

BASE INVESTMENTS SICAV

Société d'Investissement à Capital Variable
20, boulevard Emmanuel Servais
L - 2535 Luxembourg
R.C.S. Luxembourg B 82 127
(the « Fund »)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE FUND HELD AT 20, BOULEVARD EMMANUEL SERVAIS, L-2535 LUXEMBOURG, ON 3 JULY 2014

In the year two thousand and fourteen, on 3 of July at 11 a.m.

Is held the Annual General Meeting (the **Meeting**) of the Shareholders of BASE INVESTMENTS SICAV (the **Fund**), an investment company organized under the laws of the Grand-Duchy of Luxembourg as a Société d'Investissement à Capital Variable having its registered office at 20, Boulevard Emmanuel Servais, L-2535 Luxembourg.

The Meeting having been convened by the Board of Directors and in the absence of the Chairman of the Board of Directors and any Director at the meeting, Mrs Pascale BARTZ, professionally residing in Luxembourg, is elected as chairperson (the **Chairperson**), who appoints as secretary, Mrs Katie AGNES, residing professionally in Luxembourg (the **Secretary**).

The Meeting appoints as scrutineer Mrs Eva-Maria MICK, residing professionally in Luxembourg, (the **Scrutineer** and together with the Chairman, the Secretary constituting the **Bureau**).

The Bureau having thus been constituted, the Chairperson declares and the Meeting records:

- I. The Shareholders voting at the Meeting and the number of shares they hold is recorded in an attendance list, which shall remain attached to these minutes and which shall be signed by the holder of powers of attorney who represents the shareholders and the Members of the Bureau. The powers of attorney shall also remain attached to these minutes.

It appears from the attendance list that out of 4.564.438,022300 shares issued by the Fund, that 2.144.800 entire shares of BASE INVESTMENTS SICAV are duly represented and voting at the Meeting. The shareholders represented declare that they have had due notice of and have been duly informed of the agenda prior the Meeting. That as a result of the foregoing, the present Meeting is regularly constituted and may validly decide on the items of the agenda:

- II. That the agenda of the Meeting is the following:
 1. Presentation of the Report on the Activities of the Fund for the financial year ended as at 31st March 2014;
 2. Presentation of the Report from PricewaterhouseCoopers, ("Réviseur d'Entreprises Agréé"), the Auditor of the Fund, for the financial year ended as at 31st March 2014;
 3. Approval of the Audited Financial Statements for the financial year ended as at 31st March 2014;
 4. Accumulation / Distribution of the net result for the financial year ended as at 31st March 2014;

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5. Discharge of the Directors of the Fund from all their duties during and in connection with the financial year ended as at 31st March 2014;
6. Renewal of the mandate of the Directors for a period of one year ending with the Annual General Meeting of Shareholders of the Fund in 2015, which will approve the Audited Financial Statements of the financial year ending on 31st March 2015;

Massimo Paolo GENTILI, Chairman and Director,
Stefano ROGNA, Director,
Beat Viktor MEIER, Director,
Pietro SCIBONA, Director.

7. Approval of the remuneration of the Directors
 8. Renewal of the mandate of PricewaterhouseCoopers, ("Réviseur d'Entreprises Agréé") as Auditor of the Fund, for a period of one year ending with the Annual General Meeting of Shareholders of the Fund in 2015, which will approve the Audited Financial Statements of the financial year ending on 31st March 2015.
- III. After having acknowledged the terms of the Reports of the Board of Directors and of PricewaterhouseCoopers and having reviewed the Annual Report and Audited Financial Statements, the Meeting herewith takes the following resolutions:

FIRST RESOLUTION

The Meeting resolves to approve the Annual Report and Audited Financial Statements for the financial year ended 31st March 2014.

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*

SECOND RESOLUTION

The Meeting resolves to accumulate the net result for the financial year ended 31st March 2014.

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*

Handwritten signature and initials in the bottom right corner.

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THIRD RESOLUTION

The Meeting resolves to discharge the Directors from all their duties during and in connection with the financial year ended 31st March 2014.

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*

FOURTH RESOLUTION

The Meeting resolves to renew the mandate of the Directors for a period of one year ending with the Annual General Meeting of Shareholders of the Fund in 2015 which will approve the Audited Financial statements of the financial year ending on 31st March 2015:

- Massimo Paolo GENTILI, Chairman and Director,
- Stefano ROGNA, Director,
- Beat Viktor MEIER, Director,
- Pietro SCIBONA, Director.

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*

FIFTH RESOLUTION

The Meeting resolves to approve the Directors' Fees to be paid to Mr. Massimo Paolo Gentili for a gross amount of EUR 20.000,-- as follows:

- EUR 5.000,-- for the period from 01.01.2014 until 31.03.2014 and
- EUR 15.000,-- for the period from 01.04.2014 until 31.12.2014

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*



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SIXTH RESOLUTION

The Meeting resolves to renew the mandate of PricewaterhouseCoopers (*Réviseur d'Entreprises Agréé*) as Auditor of the Fund for a period of one year ending with the Annual General Meeting of Shareholders of the Fund in 2015 which will approve the Audited Financial Statements of the financial year ending on 31st March 2015.

- ✚ *Number of shares in favour of the Resolution: 2.144.800*
- ✚ *Number of shares against the Resolution: 0*
- ✚ *Abstention: 0*

Nothing else being on the Agenda, the Meeting was thereupon concluded.


Pascale BARTZ
The Chairperson


Katie AGNES
The Secretary


Eva-Maria MICK
The Scrutineer