

SPARINVEST SICAV  
*Société d'investissement à capital variable - société anonyme*  
Registered office: 2, Place de Metz, L-1930 LUXEMBOURG  
R.C.S. Luxembourg: B 83.976  
(the "Company")

## NOTICE TO SHAREHOLDERS

Luxembourg, 9 February 2021

Dear Shareholder,

The board of directors of the Company wishes to inform you that the Company's prospectus (the "Prospectus") will be updated with respect to the following:

### 1. UPDATED DETAILS OF BOARD OF DIRECTORS

The address of the following members of the board of directors has been updated:

Mr Per NOESGAARD, non-executive Director  
privately residing at Riisvej 22, DK-7600 Struer, Denmark

Mr Jørn KIRKEGAARD, independent Director  
privately residing at 14, Daugløgke Ege, DK-3050 Humlebæk, Denmark

Mr Richard JACQUÉ, non-executive Director  
privately residing at 18B, Gromscheid, L-1670 Senningerberg, Grand-Duchy of Luxembourg

### 2. UPDATED NAMES OF THE MANAGING DIRECTORS OF THE MANAGEMENT COMPANY

The Managing Directors/Conducting Officers of Sparinvest S.A. are as follows:

Mrs Astrid Siegrid PREUSSE  
Mrs Michaela Pauline Sarah Norland WINTHER  
Mr Niels SOLON  
Mrs Sylvie RODRIGUES

### 3. APPOINTMENT OF A SUB-INVESTMENT MANAGER AND INVESTMENT ADVISOR

The Management Company has appointed Nykredit Portefølje Administration A/S, Kalvebod Brygge 1-3, DK-1560 Copenhagen V, as sub-investment manager for the following sub-funds:

- a) Equity
  - SPARINVEST SICAV - EQUITAS
- b) Fixed Income
  - SPARINVEST SICAV - LONG DANISH BONDS
- c) Blend
  - SPARINVEST SICAV - BALANCE
  - SPARINVEST SICAV - PROCEDO
  - SPARINVEST SICAV - SECURUS
  - SPARINVEST SICAV - MINIMUM

The sub-investment manager has entered into an investment advisory agreement with Nykredit Bank A/S, Kalvebod Brygge 1-3, DK-1560 Copenhagen V, for the abovementioned sub-funds.

#### 4. DEFINITIONS SECTION

The following definitions will be added to the section "Definitions" in the Prospectus:

China A-Shares	equity securities of Chinese companies listed and traded in Renminbi on Chinese stock exchanges
China-Hong Kong Stock Connect	the Shanghai-Hong Kong Stock Connect and/or the Shenzhen-Hong Kong Stock Connect
Emerging Markets Sovereign Bonds	Bonds issued by governments and/or state-owned corporations in a country, which is included in an Emerging Markets index provided by BofA Merrill Lynch, JPMorgan or another recognised index provider and/or any other country that the Investment Manager may determine to qualify as an Emerging Markets country. The country classification is generally determined by the issuing government or in case of a state-owned company, its place of corporation and/or listing of the security but can also be where the issuing company has its headquarter and/or a major part of business assets.
High Yield	below Baa3/BBB- by Moody's, Standard & Poor's or equivalent from another recognised credit rating agency

#### 5. UPDATE OF THE DATA PROTECTION CONSIDERATIONS

The Company and its Management Company have entered into a joint data controllership agreement specifying the roles and responsibilities of each data controller. The entire section will be updated to reflect this and to take into account recent data protection developments.

#### 6. UPDATE OF SECTIONS ON THE MANAGEMENT COMPANY, THE INVESTMENT MANAGER AND INVESTMENT ADVISOR

Section 3 on the Management Company has been updated to reflect that Sparinvest became part of the Nykredit Group, as Nykredit Bank A/S holds more than 75% of the shares of Sparinvest Holdings SE, the parent company of the Management Company.

Section 16 on the Investment Manager and Investment Advisor have been updated with details on the new Sub-Investment Manager and its Investment Advisor.

#### 7. UPDATE OF RISK FACTORS

The description of the risk factor "(x) Distressed Securities" will be updated to include "governments":

Securities that are issued by companies *or governments* either being in default or in high risk of default ("Distressed Securities") involve significant risks.

A new risk factor "(xiv) China A-Shares via China-Hong-Kong Stock Connect" will be added:

Certain Sub-Funds may invest and have direct access to certain eligible China A-Shares via China-Hong Kong Stock Connect. The respective Sub-Funds trade selected securities listed on Shanghai Stock Exchange and Shenzhen Stock Exchange through its broker affiliated to the respective sub-custodian being a Stock Exchange of Hong Kong participant ("Stock Connect Shares"). Stock Connect Shares will be held following settlement by brokers or custodians as clearing participants in accounts in the Hong Kong Central Clearing and Settlement System maintained by the Hong Kong Securities and Clearing Corporation Limited ("HKSCC") as central securities depository in Hong Kong and nominee holder. HKSCC in turn holds Stock Connect Shares of all its participants through a "single nominee omnibus securities account" in its name registered with China Securities Depository and Clearing Corporation Limited ("ChinaClear"), the central securities depository in Mainland China.

- (a) *General Risk: The relevant regulations are untested and subject to change. There is no certainty as to how they will be applied which could adversely affect the Sub-Funds. The program requires use of new information technology systems that may be subject to operational risk due to its cross-border nature. If the relevant systems fail to function properly, trading in Hong Kong, Shanghai and Shenzhen markets through the programs could be disrupted.*
- (b) *Legal/Beneficial Ownership: Where securities are held in custody on a cross-border basis, there are specific legal/beneficial ownership risks linked to compulsory requirements of the local Central Securities Depositories, HKSCC and ChinaClear.*
- (c) *Quota Limitations: The programs are subject to quota limitations, which may restrict the Sub-Funds' ability to invest in China A-Shares through the programs on a timely basis.*
- (d) *Investor Compensation: The Sub-Funds will not benefit from local investor compensation schemes. China-Hong Kong Stock Connect will only operate on days when both the Mainland China and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. There may be occasions when it is a normal trading day for the Mainland market but the Sub-Funds cannot carry out any China A-Shares trading. The Sub-Funds may be subject to risks of price fluctuations in China A-Shares during the time when China-Hong Kong Stock Connect is not trading as a result.*

## 8. NAME CHANGES OF FIXED INCOME SUB-FUNDS

With effect from 9 March 2021, the following fixed income sub-funds will change their names:

Old name	New name
Sparinvest SICAV - Investment Grade Value Bonds	Sparinvest SICAV - Global Investment Grade
Sparinvest SICAV - Value Bonds - Short Dated High Yield	Sparinvest SICAV - Global Short Dated High Yield
Sparinvest SICAV - Value Bonds - Global Ethical High Yield	Sparinvest SICAV - Global Ethical High Yield
Sparinvest SICAV - Value Bonds - Emerging Markets Corporates	Sparinvest SICAV - Emerging Markets Bonds

## 9. AMENDMENT TO THE INVESTMENT OBJECTIVES AND POLICIES, UPDATE OF RISK PROFILES AS WELL AS CHANGES OF BENCHMARKS

The amendments to the investment objectives and policies and updates of risk profiles of some sub-funds of the Company are listed below.

### SPARINVEST SICAV - ETHICAL EMERGING MARKETS VALUE (the "Sub-Fund")

A new paragraph will be inserted into the investment policy:

“The Sub-Fund may invest up to 10% of its total net assets in China A-Shares via the China-Hong Kong Stock Connect.”

The risk profile will be updated to include:

“The Sub-Fund may invest in China A-Shares through the China-Hong Kong Stock Connect. Special attention must be drawn to risks associated with investments in emerging markets and risks related to the dealing in China A-Shares via China-Hong Kong Stock Connect.

The risk factors specific to this Sub-Fund are mostly market, currency, liquidity and emerging market risks, risks related to the dealing in China A-Shares and, when relevant, risks associated with the use of warrants and financial derivatives.”

#### **SPARINVEST SICAV - EQUITAS (the “Sub-Fund”)**

The benchmark used by the Sub-Fund will change:

<b>Old benchmark</b>	<b>New benchmark</b>
MSCI World (EUR)	MSCI ACWI

The reason for the change of benchmark is to better reflect the global equity markets.

#### **SPARINVEST SICAV - GLOBAL CONVERTIBLE BONDS (the “Sub-Fund”)**

The investment policy will be updated to allow investments in structured financial instruments:

“Undertakings for collective investments, securities lending and structured financial instruments (for example equity-linked securities) may be used within the limits described in Part A of this Prospectus. Financial derivative instruments may only be used for hedging purposes.”

The benchmark used by the Sub-Fund will change:

<b>Old benchmark</b>	<b>New benchmark</b>
Thomson Reuters Global Hedged Convertible Bonds Index (EUR)	Refinitiv Convertible Global Focus

The reason for the change of benchmark is that the new benchmark is a dynamic index with the aim to demonstrate the best attributes of convertible bonds and is hence better suited for a fund investing in global convertible bonds.

#### **SPARINVEST - VALUE BONDS - EMERGING MARKETS CORPORATES, future name: SPARINVEST SICAV - EMERGING MARKETS BONDS (the “Sub-Fund”)**

The first paragraph of the investment policy will be amended, as the Sub-Fund will invest in Emerging Markets Sovereign Bonds instead of High Yield Corporate Bonds:

“The Sub-Fund aims at providing a positive return over the long term by investing at least 2/3 of its total net assets in Emerging Markets Sovereign Bonds (Investment Grade or High Yield) denominated in hard currencies (i.e. currencies of developed economies including but not limited to USD, EUR and GBP).”

The possibility to invest in contingent convertibles will be removed from the investment policy.

The risk profile will be updated to reflect the change from emerging markets corporate bonds to emerging markets sovereign bonds.

The benchmark used by the Sub-Fund will change:

Old benchmark	New benchmark
JP Morgan Corporate Emerging Markets Bond Index Broad Diversified (EUR hedged)	JP Morgan Emerging Markets Bond Index Global Diversified

The reason for the change of benchmark is the change of investment policy.

### SPARINVEST - BALANCE (the "Sub-Fund")

The first paragraph of the investment policy will be amended by describing the word "partly" for clarification purposes (changes in *italic*):

*"The Sub-Fund aims at providing a positive return over the medium to long term by investing about 50% of its total net assets in equities and/or equity-equivalent securities and about 50% of its total net assets in fixed income transferable securities"*

The second paragraph of the investment policy will be amended to include Emerging Markets Sovereign Bonds with the consequent change of adjusting the mention of investments in Developed Markets bonds and some clarifications (additions/changes in *italic*):

*"Of the fixed income part, the Sub-Fund invests about 2/3 in Developed Markets Investment Grade government and Danish Covered Bonds and about 1/3 in rated corporate bonds (Investment Grade Corporate Bonds or High Yield Corporate Bonds), Emerging Markets Sovereign Bonds (Investment Grade or High Yield) and/or non-rated bonds."*

A new paragraph will be inserted into the investment policy:

*"The Sub-Fund may invest up to 10% of its total net assets in China A-Shares via the China-Hong Kong Stock Connect."*

The risk profile will be updated to include:

*"The Sub-Fund may invest in China A-Shares through the China-Hong Kong Stock Connect. Special attention must be drawn to risks associated with investments in emerging markets and risks related to the dealing in China A-Shares via China-Hong Kong Stock Connect."*

*The risk factors specific to this Sub-Fund are mostly market risks, currency risks, emerging markets risks, risks related to the dealing in China A-Shares, risks associated with the use of high yield bonds, convertible bonds and contingent convertibles, interest rate as well as credit risks, when relevant, risks associated with the use of warrants and financial derivatives."*

The composition of the benchmark used by the Sub-Fund will change:

Old benchmark	New benchmark
Balance Index (Composite) (EUR) The Sub-Fund's benchmark comprises four stock sub-indices from MSCI as well as six traditional bond indices in order to reflect the Sub-Fund's strategic composition best possible.	Balance Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 50% as well as six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv

	Convertible Global Focus) with an allocation of 50%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.
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The reason for the change of the benchmark's composition from four regional equity indices from MSCI to one global equity index from MSCI is to measure the Sub-fund against a global diversified equity benchmark in order to show the value-add from the investment manager's selection of underlying strategies. The split of allocation between equity and fixed income remains the same.

### SPARINVEST - PROCEDO (the "Sub-Fund")

The second paragraph of the investment policy will be amended to include Emerging Markets Sovereign Bonds (additions in *italic*):

"The Sub-Fund invests, to a limited extent, in *Developed Markets* Investment Grade government and Danish Covered Bonds and to a limited extent in rated corporate bonds (Investment Grade Corporate Bonds or High Yield Corporate Bonds), *Emerging Markets Sovereign Bonds (Investment Grade or High Yield)* and/or non-rated bonds."

A new paragraph will be inserted into the investment policy:

"The Sub-Fund may invest up to 10% of its total net assets in China A-Shares via the China-Hong Kong Stock Connect."

The risk profile will be updated to include:

"The Sub-Fund may invest in China A-Shares through the China-Hong Kong Stock Connect. Special attention must be drawn to risks associated with investments in emerging markets and risks related to the dealing in China A-Shares via China-Hong Kong Stock Connect.

The risk factors specific to this Sub-Fund are mostly market and currency risks, emerging market risks, risks related to the dealing in China A-Shares, risks associated with the use of high yield bonds, convertible bonds and contingent convertibles and, when relevant, risks associated with the use of warrants and financial derivatives."

The composition of the benchmark used by the Sub-Fund will change:

Old benchmark	New benchmark
<p>Procedo Index Composite (EUR) The Sub-Fund's benchmark comprises four stock sub-indices from MSCI as well as six traditional bond indices in order to reflect the Sub-Fund's strategic composition best possible.</p>	<p>Procedo Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 65% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 35%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.</p>

The reason for the change of the benchmark's composition from four regional equity indices from MSCI to one global equity index from MSCI is to measure the Sub-Fund against a global diversified equity benchmark in order to show the value-add from the investment manager's selection of underlying strategies. The split of allocation between equity and fixed income remains the same.

### SPARINVEST - SECURUS (the "Sub-Fund")

The second paragraph of the investment policy will be amended to include Emerging Markets Sovereign Bonds (additions in *italic*):

"The Sub-Fund invests more than half of its total net assets in *Developed Markets* Investment Grade government and Danish Covered Bonds and to a limited extent in rated corporate bonds (Investment Grade Corporate Bonds or High Yield Corporate Bonds), *Emerging Markets Sovereign Bonds (Investment Grade or High Yield)* and/or non-rated bonds."

A new paragraph will be inserted into the investment policy:

"The Sub-Fund may invest up to 10% of its total net assets in China A-Shares via the China-Hong Kong Stock Connect."

The risk profile will be updated to include:

"The Sub-Fund may invest in China A-Shares through the China-Hong Kong Stock Connect. Special attention must be drawn to risks associated with investments in emerging markets and risks related to the dealing in China A-Shares via China-Hong Kong Stock Connect."

The risk factors specific to this Sub-Fund are mostly interest rate and credit risks, currency risk, market risk, emerging market risks, risks related to the dealing in China A-Shares, risks associated with the use of high yield bonds, convertible bonds and contingent convertibles and, when relevant, risks associated with the use of financial derivatives."

The composition of the benchmark used by the Sub-Fund will change:

Old benchmark	New benchmark
Securus Index (Composite) (EUR) The Sub-Fund's benchmark comprises four stock sub-indices from MSCI as well as six traditional bond indices in order to reflect the Sub-Fund's strategic composition best possible.	Securus Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 25% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 75%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.

The reason for the change of the benchmark's composition from four regional equity indices from MSCI to one global equity index from MSCI is to measure the Sub-Fund against a global diversified equity benchmark in order to show the value-add from the investment manager's selection of underlying strategies. The split of allocation between equity and fixed income remains the same.

### SPARINVEST - MINIMUM (the "Sub-Fund")

The second paragraph of the investment policy will be amended to include Emerging Markets Sovereign Bonds (additions in *italic*):

"The Sub-Fund invests the majority of its total net assets in *Developed Markets* Investment Grade government and Danish Covered Bonds and to a limited extent in rated corporate bonds (Investment Grade Corporate Bonds or High Yield Corporate Bonds), *Emerging Markets Sovereign Bonds (Investment Grade or High Yield)* and/or non-rated bonds."

A new paragraph will be inserted into the investment policy:

“The Sub-Fund may invest up to 10% of its total net assets in China A-Shares via the China-Hong Kong Stock Connect.”

The risk profile will be updated to include:

“The Sub-Fund may invest in China A-Shares through the China-Hong Kong Stock Connect. Special attention must be drawn to risks associated with investments in emerging markets and risks related to the dealing in China A-Shares via China-Hong Kong Stock Connect.

The risk factors specific to this Sub-Fund are mostly interest rate and credit risks, currency risk, market risk, liquidity risk, warrants, emerging market risks, risk related to the dealing in China A-Shares, risks associated with the use of high yield bonds, convertible bonds and contingent convertibles and, when relevant, risks associated with the use of financial derivatives.”

The composition of the benchmark used by the Sub-Fund will change:

Old benchmark	New benchmark
Mix Minimum Index (Composite) (EUR) The Sub-Fund’s benchmark comprises four stock sub-indices from MSCI as well as six traditional bond indices in order to reflect the Sub-Fund’s strategic composition best possible.	Mix Minimum Index (Composite) (EUR) The Sub-Fund’s benchmark comprises one equity index (MSCI ACWI) with an allocation of 15% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 85%. The benchmark is constructed to reflect the Sub-Fund’s strategic positioning.

The reason for the change of the benchmark’s composition from four regional equity indices from MSCI to one global equity index from MSCI is to measure the Sub-Fund against a global diversified equity benchmark in order to show the value-add from the investment manager’s selection of underlying strategies. The split of allocation between equity and fixed income remains the same.

## 10. OVERVIEW AND DESCRIPTION OF THE USE OF THE BENCHMARK

The Prospectus will be updated with the following description for all sub-funds using a benchmark for comparison purposes:

*“The Sub-Fund is actively managed and references a benchmark for asset allocation, risk measurement and comparative purposes. The (Sub-) Investment Manager has full discretion over the composition of the portfolio of the Sub-Fund even though the benchmark constituents are generally representative of the Sub-Fund’s portfolio. The Sub-Fund does however not track the benchmark and can invest in instruments that are not constituents of the benchmark. The degree to which the composition of the Sub-Fund’s portfolio may deviate from the benchmark will vary over time and the Sub-Fund’s performance may be meaningfully different from that of the benchmark.”*

Sub-Fund	Benchmark
Sparinvest SICAV - Ethical Emerging Markets Value	MSCI Emerging Markets
Sparinvest SICAV - Equitas	MSCI ACWI
Sparinvest SICAV - Ethical Global Value	MSCI World
Sparinvest SICAV - European Value	MSCI Europe

Sparinvest SICAV - Global Value	MSCI World
Sparinvest SICAV - Investment Grade Value Bonds (Future name: Sparinvest SICAV - Global Investment Grade)	ICE BofA Global Corporate
Sparinvest SICAV - Long Danish Bonds	37.5% Nordea CM 5 Govt. + 62.5% Nordea CM 7 Govt.
Sparinvest SICAV - Global Convertible Bonds	Refinitiv Convertible Global Focus
Sparinvest SICAV - Short Dated High Yield (Future name: Sparinvest SICAV - Global Short Dated High Yield)	ICE BofA 1-5 Yr BB-B Global High Yield EX Perp Custom
Sparinvest SICAV - Value Bonds - Global Ethical High Yield (Future name: Sparinvest SICAV - Global Ethical High Yield)	ICE BofA Global High Yield
Sparinvest SICAV - Value Bonds - Emerging Markets Corporates (Future name: Sparinvest SICAV - Emerging Markets Bonds)	JP Morgan Emerging Markets Bond Index Global Diversified
Sparinvest SICAV - Balance	Balance Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 50% as well as six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 50%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.
Sparinvest SICAV - Proceso	Proceso Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 65% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 35%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.
Sparinvest SICAV - Securus	Securus Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 25% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 75%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.
Sparinvest SICAV - Minimum	Mix Minimum Index (Composite) (EUR) The Sub-Fund's benchmark comprises one equity index (MSCI ACWI) with an allocation of 15% and six fixed income indices (Nordea CM 2 Govt, Nordea CM 7 Govt, JP Morgan EMBI Global Diversified, ICE BofA Global High Yield, ICE BofA Global Broad Market Corporate, Refinitiv Convertible Global Focus) with an allocation of 85%. The benchmark is constructed to reflect the Sub-Fund's strategic positioning.

A copy of the updated Prospectus may be obtained free of charge at:

SPARINVEST S.A.  
(Management Company)  
28, Boulevard Royal  
L-2449 Luxembourg

BANQUE ET CAISSE d'EPARGNE DE L'ETAT, LUXEMBOURG  
(Domiciliary agent / depositary bank)  
1, Place de Metz  
L-1930 Luxembourg

The Prospectus dated 9 March 2021 and the relevant key investor information documents will be available on the website of the Management Company ([www.sparinvest.lu](http://www.sparinvest.lu)) as from 9 March 2021.

Shareholders may redeem their shares free of redemption charge until 8 March 2021 before 5:00 p.m. by sending a redemption request in accordance with the provisions of the Prospectus to the Company's registrar and transfer agent at the following address European Fund Administration (Luxembourg) S.A. (Fax: +352 48 65 61 8002).

Please contact Sparinvest S.A. for further information or in case of questions.

On behalf of the board of directors of the Company