



**VAM Funds (Lux)**  
Société d'Investissement à Capital Variable  
2, rue Edward Steichen, L-2540 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B107 134

## **CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The board of directors of VAM Funds (Lux) (the "Board of Directors") would like to invite the Shareholders of VAM Funds (Lux) (the "Company") to attend the annual general meeting of shareholders which will be held at the Company's registered office at 2, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, on 15 April 2020, at 3:30 p.m. CET (the "Meeting") with the following agenda:

1. Presentation of the reports of the Board of Directors and of the Approved Statutory Auditor for the financial year ended 31 December 2019;
2. Approval of the audited annual report for the financial year ended on 31 December 2019;
3. Approval of the allocation of the result for the financial year ended on 31 December 2019;
4. Discharge of all Directors with respect to the performance of their duties for the financial year ended on 31 December 2019;
5. Acknowledgement of the resignation of Mr Eduard von Kymmel effective 20 November 2019 and re-appointment of Mr Peter de Putron, Mr Michael Hunt, Mr Ben Dufour, Mr James Cripps and Mr Robert Harry Gordon as Directors until the next annual general meeting of shareholders to be held in 2021;
6. Approval of the remuneration of the Board of Directors
7. Appointment of Ernst & Young as Approved Statutory Auditor until the next annual general meeting of shareholders to be held in 2021;
8. Conflict of interest statement.

No quorum is required for this Meeting and resolutions will be passed by simple majority of the votes cast.

The majority at the Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Meeting (referred to as "Record Date"). Each share entitles to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares in the Company will be determined by the number of shares held by the shareholders on the Record Date.

In case you are not able to attend this Meeting in person please return the attached proxy form duly completed, dated and signed **no later than twenty-four (24) hours before the Meeting** by fax (+352 – 404 770 387) or by email (CorpSec\_VPFLU@vpbank.com).

A copy of the audited annual report and further information and details in relation to the annual general meeting of shareholders can be obtained free of charge from the Administrative and Domiciliary Agent, Registrar and Transfer Agent, VP Fund Solutions (Luxembourg) SA, 2, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg.

You will find attached a list of all sub-funds and share classes concerned by this notice.

**THE BOARD OF DIRECTORS**





**VAM Funds (Lux)**  
 Société d'Investissement à Capital Variable  
 2, rue Edward Steichen, L-2540 Luxembourg  
 Grand Duchy of Luxembourg  
 R.C.S. Luxembourg B107 134

(continued)

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF  
 SHAREHOLDERS**

<b>Sub-fund – share classes</b>	<b>ISIN</b>
VAM Funds (Lux) – US Mid Cap Growth Fund – Class A GBP	LU0663727740
VAM Funds (Lux) – US Mid Cap Growth Fund – Class A USD	LU0214332925
VAM Funds (Lux) – US Mid Cap Growth Fund – Class B USD	LU0214333063
VAM Funds (Lux) – US Mid Cap Growth Fund – Class C USD	LU0214333220
VAM Funds (Lux) – US Small Cap Growth Fund – Class A USD	LU0247231789
VAM Funds (Lux) – US Small Cap Growth Fund – Class B USD	LU0247232753
VAM Funds (Lux) – US Small Cap Growth Fund – Class C USD	LU0247238529
VAM Funds (Lux) – US Micro Cap Growth Fund – Class A USD	LU0247234379
VAM Funds (Lux) – US Micro Cap Growth Fund – Class B USD	LU0247234700
VAM Funds (Lux) – US Micro Cap Growth Fund – Class C USD	LU0247239923
VAM Funds (Lux) – US Micro Cap Growth Fund – Class E USD	LU0715768841
VAM Funds (Lux) – US Large Cap Growth Fund – Class A USD	LU0247236747
VAM Funds (Lux) – US Large Cap Growth Fund – Class B USD	LU0247237638
VAM Funds (Lux) – US Large Cap Growth Fund – Class C USD	LU0247241408
VAM Funds (Lux) – Emerging Markets Growth Fund – Class A USD	LU0293692165
VAM Funds (Lux) – Emerging Markets Growth Fund – Class B USD	LU0293692918
VAM Funds (Lux) – Emerging Markets Growth Fund – Class C USD	LU0293693130
VAM Funds (Lux) – Emerging Markets Growth Fund – Class E USD	LU0443655294
VAM Funds (Lux) – International Real Estate Equity Fund – Class A USD	LU0372758598
VAM Funds (Lux) – International Real Estate Equity Fund – Class B USD	LU0372758754
VAM Funds (Lux) – International Real Estate Equity Fund – Class C USD	LU0372758838
VAM Funds (Lux) – World Growth Fund – Class A USD	LU0372757277
VAM Funds (Lux) – World Growth Fund – Class B USD	LU0372757517
VAM Funds (Lux) – World Growth Fund – Class C USD	LU0372757780
VAM Funds (Lux) – International Opportunities Fund – Class A USD	LU1235257521
VAM Funds (Lux) – International Opportunities Fund – Class C USD	LU1235257877



**VAM Funds (Lux)**  
Société d'Investissement à Capital Variable  
2, rue Edward Steichen, L-2540 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B107134

**PROXY**

I/we, the undersigned, \_\_\_\_\_ (name)

\_\_\_\_\_ (address)

holder of \_\_\_\_\_ registered shares of

**VAM Funds (LUX)**  
(the "Company")

hereby give(s) irrevocable proxy to:

\_\_\_\_\_

or to the Chairman of the annual general meeting of shareholders (the "Meeting"),

to be held at the Company's registered office at 2, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, on 15 April 2020, at 3:30 p.m. CET or at any adjournments thereof, in order to deliberate upon the following agenda (\*):

AGENDA	FOR	AGAINST	ABSTENTION
1. Presentation of the reports of the Board of Directors and of Approved Statutory Auditor for the financial year ended on 31 December 2019;	No voting required for this item		
2. Approval of the audited annual report for the financial year ended on 31 December 2019;			
3. Approval of the allocation of the result for the financial year ended on 31 December 2019;			
4. Discharge to all Directors with respect to the performance of their duties for the financial year ended on 31 December 2019;			



**Proxy – annual general meeting of shareholders – VAM Funds (Lux) (continued)**

AGENDA	FOR	AGAINST	ABSTENTION
5. Acknowledgement of the resignation of Mr Eduard von Kymmel effective 20 November 2019 and re-appointment of Mr Peter de Putron, Mr Michael Hunt, Mr Ben Dufour, Mr James Cripps and Mr Robert Harry Gordon as Directors until the next annual general meeting of shareholders to be held in 2021;			
6. Approval of the remuneration of the Board of Directors			
7. Appointment of Ernst & Young as Approved Statutory Auditor until the next annual general meeting of shareholders to be held in 2021;			
8. Conflict of interest statement.	No voting required for this item		

The proxy holder is furthermore authorised 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 to proceed, in accordance with the requirements of Luxembourg law.

The present proxy will remain in force if this Meeting, for whatever reason, is postponed.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**Note:** to be valid, the form of the proxy must be completed and received at the registered office of the Company by fax (+352 – 404 770 387) or mail (CorpSec\_VPFLU@vpbank.com) not later than twenty-four (24) hours before the Meeting.

(\*) This proxy is to be used in favour or against or to abstain from the following resolutions, if applicable, as indicated by a mark in the appropriate box below. In absence of mark in the appropriate box, the proxy holder is empowered to cast votes at his discretion.