

## **EMIRATES NBD SICAV**

*Société d'Investissement à Capital Variable*  
49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand-Duchy of Luxembourg  
R.C.S. Luxembourg B 180066  
(the "Company")

### **NOTICE TO SHAREHOLDERS OF EMIRATES NBD SICAV** **DATED 15 APRIL 2019**

Dear Shareholder,

You are hereby convened to attend the extraordinary general meeting of the shareholders of the Company to be held on **29 APRIL 2019 at 11.00 a.m. CET** at the registered office of the Company (the "**Meeting**"), with the following agenda:

#### **AGENDA**

1. Increase of the number of the Company's board members from four to six;
2. Appointment of Mr. Corrin and Mr. Menon as new directors until the next Annual General Meeting of Shareholders to be held in 2019;
3. Increase of the directors fees of independent directors.

#### **VOTING**

The Meeting will be validly constituted and will validly decide on the items of its agenda regardless of the number of shares represented. Resolutions will be passed if approved by a simple majority of votes cast. If approved, the resolutions will be effective as of the date of the Meeting.

#### **VOTING ARRANGEMENTS**

Each share of whatever class is entitled to one vote in compliance with Luxembourg laws and the Articles of incorporation of the Company.

All shareholders are entitled to attend and vote and are entitled to appoint proxies to attend and vote instead of them. A proxy-holder need not be a shareholder and may be a director of the Company. If you cannot attend this meeting, please return the enclosed form of proxy duly dated and signed before 25 April 2019 by courier to the registered office of the Company, to the attention of the Domiciliary Department, by fax at: (+352) 46 40 10 413 and/or by email at: [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com).

YOURS FAITHFULLY

THE BOARD OF DIRECTORS



## PROXY

The undersigned, \_\_\_\_\_ (the "Shareholder"), duly represented by \_\_\_\_\_, acting in his capacity as \_\_\_\_\_,

shareholder and holder of \_\_\_\_\_ shares in

### EMIRATES NBD SICAV

A public limited company (*société anonyme*) qualifying as an investment company with variable share capital incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under registration number B 180.066 (the "Company")

hereby appoints the Chairman of the meeting or \_\_\_\_\_ (the "Proxy"), to represent him/her at the extraordinary general meeting of shareholders of the Company to be held in Luxembourg at the registered office of the Company on **29 April 2019 at 11.00 a.m.** in order to deliberate on the following agenda:

### A G E N D A

	For	Against	Abstain
1. Increase of the number of the Company's board members from four to six	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Mr. Corrin and Mr. Menon as new directors until the next Annual General Meeting of Shareholders to be held in 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Increase of the directors fees of independent directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

All powers are given to the Proxy 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 fulfilment of the present proxy and the resolutions of the extraordinary general meeting of shareholders of the Company.

This proxy will remain in force if this general meeting, for whatsoever reason, is to be continued or postponed.

This proxy, and the rights, obligations and liabilities of the Shareholder and the Proxy hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

