

BNP Paribas Funds

Luxembourg SICAV - UCITS class
Registered Office: 10, rue Edward Steichen, L- 2540 Luxembourg
Luxembourg Trade and Companies Register No. B 33.363

Luxembourg, April 1st, 2021

Dear Shareholder,

You are convened to a:

I. STATUTORY GENERAL MEETING

Which will be held on April 26, 2021 at 3.00 p.m. CET to deliberate on the following agenda:

- 1) Presentation and approval of the reports of the Board of Directors and of the Auditor for the financial period closed as at December 31, 2020;
- 2) Approval of the annual accounts for the financial period closed as at December 31, 2020 and allocation of the results;
- 3) Discharge to the Directors for the exercise of their mandates;
- 4) Statutory appointments

And at the same day to a:

II. SECOND EXTRAORDINARY GENERAL MEETING

As the quorum required under Article 67-1 of the Companies Act of 10 August 1915 as amended, was not achieved for the Extraordinary General Meeting held on March 31, 2021, a second Extraordinary General Meeting will be held on April 26, 2021 at 3.30 p.m. CET, to deliberate on the following agenda:

Update of the Articles of Association of the Company by adding of the following new

Art. 16bis. Dilution Effect of Capital Activity

In accordance with the applicable regulation, the Board of Directors may adjust the Net Asset Value in order to counter dilution effects of capital activity.

Such adjustment should be done by using of the Swing Pricing mechanism described in the prospectus of the Company, Book 1, in fine of the Chapter "Net Asset Value".

III. PROVISIONS AVAILABLE FOR BOTH MEETINGS

Due to the current Covid 19 pandemic and the need to avoid physical meetings, these General Meetings will be exceptionally held by way of representation of shareholders by proxy voting. The Meetings will be held at the offices of BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg.

The Meetings will validly deliberate regardless of the represented part of the Company's Capital.

For the Statutory General Meeting, the decisions will be taken by a simple majority of the votes cast.

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For the Second Extraordinary General Meeting, in accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the decisions will be taken by at least two-thirds of the votes cast.

Shareholders wishing to be represented at the Meetings are admitted upon proof of their identity and share-blocking certificate. Their intention to be represented shall be known at least five business days before the Meeting.

If you wish to deliberate, the duly filled and signed attached proxy shall be sent by post (attn : Véronique CORMAN-SCHMIT, BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10 rue Edward Steichen, L- 2540 Luxembourg / AMLU.FSLEGAL@bnpparibas.com) at least five business days before the Meeting.

The Draft of new Articles of Association, the Annual accounts, as well as the report of the Auditor and the management report are available at the registered office of the Company. Shareholders may request a copy of these documents. Such request shall be sent by post at the following address: BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10, rue Edward Steichen, L- 2540 Luxembourg – or by email to AMLU.FSLEGAL@bnpparibas.com.

The Board of Directors

BNP Paribas Funds

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PROXY **STATUTORY GENERAL MEETING**

The undersigned _____

Holder ofshare(s) of the SICAV BNP Paribas Funds,
with registered office at 10, rue Edward Steichen, L- 2540 Luxembourg,

Hereby authorises the President of the meeting, with power of substitution, to represent him/her at the statutory general meeting to be held on April 26, 2021 at 3.00 p.m. CET at the registered office of the Company, 10 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, or at any other meeting which shall consider the following agenda, to vote on any and all matters relative to the agenda hereunder mentioned:

(*) *Tick the boxes that correspond to your choice. If you do not provide specific instructions, the proxy will use his sole discretion when voting.*

	VOTE (*)		
1) Presentation and approval of the reports of the Board of Directors and of the Auditor for the financial period closed as at December 31, 2020;	YES	NO	abstain
2) Approval of the annual accounts for the financial period closed as at December 31, 2020 and allocation of the results;	YES	NO	abstain
3) Discharge to the Directors for the exercise of their mandates;	YES	NO	abstain
4) Statutory appointments	YES	NO	abstain

The undersigned is aware that no quorum is needed for the Meeting to pass valid resolutions. Resolutions will be passed by a simple majority of the votes cast.

Signed at (place).....on (date).....2021

SIGNATURE

"*Ne varietur*" – This document may not be amended in any way.

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PROXY **SECOND EXTRAORDINARY GENERAL MEETING**

The undersigned _____

Holder ofshare(s) of the SICAV BNP Paribas Funds,
with registered office at 10, rue Edward Steichen, L- 2540 Luxembourg,

Hereby authorises the President of the meeting, with power of substitution, to represent him/her at the extraordinary general meeting to be held on April 26, 2021 at 3.30 p.m. CET at the registered office of the Company, 10 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, or at any other meeting which shall consider the following agenda, to vote on any and all matters relative to the agenda hereunder mentioned:

(*) *Tick the boxes that correspond to your choice. If you do not provide specific instructions, the proxy will use his sole discretion when voting.*

	VOTE (*)		
Update of the Articles of Association of the Company by adding of the following new <u>Art. 16bis.</u>	YES	NO	abstain
<u>Art. 16bis. Dilution Effect of Capital Activity</u> In accordance with the applicable regulation, the Board of Directors may adjust the Net Asset Value in order to counter dilution effects of capital activity. Such adjustment should be done by using of the Swing Pricing mechanism described in the prospectus of the Company, Book 1, in fine of the Chapter "Net Asset Value".			

The proxy holder can:

Attend any meeting whose agenda is identical in the event that the original meeting was not able to validly deliberate;

Participate in any deliberations and cast any vote, amend or reject on behalf of the undersigned any decisions relating to the agenda;

To this end, approve and sign any act or report and, in general, do everything necessary.

Signed at (place).....on (date).....2021

SIGNATURE

"*Ne varietur*" – This document may not be amended in any way.