

DANSKE INVEST SICAV-SIF
Société anonyme - Société d'investissement à capital variable - fonds d'investissement spécialisé
Registered office: 13, rue Edward Steichen
L-2540, Luxembourg
R.C.S. Luxembourg: B 50991
(the "**Company**")

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 10 AUGUST 2020**

To: The shareholders of DANSKE INVEST SICAV- SIF (together referred as the "**Shareholders**").

Luxembourg, 31 July 2020

Convening notice is hereby given to the Shareholders of the extraordinary general meeting of the Shareholders of:

DANSKE INVEST SICAV-SIF

an investment company with variable capital (*société d'investissement à capital variable*) in the form of a public limited company (*société anonyme*), set up as a specialised investment fund (*fonds d'investissement spécialisé*) subject to the law of 13 February 2007 relating to specialised investment funds, as amended (the "**SIF Law**"), having its registered office at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (R.C.S. Luxembourg) under number B 50991 (the "**Company**"), to be held before Maître Léonie GRETHEN, notary residing at 10 Avenue Guillaume, L-1027 Luxembourg, Grand Duchy of Luxembourg, on **10 August 2020** at 11h CEST (the "**Meeting**") with the following agenda:

AGENDA

1. *To amend the corporate object of the Company so that Article 3 of the amended and restated articles of association of the Company to be adopted pursuant to agenda item 5 below, shall read as follows:*

"ARTICLE 3. CORPORATE OBJECT

The exclusive object of the SICAV is to place the monies available to it in any kind of assets eligible under the SIF Law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The SICAV may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the SIF Law."

2. *To introduce the possibility to issue non-voting shares and to restate in Article 6 of the articles of association of the Company in order to set the right to dividend in the case of a distribution of profits, the right to the repayment of the contribution and any right to distribution of a liquidation proceed attached to such non-voting shares.*
3. *To restate Article 6 of the articles of association of the Company in order to introduce the possibility to issue dematerialised shares.*
4. *To amend Article 11 of the articles of association of the Company in order to abolish the possibility to have different classes of Directors and to further amend the articles of association of the Company to abolish the reference to Class B Shareholders.*
5. *To amend and to fully restate the articles of association of the Company in order to, amongst others, reflect the new provisions of the Luxembourg companies act of 10 August 1915, as amended (the "**Companies Act**") in particular further to the law of 10 August 2016 modernising the Companies Act and to the regulation dated 5 December 2017 coordinating such act.*
6. *Miscellaneous.*

QUORUM AND MAJORITY

The above resolutions, in order to be adopted, must be passed by the affirmative vote of at least two thirds (2/3) of the votes cast by the Shareholders present and/or represented. It shall be noted that the quorum and the majority do not need to be reached amongst Class B Shareholders because there are no outstanding Class B Shares as they have all been redeemed.

In accordance with Article 9 of the articles of incorporation of the Company (the "**Articles**"), the majority requirements of the Meeting shall be determined according to the shares issued at midnight (Luxembourg time) on the fifth day prior to the Meeting (the "**Record Date**"). The shareholders' rights to participate in

the Meeting and to the exercise the voting rights attached to their shares shall be determined according to the shares held by each Shareholder at the Record Date.

An extraordinary general meeting with the same agenda had been convened for 31 July 2020. Less than fifty (50) percent of the issued share capital was represented at such extraordinary general meeting and the Meeting will therefore validly deliberate regardless of the proportion of the share capital represented.

IMPORTANT – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

All Shareholders may inspect the text of the proposed amendments to the articles of association of the Company and the draft of the resulting consolidated articles of association eight (8) days before the Meeting at the registered office of the Company at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg.

IMPORTANT – SIGNING INSTRUCTIONS:

ALL SHAREHOLDERS are invited to return (i) the attached POWER OF ATTORNEY (Exhibit A hereto) and (ii) the attached VOTING INSTRUCTION FORM (Exhibit B hereto) in order to appoint an agent and attorney-in-fact and give your voting instructions. Such documents must be duly executed and dated, where relevant, by an authorized signatory of your company, and sent back by registered post, to be received **no later than 6 August 2020 at 5 pm (Luxembourg time)** at the following address: 13, rue Edward Steichen, L-2540, Luxembourg, the registered office of the Company, together with a PDF copy of such duly executed documents by email to: 4538fp@danskeinvest.com

Luxembourg, 31 July 2020

On behalf of

DANSKE INVEST SICAV-SIF

Name: Peter Dyhr

Title: Chief Fund Administration Officer

EXHIBIT A

FORM OF POWER OF ATTORNEY

POWER OF ATTORNEY

The undersigned _____,
[being domiciled at] or [having its registered office at] _____

_____ ,
being the holder of a number of Shares in **DANSKE INVEST SICAV-SIF**, as reflected in the register of the Shareholders, having no par value in the Company, as at the Record Date (as defined in the convening notice),

DANSKE INVEST SICAV-SIF,

an investment company with variable capital (*société d'investissement à capital variable*) in the form of a public limited company (*société anonyme*), set up as a specialised investment fund (*fonds d'investissement spécialisé*) subject to the law of 13 February 2007 relating to specialised investment funds, as amended (the "**SIF Law**"), having its registered office at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (R.C.S. Luxembourg) under number B 50991 (the "**Company**"),

hereby appoints and empowers any employee or notary clerk of Maître Léonie GRETHEN, notary residing at 10 Avenue Guillaume, L-1027 Luxembourg, Grand Duchy of Luxembourg, each acting individually and with full power of substitution, with professional address in Luxembourg (Grand Duchy of Luxembourg), as his/her true and lawful agent and attorney-in-fact, to act in his/her name and on his/her behalf for the purpose of representing it, at the extraordinary general meeting of shareholders of the Company to be held before Maître Léonie GRETHEN, notary residing at 10 Avenue Guillaume, L-1027 Luxembourg, Grand Duchy of Luxembourg, on **10 August 2020 at 11h CEST** or at any adjourned meeting thereof convened for the purpose of resolving on the following agenda.

AGENDA

1. *To amend the corporate object of the Company so that Article 3 of the amended and restated articles of association of the Company to be adopted pursuant to agenda item 5 below, shall read as follows:*

"ARTICLE 3. CORPORATE OBJECT

The exclusive object of the SICAV is to place the monies available to it in any kind of assets eligible under the SIF Law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The SICAV may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the SIF Law."

2. *To introduce the possibility to issue non-voting shares and to restate Article 6 of the articles of association of the Company in order to set the right to dividend in the case of a distribution of profits, the right to the repayment of the contribution and any right to distribution of a liquidation proceed attached to such non-voting shares.*
3. *To restate Article 6 of the articles of association of the Company in order to introduce the possibility to issue dematerialised shares.*
4. *To amend Article 11 of the articles of association of the Company in order to abolish the possibility to have different classes of Directors and to further amend the articles of association of the Company to abolish the reference to Class B Shareholders.*
5. *To amend and to fully restate the articles of association of the Company in order to, amongst others, reflect the new provisions of the Luxembourg companies act of 10 August 1915, as amended (the "**Companies Act**") in particular further to the law of 10 August 2016 modernising the Companies Act and to the regulation dated 5 December 2017 coordinating such act.*
6. *Miscellaneous.*

The agent and attorney-in-fact may represent the undersigned at the above meeting or at any adjourned or postponed meeting convened thereof to resolve the above agenda and vote on his/her behalf on any resolution submitted to said meeting. All powers of attorney and instructions given by the shareholders shall remain valid for said rescheduled, postponed or adjourned meeting.

For the purpose of the foregoing the agent and attorney-in-fact may, in the name and on behalf of the undersigned, sign and execute all documents, deeds and 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 undersigned undertakes to indemnify the agent and attorney-in-fact for any liability which it may incur in relation to any act carried out for purposes of implementing this power of attorney, provided that the agent and attorney-in-fact has respected the scope of his/her powers. Moreover, the undersigned undertakes not to seek the nullity of any act carried out or document executed by the agent and attorney-in-fact and not to seek damages from the agent and attorney-in-fact, provided the agent and attorney-in-fact has respected the scope of his/her powers.

This power of attorney is governed by, and shall be construed in accordance with, Luxembourg law.

The courts of the district of Luxembourg-City shall have exclusive jurisdiction to settle any dispute or controversy arising out of or in connection with this power of attorney.

Name of Shareholder: _____

(in capital letters)

By:

Title:

Date:

EXHIBIT B

VOTING INSTRUCTION FORM

DANSKE INVEST SICAV-SIF

Société anonyme - Société d'investissement à capital variable

Registered office: 13, rue Edward Steichen,

L-2540, Luxembourg

R.C.S. Luxembourg: B 50991

(the "**Company**")

Reference is made to the convening notice for the extraordinary general meeting of shareholders of the Company to be held before Maître Léonie GRETHEN, notary residing at 10 Avenue Guillaume, L-1027 Luxembourg, Grand Duchy of Luxembourg, on **10 August 2020 at 11h CEST**.

You may vote on all items of the agenda by choosing the appropriate box for each resolution below.

FIRST RESOLUTION

The Meeting RESOLVES to amend the corporate object of the Company so that Article 3 of the amended and restated articles of association of the Company to be adopted pursuant to the fourth resolution below, shall read as follows:

"ARTICLE 3. CORPORATE OBJECT

The exclusive object of the SICAV is to place the monies available to it in any kind of assets eligible under the SIF Law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The SICAV may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the SIF Law."

Approve

Disapprove

Abstain

SECOND RESOLUTION

The Meeting RESOLVES to introduce the possibility to issue non-voting shares and to amend the articles of association of the Company in order to include a paragraph governing such non-voting shares. Such paragraph in Article 6 of the amended and restated articles of association of the Company to be adopted pursuant to the fourth resolution below, shall read as follows:

"Non-voting Shares

The SICAV may issue non-voting Shares in accordance with and subject to the requirements and provisions of Articles 430-9 to 430-11 of the 1915 Law.

The maximum number of non-voting Shares which can be issued by the SICAV shall be determined in accordance with the provisions of Article 430-9 of the 1915 Law. Non-voting Shares shall entitle their holders proportionally to the number of Shares they hold and on a pari passu basis to: (i) dividend rights (ii) the right to the repayment of the contribution and, (iii) in case of liquidation, to the right to receive liquidation proceeds as the other Shares on a pari passu basis."

Approve

Disapprove

Abstain

THIRD RESOLUTION

The Meeting RESOLVES to amend the articles of association of the Company in order to introduce the possibility to issue dematerialised shares and to convert registered shares into dematerialised shares, so

that the paragraph on dematerialised shares of Article 6 of the amended and restated articles of association of the Company to be adopted pursuant to the fourth resolution below, shall read as follows:

"Dematerialised Shares

For the purposes of issuing Shares in dematerialised form, the SICAV shall comply with the provisions of Article 4 of the Dematerialisation Act.

As allowed by Article 17 of the Dematerialisation Act, the SICAV can, for the purposes of identifying the Shareholders and at its expense, request from the relevant settlement organisation or central account keeper the name, nationality, date of birth or incorporation and address of the account holders in the relevant central account keeper' or settlement organisation's books which immediately confers or may confer in the future voting rights at general meetings of Shareholders, together with the number of Shares held by each of them and, where applicable, the limitations the Shares may be subject to. The same information on the holders of Shares for their own account shall be gathered by the SICAV through the account keepers or any other person who have a securities account with relevant settlement organisation or central account keeper on which are credited Shares of the SICAV. The SICAV can request the persons indicated on the lists given to it to confirm that they hold the Shares for own account.

Conversion of registered Shares into dematerialised Shares

Shares may be converted from registered Shares in issue into dematerialised Shares at the initiative of the SICAV in accordance with the applicable legal provisions and in particular the provisions of the Dematerialisation Act."

Approve

Disapprove

Abstain

FOURTH RESOLUTION

The Meeting RESOLVES to amend Article 11 of the articles of association of the Company in order to abolish the possibility to have different classes of Directors and to further amend the articles of association of the Company to abolish the reference to Class B Shareholders.

Approve

Disapprove

Abstain

FIFTH RESOLUTION

The Meeting RESOLVES to amend and fully restate the articles of association of the Company in order to, amongst others, (a) reflect the new provisions of the Luxembourg Act on commercial companies of 10 August 1915, as amended (the "**Companies Act**") in particular further to (i) the law of 10 August 2016 modernising the Companies Act, and (ii) the regulation dated 5 December 2017 coordinating the Companies Act and (b) reflect the amendment made pursuant to the above items of this agenda.

Approve

Disapprove

Abstain

The undersigned, confirms that he/she is holder of a number of Shares in **DANSKE INVEST SICAV-SIF**, as reflected in the register of the Shareholders, having no par value in the Company, as at the Record Date (as defined in the convening notice),

Name of Shareholder: _____

(in capital letters)

By:

Title:

Date: