

**Schroder GAIA**  
Société d'Investissement à Capital Variable  
5, rue Höhenhof, L-1736 Senningerberg  
Grand Duchy of Luxembourg

Tel: +352 341 342 202  
Fax: +352 341 342 342

**27 February 2025**

Dear Shareholder,

## **Annual general meeting of shareholders of Schroder GAIA (the "Company")**

Please find enclosed the convening notice of the annual general meeting of shareholders of the Company (the "AGM") and a form of proxy.

### **Notice**

We hereby give notice to all shareholders of the AGM to be held in Luxembourg at 5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg on 27 March 2025 at 10:00 (Luxembourg time) or any adjournment thereof, to vote on the resolutions which are outlined in the enclosed notice (the "Notice"). The majority represented at the AGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 22 March 2025 (referred to as the "Record Date"). At the AGM, each represented share entitles the holder to one vote. The rights of shareholders represented at the AGM to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

### **Form of proxy**

If you cannot attend the AGM in person, you can appoint the chairman or any other person with full power of substitution to vote on your behalf by using the enclosed form of proxy, which must be completed and returned prior to 11:00 (Luxembourg time) on 25 March 2025 to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

### **Audited annual report**

Copies of the Company's audited annual report as at 30 September 2024 can be obtained, free of charge, from Schroder Investment Management (Europe) S.A. and are available on Schroders' internet site <http://www.schroders.com>.

### **Recommendation**

Your Board recommends that shareholders vote in favour of all the resolutions set out in the Notice of the AGM, which they consider to be in the best interests of shareholders as a whole.

For further details or assistance, please contact your local Schroders office, your usual professional adviser or Schroder Investment Management (Europe) S.A. on (+352) 341 342 202.

Yours faithfully,

### **The Board of Directors**

Enclosed: AGM convening notice and form of proxy

## **NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**27 February 2025**

Dear Shareholder,

### **Schroder GAIA (the "Company")**

We have the pleasure of inviting you to attend the annual general meeting of the Shareholders of the Company to be held on 27 March 2025 at 10:00 (Luxembourg time) or any adjournment thereof (the "AGM") at 5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg.

Holders of registered shares who cannot attend the AGM may vote by proxy by returning the enclosed form of proxy duly completed and signed prior to 11:00 (Luxembourg time) on 25 March 2025, to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

Shareholders, or their representatives, wishing to participate in the AGM in person are requested, for organisational purposes, to kindly notify the Company Secretary in writing of their attendance by no later than 11:00 (Luxembourg time) on 25 March 2025, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by fax on (+352) 341 342 342.

The agenda of the AGM is as follows:

### **AGENDA OF AGM**

1. Presentation of the report of the Board of Directors for the financial year ended 30 September 2024.
2. Presentation of the report of the auditor for the financial year ended 30 September 2024.
3. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 30 September 2024.
4. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 30 September 2024.
5. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 30 September 2024.
6. Acknowledgement of (i) the resignation of Ms Marie-Jeanne CHEVREMENT-LORENZINI as director as from 27 June 2024 and (ii) of the co-optation of Mr Wim NAGLER as director in replacement of Ms Marie-Jeanne CHEVREMENT-LORENZINI and final appointment of Mr Wim NAGLER as director.
7. Approval of the re-appointment of the following persons as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 30 September 2025, or until their successors are appointed:

- Mrs. Inés Carla BERGARECHE GARCIA-MIÑAUR;
  - Mr. Eric BERTRAND (non-executive director);
  - Mr. Yves FRANCIS (non-executive director);
  - Mr. Bernard HERMAN (non-executive director);
  - Mr. Hugh MULLAN (non-executive director);
  - Mr. Wim NAGLER;
  - Mr. Ross LEACH; and
  - Mr Tim BOOLE.
8. Ratification and approval of the payment of the remuneration approved at the last AGM to the non-executive directors of the Company identified in section 7 of this notice, for the financial year ended 30 September 2024;
9. Re-appointment of the auditor of the Company, KPMG, to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ended 30 September 2025.

#### **QUORUM AND MAJORITY**

Shareholders are advised that no quorum is required to validly deliberate on the agenda of the AGM and that the decisions will be taken at the simple majority of the validly cast votes at the AGM. Votes cast shall not include votes attaching to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

#### **RECORD DATE**

The majority applicable for this AGM will be determined by reference to the shares issued and in circulation on 22 March 2025 at midnight (Luxembourg time) (the “**Record Date**”). Each shareholder’s right to be represented at the AGM and to exercise the voting rights attached to his shares will be determined by reference to the shares held by the shareholder at the Record Date.

#### **VOTING**

Each eligible shareholder is entitled to as many votes as he holds shares excluding fractional shares.

The proxy attached to this convening notice will remain valid for any reconvened, adjourned or postponed general meeting with the same agenda, unless expressly revoked.

#### **PUBLICATION OF VOTING RESULTS**

The AGM results will be published within ten working days after the AGM on the following website: [www.schroders.com](http://www.schroders.com)

Yours faithfully,

**The Board of Directors**

**Form of Proxy for use at the annual general meeting of shareholders of Schroder GAIA (the "Company") to be held on 27 March 2025 at 10:00 (Luxembourg time) or any adjournment thereof (the "AGM") in Luxembourg.**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We	First Name(s)	Last Name	Account Number
First holder:	_____	_____	
Second holder: (if applicable)	_____	_____	_____

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of \_\_\_\_\_ (number of) shares of \_\_\_\_\_ sub-fund of the Company or ISIN code hereby appoint the chairman of the AGM with full power of substitution as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the agenda of the AGM to be held at 5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg on 27 March 2025 at 10:00 (Luxembourg time).

Please indicate with an 'X' in one of the spaces below how you wish your votes to be cast on the resolutions on the agenda of the AGM.

AGENDA	For	Against	Abstain
1. Presentation of the report of the Board of Directors for the financial year ended 30 September 2024.	This item is not subject to vote		
2. Presentation of the report of the auditor for the financial year ended 30 September 2024.	This item is not subject to vote		
3. Approval of the audited annual accounts and of the allocation of the results for the financial year ended on 30 September 2024.			
4. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 30 September 2024.			
5. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 30 September 2024.			
6. Acknowledgement of (i) the resignation of Ms Marie-Jeanne CHEVREMENT-LORENZINI as director as from 27 June 2024 and (ii) of the co-optation of Mr Wim NAGLER as director in replacement of Ms Marie-Jeanne CHEVREMENT-LORENZINI and final appointment of Mr Wim NAGLER as director.			

\* Please insert the total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please append all your holdings to this form of proxy indicating respective ISIN codes as well.

<p>7. Approval of the re-appointment of the following persons as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 30 September 2025, or until their successors are appointed:</p> <ul style="list-style-type: none"> <li>• Mrs. Inés Carla BERGARECHE GARCIA-MIÑAUR;</li> <li>• Mr. Eric BERTRAND (non-executive director);</li> <li>• Mr. Yves FRANCIS (non-executive director);</li> <li>• Mr. Bernard HERMAN (non-executive director);</li> <li>• Mr. Hugh MULLAN (non-executive director);</li> <li>• Mr. Wim NAGLER;</li> <li>• Mr. Ross LEACH; and</li> <li>• Mr Tim BOOLE.</li> </ul>			
<p>8. Ratification and approval of the payment of the remuneration approved at the last AGM to the non-executive directors of the Company identified in section 7 of this proxy form, for the financial year ended 30 September 2024.</p>			
<p>9. Re-appointment of the auditor of the Company, KPMG, to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 30 September 2025.</p>			

I/we hereby give and grant full power and authorisation to do and perform all and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that said proxies shall lawfully do or cause to be done by virtue hereof.

Name, address and signature(s)<sup>1</sup>: \_\_\_\_\_

Date:

## NOTES

- The majority represented at the AGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 22 March 2025 (referred to as the "Record Date"). At the AGM, each share represented entitles the holder to one vote. The rights of the shareholders represented at the AGM and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to vote at the AGM.
- Please return the relevant form of proxy duly dated and signed and marked prior to 11:00 (Luxembourg time) on 25 March 2025 to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicaproxies@schroders.com](mailto:schrodersicaproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

<sup>1</sup> A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must, in the case of an individual shareholder, be signed by the shareholder or his appointed agent, and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s).