

Date: 19 July 2019

EXPLANATORY NOTES TO THE CROSS-BORDER MERGER PROPOSAL by the boards of directors of:

- (1) **Beheerstrategie N.V.**, a public company (*naamloze vennootschap*) which qualifies as a company with a variable capital (*beleggingsmaatschappij met veranderlijk kapitaal*) under Dutch law, having its official seat (*statutaire zetel*) in Amsterdam, the Netherlands, and its registered office address at Herengracht 537, 1017 BV Amsterdam, the Netherlands, registered with the Dutch trade register under number 73872180 (**Acquiring Company**); and
- (2) **InsingerGilissen Manager Selection SICAV**, a public limited liability company (*société anonyme*) which qualifies as a company with a variable capital (*société d'investissement à capital variable*) under the laws of the Grand Duchy of Luxembourg, having its registered office at 11, rue Aldringen, L-1118 Luxembourg, the Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 75761 (**Company Ceasing to Exist**).

1 BACKGROUND

- 1.1 The board of directors of the Acquiring Company and the board of directors of the Company Ceasing to Exist have jointly drawn up the terms of cross-border merger (**Merger Proposal**) in connection with a cross-border merger in accordance with Title 7, Book 2 of the Dutch Civil Code (**DCC**) and Title X, Chapter II of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time, at which (i) the Acquiring Company will acquire the assets and liabilities of the Company Ceasing to Exist under a universal title of succession (*overgang onder algemene titel*), upon which the Acquiring Company will assign the assets and liabilities of each of the SICAV Sub-funds (as defined below) to each of the newly created administratively separated New NV Sub-funds (as defined below), (ii) each shareholder of the Company Ceasing to Exist (**SICAV Shareholder**) will, by operation of law, be allotted a number of new ordinary shares of a share class in the capital of the Acquiring Company (i.e. the New NV Shares, as defined below) relating to the respective New NV Sub-fund (as defined below) in accordance with the exchange ratio as further described below, and (iii) the Company Ceasing to Exist will cease to exist (**Merger**).
- 1.2 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**).
- 1.3 The terms and conditions of the New NV Sub-funds are set out in the *Basis Prospectus* and the relevant *Aanvullende Prospectussen* and the Key Investor Information Document (*essentiele beleggersinformatie*, **KIID**) and shall be disclosed to each SICAV Shareholder and any other holder of a beneficiary interest in the Company Ceasing to Exist. The Basis Prospectus, Aanvullende Prospectussen and the KIID shall be made available on the websites of the Merging Companies: www.insingergilissen.nl, following the approval of the Dutch Financial Markets Regulator (*Autoriteit Financiële Markten*) of the management and

offering of the New NV Shares by InsingerGilissen Asset Management N.V. in the Netherlands.

- 1.4 All issued and outstanding shares in the capital of the Acquiring Company 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. (**NV Shareholder**) is the sole (nominee) shareholder of the Acquiring Company. It is contemplated that following the Merger becoming effective (i) the New NV Shares allotted to each SICAV Shareholder also being account holder with InsingerGilissen Bankiers N.V. (**IGB**) shall be transferred to the NV Shareholder (**Transfer of Shares 1**), for the NV Shareholder (to continue) to be the (nominee) shareholder of the Acquiring Company holding the legal title to these New NV Shares on behalf of the beneficiary investors, (ii) the New NV Shares allotted to a SICAV Shareholder not being account holder with IGB shall be partly transferred to the NV Shareholder (**Transfer of Shares 2** and jointly with the Transfer of Shares 1: **Transfer of Shares**), for the NV Shareholder (to continue) to be the (nominee) shareholder of the Acquiring Company holding the legal title to these New NV Shares on behalf of the beneficiary investors and (iii) the SICAV Shareholder not being account holder with IGB that is allotted New NV Shares, which New NV Shares are not transferred to the NV Shareholder as referred under (ii), shall remain to be recorded as shareholder of the Acquiring Company in the shareholders' register of the Acquiring Company. Any transfers referred to in this paragraph are to be made in accordance with Section 2:86c DCC.

2 REASONS FOR THE MERGER

The board of directors of the Acquiring Company and the board of directors of the Company Ceasing to Exist believe that the Merger (together with the Transfer of Shares) will lead to efficiencies and structural reduction of ongoing charges for investors.

3 IMPLEMENTATION COSTS OF THE MERGER

- 3.1 As the Merger will result in a material cost reduction for New NV Sub-fund 1, New NV Sub-fund 2, New NV Sub-fund 3 and New NV Sub-fund 4, the costs for the implementation of the Merger will be allocated by the Acquiring Company to New NV Sub-fund 1, New NV Sub-fund 2, New NV Sub-fund 3 and New NV Sub-fund 4, pro rata to the asset value of the respective NV Sub-fund. Such costs are expected to be recovered by the respective New NV Sub-funds within one year following the Merger and written off over a period of one year.
- 3.2 No costs for the implementation of the Merger shall be allocated by the Acquiring Company to New NV Sub-fund 5 as with respect to SICAV Sub-fund 5 no material cost reduction will be realized as a consequence of the implementation of the Merger, whereas for SICAV Sub-fund 1 up to and including SICAV Sub-fund 4 this is the case. Reason for this is that part of the operating costs for SICAV Sub-fund 5 are currently borne by InsingerGilissen Asset Management N.V. (**IGAM NV**) and not by SICAV Sub-fund 5 itself. In view of the foregoing, the Merger leads to a benefit for the investors in SICAV Sub-fund 1 up to and including SICAV Sub-fund 4 and not for the investors in SICAV Sub-fund 5 and hence the costs are borne by New NV Sub-fund 1 up to and including New NV Sub-fund 4. Following the Merger, IGAM NV shall no longer be required to bear any operating costs for New NV Sub-fund 5.

- 3.3 Information with respect to costs of the Merger is set out in paragraph 5 (*Kosten*), subparagraph F (*Kosten Fonds Hx*) of the relevant *Aanvullende Prospectussen* related to the New NV Sub-funds.

4 EXPECTED CONSEQUENCES FOR THE ACTIVITIES

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

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

Legal

- 5.1 The Company Ceasing to Exist offers investments in the following five sub-funds:

- (i) InsingerGilissen Multi-Manager Equity (**SICAV Sub-fund 1**);
- (ii) InsingerGilissen Multi-Manager Balanced (**SICAV Sub-fund 2**);
- (iii) InsingerGilissen Multi-Manager Defensive Balanced (**SICAV Sub-fund 3**);
- (iv) InsingerGilissen Multi-Manager Defensive (**SICAV Sub-fund 4**); and
- (v) InsingerGilissen Core Funds Moderate Growth (**SICAV Sub-fund 5** and together with SICAV Sub-fund 1, SICAV Sub-fund 2, SICAV Sub-fund 3 and SICAV Sub-fund 4: **SICAV Sub-funds**),

each being a segregated compartment within the legal entity of the Company Ceasing to Exist. As such, the SICAV Shares (as defined below) in the Company Ceasing to Exist are valued based on the net asset value of the respective SICAV Sub-funds.

- 5.2 The Company Ceasing to Exist currently has an issued capital consisting of the following classes of shares:

- (i) class EUR shares, related to SICAV Sub-fund 1 (**SICAV Shares 1**);
- (ii) class EUR shares, related to SICAV Sub-fund 2 (**SICAV Shares 2**);
- (iii) class EUR shares, related to SICAV Sub-fund 3 (**SICAV Shares 3**);
- (iv) class EUR shares, related to SICAV Sub-fund 4 (**SICAV Shares 4**); and
- (v) class EUR shares, related to SICAV Sub-fund 5 (**SICAV Shares 5** and together with the SICAV Shares 1, SICAV Shares 2, SICAV Shares 3 and SICAV Shares: **SICAV Shares**).

- 5.3 As part of the Merger, the Acquiring Company shall create or has created, in accordance with the articles of association of the Acquiring Company, the following five new administratively separated sub-funds (*subfondsen*), each 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*):

- (i) Beheerstrategie N.V. – Multi Manager Equity (H1) (**New NV Sub-fund 1**);
- (ii) Beheerstrategie N.V. – Multi Manager Balanced (H3) (**New NV Sub-fund 2**);
- (iii) Beheerstrategie N.V. – Multi Manager Defensive Balanced (H4) (**New NV Sub-fund 3**);
- (iv) Beheerstrategie N.V. – Multi Manager Defensive (H5) (**New NV Sub-fund 4**);
- (v) Beheerstrategie N.V. - Gematigd Offensief Beleggingsfondsen ex Alternatieven (A2) (**New NV Sub-fund 5** and together with New NV Sub-fund 1, New NV Sub-fund 2, New NV Sub-fund 3 and New NV Sub-fund 4: **New NV Sub-funds**).

5.4 As part of the Merger, the Acquiring Company shall in accordance with the Exchange Ratio allot a number of New NV Shares to each SICAV Shareholder, consisting of the following classes of ordinary shares in the capital of the Acquiring Company:

- (i) registered ordinary shares, series 30, related to New NV Sub-fund 1 (**New NV Shares 1**);
- (ii) registered ordinary shares, series 31, related to New NV Sub-fund 2 (**New NV Shares 2**);
- (iii) registered ordinary shares, series 32, related to New NV Sub-fund 3 (**New NV Shares 3**);
- (iv) registered ordinary shares, series 33, related to New NV Sub-fund 4 (**New NV Shares 4**);
- (v) registered ordinary shares, series A2, related to New NV Sub-fund 5 (**New NV Shares 5** and together with New NV Shares 1, New NV Shares 2, New NV Shares 3 and New NV Shares 4: **New NV Shares**),

each with a nominal value of EUR 2.50.

5.5 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 respective classes and numbers of shares to enable the Acquiring Company to allot the New NV Shares as part of the Merger.

5.6 As a result of the Merger (i) all assets and liabilities of the Company Ceasing to Exist (**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 each of the SICAV Sub-funds to each of the New NV Sub-funds, (ii) each SICAV Shareholder will, by operation of law, be allotted a number of New NV Shares in accordance with the Exchange Ratio (as defined below) and (iii) the Company Ceasing to Exist will cease to exist.

5.7 The legal aspects of the Merger are further described in the Merger Proposal.

Economic

- 5.8 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 Company Ceasing to Exist.
- 5.9 Besides the benefit that the Merger would provide to the investors of the Company Ceasing to Exist, 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 Company Ceasing to Exist believe such interest of IGAM NV to align with the interests of the investors of the Company Ceasing to Exist (or in any event not to conflict therewith), and all value transparency in this respect.

Social

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

6 METHOD FOR DETERMINATION OF EXCHANGE RATIO

Method pursuant to which the Exchange Ratio has been established

- 6.1 The value of the shares in the Company Ceasing to Exist (i.e. the SICAV Shares) immediately preceding the Merger Effective Date will equal the value of the Merger Assets immediately preceding the Merger Effective Date.
- 6.2 In view thereof, the Acquiring Company shall allot a number of New NV Shares to each SICAV Shareholder, the balance between the nominal value and the book value of such New NV Shares (which is equal to the net asset value of such New NV Shares) being considered non-obliged share premium, whereby the following exchange ratio (**Exchange Ratio**) shall apply:
- (i) for each SICAV Share 1 held by a SICAV Shareholder at the Merger Effective Date, such shareholder will receive one New NV Share 1;
 - (ii) for each SICAV Share 2 held by a SICAV Shareholder at the Merger Effective Date, such shareholder will receive one New NV Share 2;
 - (iii) for each SICAV Share 3 held by a SICAV Shareholder at the Merger Effective Date, such shareholder will receive one New NV Share 3;
 - (iv) for each SICAV Share 4 held by a SICAV Shareholder at the Merger Effective Date, such shareholder will receive one New NV Share 4;
 - (v) for each SICAV Share 5 held by a SICAV Shareholder at the Merger Effective Date, such shareholder will receive one New NV Share 5.
- 6.3 As the aggregate value of the New NV Shares at the Merger Effective Date equals the aggregate value of the SICAV Shares immediately preceding the Merger Effective Date, the above Exchange Ratio shall be applied.

6.4 No cash payments will be made by the Company Ceasing to Exist in connection with the Exchange Ratio.

Applicability of the method applied

6.5 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.

6.6 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.

6.7 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

6.8 When valuing the Merger Assets of the Company Ceasing to Exist at book value and any other valuation method applied to those assets and liabilities in the Company Ceasing to Exist's 2018 annual accounts and the interim balance sheet of the Company Ceasing to Exist dated 3 July 2019, these assets and liabilities of the Company Ceasing to Exist are valued at EUR 200,633,678 as of 3 July 2019.

6.9 As the aggregate value of the New NV Shares at the Merger Effective Date equals the aggregate value of the SICAV Shares immediately preceding the Merger Effective Date, for purposes of these explanatory notes the Merger Assets and the New NV 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

6.10 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

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

Particular difficulties valuation and determination of the Exchange Ratio

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

7 MISCELLANEOUS

The auditor's statements and report referred to in Section 2:328 DCC are attached to these explanatory notes as **Annex**.

(signature page follows)

SIGNATURE PAGE

Board of directors **Beheerstrategie N.V.**

Signed for and on behalf of InsingerGilissen Asset Management N.V. by,

Name: _____
Title: Director / Administrateur
Date: ___ July 2019

Name: _____
Title: Director / Administrateur
Date: ___ July 2019

Board of directors **InsingerGilissen Manager Selection SICAV**

M.J. Baltus
Director / Administrateur
Date : ___ July 2019

M. Ernzer
Director / Administrateur
Date : ___ July 2019

S. Georgala
Director / Administrateur
Date : ___ July 2019

P.G. Sieradzki
Director / Administrateur
Date : ___ July 2019

ANNEX

Auditor's statements and report