BNP PARIBAS EASY

Luxembourg SICAV – UCITS
Registered office: 10 rue Edward Steichen, L-2540 Luxembourg
Luxembourg Trade and Companies Register n° B 20.2012
VAT Number: LU28426802

Notice to shareholders of the sub-fund
BNP Paribas Easy FTSE EPRA Nareit Global Developed Green CTB - Merger

Luxembourg, October 29, 2024,

The Board decides, in accordance with the provisions of Article 32 of the articles of association of BNP Paribas EASY (the "**Merging Company**"), to dissolve without liquidation BNP Paribas Easy FTSE EPRA Nareit Global Developed Green CTB (the "**Merging Sub-Fund**") by transferring all of their assets and liabilities into BNP Paribas EASY FTSE EPRA Nareit Global Developed Green CTB UCITS ETF** (the "**Receiving Sub-Fund**"), a sub-fund of BNP Paribas EASY ICAV, an open-ended investment vehicle with variable capital organised under the laws of Ireland and organised as an *Irish Collective Asset-management Vehicle* (the "**Receiving Company**"), in exchange for the issuing to its shareholders of new shares of the Receiving Sub-Fund (the "**Merger**"), in accordance with Article 2, §1, p) i) and q) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "**Directive**").

***The receiving sub-fund will be registered in Slovakia at the time of the merger.*

BNP Paribas Easy Merging Sub-Fund	*BNP Paribas EASY ICAV Receiving Sub-Fund*	*Effective Date of Merger**	*Last Order Date**	*First NAV Valuation Date**	*First NAV Calculation Date**
BNP Paribas Easy FTSE EPRA Nareit Global Developed Green CTB	BNP Paribas EASY FTSE EPRA Nareit Global Developed Green CTB UCITS ETF**	**06 December 2024**	**28 November 2024**	**06 December 2024**	**09 December 2024**

* Dates:

- Effective Date of Merger – Date on which the Merger is effective and final.
- Last Order Date – Last date on which subscriptions, redemptions and conversions orders are accepted until cut-off time into the Merging Sub-Fund.
  Orders received into the Merging Sub-Fund after this date will be rejected.
  Shareholders of the Merging Sub-Fund who do not accept the Merger may instruct the redemption of their shares free of charge until this date (see item 8).
- First NAV Valuation Date – Date of valuation of the underlying assets for the calculation of the first NAV post-merger.
- First NAV Calculation Date – Date on which the first NAV post-merger (with merged portfolios) will be calculated.

***The receiving sub-fund will be registered in Slovakia at the time of the merger.*

Issued shares will be merged as follows:

ISIN code	*BNP Paribas Easy Merging Sub-Fund*	*Share category*	*Reference Currency*	*BNP Paribas EASY ICAV Receiving Sub-Fund*	*Share category*	*Reference Currency*	*ISIN code*
LU2365458905	BNP Paribas Easy FTSE EPRA Nareit Global Developed Green CTB	UCITS ETF CAP	EUR	BNP Paribas EASY FTSE EPRA Nareit Global Developed Green CTB UCITS ETF**	EUR CAP	EUR	IE0007YP0PL1***

***The receiving sub-fund will be registered in Slovakia at the time of the merger.*

****This share-class will be registered in Slovakia at the time of the merger.*

1) Effective date of the Merger

The Merger will be effective on Friday 06 December 2024.

2) Background & Rationale to the Merger

The Merger occurs in the context of BNP PARIBAS ASSET MANAGEMENT's strategic development plan in the United Kingdom, Nordic countries and Switzerland.

The board of the Merging Company believes that the Merging Sub-Fund's strategy has stronger perspectives for growth in the Receiving Sub-Fund of the ICAV structure. As such, the boards of the parties believe that it would be in the interests of shareholders in the Merging Sub-Fund to merge it into the Receiving Sub-Fund of the ICAV, also structured as a UCITS exchange traded fund (UCITS ETF).

Warning:
- ✓ **Past results are not an indicator or guarantee of future results.**
- ✓ **There is no guarantee that this objective will be achieved.**

3) Impact of the Merger for the shareholders of the Merging Sub-Fund
- ✓ 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 will be dissolved without liquidation by transferring all its assets and liabilities into the Receiving Sub-Fund. The Merging Sub-Fund will cease to exist on the effective date of the Merger.
- ✓ The Merger will be done in kind. No rebalancing of the Merging Sub-Fund's portfolio is expected due to the similarities of its strategy with the Receiving Sub-Fund's strategy.
- ✓ First orders of the shareholders of the Merging Sub-Fund will be accepted in the Receiving Sub-Fund on 06 December 2024, and will be processed on the Dealing Day* of 09 December 2024 calculated on 10 December 2024, provided that the new positions have been taken into account by their financial intermediary.
- ✓ **The total OCR of the share category of the Receiving Sub-Fund is the same as the one of the Merging share category as explained in the table on below item 6.**

  *As defined in the Receiving Company's prospectus.

4) Impact of the Merger for the shareholders of the Receiving Sub-Fund
- ✓ There are no shareholders in the Receiving Sub-Fund and so no impact.
- ✓ The Receiving Sub-Fund will be launched on 06 December 2024.

5) Organisation of the exchange of shares

The merging shareholders will receive, in the Receiving Sub-Fund, the same number of shares, in a category and class registered in the same currency as they have in the Merging Sub-Fund, based on an exchange ratio of one (1) share of the Merging Sub-Fund for one (1) share of the Receiving Sub-Fund.
The exchange ratio is defined as of 06 December 2024 based on the valuation of the underlying assets set on 05 December 2024.

The criteria adopted for the valuation of the assets and, where applicable, the liabilities for the calculation of the exchange ratio will be the same as those described in the articles of association as well as in the prospectus of the Receiving Company.

No balancing cash adjustment will be paid for the fraction of the Receiving share attributed beyond the third decimal.

6) Comparison between Merging and Receiving Sub-Funds

Features	**BNP Paribas Easy FTSE EPRA Nareit Global Developed Green CTB** **Merging Sub-Fund**	**BNP Paribas EASY FTSE EPRA Nareit Global Developed Green CTB UCITS ETF**** **Receiving Sub-Fund**
Legal structure, registered office, applicable Law, regulatory authority of the parties	Legal structure and applicable Law: Société d'Investissement à Capital Variable (SICAV) under Luxembourg Law Registered Office: the Merging Company is domiciled in Luxembourg. Regulatory Authority: the Merging Company is regulated by the Commission de Surveillance du Secteur Financier (the "CSSF") in Luxembourg.	**Legal structure and applicable Law:** **Irish Collective Asset-management Vehicle (ICAV) under Irish Law.** **Registered office: the Receiving Company is domiciled in Ireland.** **Regulatory Authority: the Receiving Company is regulated by the Central Bank of Ireland (the "CBI").**
Voting right	All the Merging Company's whole shares, whatever their value, have equal voting rights. Votes shall be on a one-share one-vote basis and all shares, regardless of the sub-fund to which they belong shall take an equal part in decision-making at the General Meeting. Fractional shares shall have no voting right. All shareholders may attend meetings either in person or by appointing any other individual as a representative in writing, by cable, telegram, telex of fax.	Each of the shares entitles the shareholder to attend and vote at meetings of the ICAV and of the relevant Class of a Fund represented by those shares. On a show of hands every registered shareholder who is present shall have one vote. On a poll every registered shareholder present in person or by proxy shall be entitled to one vote in respect of each share held by him. Fractional shares may be issued and shall not carry any voting rights at general meetings of the ICAV or of any Fund or Class and the Net Asset Value of any fractional Share shall be the Net Asset Value per share adjusted in proportion to the fraction.
Annual general meeting	The annual general meeting of shareholders will be held at the Merging Company's registered office or at any other place in the Grand Duchy of Luxembourg specified in the notice of meeting, on April 26 at 2.30 p.m. CET. If said day is a legal public or banking holiday in Luxembourg, the annual general meeting shall be held on the next bank business day.	**All general meetings of the ICAV shall be held in Ireland** The ICAV shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year.

End of the financial year	31 December	31 December
Management Company/ Investment Manager, if relevant	BNP PARIBAS ASSET MANAGEMENT Luxembourg (Management Company) BNP PARIBAS ASSET MANAGEMENT Europe (Investment Manager)	**BNP PARIBAS ASSET MANAGEMENT Europe**
Depositary	BNP PARIBAS, Luxembourg Branch	**BNP PARIBAS S.A., Dublin Branch**
Administrator		**BNP Paribas Fund Administration Services (Ireland) Limited**

Investment objective	Replicate the performance of the FTSE EPRA Nareit Developed Green EU CTB (NTR) Index (Bloomberg: FENGRECN Index), including fluctuations, and to maintain the Tracking Error between the sub-fund and the index below 1%.	Replicate the performance of the FTSE EPRA Nareit Developed Green EU CTB (NTR) Index (Bloomberg: FENGRECN Index) (the "Index") while aiming to minimise the tracking error in between the Fund's Net Asset Value per Share and the Index. **By replicating the performance of the Index, the Sub-Fund aims to provide investors with exposure to companies worldwide while taking into account environmental, social and governance ("ESG") criteria, specifically the minimum standards of Commission Delegated Regulation (EU) 2020/1818 as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmarks (the "Delegated Acts") relating to Climate Transition Benchmarks ("CTB") which include, but are not limited to, targeting the reduction of greenhouse gas emission by at least 30% relative to the Parent Index (as defined below) and an additional decarbonisation target of at least 7% each year as defined in the Delegated Acts.**
Investment policy	To achieve the investment objective, the manager of the Sub-Fund's portfolio will use the index replication method described below, to ensure optimum management of the Sub-Fund. The Sub-Fund will not invest more than 10% of its net assets in shares or units issued by UCITS or other UCIs. Full replication The Sub-Fund will achieve exposure to Global listed real estate equities and REITS of the following regions: North America, Developed Europe, Japan and Developed Asia-Pacific ex Japan with strong sustainability metrics by investing at least 90% of its assets in: - Equities issued by companies included in the index, and/or - Equities equivalent securities whose underlying assets are issued by companies included in the index. The remainder of the assets may be invested in equities or equity equivalent securities other than those referred to in the core policy, REITS, Money Market Instruments. The Sub-Fund aims at replicating as closely as possible the performance of its reference index. However, it may experience some degree of Tracking Error due to replication costs. Tracking Error is calculated as the standard deviation of the difference in the Sub-Fund and benchmark weekly returns over one year. In full replication, Tracking Error is mainly due to transaction costs, differences in income reinvestment policies and tax treatments and cash drag. In full replication, the Sub-Fund follows the same rebalancing policy as the index. Index changes are implemented on the same day as in the index in order not to deviate from the index performance. The costs of rebalancing the portfolio will depend on the index turnover and the transactions costs of trading the underlying securities. Rebalancing costs will impact negatively the Sub-Fund's performance. The Sub-Fund may hold ancillary liquid assets within the limits and conditions described in Book I, Appendix 1 – Eligible Assets, point 7.	In order to achieve its investment objective, the Sub-Fund will generally seek to replicate the Index. **However, the Sub-Fund may employ Optimised Replication (as defined in the Prospectus) in circumstances where the number of constituents in the Index is too high relative to the Sub-Fund's net assets or where the liquidity profile of the constituents of the Index is inconsistent with that of the Fund.** *Full Replication* When employing Full Replication, the Fund will invest, in similar proportions to their weightings in the Index, at least 90% of its net assets in a portfolio of global listed real estate equity securities and REITs that, as far as practicable, comprise the component securities of the Index or in equity related securities whose underlying assets are issued by companies included in the Index. The issuers of such equity securities will be companies domiciled or conducting the majority of their business activities in developed countries and which are deemed to respect ESG criteria, as determined by FTSE International Limited. (the "Index Provider"). The Sub-Fund may invest in equity-related securities the underlying assets of which are issued by companies included in the Index **(i.e. Depositary Receipts) where it is not possible or practicable for the Sub-Fund to invest directly in or continue to hold all of the constituent securities of the Index (for reasons such as, but not limited to, where this would involve difficulties or substantial costs, where one or more securities in the Index becomes temporarily illiquid or unavailable, or as a result of legal restrictions or regulatory limitations that apply to the Sub-Fund but not the Index) and/or where consistent with its investment objective.** ***Optimised Replication*** **When employing Optimised Replication, the Sub-Fund will seek to track the performance of the Index by investing at least 90% of its net assets in a portfolio of global listed real estate equity securities and REITs comprising a representative sample of the constituents of the Index or in equity-related securities whose underlying assets are issued by companies included in the Index. These securities are selected by the Investment Manager in order to minimise tracking error.** **Other Investments** **At least, 51% of the Sub-Fund's net assets will be invested at all times in equity securities, however, the Sub-Fund may make other investments as outlined below where consistent with its investment objective and policy.** **The Sub-Fund may invest up to 10% of its net assets in equity securities or equity–related securities (i.e. Depositary Receipts) issued by companies not included in the Index, in the units/shares of Eligible Collective Investment Schemes where such investments satisfy the requirements of the Central Bank.** **The Sub-Fund may invest up to 10% of its net assets in Money Market Instruments to be held as ancillary liquid assets.** The Sub-Fund may also engage in transactions in FDIs for investment, hedging and/or efficient portfolio management purposes. The Sub-Fund may use the following FDIs: foreign exchange swaps, forwards, interest rate swaps, futures and options. Further details on FDIs and how they may be used are set out in the Prospectus under the heading "Use of Derivatives and Hedging".

Sustainable Investment Policy	**Information relating to SFDR* and Taxonomy Regulation** The Sub-Fund promotes environmental and / or social characteristics, provided that the companies in which the investments are made follow good governance practices, in accordance with article 8 of SFDR, and it will have a minimum proportion of its assets considered as sustainable investments within the meaning of SFDR. INFORMATION ABOUT THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS RELATING TO THIS SUB-FUND IS AVAILABLE IN THE ANNEX OF THE PROSPECTUS SET OUT IN BOOK III. A summary of the commitments is also available in Appendix 5 of Book I.	The Sub-Fund is an Article 8 fund as defined in the Prospectus. The Sub-Fund promotes environmental and/or social characteristics by investing in companies assessed according to ESG criteria such as environmental opportunity, pollution and waste, carbon emission, human capital, corporate governance and based on their efforts to reduce their exposure to coal and unconventional fossil fuels. As a result, companies involved in sectors with a potentially high negative ESG impact, those subject to significant violations of the UN Global Compact principles and those involved in severe ESG-related controversies are excluded from investment by the Sub-Fund. The Sub-Fund promotes superior or improving environmental and social practices among investee companies. The promoted environmental and social characteristics are namely: (i) international norms and convention and responsible business practices, by excluding issuers that do not comply with the reference benchmark eligible stock criteria taking into account sectorial and controversial policies; (ii) lower weighted average GHG intensity compared to its investment universe; and (iii) an annual decarbonisation target of at least 7%. The characteristics promoted by the Fund are more particularly described in the annex to this Supplement. The Sub-Fund achieves this by replicating/tracking the Index, which has a methodology that is consistent with attaining the environmental and social characteristics promoted by the Fund. The Investment Manager measures the attainment by the Fund of the environmental and/or social characteristics as detailed in the annex to the Supplement. The environmental and social characteristics are achieved by applying the Index Provider's criteria in order to gain exposure to listed real estate equities and REITS while incorporating a tilting methodology that adjusts Index weights according to ESG criteria as described in the section below titled "The Index". In addition, the Index aims to comply with the CTB standards under the Delegated Acts by targeting the reduction of greenhouse gas intensity by at least 30% relative to the Parent Index and an additional decarbonisation target of at least 7% each year. Further information on how the environmental and social characteristics promoted by the Sub-Fund are achieved is set out under the heading "The Index".
Minimum sustainable investments	Minimum 40 %	The Sub-Fund commits to invest a minimum of 40% of its net assets in sustainable investments. The Investment Manager determines whether the Fund's investments are sustainable investments in accordance with its proprietary methodology which integrates several criteria into its definition of sustainable investment and of which criteria a company must meet one in order to be deemed to contribute to an environmental or social objective and which also includes consideration of not doing significant harm to any other sustainable objective and provided the company follows good governance practices.
Derivatives and Securities Financing Transactions	At the date of the prospectus, the sub-fund is not using securities financing transactions. Derivatives instruments may be used for hedging purposes and / or efficient portfolio management as long as the conditions set out in Appendix 2 of Book I are met. In case of activation of hedged share classes, foreign exchange contracts may be used for currency hedging at share class level on a continuous basis.	The Sub-Fund may invest in total return swaps for currency hedging purposes only subject to the requirements of the Securities Financing Transactions Regulation, the UCITS Regulations and the Central Bank UCITS Regulations. This is more particularly described in the Prospectus under the heading "Securities Financing Transaction Regulations Disclosure". **Up to 105% of a Class' net assets may be subject to total return swaps at any time, however the amount subject to total return swaps is not generally expected to exceed 100% of a Class' net assets.** The Sub-Fund will not engage in lending or borrowing of securities or repurchase/reverse agreements within the meaning of the Securities Financing Transactions Regulation.
Risk Management Process	Commitment Approach	Commitment Approach
Specific Risk Profile	Equity Risk Tracking Error Risk Real Estate Related Exposure Risk Extra-Financial Criteria and Sustainability Investments Risks	Equity Risk Extra-financial Criteria and Sustainable Investments Risks **Risks relating to Funds that seek to track or replicate an Index**
Investor type profile	This Sub-Fund is suitable for investors who: ✓ are looking for a diversification of their investments in in real estate products; ✓ are willing to accept higher market risks in order to potentially generate higher long-term returns; ✓ can accept significant temporary losses; ✓ can tolerate volatility; ✓ have an investment horizon of 5 years	A typical Investor would be one who is an investor who is: ✓ seeking diversification of their investments in equities; ✓ willing to accept higher market risks in order to potentially generate higher long-term returns; ✓ can accept significant temporary losses; and ✓ can tolerate volatility.
SRI	4	4

Summary of differences for: • **Legal structure, domicile, applicable Law, regulatory authority of the parties** • **Depository and Administrator**	Legal structure, domicile, applicable Law, regulatory authority The Merging Company is a *Société d'Investissement à Capital Variable* (SICAV) under Luxembourg Law while the Receiving Company is an *Irish Collective Asset-management Vehicle* (ICAV) under Irish Law. The Merging Company is domiciled in Luxembourg whereas the Receiving Company is domiciled in Ireland. The Merging Company is supervised by the CSSF while the Receiving Company is supervised by the CBI. Depository and Administrator BNP PARIBAS, Luxembourg Branch acts as both Depository and Administrator of the Merging Company. BNP PARIBAS S.A., Dublin Branch acts Depository and BNP Paribas Fund Administration Services (Ireland) Limited acts as Administrator of the Receiving Company.	
OCR (ongoing charges): • "UCITS ETF" • "EUR CAP"	*0.40 % (Max.) including:* *Management fee : 0.28%* *Performance fee : None* *Distribution fee : None* *Other : 0.12%* *TAB: None*	Estimation as sub-fund launched on 06 December 2024. Total expense ratio (TER): 0.40 % (Max.) ***
Annual cost impact (KID)	0.42% We do not charge an entry or exit cost on the secondary market. Retail investors who are neither authorised participants nor authorised investors will indeed generally be able to buy or sell shares only on the secondary market where shares of the Product are traded with the assistance of an intermediary (e.g. a broker). In this case, those investors may incur fees and costs which are payable to the intermediary but not charged by the Product itself or its Manufacturer. You can find this out from your financial adviser. It shall be noted that the prospectus describes the maximum costs applicable on the primary market usually for authorised participants and authorised investors and/or in exceptional circumstances.	0,42% We do not charge an entry or exit cost on the secondary market. Retail investors who are neither authorised participants nor authorised investors will indeed generally be able to buy or sell shares only on the secondary market where shares of the Product are traded with the assistance of an intermediary (e.g. a broker). In this case, those investors may incur fees and costs which are payable to the intermediary but not charged by the Product itself or its Manufacturer. You can find this out from your financial adviser. It shall be noted that the prospectus describes the maximum costs applicable on the primary market usually for authorised participants and authorised investors and/or in exceptional circumstances.
Anti-Dilution Levy/ Duties and Charges	Maximum 0.20% for subscription or conversion in, and maximum 0.20% for redemption or conversion out.	**A fixed amount may be charged in respect of Duties and Charges. The subscription or redemption prices are based on the Net Asset Value per Share adjusted with Duties and Charges, if any. The maximum Subscription and Redemption Fees that can be applied are set out in the Receiving Fund's Supplement.**
NAV Cycle	• Centralisation of Orders (D – 1) • Valuation Day (D) • NAV Calculation and publication date (D + 1) • Orders Settlement Date (Maximum D + 3)	• Trade Cut-Off Time (D – 1) • Dealing Day (D) • Valuation Day (D + 1) • Settlement Time (Maximum D + 3)

* *SFDR stands for "Sustainable Finance Disclosure Regulation" referring to the Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 27, 2019 on sustainability-related disclosures in the financial services sector. More information about this Regulation and the categorization are available in the Prospectus.*

***The receiving sub-fund will be registered in Slovakia at the time of the merger.*

****This share-class will be registered in Slovakia at the time of the merger.*

7) Tax Consequences

As the Receiving Company is resident in Ireland, it qualifies as investment undertaking for the purposes of Section 739B of the Taxes Consolidation Act, 1997, as amended (TCA). Further information regarding tax consequences are disclosed in the prospectus of the Receiving Company.

In accordance with the European Directive 2011/16 the Luxembourg authorities will report to the tax authorities in the country of residence of the Merging shareholders 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 shareholders contact their local tax advisor or authority.

8) Right to redeem the shares

Shareholders of the Merging Sub-Fund who do not accept the Merger may instruct redemption of their shares free of charge*** until the cut-off time, on the date detailed in the column "Last Order Date" in the above 1st table.

Shareholders whose shares are held by a clearing house are advised to enquire about the specific terms applying to subscriptions, redemptions and conversions made via this type of Intermediary.

*** *Excluding fees (i) charged to cover transaction costs and to ensure an equal treatment of investors while preserving the Net Asset Value of the Merging Sub-Fund or (ii) that may be charged on the secondary market where investors may incur fees and costs payable to intermediaries (such fees are not charged by the Merging Sub-Fund itself or its Management Company).*

9) Other information

The costs and expenses of the Merger will be borne by BNP PARIBAS ASSET MANAGEMENT Europe, the Management Company of the Receiving Sub-Fund, except for banking and transaction related costs (including e.g. taxes and stamp duties) which may be charged to the Merging Sub-Fund, provided that they are not material.

The merging operations will be both validated by:

- ✓ PricewaterhouseCoopers, Société cooperative, the auditor of the Merging Company, which will perform a clearance on the NAV of the Merging Sub-Fund on the effective date of the Merger; and
- ✓ Deloitte Ireland LLP, the auditor of the Receiving Company, which will validate the Merger.

The merger ratio will be available on the website https://www.bnpparibas-am.com/en/.

The annual and semi-annual report, if any, and the legal documents of the parties, as well as the KIDs of the Merging and Receiving Sub-Funds, and the Depositary and the Auditor reports regarding this operation are available at the Management Companies of the parties or on the website www.bnpparibas-am.com where shareholders are invited to acquaint with.

Shareholders who need more information about this Merger may contact the Management Company of the Merging Company.

The notice will be made available on the website of the Management Company of the Merging Company.
Please refer to the respective prospectus of the parties for any term or expression not defined in this document.

The Board of Directors