

**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**")

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**CONVENING NOTICE TO THE ORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS OF THE COMPANY TO BE HELD AT THE REGISTERED  
OFFICE OF THE COMPANY, ON 30 NOVEMBER 2022 AT 11:30 A.M. CET**

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**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 30 November 2022 at the registered office of the Company, at 11:30 a.m. CET.

The Meeting will have the following agenda:

**AGENDA**

1. To acknowledge the resignation of Ms. Francesca Guagnini as director of the Company with effect from 30 November 2022;
2. To acknowledge the resignation of Mr. Jörgen Jessen as independent director of the Company with effect from 18 August 2022;
3. To acknowledge the resignation of Ms. Anja-Isabel Bohnen as independent director of the Company with effect from 30 November 2022;
4. To provisionally grant full release and discharge to Ms. Francesca Guagnini. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023;

5. To provisionally grant full release and discharge to Mr. Jörgen Jessen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023;
6. To provisionally grant full release and discharge to Ms. Anja-Isabel Bohnen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023;
7. To appoint Ms. Marie Antoinette "Nina" Petrini, executive director and head of ETF & Index Fund Sales for Iberia and LatAm of UBS Asset Management, Madrid, Spain, born on 12 April 1976, in Sydney, Australia and professionally residing at UBS Asset Management, Calle Maria de Molina 4, Madrid 28006, Spain as director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 15 September 2022;
8. To appoint Ms. Anke Jager, Independent Non-Executive Director and certified AML Compliance Officer, born on 22 April 1968, in Salzgitter, Germany and professionally residing at 10, rue Isidore Comes, L-5417 Ehnen, Grand Duchy of Luxembourg, as independent director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 12 October 2022;
9. To note the new composition of the board of directors of the Company: Mr. Ian Ashment, Mr. Andreas Haberzeth, Mr. Frank Muesel, Mr. Clemens Reuter, Ms. Josée Lynda Denis, Ms. Anke Jager and Ms. Nina Petrini;
10. 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 Nina Petrini and Anke Jager as new directors of the Company with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 15 September 2022 and 12 October 2022 respectively.

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 by the law of 17 December 2021, extending the measures concerning the holding of meetings in companies and other legal entities until 31 December 2022 (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 such that shareholders and other participants participate to the Meeting and exercise their rights exclusively by a vote in writing or by appointing a special attorney. The shareholders who would like to be represented or would like to express their vote at the Meeting through voting form shall 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 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](mailto:Luxembourg-Domiciliarygroup@statestreet.com) or by fax to the following number: (+352) 46 40 10 413. We would be grateful if you could send then the original by mail or fast courier to:

State Street Bank International GmbH, Luxembourg Branch,  
Attn: Domiciliary Department  
49, avenue JF Kennedy  
L-1855 Luxembourg  
Grand Duchy of 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 28 November 2022 at 06:00 p.m. (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 28 November 2022 at 06:00 p.m. (Luxembourg time).**

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

The Prospectus, the Key Investor Information (KII), the articles of association as well as the annual and semi-annual reports of the Company can be obtained or ordered free of charge from the paying agent in Switzerland and its Swiss branch offices, as well as from the Representative in Switzerland.

Best regards

Luxembourg, on 27 October 2022,

On behalf of the board of directors of the Company

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Represented by:

Title: Director

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Represented by:

Title: Director

UBS Fund Management (Switzerland) AG is a member of UBS Group AG

**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;"><b>UBS (Lux) Fund Solutions</b> <i>société anonyme - société d'investissement à capital variable</i> Registered office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg Grand Duchy of Luxembourg R.C.S. Luxembourg: B 83626 (the "Company")</p> <p>to be held on 30 November 2022 at 11:30 a.m. at the registered office of the Company, with the following agenda:</p> <p style="text-align: center;"><b><u>AGENDA</u></b></p> <ol style="list-style-type: none"><li>1. To acknowledge the resignation of Ms. Francesca Guagnini as director of the Company with effect from 30 November 2022;</li><li>2. To acknowledge the resignation of Mr. Jörgen Jessen as independent director of the Company with effect from 18 August 2022;</li><li>3. To acknowledge the resignation of Ms. Anja-Isabel Bohnen as independent director of the Company with effect from 30 November 2022;</li><li>4. To provisionally grant full release and discharge to Ms. Francesca Guagnini. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023;</li><li>5. To provisionally grant full release and discharge to Mr. Jörgen Jessen. Such release and discharge shall be confirmed as final at the occasion of the next annual</li></ol>	<p><b><u>Number of Company shares held on the date of the Meeting:</u></b></p> <p>..... .....</p> <p><b><u>Number of votes that Principal (as defined below) wishes to cast for voting at the Meeting:</u></b></p> <p>.....</p>
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shareholders' meeting approving the Company's annual accounts to be held in 2023;

6. To provisionally grant full release and discharge to Ms. Anja-Isabel Bohnen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023;
7. To appoint Ms. Marie Antoinette "Nina" Petrini, executive director and head of ETF & Index Fund Sales for Iberia and LatAm of UBS Asset Management, Madrid, Spain, born on 12 April 1976, in Sydney, Australia and professionally residing at UBS Asset Management, Calle Maria de Molina 4, Madrid 28006, Spain as director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 15 September 2022;
8. To appoint Ms. Anke Jager, Independent Non-Executive Director and certified AML Compliance Officer, born on 22 April 1968, in Salzgitter, Germany and professionally residing at 10, rue Isidore Comes, L-5417 Ehnen, Grand Duchy of Luxembourg, as independent director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 12 October 2022
9. To note the new composition of the board of directors of the Company: Mr. Ian Ashment, , Mr. Andreas Habertzeth, Mr. Frank Muesel, Mr. Clemens Reuter, Ms.

Josée Lynda Denis, Ms. Anke Jager and Ms. Nina Petrini;

10. 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.

**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 acknowledge the resignation of Ms. Francesca Guagnini as director of the Company.**

FOR     AGAINST     ABSTENTION

**2. To acknowledge the resignation of Mr. Jörgen Jessen as independent director of the Company.**

FOR     AGAINST     ABSTENTION

**3. To acknowledge the resignation of Ms. Anja-Isabel Bohnen as independent director of the Company.**

FOR     AGAINST     ABSTENTION

4. To provisionally grant full release and discharge to Ms. Francesca Guagnini. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

FOR  AGAINST  ABSTENTION

5. To provisionally grant full release and discharge to Mr. Jürgen Jessen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

FOR  AGAINST  ABSTENTION

6. To provisionally grant full release and discharge to Ms. Anja-Isabel Bohnen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

FOR  AGAINST  ABSTENTION

7. To appoint Ms. Marie Antoinette "Nina" Petrini, executive director and head of ETF & Index Fund Sales for Iberia and LatAm of UBS Asset Management, Madrid, Spain, born on 12 April 1976, in Sydney, Australia and professionally residing at UBS Asset Management, Calle Maria de Molina 4, Madrid 28006, Spain as director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 15 September 2022.

FOR  AGAINST  ABSTENTION

8. To appoint Ms. Anke Jager, Independent Non-Executive Director and certified AML Compliance Officer, born on 22 April 1968, in Salzgitter, Germany and professionally residing at 10, rue Isidore Comes, L-5417 Ehnen, Grand Duchy of Luxembourg, as independent director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 12 October 2022

FOR  AGAINST  ABSTENTION

9. To note the new composition of the board of directors of the Company: Mr. Ian Ashment, , Mr. Andreas Haberzeth, Mr. Frank Muesel, Mr. Clemens Reuter, Ms. Josée Lynda Denis, Ms. Anke Jager and Ms. Nina Petrini.

FOR  AGAINST  ABSTENTION

10. 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 acknowledge the resignation of Ms. Francesca Guagnini as director of the Company.

FOR  AGAINST  ABSTENTION

2. To acknowledge the resignation of Mr. Jörgen Jessen as independent director of the Company.

FOR  AGAINST  ABSTENTION

3. To acknowledge the resignation of Ms. Anja-Isabel Bohnen as independent director of the Company.

FOR  AGAINST  ABSTENTION

4. To provisionally grant full release and discharge to Ms. Francesca Guagnini. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

For  Against  Abstention

5. To provisionally grant full release and discharge to Mr. Jörgen Jessen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

FOR  AGAINST  ABSTENTION

6. To provisionally grant full release and discharge to Ms. Anja-Isabel Bohnen. Such release and discharge shall be confirmed as final at the occasion of the next annual shareholders' meeting approving the Company's annual accounts to be held in 2023.

FOR  AGAINST  ABSTENTION

7. To appoint Ms. Marie Antoinette "Nina" Petrini, executive director and head of ETF & Index Fund Sales for Iberia and LatAm of UBS Asset Management, Madrid, Spain, born on 12 April 1976, in Sydney, Australia and professionally residing at UBS Asset Management, Calle Maria de Molina 4, Madrid 28006, Spain as director of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 with effect from 30 November 2022, upon proposal of the Nomination Committee (as defined in the articles of association of the Company), 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 15 September 2022

FOR  AGAINST  ABSTENTION

8. To appoint Ms. Anke Jager, Independent Non-Executive Director and certified AML Compliance Officer, born on 22 April 1968, in Salzgitter, Germany and professionally residing at 10, rue Isidore Comes, L-5417 Ehnens, Grand Duchy

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FOR  AGAINST  ABSTENTION

9. To note the new composition of the board of directors of the Company: Mr. Ian Ashment, , Mr. Andreas Haberzeth, Mr. Frank Muesel, Mr. Clemens Reuter, Ms. Josée Lynda Denis, Ms. Anke Jager and Ms. Nina Petrini.

FOR  AGAINST  ABSTENTION

10. 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

#### 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:

\_\_\_\_\_