

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 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
MAINTOWER SICAV TO BE HELD ON 19 OCTOBER 2021 AT 04:00 pm (LUXEMBOURG TIME)**

Dear Shareholder,

You are hereby convened to the 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 19 OCTOBER 2021 at 04:00 pm (Luxembourg time), with the following

AGENDA

- (1) Presentation and approval of the reports of the Directors and the independent auditor of the Company (the **Auditor**) for the fiscal year ended 31 December 2020 (the **Fiscal Year**).
- (2) Presentation and approval of the annual accounts of the Company for the Fiscal Year.
- (3) Allocation of the results for the Fiscal Year.
- (4) Release (*quitus*) to be granted to the Directors and the Auditor in respect of their respective duties carried out during the Fiscal Year.
- (5) Decision to ratify the payments of the remunerations of the Directors for the Fiscal Year.
- (6) Appointments:
 - renewal of the mandates as Directors of Mr. Fabio Mazzali and Mr. Paolo Tortorella for a term of office that will expire at the next annual general meeting of shareholders of the Company to be held in 2022;
 - appointment of Mrs. Barbara Romiti to the office of director for a term of office that will expire at the next annual general meeting of shareholders of the Company to be held in 2022.
- (7) Renewal of the mandate of ERNST&YOUNG SA as independent auditor for a term of office that will expire at the next annual general meeting of shareholders of the Company to be held in 2022.
- (8) 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 2022.
- (9) Miscellaneous.

ORGANISATION OF THE MEETING

In compliance with article 22, last paragraph, 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 herewith to Zeus Asset Management S.A. by e-mail to v.mallamaci@zeus-am.lu at the latest on 18 October 2021 at 04:00 pm.

Considering the current circumstances related to COVID-19 and the measures implemented by the EU governments and in particular the Grand Ducal Regulation dated 20th March 2020 regarding meetings in companies, the Board of Directors of the Company decided to hold meetings of shareholders by proxy voting only.

Please do not hesitate to contact Mr. MALLAMACI by e-mail at v.mallamaci@zeus-am.lu or by phone at +352 2060221125 in case of questions.

Yours sincerely,

The board of directors of MainTower SICAV