

**LEGG MASON INVESTMENTS (LUXEMBOURG) S.A.  
SOCIÉTÉ ANONYME**

145, rue du Kiem  
L-8030 Strassen  
R.C.S. Luxembourg B 28.121

**NOTICE TO HONG KONG UNITHOLDERS  
MERGER OF THE LEGG MASON EUROPE (EX UK) EQUITY FUND INTO  
THE LEGG MASON PAN-EUROPE EQUITY FUND**

**IMPORTANT: This document requires your immediate attention. If you have any question about the content of this document, you should seek independent professional advice. Unless otherwise provided in this document, all terms used in this document have the same meanings as in the Hong Kong Summary Prospectus.**

14 April 2009

Dear Unitholder,

This letter from the board of directors of Legg Mason Investments (Luxembourg) S.A. (the "**Board**"), the management company of Legg Mason Global Funds FCP (Luxembourg) (the "**Fund**"), is to notify unitholders ("**Unitholders**") of the merger (the "**Merger**") of the Fund's Legg Mason Europe (ex UK) Equity Fund (the "**Absorbed Sub-Fund**") into the Fund's Legg Mason Pan-Europe Equity Fund (the "**Absorbing Sub-Fund**") in conformity with Article 17 of the Fund's management regulations.

In consideration of the continued trend for redemptions, the current market climate and the anticipated lack of sales growth, the Board, with the consent of the Fund's custodian, Citibank International plc (Luxembourg Branch), has decided it is in the best interests of the Unitholders to merge the Absorbed Sub-Fund into the Absorbing Sub-Fund.

**The Absorbed Sub-Fund has been closed to further subscriptions from 14 April 2009.**

The Merger will take place on 29 May 2009 (the "**Effective Date**") when Unitholders' holdings in the Absorbed Sub-Fund will be transferred (taking into account any applicable Merger expenses) to the Absorbing Sub-Fund. The investment objective and policy, fee structure and the key operators of the Absorbed Sub-Fund and Absorbing Sub-Fund are identical, save that the Absorbing Sub-Fund may also invest in equity securities of companies domiciled in the United Kingdom. There are no other differences between the Absorbed Sub-Fund and the Absorbing Sub-Fund, in particular there are no differences between the fees charged to the Unitholders. Please refer to the Fund's Hong Kong Summary Prospectus ("**Summary Prospectus**") for further information about the Absorbing Sub-Fund. Copies of the Summary Prospectus are available free of charge on request from the Hong Kong Representative.

Until 28 May 2009, Unitholders not wishing to participate in the Merger may request for:

- (i) a redemption of their holdings in the Absorbed Sub-Fund by following the procedures described in the Summary Prospectus. Such Unitholders will receive a cash payment based on the net asset value of their holding in the Absorbed Sub-Fund on the day such instructions are deemed to have been received (taking into account any applicable Merger expenses). The Board may decide to apply (in accordance with the Summary Prospectus and Article 9 of the Fund's management regulations), if considered appropriate, a charge of up to 1% of the net asset value of redeemed units in order to reflect any reasonably estimated fiscal charges and dealing costs incurred on the realisation of assets of the Absorbed Sub-Fund. This charge will be for the benefit of the Absorbed Sub-Fund with a view to protecting the remaining Unitholders from bearing such costs and seeking to safeguard the equal treatment of Unitholders. No other redemption charges will be applied. If a large amount of redemption requests is received before 28 May 2009, in accordance with the Fund's management regulations, the Board may need to defer or delay redemptions and may apply fair value pricing methodology to the assets to be realised; or

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- (ii) a conversion of their holdings in the Absorbed Sub-Fund to the same class of any of the Fund's other sub-funds whose units are available for issue at the date of this letter, by following the procedures described in the Summary Prospectus. Conversions may be made without the payment of additional sales charges. An exceptional conversion fee of up to 1% of the net asset value of converted units may be applied (in accordance with the Summary Prospectus) in order to reflect any reasonably estimated fiscal charges and dealing costs incurred on the realisation of assets of the Absorbed Sub-Fund. This charge will be for the benefit of the Absorbed Sub-Fund with a view to protecting the remaining Unitholders from bearing such costs and seeking to safeguard the equal treatment of Unitholders. Before investing in the Fund's other sub-funds, please ensure that you have read and understood the investment policies and fees applicable to the relevant sub-fund as described in the Summary Prospectus; or
- (iii) a re-investment of their holdings into another fund within the Legg Mason family of funds that is authorised for sale in Hong Kong (the "**Relevant LM Fund**"). The Board may decide to apply (in accordance with the Summary Prospectus and Article 9 of the Fund's management regulations), if considered appropriate, a charge of up to 1% of the net asset value of redeemed units in order to reflect any reasonably estimated fiscal charges and dealing costs incurred on the realisation of assets of the Absorbed Sub-Fund. This charge will be for the benefit of the Absorbed Sub-Fund with a view to protecting the remaining Unitholders from bearing such costs and seeking to safeguard the equal treatment of Unitholders. No other charges will be applied. Before investing in the Relevant LM Fund, please ensure that you have read and understood the investment policies and fees applicable to the Relevant LM Fund as described in its prospectus.

After 28 May 2009, your investment will automatically participate in the Merger.

Upon Merger, the Board will:

- (i) Use the balance of the assets of the Absorbed Sub-Fund to subscribe and pay in cash or kind for units of the Absorbing Sub-Fund.
- (ii) Arrange for units in the Absorbing Sub-Fund to be allotted and sent to the Unitholders of the Absorbed Sub-Fund who did not request for redemption, conversion or reinvestment of their holdings. Unitholders will receive units of the same class in the Absorbing Sub-Fund on the basis of the exchange ratio calculated on 29 May 2009 between the net asset values of the relevant classes of the Absorbed Sub-Fund (taking into account any applicable Merger expenses) and the corresponding classes of the Absorbing Sub-Fund. Such units will be issued without charge, without par value. The total value of such units in the Absorbing Sub-Fund will correspond to the total value of the units in the Absorbed Sub-Fund. It is anticipated that confirmation of holdings in the Absorbing Sub-Fund will be sent to Unitholders in the register of unitholders within 30 days of the Effective Date.

If you hold registered units or bearer unit certificates in the Absorbed Sub-Fund, you will receive registered units in the Absorbing Sub-Fund. Please return your bearer unit certificates to Citibank International plc (Luxembourg Branch), administrator of the Fund, in order to exchange the bearer unit certificates of Absorbed Sub-Fund for relevant registered units in the Absorbing Sub-Fund.

Merger expenses are not expected to materially exceed the amounts indicated in the table in Appendix 1 and these will be borne by the Absorbed Sub-Fund. A provision of the amounts indicated in the table in Appendix 1 was made on the date of this letter for the anticipated Merger expenses. The establishment expenses for the Absorbed Sub-Fund have been fully amortised.

The size and total expense ratio of the Sub-Fund may be found in the table in Appendix 2.

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The Merger will not subject the Absorbed Sub-Fund and the Absorbing Sub-Fund to taxation in Luxembourg. Ordinarily, a fund merger will not have any tax implications for Hong Kong investors. However, if your specific circumstances require, you should seek your own tax guidance from a professional adviser.

If you have any questions about the Merger, you should contact the Hong Kong Representative at 12/F., York House, The Landmark, 15 Queen's Road Central, Hong Kong (Tel: +852 3652 3088).

The Board accepts responsibility for the accuracy of the contents of this letter.

Yours faithfully,

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Director

for and on behalf of Legg Mason Investments (Luxembourg) S.A.

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**Appendix 1**

The table below sets out the estimated costs of Merger expressed in US Dollars and as a percentage of the Absorbed Sub-Fund's assets under management (the "AUM") as of 27 March 2009.

	<b>Estimated Merger costs in US Dollars</b>	<b>Estimated Merger costs as a percentage of AUM</b>
<b>Merger of Legg Mason Europe (ex UK) Equity Fund into Legg Mason Pan-Europe Equity Fund</b>	153,300.00	0.18%

**Appendix 2**

The table below lists the assets under management ("AUM") of the Absorbed Sub-Fund and the Absorbing Sub-Fund expressed in US Dollars and each sub-fund's average total expense ratio as of 31 January 2009. Unitholders should note that the actual total expense ratio for a given class of units may differ from the total expense ratio of the sub-fund indicated in the table below.

	<b>AUM in US Dollars</b>	<b>Total Expense Ratio</b>
<b>Legg Mason Europe (ex UK) Equity Fund</b>	123,401,582.21	1.79%
<b>Legg Mason Pan-Europe Equity Fund</b>	23,629,457.04	1.92%