

Boussard & Gavaudan SICAV
Société anonyme sous la forme d'une SICAV
Registered office: 5, allée Scheffer
L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 190.584
(the "**Fund**")

Luxembourg, 29 December 2021

NOTICE TO THE SHAREHOLDERS OF BG Long Term Value
(the "Compartment")

Dear Shareholder,

Following the ESMA Guidelines on performance fees in UCITS and certain types of AIF (the "**ESMA Guidelines**") and in consideration of the best interest of the shareholders of the Compartment, the Board of Directors of the Fund (the "**Board**") would like to inform you that it has decided to modify the Compartment's methodology for the calculation of performance fees (the "**New Methodology**").

The Prospectus of the Fund has been updated as follows:

"From 1 January 2022, the following provisions shall apply and replace the preceding provisions:

*The Management Company will be entitled to receive a performance fee from the Compartment (the "**Performance Fee**").*

*The Performance Fee is calculated in respect of each period of twelve months ending on 31 December in each year or if the Shareholders redeem their Shares at any time during the twelve month-period, the Performance Fee will be calculated from 1 January until the Valuation Day on which the redemption is applied (a "**Calculation Period**").*

*For each Calculation Period, the Performance Fee will be equal to 15% (including tax) of the relevant Shares' outperformance compared to the higher of (A) zero and (B) the performance of the Stoxx Europe 600 Net Return index over the Performance Reference Period (the "**Outperformance**"), as defined and determined below.*

The performance of the Shares is calculated net of all costs but before Performance Fee.

The Performance Fee shall be calculated and accrued as at each Valuation Day: the Performance Fee accrual is adjusted on each Valuation Day based on the variation of the outperformance compared to the preceding Valuation Day.

The Performance Fee is payable to the Management Company in arrears within 30 calendar days after 31 December.

However, in the case of Shares redeemed before 31 December, the accrued Performance Fee in respect of those Shares is crystalized and therefore due to the Management Company regardless of the performance of the Compartment after such redemption and shall be payable within 30 calendar days after 31 December.

Performance Reference Period

The performance reference period (the “**Performance Reference Period**”) shall mean the following:

The Performance Reference Period starts on 1 January 2022. It will last for five years and be renewed for sliding and consecutive five-year periods in respect of any given Calculation Period.

Or

During the first five-year period starting on 1 January 2022, the Performance Fee may still be paid looking back at the performance of each of the previous Calculation Periods.

In respect of any given Calculation Period, a Performance Fee shall crystallise and be payable if the Compartment has generated positive Outperformance over each of the following periods within the Performance Reference Period:

- the Calculation Period,
- the 2 year period ending at the end of the Calculation Period,
- the 3 year period ending at the end of the Calculation Period,
- the 4 year period ending at the end of the Calculation Period, and
- the 5 year period ending at the end of the Calculation Period.

(collectively, the “**Test Periods**” and individually a “**Test Period**”).

Until 1st January 2027, the Outperformance will only be assessed over the Test Periods which have elapsed since 1st January 2022.

On the contrary, if on any given Test Period during the Performance Reference Period the Compartment has underperformed the Stoxx Europe 600 Net Return, there will not be any accrued performance fee. The underperformance will be brought forward the following Test Period for the purpose of the calculation of the Performance Fee. Consequently, the compensation of negative performances is ensured over the Calculation Periods during a Performance Reference Period.”)

In order to be compliant with the ESMA Guidelines, the New Methodology will be implemented as of 1 January 2022.

The updated Prospectus, to be dated December 2021, reflecting the New Methodology, will be available at the registered office of the Fund at 5, allée Scheffer, L-2520 Luxembourg and on Boussard & Gavaudan’s website.

All capitalised terms used in this notice shall bear the same meaning as the capitalised and defined terms in the Prospectus of the Fund, unless otherwise defined herein.

The Board would like to thank you for your continued support.

Boussard & Gavaudan SICAV