

MainTower SICAV

Société d'investissement à capital variable organisée sous la forme d' une société anonyme

36, rue des Aubépines, L-8252 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B153473
(the **Company**)

CONVENING NOTICE TO THE THIRD ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 23 DECEMBER 2020 AT 12.30 A.M. (LUXEMBOURG TIME)

Dear shareholder,

You are hereby convened to the third ordinary general meeting of the shareholders of the Company (the **Meeting**), which will be held at 36, rue des Aubépines, L-8052 Bertrange, Grand Duchy of Luxembourg, on 23/12/2020 at 12:30 a.m. (Luxembourg time), with the following agenda:

AGENDA

- (1) Acknowledgement and acceptance of the proposal of the board of directors of the Company (the **Directors**) to hold the third annual general meeting of the shareholders of the Company in respect of the fiscal year ended 31 December 2019 (the **Fiscal Year**) at the registered office of the Company on 23 December 2020 at 12.30 a.m. (Luxembourg time).
- (2) Presentation and approval of the reports of the Directors and the independent auditor of the Company (the **Auditor**), for the Fiscal Year.
- (3) Presentation and approval of the annual accounts of the Company for the Fiscal Year.
- (4) Allocation of the results for the Fiscal Year.
- (5) Release (quitus) to be granted to the Directors and the Auditor in respect of their respective duties carried out during the Fiscal Year.
- (6) Decision to ratify the payments of the remunerations of the Directors for the Fiscal Year.
- (7) Renewal of the mandates of the Directors as members of the board of directors of the Company for a term of office that will expire after the next annual general meeting of shareholders of the Company to be held in 2021.
- (8) Renewal of the mandate of the Auditor as independent auditor for a term of office that will expire after the next annual general meeting of shareholders of the Company to be held in 2021.
- (9) Decision to pay the Directors a gross remuneration until the date of the annual general meeting of the shareholders of the Company to be held in 2021.
- (10) Miscellaneous.

ORGANISATION OF THE MEETING

In compliance with article 22 of the articles of incorporation of the Company, the resolutions of the Meeting will be validly adopted by simple majority votes of validly cast votes, regardless of the proportion of the capital present and represented expressed at the relevant Meeting.

In order to be represented at the Meeting, please return the duly signed power of attorney attached as Appendix 1 to Zeus Asset Management S.A. at the latest on 23 December 2020 at 9.30 a.m..

Please do not hesitate to contact Mr. FELLAG by e-mail to m.fellag@zeus-am.lu or by phone to +352 2060221125 in case of questions.

Yours sincerely,

The board of directors of MainTower SICAV