

Date: 15 October 2024

EXPLANATORY NOTES TO THE TERMS OF LEGAL MERGER by the management boards of:

- 1 **Beheerstrategie N.V.**, a company with limited liability (naamloze vennootschap) and an investment company with variable capital (beleggingsmaatschappij met veranderlijk kapitaal), with its corporate seat in Amsterdam, the Netherlands, its place of business at Herengracht 537, 1017 BV Amsterdam, the Netherlands and registered with the Dutch Commercial Register under number 73872180 (**Acquiring Company**); and
- 2 **InsingerGilissen Umbrella Fund N.V.**, a company with limited liability (naamloze vennootschap) and an investment company with variable capital (beleggingsmaatschappij met veranderlijk kapitaal), with its corporate seat in Amsterdam, the Netherlands, its place of business at Herengracht 537, 1017 BV Amsterdam, the Netherlands and registered with the Dutch Commercial Register under number 17067513 (**Disappearing Company** and hereinafter together with the Acquiring Company also to be referred to as the **Merging Companies**),

3 **BACKGROUND**

- 3.1 The management boards of the Merging Companies have jointly drawn up the terms of legal merger (**Terms of Legal Merger**) in connection with a legal merger in accordance with Title 7, Book 2 of the Dutch Civil Code (**DCC**), as a result of which (i) the Acquiring Company will acquire the assets and liabilities of the Disappearing Company under a universal title of succession (*overgang onder algemene titel*), upon which the Acquiring Company will assign the assets and liabilities of the DFIF Subfund (as defined below) to the newly created administratively separated Acquiring Subfund (as defined below), (ii) each shareholder of the Disappearing Company (**IGUF Shareholder**) will, by operation of law, be allotted a number of new shares in the capital of the Acquiring Company in accordance with the exchange ratio as further described in section 11 of the Terms of Legal Merger, and (iii) the Disappearing Company will cease to exist (**Merger**).
- 3.2 Pursuant to section 2:318 DCC, the Merger shall be executed in accordance with the relevant provisions of Dutch law and as such will become effective on the day following the day on which the notarial deed of Merger is executed before a civil-law notary, officiating in the Netherlands (**Merger Effective Date**).
- 3.3 The terms and conditions of the Acquiring Subfund are set out in the *Base Prospectus* and the relevant *Supplementary Prospectus* and the Key Investor Document (*essentiële informatiedocument*, **KID**) and shall be disclosed to each IGUF Shareholder and any other holder of a beneficiary interest in the Disappearing Company.
- 3.4 Prior to the Merger all issued and outstanding shares in the capital of the Acquiring Company, with the exception of the priority shares, are held through the clearing system of Euroclear Netherlands (Necigef), the Dutch Central Securities Depository regulated under the Dutch Securities Giro Act (*Wet giraal effectenverkeer*), and as such Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. is the sole (nominee) shareholder of the Acquiring Company.

4 REASONS FOR THE MERGER

The management boards of the Merging Companies believe that the Merger (together with the Transfer of Shares) will lead to efficiencies and structural reduction of ongoing charges for investors.

5 IMPLEMENTATION COSTS OF THE MERGER

- 5.1 The Merger will result in that the Disappearing Subfund, as the only remaining subfund in the Disappearing Company, will achieve material cost savings as the various general costs (for example but not limited to audit and fiscal advice costs) applicable for maintaining the Disappearing Company will no longer be applicable. Therefore part of the costs for the implementation of the Merger for the amount of EUR 25,000 will be allocated to the Acquiring Subfund. Such costs are expected to be recovered by the Acquiring Subfund within eighteen months following the Merger and written off over a period of eighteen months. The remaining balance of the merger costs estimated at EUR 25,000 will be borne by the management boards of the Merger Companies.
- 5.2 Information with respect to costs of the Merger is set out in paragraph 5 ('Costs'), subparagraph F ('Costs of Fonds F1') of the relevant *Supplementary Prospectus* related to the Acquiring Subfund.

6 EXPECTED CONSEQUENCES FOR THE ACTIVITIES

The Merger is not expected to have any material consequences for the activities of the Disappearing Company, since the Acquiring Company will continue such activities in all material respects.

7 EXPLANATION FROM A LEGAL, ECONOMIC AND SOCIAL POINT OF VIEW

Legal

- 7.1 The Disappearing Company offers investments in the sub-fund Dynamic Fixed Income Fund (**DFIF Subfund**) being a segregated compartment within the legal entity of the Disappearing Company. As such, the DFIF Shares (as defined below) in the Disappearing Company are valued based on the net asset value of the DFIF Subfund.
- 7.2 The Disappearing Company currently has an issued share capital consisting of ordinary H shares related to the DFIF Subfund (**DFIF Shares**) and priority shares.
- 7.3 As part of the Merger, the Acquiring Company shall create or has created, in accordance with the articles of association of the Acquiring Company, a new administratively separated sub-fund (*subfonds*), structured as a sub-fund (*subfonds*) as referred to in Section 1:1 of the Dutch Act on Financial Supervision (*Wet op het financieel toezicht*) (**AFS**) Beheerstrategie N.V. – Dynamic Fixed Income Fund (**Acquiring Subfund**).
- 7.4 As part of the Merger, the Acquiring Company shall in accordance with the exchange ratio as set out in section 11 of the Terms of Legal Merger allot a number of New Shares (as defined below) to each holder of DFIF Shares, consisting of registered ordinary shares, series F1 related to Acquiring Subfund in the capital of the Acquiring Company, each with a nominal value of EUR 41.25 (**New Shares**) and shall allot a number of priority shares in the capital of

the Acquiring Company (**Priority Shares**) to each holder of priority shares in the capital of the Disappearing Company.

- 7.5 The Acquiring Company will make the required filings with the Dutch trade register to ensure that immediately prior to the execution of the notarial deed of Merger before a civil-law notary officiating in the Netherlands, and the Merger becoming effective, the authorized capital of the Acquiring Company provides for the class and numbers of shares to enable the Acquiring Company to allot the New Shares as part of the Merger.
- 7.6 As a result of the Merger (i) all assets and liabilities of the Disappearing Company (**Merger Assets**) shall be acquired by the Acquiring Company under universal title of succession, after which the Acquiring Company will assign the assets and liabilities of the DFIF Subfund to the Acquiring Subfund, (ii) each IGUF Shareholder will, by operation of law, be allotted a number of New Shares or Priority Shares, as the case may be, in accordance with the Exchange Ratio (as defined below) and (iii) the Disappearing Company will cease to exist.
- 7.7 Prior to the relevant resolutions to approve the Merger being adopted, the terms and conditions of the Acquiring Subfund (set out in the Basis Prospectus and the relevant Aanvullend Prospectus) and the KID shall be disclosed to each IGUF Shareholder and any other holder of a beneficiary interest in the Disappearing Company . It is not contemplated that the terms of the DFIF Subfund would be materially different from those of the Acquiring Subfund, which are included in the Basis Prospectus, Aanvullend Prospectus and the KID which shall be made available on the website of the Acquiring Company: www.insingergilissen.nl, following the approval of the Dutch Financial Markets Regulator (*Autoriteit Financiële Markten*) (AFM) of the management and offering of the New Shares by InsingerGilissen Asset Management N.V. (**IGAM NV**) in the Netherlands.
- 7.8 The legal aspects of the Merger are further described in the Terms of Legal Merger.

Economic

- 7.9 From an economic point of view, the Merger is expected to provide for efficiency and cost reductions which would provide a benefit to the investors of the Disappearing Company .
- 7.10 Besides the benefit that the Merger would provide to the investors of the Disappearing Company, IGAM NV as alternative investment fund manager (*beheerder van beleggingsinstellingen*) in accordance with section 2:65 of Dutch Act on Financial Supervision (*Wet op het financieel toezicht*) may also benefit from the implementation of the Merger. IGAM NV, the Acquiring Company and the Disappearing Company believe such interest of IGAM NV does not reduce the rights and interests of the investors of the Disappearing Company (or in any event not to conflict therewith), and all value transparency in this respect.

Social

- 7.11 The Merger is not expected to have any material impact on the social aspects relating to the activities of Disappearing Company as the Merging Companies do not have any employees.

8 METHOD FOR DETERMINATION OF EXCHANGE RATIO

Method pursuant to which the Exchange Ratio has been established

- 8.1 The aggregate value of the shares in the Disappearing Company (**IGUF Shares**) immediately preceding the Merger Effective Date will equal the value of the Merger Assets immediately preceding the Merger Effective Date.
- 8.2 In view thereof, the Acquiring Company shall allot a number of New Shares to each holder of DFIF Shares, the balance between the nominal value and the book value of such New Shares (which is equal to the net asset value of such New Shares) being considered non-obliged share premium, whereby the following exchange ratio (**Exchange Ratio**) shall apply: for each DFIF Share held by a IGUF Shareholder at the Merger Effective Date, such shareholder will receive one New Share.
- 8.3 As the aggregate value of the New Shares and Priority Shares at the Merger Effective Date equals the aggregate value of the IGUF Shares immediately preceding the Merger Effective Date, the above Exchange Ratio shall be applied.
- 8.4 In case the application of the exchange ratio will not lead to the issuance of full shares, the IGUF Shareholders shall round the number of shares down to the nearest whole number, with such IGUF Shareholders being paid the difference in cash at the net asset value per share prorated to the fraction of share so redeemed.

Applicability of the method applied

- 8.5 In the context of a merger, the objective of the board of directors' valuation is to estimate the "relative" equity values in order to determine the exchange ratio; the estimated relative values should not be taken as reference in different contexts.
- 8.6 The relative value of the Merger Assets has been determined under the going-concern assumption and ignoring any potential economic and financial impacts of the Merger.
- 8.7 In light of the above, and taking into account the objective of the valuation analysis, the methods applied as set out above are considered appropriate for the Merger.

The method to determine the Exchange Ratio has led to the following valuation

- 8.8 When valuing the Merger Assets of the Disappearing Company at net asset value and any other valuation method applied to those assets and liabilities in the Disappearing Company's 2023 audited annual accounts and the interim balance sheet of the Disappearing Company dated 30 August 2024, these assets and liabilities of the Disappearing Company are valued at EUR 147,164,982 as of 30 August 2024.
- 8.9 As the aggregate value of the New Shares at the Merger Effective Date equals the aggregate value of the DFIF Shares immediately preceding the Merger Effective Date, for purposes of these explanatory notes the Merger Assets and the New Shares and Priority Shares are considered to be of equal value and therefore the Exchange Ratio is being proposed.

The problems that have arisen with regard to the valuation and determination of the Exchange Ratio

- 8.10 No particular difficulties have arisen as a result of the valuation method used or as a result of the determination of the Exchange Ratio.

The relative weight of the methods

- 8.11 The relative weight of the methods used to establish at the valuation is generally acceptable.

Particular difficulties valuation and determination of the Exchange Ratio

- 8.12 There are no particular difficulties to report in respect of the valuation and the determination of the Exchange Ratio.

9 MISCELLANEOUS

The Merger will be binding on all the IGUF Shareholders who have not exercised their right to request the redemption of their shares, free of charge, on or before 30 December 2024.

The auditor's statements and report referred to in section 2:328 DCC are attached to the Terms of Legal Merger as annex C and annex D.

- signature pages to follow -

The management board of: Beheerstrategie N.V.

By: InsingerGilissen Asset Management N.V.

By: M.J. Baltus

Title: managing director

Place:

Date:

By: InsingerGilissen Asset Management N.V.

By: I. van de Looij - Brouwer

Title: managing director

Place:

Date:

The management board of: InsingerGilissen Umbrella Fund N.V.

By: InsingerGilissen Asset Management N.V.

By: M.J. Baltus

Title: managing director

Place:

Date:

By: InsingerGilissen Asset Management N.V.

By: I. van de Looij - Brouwer

Title: managing director

Place:

Date: