

**InsingerGilissen Manager Selection SICAV**  
*Société d'investissement à capital variable*  
R.C.S. Luxembourg: B 75761  
Registered office: 11, rue Aldringen, L-1118 Luxembourg  
Grand Duchy of Luxembourg  
(the **Company**)

**By registered letter**

**[Addressee]**

Luxembourg, 30 August 2019

**CONVENING NOTICE**

Dear Sir, dear Madam,

Reference is made to the extraordinary general meeting of the shareholders of the Company held in front of Henri Beck, notary residing in Echternach, Grand Duchy of Luxembourg, at Loyens & Loeff Luxembourg S.à r.l. premises located at 18-20, rue Edward Steichen, L-2540 Luxembourg, on 29 August 2019 at 10:30 a.m. (the **First Meeting**).

For your information, the quorum required by article 450-3 (2) of the Luxembourg law on commercial companies dated 10 August 1915, as amended (the **Law**), to hold the First Meeting and thus to be able to deliberate and vote on the items laid down in the agenda of the First Meeting, was not reached, so that no valid decision on any of the agenda items of the First Meeting have been made.

Based on and in light of the above, you are kindly invited in your capacity as shareholder of the Company to attend a second extraordinary general meeting of the shareholders of the Company (the **Second Meeting**), to be held in front of Danielle Kolbach, notary residing in Junglinster, Grand Duchy of Luxembourg on 9 September 2019 at 4:30 pm, to deliberate and decide on the following agenda:

- (1) Acknowledgement of the draft terms of cross-border merger providing for the absorption of the Company by Beheerstrategie N.V., accompanied by the three most recently adopted annual accounts and management reports of the Company;
- (2) Acknowledgement that all the documents required by articles 1021-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the **Company Law**) have been deposited at the Company's registered office or its website for due inspection by the shareholders at least one month before the date of the general meeting of shareholders of the Company resolving on the draft terms of cross-border merger unless otherwise waived;
- (3) Approval of the draft terms of cross-border merger and decision to carry out the merger by way of the absorption of the Company by Beheerstrategie N.V.; acknowledgment of the date from which the operations of the Company will be treated as having been carried out on behalf of Beheerstrategie N.V. from an accounting point of view; acknowledgment of

the effective date of the merger between parties and of the date of enforceability of the merger towards third parties;

(4) Any other business.

Please be informed that the Second Meeting may validly deliberate regardless the proportion of the Company's share capital present or represented at the Second Meeting.

Resolutions, in order to be valid, must be adopted by a majority of two-thirds of the votes cast, not only across all shares, but also within each Sub-Fund.

In case you cannot attend such Second Meeting, but wish to vote, you may fill in, execute and return the power of attorney attached to this convening notice to the address of the Company.

Yours sincerely,

**The Board of InsingerGilissen Manager Selection SICAV**

## POWER OF ATTORNEY

The undersigned \_\_\_\_\_ [name of shareholder], a  
 \_\_\_\_\_ [legal form] company incorporated under the laws of  
 \_\_\_\_\_ [country], having its registered office at  
 \_\_\_\_\_  
 \_\_\_\_\_ [registered office], registered with  
 \_\_\_\_\_ [register of commerce and companies], under number  
 \_\_\_\_\_ [registration number] (the **Undersigned**),

hereby grants a special power of attorney, with full power of substitution, to any lawyer or employee of Loyens & Loeff Luxembourg S.à r.l., or any employee of the Luxembourg notary enacting the deed, each acting under his/her sole signature (the **Attorney**),

to represent the Undersigned at the extraordinary general meeting (the **Meeting**) of the shareholders of **InsingerGilissen Manager Selection SICAV**, a *société anonyme* qualifying as an investment company with a variable capital (*Société d'investissement à capital variable*) having its registered office at 11, rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 75761 (the **Company**), which will take place in front of Danielle Kolbach, notary residing in Junglinster, Grand Duchy of Luxembourg, on 9 September 2019, to resolve on the following resolutions proposed for adoption at the Meeting, where the Attorney is instructed to vote, as indicated in the ticked box, for each item in the agenda below (**PLEASE TICK ONE BOX IN RESPECT OF EACH RESOLUTION ONLY**):

**AGENDA ITEM 1:** Acknowledgement of the draft terms of cross-border merger providing for the absorption of the Company by Beheerstrategie N.V., accompanied by the three most recently adopted annual accounts and management reports of the Company;

Proposed resolutions	For	Against	Abstention
<p>The Meeting notes that it has been acquainted with the draft terms of cross-border merger dated 19 July 2019, published in the RESA under publication reference RESA_2019_168.1465 on 22 July 2019 (the <b>Joint Merger Proposal</b>), in accordance with article 1021-2 of the law of 10 August 1915 on commercial companies, as amended (the <b>Law</b>) and providing for the absorption of the Company by <b>Beheerstrategie N.V.</b>, a public company (<i>naamloze vennootschap</i>) which qualifies as a company with a variable capital under Dutch law (<i>beleggingsmaatschappij met veranderlijk kapitaal</i>), having its official seat (<i>statutaire zetel</i>) in Amsterdam, the Netherlands, and its registered office address at Herengracht 537, 1017 BV Amsterdam, the Netherlands, registered with the Dutch trade register under number 73872180 (the <b>Acquiring Company</b> and together with the Company, the <b>Merging Companies</b> or individually, a <b>Merging Company</b>).</p> <p>The Meeting acknowledges the report on the Joint Merger Proposal drawn up by PriceWaterhouseCoopers, statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company, in accordance with article 1021-6 of the Law (the</p>			

<p><b>Expert Report</b>) the findings of which are as follows:</p> <p>“[●]”</p> <p>After having been signed <i>ne varietur</i> by the Meeting's officers, the authorized representatives of the shareholders and the undersigned notary, the Expert Report shall remain attached to the present minutes for the registration formalities.</p>			
<p><b>AGENDA ITEM 2:</b> Acknowledgement that all the documents required by articles 1021-7 of the Company Law have been deposited at the Company's registered office or its website for due inspection by the shareholders at least one month before the date of the general meeting of shareholders of the Company resolving on the draft terms of cross-border merger unless otherwise waived.</p>			
<p style="text-align: center;"><b>Proposed resolutions</b></p>	<p style="text-align: center;"><b>For</b></p>	<p style="text-align: center;"><b>Against</b></p>	<p style="text-align: center;"><b>Abstention</b></p>
<p>The Meeting acknowledges that all the documents required by article 1021-7 of the Law have been deposited at the Company's registered office or its website, if any, for due inspection by the Company's shareholders at least one month before the date hereof.</p> <p>A certificate attesting the deposit of said documents, duly signed by an authorised representative of the Company, as well as a waiver document with regard to the detailed written board report explaining and justifying the merger from a legal and economic point of view, and in particular, the share exchange ratio and the major change information requirement foreseen in article 1021-5(2) of the Law will remain attached to the present deed.</p>			
<p><b>AGENDA ITEM 3:</b> Approval of the draft terms of cross-border merger and decision to carry out the merger by way of the absorption of the Company by Beheerstrategie N.V.; acknowledgment of the date from which the operations of the Company will be treated as having being carried out on behalf of Beheerstrategie N.V. from an accounting point of view; acknowledgment of the effective date of the merger between parties and of the date of enforceability of the merger towards third parties.</p>			
<p style="text-align: center;"><b>Proposed resolutions</b></p>	<p style="text-align: center;"><b>For</b></p>	<p style="text-align: center;"><b>Against</b></p>	<p style="text-align: center;"><b>Abstention</b></p>
<p>The Meeting resolves to approve the Joint Merger Proposal and to carry out the merger by way of the Company's absorption by the Acquiring Company, in accordance with the conditions detailed in the Joint Merger Proposal.</p> <p>The Meeting acknowledges the dissolution without liquidation of the Company effective on the day following the day on which the notarial deed of merger of the Acquiring Company shall be executed (<b>Effective Date</b>) by way of transfer of all the assets and liabilities of the Company under universal title of succession to the Acquiring Company in accordance with the Merger Proposal.</p> <p>The Meeting finally acknowledges (i) that, for accounting purposes, the</p>			

<p>Company's operations will be treated as having being carried out on behalf of the Acquiring Company as from the Effective Date, and (ii) that the merger takes effect between the Merging Companies and is enforceable towards third parties as of the Effective Date.</p> <p>As a result of the merger, each holder of shares will, by operation of law, be allotted a number of shares in the Acquiring Company in accordance with the Exchange Ratio as defined in the Joint Merger Proposal and the Company will cease to exist.</p>			
<b>AGENDA ITEM 4:</b> any other business			
<b>Proposed resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
<b>N/A</b>			

The Undersigned authorises the Attorney to approve, reject or modify any item on the agenda as well as add any items thereto.

The Undersigned authorises the Attorney to sign all documents and do all acts necessary or useful in connection with the performance of this power of attorney, even though not indicated, undertaking to ratify and confirm such acts and signatures if required.

The Undersigned undertakes to fully indemnify the Attorney against all claims, losses, costs, expenses, damages or liability, which the Attorney may sustain or incur as a result of any action taken by the latter in good faith pursuant to this power of attorney, including any costs incurred in enforcing this power of attorney.

This power of attorney shall be revocable at any time at the option of the Undersigned and shall expire after the 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.

Given in \_\_\_\_\_ on \_\_\_\_\_ 2019.

[name of the shareholder]

\_\_\_\_\_  
By:  
Title:

\_\_\_\_\_  
By:  
Title:

Enclosed:

Copy of the signatory's (ies') passport(s); and  
Evidence of the power of the signatory (ies) to represent [name of the shareholder] (if applicable).