

## Arabesque SICAV

*Société d'investissement à capital variable*

Registered office : 4, rue Thomas Edison, L-1445 Strassen

R.C.S. Luxembourg: B 188.325

(the « **Company** »)

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### By registered mail

Luxembourg, 10 December 2020

| Subfund  | Class    | ISIN         |
|--|----------|--------------|
| Arabesque SICAV<br>- Sustainable Global Equity | GBP PLUS | LU2258411367 |
| Arabesque SICAV<br>- Sustainable Global Equity | (EUR)    | LU2017342317 |
| Arabesque SICAV<br>- Sustainable Global Equity | (USD)    | LU2017342077 |
| Arabesque SICAV<br>- Sustainable Global Equity | (GBP)    | LU2017343984 |
| Arabesque SICAV<br>- Arabesque Systematic      | R (SGD)  | LU2258410989 |
| Arabesque SICAV<br>- Arabesque Systematic      | R        | LU1164757400 |
| Arabesque SICAV<br>- Arabesque Systematic      | (SEK)    | LU1653149309 |
| Arabesque SICAV<br>- Arabesque Systematic      | (EUR)    | LU1023698746 |
| Arabesque SICAV<br>- Arabesque Systematic      | (USD)    | LU1023699983 |
| Arabesque SICAV<br>- Arabesque Systematic      | (GBP)    | LU1653149481 |

**Subject: Convening notice to an extraordinary general meeting of the shareholders of the Company to be held on 11 January 2021 at 2.00 p.m. (Luxembourg Time) (the “EGM”).**

Dear Shareholder,

We, the board of directors of the Company (the “**Board**”), write you in your capacity as shareholder of the Company to hereby convene you to the EGM the agenda of which is set forth in the power of attorney attached as **Appendix 1**.

Should you wish to be represented at the EGM, please return the duly signed power of attorney attached as **Appendix 1** to **Arabesque SICAV**, registered office at 4, rue Thomas Edison, L-1445 Strassen or by facsimile at 00352-44903-4506 or by e-mail at [directors-office@dz-privatbank.com](mailto:directors-office@dz-privatbank.com) at the latest on 6 January 2021.

This convening notice (including its attachments) shall be governed 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 district of Luxembourg-City.

Yours faithfully,

The Board

## APPENDIX 1

### POWER OF ATTORNEY

The undersigned, \_\_\_\_\_ (*name*) (the “**Shareholder**”),

being a shareholder of, and holding \_\_\_\_\_ (*number and class of shares*) shares in **Arabesque SICAV**, an investment company with variable capital (*société d’investissement à capital variable*), having its registered office at 4, rue Thomas Edison, L-1445 Strassen, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 188.325 (the “**Company**”).

hereby authorizes and empowers any other lawyer or employee of Simmons & Simmons Luxembourg LLP, as well any notary clerk or employee of Maître Blanche Moutrier, notary with a professional address in Esch-sur-Alzette, Grand Duchy of Luxembourg, each acting individually, with power of substitution, as its true and lawful agent and attorney-in-fact, to represent the Shareholder before Maître Blanche Moutrier, on or around 11 January 2021, for the purpose of approving the following resolutions:

| <u>Point of the agenda</u>   | <u>For</u> | <u>Against</u> | <u>Abstention</u> |
|--|------------|----------------|-------------------|
| 1. Change of the registered office of the Company within the Grand Duchy of Luxembourg from Strassen to Luxembourg, simplification of the procedure to change the registered office of the Company and subsequent amendment of the first and second paragraphs of article 2 of the Articles; |            |                |                   |
| 2. Deletion of any reference to bearer shares in the Articles;   |            |                |                   |
| 3. Deletion of point 6 of article 4 of the Articles;   |            |                |                   |
| 4. Recast of point 3 of article 12 of the Articles for clarification purpose;  |            |                |                   |
| 5. Deletion of point 4 of article 12 of the Articles;  |            |                |                   |
| 6. Recast of the first paragraph of point 1 of article 14 of the Articles for clarification purpose;   |            |                |                   |
| 7. Deletion of the second, third, fifth and sixth paragraphs of point 2 of article 14 of the Articles  |            |                |                   |
| 8. Amendment of the fourth paragraph of point 2 of article 14 of the Articles;   |            |                |                   |
| 9. Amendment of the first paragraph of point 1 of article 16 of the Articles for clarification purpose;  |            |                |                   |

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|---|--|--|--|
| 10. Deletion of the second, fourth and fifth paragraphs of point 5 of article 16 of the Articles;   |  |  |  |
| 11. Removal of the fixed date of the annual general meeting of shareholders of the Company which will be held with six (6) months of the end of each financial year of the Company and subsequent recast of the first paragraph of point 1 of article 18 of the Articles;   |  |  |  |
| 12. Inclusion of provisions on available means for convening general meetings of shareholders and their use, inclusion of provisions allowing that the quorum and the majority of such general meetings shall be determined by reference to a Record Date, and subsequent inclusion of a new point 6 in article 18 of the Articles; |  |  |  |
| 13. Deletion of the fourth paragraph of article 19 of the Articles;   |  |  |  |
| 14. Inclusion of provisions on waivers and suspensions of voting rights and subsequent insertion of a new ninth, tenth and eleventh paragraphs in article 19 of the Articles;   |  |  |  |
| 15. Inclusion of provisions on the possibility to inform shareholders by other means of communication and subsequent amendment of the first point of article 11, the first and the fifth paragraphs of article 25 of the Articles;  |  |  |  |
| 16. Deletion of the last sentence of point 4 of article 33 and deletion of point 5 of article 33 of the Articles;   |  |  |  |
| 17. Deletion of paragraph c) of point 7 of article 35 of the Articles;  |  |  |  |
| 18. Removal of information related to the depositary and subsequent amendment of the first point of article 37 of the Articles;   |  |  |  |
| 19. Appointment of Mr Gabriel Karageorgiou as new director of the Company;  |  |  |  |
| 20. Effective date of all the matters resolved under point 1 to 21 above;   |  |  |  |
| 21. Miscellaneous   |  |  |  |

For the purpose of the foregoing, the agent and attorney in fact may, in the name and on behalf of the Shareholder, sign and execute all documents, minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this power of attorney, promising ratification.

The Shareholder undertakes to indemnify the agent and attorney-in-fact for any liability which he/she/its may incur in relation to any act carried out for purposes of implementing this power of attorney, provided that the agent and attorney-in-fact has respected the scope of he/she/its powers. Moreover, the Shareholder undertakes not to seek the nullity of any document executed by the agent and attorney-in-fact and not to seek damages from the agent and attorney-in-fact, provided the agent and attorney-in-fact has respected the scope of he/she/its powers.

The present power of attorney shall be valid for a period not exceeding three (3) months and limited to any acts and actions in order to implement the items set out in the above resolutions.

The present power of attorney shall be governed by, is subject to and shall be construed in accordance with the laws of the Grand Duchy of Luxembourg. Any disputes or controversies arising from or in connection with this power of attorney are subject to the exclusive jurisdiction of Luxembourg City.

Given in \_\_\_\_\_, on \_\_\_\_\_ 2020.

\_\_\_\_\_

Name:

Title: