

**BNP Paribas Flexi I**  
*SICAV under Luxembourg law – UCITS class*  
Registered Office: 10, Rue Edward Steichen, L-2540 Luxembourg  
Luxembourg Trade and Companies Register No. B 117.580  
VAT Number: LU22337069  
(the "Fund")

Luxembourg, October 3, 2022

Dear Shareholder,

You are convened to a:

**I. STATUTORY GENERAL MEETING**

Which will be held on October 24, 2022 at 11.00 am, 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 June 30, 2022 ;
- 2) Approval of the annual accounts for the financial period closed as at June 30, 2022 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 September 30, 2022, a second Extraordinary General Meeting will be held on October 24, 2022 at 11.30 am., to deliberate on the following agenda:

1. Update of the Articles of Association of the Company (the "Articles") by adding of the following new provisions:

**Art. 3**

Minor rewording of the object of the Company so as read as follow:

*"The Company's object is to invest the funds that it has at its disposal in securities and/or other liquid financial assets with the aim of spreading the investment risks and of sharing the results of its asset management activities with its shareholders  
In general, the Company may take all measures and carry out, at its discretion, all transactions to further its object in the broadest sense of the term in the scope of the Act of 17 December 2010 on collective investment undertakings (the 'Law')."*

**Art. 4**

Rewording of the possibility for the Board of Directors to transfer the registered office anywhere in the Grand Duchy of Luxembourg by using the same terms as those of article 67-1.(1) of the Companies Act of 10 August 1915 as amended

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**Art.7**

- a) Rewording of the definition of Hedged Share Classes;
- b) Addition of distinctive criteria between Share Classes concerning the initial subscription price and minimum or maximum holding amounts which can be held within the Company;

**Art.14**

Transfer of the Asset Valuation Rules into a new Article 15 and to be aligned with the prospectus

**Article 16**

Rewording done in order to be aligned with the prospectus

**New Art.15**

Transfer of the Asset Valuation Rules from Article 14

**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."*

**Article 26 renamed Article 27:**

Addition of specific voting's regulation when shares do not have equal value in accordance with article 67.(4) of the Companies Act of 10 August 1915 as amended

**Article 32 renamed Article 33**

Rewording done in order to be aligned with the prospectus

- 2. General update of the Articles to include minor amendments and cosmetic changes.

### **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.

For the Second Extraordinary General Meeting, in accordance with Article 450-3 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.

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If you wish to deliberate, the duly filled and signed attached proxy shall be sent by post (attn : Fabienne Veronese, BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10 rue Edward Steichen, L- 2540 Luxembourg) at least five business days before the Meetings.

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](mailto:AMLU.FSLEGAL@bnpparibas.com).

**The Board of Directors**

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**PROXY**  
**STATUTORY GENERAL MEETING**

The undersigned \_\_\_\_\_

Holder of .....share(s) of the SICAV BNP Paribas Flexi I,  
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 October 24, 2022 at 11.00 am. 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 (*)		
	YES	NO	abstain
Presentation and approval of the reports of the Board of Directors and of the Auditor for the financial period closed as at June 30, 2022;			
Approval of the annual accounts for the financial period closed as at June 30, 2022 and allocation of the results;			
Discharge to the Directors for the exercise of their mandates;			
Statutory appointments.			

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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).....2022

**SIGNATURE**

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

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**PROXY**  
**SECOND EXTRAORDINARY GENERAL MEETING**

The undersigned \_\_\_\_\_

Holder of .....share(s) of the SICAV BNP Paribas Flexi I,  
with registered office at 10, rue Edward Steichen, L- 2540 Luxembourg,

Hereby authorises the President of the statutory general meeting, with power of substitution, to represent him/her at the statutory general Meeting to be held on October 24, 2022 at 11.30 am. at the offices of BNP PARIBAS ASSET MANAGEMENT Luxembourg, 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 (*)		
	YES	NO	abstain
<p><b><u>Art. 3</u></b> Minor rewording of the object of the Company so as read as follow: <i>“The Company’s object is to invest the funds that it has at its disposal in securities and/or other liquid financial assets with the aim of spreading the investment risks and of sharing the results of its asset management activities with its shareholders In general, the Company may take all measures and carry out, at its discretion, all transactions to further its object in the broadest sense of the term in the scope of the Act of 17 December 2010 on collective investment undertakings (the ‘Law’).”</i></p>			
<p><b><u>Art. 4</u></b> Rewording of the possibility for the Board of Directors to transfer the registered office anywhere in the Grand Duchy of Luxembourg by using the same terms as those of article 67-1.(1) of the Companies Act of 10 August 1915 as amended</p>			
<p><b><u>Art. 7</u></b> a) Rewording of the definition of Hedged Share Classes; b) Addition of distinctive criteria between Share Classes concerning the initial subscription price and minimum or maximum holding amounts which can be held within the Company</p>			

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<u><b>Art.14</b></u> Transfer of the Asset Valuation Rules into a new Article 15			
<u><b>New Art.15</b></u> Transfer of the Asset Valuation Rules from Article 14 and to be aligned with the prospectus			
<u><b>Article 16</b></u> Rewording done in order to be aligned with the prospectus			
<u><b>New Art. 16bis. Dilution Effect of Capital Activity</b></u> <i>“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.”</i>			
<u><b>Art. 26 renamed Article 27</b></u> Addition of specific voting’s regulation when shares do not have equal value in accordance with article 67(4) of the Companies Act of 10 August 1915 as amended			
<u><b>Art. 32 renamed Article 33</b></u> Rewording done in order to be aligned with the prospectus			
<b>General update of the Articles to include minor amendments and cosmetic changes</b>			

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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).....2022

**SIGNATURE**

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