

瑞聯證券投資顧問股份有限公司 函

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發文日期：中華民國 109 年 11 月 12 日
發文字號：瑞聯投顧字第 1091112001 號
速別：普通
密等及機密條件或保密期限：無
附件：如文。

主旨：謹通知本公司總代理之「瑞聯 UBAM 歐洲股票基金」併入未核備之「UBAM-POSITIVE IMPACT EQUITY」，敬請 查照。

說明：

- 一、本公司總代理之瑞聯 UBAM 歐洲股票基金(下稱「本基金」)，訂於 2020 年 12 月 11 日午夜起併入同 UBAM 系列基金之未核備子基金「UBAM-POSITIVE IMPACT EQUITY」(下稱「存續基金」)並自 2020 年 11 月 11 日起停止申購本基金。
- 二、本合併案為基於存續基金的投資策略與本基金相近，且除此之外還包括投資人所追求的永續發展面向，應可帶來更佳的長期績效。
- 三、如本基金的股東若不同意此合併，得於 2020 年 12 月 11 日下午 1 點(盧森堡時間)前申請贖回，無需負擔贖回費用。合併產生的費用並將由境外基金管理機構承擔，投資人權益亦不會因此受到影響。
- 四、於 2020 年 12 月 11 日下午 1 點(盧森堡時間)前尚未申請贖回本基金的股東，則將獲分配存續基金相對應級別的股份。
- 五、詳細內容請參隨文所附之股東通知信函。

附件：

一、致股東通知書中英文版本各乙份。

正本：鉅亨證券投資顧問股份有限公司

副本：

總經理 潘秉純

UBAM SICAV

287-289, route d'Arlon, L-1150 Luxembourg

R.C. Luxembourg N° B 35.412

致 UBAM 股東通知函

2020 年 11 月 11 日，盧森堡

致 各位股東：

UBAM 的董事會在此通知您如下決議：

UBAM 系列之瑞聯 UBAM 歐洲股票基金(UBAM - EUROPE EQUITY)子基金(消滅基金)將於 2020 年 12 月 11 日午夜與 UBAM - POSITIVE IMPACT EQUITY 子基金(存續基金)合併，此案由後者子基金根據 2010 年 12 月 17 日法案第 1 條第 20 點 a) 合併前者基金。

本合併案是基於存續基金的投資策略與消滅基金相近，且除此之外還包括投資人所追求的永續發展面向，應可帶來最佳的長期績效。

存續基金與消滅基金有同樣的 SRRI(6)的管理費，而以持續性費用來說，在 I 級別及 R 級別相近，U 級別較高，A 級別較低。

本合併案將於 2020 年 12 月 11 日午夜生效。

合併基金的投資策略及標的相異如下：

瑞聯 UBAM 歐洲股票基金 UBAM - EUROPE EQUITY	UBAM - POSITIVE IMPACT EQUITY
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本子基金將至少 75%的淨資產投資於在歐盟、英國及/或歐洲經濟區(除列支敦斯登公國外)有註冊辦公室的公司所發行的股權，此外，在輔助的情況下亦得將最高 25%的淨資產投資於可轉讓證券的認購權證、可轉換債券或附可轉讓證券認購權證之債券、債券及其他債務性證券、貨幣市場工具。

標準投資人特色：本子基金適合希望透過將其投資連結於股票市場之方式，以承擔較高風險以最大化其收益之投資人。因此，投資人應具備對波動性產品之經驗，且能夠承受重度損失。投資人應考慮進行至少 5 年的長期投資以克服潛在不利市場走向。

- 風險計算：承諾法

本子基金將至少 50%的淨資產投資於在歐盟、英國、歐洲經濟區及/或瑞士有註冊辦公室的公司所發行的股權，此外，在輔助的情況下亦得將最高 20%的淨資產投資於可轉讓證券的認購權證、可轉換債券或附可轉讓證券認購權證之債券、債券及其他債務性證券、貨幣市場工具。

本子基金被允許將最高 50%的淨資產投資於全球股票，包括新興市場。

本子基金在涉及“永續”投資領域中增長最快的部分，即影響力投資。本子基金聚焦於那些旨在提供社會及/或環境正面效益的產品和/或程序的公司，並排除了那些導致世界社會及環境問題的公司。本子基金的投資過程來自投資經理公司(Union Bancaire Privée, UBP SA)與劍橋永續發展領導力研究所的合作，劍橋永續發展領導力研究所不參與本子基金的股票選擇，

本子基金對於中小資本的投資沒有限制。不過，其最低市值應為 2 億歐元或等值之貨幣。

本子基金將相對集中(通常包含 25-35 個名稱)且週轉率較低。

淨資產價值係以歐元表示。

標準投資人特色：本子基金適合希望透過將其投資連結於股票市場之方式，以承擔較高風險以最大化其收益之投資人。因此，投資人應具備對波動性產品之經驗，且能夠承受重度損失。投資人應考慮進行至少 5 年的長期投資以克服潛在不利市場走向。

- 風險計算：承諾法

兩支子基金的管理費用如下表所示。

消滅基金的股東將獲分配與存續基金持有相同特性（貨幣、累計、分派）的同類型存續基金的股份，詳情如下所示：

由於存續基金並沒有避險級別(包含字母“H”的股份級別)，所以避險級別的股東將獲得非避險的股份級別。

消滅基金				存續基金			
瑞聯 UBAM 歐洲股票基金 UBAM - EUROPE EQUITY				UBAM - POSITIVE IMPACT EQUITY			
ISIN	類股	管理費	持續性 費用	ISIN	類股	管理費	持續性 費用
LU0045842449	AC 歐元	1.50%	2.10%	LU1861460340	AC 美元	1.00%	1.62%
LU0570470202	AC 美元	1.50%	2.10%	LU1861460852	AC 美元	1.00%	1.63%
LU1209508602	AHC 美元	1.50%	2.10%	LU1861460852	AC 美元	1.00%	1.63%
LU0132667782	IC 歐元	1.00%	1.35%	LU1861462635	IC 歐元	1.00%	1.38%
LU0570470624	IC 美元	1.00%	1.35%	LU1861463013	IC 美元	1.00%	1.38%
LU1209508867	IHC 美元	1.00%	1.35%	LU1861463013	IC 美元	1.00%	1.38%

*僅列示在國內募集與銷售之類股。

存續基金的其他費用與消滅基金相同。

消滅基金的主要資產將在計算下述匯率之日轉讓，上述銷售的費用將由消滅基金負擔。

因此消滅子基金的資產將符合存續子基金的投資政策，合併案將不會對存續基金的績效及投資組合造成負面影響。

消滅基金(所有級別) 瑞聯 UBAM 歐洲股票基金 UBAM - EUROPE EQUITY	存續基金(所有級別) UBAM - POSITIVE IMPACT EQUITY
SRRRI = 6	SRRRI = 6

瑞聯 UBAM 歐洲股票基金(UBAM - EUROPE EQUITY)和 UBAM - POSITIVE IMPACT EQUITY 是屬於相同的法人實體的 2 個子基金，其稅款相同。然而還是建議股東可以尋求此合併可能對其個人稅收產生潛在影響的信息。

合併產生的費用將由盧森堡的瑞聯資產管理(歐洲)股份有限公司承擔。

由本通知日期起直到執行合併，(i)將不會發行任何瑞聯 UBAM 歐洲股票基金(UBAM - EUROPE EQUITY)的股份及，(ii)可繼續贖回其股份。

消滅基金及存續基金的所有股東若不同意此合併，於 2020 年 12 月 11 日下午 1 點(盧森堡時間)前都可以申請贖回，無須負擔贖回費用。

於 2020 年 12 月 11 日下午 1 點(盧森堡時間)前尚未申請贖回瑞聯 UBAM 歐洲股票基金(UBAM - EUROPE EQUITY)的股東，則將獲分配 UBAM - POSITIVE IMPACT EQUITY 相對應級別如上表的股份。

換股比率將於 2020 年 12 月 14 日計算，以 2020 年 12 月 11 日消滅基金的每股淨資產價值除以 2020 年 12 月 11 日存續基金各對應類股的每股淨資產價值。換股比率的計算將由 UBAM 系列基金的審計公司 Deloitte Audit Sàrl 進行檢核。

公開說明書、關鍵投資人資料文件 (KIID) 以及 UBAM 的最新定期報告可於基金註冊辦公室 287-289, route d'Arlon, L-1150 Luxembourg, Grand-Duchy of Luxembourg, 及 UBP 網站(www.ubp.com)無償取得。基金註冊辦公室也將提供審計師關於合併的報告的副本以及所有其他信息。本公告一併附上存續基金的關鍵投資人資料文件 (KIID)。

UBAM 董事會 敬上

附件: 存續基金關鍵投資人資料文件 (KIID)

UBAM

SICAV

287-289 route d'Arlon, L-1150 LUXEMBOURG

R.C.S. Luxembourg Nr. B 35 412

INFORMATION AND NOTICE TO THE SHAREHOLDERS OF

UBAM - EUROPE EQUITY UBAM - POSITIVE IMPACT EQUITY

Luxembourg, November 11, 2020

Dear Shareholders,

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

The UBAM - EUROPE EQUITY sub-fund (the "Absorbed Sub-fund") will merge at midnight on 11th December 2020 with the UBAM - POSITIVE IMPACT EQUITY sub-fund (the "Absorbing Sub-fund"), 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 the Absorbing Sub-fund has an investment policy which is close to the Absorbed Sub-fund' investment policy 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 (6) as those of the Absorbed Sub-fund with similar or lower management fees and ongoing charges depending on the share class.

The merger will become effective on 11th December 2020 at midnight.

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

UBAM - EUROPE EQUITY	UBAM - POSITIVE IMPACT EQUITY
<p>This sub-fund invests its net assets in equities, issued, for at least 75% of the net assets, by companies having their registered office, in the European Union, in the United Kingdom and/or in the European Economic Area (excluding Liechtenstein) and, on an ancillary basis, up to 25%, in warrants on transferable securities, convertible bonds or bonds with warrants on transferable securities, bonds and other debt securities and money market instruments.</p>	<p>This sub-fund invests at least 50% of its net assets, in shares of companies having their registered office in the European Union, in the United Kingdom, in the European Economic Area and/or Switzerland and, on an ancillary basis, up to 20% of its net assets in warrants on transferable securities, convertible bonds or bonds with warrants on transferable securities, bonds and other debt securities and money market instruments.</p> <p>This sub-fund is permitted to invest up to 50% in Global Equity, including emerging markets.</p> <p>This sub-fund addresses the fastest growing part of the "sustainable" investment universe - i.e. impact investing. This sub-fund will be focused on companies which have products and/or processes which aim to deliver social and/or environmental benefits and exclude companies which contribute to the world's societal or environmental problems. The investment process of the sub-fund draws</p>

UBAM - EUROPE EQUITY	UBAM - POSITIVE IMPACT EQUITY
<p>The net asset value is expressed in EUR.</p> <p><i>Standard investor profile: this sub-fund is suitable for investors willing to take higher risks linked to investments on stock markets in order to maximise their returns. In this way, investors should have experience in volatile products and should be able to accept significant losses. Investors should consider a long-term investment horizon of at least 5 years in order to overcome potentially unfavourable market trends.</i></p> <p>- Risk calculation: commitment approach</p>	<p>from the collaboration of the Investment Manager (Union Bancaire Privée, UBP SA) with Cambridge Institute for Sustainability Leadership. Cambridge Institute for Sustainability Leadership is not involved in the stock selection of this sub-fund.</p> <p>This sub-fund has no restriction on the percentage invested in Small and Mid-Capitalization. Nevertheless, the minimum market capitalization will be EUR 200'000'000 or equivalent.</p> <p>This sub-fund will be relatively concentrated (typically containing 25-35 names) with low turn-over.</p> <p>The net asset value is expressed in EUR.</p> <p><i>Standard investor profile: this sub-fund is suitable for investors willing to take higher risks linked to investments on stock markets in order to maximise their returns. In this way, investors should have experience in volatile products and should be able to accept significant losses. Investors should consider a long-term investment horizon of at least 5 years in order to overcome potentially unfavourable market trends.</i></p> <p>- Risk calculation: commitment approach</p>

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:

As hedged share classes (share classes including the letter "H" in their denomination) are not available in the Absorbing Sub-fund, hedged share's shareholders will receive non-hedged share classes.

Absorbed Sub-fund UBAM - EUROPE EQUITY				Absorbing Sub-fund UBAM - POSITIVE IMPACT EQUITY			
ISIN	Class	Applicable Management fee	Ongoing charges	ISIN	Class	Applicable Management fee	Ongoing charges
LU0045842449	AC EUR	1.50%	2.10%	LU1861460340	AC EUR	1.00%	1.62%
LU0367305108	AD EUR	1.50%	2.10%	LU1861460423	AD EUR	1.00%	1.60%(a)
LU0447830703	AC CHF	1.50%	2.10%	LU1861460696	AC CHF	1.00%	1.62%
LU0570470202	AC USD	1.50%	2.10%	LU1861460852	AC USD	1.00%	1.63%
LU1209508602	AHC USD	1.50%	2.10%	LU1861460852	AC USD	1.00%	1.63%
LU0782398670	AC GBP	1.50%	2.10%	LU1861461231	AC GBP	1.00%	1.62% (a)
LU0132667782	IC EUR	1.00%	1.35%	LU1861462635	IC EUR	1.00%	1.38%
LU0371558619	ID EUR	1.00%	1.35%	LU1861462718	ID EUR	1.00%	1.38%
LU0447830968	IC CHF	1.00%	1.35%	LU1861462809	IC CHF	1.00%	1.38%

Absorbed Sub-fund UBAM - EUROPE EQUITY				Absorbing Sub-fund UBAM - POSITIVE IMPACT EQUITY			
ISIN	Class	Applicable Management fee	Ongoing charges	ISIN	Class	Applicable Management fee	Ongoing charges
LU0570470624	IC USD	1.00%	1.35%	LU1861463013	IC USD	1.00%	1.38%
LU1209508867	IHC USD	1.00%	1.35%	LU1861463013	IC USD	1.00%	1.38%
LU1209508941	IHD USD	1.00%	1.35%	LU1861463104	ID USD	1.00%	1.38%
LU0862308102	UD EUR	0.75%	1.33%	LU1861464920	UD EUR	0.75%	1.61%
LU0862308284	UC GBP	0.75%	1.34%	LU1861465067	UC GBP	0.75%	1.62%
LU0132641985	RC EUR	2.00%	2.59%	LU1861466628	RC EUR	2.00%	2.62%

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

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

The main part of the Absorbed Sub-fund's assets will be sold on the merger 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	Absorbing Sub-fund
UBAM - EUROPE EQUITY (All share classes)	UBAM - POSITIVE IMPACT EQUITY (All share classes)
SRRI = 6	SRRI = 6

UBAM - EUROPE EQUITY and UBAM - POSITIVE IMPACT EQUITY 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 - EUROPE EQUITY 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 11th December 2020.

Shareholders of UBAM - EUROPE EQUITY who have not requested the redemption of their shares by 1pm on 11th December 2020 will be allocated corresponding UBAM - POSITIVE IMPACT EQUITY shares according to the above table.

The calculation of the exchange ratio will be made on 14th December 2020 by dividing the net asset value (NAV) per share of the Absorbed Sub-fund dated 11th December 2020 by the NAV of the corresponding share class of the Absorbing Sub-fund dated 11th December 2020. The calculation of the exchange ratio will be checked by Deloitte Audit Sàrl, 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