

Information for Irish Investors

Candriam Sustainable

COUNTRY SUPPLEMENT DATED 21 December 2023

This document (the “Country Supplement”) has been prepared solely for the purpose of registering the Shares of Candriam Sustainable (the “SICAV”) in Ireland. Investors in Ireland should read this Country Supplement in conjunction with the prospectus for the SICAV, dated 18 December 2023, and the fact sheets in respect of Candriam Sustainable Bond Euro, Candriam Sustainable Equity Circular Economy, Candriam Sustainable Equity Emerging Markets, Candriam Sustainable Equity US and Candriam Sustainable Equity World, all dated and published 18 December 2023 (collectively, the “Prospectus”).

The SICAV is a société d'investissement à capital variable with an umbrella structure established in Luxembourg on 21 December 2015 with registered number B-202950, and is governed by part I of the Law of 20 December 2002 on Undertakings for Collective Investment (“UCI(s)”) and is subject to the supervision of the Commission de Surveillance du Secteur Financier (Luxembourg Financial Supervisory Authority).

The directors of the SICAV, whose names appear in the Prospectus, (the “**Directors**”) accept responsibility for the information contained in the Prospectus and in this Country Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Country Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

The information contained in this Country Supplement should be read in the context of, and together with, the information contained in the Prospectus and distribution of this Country Supplement is not authorised unless accompanied by or supplied in conjunction with a copy of the Prospectus.

Words and expressions defined in the Prospectus and in the relevant fact sheet shall, unless the context otherwise requires, have the same meaning when used in this Country Supplement.

The following information is addressed to potential investors in the SICAV in Ireland. This information specifies and completes the Prospectus as far as sales activities in Ireland are concerned.

The functions of the Irish facilities agent in Ireland are being carried on by CACEIS Ireland Limited with registered office at First Floor, Bloodstone Building, Sir John Rogerson’s Quay, Dublin 2, Ireland (the “**Facilities Agent**”).

Copies of the Prospectus, this Country Supplement, the Key Investor Information Documents, the constitutional documents of the SICAV and its annual and semi-annual reports are available free of charge at the offices of the Irish Facilities Agent.

Competent regulatory authority in Ireland:

The Central Bank of Ireland (the “**Central Bank**”).

The Directors confirm that the distribution of the Shares has been notified to the Central Bank.

Taxation in Ireland

The following summary of certain relevant taxation provisions is based on current law and practice in Ireland and does not constitute legal or tax advice. It does not purport to deal with all the tax consequences applicable to all categories of investors, some of whom may be subject to special rules. For example, we have not addressed the taxation treatment of any shareholder in relation to which some or all of the property of the SICAV or a sub-fund of the SICAV, as the case may be, may be or was, selected by, or the selection of some or all of the property may be, or was, influenced by that shareholder, a person acting on behalf of that shareholder, a person connected with that shareholder, a person connected with a person acting on behalf of that shareholder, that shareholder and a person connected with that shareholder, or a person acting on behalf of both that shareholder and a person connected with that shareholder.

Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in light of their particular circumstances.

Potential investors and shareholders should note that the statements on taxation which are set out below are based on the law and practice in force in Ireland as at the date of this Country Supplement. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the SICAV will endure indefinitely.

Taxation of the SICAV

On the basis that the SICAV is not centrally managed and controlled in Ireland the SICAV should not be regarded as Resident in Ireland. Accordingly, and on the basis that the SICAV does not operate in Ireland through a branch or agency, the SICAV should not be subject to Irish tax on its income and gains. This is unless the SICAV invests in certain assets whereby it earns Irish source income that is not exempt from tax or makes gains on the disposal of certain assets that are “specified assets” for Irish tax purposes (e.g. Irish land, buildings, exploration or mineral rights or shares that are not quoted on a stock exchange and derive their value wholly or mainly from the foregoing assets).

For as long as the SICAV is a UCI subject to the supervision of the Luxembourg Financial Supervisory Authority and resident in:

- (a) a member state of the European Union;
- (b) a state that is a contracting party to the European Economic Area Agreement; or
- (c) a state that is a member of the Organisation for Economic Co-operation and Development that has a double tax treaty in effect with Ireland,

(such as Luxembourg, for example), on the basis of the terms on which the shares are in issue, the SICAV will be an offshore fund within the meaning of Chapter 4 of Part 27 of the Taxes Consolidation Act 1997 of Ireland, as amended (the “TCA”), (a “**Good Offshore Fund**”) and the tax treatment of shareholders will be as set out below.

Taxation of Shareholders

Where a shareholder is:

- (a) a company that is not Resident in Ireland and not operating in Ireland through a branch or agency with which the investment in the SICAV is connected; or

- (b) a person other than a company that is neither Resident in Ireland nor Ordinarily Resident in Ireland,

that shareholder will not be subject to Irish tax on dividends received on shares in the SICAV. Furthermore, on the basis that the shares in the SICAV are quoted on a stock exchange or they do not derive the greater part of their value from “specified assets” for Irish tax purposes (see above), that shareholder will not be subject to Irish tax on gains arising on a disposal of those shares.

A person other than a company (e.g. an individual), who is a shareholder in the SICAV, who is Resident in Ireland or Ordinarily Resident in Ireland (see below) or who is operating in Ireland through a branch or agency to which the investment in the SICAV is attributable, will be liable to Irish tax on payments received from the SICAV at the rate of 41 per cent. Similarly gains realised by such a person in respect of the disposal or the deemed disposal of shares in the SICAV will be subject to Irish tax at a rate of 41 per cent.

However, a company, who is a shareholder in the SICAV and is Resident in Ireland or operating in Ireland through a branch or agency to which the shares in the SICAV are attributable, will be liable to Irish tax on payments received from the SICAV at the following tax rates:

- (a) where the payment is a receipt of a trade carried on by the company, Irish tax is payable at 12.5 per cent;
- (b) where the payment is not a receipt of a trade carried on by the company, Irish tax is payable at 25 per cent;

while a company, which is a shareholder in the SICAV and is Resident in Ireland or which is operating in Ireland through a branch or agency to which the shares in the SICAV are or were attributable, will be liable to Irish tax on gains realised in respect of a disposal of shares in the SICAV at the following rates:

- (a) where the gain is taken into account in calculating the profits or gains of a trade carried on by the company, Irish tax is payable at a rate of 12.5 per cent;
- (b) where the gain is not taken into account in calculating the profits or gains of a trade carried on by the company, Irish tax is payable at a rate of 25 per cent.

Any exchange by a person of shares in a sub-fund of the SICAV for shares in another sub-fund of the SICAV, effected by way of a bargain made at arm’s length by the SICAV, shall not give effect to a disposal of shares in the SICAV for Irish tax purposes.

Also, if in connection with a scheme of reconstruction or amalgamation of the SICAV, a person disposes of a share in the SICAV and receives in place of that share, a share in another Good Offshore Fund, the disposal of the share in the SICAV shall not give rise to a gain but the new share shall be treated as acquired by that shareholder at the same time and at the same cost as the share in the SICAV. For this purpose “scheme of reconstruction or amalgamation” means an arrangement under which each person who has a share in the SICAV receives in place of that share a share in another company that is a Good Offshore Fund in respect of or in proportion to, or as nearly as may be in proportion to, the value of the shares in the SICAV and as a result of which the value of the shares in the SICAV become negligible.

Similarly, where, in connection with a scheme of amalgamation, a person disposes of a share in the SICAV and receives, in place of that share, units in an investment undertaking within the meaning of section 739B of the TCA (an “**Irish Investment Undertaking**”), the disposal of the share in the SICAV shall not give rise to a gain but the units acquired in the Irish Investment Undertaking under that scheme shall be treated as acquired by the shareholder at the same time and at the same cost as the share in the SICAV. For this purpose, “scheme of amalgamation” means an arrangement whereby the

assets of the SICAV are transferred to an Irish Investment Undertaking in exchange for the issue by the Irish Investment Undertaking of units to each of the shareholders in proportion to the value of the shares they hold in the SICAV, and as a result of which the value of the shares in the SICAV become negligible.

For Irish tax purposes, a company or a person other than a company, as the case may be, will be deemed to have disposed of shares in the SICAV at the end of each “relevant period” and immediately to have reacquired them at their market value at that time. Irish tax will be payable on gains realised in respect of this deemed disposal. A “relevant period” means a period of 8 years beginning with the acquisition of the relevant shares in the SICAV and each subsequent period of 8 years beginning immediately after the preceding relevant period.

Irish Tax Residence

For the purposes of Irish tax the terms “Resident in Ireland” and “Ordinarily Resident in Ireland” shall be construed as follows:

- (a) an individual is regarded as Resident in Ireland for a particular tax year if he/she is present in Ireland:
 - (i) for a period of at least 183 days in that tax year; or
 - (ii) for a period of at least 280 days in any two consecutive tax years, provided that the individual is Resident in Ireland for at least 31 days in each tax year.

In determining the number of days present in Ireland, an individual is deemed to be present in Ireland if he/she is in the country at any time during the day. An individual who has been Resident in Ireland for three consecutive tax years becomes Ordinarily Resident in Ireland with effect from the commencement of the fourth tax year. An individual who has been Ordinarily Resident in Ireland is no longer Ordinarily Resident in Ireland with effect from the commencement of the fourth consecutive tax year in which he/she is not Resident in Ireland.

- (b) a company incorporated in Ireland is regarded as being Resident in Ireland unless it is regarded for the purposes of a double tax treaty in effect with Ireland as being resident in that other tax treaty territory and not in Ireland.
- (c) a trust is regarded as Resident in Ireland and Ordinarily Resident in Ireland unless the general administration of the trust is ordinarily carried on outside Ireland and the trustees (being a single and continuing body of persons) or a majority of them for the time being are not Resident in Ireland or Ordinarily Resident in Ireland.

Notification to the Revenue Commissioners of Ireland

Each shareholder is required, upon acquiring a share in the SICAV, to file a tax return with the Revenue Commissioners of Ireland. The tax return must include the following particulars:

- (a) the name and address of the SICAV;
- (b) a description, including the cost to the person of the share acquired; and
- (c) the name and address of the person through whom the share was acquired.