ALICANTO SICAV I

Société d'Investissement à Capital Variable

under the form of a public limited liability company (société anonyme)

R.C.S. Luxembourg B207600

(the "Company")

NOTICE OF MERGER TO THE SHAREHOLDERS OF

DISCOVERY OPPORTUNITIES SUB-FUND AND ABSOLUTE RETURN SUB-FUND

Dear Shareholders,

the Board of Directors of the Company (the "**Board**") resolved the merger (the "**Merger**") by absorption of the Discovery Opportunities sub-fund (the "**Merging Fund**") with the Absolute Return sub-fund (the "**Receiving Fund**") (together the "**Funds**"). The Funds present similarity in terms of investment universe and strategy. The progressive reduction of the assets under management of the Merging Sub-Fund has contributed to limiting the interest of potential investors and it has weakened the efficiency of the product.

Following the Merger, remaining shareholders will benefit from investment into a fund with higher assets under management, making continued operations economically more efficient.

Shareholders of the Merging Fund are invited to consult the prospectus of the Company dated May 2024 which can be requested free of charge at: info@alicantosicav.com.

The merge is effective as of 30.04.2024 (the "**Effective Date**").

Shareholders of the Merging Fund who do not agree with the Merger have one month to request the redemption or switch of their shares free of charges from the date of this notice until 12:00 CET on 26.04.2024 as further described below in section "Suspension in dealings" below.

The Merger may have an impact on Shareholders' tax situation; thereby Shareholders are invited to consult their professional advisors as to the legal, financial and tax implications of their investment in the Company under the laws of the countries of their nationality, residence, domicile or incorporation.

Shareholders are invited to request the new version of the prospectus of the Company dated May 2024, the report of the statutory Auditor on the exchange ratio calculation and the Key Information Document (KID) free of charge at the following address: info@alicantosicav.com.

Details of the Merger

Through the Merger, all assets and liabilities of the Merging Fund will be transferred to the Receiving Fund and, as of the Effective Date, the Merging Fund will cease to exist without going into liquidation as per article 1 (20) (a) Law of 17 December 2010, as amended, as follows:

1. all assets and liabilities of the Merging Fund shall be transferred to the Receiving Fund in the latter's dedicated account of the depositary bank, i.e. CACEIS Bank, Luxembourg Branch (the "**Depositary Bank**");

2. the Shareholders of the Merging Fund shall become Shareholders of the Receiving Fund as described further in this document;

3. the Merging Fund will cease to exist on the Effective Date.

The Merger will involve the transfer of all the assets and liabilities of the Merging Fund to the Receiving Fund, in exchange of new Shares issued in the Receiving Fund to Shareholders of the Merging Fund. The number and class of shares that will be issued to such Merging Fund' Shareholders will be in proportion to their unitholding of the relevant class of the Merging Fund and determined on the basis of the net asset value of their shares in the Merging Fund and the net asset value of the relevant class of shares in the Receiving Fund as of the business day before the Effective Date.

The shares that will be issued will be denominated in the same currency, and they will be issued in the correspondent class of shares of the Receiving Fund, as follows:

DISCOVERY OPPORTUNITIES		ABSOLUTE RETURN
Classic Class (Class C): offered to individuals or corporate entities or professional asset managers or institutional investors. Institutional Class (Class I): reserved for professional asset managers or institutional investors. Dedicated Class (Class P): offered to individuals or corporate entities who are shareholders, affiliates or who work within the group of the investment manager, or to any other investor as may be decided by the Board of Directors.		Classic Class (Class C): offered to individuals or corporate entities or professional asset managers or institutional investors. Institutional Class (Class I): reserved for professional asset managers or institutional investors. Dedicated Class (Class P): offered to individuals or corporate entities who are shareholders, affiliates or who work within the group of the investment manager, or to any other investor as may be decided by the Board of Directors.

Certificates will not be issued in respect of shares issued in the Receiving Fund.

No performance fee are payable in the Merging Fund. The Receiving Fund will continue to apply its performance fee after the Merger, nothing will change for the Shareholders of the Receiving Fund, and the former Shareholders of the Merging Fund will pay the performance fee in the Receiving Fund and bear same costs in case of payment of such performance fee. The Management Company, acting on behalf of the Funds, will ensure a fair treatment of all the Shareholders.

<u>Expected impact of the Merger on shareholders in the Merging Fund</u>

The Merger will be binding on all shareholders who have not exercised their right to request the redemption or switch of shares under the conditions and within the timeframe set out below. On the Effective Date, shareholders of the Merging Fund who have not exercised their right to redeem or switch shares will become shareholders in the Receiving Fund and thereby receive shares in the corresponding share class in the Receiving Fund with the ongoing charges and the risk indicators ("**SRI**") as provided in Appendix I below.

In accordance with section headed "Valuation and exchange ratio**"** below, the net asset value per share in the Merging Fund and the net asset value per share in the Receiving Fund will not necessarily be the same. Therefore, while the overall value of their holdings will remain the same, shareholders in the Merging Fund may receive a different number of new shares in the Receiving Fund than the number of shares they held in the Merging Fund.

Please refer section headed "Expected portfolio impact**"** below for details on any impact on the Merging Fund's portfolio.

The main similarities and differences between the Merging Fund and the Receiving Fund are set out in Appendix II to this notice. Notably, there is a large degree of similarity between the Funds in terms of, inter alia:

- Multi-asset portfolios with variable weight of asset-classes depending on market conditions;
- For both Funds the fixed income components may also comprise, but is not limited to, ABS/MBS, CoCos', Distressed Securities;
- No reference or constraint to any benchmark;
- Both Funds fall within the scope of Article 6 of the Regulation 2019/2088 on Sustainability-Related Disclosures in the Financial Services Sector;
- The global exposure approach used is Absolute VaR for both funds;

The procedures that apply to matters such as dealing, subscription, redemption, switching and transferring of shares and method of calculating the net asset value, are the same for the Funds, since they are part of the same Company.

In terms of key differences, the following should be highlighted:

- A Synthetic Risk Indicators (SRI) equal to 2 applies to all the share classes of the Merging Fund, while all share classes of the Receiving Fund have a higher SRI of 3. Although the Funds shows similarity in terms of investment strategy, there are differences in terms of market exposure determining a different SRI scoring.
- The Receiving Fund is expected to create extra performance mainly through its equity selection (both in term of single stock picking and in term of sector asset allocation) while the Merging Fund is expected to create positive returns actively changing its net equity exposure and implementing derivative strategies that can improve its risk/ return profile.

Expected impact of the Merger on the shareholders in the Receiving Fund

On implementation of the Merger, shareholders in the Receiving Fund will continue to hold the same shares as before and there will be no change in the rights attaching to such shares. The Merger will result neither in changes to the articles of association and prospectus of the Company, nor to the KIDs of the Receiving Fund.

On implementation of the Merger, the aggregate net asset value of the Receiving Fund will increase as a result of the transfer of the Merging Fund's assets and liabilities. The Merger will not have impact on the dealing in Shares of the Receiving Fund.

Expected portfolio impact

The holdings in the Merging Fund will not be sold but will be transferred to the Receiving Fund in kind (including all cash balance) on the Effective Date, as far as they comply with the investment universe of the Receiving fund. The investment manager does not deem required to perform a rebalancing of the portfolio of investments of the Merging Fund. The holdings of the Merging Fund which will not be compliant with the investment universe and policy of the Receiving Fund will be sold and transferred to the Receiving Fund in cash. Therefore, the Merging Fund might not be compliant with its investment objective, investment policy and investment restrictions during the week preceding the Effective Date.

Suspension in dealings

Shares of the Merging Fund can be subscribed until 25.03.2024 before 12:00 CET (the "**Suspension Dealing Date**"). At or after 12:00 CET on 25.03.2024 the possibility to subscribe for shares in the Merging Fund will be suspended.

As of today, and until the Suspension Dealing Date, investors subscribing shares in the Merging Fund shall receive copy of the articles of incorporation and the up-to-date prospectus of the Company, and the KIDs of the Receiving Fund.

Shareholders of the Receiving Fund will not be impacted by the suspension of subscriptions in the Merging Fund.

Shares of the Funds can be redeemed or switched to shares of the same or another share class of another sub-fund of the Company, not involved in the Merger, free of charges from the date of this notice until before 12:00 CET on 26.04.2024. At or after 12:00 CET on 26.04.2023 the possibility to redeem or switch shares free of charges in the Merging Fund will be suspended.

The redemption and switch of shares free of charges, for shareholders of both Funds, may imply transaction fees charged by local intermediaries, which are independent from the Company and the Management Company.

Valuation and exchange ratio

On Net Asset Value date 29.04.2024, the Administrative Agent of the Company will calculate the net asset value per share class and determine the exchange ratio.

For the calculation of the exchange ratio, the rules for the calculation of the net asset value, laid down in the articles of incorporation and the prospectus of the Company, will apply to determine the value of the assets and liabilities of the Funds.

The number of new shares in the Receiving Fund to be issued to each shareholder will be calculated using the exchange ratio calculated on the basis of the net asset value of the shares of the Funds. The shares of the Merging Fund will then be cancelled.

The exchange ratio will be calculated as follows:

- The net asset value per share of the relevant share class of the Merging Fund is divided by the net asset value per share of the relevant share class in the Receiving Fund.
- The applicable net asset value per share of the Merging Fund and the net asset value per share of the Receiving Fund will be those having both been determined on the business day prior to the Effective Date.

The issue of new shares in the Receiving Fund in exchange for shares of the Merging Fund will not be subject to any charges.

Assets and liabilities will be valued in accordance with the principles set in the articles of incorporation and the prospectus of the Company.

Any accrued income in the Merging Fund will be included in the final net asset value of the Merging Fund and accounted for in the net asset value of the relevant share classes of the Receiving Fund after the Effective Date.

No cash payment shall be made to shareholders in exchange for the shares.

As provided for in article 71(1) of the Law of 17 December 2010, the approved statutory auditor of the Company shall validate the criteria adopted for valuation of the assets and, as the case may be, the liabilities on the date for calculating the exchange ratio, as referred to in article 75(1) of the same Law.

Shareholders can obtain copy of the audit report upon request at the following e-mail address: info@alicantosicav.com.

Costs of the Merger

Legal, advisory, administrative costs and expenses associated with the preparation and completion of the Merger will be borne by Alicanto Capital SGR S.p.A, via Agnello, 5, 20121 Milano (Italy).

Shareholders are invited to request the new version of the prospectus of the Company dated May 2024, the report of the statutory Auditor on the exchange ratio calculation and the Key Information Document (KID) of the Receiving Fund free of charge at the following address: info@alicantosicav.com.

TIMETABLE OF THE MERGER

Suspension of the Subscriptions and Conversions of the Merging Sub-Fund:
25 March 2024
Redemptions period of shares of the Merging Sub-Fund:
22 March 2024 to 26 April 2024
Calculation of the exchange ratio:
29 April 2024
Effective Date of the Merger:
30 April 2024

The Board of Directors

Appendix I - List of impacted ISIN codes at the date of the merge

Merging Fund				Receiving Fund			
Share class	**ISIN**	**Ongoing charges**	**SRI**	**Share class**	**ISIN**	**Ongoing charges**	**SRI**
C	LU1664650956	3,93%	2	C	LU1443143281	2,27%	3
I	LU1664651178	3,43%	2	I	LU1443143364	1,77%	3
P	LU1664651335	3,08%	2	P	LU1443143109	1,42%	3

Appendix II - Key features of the Merging Fund and of the Receiving Fund

(*in a table enabling the comparison between the Funds*)

Merging Fund	Receiving Fund
Investment Objective The investment objective of the Sub-Fund is to provide investors with capital growth thanks to a dynamic diversification of their investments while seeking a risk level lower than the one of the stock markets in which it is invested.	**Investment Objective** The investment objective of the Sub-Fund is to capture the highest percentage of equity market positive performances and to provide the highest protection in case of equity market negative performances in a context of moderate (average 15/20%) equity long bias. To reach this objective the Sub-Fund actively changes its net equity exposure and implements derivative strategies (such as, for example, call spread, put spread, straddle and strangle) that can improve its risk/ return profile. The Sub-Fund aims to typically deliver absolute (more than zero) returns in each year, although an absolute return performance is not guaranteed and over the short-term it may experience periods of negative return and consequently the Sub-Fund may not achieve this objective.
Specific Investment Policy and Restrictions The Sub-Fund mainly invests in listed equities and fixed-income securities (including all types of bonds) and money-market instruments either issued by companies whose registered office is located in Europe or in the United States or whose securities are admitted to official listing on a stock exchange (a "Regulated Market") legally based in Europe or in the United States. The Sub-Fund will invest in a diversified portfolio of securities selected through a fundamental analysis on the base of their long-term value perspectives. The exposure to the bond component will be mainly concentrated on liquid instruments and will be taken through the following securities: • single bonds (Investment Grade and, up to 20% of the NAV, into the more liquid High Yield issuers); • ETF (mainly from European issuers) and UCIs. Investments in equities may be made directly or indirectly through listed derivative instruments (options and futures, both on equity indexes and single stocks) and OTC derivatives (mainly total return swap, equity swap and CFD). These equity derivatives instruments may also be used for hedging purposes. The proportion of assets under management of the Sub-Fund that can be subject to	**Specific Investment Policy and Restrictions** The Sub-Fund will have primarily flexible net exposure to equity and bond markets by taking long and short exposures on: • equities listed mainly in OECD countries through the use of transferable securities, linear financial derivatives "delta one" (i.e. contracts for difference (CFD) and swaps, including Total Return Swaps) and index futures. • bonds issued mainly in OECD countries through the use of transferable securities, financial derivatives (i.e. Credit Default Swaps (CDS) and Credit Linked Notes (CLN)) and futures (i.e. Bond Futures and CDS Indexes). The equity portfolio will contain a long exposure to a limited selection of securities considered as offering the greatest potential. Selection will comprise a mixture of "growth" and "value" stocks believed to have the potential to provide enhanced returns relative to the market. Growth stocks are those whose earnings are expected to grow faster than the average for the market, whereas value stocks, on the other hand, are inexpensive compared with the earnings or assets of the companies that issue them, often because they are in a mature or depressed industry, or because the company has suffered a

Merging Fund	Receiving Fund
total return swaps (including equity swaps), in line with the disclosure on SFTR and TRS in the general section of the Prospectus, can reach a maximum of 200% although the current expected proportion of assets under management that will be subject to total return swaps is of 80% of the net asset value (such level being calculated using the sum of the absolute level of the notional). Total return swaps (including equity swaps) will be generally used only to gain exposure to single stocks, baskets of equities and equity indexes. The Sub-Fund will not enter into SFTs such as repurchase and reverse repurchase agreements or engage in securities lending transactions foreseen under SFTR. The Sub-Fund is expected to create extra performance mainly through its equity selection (both in term of single stock picking and in term of sector asset allocation) and then by means of effective yield enhancement strategies. The Sub-Fund may also invest in accordance with the terms of the present Prospectus, in other transferable securities, bonds and money market instruments. The range of fixed income instruments may also comprise, but is not limited to, ABS/MBS, CoCos', Distressed Securities (in aggregate up to 20% but limited to a maximum of 10% for Distressed Securities) and Convertible bonds (up to 20%). The Sub-Fund may invest no more than 10% of its NAV in other UCITS/UCI.	setback. Short equity exposure to single stocks may be gained if and when the manager believes they have a stretched valuation for which an imminent negative news flow is likely (e.g. sales or margins under unexpected pressure, likely to miss market forecasts, EPS revisions turning negative, unforeseen, acute risks on the balance sheet, cash flows disconnecting from P&L). The equity component of the Sub-Fund will be managed on a bottom-up basis, whereby overweight and underweight positions in securities of a given country, sector and stock will be determined through the application of analytical techniques to such countries, sectors and stocks; furthermore, the Sub-Fund will endeavor to benefit from the regular movements of stock exchanges by investing according to geographical, sectorial and thematic trends. Both the long and the short exposure can be achieved through investment techniques based on specific listed derivatives pay-offs (e.g. call spread, put spread, straddle and strangle) that enables the Sub-Fund to take an exposure also to equity volatility. For hedging and for efficient management purposes the Sub-Fund may use all types of financial derivative instruments traded on a regulated market and/or over the counter (OTC) provided they are contracted with leading financial institutions specialized in this type of transactions. When using financial derivative instruments, the Sub-Fund will primarily take exposure through listed derivatives (call, put and futures), CFD and portfolio swaps. The bond portfolio will contain a long exposure to a limited selection of securities considered as offering the greatest potential. Selection will comprise a mixture of government and corporate bonds (mainly investment grade) believed to have the potential to provide enhanced returns relative to the market. The bond portfolio will be managed, according to the principle of risk diversification and it will invest in a broad range of bonds and fixed income instruments with the objective of achieving a positive return by means of an accurate credit selection and a balanced mix of investment strategies. The range of fixed income instruments may also

Merging Fund	Receiving Fund
	comprise, but is not limited to, ABS/MBS, CoCos', Distressed Securities (in aggregate up to 20% but limited to a maximum of 10% for Distressed Securities), Credit Default Swap (CDS), Credit Link Notes (CLN) and Convertible bonds (each one up to 20%). On an ancillary basis, the Sub-Fund may also take exposure through any other financial derivative instruments such as but not limited to futures, options, swaps and forwards on any underlying in line with the 2010 Law as well as the investment policy of the Sub-Fund, including but not limited to, currencies (including non-delivery forwards), interest rates, transferable securities, basket of transferable securities, indices (including but not limited to commodities, precious metals or volatility indices). The Sub-Fund will not enter into SFTs such as repurchase and reverse repurchase agreements or engage in securities lending transactions foreseen under SFTR. The Sub-Fund may invest no more than 10% of its NAV in other UCITS/UCI. The Sub-Fund may also hold ancillary liquid assets, i.e. bank deposit at sight. The Sub-Fund has a structural equity and bond long bias, but could be net short in specific market circumstances. The maximum overall net short position of the Sub-Fund would be about 20-25%.
Risk Measurement Approach The Sub-Fund will employ the absolute Value-at-Risk Approach ("VaR") to calculate its global exposure. The maximum VaR of this Sub-Fund amounts to 20% of its net asset value. The Sub-Fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 200% with a maximum expected level of leverage of 300%. The leverage figure is calculated as the sum of the notionals of the derivatives. The methodology used to calculate the leverage is the sum of the absolute value of the notional.	**Risk Measurement Approach** Global Exposure Determination Methodology: Absolute VaR approach. The Sub-Fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 200% with a maximum expected level of leverage of 300%. The leverage figure is calculated as the sum of the notional of the derivatives used as required by the Regulations. The methodology used to calculate the leverage is the sum of the absolute value of the notional.
Fees *Management Company fee* The Management Company is entitled to receive a management fee of up to 0.09% per annum of the net assets of the Sub-Fund. The fee will be calculated on the quarterly average of the total assets under management of the previous quarter.	**Fees** *Management Company fee* The Management Company is entitled to receive a management fee of up to 0.09% per annum of the net assets of the Sub-Fund. The fee will be calculated on the quarterly average of the total assets under management of the previous quarter.

<table>
<tr><th>Merging Fund</th><th>Receiving Fund</th></tr>
<tr><td>
The fees will be payable quarterly in arrears.
<u>Investment management fee</u>
An investment management fee is payable to the Management Company in compensation for its investment management services. Such a fee is payable quarterly and calculated on the average of the net assets of the Sub-Fund for the relevant quarter.
The Distributor, if and when appointed by the Management Company, is authorized to retain a sales charge calculated as a percentage of the Net Asset Value per Share as reported in the following table.
The investment management fee and the sales charge applied to each Class of Shares based on the net assets of the Sub-Funds are reported in the following table:
<table>
<tr><th>Classes of Shares</th><th>Investment Management Fee</th><th>Sales Charge</th></tr>
<tr><td>C Class</td><td>1.50 % per annum</td><td>up to a maximum of 4.00%</td></tr>
<tr><td>I Class</td><td>1.00 % per annum</td><td>No charge</td></tr>
<tr><td>P Class</td><td>0.65 % per annum</td><td>No charge</td></tr>
</table>
Furthermore, for Classes “C”, “I” and “P” of Shares, the Management Company is entitled to receive a fiscal yearly performance fee (equal to 10% for Class “P” and to 15% for Classes “C” and “I”) of the difference between the unit price of the Share of the last day of the fiscal year and the unit price of the Share of the last day of the preceding fiscal year (yearly “Reference Period”) above the High Water Mark (the “High Water Mark”). The High-Water Mark is the highest historical Net Asset Value per Share at which a performance fee was payable. The initial High-Water Mark is the first Net Asset Value per Share of the Sub-Fund.
The calculation of the performance fee will be adjusted based on subscriptions and redemptions. The performance fee, if accrued, will be crystallized and paid to the Management Company at the end of each Reference Period.
</td><td>
The fees will be payable quarterly in arrears.
<u>Investment management fee</u>
An investment management fee is payable to the Management Company in compensation of its investment management services. Such fee is payable quarterly and calculated on the average of the net assets of the Sub-Fund for the relevant quarter.
The Distributor, if and when appointed by the Management Company, is authorized to retain a sales charge calculated as a percentage of the Net Asset Value per Share as reported in the following table.
The investment management fee and sales charge applied to each Class of Shares based on the net assets of the Sub-Funds are reported in the following table:
<table>
<tr><th>Classes of Shares</th><th>Investment Management Fee</th><th>Sales Charge</th></tr>
<tr><td>C Class</td><td>1.50 % per annum</td><td>up to a maximum of 4.00%</td></tr>
<tr><td>I Class</td><td>1.00 % per annum</td><td>No charge</td></tr>
<tr><td>P Class</td><td>0.65 % per annum</td><td>No charge</td></tr>
</table>
Furthermore, for Classes “C”, “I” and “P” of Shares, the Management Company is entitled to receive a fiscal yearly performance fee (equal to 20% for Class “C” and to 10% for Classes “I” and “P”) of the difference between the unit price of the Share of the last day of the fiscal year and the unit price of the Share of the last day of the preceding fiscal year (yearly “Reference Period”) above the High Water Mark (the “High Water Mark”). The High-Water Mark is the highest historical Net Asset Value per Share at which a performance fee was payable. The initial High-Water Mark is the first Net Asset Value per Share of the Sub-Fund.
The calculation of the performance fee will be adjusted based on subscriptions and redemptions. The performance fee, if accrued, will be crystallized and paid to the Management Company at the end of each Reference Period.
</td></tr>
<tr><td>
Investor type profile
The Shares of the Sub-Fund can be subscribed in by
</td><td>
Investor type profile
The Shares of the Sub-Fund can be subscribed in
</td></tr>
</table>

Merging Fund	Receiving Fund
institutional and retail investors who do not plan to withdraw their money in the medium term (4-5 years) in accordance with the investment objective of the Sub-Fund.	by institutional and retail investors who do not plan to withdraw their money in the short to medium term (2-3 years) in accordance with the investment objective of the Sub-Fund.
Frequency of Calculation and Valuation Day The Net Asset Value of the Sub-Fund will be determined, per each Class of Shares, under the full responsibility of the Board of Directors on each Business Day in Luxembourg ("Valuation Day").	**Frequency of Calculation and Valuation Day** The Net Asset Value of the Sub-Fund will be determined, per each Class of Shares, under the full responsibility of the Board of Directors on each Business Day in Luxembourg ("Valuation Day").
Reference Currency The reference currency of the Sub-Fund is the EUR.	**Reference Currency** The reference currency of the Sub-Fund is the EUR.