

## **H2O INVEST**

An open-ended investment company in the form of a simplified joint stock company under French law (*société par actions simplifiée* – SAS) with an initial share capital of €9,163,641.46  
Registered office: 39 Avenue Pierre 1<sup>er</sup> de Serbie – 75008 Paris, France  
Paris Trade and Companies Register (RCS) No. 532 900 081

### **EXTRAORDINARY GENERAL MEETING** **OF 23 APRIL 2026**

#### **AGENDA**

- Amendment to Article 8 of the SICAV's articles of association entitled "Issues and redemptions of shares"
- Amendment to Article 9 of the SICAV's articles of association entitled "Calculation of the net asset value"
- Amendment of Article 18-3 of the SICAV's articles of association entitled "Admission to meetings"
- Powers for the completion of formalities.

#### **PROPOSED RESOLUTIONS**

##### **FIRST RESOLUTION**

Having noted the amendment to the SICAV's prospectus following the AMF's recommendation to add a sentence to the prospectus indicating that the maximum period for applying the gates mechanism no longer applies with effect from the amendment to the AMF's General Regulation, the General Meeting approves the amendment of Article 8 of the SICAV's articles of association entitled "Issues and redemptions of shares".

##### **SECOND RESOLUTION**

Having been informed of the AIFM II regulation requirement to include at least two liquidity management tools in the SICAV's articles of association, the General Meeting approves the addition of a swing pricing mechanism and, as a result, modifies Article 9 of the SICAV's articles of association entitled "Calculation of the net asset value".

##### **THIRD RESOLUTION**

Having been informed of the decree of 13 February 2026 on the modernisation of communication methods with shareholders of certain commercial companies and the associated change to the required "record date", which is brought forwards from two to five days before the shareholders' meeting, the General Meeting approves the amendment of Article 18-3 of the SICAV's articles of association entitled "Admission to meetings".

##### **FOURTH RESOLUTION**

The General Meeting grants all powers to the bearer of a copy or excerpt of these resolutions to carry out any and all filing formalities and publications required by law.

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## **ARTICLES OF ASSOCIATION**

Updated following the Extraordinary General Meeting on xxxx

**Original certified copy  
By the Chair of  
H2O AM Europe, represented by  
Jean-Christophe Morandau**

**TITLE I**  
**LEGAL STATUS, PURPOSE, NAME, REGISTERED OFFICE, TERM OF THE COMPANY**

**Article 1 - Legal Status**

A société d'investissement à capital variable (SICAV) [open-ended investment company] is formed by the holders of shares created at this time or in the future, created in the form of a Société Anonyme [public limited company], which takes the form of a Société par Actions Simplifiée [a simplified joint-stock company] as determined by the decision of the Extraordinary General Meeting of Shareholders of 27 November 2017. This company is governed, in particular, by the provisions of the French Commercial Code relating to commercial companies (Book II – Part II – Chapter VII), the French Monetary and Financial Code (Book II – Part I – Chapter IV), the General Regulations of the AMF, their implementing provisions and subsequent laws, and by these Articles of Association.

In accordance with Article L. 214-5 of the French Monetary and Financial Code, the SICAV comprises several sub-funds. Each sub-fund gives rise to the issue of a class or multiple classes of shares representing the assets of the SICAV that are attributed to it.

During the life of the company, the Chairman may decide to create additional sub-funds.

**Article 2 - Purpose**

The purpose of the company is the constitution and management of a portfolio of financial instruments and deposits, according to the investment rules set out in the prospectus.

**Article 3 - Name**

The name of the SICAV is: **H2O INVEST**

followed by the words “Société d’Investissement à Capital Variable”, with or without the abbreviation “SICAV”.

The acronym “S.A.S.” must follow the name of the company on all deeds and documents intended for third parties.

The name may be amended if the Chairman so decides, and the Chairman is authorised to amend the Articles of Association accordingly.

**Article 4 - Registered office**

The registered office is at: 39 Avenue Pierre 1<sup>er</sup> de Serbie, 75013 Paris, France.

It may be transferred to any other location in the same or an adjacent department [local administrative area] if the Chairman so decides, and the Chairman is authorised to amend the Articles of Association accordingly.

**Article 5 - Term**

The term of the company is 99 years from the day on which it was registered in the Trade and Companies Register, unless the company is dissolved early or extended in accordance with these Articles of Association.

## TITLE II CAPITAL, CHANGES IN CAPITAL, CHARACTERISTICS OF THE SHARES

### **Article 6 - Share capital**

The initial share capital of the SICAV amounts to 9,163,641.46 euros, divided into 1,306 fully paid-up shares.

It was created by the payment of 60,000 euros and 13,000,000 US dollars (i.e. 9,103,641.46 euros) in cash.

Share classes are issued, representing the assets allocated to each sub-fund to which the provisions of these Articles of Association apply.

The Chairman may decide to create different share classes. The characteristics and conditions of access for these classes of shares are specified in the SICAV's prospectus.

The different share classes may have different characteristics, in particular:

- have different income allocation rules (distribution or accumulation);
- be denominated in different currencies;
- incur different management fees;
- incur different subscription and redemption fees;
- have a different nominal value;
- be systematically hedged (fully or partially) as specified in the prospectus. This hedging is achieved using financial instruments that minimise the impact of hedging transactions on the other share classes in the SICAV;
- be restricted to one or more marketing networks.

Shares may be consolidated or split, as determined by the Chairman.

If the Chairman so decides, the shares may be split into tenths, hundredths, thousandths, ten-thousandths or hundred-thousandths, referred to as fractions of shares.

The provisions of the Articles of Association governing the issue and redemption of shares will apply to fractions of shares, whose value will always be proportionate to that of the share that they represent. All other provisions of the Articles of Association governing shares will apply to fractional shares, without the need to stipulate to this effect, except where otherwise provided.

### **Article 7 - Changes in capital**

The amount of the SICAV's capital may change as a result of the SICAV issuing new shares, and may be reduced if the SICAV repurchases shares from shareholders who request redemption.

### **Article 8 - Issues and redemptions of shares**

Shares may be issued at any time at the request of the shareholders, on the basis of their net asset value plus subscription fees, where applicable.

Subscriptions and redemptions shall comply with the terms and conditions defined in the prospectus.

Redemptions may be in cash and/or in kind. If the redemption in kind corresponds to a representative portion of the assets in the portfolio, then only the written agreement signed by the redeeming shareholder must be obtained by the SICAV or the management company. Where the redemption in kind does not correspond to a representative portion of the assets in the portfolio, all shareholders must provide their written agreement authorising the redeeming shareholder to redeem their shares for certain specific assets, as explicitly defined in the agreement.

Notwithstanding the foregoing, when the SICAV is an ETF, redemptions on the primary market may, with the agreement of the portfolio management company and in compliance with the interests of shareholders, be made in kind under the conditions defined in the prospectus or the Articles of Association of the SICAV. The assets are delivered by the issuer's account holder under the conditions set out in the SICAV's prospectus.

In general, the redeemed assets are valued according to the rules set out in Article 9 and the redemption in kind is made based on the first net asset value following acceptance of the securities concerned.

Subscriptions for new shares must be fully paid up or they will be cancelled; newly issued shares carry the same benefits as existing shares from the date of issue.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code, the SICAV's redemption of its shares, and the issue of new shares, may be suspended on a temporary basis by the Chairman if exceptional circumstances so require and if the interests of the shareholders so dictate.

If the net assets of a sub-fund fall below the minimum threshold set by the regulations, no shares may be redeemed in the sub-fund concerned.

Minimum subscription conditions may apply, in accordance with the procedures set out in the prospectus.

The SICAV may cease, provisionally or definitively, in whole or in part, to issue shares in situations that objectively require the closure of subscriptions, such as a maximum number of shares being issued, a maximum amount of assets being reached or the expiry of a fixed subscription period, in accordance with paragraph 3 of Article L. 214-7-4 of the French Monetary and Financial Code. The triggering of this tool will require a notification to be sent by any means to the existing shareholders concerning its activation, as well as the threshold and the objective situation that led to the decision to partially or completely close subscriptions. In the event of a partial closure, this information by any means will explicitly state the terms under which existing shareholders may continue to make subscriptions for the duration of the partial closure. Shareholders are also notified by any means of the decision of the SICAV or the management company to either terminate the total or partial closure of subscriptions (when falling below the trigger threshold), or not to terminate it (in the event of a change in the threshold or change in the objective situation leading to the implementation of this tool). A change in the objective situation invoked or the trigger threshold of the tool must always be made in the interests of the shareholders. Information by any means specifies the exact reasons for these changes.

Redemption capping mechanism ("Gates"):

The SICAV may implement the Gates mechanism to spread the redemption requests of the SICAV's shareholders over several net asset values when they exceed a certain level determined in an objective manner.

Description of the method used:

Shareholders of the SICAV are reminded that the threshold for triggering the Gates mechanism is linked to the ratio between:

- the difference recorded, at the same clearing date, between the number of shares of a sub-fund of the SICAV for which redemption is requested or the total amount of these redemptions, and the number of shares of the same sub-fund of the SICAV for which subscription is requested or the total amount of these subscriptions; and
- the net assets or the total number of shares of the same sub-fund of the SICAV.

As the sub-funds of the SICAV have several share classes, the threshold that triggers the procedure, set at 5%, will be the same for all share classes.

The threshold that triggers the Gates is based on the frequency at which the net asset value of each sub-fund of the SICAV is calculated, its management strategy and the liquidity of its assets.

When redemption requests exceed the Gates trigger threshold, the SICAV may decide to honour the redemption request beyond the established cap and thus execute some or all orders that may be blocked.

The maximum period for applying the redemption capping mechanism is set at 20 net asset values over three months. Therefore, the mechanism may not be triggered during more than 20 consecutive net asset values. This maximum period will be null and void once the AMF General Regulation, which currently requires it, is amended.

Information procedures for unitholders:

If the Gates mechanism is triggered, all the shareholders of the relevant sub-fund of the SICAV will be informed by any means via the Management Company's website at [www.h2o-am.com](http://www.h2o-am.com). The shareholders concerned of

the SICAV sub-fund whose orders have not been executed will receive a specific notification as soon as possible.

Processing of non-executed orders:

Redemption orders will be executed in the same proportions for shareholders of the SICAV sub-fund who have requested a redemption since the last clearing date. Non-executed orders will automatically be carried forwards to the next net asset value and will not take priority over new redemption orders placed for execution at the following net asset value. In any event, non-executed redemption orders that are automatically carried forwards may not be cancelled by the shareholders concerned of the SICAV sub-fund.

### **Article 9 - Calculation of the net asset value**

The net asset value per share is calculated according to the valuation rules set out in the prospectus.

Contributions in kind may only consist of the securities, stocks or contracts eligible for the UCITS; they are valued in accordance with the same valuation rules as for the calculation of the Fund's NAV.

As a reminder, the Management Company has implemented a net asset value (NAV) adjustment method with a trigger threshold.

This mechanism consists of making investors who subscribe or redeem their units bear the fees related to transactions carried out on the Sub-fund's assets owing to movements (subscriptions/redemptions) in the Sub-fund's liabilities. This mechanism, governed by a policy, is described in paragraph VI of the prospectus, called "Swing pricing mechanism of the net asset value with trigger threshold".

### **Article 10 - Types of shares**

Shares in the SICAV may be in bearer or registered form, at the choice of the subscribers.

Pursuant to Article L. 211-4 of the French Monetary and Financial Code, the securities must be registered on accounts held, as applicable, by the issuer or an authorised intermediary.

Holders' rights are represented by registration in an account in their name:

- with the intermediary of their choice for securities held in bearer form; or
- with the issuer, and, if they so wish, with the intermediary of their choice for registered securities.

In return for a fee, the SICAV may, at any time, ask for the name, nationality and address of the SICAV's shareholders, as well as the number of securities held by each of them, in accordance with Article L. 211-5 of the French Monetary and Financial Code.

### **Article 11 - Rights and obligations attached to the shares**

Each share confers entitlement to the ownership of the Company's assets and the sharing of profits, in an amount proportional to the fraction of the capital that it represents.

The rights and obligations attached to a share follow the share if it is transferred between holders.

Whenever the exercising of a right is conditional upon a certain number of shares being held, and specifically, in the case of a swap or consolidation of shares, holders of individual shares or those who are not in possession of the requisite number of shares may only exercise such rights if they personally undertake to consolidate their holdings, and to that end, to buy or sell the necessary quantity of shares.

If the Chairman so decides, the sub-funds of the SICAV may be feeder sub-funds.

### **Article 12 - Indivisibility of shares**

All joint owners of a share or their assignees must be represented vis-à-vis the Company by a single person appointed by mutual agreement between them or, failing this, by the Presiding Judge of the Commercial Court in the jurisdiction of the registered office.

Owners of fractional shares may act in concert. In this case, they must appoint a single representative, under the conditions defined in the foregoing paragraph, who will exercise, for each group, the rights attached to the ownership of a full share.

The voting right attached to the share belongs to the usufructuary at Ordinary General Meetings of Shareholders and to the bare owner at Extraordinary General Meetings of Shareholders.

The joint owners of indivisible shares are represented at General Meetings of Shareholders by one of them or by a single representative. In the event that agreement cannot be reached, the agent is appointed by the Court at the first request of one of the joint owners.

### **TITLE III ADMINISTRATION AND MANAGEMENT OF THE COMPANY**

#### **Article 13 - The Chairman**

The company is represented, managed and administered by a Chairman, who is a natural person or a legal entity, and who may or may not hold shares in the company.

If the Chairman is a legal entity, it will be represented by its legal representative, unless on appointment or at any time during its term of office, it appoints as its representative a person specifically authorised to represent it.

If a legal entity is appointed Chairman, the corporate officers of that legal entity are subject to the same conditions and obligations and incur the same civil and criminal liabilities as they would if they were Chairman in their own name, without prejudice to the joint and several liability of the legal entity which they represent.

#### **Article 13-1 - Appointment of the Chairman**

The first Chairman of the company is appointed under the Articles of Association. Thereafter, the Chairman is appointed by the Ordinary General Meeting of Shareholders.

#### **Article 13-2 - Term of office of the Chairman**

The term of office of the Chairman is established as part of the decision by which he/she/it is nominated. If this is not specified, the Chairman is nominated or appointed for an indefinite period.

If the Chairman is a natural person, an employee of the delegated management company, his/her term of office will end on termination of his/her employment contract with the delegated management company of the SICAV.

The resignation of the Chairman will take effect on expiry of a notice period of one month from receipt of his/her resignation letter by the SICAV.

#### **Article 13-3 - Powers of the Chairman**

The Chairman is responsible for managing the Company. He/She/It acts as its representative with respect to third parties. He/She/It is vested with the most extensive powers to act, under all circumstances, in the name of the company, within the limits of the corporate purpose.

The decisions of shareholders limiting the Chairman's powers cannot be enforced against third parties.

The Chairman is authorised to make all decisions, with the exception of those falling within the competence of the General Meeting of Shareholders as described in Title V of these Articles of Association.

In its relations with third parties, the Company is committed even by those acts of the Chairman that do not derive from the corporate purpose, unless the Company can prove that the third party knew that the act exceeded that purpose or that they could not have been unaware of it under the circumstances, with the mere publication of the Articles of Association alone not constituting such proof.

The Chairman may delegate any powers, provided that this delegation is for a specific purpose or transaction.

The Chairman drafts the agenda and proposed resolutions for General Meetings.

#### Article 13-4 - Decisions of the Chairman

The Chairman's decisions are signed by him/her/it and kept in a register provided for this purpose.

#### **Article 14 - Custodian**

The Custodian is appointed by the Chairman.

The Custodian undertakes the duties incumbent upon it pursuant to the laws and regulations in force, as well as those that have been contractually entrusted to it by the SICAV. Above all, it must ensure that the decisions taken by the SICAV are lawful. Where applicable, it must take any protective measures that it deems necessary. In the event of a dispute with the management company, it shall inform the French financial markets authority, the AMF (Autorité des marchés financiers).

If one of the sub-funds of the SICAV is a feeder sub-fund, the Custodian must enter into an agreement to exchange information with the custodian of the master UCITS (or, if it is also acting as the custodian for the master UCITS, it must have established appropriate specifications).

#### **Article 15 - Prospectus**

The Chairman or the management company, if the SICAV has delegated its overall management, has all powers, if applicable, to make any amendments to the prospectus, or to any documents that may replace it under the regulations, that are necessary to ensure the proper management of the SICAV, within the legislative and regulatory provisions applicable to UCITS.

### **TITLE IV STATUTORY AUDITORS**

#### **Article 16 - Appointment - Powers - Remuneration**

After obtaining the agreement of the French Financial Markets Authority (AMF), the Chairman will appoint a Statutory Auditor for a term of six financial years from those persons authorised to perform these functions for commercial companies.

The term of office may be renewed.

The Statutory Auditor shall certify the compliance and accuracy of the accounts.

The Statutory Auditor must promptly notify the AMF of any fact or decision regarding the SICAV of which they become aware in the course of their work that is liable to:

1. constitute a violation of the legal or regulatory provisions applicable to the SICAV and that may have a material effect on its financial position, earnings or assets;
2. infringe the terms or the continuity of its operation;
3. lead to expressing a qualified opinion or to a refusal to certify the financial statements.

The Statutory Auditor will audit the valuation of the assets and the determination of the exchange rates used in conversions, mergers or demergers.

The Statutory Auditor shall assess any contribution or redemption in kind under his/her/its responsibility, except in the case of redemptions in kind for an ETF on the primary market.

He/She/It checks the composition of the assets and other information prior to publication.

The Statutory Auditor's fees are determined by mutual agreement between the Statutory Auditor and the Chairman of the SICAV on the basis of a schedule of work indicating the duties deemed necessary.

In the event of liquidation, the Statutory Auditor values the assets and draws up a report on the terms of the liquidation.

The Statutory Auditor certifies the financial statements that justify the distribution of interim dividends.

The Statutory Auditor is invited to attend General Meetings by the Chairman, by registered letter with acknowledgement of receipt.

If one of the sub-funds of the SICAV is a feeder sub-fund:

- the Statutory Auditor must enter into an agreement to exchange information with the statutory auditor of the master UCITS;
- or, if he/she/it is the Statutory Auditor for both the feeder UCITS and the master UCITS, they shall draw up an appropriate schedule of work.

## **TITLE V COLLECTIVE DECISIONS**

### **Article 17 - Matters requiring collective decisions by shareholders - Form of the decisions**

Shareholders' decisions are taken in Ordinary General Meetings or Extraordinary General Meetings.

In accordance with Article L. 214-7-2-1 of the French Monetary and Financial Code:

- resolutions that solely affect the rights and obligations of the shareholders of one sub-fund are subject, at the Ordinary General Meeting, to the approval of the relevant shareholders only. For these resolutions, the majority rule provided for in [Article L. 225-98 of the French Commercial Code](#) is calculated on the basis of the number of shares in the sub-fund concerned.
- In the context of merger, demerger, transformation, dissolution or liquidation transaction that solely affect the rights and obligations of the shareholders of one or more sub-funds, decisions are made by the Extraordinary Meeting of Shareholders of each relevant sub-fund. The majority rule provided for in [Article L. 225-96 of the French Commercial Code](#) is calculated on the basis of the number of shares in the sub-fund concerned.

The Ordinary or Extraordinary Meeting of Shareholders of the sub-fund is convened and held under the same conditions as the Ordinary or Extraordinary General Meeting.

#### **Remit of Ordinary General Meetings**

The Meeting, which must be held each year, hears the annual report prepared by the Chairman and the Statutory Auditor's reports.

It decides on the approval of the financial statements and the allocation of distributable income.

It decides on regulated agreements.

It appoints and dismisses the Chairman.

It deliberates any proposals on the agenda.

#### **Remit of Extraordinary General Meetings**

The Chairman may call an Extraordinary General Meeting at any time.

The Extraordinary General Meeting has the power to amend any provision of these Articles of Association.

It decides on:

- the increase, amortisation or reduction of capital;
- mergers or demergers involving the SICAV, or partial contributions of the SICAV's assets;

- the extension, dissolution or liquidation of the SICAV.

It also decides on the transformation of the Company.

All other decisions fall within the jurisdiction of the Chairman.

Collective decisions other than those for which unanimous agreement is required by law are taken by a simple majority.

## **Article 18 - General Meetings**

### **Article 18-1 – Notice**

General Meetings are convened and deliberate in accordance with the conditions required by law and these Articles of Association.

Shareholders are invited to attend General Meetings by the publication of a notice in a publication used for official notices in the department [local administrative area] in which the registered office of the SICAV is located.

The notice indicates the date, time and place of Meeting and its agenda.

This notice also specifies the voting methods (proxy application, postal voting and deadline for the return of forms). For a General Meeting to approve the accounts of the financial year, there must be no less than 30 days between the publication of the notice in a publication used for official notices and the date of the Meeting.

This period is at least 15 days for other General Meetings.

### **Article 18-2 - Date of the Annual Ordinary General Meeting**

The Annual General Meeting that is called to approve the Company's financial statements is required to meet within four months of the end of the financial year.

### **Article 18-3 - Admittance to Meetings**

Any shareholder may attend the Meetings, in person or by proxy, subject to providing proof of identity and share ownership, either in the form of such shares being entered into registered share accounts held by the SICAV or of their being registered as bearer share accounts, and on presentation of an entry card, which will be issued by the Company, provided that the shareholder has applied for it in advance, at the places cited in the notice of Meeting. The deadline for completing these formalities expires five days before the date of the Meeting.

Each share entitles the holder to one vote, when voting on resolutions in the General Meeting.

A shareholder may also vote by post by returning the signed and dated postal voting form to the SICAV. To be admissible, this form must reach the registered office of the SICAV two days before the date of the Meeting.

### **Article 18-4 - The holding of Meetings**

Meetings are chaired by the Chairman of the SICAV.

In accordance with Article L. 214-7-2 of the French Monetary and Financial Code, the General Meeting may be held without a quorum being required.

### **Article 18-5 – Minutes**

Decisions taken in Meetings are recorded in minutes signed by the Chairman and the secretary and entered in a special register or on sequentially numbered loose sheets.

The minutes must indicate the place and the date of the consultation, the identity of shareholders present or represented and of any other person who was present for all or any part of the deliberations, the documents and information sent to shareholders in advance of the Meeting or made available to them, the text of any resolutions and, for each resolution, the result of the vote.

In order to be valid, copies or extracts of minutes of collective decisions must be certified by the Chairman or the meeting secretary.

#### **Article 19 - Merger transactions on the SICAV's sub-funds**

This article applies in the event of a merger, whether national or cross-border, involving one of the SICAV's sub-funds.

The Chairman may, by a decision provided for in Article 13-4, decide to carry out a merger transaction, whether national or cross-border, involving one of the SICAV's sub-funds, whether the SICAV is absorbing or absorbed by:

- another existing or newly created sub-fund within the SICAV or another sub-fund of an existing or newly created UCI, whether French or foreign; or
- an existing or newly created French or foreign UCI and, if applicable, re-qualify the sub-fund's shares in shares of the new UCI or new sub-fund, as the case may be.

If the relevant sub-fund of the SICAV is the absorbing sub-fund and the said sub-fund has no shareholders, the Chairman alone will decide on the merger and the effective date of the transactions.

If the relevant sub-fund of the SICAV is the absorbed sub-fund or the absorbing sub-fund with shareholders, only the Extraordinary General Meeting of Shareholders of the sub-fund may approve and decide on the effective date of the transactions by means of a simple resolution without a quorum requirement and by a simple majority of the votes cast at this meeting.

#### **Article 20 - Information for shareholders**

Any reports prepared by the Chairman are made available to the shareholders fifteen (15) days before the date of the Meeting, as are the annual financial statements in the case of General Meetings called to approve these accounts. The SICAV sends them free of charge to any shareholders who request them.

### **TITLE VI ANNUAL FINANCIAL STATEMENTS**

#### **Article 21 - Financial year**

The financial year starts on the day after the last stock exchange trading day in Paris in June and ends on the last stock exchange trading day in Paris in the same month the following year.

However, by way of exception, the first financial year includes all transactions executed between the date of formation and 31 December 2011.

#### **Article 22 – Allocation of distributable income**

The Chairman determines the net income for the year, which, pursuant to the legal provisions, is equal to the amount of the interest, arrears, premiums and bonuses, dividends, remuneration and all other income generated by the securities held in the portfolio of each sub-fund, plus the income generated by temporary cash holdings, less management fees and borrowing costs.

Distributable income consists of:

- 1) The net income for the financial year plus retained earnings, plus or minus the balance of any accrued income or deferred expenses for the last financial year.

2) Realised capital gains, net of costs, minus realised capital losses, net of costs, recorded during the year, plus any net capital gains of the same type recorded in previous financial years that have not been distributed or accumulated, plus or minus the balance of the current-year net capital gains adjustments.

The amounts outlined in 1 and 2 above may be distributed in whole or in part, independently of one another.

Distributable income is accumulated in full.

The specific arrangements for allocating distributable income are set out in the prospectus.

## **TITLE VII EXTENSION - DISSOLUTION - LIQUIDATION**

### **Article 23 - Extension or early dissolution**

The Chairman may, at any time and for any reason, propose to an Extraordinary General Meeting that the SICAV be extended, dissolved early or liquidated.

The issue of new shares and the redemption of shares by the SICAV at the shareholders' request will cease on the day of publication of the notice of the General Meeting at which the early dissolution and liquidation of the Company are proposed, or on expiry of the Company's term.

It is noted that in the event that the Company repurchases all shares at the shareholders' request, as authorised by Article L. 214-7-4 of the French Monetary and Financial Code, the Chairman has the authority to decide on the dissolution and liquidation of the Company, due to the fact that it will not be possible to convene a meeting of shareholders.

### **Article 24 - Liquidation**

On expiry of the term set out in the Articles of Association or in the event of a decision to dissolve early, the Chairman will determine the liquidation procedures and appoint one or more liquidators. In accordance with Article L. 214-12 of the French Monetary and Financial Code, the SICAV's management company will act as the liquidator. In any case, as soon as the management company can justify encountering serious difficulties in performing its role as liquidator, that role shall be taken over by a third party appointed by the President of the Judicial Court of Paris, at the request of the Chairman of the AMF. The liquidator will represent the SICAV. It is authorised to pay creditors and distribute the available balance. The appointment of a liquidator ends the powers of the directors but not those of the Statutory Auditor.

The liquidator can, pursuant to a decision of an Extraordinary General Meeting, transfer some or all of the assets, rights and obligations of the dissolved company to another company, or sell them to another company or to any other person.

The net proceeds of the liquidation, after deduction of the liabilities, will be distributed among the shareholders in the form of cash or securities.

When the liquidation is complete, a duly constituted General Meeting will approve the final accounts, give discharge to the liquidator for its management and relieve it of its duties, and record the close of liquidation proceedings.

If the Meeting to close liquidation is unable to take decisions, a ruling will be made by a court at the request of the liquidator or any interested party.

## **TITLE VIII DISPUTES**

### **Article 25 - Jurisdiction - Election of domicile**

Any disputes that may arise during the SICAV's existence or during its liquidation, either between the shareholders and the SICAV, or between the shareholders themselves, concerning company matters, will be decided in accordance with the law and submitted to the competent courts of the location of the SICAV's registered office.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting, please refer to the instructions on the reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

**JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

**H2O INVEST**

An open-ended investment company in the form of a simplified joint stock company under French law (société par actions simplifiée – SAS)  
 with initial share capital of €9,163,641.46  
 Registered office:  
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 Paris Trade and Companies Register (RCS) No. 532 900 081

**Extraordinary General Meeting**  
 On 23 April 2026 at 10:00 a.m.

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant – Account  
 Nominatif Registered  
 Porteur Bearer  
 Vote simple Single vote  
 Vote double Double vote  
 Nombre d'actions Number of shares  
 Nombre de voix - Number of voting rights

<input type="checkbox"/> <b>JE VOTE PAR CORRESPONDANCE / I VOTE BY POST</b> Cf. au verso (2) - See reverse (2)	<input type="checkbox"/> <b>JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE</b> Cf. au verso (3)  <b>I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING</b> See reverse (3)	<input type="checkbox"/> <b>JE DONNE POUVOIR À :</b> Cf. au verso (4) pour me représenter à l'Assemblée <b>I HEREBY APPOINT:</b> See reverse (4) to represent me at the above mentioned Meeting M. M.me ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  Adresse / Address
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	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20		C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30		E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :  
*In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:*

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting .....

- Je m'abstiens. / I abstain from voting .....

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom .....   
*I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....*

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
 To be considered, this completed form must be returned no later than:

sur convocation/ on notification  
 08/04/2026

à la banque / to the bank  
 à la société / to the company

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »  
 'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

## CONDITIONS D'UTILISATION DU FORMULAIRE

<p><b>(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SOIT L'OPTION CHOISIE :</b></p> <p>Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules), prénom usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire).</p> <p>Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.</p> <p>Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.</p> <p>Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour (article R. 225-77 alinéa 3 du Code de Commerce).</p> <p>Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R. 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Je donne pouvoir » (article R. 225-81 paragraphe 8 du Code de Commerce). Un guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFTI : <a href="http://www.afi.asso.fr">www.afi.asso.fr</a></p> <p><b>La version française de ce document fait foi.</b></p>	<p><b>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE</b> <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directoire, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant".</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôlé, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p>
<p><b>(2) VOTE PAR CORRESPONDANCE</b> <u>Article L. 225-107 du Code de Commerce (extrait) :</u></p> <p>"Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires des statuts sont réputées non écrites.</p> <p>Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixées par décret en Conseil d'Etat. <b>Les formulaires ne donnent aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés</b>".</p> <p>La majorité requise pour l'adoption des décisions est déterminée en fonction des voix exprimées par les actionnaires présents ou représentés. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote, s'est abstenu ou a voté blanc ou nul. (Articles L. 225-96 et L. 225-98 du Code de Commerce et, s'agissant des sociétés ayant adopté le statut de la société européenne, et articles 57 et 58 du Règlement du Conseil (CE) N°2157/2001 relatif au statut de la société européenne).</p> <p>Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.</p> <p>1 - Il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :</p> <ul style="list-style-type: none"> <li>- soit de voter "Oui" (vote exprimé par défaut pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix);</li> <li>- soit de voter "Non";</li> <li>- soit de voter "Abstention" en noircissant individuellement les cases correspondantes.</li> </ul> <p>2 - Pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre vote contre (vote exprimé par défaut en l'absence d'un autre choix), pouvoir au président de l'assemblée générale, abstention ou pouvoir à personne dénommée en noircissant la case correspondant à votre choix.</p>	<p><b>(4) POUVOIR À UNE PERSONNE DÉNOMMÉE (PERSONNE PHYSIQUE OU MORALE)</b> <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"I - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité.</p> <p>II - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent alinéa sont précisées par décret en Conseil d'Etat.</p> <p>III - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directoire, selon le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article.</p> <p>Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des fonds communs de placement d'entreprise détenant des actions de la société.</p> <p>Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71.</p> <p>Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."</p> <p><u>Article L. 22-10-39 du Code de Commerce :</u></p> <p>"Outre les personnes mentionnées au I de l'article L. 225-106, un actionnaire peut se faire représenter par toute autre personne physique ou morale de son choix lorsque les actions de la société sont admises aux négociations sur un marché réglementé ou sur un système multilatéral de négociation soumis aux dispositions du II de l'article L. 433-3 du code monétaire et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste arrêtée par l'autorité dans des conditions fixées par son règlement général, à condition dans cette seconde hypothèse, que les statuts le prévoient.</p> <p>Les clauses contraires aux dispositions du précédent alinéa sont réputées non écrites."</p> <p><u>Article L. 22-10-40 du Code de Commerce :</u></p> <p>"Lorsque, dans les cas prévus au premier alinéa du I de l'article L. 22-10-39, l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est informé par son mandataire et de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien.</p>	<p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'en cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p>
<p><u>Article L. 22-10-41 du Code de commerce :</u></p> <p>"Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de recevoir procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, rend publique sa politique de vote.</p> <p>Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p><u>Article L. 22-10-42 du Code de commerce :</u></p> <p>"Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>		
<p style="text-align: center;">Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.</p>		

## FORM TERMS AND CONDITIONS

<p><b>(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 of the French Commercial Code WHICHEVER OPTION IS USED:</b></p> <p>The signatory should write his/her exact name and address in capital letters in the space provided (changes regarding this information have to be notified to relevant institution, no change can be made using this proxy form).</p> <p>If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf.</p> <p>If the signatory is not the shareholder (e.g. a legal guardian), the signatory should specify his/her full name and the capacity in which he/she is signing the proxy.</p> <p>The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 paragraph 3 of the French Commercial Code).</p> <p>The text of the resolutions is in the notification of the meeting which is sent with this proxy (article R. 225-81 of the French Commercial Code). Please do not use both "I vote by post" and "I hereby appoint" (article R. 225-81 of the French Commercial Code).</p> <p>A guide relating to general meeting processing, including an interpretation grid of this proxy form, is available on the AFTI website at: <a href="http://www.afi.asso.fr">www.afi.asso.fr</a></p> <p><b>The French version of this document governs; the English translation is for convenience only.</b></p>	<p><b>(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING</b> <u>Article L. 225-106 of the French Commercial Code (extract):</u></p> <p>"In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favour of adopting a draft resolution submitted or approved by the Board of Directors or the Management Board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."</p>	<p>This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:</p> <p>1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;</p> <p>2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of the article L. 233-3;</p> <p>3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;</p> <p>4° Is controlled or carries out one of the functions mentioned in 2° or 3° pursuant to a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.</p>
<p><b>(2) POSTAL VOTING FORM</b> <u>Article L. 225-107 of the French Commercial Code (extract):</u></p> <p>"Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the articles of association shall be deemed non-existent. When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by a decree approved by the Conseil d'Etat. <b>The forms giving no voting direction or indicating abstention shall not be considered as votes cast.</b>"</p> <p>The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or represented. The votes cast shall 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 spoilt ballot paper (articles L. 225-96 and L. 225-98 of the French Commercial Code and, for the companies which have adopted the statute of European company, articles 57 and 58 of the Council Regulation (EC) n°2157/2001 on the statute for a European company).</p> <p>If you wish to use the postal voting form, you have to shade the box on the front of the document: "I vote by post".</p> <p>1 - In such event, please comply for each resolution by shading boxes of your choice:</p> <ul style="list-style-type: none"> <li>- either vote "Yes" (in the absence of a choice, vote expressed by default for the approved or draft resolutions),</li> <li>- or vote "No",</li> <li>- or vote "Abstention" by shading boxes of your choice.</li> </ul> <p>2 - In case of amendments or new resolutions during the general meeting, you are requested to choose between voting "No" (vote expressed by default in the absence of a choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person by shading the appropriate box.</p>	<p><b>(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY)</b> <u>Article L. 225-106 of the French Commercial Code (extract):</u></p> <p>"I - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with.</p> <p>II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article.</p> <p>Such a consultation shall be obligatory where, following the amendment of the articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the articles of association pursuant to article L. 225-23 or article L. 225-71.</p> <p>Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."</p> <p><u>Article L. 22-10-39 of the French Commercial Code:</u></p> <p>"In addition to the persons mentioned in I of article L. 225-106, a shareholder may be represented by any other natural or legal person of his choice where the shares of the company are admitted to trading on a regulated market or on a multilateral trading facility subject to the provisions in II of Article L. 433-3 of the French Monetary and Financial Code under the conditions provided for in the General Regulation of the Autorité des marchés financiers, appearing on a list drawn up by the latter under conditions laid down in its General Regulation, provided that this second case is provided for in the articles of association.</p> <p>Clauses contrary to the provisions of the preceding paragraph shall be deemed non-existent."</p> <p><u>Article L. 22-10-40 of the French Commercial Code:</u></p> <p>"When, in the events envisaged by the first paragraph of the article L. 22-10-39, the shareholder is represented by a person other than his or her spouse or his or her partner who he or she has entered into a civil union with, he or she is informed by the proxy of any event enabling him or her to measure the risk of the latter pursuing an interest other than his or hers.</p>	<p>This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above.</p> <p>When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his principal. If the latter fails to explicitly confirm the proxy, it is null and void.</p> <p>The termination of the proxy is notified without delay by the proxy to the company.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p>
<p><u>Article L. 22-10-41 of the French Commercial Code:</u></p> <p>"Any person who proceeds with an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned in the first paragraph of the article L. 22-10-39, shall release its voting policy.</p> <p>It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises then, for any proxy received without voting instructions, a vote in conformity with the released voting intentions.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p> <p><u>Article L. 22-10-42 of the French Commercial Code:</u></p> <p>"The commercial court under which the company's head office falls can, at the request of the principal and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity in any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide to publish this decision at the expenses of the proxy.</p> <p>The court can impose the same sanctions towards the proxy on the request of the company in the event of non-compliance with the provisions of the article L. 22-10-41."</p>		