

**UBS (Lux) Fund Solutions**

*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 EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF THE COMPANY**

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Capitalized terms used herein shall have the same meaning as defined in the Articles of the Company (the “**Articles**”).

Luxembourg, 15 November 2023

Dear Shareholder,

The Board has the pleasure of inviting you to an extraordinary general meeting of shareholders (the “**Meeting**”) to be held on 4 December 2023 at 11:00 am (Luxembourg time) at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg to deliberate and vote on amendments to the Articles as described in the following agenda (the “**Agenda**”):

**AGENDA**

1. Amendment to article 2 of the Articles to allow the transfer of the registered office within the same municipality of Luxembourg.
2. Amendment to article 5 of the Articles to allow the creation of Sub-Funds and/or share classes of the Company (the “**Share Classes**”) for an unlimited or limited period of time.
3. Amendment to article 6 of the Articles to (i) clarify the voting rights of shareholders holders of fractional shares and (ii) allow to split or consolidate any Share Classes.
4. Amendment to article 7, section “*Issue of Shares*” of the Articles to allow the Board to (i) levy applicable charges, expenses, and commissions upon the subscription of shares, (ii) round up or down the issue price upon the subscription of shares, and (iii) change any characteristic, including the name, of any Share Classes.
5. Amendment to article 8 of the Articles to (i) allow the Board to levy applicable charges, expenses, and commissions upon the redemption of shares, (ii) clarify that a redemption request must be filled in accordance with the terms of the prospectus and (iii) allow the Board to delegate the power to accept requests for redemption and effect the payment of redemption proceeds.
6. Amendment to article 9 of the Articles to clarify the Company’s powers when restricting or preventing the ownership of shares in the Company by a Non-Qualified Person.
7. Amendment to article 10 of the Articles to allow for the adjustment of any asset to reflect its fair value and/or certain dealing charges when calculating the net asset value per share.
8. Amendment to article 11 of the Articles to clarify the circumstances where the Board can suspend the determination and publication of the net asset value per share.
9. Amendment to article 13 of the Articles to provide a casting vote for the chairman of a meeting of the Board.

10. Amendment to article 17, section (3) (f) of the Articles to clarify the countries approved to issue or guarantee transferable securities the Company is allowed to invest in.
11. Amendment to article 18 of the Articles to update the conflict of interest provisions in compliance with the Law of 1915.
12. Amendment to article 22 of the Articles to (i) clarify the conditions to convene general meetings of shareholders and (ii) specify the conditions under which the Board is authorized to suspend a shareholder's voting rights or a shareholder is allowed not to exercise his voting rights temporarily or permanently.
13. Amendment to article 23 of the Articles to clarify the notification requirements in relation to the decision to terminate a Sub-Fund or Share Classes.
14. Amendment to article 26 of the Articles to update the references to "Custodian" to "Depository" and clarify the rules to change the depository of the Company.
15. Amendment to article 28 of the Articles to clarify the quorum requirements to amend the Articles in accordance with the Law of 1915.
16. Amendment of the Articles to correct typographical errors.
17. Amendment of the Articles to retain the English version of the Articles only, in accordance with relevant Luxembourg laws.

## **QUORUM AND VOTING REQUIREMENTS**

In accordance with the Articles and the Law of 1915, a quorum of at least fifty per cent (50%) of the shares issued must be represented at the Meeting to decide on the matters of the Agenda and a majority of two-thirds (2/3) of the votes validly cast is required to adopt a resolution on such matters.

If the abovementioned quorum is not reached at the first call of the Meeting, the Board will reconvene the Meeting with the same Agenda. At such second call of the Meeting, no quorum will be required but the above majority requirement will remain unchanged.

## **VOTING ARRANGEMENTS**

If you cannot attend in person, you can be represented by any person of your convenience by signing the attached proxy form in Appendix 1 and return it by email at [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) by fax at the following number: (+352) 46 40 10 413 and subsequently by post to the following address: State Street Bank International GmbH, 49, avenue J.F. Kennedy, L-1855 Luxembourg.

**If you wish to attend the EGM in person, please communicate your intention to us at the latest two business days before the Meeting.**

**If you cannot attend the EGM, please return to us, as mentioned in the proxy form the relevant form of proxy duly dated, signed and completed. The form of proxy must be received by the Company at the latest two business days before the Meeting.**

**For shareholders who are holding shares in the Company through a financial intermediary or clearing agent e. g. the bank where they safekeep their shareholding, it should be noted that:**

- **the proxy form or voting form must be returned to the financial intermediary or clearing agent. e.g. the bank where they safekeep their shareholding in good time for onward transmission to the Company two business days before the Meeting.**
- **Only those shareholders who are holding their shares by being directly registered in the Company's share register should send either the enclosed Proxy form or Voting form by e-mail to [Luxembourg-Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com) and/or by fax to +352 46 40 10 413 at the**

**latest two business days before the Meeting. The original Form of Proxy or Voting Form shall then be sent by mail to the registered office of the Company, State Street Bank International GmbH, Zweigniederlassung Luxemburg, 49, avenue J.F. Kennedy, L-1855 Luxembourg to the attention of Domiciliary Services.**

**Proxy forms and Voting Forms may be obtained by simple request at the same email address.**

A copy of the updated Articles is available for inspection and can be obtained free of charge at the registered office of the Company.

Yours sincerely,

**The Board**

## Appendix 1: Proxy Form

**UBS (Lux) Fund Solutions**

*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")

**PROXY FORM**

Capitalized terms used herein shall have the same meaning as defined in the Articles of the Company (the "Articles").

**For use at the extraordinary general meeting of the shareholders of the Company, to be held on 4 December 2023 at 11:00 am (Luxembourg time) at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg (the "Meeting").**

To be received by the Company by e-mail at luxembourg-domiciliarygroup@statestreet.com, by fax at the following number (+352) 46 40 10 413 and subsequently by post to the following address: State Street Bank International GmbH, 49, avenue J.F. Kennedy, L-1855 Luxembourg,  
**no later than two business days before the Meeting.**

**Only full shares are entitled to vote.**

The undersigned ..... residing in ..... / a company formed and existing under the laws of ....., having its registered office in ....., represented by ....., residing in....., holding the number of shares hereafter detailed by classes of shares of the Company.

Name of the Compartment	Name of class of shares	Number of shares
<b>TOTAL = .....</b>		<b>shares</b>

hereby give(s) irrevocable proxy to the chairman of the Meeting or to ....., residing in ....., with full power of substitution, to represent the undersigned at the Meeting, to be held before notary in Luxembourg, on 4 December 2023

at 11:00 am Luxembourg time, and to vote as indicated below for all the shares it shall hold as of the date of such Meeting, in order to deliberate upon the following agenda (the "Agenda"):

**AGENDA OF THE MEETING**

- 1. Amendment to article 2 of the Articles to allow the transfer of the registered office within the same municipality of Luxembourg.

<b>YES</b>	<b>NO</b>	<b>ABSTENTION</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 2. Amendment to article 5 of the Articles to allow the creation of Sub-Funds and/or share classes of the Company (the "Share Classes") for an unlimited or limited period of time.

<b>YES</b>	<b>NO</b>	<b>ABSTENTION</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 3. Amendment to article 6 of the Articles to (i) clarify the voting rights of shareholders holders of fractional shares and (ii) allow to split or consolidate any Share Classes.

<b>YES</b>	<b>NO</b>	<b>ABSTENTION</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 4. Amendment to article 7, section "Issue of Shares" of the Articles to allow the Board to (i) levy applicable charges, expenses, and commissions upon the subscription of shares, (ii) round up or down the issue price upon the subscription of shares, and (iii) change any characteristic, including the name, of any Share Classes.

<b>YES</b>	<b>NO</b>	<b>ABSTENTION</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 5. Amendment to article 8 of the Articles to (i) allow the Board to levy applicable charges, expenses, and commissions upon the redemption of shares, (ii) clarify that a redemption request must be filled in accordance with the terms of the prospectus and (iii) allow the Board to delegate the power to accept requests for redemption and effect the payment of redemption proceeds.

<b>YES</b>	<b>NO</b>	<b>ABSTENTION</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 6. Amendment to article 9 of the Articles to clarify the Company's powers when restricting or preventing the ownership of shares in the Company by a Non-Qualified Person.

**YES**

**NO**

**ABSTENTION**

7. Amendment to article 10 of the Articles to allow for the adjustment of any asset to reflect its fair value and/or certain dealing charges when calculating the net asset value per share.

**YES**

**NO**

**ABSTENTION**

8. Amendment to article 11 of the Articles to clarify the circumstances where the Board can suspend the determination and publication of the net asset value per share.

**YES**

**NO**

**ABSTENTION**

9. Amendment to article 13 of the Articles to provide a casting vote for the chairman of a meeting of the Board.

**YES**

**NO**

**ABSTENTION**

10. Amendment to article 17, section (3) (f) of the Articles to clarify the countries approved to issue or guarantee transferable securities the Company is allowed to invest in.

**YES**

**NO**

**ABSTENTION**

11. Amendment to article 18 of the Articles to update the conflict of interest provisions in compliance with the Law of 1915.

**YES**

**NO**

**ABSTENTION**

12. Amendment to article 22 of the Articles to (i) clarify the conditions to convene general meetings of shareholders and (ii) specify the conditions under which the Board is authorized to suspend a shareholder's voting rights or a shareholder is allowed not to exercise its voting rights temporarily or permanently.

**YES** **NO** **ABSTENTION**

13. Amendment to article 23 of the Articles to clarify the notification requirements in relation to the decision to terminate a Sub-Fund or Share Classes.

**YES** **NO** **ABSTENTION**

14. Amendment to article 26 of the Articles to update the references to “Custodian” to “Depository” and clarify the rules to change the depository of the Company.

**YES** **NO** **ABSTENTION**

15. Amendment to article 28 of the Articles to clarify the quorum requirements to amend the Articles in accordance with the Law of 1915.

**YES** **NO** **ABSTENTION**

16. Amendment of the Articles to correct typographical errors.

**YES** **NO** **ABSTENTION**

17. Amendment of the Articles to retain the English version of the Articles only, in accordance with relevant Luxembourg laws.

**YES** **NO** **ABSTENTION**

The proxyholder can:

- participate in all deliberations and vote, in the name of the undersigned, with regards to the decision relating to the Agenda; and
- to the above effects, pass and sign all deeds, documents and minutes.

A quorum of the shareholders representing at least fifty percent (50%) of the outstanding share capital of the Company and the decisions thereon shall be adopted by the affirmative vote of at least two-thirds (2/3) of the votes cast in respect of any item of the Agenda.



In case the Meeting cannot validly deliberate on all or part of the item included in the Agenda of the Meeting, this proxy will remain valid for all other extraordinary general meetings of shareholders of the Company with the same Agenda.

This proxy will remain in force as previously mentioned if the Meeting, for whatsoever reason, is to be continued or postponed.

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder, shall be governed by the laws of Luxembourg.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder in the courts of Luxembourg-City, and the undersigned and the proxyholder hereby submit 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.

Given and signed in **[place]**, on **[date]**.

Name: \_\_\_\_\_

## Appendix 2: Voting Form

**UBS (Lux) Fund Solutions**  
*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”)

**VOTING FORM**

The undersigned \_\_\_\_\_,

Holder of \_\_\_\_\_ shares of

**UBS (Lux) Fund Solutions (the “Company”)**

Hereby declares that he/she/ it is not attending in person to the Annual General Meeting of the shareholders of UBS (Lux) Fund Solutions to be held in Luxembourg on 4 December 2023 at 11.00 a.m (Luxembourg time) and at any meeting to be held thereafter for the same purpose, with the following agenda:

Name of the Compartment	Name of class of shares	Number of shares
<b>TOTAL = .....</b>		<b>shares</b>

**AGENDA OF THE MEETING**

1. Amendment to article 2 of the Articles to allow the transfer of the registered office within the same municipality of Luxembourg.
2. Amendment to article 5 of the Articles to allow the creation of Sub-Funds and/or share classes of the Company (the “Share Classes”) for an unlimited or limited period of time.
3. Amendment to article 6 of the Articles to (i) clarify the voting rights of shareholders holders of fractional shares and (ii) allow to split or consolidate any Share Classes.
4. Amendment to article 7, section “Issue of Shares” of the Articles to allow the Board to (i) levy applicable charges, expenses, and commissions upon the subscription of shares, (ii)

round up or down the issue price upon the subscription of shares, and (iii) change any characteristic, including the name, of any Share Classes.

5. Amendment to article 8 of the Articles to (i) allow the Board to levy applicable charges, expenses, and commissions upon the redemption of shares, (ii) clarify that a redemption request must be filled in accordance with the terms of the prospectus and (iii) allow the Board to delegate the power to accept requests for redemption and effect the payment of redemption proceeds.
6. Amendment to article 9 of the Articles to clarify the Company's powers when restricting or preventing the ownership of shares in the Company by a Non-Qualified Person.
7. Amendment to article 10 of the Articles to allow for the adjustment of any asset to reflect its fair value and/or certain dealing charges when calculating the net asset value per share.
8. Amendment to article 11 of the Articles to clarify the circumstances where the Board can suspend the determination and publication of the net asset value per share.
9. Amendment to article 13 of the Articles to provide a casting vote for the chairman of a meeting of the Board.
10. Amendment to article 17, section (3) (f) of the Articles to clarify the countries approved to issue or guarantee transferable securities the Company is allowed to invest in.
11. Amendment to article 18 of the Articles to update the conflict of interest provisions in compliance with the Law of 1915.
12. Amendment to article 22 of the Articles to (i) clarify the conditions to convene general meetings of shareholders and (ii) specify the conditions under which the Board is authorized to suspend a shareholder's voting rights or a shareholder is allowed not to exercise his voting rights temporarily or permanently.
13. Amendment to article 23 of the Articles to clarify the notification requirements in relation to the decision to terminate a Sub-Fund or Share Classes.
14. Amendment to article 26 of the Articles to update the references to "Custodian" to "Depositary" and clarify the rules to change the depositary of the Company.
15. Amendment to article 28 of the Articles to clarify the quorum requirements to amend the Articles in accordance with the Law of 1915.
16. Amendment of the Articles to correct typographical errors.
17. Amendment of the Articles to retain the English version of the Articles only, in accordance with relevant Luxembourg laws.

The undersigned hereby votes as follow on the proposed resolutions of the Extraordinary General Meeting of the shareholders:

- 1 Amendment to article 2 of the Articles to allow the transfer of the registered office within the same municipality of Luxembourg.

**YES**

**NO**

**ABSTENTION**

- 2 Amendment to article 5 of the Articles to allow the creation of Sub-Funds and/or share classes of the Company (the “**Share Classes**”) for an unlimited or limited period of time.

**YES**

**NO**

**ABSTENTION**

- 3 Amendment to article 6 of the Articles to (i) clarify the voting rights of shareholders holders of fractional shares and (ii) allow to split or consolidate any Share Classes.

**YES**

**NO**

**ABSTENTION**

- 4 Amendment to article 7, section “*Issue of Shares*” of the Articles to allow the Board to (i) levy applicable charges, expenses, and commissions upon the subscription of shares, (ii) round up or down the issue price upon the subscription of shares, and (iii) change any characteristic, including the name, of any Share Classes.

**YES**

**NO**

**ABSTENTION**

- 5 Amendment to article 8 of the Articles to (i) allow the Board to levy applicable charges, expenses, and commissions upon the redemption of shares, (ii) clarify that a redemption request must be filled in accordance with the terms of the prospectus and (iii) allow the Board to delegate the power to accept requests for redemption and effect the payment of redemption proceeds.

**YES**

**NO**

**ABSTENTION**

- 6 Amendment to article 9 of the Articles to clarify the Company’s powers when restricting or preventing the ownership of shares in the Company by a Non-Qualified Person.

**YES**

**NO**

**ABSTENTION**

- 7 Amendment to article 10 of the Articles to allow for the adjustment of any asset to reflect its fair value and/or certain dealing charges when calculating the net asset value per share.

**YES**

**NO**

**ABSTENTION**

8 Amendment to article 11 of the Articles to clarify the circumstances where the Board can suspend the determination and publication of the net asset value per share.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9 Amendment to article 13 of the Articles to provide a casting vote for the chairman of a meeting of the Board.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10 Amendment to article 17, section (3) (f) of the Articles to clarify the countries approved to issue or guarantee transferable securities the Company is allowed to invest in.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

11 Amendment to article 18 of the Articles to update the conflict of interest provisions in compliance with the Law of 1915.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

12 Amendment to article 22 of the Articles to (i) clarify the conditions to convene general meetings of shareholders and (ii) specify the conditions under which the Board is authorized to suspend a shareholder's voting rights or a shareholder is allowed not to exercise its voting rights temporarily or permanently.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13 Amendment to article 23 of the Articles to clarify the notification requirements in relation to the decision to terminate a Sub-Fund or Share Classes.

YES	NO	ABSTENTION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14 Amendment to article 26 of the Articles to update the references to “Custodian” to “Depository” and clarify the rules to change the depository of the Company.

**YES**

**NO**

**ABSTENTION**

15 Amendment to article 28 of the Articles to clarify the quorum requirements to amend the Articles in accordance with the Law of 1915.

**YES**

**NO**

**ABSTENTION**

16 Amendment of the Articles to correct typographical errors.

**YES**

**NO**

**ABSTENTION**

17 Amendment of the Articles to retain the English version of the Articles only, in accordance with relevant Luxembourg laws.

**YES**

**NO**

**ABSTENTION**

Signed: \_\_\_\_\_

Date: \_\_\_\_\_