

**BASE INVESTMENTS SICAV**  
**Société d'Investissement à Capital Variable**  
**Registered Office: 20, boulevard Emmanuel Servais, L-2535 Luxembourg**  
**Luxembourg R.C.S. N° B 82 127**  
**(the "Company")**

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**Convening notice to the shareholders of the Company  
to an extraordinary general meeting**

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The board of directors of the Company, after due consideration, decided, in accordance with article 34 the articles of incorporation (the "**Articles of Incorporation**"), to submit the decision of the amendments to the Articles of Incorporation to the shareholders of the Company (the "**Shareholders**") and thus, to convene the Shareholders to an extraordinary general meeting (the "**Extraordinary General Meeting**") which will be held on 19 March 2019 at 2:30 p.m., at the registered office of the Company 20, boulevard Emmanuel Servais, L-2535 Luxembourg, with the following agenda:

**AGENDA**

1. Amendment of article 4 of the Articles of Incorporation in order to delete its last paragraph relating to the possibility for the board of directors to temporarily transfer the Company's registered office abroad in case of extraordinary circumstances;
2. Amendment of article 10) I) 7) of the Articles of Incorporation in order to amend the valuation method of the futures contracts, options and units of undertakings for collective investment in which the Company may invest; and
3. Amendment of article 30 of the Articles of Incorporation in order to remove the reference to "distribution" when relating the category of Share for which a dividend can be paid.

The quorum of at least half of the share capital of the Company is required for the Extraordinary General Meeting and the resolutions of the Extraordinary General Meeting shall be valid if adopted by a majority of at least two thirds of the votes validly cast at the meeting.

The Extraordinary General Meeting shall deliberate if the quorum requirements are met. The Extraordinary General Meeting shall be reconvened, should the present Extraordinary General Meeting not be duly constituted.

Shareholders will be allowed to attend the Extraordinary General Meeting, by giving proof of their identity, provided that they have informed the Company, at its registered office by 17 March 2019, 17:00 at the latest, of their intention to personally attend the Extraordinary General Meeting. The Shareholders who cannot personally attend the Extraordinary General



Meeting can be represented by any person of their convenience or by proxy; for this effect, a proxy form is hereby attached and will also be available at the registered office of the Company. In order to be taken into consideration, the proxies duly completed and signed must be received at the registered office of the Company 20, boulevard Emmanuel Servais, L-2535 Luxembourg by 18 March 2019 17:00.

We further recommend you that you inform yourself of, and where appropriate take advice on, the tax consequences of the forgoing in your country of citizenship, residence or domicile. If you have any questions or concerns about the forgoing or the proposed agenda of the Extraordinary General Meeting, please contact Mrs Claudia De Amicis by fax +352 24 88 8491 or by e-mail ([c.deamicis@edr.com](mailto:c.deamicis@edr.com)).

For the Board of Directors of the Company

Luxembourg, 8 March 2019

Appendix:

- Proxy form
- Consent Form for Communication Means

<b>PROXY</b>
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The undersigned,

«Investor\_Name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»  
«Address\_line\_6»  
«Investor\_Residence\_Country»  
«Investor\_Identifier»

holder of

«Number\_of\_Shares» shares in  
«Share\_Name» (ISIN Code: «Share\_Code») of

### **BASE Investments SICAV**

a *société anonyme* established in the form of an investment company with variable capital with multiple sub-funds regulated by the laws of the Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 82127 and, having its registered office at 20, Boulevard Emmanuel Servais, L-2535 Luxembourg, Grand Duchy of Luxembourg (the “**SICAV**”).

hereby gives irrevocable proxy to the chairman of the EGM or to \_\_\_\_\_ (the “**Proxyholder**”), with full power of substitution, to represent the undersigned at the extraordinary general meeting of the shareholders of the Company (the “**EGM**”) to be held in Luxembourg on 19 March 2019 in order to deliberate and to vote on the items of the following agenda:

### **AGENDA**

1. Amendment of article 4 of the Articles of Incorporation in order to delete its last paragraph relating to the possibility for the board of directors to temporarily transfer the Company’s registered office abroad in case of extraordinary circumstances;
2. Amendment of article 10) l) 7) of the Articles of Incorporation in order to amend the valuation method of the futures contracts, options and units of undertakings for collective investment in which the SICAV may invest; and
3. Amendment of article 30 of the Articles of Incorporation in order to remove the reference to “distribution” when relating the category of Share for which a dividend can be paid.

The Undersigned hereby instructs the Proxyholder to vote as follows (put a cross in the relevant box):

<b>Agenda of the meeting</b>	<b>Vote</b>
1. Amendment of article 4 of the Articles of Incorporation in order to delete its last paragraph relating to the possibility for the board of directors to temporarily transfer the Company's registered office abroad in case of extraordinary circumstances;	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstention
2. Amendment of article 10) l) 7) of the Articles of Incorporation in order to amend the valuation method of the futures contracts, options and units of undertakings for collective investment in in which the SICAV may invest.	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstention
3. Amendment of article 30 of the Articles of Incorporation in order to remove the reference to "distribution" when relating the category of Share for which a dividend can be paid.	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstention

All powers are given to the Proxyholder to waive any notice requirement and to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law, to any filing with the Luxembourg Trade and Companies' Register and to any publication in the *Recueil Electronique des Sociétés et Associations*, as may be required, while the undersigned promises to ratify all said actions taken by the Proxyholder whenever requested.

The present proxy will remain in force if the general meeting is, for whatsoever reason, to be adjourned or postponed or if a second general meeting is to be convened in order to decide on the same agenda.

This proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg. The parties irrevocably agree that any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

Given and signed in \_\_\_\_\_ on \_\_\_\_ / \_\_\_\_ /2019.

Signature (preceded by the handwritten mention "valid for proxy"):

\_\_\_\_\_  
**[Name of the Proxygiver]**

**NOTICE TO SHAREHOLDERS  
OF “BASE INVESTMENTS SICAV”  
(the “SICAV”)**

**CONSENT FORM FOR COMMUNICATION MEANS**

The undersigned expressly agrees to be convened to the general meetings of shareholders of the SICAV and to receive all the communications to the shareholders by the following means of communication:

electronic mail only - as provided for in the articles of incorporation.

Email : \_\_\_\_\_

Any change of email should be transmitted to the registered office of the SICAV

The shareholders who will not consent to this way of communication will continue to receive the communications via registered letters.

DATE :

NAME :

SIGNATURE :