

Luxif Management
Société à responsabilité limitée
75, Parc d'activités
L-8308 Mamer/Capellen
Grand Duchy of Luxembourg
RCS Luxembourg: B156855
(the **General Partner**)

acting in its own capacity and where relevant, in its capacity as managing unlimited shareholder (*actionnaire gérant commandité*) of

Luxif
*Société d'investissement à capital variable – fonds d'investissement spécialisé
organisé sous la forme d'une société en commandite par actions*
75, Parc d'activités
L-8308 Mamer/Capellen
Grand Duchy of Luxembourg
RCS Luxembourg: B154646
(the **Company**)

**CONVENING NOTICE TO THE SECOND EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 28 JULY 2021 AT 11 A.M. AT THE
REGISTERED OFFICE OF THE COMPANY**

*The board of managers of the General Partner (the **Board**) accepts responsibility for the accuracy of the contents of this convening notice.*

Capitalised terms not defined herein shall have the meaning ascribed to them in the visa stamped issuing document of the Company dated March 2018 (the **Issuing Document**).

By registered mail

Capellen, 24 June 2021

RE: Luxif – Convening notice to the second extraordinary general meeting of the shareholders of the Company to be held on Wednesday 28 July 2021 at 11 a.m. (Luxembourg time) at the registered office of the company and resolving on the voluntary liquidation of the Company

Dear Shareholder,

We write to you in your capacity as shareholder of the Company, an investment company with variable capital – specialised investment fund (*société d'investissement à capital variable – fonds d'investissement spécialisé, SICAV-SIF*) subject to the Luxembourg act dated 13 February 2007 on specialised investment funds, as amended (the **SIF Act 2007**).

You are hereby informed that the first extraordinary general meeting of the shareholders of the Company, whose purpose was to resolve on voluntary liquidation of the Company, which was held before Maître Laurent Metzler, notary, residing in Redange, Grand Duchy of Luxembourg, 11 June 2021 at 11:00 am (Luxembourg

time) at the registered office of the Company (the **First Meeting**), was not in a position to validly deliberate and vote on the proposed agenda since the quorum prescribed by article 450-3 (2), 600-2 and 1100-2 of the Luxembourg act of 10 August 1915 on commercial companies, as amended (the **1915 Act**) was not reached.

Against this background, you are hereby convened to a second extraordinary general meeting of the shareholders of the Company (the **Second Meeting**) to be held at the registered office of the Company, 75, Parc d'activités, L-8308 Mamer/Capellen, Grand Duchy of Luxembourg on Wednesday 28 July 2021 at 11 a.m. (Luxembourg time) having the same agenda as the First Meeting, as set out below and in the power of attorney attached hereto as **Appendix 1** (the **Power of Attorney**). Please note that in accordance with articles 450-3 (2) and 1100-2 of the 1915 Act, the Second Meeting will validly deliberate regardless of the proportion of the capital represented at the meeting. However the resolutions, to be adopted, must be carried by at least two-third of the votes.

Votes relating to shares for which the Shareholder did not participate in the vote, abstain from voting, cast a blank (*blanc*) or spoilt (*nul*) vote are not taken into account to calculate the above majority requirement. Each share of the Company is entitled to one vote.

The agenda of the Second Meeting is as follows:

(a)	appointment of chairman of the Meeting;
(b)	decision to dissolve the Company and to voluntary put the Company into liquidation (<i>liquidation volontaire</i>) with immediate effect (the Liquidation);
(c)	decision to appoint ME BUSINESS SOLUTIONS S.à.r.l., a private limited liability company (<i>société à responsabilité limitée</i>) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 16, rue Jean-Pierre Brasseur, L-1258, Luxembourg and registered with the Luxembourg Trade and Companies Register under number B142063, represented by Mr Eric Chinchon, as liquidator of the Company (the Liquidator);
(d)	acknowledgement that the Luxembourg regulator of the financial sector, the <i>Commission de Surveillance du Secteur Financier (CSSF)</i> , issued a non-objection letter with respect to the appointment of the Liquidator as voluntary liquidator of the Company;
(e)	decision to (i) confer to the Liquidator the broadest powers set forth in articles 1100-4 et seq. of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the Companies Act); (ii) authorise the Liquidator to execute all deeds and carry out all operations, including those referred to in article 1100-5 of the Companies Act, without the prior authorisation of the general meeting of the Shareholders; (iii) authorise the Liquidator to delegate, under its own responsibility, its powers, for specific operations or task, to one or several persons or entities; (iv) empower and authorise the Liquidator, on behalf of the Company in liquidation, to execute, deliver, and perform the obligations under, any agreement or document which is required for the liquidation of the Company, the discharge of its liabilities and the disposal of its assets and (v) authorise the Liquidator to make advance payments of the liquidation proceeds (<i>boni de liquidation</i>) to the Shareholders, in accordance with article 1100-9 of the Companies Act;
(f)	acknowledgement and approval that the Liquidator must not draw up an inventory and may rely on the books and accounts of the Company.

Should you wish to be represented at the Second Meeting, please return the duly signed Power of Attorney to Trident Trust Company (Luxembourg) S.A., at fax number +352-26-30-28-49 or by e-mail to corporatelux@tridenttrust.com, as soon as possible and in any case before July 26, 2021 18:00 CET at the latest. Should you wish to attend the Second Meeting in person please inform Mr Matthijs Visscher, at fax

number +352-26-30-28-49 or by courier at *Trident Trust Company (Luxembourg) S.A., 75, Parc d'Activités, L-8308 Capellen, Grand Duchy of Luxembourg*, at the latest on July 26, 2021 18:00 CET.

You are informed that any completed Power of Attorney which was returned for attendance at the First Meeting (even, for the avoidance of doubt, after the deadline set for return of the same in respect of the First Meeting) will remain valid for the Second Meeting, unless the Board receives a new Power of Attorney or if you will be present at the Second Meeting.

You are informed that you may participate to the Second Meeting by way of video conference in accordance with article 21.4 of the articles of association of the Company. You may therefore either be represented in person on the basis of a power of attorney or participate to the Second Meeting by way of video conference. Should you wish to participate by way of a video conference, please contact Trident Trust Company (Luxembourg) S.A. at fax number +352-26-30-28-49 or by e-mail to corporatelux@tridenttrust.com, as soon as possible and in any case before July 26, 2021 18:00 CET at the latest in order to discuss and confirm the modalities of your representation at the Second Meeting.

Please note that the appointment of the Liquidator has been approved by the *Commission de Surveillance du Secteur Financier (CSSF)*.

This letter (including the agreement constituted by your acknowledgement of its terms) shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg and the parties submit to the exclusive jurisdiction of the courts of the district of Luxembourg-City.

Yours faithfully,

For the General Partner

APPENDIX 1

POWER OF ATTORNEY

This appendix is the Appendix 1 to the convening notice to the second extraordinary general meeting of the shareholders of Luxif dated 28 July 2021 at 11 a.m. (Luxembourg time).

The undersigned, _____ (*name of the shareholder*), (the **Shareholder**),

being a shareholder of, and holding _____ (*number*) of class _____ [*name of share class*] in Luxif – _____ [*name of compartment*], a sub-fund of Luxif, a Luxembourg investment company with variable share capital – specialised investment fund (*société d'investissement à capital variable – fonds d'investissement spécialisé, SICAV-SIF*) subject to the Luxembourg act dated 13 February 2007 on specialised investment funds, as amended (the **2007 Act**), incorporated as a partnership limited by shares (*société en commandite par actions*) having its registered office at 75, Parc d'activités L-8308 Mamer/Capellen, Grand Duchy of Luxembourg,, registered with the Luxembourg Trade and Companies Register under number B154646 and incorporated pursuant to a deed of the notary Maître Anja Holtz dated 24 June 2010, published on 8 August 2010 in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*) C-N° 1883 (the **Company**).

hereby gives special power of attorney, with power of substitution, to the chairman of the Bureau of the second extraordinary general meeting of the shareholders of the Company (the **Attorney**),

in order to:

- represent him/her/it at the second extraordinary general meeting of shareholders of the Company to be held at 75, Parc d'Activités, L-8308 Capellen, Grand Duchy of Luxembourg on Wednesday 28 July 2021 at 11 a.m. (Luxembourg time), and at any adjournment thereof (the Second Meeting), and to vote in his/her/its name and on his/her/its behalf on the following agenda, being acknowledged that, in respect of the following resolutions, his/her/its proxy is to vote as indicated by an 'X' below and that where no indication is given, the proxy will vote or abstain as he/she/it thinks fit and in respect of our total holding.

AGENDA

	For	Against	Abstain
(a) appointment of the chairman of the Meeting;			
(b) decision to dissolve the Company and to voluntary put the Company into liquidation (<i>liquidation volontaire</i>) with immediate effect (the Liquidation);			
(c) decision to appoint ME BUSINESS SOLUTIONS S.à.r.l., a private limited liability company (<i>société à responsabilité limitée</i>) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 16, rue Jean-Pierre Brasseur, L-1258, Luxembourg and registered with the Luxembourg Trade and Companies Register under number B142063, represented by Mr Eric Chinchon, as liquidator of the Company (the Liquidator);			
(d) acknowledgement that the Luxembourg regulator of the financial sector, the <i>Commission de Surveillance du Secteur Financier</i> (CSSF), issued a non-objection letter with respect to the	N/A		

appointment of the Liquidator as voluntary liquidator of the Company;				
(e)	decision to (i) confer to the Liquidator the broadest powers set forth in articles 1100-4 et seq. of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the Companies Act); (ii) authorise the Liquidator to execute all deeds and carry out all operations, including those referred to in article 1100-5 of the Companies Act, without the prior authorisation of the general meeting of the Shareholders; (iii) authorise the Liquidator to delegate, under its own responsibility, its powers, for specific operations or task, to one or several persons or entities; (iv) empower and authorise the Liquidator, on behalf of the Company in liquidation, to execute, deliver, and perform the obligations under, any agreement or document which is required for the liquidation of the Company, the discharge of its liabilities and the disposal of its assets and (v) authorise the Liquidator to make advance payments of the liquidation proceeds (boni de liquidation) to the Shareholders, in accordance with article 1100-9 of the Companies Act;			
(f)	acknowledgement and approval that the Liquidator must not draw up an inventory and may rely on the books and accounts of the Company.			

Please note that this second meeting will validly deliberate regardless of the proportion of the capital represented, and that the resolutions, to be adopted, must be carried by at least two-third of the votes.

Please also note that the proxy given during the first extraordinary general meeting held 11 June 2021 remains in force but that any Shareholder can send a new proxy and this last proxy received will be counted for the votes of this Second Meeting and will remain in force if the Second Meeting, for any reason whatsoever, is to be continued or postponed.

The Shareholder undertakes to ratify whatever the Attorney may do or purport to do in its name and on its behalf in exercising the powers contained in this power of attorney.

The Shareholder agrees that (i) no liability of the Attorney shall arise out of or in connection with the entering into of this power of attorney or any exercise by the Attorney of any powers granted under this power of attorney, (ii) he/she/it shall not make any demand or bring any claim or action of any kind against Attorney, and (iii) he/she/it shall indemnify the Attorney against all claims, losses, demands or other actions of any kind against him/her/it or incurred by it/him/her that may arise or be made as a consequence of the exercise of the powers granted under this power of attorney.

This power of attorney is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The competent courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Power of Attorney.

Given in _____ on _____ 2021

_____ (signature)

By: _____ (name of the shareholder)

In its capacity as Shareholder of Luxif.