BCC Investment Partners SICAV

Investment company with variable capital
("Société d'investissement à capital variable")
Registered office: 33A, avenue J. F. Kennedy, L-1855 Luxembourg,
Grand Duchy of Luxembourg
RCS Luxembourg: B254419
(the "Company")

Notice to the shareholders of BCC INVESTMENT PARTNERS SICAV - Pictet Emerging Corporate Opportunities Cedola 2022 (the "Merging Sub-Fund")

THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENT OF THIS LETTER, YOU SHOULD SEEK INDEPENDENT PROFESSIONAL ADVICE.

Luxembourg, 23 May 2023

Dear Shareholders,

The board of directors (the "Board of Directors") of the Company, has decided to proceed to a merger by absorption of the Merging Sub-Fund into BCC INVESTMENT PARTNERS SICAV – Franklin Templeton Cedola 2022 (to be renamed BCC INVESTMENT PARTNERS SICAV – Franklin Templeton Dynamic Opportunity) (the "Receiving Sub-Fund") in compliance with article 1(20)(a) of the law of 17 December 2010 on undertakings for collective investment as amended (the "Merger"). The Merger shall become effective 30 June 2023 (the "Effective Date").

This notice describes the implications of the contemplated merger. Please contact your financial advisor if you have any questions on the content of this notice. The merger may impact your tax situation. Shareholders should contact their tax advisor for specific tax advice in relation to the Merger.

Capitalised terms not defined herein have the same meaning as in the prospectus of the Company (the "**Prospectus**").

I. Key aspects and timing

- 1. The Merger shall become effective and final between the Merging Sub-Fund and the Receiving Sub-Fund and vis-à-vis third parties on the Effective Date.
- On the Effective Date, all assets and liabilities of the Merging Sub-Fund will be transferred
 to the Receiving Sub-Fund. The Merging Sub-Fund will cease to exist as a result of the
 Merger and thereby will be dissolved on the Effective Date without going into liquidation.
- 3. No general meeting of shareholders shall be convened in order to approve the Merger and shareholders are not required to vote on the Merger.
- 4. Shareholders holding shares of the Merging Sub-Fund on the Effective Date will automatically be issued shares of the Receiving Sub-Fund in exchange for their shares of the Merging Sub-Fund, in accordance with the relevant share exchange ratio and

participate in the results of the respective Receiving Sub-Fund as from such date. Shareholders will receive a confirmation note of their holding in the Receiving Sub-Fund as soon as practicable after the Effective Date. For more detailed information please see section V (*Rights of shareholders in relation to the merger*) below.

- 5. Subscriptions and/or redemptions of shares of the Merging Sub-Fund will be suspended as indicated under section VI (*Procedural aspects*) below.
- 6. Other procedural aspects of the Merger are set out in section VI (*Procedural aspects*) below.
- 7. The Merger has been approved by the *Commission de Surveillance du Secteur Financier* (the **"CSSF"**).
- 8. The timetable below summarises the key steps of the Merger.

Notice sent to shareholders	23 May 2023
Dealings closed in the Merging Sub-Fund	22 June 2023
Suspension of subscriptions and redemptions in the Merging Sub-	22 June 2023
Fund	
End of current accounting period of the Merging Sub-Fund	31 December 2023
Valuation of the Merging Sub-Fund and Receiving Sub-Fund	30 June 2023
Calculation of share exchange ratios	30 June 2023

Effective Date 30 June 2023

II. Background and rationale for the Merger

The Merging Sub-Fund and the Receiving Sub-Fund both have a fix term and were originally designed to terminate on 31 December 2022. The Prospectus allows the Board of Directors to extend the term of the Merging Sub-Fund and the Receiving Sub-Fund for up to two additional one-quarter periods at its discretion.

The Board of Directors, by way of circular resolutions, resolved on 13 December 2022 to extend the term of the Merging Sub-Fund and the Receiving Sub-Fund until 31 March 2023. The Board of Directors further resolved on 24 February 2023 to extend the term of the Merging Sub-Fund and the Receiving Sub-Fund for one last one-quarter period until 30 June 2023.

With the Merger, it is contemplated to offer to shareholders of the Merging Sub-Fund and the Receiving Sub-Fund a new investment opportunity with an indefinite term.

III. Impact of the Merger on shareholders of the Merging Sub-Fund

This section compares the key features of the Merging Sub-Fund to that of the Receiving Sub-Fund and highlights material differences, if any.

Shareholders of the Merging Sub-Fund are advised to read the Receiving Sub-Fund's supplement of the Prospectus for a full description of the Receiving Sub-Fund's investment objective and policy.

1. Investment objective and policy

	Merging Sub-Fund	Receiving Sub-Fund
Investment objective	The Sub-Fund is to achieve	The Sub-Fund's investment
	reasonable yields over the	objective is to maximize total
	entire duration of the Sub-Fund.	investment return consisting of
		a dynamic combination of
		capital appreciation, interest
		income, equity dividend and
		currency gains with the aim to
		capture the opportunities
		offered by the different asset
		classes in which the Sub-Fund
		may invest. When investing in
		-
		securities (including but not
		limited to depositary receipts,
		rights, warrants and
		participation notes of
		infrastructure companies), the
		Sub-Fund will more specifically
		aim to also capture
		opportunities in sectors related
		to infrastructure investments as
		well as in global markets.
Investment policy	At least 70% of the Sub-Fund's	The Sub-Fund will invest in
	assets will be invested directly	both fixed income and equity
	in fixed or variable-interest	markets.
	securities, debt securities, and	
	other interest-bearing assets	The Sub-Fund may invest in
	(whereby CoCo-Bonds may	fixed and floating-rate debt
	make up to max. 10% of the	securities and debt
	assets of the Sub-Fund) issued	obligations of global issuers
	or guaranteed by issuers with	such as governments,
	their registered office or the	supranational entities or
	major part of their business	corporate issuers.
	activities in the Emerging	
	Market countries and	The Sub-Fund may also
	denominated in a freely	purchase mortgage- and
	convertible currency (USD,	asset-backed securities for
	EUR, CHF, GBP, JPY, SEK,	up to 10% of its net assets.
	NOK, CAD, AUD, NZD, HKD or	The Sub-Fund may also
	other).	purchase convertible bonds
	Out 101).	for up to 5% of its net assets.
	The Sub-Fund may invest in	The Sub-Fund may also
	1	utilise certain financial
	, ,	
	securities for up to 80% of its	
	net assets. High yield fixed	hedging, investment and
	income securities are securities	efficient portfolio
	that are rated as sub-	management purposes.
	investment grade at the time of	These financial derivative
	acquisition by a recognised	instruments may be dealt on
	rating agency or an equivalent	Regulated Markets or over-
I	internal or external rating. The	the-counter, and may include

Sub-Fund will not invest more than 10% of its net assets in securities rated less than "B minus" (or equivalent) by recognised rating agencies or equivalent internal external rating. The Sub-Fund will not invest in securities rated distressed lower or recognised rating agencies or equivalent internal or external rating. The ratings are measured at the time of acquisition and a change of rating does not require the relevant security to be sold.In any case, the (weighted) average minimum credit rating of the assets of the Sub-Fund may not be less than "B- (B minus)".

The Sub-Fund may invest up to a maximum of 30% of its net assets directly in fixed or variable-interest securities and debt securities issued or guaranteed by issuers with their registered office or the major part of their business activities in developed markets.

While the Investment Manager will generally seek to match the expected maturities of the Sub-Fund's investments such that they mature at the Term, some or all of the investments may mature before the end of the Term and some may mature after the Term. During the 6 months preceding the Term of the Sub-Fund, the exposure to fixed variable-interest or securities, debt securities, and other interest-bearing assets of issuers with their registered office or the major part of their business activities in **Emerging Market countries may** fall below the stated minimal percentage. Conversely, during the 6 months preceding the Term of the Sub-Fund, the exposure to fixed or variableinterest securities. debt securities, and other interestindex-based financial derivatives, credit default swaps (for up to 20% of its net assets) and total return swaps (as further described in the section "SFTR" below) on fixed income including loan indices, forwards or futures contracts, or options on such contracts, including those on European government bonds.

The net assets of the Sub-Fund shall primarily (i.e. at least two-thirds of the net assets without taking into account ancillary liquid assets) be invested in securities or financial derivative instruments based on securities of European issuers and in eurodenominated securities of non-European issuers. The expected leverage of the derivatives used for investment purpose would not exceed 50%.

The Sub-Fund may invest in investment-grade and nongrade investment debt securities, including highyield debt corporate securities for up to 30% of its net assets, and in private placements, global bonds and currencies of Emerging Market countries for up to 30% of its net assets. The Sub-Fund may also invest up to 5% of its net assets in convertible securities and contingent convertible securities. The Sub-Fund may directly hold equities after the conversion option attached to convertible bonds has been exercised or following debt restructuring.

The Sub-Fund will invest in infrastructure equity securities which will include infrastructure companies via equity and equity-related

bearing assets of issuers with their registered office or the major part of their business activities in developed markets countries may exceed the stated maximum percentage Although it is intended that the Sub-Fund will hold securities until the end of the investment phase, the Investment Manager has the discretion to sell them prior to their maturity.

In response to exceptional circumstances, the Sub-Fund may invest on a temporary basis up to 100% of its net assets in bonds or treasury bills issued by a government of any OECD country or supra national organisations, money market instruments, money market funds cash, if the and Investment Manager believes that this is in the best interest of shareholders.

During the 6 months preceding the Term of the Sub-Fund, as the bonds of the portfolio mature, for the purpose of facilitating a timely realisation of the Sub-Fund's investments at market value at Term and in ensure that order tο shareholders receive their investment proceeds, the Sub-Fund may invest 100% in short money market instruments, liquidities and short term money market funds issuers worldwide denominated in EUR.

securities listed or traded on Regulated Markets in the G7 countries (i.e. United States, United Kingdom, Japan, Germany, France, Italy and Canada) and equity and securities equity-related listed or traded on Regulated Markets of other developed **Emerging** countries and Market Countries. The infrastructure equity and equity-related securities in which the Sub-Fund may invest includes common stock, preferred stock, depositary receipts, rights, warrants and participation notes of infrastructure companies.

In addition to infrastructure equities, the Sub-Fund may invest in global equity and equity-related securities listed or traded on Regulated Markets in the G7 countries, and equity and equity-related securities listed or traded on Regulated Markets of other developed countries and Emerging Market Countries, subject to a maximum of 20% of Net Asset Value.

The Sub-Fund will not invest more than 10% of its Net Asset Value in UCITS and other UCIs sub-funds (including Exchange Traded Funds).

The Sub-Fund may also hold a temporarily basis ancillary liquid assets up to 20 % of the Sub-Fund's assets. The above-mentioned 20% limit can only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions. circumstances so require and where such breach is justified having regard to the interests of the investors.

The Sub-Fund may, accordance with the Main Part, The Sub-Fund may, in use derivatives for hedging and accordance with the Main Part, efficient portfolio management use derivatives for hedging, investment efficient purposes. and portfolio management purposes. This Sub-Fund will not use SFT. Should the Sub-Fund decide to This Sub-Fund will use the use such SFT in the future, this following SFTs only: Appendix will be updated **Total Return Swaps:** accordingly in accordance with Expected level of net the requirements of SFTR. assets subject to Total Return Swaps: 5%. Maximum level of net assets subject to Total Return Swaps: One-hundred percent (100%) of the net return generated by Total Return Swaps, net of direct and indirect operational costs/fees, will be returned to the Sub-Fund. Anv direct indirect operational costs/fees arising from Total Return Swaps, will be paid to the entities outlined in the annual and semi-annual report of the Company. There are no fee sharing arrangements on Total Return Swaps. Should the Sub-Fund decide to use other SFT in the future, this Appendix will be updated accordingly in accordance with the requirements of SFTR. Sub-Fund is actively managed. It is not managed in The Sub-Fund is actively reference to a benchmark. managed. It is not managed in reference to a benchmark. Sustainability-The Sub-Fund Sub-Fund does not The does not related disclosures promote Environmental, Social promote Environmental, Social Governance Governance or (ESG) or (ESG) characteristics or pursue a characteristics or pursue a

impact sustainability or objective. Consideration of sustainability risks are not systematically integrated due to the investment strategy and the underlying nature of the investments. Sustainability risks are not currently expected to have a material impact on achieving the return objectives of the Sub-Fund.

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities (Taxonomy Regulation Art. 7). This Sub-Fund complies with Article 6 of SFDR. As such it does not consider principal adverse impacts on sustainability factors due to its investment strategy and the nature of the underlying investments (SFDR Art. 7(2)).

sustainability or impact objective. Consideration of sustainability risks are not systematically integrated due to the investment strategy and the the underlying nature of investments. Sustainability risks are not currently expected to have a material impact on achieving the return objectives of the Sub-Fund.

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities (Taxonomy Regulation Art. 7). This Sub-Fund complies with Article 6 of SFDR. As such it does not consider principal adverse impacts on sustainability factors due to its investment strategy and the nature of the underlying investments (SFDR Art. 7(2)).

2. Profile of typical investor

Merging Sub-Fund

The Sub-Fund may be suitable for investors who are seeking a return on their investment over the life of the Sub-Fund. The Sub-Fund may therefore be suitable for investors who are able to forego their invested capital for the duration of the investment and who can accept a medium-to-high investment risk.

Investors must expect fluctuations in value, which can temporarily lead also to increased losses. In a broadly-diversified overall portfolio, this Sub-Fund can be used as a supplementary investment.

Receiving Sub-Fund

The Sub-Fund may be suitable for investors who have experience with volatile investments, have sound knowledge of the capital markets and wish to participate in the performance of the capital markets so as to pursue their specific investment objectives. Investors must expect fluctuations in the value of the investments, which may temporarily also lead to substantial loss of value.

3. Classes of shares and currency

The reference currency of the class of shares of the Merging Sub-Fund (A-Shares) and the corresponding class of shares of the Receiving Sub-Fund (B-Shares) (the "Corresponding Share Classes") is EUR.

Risk profile

Merging Sub-Fund	Receiving Sub-Fund	
There can be no guarantee that the investment objectives will actually be achieved. Consequently, the Net Asset Value of the Shares may rise or fall,	There can be no guarantee that the investment objectives will actually be achieved. Consequently, the Net Asset Value of the Shares	
	or may rise or fall, and may result in different levels	

negative returns. The Sub-Fund is not a capital protected product.

Investors should carefully read the risk factors disclosed in the Main Part.

The principal risk factors associated with this Sub-Fund (non exhaustive) are as follows:

- contingent convertible fixed income instruments (Coco-Bonds)
- credit risk (and in particular relating to high yield bonds);
- derivatives risk;
- emerging markets risk;
- foreign exchange risk;
- interest rate risk;
- investment in equities;
- investment in fixed income securities;
- liquidity risk; and
- market risk.

of positive or negative returns. The Sub-Fund is not a capital-guaranteed product.

Investors should carefully read the risk factors disclosed in the Main Part.

Principal risks to the Sub-Fund's investment strategy:

- Counterparty risk
- Credit risk
- Debt Securities risk
- Derivative Instruments risk
- Market risk
- Equity Risks
- Risks of Emerging Markets
- Concentration Risk
- Currency Risks
- Custody and Settlement Risks
- Contingent Convertible Fixed Income Instruments Risk
- Credit Default Swaps Risk
- Investments in Asset-Backed Securities and Mortgage-Backed Securities
- Sustainability Risk
- Liquidity Risk

5. Dividend distribution policy

Merging Sub-Fund	Receiving Sub-Fund
The "A-Shares" of the Merging Sub-Fund are	
distributing share classes.	accumulating share classes.

Their distribution policy is described under section XIX "Distribution Policy" of the Prospectus.

6. Fees and expenses

In addition to any other applicable charges and expenses set out under section XXI (Charges and expenses) of the Prospectus, the following fees are applicable to the Corresponding Share Classes.

	Merging Sub-Fund	Receiving Sub-Fund
Share classes names	A-Shares	B-Shares
Management Company's fees	Up to 0.06% p.a. subject to a minimum fee equal to EUR 15,000 p.a. per Sub-Fund	Up to 0.06% p.a. subject to a minimum fee equal to EUR 15,000 p.a. per Sub-Fund
Depositary fee	0.015% p.a., subject to a minimum fee equal to EUR 20,000 p.a. in aggregate per Sub-Fund	0.015% p.a., subject to a minimum fee equal to EUR 20,000 p.a. in aggregate per Sub-Fund
Investment Manager and the Global Distributor fees	Up to 1.00% p.a.	Up to 1.10% p.a.

SICAV Advisor fee	Up to 0.05% p.a.	Up to 0.05% p.a.

7. Subscription, redemption and conversion of shares

	Merging Sub-Fund	Receiving Sub-Fund
Share classes names Subscriptions and Redemptions	A-Shares Shares in the Sub-Fund may be dealt in on each Valuation Day. The Issue and Redemption Price is based on the Net Asset Value of the	B-Shares Shares in the Sub-Fund may be issued on each Valuation Day. The Issue and Redemption Price is based on the Net Asset Value of the
	Shares which is calculated on each Business Day (the "Valuation Day"), and is rounded up to two decimal points.	Shares which is calculated on each Business Day (the "Valuation Day") and is rounded up to two decimal points.
	Investor may subscribe or redeem Shares of the Sub-Fund on each Valuation Day. Applications for dealing in Shares must be received by the registrar and transfer no later than 15.00 Luxembourg time (cut-off time) one Business Day prior to the applicable Valuation Day.	Investor may subscribe or redeem Shares of the Sub-Fund on each Valuation Day. Applications for dealing in Shares must be received by the registrar and transfer no later than 15.00 Luxembourg time (cut-off time) one Business Day prior to the applicable Valuation Day.
	Applications for dealing in Shares of the Sub-Fund may also be sent to the Paying Agent in Luxembourg (or, where applicable, at the local distributors and paying agents in the individual countries of distribution) in accordance with the above. Investors should note that the foregoing entities may apply earlier cut-off times.	Applications for dealing in Shares of the Sub-Fund may also be sent to the Paying Agent in Luxembourg (or, where applicable, at the local distributors and paying agents in the individual countries of distribution) in accordance with the above. Investors should note that the foregoing entities may apply earlier cut-off times.
	The total amount of the subscription must be received in cleared funds on an account of the Company within three (3) Business Days after the corresponding Valuation Day.	The total amount of the subscription must be received in cleared funds on an account of the Company within three (3) Business Days after the corresponding Valuation Day.
	Payment of redemption proceeds will, in principle, occur within three (3) Business Days after the relevant Valuation Day.	Payment of redemption proceeds will, in principle, occur within three (3) Business Days after the relevant Valuation Day.

Maximum Subscription Fee	N/A	N/A
Maximum Redemption Fee	Up to 2% of the Net Asset Value of Shares redeemed	No redemption fee will be applied.

8. Minimum investment and subsequent investment, and holding requirements

	Merging Sub-Fund	Receiving Sub-Fund
Share Classes names	A-Shares	B-Shares
Minimum Subscription	EUR 1.000	EUR 1.000
Minimum Additional Subscription	N/A	N/A
Minimum Holding	N/A	N/A

9. ISIN Codes

Please note that the ISIN Codes of the share class you hold in the Merging Sub-Fund as a result of the Merger will change. Details of the codes are given below:

Merging :	Merging Sub-Fund		Receiving Sub-Fund	
Share Class	ISIN	Share Class	ISIN	
A-Shares	LU2342991234	B-Shares	LU2342990269	

10. SRI

The summmary risk indicator (SRI) of the class of shares you hold in the Merging Sub-Fund as a result of the Merger will change, as set out below:

Merging Sub-Fund		Receiving Sub-Fund	
Share Class	SRI	Share Class	SRI
A-Shares	2	B-Shares	3

A rebalancing of the Merging Sub-Fund's portfolio may be carried out prior to the Merger.

IV. Criteria for valuation of assets and liabilities

For the purpose of calculating the relevant share exchange ratios, the rules laid down in the Articles of Association and the Prospectus of the Company for the calculation of the net asset value will apply to determine the value of the assets and liabilities of the Merging Sub-Fund.

V. Rights of shareholders in relation to the Merger

Shareholders of the Merging Sub-Fund holding shares in the Merging Sub-Fund on the Effective Date will automatically be issued, in exchange for their share in the Merging Sub-Fund, a number of shares of the Corresponding Share Class of the Receiving Sub-Fund equivalent to the number of shares held in the relevant share class of the Merging Sub-Fund multiplied by the relevant share exchange ratio which shall be calculated for each class of shares on the basis of its respective net asset value as of 30 June 2023. In case the application of the relevant share exchange ratios does not lead to the issuance of full shares, the shareholders of the Merging Sub-Fund will receive fractions of shares up to three decimal points within the Receiving Sub-Fund.

No subscription fee will be levied within the Receiving Sub-Fund as a result of the Merger.

Shareholders of the Merging Sub-Fund will acquire rights as shareholders of the Receiving Sub-Fund from the Effective Date and will thus participate in any increase in the net asset value of the Receiving Sub-Fund.

Shareholders of the Merging Sub-Fund not agreeing with the Merger will be given the possibility to request the redemption of their shares of the Merging Sub-Fund at the applicable net asset value, without any redemption charges (other than charges retained by the Merging Sub-Fund to meet disinvestment costs) during at least 30 calendar days following the date of the present notice.

VI. Procedural aspects

1. No shareholder vote required

No shareholder vote is required in order to carry out the Merger under article 32 of the Articles of Association of the Company. Shareholders of the Merging Sub-Fund not agreeing with the Merger may request the redemption of their shares as stated under section V (*Rights of shareholders in relation to the Merger*) above prior to 22 June 2023.

2. Suspensions in dealings

In order to implement the procedures needed for the Merger in an orderly and timely manner, the Board of Directors has decided that subscriptions for and redemption of shares of the Merging Sub-Fund will no longer be accepted or processed from 22 June 2023.

3. Confirmation of Merger

Each Shareholder in the Merging Sub-Fund will receive a notification confirming (i) that the Merger has been carried out and (ii) the number of shares of the Corresponding Shares Class of the Receiving Sub-Fund that they hold after the Merger.

4. Registrations

The Receiving Sub-Fund has been notified to market its shares in all Member States where the Merging Sub-Fund is either authorised or has been notified to market it shares.

5. Approval by competent authorities

The Merger has been approved by the CSSF which is the competent authority supervising the Company in Luxembourg.

VII. Costs of the Merger

Bcc Risparmio & Previdenza S.G.R.p.A with registered office at Via Carlo Esterle 9/11, 20132 Milan, Italy acting as Global Distributor and Advisor of the Merging Sub-Fund and the Receiving Sub-Fund, will bear the legal, advisory and administrative costs and expenses associated with the preparation and completion of the Merger.

VIII. Taxation

The Merger of the Merging Sub-Fund into the Receiving Sub-Fund may have tax consequences for shareholders. Shareholders should consult their professional advisers about the consequences of this Merger on their individual tax position.

IX. Additional information

1. Merger reports

PricewaterhouseCoopers, the authorised auditor of the Company in respect of the Merger, will prepare reports on the Merger which shall include a validation of the following items:

- a) the criteria adopted for valuation of the assets and/or liabilities for the purposes of calculating the share exchange ratio;
- b) the calculation method for determining the share exchange ratio; and
- c) the final share exchange ratios.

The Merger report regarding items a) to c) above shall be made available at the registered office of the Company on request and free of charge to the shareholders of the Merging Sub-Fund and the CSSF from the Effective Date.

2. Additional documents available

The following documents are available to the shareholders of the Merging Sub-Fund at the registered office of the Company on request and free of charge as from 23 May 2023.

- the common draft terms of the Merger drawn-up by the Board of Directors containing detailed information on the Merger, including the calculation method of the share exchange ratios (the "Common Draft Terms of the Merger");
- a statement by the depositary bank of the Company confirming that they have verified compliance of the Common Draft Terms of the Merger with the terms of the law of 17 December 2010 on undertakings for collective investment and the Articles of Association;
- c) the Prospectus; and

d) the packaged retail and insurance-based investment products ("PRIIPs-KID") of the Merging Sub-Fund and the Receiving Sub-Fund.

Please contact your financial adviser or the registered office of the Company if you have questions regarding this matter.

Yours faithfully,

The Board of Directors