

UBS (Lux) Fund Solutions

société anonyme – société d'investissement à capital variable

Registered office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 83626

(the "**Company**")

**CONVENING NOTICE TO THE ORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY TO BE HELD AT THE REGISTERED
OFFICE OF THE COMPANY, ON 15 OCTOBER 2021 AT 11.30AM CET**

By Registered Mail

Dear Shareholder,

We hereby kindly convene you, in your capacity as shareholder of the Company, to attend the ordinary general meeting of the Company's shareholders (the "**Meeting**"), which will be held on 15 October 2021 at the registered office of the Company, at 11.30am.

The Meeting will have the following agenda:

AGENDA

1. To appoint Mrs. Francesca Guagnini, head of EMEA Institutional Client Coverage of UBS Asset Management, born on 5 March 1974, in Udine, Italy and professionally residing at UBS Asset Management, 5 Broadgate, London EC2M 2QS, United Kingdom as director of the Company for four (4) years with effect from 15 October 2021, upon proposal of the Nomination Committee, in accordance with article 12 of the articles of association of the Company and further to the approval of such nomination by the CSSF on 23 August 2021.
2. To note the new composition of the board of directors of the Company: Mr. Jorgen Jessen, Mr. Ian Ashment, Mrs. Anja-Isabel Bohnen, Mr. Andreas Haberzeth, Mr. Frank Muesel, Mr. Clemens Reuter and Mrs. Francesca Guagnini.
3. To authorize and empower any director of the Company and/or any lawyer or employee of Clifford Chance Luxembourg SCS, 10, Boulevard G.D. Charlotte, B.P. 1147, L-1011 Luxembourg, Grand Duchy of Luxembourg and/or any employee of State Street Bank

International GmbH, Luxembourg Branch, 49, avenue JF Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, each acting individually, with full power of substitution, to execute and deliver, under his/her/its sole signature, on behalf of the Company, any documents necessary or useful in connection with the filing and registration required by the laws of the Grand Duchy of Luxembourg.

* * *

NOTE TO THE SHAREHOLDERS:

The purpose of the Meeting will be to appoint Francesca Guagnini as new director of the Company with effect from 15 October 2021, upon proposal of the Nomination Committee, in accordance with article 12 of the articles of association of the Company and further to the approval of such nomination by the CSSF on 23 August 2021.

Please find hereafter the rules governing the holding of the Meeting:

CONVENING NOTICES

Pursuant to article 22 of the Company's articles of association (the "**Articles**"), the Meeting shall be convened by means of convening notices sent to each registered shareholder in compliance with the Luxembourg law dated 10 August 1915 on commercial companies as amended from time to time (the "**1915 Law**").

In accordance with article 22 of the Articles and article 450-9 of the 1915 Law, in case all shares of the Company are registered shares, the Meeting may be convened by way of registered letters only, which need to be sent to the Company's shareholders eight days in advance of the Meeting.

QUORUM AND MAJORITY

Please note that each resolution set out in the abovementioned agenda will only be validly adopted in case they are passed by a majority of the votes cast, irrespective of the number of shares represented.

POWER OF ATTORNEY / VOTING FORMS

In the context of the present sanitary situation due to the Covid-19 pandemic and in accordance with the law of 23 September 2020, as amended and extended by the law of 30 June 2021, extending the measures concerning the holding of meetings in companies and other legal entities (the "**Law of 23 September 2020**"), the board of directors of the Company decided, as a temporary measure to ensure both the safety of the members of the board of directors, the Company's shareholders and the business continuity of the Company during the pandemic, to hold the present Meeting without physical presence at the Company's registered office. The shareholders who would like to participate to the Ordinary General Meeting, would like to be

represented, or would like to express their vote at the Meeting through voting form, in accordance with article 22 of the Articles, please use the **Attendance and Proxy form** attached to the present convening notice in Annex 1. Due to the present sanitary situation, no in-person attendance to the Ordinary General meeting will be possible.

In that case we would be grateful if you could return the enclosed **Attendance and Proxy form** duly signed, first by sending a pdf copy thereof by e-mail to the attention of Luxembourg-Domiciliarygroup@statestreet.com. We would be grateful if you could send then the original proxy by mail or fast courier to

State Street Bank International GmbH, Luxembourg Branch,

Attn: Domiciliary Department

49, avenue JF Kennedy

L-1855 Luxembourg

If you would like to express your vote at the Meeting through voting form, please ensure that your duly executed Attendance and Proxy form arrives by email at the latest on 13 October at 23:59 (Luxembourg time).

If you wish to be represented at the Meeting, please ensure that your duly executed Attendance and Proxy form arrives by email at the latest on 13 October at 23:59 (Luxembourg time).

We thank you for your attention and look forward to your presence at the Meeting.

Best regards

Luxembourg, on 10 September 2021,

On behalf of the board of directors of the Company

Represented by:

Title: Director

Represented by:

Title: Director

ANNEX 1

ATTENDANCE AND PROXY FORM

(to be fully and compulsory completed)

<p>For the ordinary general meeting of the shareholders (the "Meeting") of :</p> <p style="text-align: center;">UBS (Lux) Fund Solutions</p> <p style="text-align: center;"><i>société anonyme - société d'investissement à capital variable</i></p> <p>Registered office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg</p> <p style="text-align: center;">Grand Duchy of Luxembourg</p> <p style="text-align: center;">R.C.S. Luxembourg: B 83626</p> <p style="text-align: center;">(the "Company")</p> <p>to be held on 15 October 2021 at 11.30 am at the registered office of the Company, with the following agenda:</p> <p style="text-align: center;"><u>AGENDA</u></p> <p>1. To appoint Mrs. Francesca Guagnini, head of EMEA Institutional Client Coverage of UBS Asset Management, born on 5 March 1974, in Udine, Italy and professionally residing at UBS Asset Management, 5 Broadgate, London EC2M 2QS, United Kingdom as director of the Company for four (4) years with effect from 15 October 2021, upon proposal of the Nomination Committee, in accordance with article 12 of the articles of association of the Company and further to the approval of such nomination by the CSSF on 23 August 2021.</p> <p>2. To note the new composition of the board of directors of the Company: Mr. Jorgen Jessen, Mr. Ian Ashment, Mrs. Anja-Isabel Bohnen, Mr. Andreas Haberketh, Mr. Frank Muesel, Mr. Clemens Reuter and Mrs. Francesca Guagnini.</p>	<p><u>Number of Company shares held on the date of the Meeting:</u></p> <p>.....</p> <p><u>Number of votes that Principal (as defined below) wishes to cast for voting at the Meeting:</u></p> <p>.....</p>
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<p>3. To authorize and empower any director of the Company and/or any lawyer or employee of Clifford Chance Luxembourg SCS, 10, Boulevard G.D. Charlotte, B.P. 1147, L-1011 Luxembourg, Grand Duchy of Luxembourg and/or any employee of State Street Bank International GmbH, Luxembourg Branch, 49, avenue JF Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, each acting individually, with full power of substitution, to execute and deliver, under his/her/its sole signature, on behalf of the Company, any documents necessary or useful in connection with the filing and registration required by the laws of the Grand Duchy of Luxembourg.</p>	
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Shareholder identification:

The undersigned (the "**Principal**"),

Name:

Contact details:

- Address:

- E-mail address:.....Telephone number:

Choose one of the 3 options and tick the corresponding box, then date and sign below:

1. **I, as Principal, will not attend the Meeting, and**

I empower a scrutineer of the Meeting or any representative* as such is appointed below (the “Representative”) to vote in my name and on my behalf as the Representative may deem fit on all the resolutions submitted for all items of the agenda.

.....

.....

*Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint and ensure that such proxy holder bring a proof of his identity (in the form of a non-expired identity card or passport) at the

Meeting. If the information provided hereto are not complete, your power will be deemed given to a scrutineer of the Meeting.

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I ABSTAIN

2. I, as Principal, will not attend the Meeting and

I empower a scrutineer of the Meeting or any representative* as such is appointed below (the “Representative”) to vote in my name with the following voting instructions:**

.....
.....

* Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint and ensure that such proxy holder bring a proof of his identity (in the form of a non-expired identity card or passport) at the Meeting. If the information provided hereto are not complete, your power will be deemed given to a scrutineer of the Meeting.

** Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the Meeting. The omission to tick any box with respect to any resolution shall allow the Representative to vote at his full discretion on the proposed resolution.

1. To appoint Mrs. Francesca Guagnini, head of EMEA Institutional Client Coverage of UBS Asset Management, born on 5 March 1974, in Udine, Italy and professionally residing at UBS Asset Management, 5 Broadgate, London EC2M 2QS, United Kingdom as director of the Company for four (4) years with effect from 15 October 2021, upon proposal of the Nomination Committee, in accordance with article 12 of the articles of association of the Company and further to the approval of such nomination by the CSSF on 23 August 2021.

FOR AGAINST ABSTENTION

2. To note the new composition of the board of directors of the Company: Mr. Jorgen Jessen, Mr. Ian Ashment, Mrs. Anja-Isabel Bohnen, Mr. Andreas Haberzeth, Mr. Frank Muesel, Mr. Clemens Reuter and Mrs. Francesca Guagnini.

FOR AGAINST ABSTENTION

3. To authorize and empower any director of the Company and/or any lawyer or employee of Clifford Chance Luxembourg SCS, 10, Boulevard G.D. Charlotte, B.P. 1147, L-1011 Luxembourg, Grand Duchy of Luxembourg and/or any employee of State Street Bank International GmbH, Luxembourg Branch, 49, avenue JF Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, each acting individually, with full power of substitution, to execute and deliver, under his/her/its sole signature, on behalf of the Company, any documents necessary or useful in connection with the filing and registration required by the laws of the Grand Duchy of Luxembourg.

FOR AGAINST ABSTENTION

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I ABSTAIN

3. **I, as Principal, will not attend the Meeting but express my vote as follows***:

* Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the Meeting. The omission to tick any box with respect to any resolution shall render the present voting form void:

1. To appoint Mrs. Francesca Guagnini, head of EMEA Institutional Client Coverage of UBS Asset Management, born on 5 March 1974, in Udine, Italy and professionally residing at UBS Asset Management, 5 Broadgate, London EC2M 2QS, United Kingdom as director of the Company for four (4) years with effect from 15 October 2021, upon proposal of the Nomination Committee, in accordance with article 12 of the articles of association of the Company and further to the approval of such nomination by the CSSF on 23 August 2021.

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FOR AGAINST ABSTENTION

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FOR AGAINST ABSTENTION

POWERS OF THE REPRESENTATIVE:

The Representative may represent the Principal at the Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Representative may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

The Representative is hereby authorised by the Principal:

- to declare on behalf of the Principal that he/she/it has been informed of the agenda of the Meeting and that he/she/it considers himself/herself/itself sufficiently informed of the agenda; and
- to waive on behalf of the Principal any convening formalities or requirements in relation to the holding of the Meeting.

The Principal shall indemnify, and keep indemnified, the Representative against all losses, liabilities and costs which the Representative may incur as a result of his or her appointment under this attendance and proxy form.

This attendance and proxy form is irrevocable for a period of three (3) months from the date on which it is executed.

This attendance and proxy form, and the rights, obligations and liabilities of the Principal and the Representative hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg. Any claims, disputes or disagreements arising under, in connection with or by reason of this attendance and proxy form shall be brought by the Principal and the Representative in the courts of Luxembourg-City, and each of the Principal and the Representative hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

Signed in _____, on _____

By:
