

**CANDRIAM MONEY MARKET**  
a SICAV governed by Luxembourg law  
Registered office: 14, Porte de France, L-4360 Esch-sur-Alzette  
Luxembourg Companies' Register (RCS) Section B-26803

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Name and address  
Shareholder

Luxembourg, 10 April 2019

**EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING**

Since the quorum required by the article 450-3 of the law of 10 August 1915 on commercial companies as amended was not reached at the Extraordinary General Meeting of Candriam Money Market (hereafter called the "**SICAV**") held on **10 April 2019**, the shareholders are invited to attend the second extraordinary shareholders' meeting (hereafter the "**Meeting**") to be held on **23 April 2019 at 11 am (Luxembourg time)** at the premises of **Candriam Luxembourg 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen** to deliberate on the following agenda:

1. Amendment of article 1 of the articles of incorporation in order to mention that the SICAV qualifies as a money market fund in the meaning of Regulation (EU) 2017/1131 of the European Parliament and the Council of 14 June 2017 on money market funds (hereinafter "Regulation 2017/1131");
2. Amendment of article 3 of the articles of incorporation to update the references to applicable laws and regulation to read as follows :  
*"The SICAV's sole purpose is to invest funds at its disposal in short-term liquid financial assets in accordance with the provisions of (i) the Law of 2010 and (ii) the Regulation 2017/1131, with a view to diversify investment risks and allow its shareholders to benefit from the results of the management of its assets.*  
*The SICAV may take any measures and carry out any transactions which it deems useful for the accomplishment and the development of its object to the extent permitted by the Law of 2010 and/or Regulation 2017/1131."*
3. Amendment of article 5 of the articles of incorporation in order to mention inter alia that (i) each sub-fund qualifies as a variable net asset value standard or short-term money market fund as these terms are defined by Regulation 2017/1131 and as further described in the sales documents, and (ii) the proceed of any issue of shares in a given class shall be invested in short-term liquid financial assets in accordance with the investment policy fixed by the Board of Directors for the sub-fund in question, taking into account the restrictions stated in the Law of 2010 and Regulation 2017/1131 or additional restrictions adopted by the Board of Directors;
4. Amendment of article 11 of the articles of incorporation to insert the possibility for the Board of Directors to decline to issue shares and register share transfers or carry out the compulsory repurchase of the shares of any person whose shareholding's concentration could, in the opinion of the Board, jeopardize the liquidity of the Company or any of its sub-funds that qualify as money market funds pursuant to Regulation 2017/1131;
5. Amendment of article 12 of the articles of incorporation to insert (i) the fact that the calculation of the net asset value will take place not less than once each business banking day, (ii) the rounding methodology used by the SICAV, (iii) the valuation methodology of the assets of the sub-funds;
6. Amendment of article 17 of the articles of incorporation in order to mention (i) that the assets of the sub-funds shall be invested in financial assets permitted by the Law of 2010 and Regulation 2017/1131, (ii) make express reference to all administrations, institutions or organisations that issue or guarantee separately or jointly money market instruments in which the sub-funds may invest up to 100% of their assets, (iii) that the SICAV will not invest more than ten percent (10%) of the net assets of any sub-fund in units or shares of money market funds within the meaning of Regulation 2017/1131, except if otherwise provided in the sales documents, (iv) that sub-funds may subscribe to, purchase and/or hold shares of other sub-funds of the SICAV subject to the conditions of

the Law of 2010 and Regulation 2017/1131, and (v) that the board of directors may decide to create master-feeder sub-funds subject to the conditions of the Law of 2010 and Regulation 2017/1131;

7. Insertion of a new article 24 in the articles of incorporation to detail the internal credit quality assessment policy of the management company and as consequence renumbering of the following articles;
8. Amendment of article 30 of the articles of incorporation to indicate that any matters not governed by these Articles of Incorporation shall be governed by the provisions of the Luxembourg law of the 10 August 1915 on commercial companies, as amended from time to time, and the Law of 2010 and/or Regulation 2017/1131;
9. Miscellaneous;
10. Entry into force of the amendments made to the articles of incorporation the day after the Meeting.

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Shareholders are informed that the items on the agenda of the Shareholders' meeting do not require any quorum. To be validly adopted, resolutions must be carried by at least two-thirds of the votes cast.

The rights of a shareholder to attend the Meeting and exercise the voting right assigned to his shares are determined on the basis of the shares held by said shareholder on the fifth day preceding the Meeting, i.e. **at midnight on 18 April 2019**, (Luxembourg time).

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If you are unable to attend the Meeting of shareholders, you have the option to be represented using the attached instrument of proxy. For organisational reasons, please complete and sign the instrument of proxy and return it no later than **18 April 2019** to Candriam Luxembourg, 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen, for the attention of Legal Fund Management (legal\_fund\_management@candriam.com).

The shareholders who wish to attend the Meeting in person are requested, for organizational reasons, to register before **18 April 2019** at Candriam Luxembourg, 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen, for the attention of the Legal Fund Management (legal\_fund\_management@candriam.com).

The draft of the proposed amendments to the Articles of Associations can be obtained free of charge from Candriam Luxembourg.

The Board of Directors.

## PROXY FORM

The undersigned

owner(s) of \_\_\_\_\_ shares in the company

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14, Porte de France, L-4360 Esch-sur-Alzette  
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hereby gives power of attorney to \_\_\_\_\_ or to the Chairman of the meeting for the purpose of representing him/them at the Extraordinary General Meeting of said company, to be held on **23 April 2019 at 11.00 (Luxembourg time)** at the premises of Candriam Luxembourg, 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen, to decide on the following agenda items:

### AGENDA:

	<u>Approved</u>	<u>Rejected</u>	<u>Abstention</u>
1. Amendment of article 1 of the articles of incorporation in order to mention that the SICAV qualifies as a money market fund in the meaning of Regulation (EU) 2017/1131 of the European Parliament and the Council of 14 June 2017 on money market funds (hereinafter "Regulation 2017/1131");			
2. Amendment of article 3 of the articles of incorporation to update the references to applicable laws and regulation to read as follows : <i>"The SICAV's sole purpose is to invest funds at its disposal in short-term liquid financial assets in accordance with the provisions of (i) the Law of 2010 and (ii) the Regulation 2017/1131, with a view to diversify investment risks and allow its shareholders to benefit from the results of the management of its assets. The SICAV may take any measures and carry out any transactions which it deems useful for the accomplishment and the development of its object to the extent permitted by the Law of 2010 and/or Regulation 2017/1131."</i>			
3. Amendment of article 5 of the articles of incorporation in order to mention inter alia that (i) each sub-fund qualifies as a variable net asset value standard or short-term money market fund as these terms are defined by Regulation 2017/1131 and as further described in the sales documents, and (ii) the proceed of any issue of shares in a given class shall be invested in short-term liquid financial assets in accordance with the investment policy fixed by the Board of Directors for the sub-fund in question, taking into account the restrictions stated in the Law of 2010 and Regulation 2017/1131 or additional restrictions adopted by the Board of Directors;			
4. Amendment of article 11 of the articles of incorporation to insert the possibility for the Board of Directors to decline to issue shares and register share transfers or carry out the compulsory repurchase of the shares of any person whose shareholding's concentration could, in the opinion of the Board, jeopardize the liquidity of the Company or any of its sub-funds that qualify as money market funds pursuant to Regulation 2017/1131;			
5. Amendment of article 12 of the articles of incorporation to insert (i) the fact that the calculation of the net asset value will take place not less than once each business banking day, (ii) the rounding methodology used by the SICAV, (iii) the valuation methodology of the assets of the sub-funds;			

6. Amendment of article 17 of the articles of incorporation in order to mention (i) that the assets of the sub-funds shall be invested in financial assets permitted by the Law of 2010 and Regulation 2017/1131, (ii) make express reference to all administrations, institutions or organisations that issue or guarantee separately or jointly money market instruments in which the sub-funds may invest up to 100% of their assets, (iii) that the SICAV will not invest more than ten percent (10%) of the net assets of any sub-fund in units or shares of money market funds within the meaning of Regulation 2017/1131, except if otherwise provided in the sales documents, (iv) that sub-funds may subscribe to, purchase and/or hold shares of other sub-funds of the SICAV subject to the conditions of the Law of 2010 and Regulation 2017/1131, and (v) that the board of directors may decide to create master-feeder sub-funds subject to the conditions of the Law of 2010 and Regulation 2017/1131;			
7. Insertion of a new article 24 in the articles of incorporation to detail the internal credit quality assessment policy of the management company and as consequence renumbering of the following articles;			
8. Amendment of article 30 of the articles of incorporation to indicate that any matters not governed by these Articles of Incorporation shall be governed by the provisions of the Luxembourg law of the 10 August 1915 on commercial companies, as amended from time to time, and the Law of 2010 and/or Regulation 2017/1131;			
9. Miscellaneous;			
10. Entry into force of the amendments made to the articles of incorporation the day after the Meeting.			

Consequently, to attend this meeting and any that might follow it if the former was unable to take valid decisions; take part in all of the deliberations, vote on all of the decisions related to the aforementioned agenda items concerning the foregoing objectives; take all measures that will be deemed necessary and in the interest of the company, approve and sign all official documents and minutes; substitute and, in general, do whatever is necessary for ratification.

In order to be validly represented at the meeting, we invite you to return this proxy form, duly filled in, dated and signed, to Candriam Luxembourg, 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen for the attention of Legal Fund Management (legal\_fund\_management@candriam.com) **before 18 April 2019**, at the latest.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2019

Signature

## CANDRIAM SRI

a SICAV governed by Luxembourg law  
Registered office: 14, Porte de France, L-4360 Esch-sur-Alzette  
Luxembourg Companies' Register (RCS) Section B-202950

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Name and address  
Shareholder

Luxembourg, 10 April 2019

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Since the quorum required by the article 450-3 of the Luxembourg law of 10 August 1915 on commercial companies as amended was not reached at the Extraordinary General Meeting of Candriam SRI (hereafter called the "SICAV") held on **10 April 2019**, the shareholders are invited to attend the second extraordinary shareholders' meeting (hereafter the "Meeting") to be held on **23 April 2019 at 11h30 (Luxembourg time)** at the premises of **Candriam Luxembourg, 19-21, route d'Arlon, Serenity – Bloc B, L-8009 Strassen** to deliberate on the following agenda:

1. Amendment of article 3 of the articles of incorporation to update the references to applicable laws and regulation to read as follows:  
*"The SICAV's sole purpose is to invest funds at its disposal in transferable securities, and/or any other liquid financial assets, as well as any other assets permitted by (i) the Law of 2010 and/or (ii) the regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (hereinafter "Regulation 2017/1131"), with a view to diversify investment risks and allow its shareholders to benefit from the results of the management of its assets.*  
*The SICAV may take any measures and carry out any transactions which it deems useful for the accomplishment and the development of its object to the extent permitted by the Law of 2010 and/or Regulation 2017/1131."*
2. Amendment of article 5 of the articles of incorporation in order to mention inter alia that sub-funds (i) may be authorized to qualify as a variable net asset value standard or short-term money market fund as these terms are defined by Regulation 2017/1131 and as further described in the sales documents, and (ii) invest in transferable securities and/or other financial assets taking into account the restrictions stated in the Law of 2010 and/or Regulation 2017/1131 or additional restrictions adopted by the Board of Directors;
3. Amendment of article 10 of the articles of incorporation to insert the possibility for the board of directors to decline to issue shares and register share transfers or carry out the compulsory repurchase of the shares of any person whose shareholding's concentration could, in the opinion of the Board, jeopardize the liquidity of the Company or any of its sub-funds that qualify as money market funds pursuant to Regulation 2017/1131;
4. Amendment of article 11 of the articles of incorporation to insert (i) the fact that for sub-funds that qualify as money market funds in accordance with Regulation 2017/1131 the calculation of the net asset value will take place not less than once each business banking day, (ii) the rounding methodology used by the SICAV for money market funds, (iii) the assets that shall be comprised for sub-funds that qualify as money market funds pursuant to Regulation 2017/1131, and (iv) the valuation methodology of the assets of sub-funds qualifying as money market funds pursuant to Regulation 2017/1131;
5. Amendment of article 16 of the articles of incorporation to detail the transferable securities and other financial assets in which the Sub-funds invest to the extent permitted by the Law of 2010 and/or Regulation 2017/1131;
6. Insertion of a new article 23 in the articles of incorporation to detail the internal credit quality assessment policy of the management company and as consequence renumbering of the following articles;
7. Amendment of article 29 (new article 30) of the articles of incorporation to indicate that any matters not governed by these Articles of Incorporation shall be governed by the provisions of the Luxembourg law of the 10 August 1915 on commercial companies, as amended from time to time, and the Law of 2010 and/or Regulation 2017/1131;

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Signed at \_\_\_\_\_, on \_\_\_\_\_ 2019

Signature