Friday January 11, 2019**,
- ✓ In case of **any question**, please contact our **Client Service (+ 352 26 46 31 21 / AMLU.ClientService@bnpparibas.com)**.

9) Other information

- ✓ All expenses related to this Merger (including Audit and transaction costs) will be borne by BNP PARIBAS ASSET MANAGEMENT Luxembourg, the Management Company.
- ✓ The merging operation will be validated by PricewaterhouseCoopers, Société Coopérative, the auditor of the Company.
- ✓ The merger ratios will be available on the website <https://www.bnpparibas-am.com/en/> as soon as they are known.
- ✓ The Annual and Semi-Annual Report and the legal documents of the Companies, as well as the KIIDs of the Merging and Receiving Sub-funds, and the Custodian and the Auditor reports regarding this operation are available at the Management Company. The KIIDs of the Receiving Sub-fund are also available on the website <https://www.bnpparibas-am.com> where shareholders are invited to acquaint with them.
- ✓ The notice will also be communicated to any potential investor before confirmation of subscription.
- ✓ Please refer to the Prospectuses of the Companies for any term or expression not defined in this notice.

Best regards,

The Boards of Directors