

CARMIGNAC PORTFOLIO

13 September 2024, Luxembourg

NOTICE TO SHAREHOLDERS

Dear Shareholder,

We would like to thank you for the trust you have placed in us. We are honoured to count you among the shareholders of “Carmignac Portfolio” (the “Company”).

This document is important and requires your attention. By virtue of your investment in the sub-fund Carmignac Portfolio Flexible Bond, this notice is of relevance to you.

In case of any questions when receiving this notice, please consult your professional adviser.

MERGER OF SUB-FUND “FLEXIBLE ALLOCATION 2024” (a sub-fund not authorized for offering to non-qualified investors in Switzerland) INTO SUB-FUND “FLEXIBLE BOND”

We would like to inform you that the Board of Directors of the Company has resolved to merge the assets and liabilities of the sub-funds Carmignac Portfolio Flexible Allocation 2024, a sub-fund not authorized for offering to non-qualified investors in Switzerland, and Carmignac Portfolio Flexible Bond (“Flexible Bond”).

The sub-fund “Flexible Bond” will continue to operate normally, and the current investors of this sub-fund will not be impacted.

This notice is only relevant for you if you are an investor of the sub-fund “Flexible Bond”. This notice is issued and sent to you to provide appropriate and accurate information on the merger to enable you to make an informed judgement of the impact of the merger on your investment.

Without prejudice to notice requirements and free redemption/conversion rights, the merger will be processed automatically, and it is not subject to your prior approval or consent.

Should you disagree with the proposed merger, you have a right to request the redemption of the shares you own free of charge as further detailed in this notice.

The merger will take place on 19 November 2024.

Shareholders, who do not accept this merger, have a right to redeem their shares free of charge within thirty (30) days following the publication of this notice.

If you are a Carmignac distribution partner and your clients have questions about this update, please contact your local professional-client representative.

Yours faithfully,

Mark DENHAM
Chairman of the Board of Directors

The prospectus for Switzerland, the key information document, the articles of association, the annual reports and the semi-annual reports for Switzerland can be obtained free of charge from the Representative in Switzerland.

Representative in Switzerland:

CACEIS (Switzerland) SA
Route de Signy 35
CH-1260 Nyon

Paying Agent in Switzerland:

CACEIS Bank, Montrouge, Nyon Branch / Switzerland
Route de Signy 35
CH-1260 Nyon

Nyon, 13 September 2024

ISINs :

A EUR ACC (LU0336084032), A EUR YDIS (LU0992631050), INCOME A EUR (LU1299302684),
A CHF ACC HDG (LU0807689665), A USD ACC HDG (LU0807689749),
E EUR ACC (LU2490324337), F EUR ACC (LU0992631217), F CHF ACC HDG (LU0992631308),
F USD ACC HDG (LU2427321547), FW EUR ACC (LU2490324501), IW EUR ACC (LU2490324410)

MERGER INTO “FLEXIBLE BOND”

1. BACKGROUND AND RATIONALE OF THE MERGER

Carmignac has recently conducted the latest strategic review of its fund range. The goal of this periodic review is to ensure its fund range remains economically viable, with all strategies offering value for clients and strong future growth prospects. As a result of this strategic review, the Board of Directors has decided to merge another sub-fund into the sub-fund “Flexible Bond”. The Board of Directors has a strong conviction that this decision to merge the two Sub-Funds is in investors’ best interests.

Should any investor not agree to the merger, they can redeem their holdings with no charge as described in this notice.

2. SCOPE OF THE MERGER

The Company, which includes both merging Sub-Funds is the SICAV, a Luxembourg-based undertaking for collective investment in transferable securities authorised by the CSSF under Part I of the law of 17 December 2010, on undertakings for collective investment, as amended (the “2010 Law”).

The Board of Directors has resolved to merge the assets and liabilities of the Sub-Fund “Flexible Allocation 2024”, a sub-fund not authorized for offering to non-qualified investors in Switzerland, (the “**Merging Sub-Fund**”) with the assets and liabilities of the Sub-Fund “Flexible Bond” (the “**Receiving Sub-Fund**”); and together with the Merging Sub-Fund referred to as the “**Merging Sub-Funds**”) with the effective date of 19 November 2024.

For the purpose of this merger, the terms of merger have been issued in accordance with the applicable provisions under the UCITS Directive and the Luxembourg Law and approved by the Luxembourg Financial Supervisory Authority (the “CSSF”).

The merger will be the operation whereby (i) the Merging Sub-Fund will transfer its assets and liabilities to the Receiving Sub-Fund and (ii) the Merging Sub-Fund will to be dissolved, without going into liquidation, on the Effective Date.

3. TYPE OF THE MERGER

The merger shall be performed in accordance with the definition of “merger” in article 1 (20) (a) of the 2010 Law and as further described in Article 76 (1) of the 2010 Law as follows:

- i. all the assets and liabilities of the Merging Sub-Fund shall be transferred to the Receiving Sub-Fund, as further described in these terms of merger, or, as the case may be, to the depositary of the SICAV, i.e. BNP Paribas Securities Services, Luxembourg branch (the “Depositary”);

- ii. the shareholders of the relevant class of shares of the Merging Sub-Fund become shareholders of the relevant class of shares of the Receiving Sub-Fund as described in these draft terms of merger; and
- iii. the Merging Sub-Fund will cease to exist on the Effective Date.

4. EXPECTED IMPACT FOR THE INVESTORS OF THE RECEIVING SUB-FUND

On the Effective Date, **shareholders in the Receiving Sub-Fund will not have any foreseeable impact.**

On implementation of the merger, shareholders in the Receiving Sub-Fund will continue to hold the equivalent shares in the Receiving Sub-Fund as before and there will be no change in the rights attaching to such shares.

The implementation of the merger will not affect the investment strategy, risk profile or fee structure of the Receiving Sub-Fund. The implementation of the merger will result neither in changes to the articles of association or prospectus of Carmignac Portfolio, nor in changes to the key information documents (the "KIDs") of the Receiving Sub-Fund.

The shareholders in the Receiving Sub-Fund shall note that, through implementation of the merger, the assets and liabilities of the Receiving Sub-Fund will increase as a result of the transfer to it of the Merging Sub-Fund's assets and liabilities.

5. RIGHTS OF THE INVESTORS

The merger is not subject to the prior approval or consent of the shareholders of the Merging Sub-Funds.

The shareholders of the Merging Sub-Fund who have not redeemed or converted their shares will, as of the Effective Date will become shareholders of the Receiving Sub-Fund and their shares will be automatically converted into shares of the Receiving Sub-Fund on the basis of the merger ratio calculated in accordance with these terms of merger.

The shareholders of the Merging Sub-Funds have the right to obtain access to and review the documentation related to the merger. For this effect, a copy of the following documents will be made available on request and free of charge to the shareholders of the Merging Sub-Funds at the Management Company's registered office during normal office hours:

- i. Terms of merger
- ii. The prospectus of the SICAV
- iii. The KIDs
- iv. The recent financial reports of the SICAV
- v. Depository confirmation
- vi. Audit report

6. VALUATION AND MERGER RATIO

For the purpose of calculating the merger ratio, the rules laid down in the Articles of association and the prospectus of the SICAV for the calculation of the net asset value will apply to determine the value of asset and liabilities of the Merging Sub-Funds.

The number of new shares in the Receiving Sub-Fund to be issued to each shareholder of the Merging Sub-Fund will be calculated on the Effective Date using a merger ratio calculated on the basis of the net asset value of the shares of the Merging Sub-Fund and of the shares in the Receiving Sub-Fund. The relevant shares in the Merging Sub-Fund will then be cancelled on the Effective Date without going into liquidation.

The merger ratio will be calculated as follows:

- i. The net asset value per share of the relevant class of shares of the Merging Sub-Fund is divided by the net asset value per share of the relevant class of shares in the Receiving Sub-Fund.
- ii. The applicable net asset value per share of the Merging Sub-Fund and the net asset value per share of the Receiving Sub-Fund will be those having both been determined on the business day prior to the Effective Date.

No cash payment shall be made to shareholders in exchange for the shares.

7. EFFECTIVE DATE

The merger takes place on 19 November 2024 (the "Effective Date").

8. PROCEDURES ASPECTS

The merger of the Merging Sub-Funds shall take place on the Effective Date. On this date, the assets and liabilities of the Merging Sub-Fund will be transferred to the Receiving Sub-Fund, shares of the Receiving Sub-Fund will be issued to the shareholders of the Merging Sub-Fund and the shares of the Receiving Sub-Fund will be cancelled.

Any accrued income in the Merging Sub-Fund will be included in the final net asset value of the Merging Sub-Fund and accounted for in the net asset value of the relevant share classes of the Receiving Sub-Fund after the Effective Date.

The accumulated performance fee of the Merging Sub-Fund, if any, will be crystallised and transferred as a liability to a payable account of the Receiving Sub-Fund. The performance fee of the Receiving Sub-Fund will be calculated in accordance with the terms of the Prospectus.

There is no suspension of the subscriptions in the Receiving Sub-Fund.

9. PORTFOLIO REBALANCING

The merger will not have any material impact on the portfolio of the Receiving Sub-Fund, and it is not intended to undertake any rebalancing on the portfolio of the Receiving Sub-Fund before or after the merger. The merger will result in an inflow of cash into the Receiving Sub-Fund. The cash will subsequently be invested in accordance with the Receiving Sub-Fund's investment policy.

10. COSTS OF THE MERGER

The Management Company will bear the legal, advisory and administrative costs and expenses associated with the preparation and completion of the merger.

11. AUDIT REPORT

In compliance with article 71 (1) of the 2010 Law, the Merging Sub-Fund shall entrust an auditor to validate the criteria adopted for valuation of the assets and, as the case may be, the liabilities and the calculation method of the merger ratio as well as the actual merger ratio (as set out in accordance with these terms of merger) on the date for calculating the merger ratio, as referred to in article 75 (1) of the 2010 Law.

A copy of the report(s) of the auditors will be made available on request and free of charge to the shareholders of the Merging Sub-Funds, as well as to the CSSF.

12. DEPOSITORY CONFIRMATION

The Depository shall issue a confirmation, in accordance with the requirements of article 70 of the 2010 Law confirming that it has verified the type of merger and the UCITS involved, the Effective Date and that the rules applicable, respectively, to the transfer of the assets and liabilities and exchange of shares as set out herein are in accordance with the requirements of the 2010 Law.

13. TAX

The shareholders are invited to consult their own tax advisors in respect to the tax impact of the merger.

14. ADDITIONAL INFORMATION

Shareholders having any question relating to the above changes will be advised not to hesitate to contact their financial advisor or the Management Company.