

BBGI SICAV S.A.

Société d'investissement à Capital Variable

6E, route de Trèves

L-2633 Senningerberg

R.C.S. Luxembourg B163879

ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE EXTRAORDINARY SHAREHOLDER'S MEETING

No. du 28 avril 2017.

In the year two thousand and seventeen, on the twenty-eighth day of April.

Before us Maître **Jean-Paul MEYERS**, notary residing in Esch-sur-Alzette, 5, rue Zénon Bernard, Grand Duchy of Luxembourg.

Was held an **extraordinary general meeting of the shareholders** (the **Meeting**) of **BBGI SICAV S.A.** (the **Company**), a Luxembourg *Société Anonyme*, organised as a *société d'investissement à capital variable* under the Law of 17 December 2010 on undertakings for collective investment as amended (the **2010 Law**), having its registered office at 6E, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B163879, incorporated by a deed of Maître Henri Hellinckx, notary in Luxembourg, on October 3, 2011, published in the *Mémorial C, Recueil des Sociétés et Associations* N° 2870 page 137732 dated November 24, 2011, the articles of association (the **Articles**) of which have been amended several times.

The Meeting was formally opened after free discussion between the shareholders of the Company (the **Shareholders**).

The Meeting is chaired by Mr David Richardson, professionally residing in Senningerberg (the **Chairman**).

The Chairman appointed as Secretary Mr John Ellman-Brown

professionally residing in Senningerberg.

The Meeting elected as Scrutineer Mr Michael Denny professionally residing in Senningerberg (the Chairman, the Secretary and the Scrutineer constituting the **Bureau** of the Meeting).

The Bureau of the Meeting having thus been constituted, the Chairman declared and requested the notary to state that:

I. The Shareholders present or represented and the number of shares of the Company (the **Shares**) held by them are shown on the attendance list, correspondingly signed by the Bureau and the notary.

The attendance list and the proxies, signed ne varietur by the Shareholders, the Bureau and the notary will also remain attached to this document in order to be registered together.

The Bureau expressly confirms to the notary that all Shareholders have been duly convened on _____ according to the applicable laws and the Articles, and a copy of the Convening Notice is handed to the notary.

Further, the Bureau expressly confirms to the notary that _____ % of the share capital is present or represented at the Meeting and that all Shareholders present or represented declare that they had knowledge of the agenda prior to the Meeting, no further information being necessary.

II. The Bureau endorses that it appears from the attendance list that _____ out of _____ Shares, representing the majority (_____ %) of the issued Shares are present or represented at the Meeting and that, therefore, the Meeting can validly decide on all items of the agenda.

III . The Bureau expressly confirms to the notary that the Company has not issued any debentures (*emprunts obligataires*).

IV . The **agenda** of the Meeting is as follows:

1. Amendment of Articles 18, 19, 20, 26, and 29 of the Articles:
 - a. Amendment of the last paragraph of Article 18 of the Articles;
 - b. Amendment of letter d of Article 19 of the Articles;
 - c. Amendment of the second and third paragraph of Article 20 of the

Articles;

d. Amendment of the eighth and ninth paragraph of Article 26 of the Articles; and

e. Amendment of the first paragraph of Article 29 of the Articles; and

2. Powers and authorisations.

V. After the foregoing has been approved and after due deliberation, the Meeting then takes the following resolutions at the majorities set out hereafter:

SOLE RESOLUTION

Following the prior approval of the *Commission de Surveillance du Secteur Financier*, the Meeting resolves to amend Articles 18, 19, 20, 26 and 29 of the Articles as set out hereafter:

a. the last paragraph of Article 18 shall read henceforth as follows:

“Circular resolutions signed by all the members of the Supervisory Board shall be valid and binding in the same manner as if passed at a meeting duly convened and held. They are deemed to be taken at the location of the registered office. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.”

b. letter d of Article 19 of the Articles shall read henceforth as follows:

“(d) reviewing and (if thought fit) approving interim and annual financial statements and providing general supervisory oversight to the Management Board and the operations of the Company's subsidiaries;”

c. the second and third paragraph of Article 20 of the Articles shall read henceforth as follows:

“In the event that any member of the Board, member of the Supervisory Board or officer of the Company may have, directly or indirectly, any interest of patrimonial nature in any transaction, decision or operation which conflicts with the interests of the Company (an Opposed Interest), such member of the Board, member of the Supervisory Board or officer shall make known to the Board or to the Supervisory Board such Opposed Interest and shall not consider or vote on any such transaction, and a special report shall be made on such transaction at the next general meeting of shareholders. This

paragraph shall not apply where the decision of the Board or to the Supervisory Board relates to the current operations in the ordinary course of business of the Company, entered into under normal conditions.

The term Opposed Interest, as used in this Article, shall not include any relationship with or interest in any matter, position or transaction involving any entity promoting the Company or any subsidiary thereof, or such other company or entity as may from time to time be determined by the Board at its discretion, provided that this interest is not considered as a conflictual interest according to applicable laws and regulations.”

- d. the eighth and ninth paragraph of Article 26 of the Articles shall read henceforth as follows:

“A shareholder may individually decide not to exercise, temporarily or permanently, all or part of his voting rights by means of a formal waiver of its rights. The waiving shareholder is bound by such waiver and the waiver must be recognized by the Company upon notification. In case the exercise of the voting rights has been waived by one or several shareholders, such shareholders may, in accordance with the 24 May 2011 Law, attend any general meeting but the shares they hold shall not be taken into account for the determination of the conditions of quorum and majority to be complied with at the general meetings or to determine if written resolutions have been validly adopted.

To the extent required by law, the convening notice shall be published at least thirty days prior to the general meeting in the Recueil Electronique des Sociétés et Associations and in any other newspaper and such media that can be reasonably expected to provide an effective distribution of the information to the public in the European Economic Area and which are accessible easily and in a non-discriminatory manner, as determined by the Board.”

- e. the first paragraph of Article 29 of the Articles shall read henceforth as follows:

“In the event of a dissolution of the Company, liquidation shall be carried out by one or more liquidators appointed by the general

meeting of shareholders which shall determine their powers and their remuneration. If the liquidator or one liquidator is a legal person, the physical person representing it must also be designated. The provisions on Opposed Interest as set forth in Article 20 apply to the liquidator(s)."

Since no comments are made, the resolution is put to a vote and the votes have been expressed as follows:

For:	
Against:	
Abstentions:	

The here above stated resolution having been carried by at least two thirds of the votes of the Shareholders present or represented, as required by the law, is consequently validly passed and Article 18, 19, 20, 26, and 29 of the Articles are amended as indicated. According to Article 26 of the Articles, abstentions are not considered as votes cast.

There being no further business before the Meeting, the same was thereupon closed.

STATEMENT AND POWER

The undersigned notary, who understands and speaks English, states herewith that, accordingly to the 2010 Law, and on the special request of the Bureau, the present deed is **worded in English only** and **the English version will always prevail**, whereas the Company representatives acknowledge to provide on first request to any public administration or service the required or necessary applicable translation of any statutory or other dispositions contained herein, as the notary is not enabled or in charge of any translation procedures.

WHEREUPON the present deed was drawn up in Senningerberg on the day named at the beginning of this document.

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the Bureau signed together with us, the notary,

the present original deed, no Shareholder expressing the wish to sign.