

BBGI SICAV S. A.

Société anonyme - société d'investissement à capital variable

Siège social: 6E, route de Trèves, L-2633 Senningerberg

R.C.S. Luxembourg B163879

ASSEMBLEE GENERALE EXTRAORDINAIRE
du [•] 2020

Me E. DELOSCH
N°

In the year two thousand and twenty on the [•] day of [•],

Before Us Maître Edouard Delosch, 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 was opened at ***** and appoints [•], professionally residing in Senningerberg as chairman of the Meeting (the **Chairman**).

The Chairman appoints [•], professionally residing in Senningerberg as secretary of the Meeting (the **Secretary**). The Meeting appoints [•], professionally residing in Senningerberg 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 two-thirds (2/3) 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 articles 1. and 7. of the articles of incorporation (the **Articles**) of the Company:
- a. Amendment of article 1. of the Articles; and
 - b. Amendment of the third paragraph of article 7. of the Articles; 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 articles 1. and 7. of the Articles as set out hereafter:

a. article 1. shall read henceforth as follows:

"There exists among the current owner(s) of shares and all those who may become holders of shares hereafter issued, a company in the form of a *société anonyme* (public limited company) qualifying as a *société d'investissement à capital variable* (investment company with variable capital) under the name of **BBGI SICAV S.A. BBGI Global Infrastructure S.A.** (the "Company")."

b. the third paragraph of article 7. shall read henceforth as follows:

~~"In the event that a shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his/her/its address as entered in the Register by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time."~~

This resolution has been approved

with	Yes votes =	[•] % of the votes
	[•]	
	[•] attended shares	
	[•] votes by correspondence	
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 =	[•] % of the votes
	[•]	
	[•] attended shares	
	[•] votes by correspondence	
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 [•].

There being no further business, the Meeting closed at ***** (Luxembourg time).

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 Senningerberg 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.