

**AQA UCITS FUNDS SICAV P.L.C. - SV 359**  
**Ewropa Business Centre,**  
**Triq Dun Karm,**  
**Birkirkara, BKR9034,**  
**Malta**

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**NOTICE OF  
EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given to all the members of **AQA UCITS FUNDS SICAV P.L.C.** (the “**Company**”) in accordance with the Company’s Articles of Association that an Extraordinary General Meeting of the Company shall be held on:

**Date:** 14 June 2019

**Time:** 10:00 am

**Place:** Ewropa Business Centre, Triq Dun Karm, Birkirkara, BKR9034, Malta

Participants who wish to participate in the meeting by conference call may call on:

+356 21 82 82 82 and dial-in the following Pin Number **50 50 50 50**.

**AGENDA**

<b>Item</b>	<b>Resolution</b>
1. Appointment of Chairman, Opening of the Meeting and Quorum	
2. Proposed changes to the designations, powers and rights of shares of the Investor Shares	<p><b>Appendix 1:</b> Revised Memorandum and Articles of Association</p> <p><b>Note:</b> for review and approval.</p> <p><i>Resolution to be taken:</i></p> <p><i>“Following due and careful consideration, and subject to the prior approval of the MFSA to the proposed changes to the designations, powers and rights of the shares of the Investor Shares, as stipulated within the Memorandum and Articles of Association of the Company, it was, following the perusal</i></p>

Item	Resolution
	<p><i>of the proxy from the Investor Shareholder, noted that the Investor Shareholder casting a vote had RESOLVED to change the powers and rights of the shares of the Investor Shares as follows:-</i></p> <p><i>(a) Holders of Investor Shares shall, unless otherwise specified in the Articles or in the terms of issue of each class of shares which will be set out in the Prospectus or any Supplement, only have the right to receive notice of, attend and vote with respect to the following matters:</i></p> <ol style="list-style-type: none"> <li><i>1. the variation of the rights attached to the relevant class of Investor Shares as set out in Article 13 of the Articles;</i></li> <li><i>2. any amendment to the investment objectives of the Sub-Fund in respect of which such Investor Shares are issued as set out in Article 14 of the Articles; and</i></li> <li><i>3. the appointment and, or removal of Directors as set out in Article 26 of the Articles other than the director appointed by the holders of the Founder Shares as set out in Clause 7.3.</i></li> </ol> <p><i>(b) In the instances referred to in Clause 7.8 above, the holders of Investor Shares shall be entitled to one (1) vote per relevant Investor Share held; provided that no voting rights shall be attached to Fractional Shares.</i></p> <p><i>(c) Holders of Investor Shares shall not have the right to receive notice of, attend and vote on any matter other than as set out in Clause 7.8 above.</i></p> <p><i>(d) Unless otherwise specified in the Articles or in the terms of issue of each class of shares which will be set out in</i></p>

Item	Resolution
	<p><i>the Prospectus or any Supplement, the Investor Shares of each Sub-Fund rank pari passu among themselves in all respects.</i></p> <p><i>(e) The Investor Shares of each Sub-Fund participate solely in the assets of the respective Sub-Fund and in any dividends, and, upon liquidation, in any distributions of the Company relating to the respective Sub-Fund.</i></p> <p><i>(f) The Investor Shares may be repurchased at the option of the holders thereof according to the Articles and in accordance with any terms and conditions pursuant to which the Investor Shares are issued and as stated in the Prospectus.</i></p> <p><i>Following due and careful consideration and subject to the prior approval of the MFSA to the proposed changes to the Company's Memorandum and Articles of Association, it was further RESOLVED following the perusal of the proxy from the Investor Shareholder, that the Investor Shareholder casting a vote had RESOLVED:</i></p> <p><i>(1) to approve, and substitute the Memorandum and Articles of Association in their entirety with the attached new Memorandum and Articles of Association;</i></p> <p><i>(2) that any one (1) Director and/or the Company Secretary be authorised to authenticate as a certified true copy, the substituted Memorandum and Articles of Association, and to file same at the Registry of Companies in Malta and to do any and all such other acts and sign and to deliver any other documents which may be necessary to bring into effect these</i></p>

Item	Resolution
	<p><i>resolutions: and</i></p> <p><i>(3) to authorised any one (1) Director and/or the Company Secretary to issue a certified true copy of these resolutions and to file same at the MFSA and the Registry of Companies, as may be required.”</i></p>
3. Other Matters	
4. Close of Meeting	

*This notice is being sent to the Members who are entitled to attend and vote at the General Meeting of the Company. Members are hereby notified that they are entitled to attend and vote at the above Meeting personally or by means of any other person (who need not be a member of the Company) whom they may wish to appoint in writing via proxy form (the “Proxy Form”).*

*In accordance with the provisions of the Memorandum and Articles of the Company, this notice is also being emailed to the Directors, Investment Manager, Auditors, Administrator (and its delegates), Custodian and any other entity to which the day-to-day investment management of the Company has been delegated to, as those persons who are entitled to attend and speak at the above mentioned Meeting.*

By order of the Board  
Stephen Gauci Baluci

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*for and on behalf of*  
CC Fund Services (Malta) Limited  
**Company Secretary**

## NOTES

- i. A Member entitled to vote may appoint a proxy to attend and vote in the place of the Member by using the enclosed Proxy Form. It is not necessary that the appointed proxy be a Member. To be valid the signed Proxy Form must reach the Office of the Company Secretary at Ewropa Business Centre, Triq Dun Karm, Birkirkara, BKR9034, Malta and [charmainegrima@cc.com.mt](mailto:charmainegrima@cc.com.mt) by no later than 13 June 2019 at 5:00 pm (Malta time).
- ii. In the case of shares held jointly by several persons, the person who had been nominated by the joint holders to be the registered holder of such shares shall be entitled to attend and vote at the Meeting. In the event that the joint holders failed to nominate such person, the first named joint holder on the register of members shall be entitled to attend and vote at the Meeting.

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**PROXY FORM**

As Member / Members of **AQA UCITS FUNDS SICAV P.L.C.** (the “Company”), I / we hereby appoint:

1. The Chairman of the Meeting;

OR

2. Name of Appointed Proxy Holder \_\_\_\_\_

I.D. Card or Passport Number \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

as my / our proxy to attend and vote for me / us on my / our behalf at the Extraordinary General Meeting scheduled to be held on *14 June 2019 at 10:00 am* (Malta time) and at any adjournment thereof.

***Note: Choose option 1 or 2 above and strike out the option which is not chosen. If any other Proxy, other than the Chairman is preferred, strike out the reference to the Chairman of the Meeting and insert the required particulars of the proposed appointed Proxy Holder desired. In case none of the two options are struck out, the Proxy will be given to the Chairman by default.***

Unless I / we indicate on this Proxy Form my / our voting preferences hereunder, my / our Proxy is authorised to vote as he / she thinks fit.

<b>EGM RESOLUTIONS</b>	<b><i>FOR</i></b>	<b><i>AGAINST</i></b>
1. Proposed changes to the designations, powers and rights of shares of the Investor Shares		

\_\_\_\_\_  
*Signature/s & Name*

\_\_\_\_\_  
*Date*

In the presence of:

\_\_\_\_\_  
*Signature/s & Name*

To be valid the signed Proxy Form must reach the Office of the Company Secretary at Ewropa Business Centre, Triq Dun Karm, Birkirkara, BKR9034, Malta and [charmainegrima@cc.com.mt](mailto:charmainegrima@cc.com.mt) by no later than 13 June 2019 at 5:00 pm (Malta time).