

Timeo Neutral SICAV
Société d'investissement à capital variable
5, allée Scheffer
L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 94351
(the "Company")

Notice to the shareholders of Timeo Neutral SICAV – BZ Active Income Fund (the "Shareholders")

The board of directors of the Company (the "**Board**") is writing to you in your capacity as a Shareholder of the Company and wishes to inform you of its decision to merge (the "**Merger**") the sub-fund BZ Active Income Fund (the "**Merging Sub-Fund**") of the Company into the sub-fund SAFE Active Income (the "**Receiving Sub-Fund**") of SAFE Capital SICAV (the "**Receiving Company**").

The Receiving Company is not authorized in Switzerland by FINMA.

The Merger will become effective as of 3rd June 2022 at 0:00 CET (the "**Effective Date**") or any other date determined as necessary by the Board.

In the context of a rationalization of the UCITS managed by Safe Capital Investment Ltd., the Board and the board of directors of the Receiving Company have decided to merge the Merging Sub-Fund for which Safe Capital Investment Ltd acts as investment manager into the Receiving Sub-Fund.

The Merger will allow the Receiving Sub-Fund to target more investors and to benefit from economies of scales due to the rationalization of the costs.

It has therefore been resolved to transfer all assets and liabilities of the Merging Sub-Fund to the Receiving Sub-Fund in exchange for the issue to the Shareholders of shares of the Receiving Sub-Fund on the Effective Date. On the Effective Date, the Merging Sub-Fund will transfer all its assets and liabilities to the Receiving Sub-Fund based on the net asset value per share as per 3rd June 2022 (the "**Reference Date**"). We would like to draw your attention to the fact that the Merging Sub-Fund currently holds a defaulted bond security. It has been decided to participate to the reorganization process launched by the issuer of that defaulted bond but given the current uncertainty about when and how much might be recovered it has been decided to value that asset at 0 for the purpose of the merger. That security was representing around 0.16% of the net asset value of the Merging Sub-Fund before that valuation decision. In case that security recovers some value or may be sold, this will be reflected in the net asset value of the Receiving Sub-Fund after the Merger.

On the Effective Date, the Receiving Company will issue to the benefit of the Merging Sub-Fund's shareholders, shares in the Receiving Sub-Fund as follows.

On the Effective Date, shareholders in the Company shall receive a number of newly launched shares in the Receiving Sub-Fund with an initial net asset value per share equal to the net asset value per share of the relevant shares of the Company in order to allow an exchange ratio of 1 : 1 for each respective share.

In the context of the Merger, the assets and liabilities of the Company will be contributed to the Receiving Sub-Fund. The value of the assets will be calculated in accordance with the valuation principles described in the section "**Net Asset Value**" of the prospectus and the articles of incorporation of the Receiving Company on the day prior to the Effective Date.

Any accrued income relating to the Merging Sub-Fund's shares at the time of the Merger will be included in the calculation of the final net asset value per share of the Merging Sub-Fund and will be accounted for after the Merger in the net asset value per share of the Receiving Sub-Fund. The Receiving Sub-Fund will not bear any additional income, expenses and liabilities attributable to the Merging Sub-Fund accruing after the Effective Date.

No redemption, conversion or entry charge or fee shall be due by the shareholders in the Company in connection with the issue of new shares in the Receiving Sub-Fund. Shares of the Merging Sub-Fund shall be exchanged for shares in the Receiving Sub-Fund in registered form with the same reference currency, rounded to 4 decimal places calculated by multiplying the exchange ratio with the number of shares held.

The legal, advisory and administrative costs and expenses (excluding potential transaction costs for the Company) associated with the Merger will be borne by Safe Capital Investments Ltd, St. Paul Street 259, Valletta VLT-1213, Malta, the investment manager of Timeo Neutral SICAV, and will not impact either the Company or the Receiving Sub-Fund. The audit costs will be borne by the Receiving Company.

Shareholders of the Merging Sub-Fund who do not agree with the contemplated Merger may redeem their shares free of charge until 27th May 2022, cut-off time 04.00 p.m. (Luxembourg time). The Merging Sub-Fund will subsequently be closed for subscriptions, redemptions and conversions. The Merger will come into effect on 3rd June 2022 and will be binding for all Shareholders who have not applied for the redemption of their shares.

Shares of the Merging Sub-Fund will be issued until 27th May 2022, cut-off time 04.00 p.m. (Luxembourg time). On the Effective Date of the Merger, the shareholders of the Merging Sub-Fund will be entered into the register of shareholders of the Receiving Sub-Fund and will also be able to exercise their rights as shareholders of the Receiving Sub-Fund, such as the right to request the repurchase, redemption or conversion of shares of the Receiving Sub-Fund.

In order not to impact the Merger and the transfer of securities, the trading activity of the Merging Sub-Fund will be stopped from 27th May 2022.

There will be no cash payment in accordance with Article 1 (20) a) of the law of 2010.

In case a performance is realised by the Company as at the last NAV on 3rd June 2022, the performance fee will be crystallized and paid to the investment Manager.

A re-balancing of the portfolios of the Company is not envisaged before the effectiveness of the Merger.

Ernst & Young, a *société anonyme* (S.A.) with registered address at 35E, Avenue John F.Kennedy, L-1855 Luxembourg (Grand-Duchy of Luxembourg), being the approved statutory auditor of the Receiving Company shall validate the criteria adopted for valuation of the assets and the calculation method of the exchange ratio as provided for in Article 71 of the 2010 Law.

A copy of the relevant key investor information document of the Receiving Sub-Fund is attached and the Shareholders are advised to consult it.

Shareholders are also advised to consult their tax advisers with regard to any possible tax consequences regarding the Merger.

The following documents are made available free of charge to the Shareholders at the registered office of the Company and the Receiving Company:

- Copy of the Common Draft Terms of Merger;
- Copy of the Articles of incorporation of the Merging and Receiving Sub-Funds;
- Copy of any up-to-date version of the Prospectuses of the Company and the Receiving Company;
- Key investor information document of the Receiving Sub-Fund;
- Copy of the last three audited annual accounts and interim accounts of the Company and the Receiving Company;
- Copy of the independent auditor's report;
- Copy of certificate related to the Merger issued by the Edmond de Rothschild (Europe) in compliance with Article 70 of the Law of 2010.

Luxembourg, 27 April 2022

Yours faithfully,

On behalf of the Board

The Prospectus, the instruments of incorporation, the key investor information documents together with the annual and semi-annual reports may be obtained upon request and free of charge from the Swiss Representative.

The representative in Switzerland is CACEIS (Switzerland) SA, Route de Signy 35, CH-1260 Nyon.

The paying agent in Switzerland is CACEIS Bank, Montrouge, succursale de Nyon / Suisse, Route de Signy 35, CH-1260 Nyon.