

## **LOMBARD ODIER FUNDS**

*Société anonyme*

*Société d'investissement à capital variable*

291, route d'Arlon, L - 1150 Luxembourg  
R.C.S. Luxembourg B-25.301  
(the "**COMPANY**")

### **CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY**

Dear shareholder,

The board of directors of the Company (the "**Board**") hereby invites you to attend an extraordinary general meeting of shareholders of the Company to be held before a Luxembourg notary on 11 March 2019 at 3:00 pm Luxembourg time at the registered office of the Company (the "**Meeting**") to deliberate and vote on the agenda set forth below.

To the extent that the Company falls within the scope of the European Union Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, the shareholders are asked to vote on a restatement of the Company's articles of incorporation which reflects, *inter alia*, certain provisions of the aforementioned regulation, such as eligible assets, diversification and valuation rules as well as credit quality assessment procedures the Company must abide by.

Terms defined in this notice shall have the same meaning as in the Company's current articles of incorporation (the "**Articles**").

The agenda is as follows:

#### **SOLE RESOLUTION**

Full restatement of the Articles with effect as from 21 March 2019 mainly (i) to include the flexibilities foreseen by the Law of 10 August 2016 amending the Law of 10 August 1915 on commercial companies, (ii) to introduce provisions required as a result of the entry into force of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds and (iii) to amend the corporate object of the Company and to proceed with the amendments detailed below (list not being exhaustive):

1. Amendment of the corporate object of the Company and consequential amendment of article 3 of the Articles so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities of all types, money market instruments and other assets as permitted by Part I of the Law dated 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendment thereof (the "Law") and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds or any replacements or amendment thereof (the "Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law and, to the extent applicable, by the Regulation. The Company is authorised to delegate to third parties one or several of its functions.";

2. Amendment of article 4 of the Articles to provide that the registered office of the Company may be transferred within the Grand Duchy of Luxembourg by a resolution of the Board;
3. Amendment of articles 5, 16 and 23 and insertion of a new article 24 to introduce relevant provisions ensuring compliance with the Regulation;
4. Amendment of article 5 of the Articles to clarify that the Board has the power to create at any time additional sub-funds and that references in the Articles to sub-funds may mean, where the context so requires, references to classes of shares within a sub-fund;
5. Amendment of article 6 of the Articles in order to:
  - i. allow the Board to issue shares in dematerialised form;
  - ii. insert the possibility for shareholders who have accepted so to receive notices and announcements by email; and
  - iii. clarify that the Company may, in the event of joint holders of shares, suspend the exercise of any right deriving from their shares until they have designated a representative vis à vis the Company;
6. Amendment of article 8 of the Articles to detail the power of the Board to impose restrictions on the holding of shares of the Company and to define the term "US Person" by reference to the meaning disclosed in the prospectus of the Company;

7. Amendment of article 10 of the Articles in order to:

- i. allow the Board to hold the annual general meeting of shareholders at a date and time as determined by the Board at its discretion, but no later than six months following the end of the Company's financial year;
- ii. clarify that shareholders of sub-funds or classes may hold or be convened to general meetings deciding on matters related exclusively to such sub-funds or classes; and
- iii. allow two or more sub-funds or classes of a sub-fund to be treated as a single sub-fund or class if such sub-funds or classes would be affected in the same way by a proposal;

8. Amendment of article 11 of the Articles in order to:

- i. allow the Board to suspend the voting right of any shareholder that does not fulfil its obligations under the Articles and any document stating its obligations towards the Company and/or other shareholders;
- ii. clarify that any shareholder may undertake (personally) not to exercise its voting rights;
- iii. precise the rights of shareholders whose voting rights have been suspended by the Board or the shareholders themselves;
- iv. provide for the conditions of validity of voting form used; and
- v. precise that an attendance list shall be kept at all general meetings;

9. Amendment of article 12 of the Articles in order to:

- i. clarify that if all shares are in registered form and if no publications are required by law, convening notices may be mailed by registered mail only or in any manner as set forth in applicable law;
- ii. provide for alternative means of convening shareholders to general meetings as long as such means are accepted by shareholders; and
- iii. clarify the circumstances under which notifications can be made via email to shareholders and the procedure to follow to maintain, exercise or revoke this right;

10. Amendment of article 13 of the Articles to provide that directors may be appointed for a term not exceeding six years (which may be renewed) at the majority of the votes cast by the shareholders and to clarify that the general meeting of shareholders shall determine their number, remuneration and term of office;

11. Amendment of article 14 of the Articles in order to:

- i. allow the chairman to call a meeting of the Board;
- ii. provide that any director may waive the notice of any meeting of the Board by *inter alia* facsimile or other electronic means;
- iii. precise that signatures evidencing circular resolutions may be handwritten or electronic provided that the electronic signature satisfies the conditions provided for by applicable laws and regulation;

- iv. clarify that the Board may designate a management company to supply the Company with investment management, administration and marketing services; and
  - v. provide that the Board may create committees under its responsibility;
12. Amendment of article 15 of the Articles in order to precise that the minutes of any meeting of the Board may be signed by any two directors.
13. Amendment of article 16 of the Articles in order to:
- i. rewrite the investment restrictions of the Company;
  - ii. reassert and expand cross sub-funds investment at the conditions set forth in the prospectus of the Company;
  - iii. allow pooling and co-management techniques; and
  - iv. allow the Company to make investments indirectly through subsidiaries;
14. Amendment of article 17 of the Articles to (i) replace the reference to "personal interest" by "personal, financial and conflicting direct or indirect interest", (ii) state that the term "personal, financial, direct or indirect interest" shall not include any relationship with or interest in any matter, position or transaction involving any entity of the Lombard Odier group and (iii) clarify that the Board may submit an item to the general meeting of shareholders in case it cannot deliberate on this item due to a conflict of interests;
15. Amendment of article 18 of the Articles to replace the right of indemnification of the Company vis à vis any director or officer, and his/her heirs, executors and administrators, with a duty of indemnification;
16. Amendment of article 20 of the Articles to precise that the Board is authorised to determine the terms of the engagement of the *réviseur d'entreprises agréé*;
17. Amendment of article 22 of the Articles to clarify the circumstances under which the Board may suspend the determination of the net asset value of the shares of the Company;
18. Amendment of article 23 of the Articles to provide that the liabilities of the Company related to each sub-fund shall include *inter alia* investment research fees;
19. Amendment of article 27 (to become 28) of the Articles to precise that the Board may decide the division of a class of shares into two or more classes of shares under the circumstances related to the division of sub-funds;
20. Amendment of article 29 (to become 30) of the Articles to provide that all matters not governed by the Articles shall be also determined, to the extent applicable, in accordance with the Regulation;

21. General update of the Articles by amending articles 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, 18, 21, 22, 23, 24, 26, 27 and 29 and by renumbering the articles following the insertion of a new article 24 of the Articles.

You are hereby informed that in accordance with article 28 of the Articles and Article 450-3 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, a quorum of fifty percent (50%) of the share capital of the Company (the "**Quorum**") is required in order for the Meeting to validly deliberate on the proposed amendments to the Articles.

If the Quorum is not reached at the first Meeting, a second extraordinary general meeting of shareholders will be convened to deliberate and vote on the same agenda (the "**Reconvened Meeting**"). The Reconvened Meeting will validly deliberate without any quorum requirements.

The sole resolution will be validly passed by the affirmative consent of at least two-thirds (2/3) of the votes validly cast at the Meeting or Reconvened Meeting. Votes cast do not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Each share is entitled to one vote and each shareholder may vote in person or may be represented by proxy.

The Quorum, the majority requirements and the voting rights of the shareholders shall be determined by reference to the shares held by such shareholders as evidenced in the shareholders' register on 6 March 2019 at midnight (Luxembourg time).

If you wish to participate to this Meeting in person, we would be grateful if you could inform the Company of your intention at least two days before the Meeting.

If you cannot attend the Meeting in person, we would be grateful if you could return the proxy-form (hereby attached as Appendix 1) duly completed and signed, together with a copy of your ID card or passport in force (if you are a natural person) or an updated list of authorised signatures (if you act on behalf of a legal person):

1. in a first step, **by fax** at the following number: +352 27 78 10 01; and
2. in a second step, **by mail** to the attention of Ms Gaëlle Chéry, at the following address: Lombard Odier Funds (Europe) S.A., 291, route d'Arlon, L-1150 Luxembourg, Grand Duchy of Luxembourg in order for such proxy form to be received no later than: **midnight (Luxembourg time) on 5 March 2019**.

Any proxies received after such time may not be taken into account.

Unless revoked, the proxy form shall remain in full force and effect at the Reconvened Meeting.



The proposed changes to the Articles, which are duly marked-up, are available for inspection at the registered office of the Company.

If you have any questions or would like to receive any further information, please contact us at the registered office of the Company.

Yours faithfully,

Your Board

Luxembourg, 21 February 2019

## APPENDIX 1 - PROXY FORM

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**LOMBARD ODIER FUNDS**  
*Société anonyme*  
*Société d'investissement à capital variable*

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I/We the undersigned \_\_\_\_\_,

holding \_\_\_\_\_ <sup>(1)</sup> shares in the Company,

hereby appoint \_\_\_\_\_ <sup>(2)</sup> (the "**Proxyholder**") or, failing whom, the Chairman of the extraordinary general meeting of shareholders of the Company (the "**Meeting**"), with full power of substitution, to represent me/us at the Meeting to be held before a Luxembourg notary on 11 March 2019 at 3:00 pm Luxembourg time at the registered office of the Company to act and vote in my/our name and on my/our behalf on the matters set out in the below agenda.

### SOLE RESOLUTION

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thereof (the "Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

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21. General update of the Articles by amending articles 1, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, 18, 21, 22, 23, 24, 26, 27 and 29 and by renumbering the articles following the insertion of a new article 24 of the Articles.

The proxy is instructed to cast my/our votes with the following voting instructions in relation to the abovementioned resolution:

<b>FOR*</b>	<b>AGAINST*</b>	<b>ABSTAIN*</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Please indicate with an "X" in the appropriate box how you wish to vote on the sole resolution of the agenda. Voting forms which show neither a vote (in favor or against the proposed resolutions) nor an abstention on the proposed resolution shall be void.

I/We hereby give full power and authorisation to the Proxyholder/Chairman of the Meeting to sign all documents or do all acts necessary or useful in connection with or in respect of the performance of this power of attorney even though not especially indicated. I/We undertake to ratify and confirm such acts and signatures if the need would arise.

I/We undertake to fully indemnify the Proxyholder/Chairman of the Meeting against all claims, losses, costs, expenses, damages or liability which the Proxyholder/Chairman sustains or incurs as a result of any action taken by him/her in good faith pursuant to this power of attorney including any costs incurred in enforcing this power of attorney.

Deposit of a completed proxy form will not preclude a shareholder from attending the Meeting and voting in person.

Unless revoked, the proxy form shall remain valid for any postponed or adjourned meeting held for the same purpose and with the same agenda. Shareholders who wish to vote at this postponed or adjourned meeting and who have not previously returned a proxy form may complete and return this proxy form in accordance with the instructions herein.

Unless revoked, the proxy shall remain valid for the reconvened extraordinary general meeting.

This power of attorney is governed by and shall be construed in accordance with the laws of the Grand Duchy of Luxembourg. The courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this power of attorney.



### Notes

<sup>(1)</sup> If the number of shares is not specified in this proxy form, this proxy form will be assumed to be valid for all the shares held by the undersigned as evidenced in the shareholders' register on 6 March 2019 at midnight (Luxembourg time).

<sup>(2)</sup> Shareholders entitled to attend and vote at the Meeting may appoint a proxy of their own choice. If such an appointment is made, the name of the proxy (who need not be shareholder of the Company) together with his/her/its personal or professional address must be specified in the space provided. If no name is mentioned on this proxy form, or in the case the person named does not attend the Meeting in person, the Chairman shall be entitled to vote as a proxy.

Made in \_\_\_\_\_, on \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature  
Name and Title