

# BNP Paribas Easy

*Luxembourg SICAV - UCITS class*

*Registered Office: 10, rue Edward Steichen, L-2540 Luxembourg*

*Luxembourg Trade and Companies Register No. B 202012*

*VAT Number : LU28426802*

*(The "Company")*

Luxembourg, 29 April, 2024

Dear Shareholder,

You are hereby convened to attend the:

## EXTRAORDINARY GENERAL MEETING

As the quorum required under Article 450-3 of the Companies Act of 10 August 1915 as amended, was not achieved for the Extraordinary General Meeting held on April 26, 2024, a second Extraordinary General Meeting will be held on 28 May 2024 at 3.00 p.m. CET, to deliberate on the following agenda:

**1. Amendment of Article 10 Restrictions on holding of the Company's shares of the articles of association of the Company (the "Articles") in order to insert the two following paragraphs:**

*"Where it appears that a shareholder or a beneficial owner of a class of shares with specific eligibility criteria (as determined by the Board and disclosed in the Prospectus of the Company) does not meet such criteria, the Company may either redeem the relevant Shares and notify the shareholder of such redemption or convert such shares into shares of a class which the shareholder is eligible for (provided that there exists such a class with similar characteristics but for the avoidance of doubt, not necessarily in terms of fees and expenses payable by such class) and notify the relevant shareholder of such conversion.*

*Where a demand for further information is made on a shareholder for anti-money laundering purposes or other similar purposes as further disclosed in the Prospectus, the Company may decide to withhold any transfer request and any payment of the proceeds of any redemption request that has been processed, without interest accruing, until such information demand has been satisfied."*

**2. Amendment of Article 14 of the Articles in order to remove the following sentence:**

*"The total amount of annual fees payable by a Sub-Fund, Category or Class shall never exceed 5% (five per cent) of its average net assets."*

**3. Addition of an Article 15bis – Dilution effect of capital activity**

*"When the Board is of the view that the Company or its sub-funds may suffer dilution of the net asset value due to subscription, conversion or redemption, the Board may decide to adopt swing pricing mechanisms or any other anti-dilution mechanisms as more detailed in the Prospectus"*

**4. Amendment of Article 20 of the Articles in order to be read as follows:**

*"The Company may invest in eligible assets as provided for in the Act including but not limited to transferable securities, financial derivative instruments and money market instruments officially listed on a stock exchange or traded on a regulated market, operating regularly, that is recognised and open to the public, in any country;*

*A sub-fund may not invest more than 10% of its assets in UCITS and other undertakings for collective investment, unless otherwise indicated in its investments policy;*

*The Company may invest, in accordance with the principle of risk-spreading, at least 35% and up to 100% of its assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, by its local authorities, or by a state that is not part of the European Union, as acceptable to the Luxembourg supervisory authority and disclosed in the Company's Prospectus (including but not limited to any member state of the organisation for Economic Co-operation and Development (OECD), any Member of the G20, Singapore or the Hong Kong Special Administrative Region of the People's Republic of China) or by international public organisations to which one or more Member States of the European Union belong. These securities must come from at least six different issues, and the securities belonging to a single issue must not account for more than 30% of the net asset value of the sub-fund."*

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## **5. Amendment of Article 22 of the Articles in order to be read as follows:**

### **Article 22 – Conflict of Interests**

*"No contract or other and transaction between that the Company and any other company may enter into with other companies or firms may be affected or invalidated by the fact that one or more of the directors, officers, or representative or executive directors of the Company has/have any interest of any kind in, or is a director, associate, officer, representative or employee of such other company or firm. Any director, officer or representative of the Company who serves as a director, officer, representative or employee of any company or firm with which the Company has a contract or is otherwise engaged in business will not, as a result of such affiliation with another Classification: Internal company or firm, be prevented from deliberating voting and acting upon any matters with respect to such contracts or other business. In the event that any director, officer or representative has a personal interest in conflict with the interests of the Company in any business of the Company submitted for approval to the Board, that director, officer, or representative must inform the Board of this conflict and will not deliberate or vote on any such business. A report of this business must be made to the next general meeting of shareholders. The preceding paragraph shall not apply when the decision of the Board or the director, officer or representative involves current transaction executed under normal conditions. The term "personal interest" as used above, will not apply to any relations or interests of any kind whatsoever that may exist in relation to BNP Paribas Group, or its subsidiaries or affiliated companies, or any other company or legal entity as determined by the Board, provided that this personal interest is not considered as a conflict of interests according to law and other applicable regulations. If the Board cannot deliberate on a particular item due to a conflict of interests of one or more members of the Board, the Board may submit the items to the general meeting of shareholders."*

- 6. Amendment of Article 25 of the Articles in order to give the possibility to hold the annual general meeting within six months after the end of the financial year without mentioning a specific date**
- 7. Restatement of several articles of the Articles including updates to reflect the changes made to the Law of 10 August 1915 on commercial companies**
- 8. General improvement and / or clarification of the terms or sentences of the Articles**
- 9. Miscellaneous**

## **PROVISIONS AVAILABLE FOR BOTH MEETINGS**

The Meeting will be held at the offices of BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg.

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

For the 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 Meeting 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 at the following address: BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10 rue Edward Steichen, L- 2540 Luxembourg / AMLU.FSLEGAL@bnpparibas.com) at least five business days before the Meeting.

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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 of the Company accepts responsibility for the accuracy of the contents of this notice.

For any additional information, please do not hesitate to contact your relationship manager.

Alternatively, you may also contact the Singapore Office – BNP PARIBAS ASSET MANAGEMENT Singapore Limited at their business address, 10 Collyer Quay, #15-01 Ocean Financial Centre, Singapore 049315 (Telephone No. 6210 1288 / 6210 3981).

## **THE BOARD OF DIRECTORS**

# BNP Paribas Easy

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## PROXY

### EXTRAORDINARY GENERAL MEETING

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

Holder of .....share(s) of BNP Paribas Easy, 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 May 28, 2024 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 (*)		
	YES	NO	abstain
<b>1. Amendment of Article 10 Restrictions on holding of the Company's shares of the articles of association of the Company (the "Articles") in order to insert the two following paragraphs:</b>			
<p><i>"Where it appears that a shareholder or a beneficial owner of a class of shares with specific eligibility criteria (as determined by the Board and disclosed in the Prospectus of the Company) does not meet such criteria, the Company may either redeem the relevant Shares and notify the shareholder of such redemption or convert such shares into shares of a class which the shareholder is eligible for (provided that there exists such a class with similar characteristics but for the avoidance of doubt, not necessarily in terms of fees and expenses payable by such class) and notify the relevant shareholder of such conversion.</i></p> <p><i>Where a demand for further information is made on a shareholder for anti-money laundering purposes or other similar purposes as further disclosed in the Prospectus, the Company may decide to withhold any transfer request and any payment of the proceeds of any redemption request that has been processed, without interest accruing, until such information demand has been satisfied."</i></p>			

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<p><b>2. Amendment of Article 14 of the Articles in order to remove the following sentence:</b></p>	<p><b>YES</b></p>	<p><b>NO</b></p>	<p><b>abstain</b></p>
<p><i>"The total amount of annual fees payable by a Sub-Fund, Category or Class shall never exceed 5% (five per cent) of its average net assets."</i></p>			
<p><b>3. Addition of an Article 15bis – Dilution effect of capital activity</b></p>	<p><b>YES</b></p>	<p><b>NO</b></p>	<p><b>abstain</b></p>
<p><i>"When the Board is of the view that the Company or its sub-funds may suffer dilution of the net asset value due to subscription, conversion or redemption, the Board may decide to adopt swing pricing mechanisms or any other anti-dilution mechanisms as more detailed in the Prospectus".</i></p>			
<p><b>4. Amendment of Article 20 of the Articles in order to be read as follows:</b></p>	<p><b>YES</b></p>	<p><b>NO</b></p>	<p><b>abstain</b></p>
<p><i>"The Company may invest in eligible assets as provided for in the Act including but not limited to transferable securities, financial derivative instruments and money market instruments officially listed on a stock exchange or traded on a regulated market, operating regularly, that is recognised and open to the public, in any country;</i></p> <p><i>A sub-fund may not invest more than 10% of its assets in UCITS and other undertakings for collective investment, unless otherwise indicated in its investments policy;</i></p> <p><i>The Company may invest, in accordance with the principle of risk-spreading, at least 35% and up to 100% of its assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, by its local authorities, or by a state that is not part of the European Union, as acceptable to the Luxembourg supervisory authority and disclosed in the Company's Prospectus (including but not limited to any member state of the organisation for Economic Co-operation and Development (OECD), any Member of the G20, Singapore or the Hong Kong Special Administrative Region of the People's Republic of China) or by international public organisations to which one or more Member States of the European Union belong. These securities must come from at least six different issues, and the securities belonging to a single issue must not account for more than 30% of the net asset value of the sub-fund."</i></p>			

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<b>5. Amendment of Article 22 of the Articles in order to be read as follows:</b>	<b>YES</b>	<b>NO</b>	<b>abstain</b>
<p><i>"No contract or other and transaction between that the Company and any other company may enter into with other companies or firms may be affected or invalidated by the fact that one or more of the directors, officers, or representative or executive directors of the Company has/have any interest of any kind in, or is a director, associate, officer, representative or employee of such other company of firm. Any director, officer or representative of the Company who serves as a director, officer, representative or employee of any company or firm with which the Company has a contract or is otherwise engaged in business will not, as a result of such affiliation with another Classification: Internal company or firm, be prevented from deliberating voting and acting upon any matters with respect to such contracts or other business. In the event that any director, officer or representative has a personal interest in conflict with the interests of the Company in any business of the Company submitted for approval to the Board, that director, officer, or representative must inform the Board of this conflict and will not deliberate or vote on any such business. A report of this business must be made to the next general meeting of shareholders. The preceding paragraph shall not apply when the decision of the Board or the director, officer or representative involves current transaction executed under normal conditions. The term "personal interest" as used above, will not apply to any relations or interests of any kind whatsoever that may exist in relation to BNP Paribas Group, or its subsidiaries or affiliated companies, or any other company or legal entity as determined by the Board, provided that this personal interest is not considered as a conflict of interests according to law and other applicable regulations. If the Board cannot deliberate on a particular item due to a conflict of interests of one or more members of the Board, the Board may submit the items to the general meeting of shareholders."</i></p>			
<b>6. Amendment of Article 25 of the Articles in order to give the possibility to hold the annual general meeting within 6 months after the end of the financial year without mentioning a specific date in the Articles.</b>	<b>YES</b>	<b>NO</b>	<b>abstain</b>
<b>7. Restatement of several articles of the Articles including updates to reflect the changes made to the Law of 10 August 1915 on commercial companies</b>	<b>YES</b>	<b>NO</b>	<b>abstain</b>
<b>8. General improvement and / or clarification of the terms or sentences of the Articles</b>	<b>YES</b>	<b>NO</b>	<b>abstain</b>

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<b>9. Miscellaneous</b>	<b>YES</b>	<b>NO</b>	<b>abstain</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).....2024

## SIGNATURE

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