

Pour copie conforme à l'original



20 MARS 2018

Me Léonie GRETHEN  
Notaire à Luxembourg

**BPVN STRATEGIC INVESTMENT FUND**  
Société d'Investissement à Capital Variable  
Siège social: 35A Avenue JF Kennedy,  
L-1855 Luxembourg, Grand-Duché de Luxembourg  
R.C.S. Luxembourg, B 29.331

**ASSEMBLEE GENERALE EXTRAORDINAIRE  
DU 20 MARS 2018**

**Me GRETHEN  
N°15545**

In the year two thousand and eighteen, on the twentieth day of the month of March, before us, **Maître Léonie GRETHEN**, notary residing in Luxembourg, was held an extraordinary general meeting of shareholders (the "**Meeting**") of **BPVN STRATEGIC INVESTMENT FUND** (the "**Company**"), a *Société d'Investissement à Capital Variable* with its registered office at 35A Avenue JF Kennedy, L-1855 Luxembourg, registered with the Luxembourg trade and companies register under number B 29.331, and incorporated on 7 December 1988 by a deed of Me Paul FRIEDERS, then notary residing in Luxembourg, published in the *Mémorial C, Recueil des Sociétés et Associations* (the "**Mémorial**"), number 23 of 27 January 1989. The articles have been amended for the last time by a notarial deed on 9 May 2006, published in the *Mémorial*, number 1095 of 6 June 2006.

The Meeting was opened by Mr Mustafa NEZAR, lawyer, residing professionally in Luxembourg, in the chair (the "**Chairman**"), who appointed Ms Mylène SALVETTI, employee, residing professionally in Luxembourg as secretary to the Meeting. The meeting elected Ms Rachida EL FARHANE, employee, residing professionally in Luxembourg as scrutineer

.The bureau of the Meeting having thus been constituted, the Chairman declared and requested the Notary to state that:

(i)The agenda of the meeting is the following:

#### **AGENDA**

1. Change of the denomination of the Company from "**BPVN STRATEGIC**

*INVESTMENT FUND*” to “*STRATEGIC INVESTMENT SICAV*” and subsequent amendment to article 1 of the articles of incorporation to reflect this change.

2. Amendment to article 4 in order to reflect the delegation to the Board of Directors of the Company of the power to decide on a transfer of the registered office of the Company to any municipality with the Grand Duchy of Luxembourg and on the establishment of branches or other offices of the Company either in the Grand Duchy of Luxembourg or abroad.
3. Amendments to articles 5, 17 and 23 to remove the references to bearer shares.
4. Amendments to article 8 to remove the date of the annual general meeting and reflect the fact that the convening notice to any general meeting shall contain the date, time, place and agenda of the meeting and may be made through announcements filed with the Luxembourg Trade and Companies Register and published at least fifteen (15) days before the meeting, on the Recueil électronique des sociétés et associations, and in a Luxembourg newspaper. In such case, notices by mail shall be sent at least eight (8) days before the meeting to the registered shareholders by ordinary mail (lettre missive). Alternatively, the convening notices may be exclusively made by registered mail, or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication.
5. Amendment to article 8 in order to provide that subject to the provisions of the 1915 Law, the Board of Directors may, during the course of any general meeting, adjourn such general meeting for four (4) weeks. The Board of Directors of the Company shall do so at the request of shareholders representing at least ten percent (10%) of the share capital of the Company. In the event of an adjournment, any resolution already adopted by the general meeting of shareholders shall be cancelled.
6. Amendment to article 10 to provide that any director who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the competences of the Board of Directors, must inform the Board of Directors of such conflict of interest and must have his declaration recorded in the minutes of the Board of Directors meeting. The relevant director may not take part in the discussions relating to such transaction or vote on such transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.
7. Amendment to article 17 to provide that the Board of Directors may decide to proceed with the absorption by the Company or one or several Sub-Funds of (i) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under non-corporate form. The exchange ratio between the relevant shares of the Company and the shares or units of the absorbed UCI or of the relevant sub-fund thereof

will be calculated on the basis of the relevant net asset value per share or unit as of the effective date of the absorption. Notwithstanding the powers conferred on the Board of Directors by the preceding paragraphs, the shareholders of the Company or any Sub-Fund may also decide on any of the mergers or absorptions described above and on their effective date thereof. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the proposed merger or absorption. In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the 1915 Law and any other applicable laws and regulations.

(ii) The shareholders represented and the number of shares held by each of them are shown on the attendance list signed by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies initialled “ne variatur” by the members of the bureau will be annexed to this document, to be registered with this deed.

(iii) This Meeting has been convened by notices dated 13 February 2018 containing the agenda sent to each of the shareholders registered in the shareholders’ register, all the shares being in registered form.

(iii) The quorum shall be at least 50% of the share capital present or represented and the resolutions have to be passed by the affirmative vote of at least two thirds of the votes cast in the Meeting.

(iv) It appears from the attendance list that out 1,527,865.594 shares in circulation, 879,945.673 shares, representing 57.59% of the Company’s capital is present or represented at the Meeting. As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate and vote on the items of the Agenda

After having taken knowledge of the agenda, the Meeting takes unanimously the following resolutions:

#### **FIRST RESOLUTION**

The Meeting **APPROVED** the change of the denomination of the Company from “BPVN STRATEGIC INVESTMENT FUND” to “STRATEGIC INVESTMENT FUND” and the subsequent amendment to article 1 of the articles of incorporation to reflect this change, which will read as follow:

“Article 1

There exists a corporation of the form of a société anonyme under the name STRATEGIC INVESTMENT SICAV, qualifying as a société d’investissement à capital variable (SICAV) (hereafter referred to as the Fund).”

#### **SECOND RESOLUTION**

The Meeting **APPROVED** the amendment to article 4 in order to reflect the delegation to the Board of Directors of the Company of the power to decide on a transfer of the registered office of the Company to any municipality with the Grand Duchy of Luxembourg and on the establishment of branches or other offices of the

Company either in the Grand Duchy of Luxembourg or abroad, which will read as follow:

“Article 4 (second paragraph)

The board of directors may transfer the registered office of the Company within the same municipality, or to any other municipality in the Grand Duchy of Luxembourg and amend these Articles accordingly

### **THIRD RESOLUTION**

The Meeting **APPROVED** the amendment to articles 5, 17 and 23 in order to remove the references to bearer shares.

“Article 5 (twelfth paragraph)

Share certificates will be issued for nominative shares. Share certificates shall be signed by two directors. One or both of such signatures may be printed or facsimile as the Board of Directors shall determine. The Fund may issue temporary share certificates in such form as the Board of Directors may from time to time determine.”

“Article 17 (sixth paragraph)

Any request must be filed by such shareholder in irrevocable, written form at the registered office of the Fund in Luxembourg, or at the office of the person or entity designated by the Fund as its agent for the redemption of shares, such request in the case of shares for which a certificate has been issued to be accompanied by the certificate or certificates for such shares in proper form by proper evidence of succession or assignment satisfactory to the Fund (if nominative shares).”

“Article 23 (third paragraph)

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.”

### **FOURTH RESOLUTION**

The Meeting **APPROVED** the amendment to article 8 in order to remove the date of the annual general meeting and reflect the fact that the convening notice to any general meeting shall contain the date, time, place and agenda of the meeting and may be made through announcements filed with the Luxembourg Trade and Companies Register and published at least fifteen (15) days before the meeting, on the Recueil Electronique des Sociétés et Associations, and in a Luxembourg newspaper. In such case, notices by mail shall be sent at least eight (8) days before the meeting to the registered shareholders by ordinary mail (lettre missive). Alternatively, the convening notices may be exclusively made by registered mail, or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication.

“Article 8 (third paragraph)

The convening notice for every general meeting of shareholders shall contain the date, time, place, and agenda of the meeting and may be made through announcements filed with the Luxembourg Trade and Companies Register and published at least fifteen (15) days before the meeting, on the Recueil Electronique des Sociétés et Associations, and in a Luxembourg newspaper. In such case, notices by mail shall be sent at least eight (8) days before the meeting to the registered shareholders by ordinary mail (lettre missive). Alternatively, the convening notices may be exclusively made by registered mail, or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication.”

#### **FIFTH RESOLUTION**

The Meeting **APPROVED** the amendment to article 8 to provide that subject to the provisions of the 1915 Law, the Board of Directors may, during the course of any general meeting, adjourn such general meeting for four (4) weeks. The Board of Directors of the Company shall do so at the request of shareholders representing at least ten percent (10%) of the share capital of the Company. In the event of an adjournment, any resolution already adopted by the general meeting of shareholders shall be cancelled.

“Article 8 (eight paragraph)

Subject to the provisions of the 1915 Law, the Board of Directors may, during the course of any general meeting, adjourn such general meeting for four (4) weeks. The board of directors shall do so at the request of shareholders representing at least ten percent (10%) of the share capital of the Company. In the event of an adjournment, any resolution already adopted by the general meeting of shareholders shall be cancelled.”

#### **SIXTH RESOLUTION**

The Meeting **APPROVED** the amendment to article 10 in order to provide that any director who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the competences of the Board of Directors, must inform the Board of Directors of such conflict of interest and must have his declaration recorded in the minutes of the Board of Directors meeting. The relevant director may not take part in the discussions relating to such transaction or vote on such transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.

“Article 10 (fifth paragraph)

Save as otherwise provided by the 1915 Law, any director who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the competence of the Board of Directors, must inform the Board of Directors of such conflict of interest and must have his declaration recorded in the minutes of the Board of Directors meeting. The relevant

director may not take part in the discussions relating to such transaction or vote on such transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.”

#### **SEVENTH RESOLUTION**

The Meeting **APPROVED** the amendment to article 17 in order to provide that the Board of Directors may decide to proceed with the absorption by the Company or one or several Sub-Funds of (i) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under non-corporate form. The exchange ratio between the relevant shares of the Company and the shares or units of the absorbed UCI or of the relevant sub-fund thereof will be calculated on the basis of the relevant net asset value per share or unit as of the effective date of the absorption. Notwithstanding the powers conferred on the Board of Directors by the preceding paragraphs, the shareholders of the Company or any Sub-Fund may also decide on any of the mergers or absorptions described above and on their effective date thereof. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the proposed merger or absorption. In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the 1915 Law and any other applicable laws and regulations.

“Article 17 (last three paragraph)

The board of directors may decide to proceed with the absorption by the Company or one or several Sub-Funds of (i) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under a non-corporate form. The exchange ratio between the relevant shares of the Company and the shares or units of the absorbed UCI or of the relevant sub-fund thereof will be calculated on the basis of the relevant net asset value per share or unit as of the effective date of the absorption.

Notwithstanding the powers conferred on the board of directors by the preceding paragraphs, the shareholders of the Company or any Sub-Fund may also decide on any of the mergers or absorptions described above and on their effective date thereof. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the proposed merger or absorption.

In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the 1915 Law and any other applicable laws and regulations.”

#### **Evaluation of costs**

The above named persons declare that the expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Fund as a result of this deed, amount approximately to two thousand euros (EUR 2,000.-).

There being no further item on the agenda, the Meeting was then adjourned and these minutes signed by the members of the bureau

The undersigned Notary, who knows English, states herewith that on request of the persons appearing, the present deed is worded only in English as permitted by the laws.

WHEREOF, the present deed is drawn up in Luxembourg, on the date named at the beginning of this document.

The document having been read to the persons appearing, known to the Notary by their surnames, first names, civil status and residence, the said persons signed together with us the Notary this original deed on the above mentioned date.