

**BBGI SICAV S. A.**  
*Société anonyme - société d'investissement à capital variable*  
Registered office: EBBC – 6E Route de Trèves, L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 163879

(the **Company**)

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**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
HELD ON [DATE] AT [TIME] [A.M./P.M.] (LUXEMBOURG TIME)**

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In the year two thousand and eighteen on the [number]th day of [month],

Before Us Maître [name], notary, residing in Luxembourg, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of the shareholders (the **Meeting**) of BBGI SICAV S.A., an investment company with variable capital (*société d'investissement à capital variable*) authorised under, and subject to, part II of the Luxembourg act of 17 December 2010 relating to undertakings for collective investment, as amended (the **2010 Act**) and incorporated pursuant to a deed of notary Maître Henri Hellinckx dated 3 October 2011, published on 24 November 2011 in the Luxembourg official gazette (*Mémorial C, Recueil des Sociétés et Associations*) C-N° 2870.

The Meeting appoints [name], [professionally] residing in [address] as chairman of the Meeting (the **Chairman**).

The Chairman appoints [name], [professionally] residing in [address] as secretary of the Meeting (the **Secretary**). The Meeting appoints [name], [professionally] residing in [address] as scrutineer of the Meeting (the **Scrutineer**). The Chairman, the Secretary and the Scrutineer are collectively referred to hereafter as the **Bureau**.

The shareholders present or represented at the Meeting and the number of shares they hold are indicated on an attendance list, which will remain attached to the present minutes after having been signed prior to the opening of the proceedings of the Meeting by the shareholders present or the proxyholders of the shareholders of the Company represented at the Meeting and the members of the Bureau.

The proxy forms from the shareholders represented at the Meeting will also remain attached to the present minutes.

The Bureau having thus been constituted, the Chairman requests the notary to record that:

- I. The shareholders of the Company were duly convened by a convening notice containing the agenda of the Meeting in accordance with Luxembourg law.

The convening notice was sent by registered mail to all registered shareholders, members of the management board of the Company (the **Management Board**), members of the supervisory board of the Company (the **Supervisory Board**) and the auditor.

In addition, the convening notice was made available on the Company's website as of the date stated above, on the National Storage Mechanism and at the Company's registered office in Luxembourg.

- II. The Company did not receive any request from shareholders owning at least five percent (5%) in the share capital of the Company requesting to add additional items to the agenda or to change existing

agenda items in accordance with Luxembourg law. No request to postpone the Meeting by shareholders holding at least ten percent (10%) in the share capital of the Company was made.

- III. In respect of all the items of the below agenda, a quorum of presence of half of the issued capital of the Company be present or represented is required for the valid deliberation or acknowledgment of the Meeting. The resolutions are passed by the simple majority of the votes expressed by the shareholders present or represented at the Meeting and the votes expressed by correspondence, except for resolutions effecting a change to the Articles, which shall be passed by a special majority of seventy-five percent (75%) of the votes expressed by the shareholders present or represented at the Meeting and the votes expressed by correspondence.
- IV. The agenda of the Meeting is the following:
- (1) decision to amend article 6.6 of the articles of incorporation (the **Articles**) of the Company; and
  - (2) Granting of powers.
- V. It appears from the attendance list established and certified by the members of the Bureau, that out of the total share capital of the Company represented by [●] shares without nominal value, [●] shares are present or duly represented at the Meeting or a vote by correspondence has been expressed in respect thereof. The shareholders present or represented declare that they have had due notice of, and have been duly informed of the agenda prior to the Meeting. The Meeting is thus regularly constituted and can validly deliberate on all items on the agenda.
- VI. The Meeting takes the following resolutions:

#### **FIRST RESOLUTION**

After having carefully reviewed the proposed changes, the Meeting resolves to amend article 6.6 of the Articles so that it shall read as follows (the **Articles Amendment**):

*“Notwithstanding that any such resolution referred to in Article 6.4 or 6.5 has expired, the Board may allot shares in pursuance of an offer or agreement previously made by the Company if the resolution enabled the Company to make an offer or agreement that would or might require shares to be allotted after it expired.*

*The Board may impose restrictions on the frequency at which shares shall be issued in any Class; the Board may, in particular, decide that shares of any Class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares.*

*Furthermore, the Board may temporarily discontinue or finally suspend the issuance of shares in any given Class and without any prior notice to shareholders, in the circumstances determined by the Board and disclosed in the sales documents and in any case if the Board determines that this is in the best interest of the relevant Class and the existing shareholders.*

*The initial offering of shares was made at a fixed price as further detailed in the sales documents (the "Initial Offer Price"). The Company shall proceed in the same way with respect to the issue of new Classes of shares. The issue price for shares on any other issuances shall be set at the discretion of the Board within the limits described hereafter:*

- (a) When shares of the Company are not listed, the issue price for shares shall be based on the Net Asset Value for the relevant Class of shares as determined in accordance with the*

provisions of Article 12 hereof plus any sales charge and any commission of up to five per cent. of the Net Asset Value (which may be retained by and for the benefit of the Company), if any, as the sales documents may provide.

(b) For as long as the shares of the Company are listed on the London Stock Exchange, the Board will determine the issue price for shares taking into account the applicable relevant listing rules (the “UK listing rules”). The middle market price for shares shall mean the middle market quotation for those shares as derived from the daily official list of the London Stock Exchange or any other publication of a recognised investment exchange showing quotations for listed securities on the relevant date.

In the event the middle market price, excluding any sales charge or commission, is inferior to the Net Asset Value for the relevant Class of shares, the issue price for those shares should be set in accordance with the relevant UK listing rules at either (i) the Net Asset Value per share for the relevant Class of shares or (ii) the middle market price or at a discount to the middle market price – currently and as long as required by the UK listing rules, subject to the prior approval of such issue price by a general meeting of shareholders – or on a pre-emptive basis.

Each time, the issue price for those shares may be increased by any sales charge and any commission which may be retained by and for the benefit of the Company.

The issue price for shares, as defined in this paragraph 6.6 has to be received by the Company within the usual time limits, as further set out in the sales documents.

The Board may delegate to any duly authorized member of the Board or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the Law.

The issue of shares shall be suspended if the determination of the Net Asset Value per Share is suspended pursuant to Article 11 hereof.

The Board may decide to issue shares against contribution in kind in accordance with Luxembourg law. Any costs incurred in connection with a contribution in kind shall be borne by the relevant shareholder. To the extent required by law or so as to ensure the fair treatment of the shareholders, such contribution in kind will be subject to a special audit report by the auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the issued shares. This audit report will also confirm the way of determining the value of the assets contributed in kind which will have to be identical to the procedure of determining the Net Asset Value of the shares.

The Board may, at its discretion, refuse any subscription for shares and/or delay the acceptance of any subscription application for shares until such time as the Company has received sufficient evidence that the applicant does not qualify as a Prohibited Person (as hereinafter defined).”

This resolution has been approved

with	Yes votes = [●] [●] attended shares [●] votes by correspondence	[●] % of the votes
with	No vote = [●]	[●] % of the

votes	
with	[●] abstentions and [●] votes not cast and assimilated.

## SECOND RESOLUTION

The Meeting resolves to authorise and empower with full power of substitution any lawyer practising within or employee of Allen & Overy, *société en commandite simple* (**Allen & Overy**), each acting individually, in the name and on behalf of the Company to take all necessary actions and steps towards the CSSF and any relevant authority in view of the implementation of the present resolutions and to undertake any formality, filing, step or action, as well as to sign any document, necessary to implement the present resolutions, such as, but not limited to, agreements, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and, generally, all documents, step or actions necessary or useful to the present resolutions, and to ratify any actions and steps taken by any lawyer or employee of Allen & Overy vis-à-vis the CSSF and any relevant authority in relation to the resolutions above.

This resolution has been approved

with	Yes votes = [●] [●] attended shares [●] votes by correspondence	[●] % of the votes
with	No vote = [●]	[●] % of the votes
with	[●] abstentions and [●] votes not cast and assimilated.	

## ESTIMATE OF COSTS

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Company as a result of the present deed is estimated to be approximately EUR [*amount to be inserted by the notary public*].

There being no further business, the Meeting closed at \_\_\_\_ CET.

The undersigned notary, who understands and speaks English, states hereby that at the request of the above appearing persons, this notarial deed is worded only in English in accordance with article 26 of the 2010 Act.

This notarial deed was drawn up in Luxembourg on the date stated at the beginning of this document.

The document having been read to the appearing persons, the said persons signed together with Us, the notary, the present original deed.

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**The Chairman**  
[●]

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**The Secretary**  
[●]

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**The Scrutineer**  
[●]

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**ATTENDANCE LIST OF THE GENERAL MEETING OF THE SHAREHOLDERS OF THE  
COMPANY HELD ON [DATE] AT [TIME] [A.M./P.M.] (LUXEMBOURG TIME)**

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Name of Shareholder	Number of Shares held	Proxy and Signature
[name]	[●]	[name]
[name]	[●]	[name]
[name]	[●]	[name]
[name]	[●]	[name]
[name]	[●]	[name]

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**The Chairman**  
[●]

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**The Secretary**  
[●]

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**The Scrutineer**  
[●]