

(中譯文)

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**召集會議通知：謹於 2021 年 12 月 6 日上午 11:30 (盧森堡時間) 在公證人辦公室舉行本公司股東特別大會**

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於盧森堡，2021 年 11 月 12 日

各位股東，

因原訂於 2020 年 2 月 25 日舉行之本公司股東特別大會（下稱「股東特別大會」）未如期舉行，本公司董事會（下稱「董事會」）敬邀您出席將於 2021 年 12 月 6 日上午 11:30（盧森堡時間）於 2, Place de l'Hôtel de Ville, L-9087 Ettelbruck, Grand Duchy of Luxembourg 舉行之股東特別大會，就本公司章程（下稱「章程」）之修正案討論並進行表決，如下列議案（下稱「議案」）所述：

#### 議案

1. 修正章程第 2 條，明定董事會將註冊辦公室搬遷至盧森堡大公國任何市之權利。
2. 修正章程第 6 條，明定將已發行之無記名股票登錄於無記名股票名簿，並由存託機構保管之義務；另明定除交付股份憑證外，無記名股票之移轉如何生效。
3. 修正章程第 11 條，明定本公司之經理公司在巨額股份申購、贖回及／或轉換時，對於計算每股淨資產價值的調整權限。
4. 修正章程第 13 條，明定股東對董事會以書面提問之權利。
5. 修正章程第 14 條，以更好地反映實際運作情況。
6. 修正章程第 15 條，明定董事會在任何股東違反義務時暫停其投票權之權力。
7. 修正章程第 19 條，明定在與公司有利益衝突時，如何決定董事會出席和多數決之條件。
8. 修正章程第 22 條，插入一段有關應遵循程序之規定，以使本公司之股東得收到本公司股東常會之通知。
9. 將規範本公司子基金或股份類別之終止與合併之章程第 24 條分為兩條：
  - 第 24 條僅規範子基金或股份類別之終止；且
  - 第 25 條僅規範本公司或其子基金之合併。

10. 修正章程第 30 條，明定章程其他條文之修正規定。

11. 章程之細微修正如下述：

- 提及之“réviseur d'entreprise agréé”全部替換為“réviseur d'entreprise”；
- 提及之「股份銷售文件」（“sales documents for the shares”）全部替換為「本公司公開說明書」（“prospectus of the Company”）；及
- 自章程第 26 條起重新編號。

12. 章程的全面重述。

### 法定出席人數門檻與投票要件

依照章程及 1915 年 8 月 10 日商業公司法，於股東特別大會決定議案事項時，法定出席人數門檻至少應有代表已發行股份總數二分之一（50%）以上之股東出席，且上開決議事項應以出席人數有效票三分之二（2/3）以上之多數決通過之。

倘於第一次召集股東特別大會未過前開法定出席人數門檻，董事會將以相同議案重新召集股東特別大會。法定出席人數門檻於第二次召集股東特別大會時不適用，惟前開多數決規定仍適用之。

### 基準日

關於股東特別大會之法定出席人數門檻與多數決，將在股東會特別大會前第五個營業日之午夜（盧森堡時間）（下稱「基準日」）根據本公司已發行且流通在外的股份數決定。股東出席股東特別大會與投票的權利將依該股東在基準日持有的股份數決定。

### 投票安排

若您欲親自出席這次股東特別大會，請於股東特別大會開會二個營業日前以電子郵件寄至 lux.cla@bbh.com 或以傳真（傳真號碼為（+352）47 40 66 6503）聯絡 Corporate & Legal Administration 並確認出席。

若您無法親自出席股東特別大會或您不預期會親自出席，請於後附附錄 1 之委託書上簽名，並郵寄至前揭本公司註冊辦公室，Corporate & Legal Administration 收、以電子郵件寄至 lux.cla@bbh.com、傳真至（+352）47 40 66 6503 後，並郵寄至 Brothers Harriman (Luxembourg) S.C.A.，地址為 80, route d'Esch, L-1470 Luxembourg。

**請注意：**依 2020 年 11 月 25 日有關公司及其他法人召集會議之措施（經 2021 年 6 月 30 日之盧森堡法律修訂）之盧森堡法律，因新型冠狀病毒疫情，本公司得舉行股東大會而無須任何

人實際出席（即使公司章程有相反之規定），並要求本公司之股東或成員與會議之其他參與者僅限以下列方式參加會議及行使其權利：

1. 自遠處以書面或電子方式投票，惟前提為所為之決議或決定之全文已發布或傳達予該人；
2. 透過本公司指派之委託書持有人；或
3. 透過視訊會議或其他允許識別其身份之電信方式。

委託書應在股東特別大會開會二個營業日前傳真至本公司註冊辦公室。

以下文件如有需要可供審閱，並可在本公司註冊辦公室免費取得。

- 最新章程之副本。

誠摯地

董事會

## 附錄 1：委託書

(中譯文)



股東特別大會議案	股東之決定		
	贊成	反對	棄權
1. 修正本公司章程（下稱「章程」）第 2 條，明定本公司董事會（下稱「董事會」）將註冊辦公室搬遷至盧森堡大公國任何市之權利。			
2. 修正章程第 6 條，明定將已發行之無記名股票登錄於無記名股票名簿，並由存託機構保管之義務；另明定除交付股份憑證外，無記名股票之移轉如何生效。			
3. 修正章程第 11 條，明定本公司之經理公司在巨額股份申購、贖回及/或轉換時，對於計算每股淨資產價值的調整權限。			
4. 修正章程第 13 條，明定股東對董事會以書面提問之權利。			
5. 修正章程第 14 條，以更好地反映實際運作情況。			
6. 修正章程第 15 條，明定董事會在任何股東違反義務時暫停其投票權之權力。			
7. 修正章程第 19 條，明定在與公司有利益衝突時，如何決定董事會出席和多數決之條件。			
8. 修正章程第 22 條，插入一段有關應遵循程序之規定，以使本公司之股東得收到本公司股東常會之通知。			
9. 將規範本公司子基金或股份類別之終止與合併之章程第 24 條分為兩條： <ul style="list-style-type: none"> <li>• 第 24 條僅規範子基金或股份類別之終止；且</li> <li>• 第 25 條僅規範本公司或其子基金之合併。</li> </ul>			
10. 修正章程第 30 條，明定章程其他條文之修正規定。			
11. 章程之細微修正如下述： <ul style="list-style-type: none"> <li>• 提及之“réviseur d'entreprise agréé”全部替換為“réviseur d'entreprise”；</li> <li>• 提及之「股份銷售文件」（“sales documents for the shares”）全部替換為「本公司公開說明書」（“prospectus of the Company”）；及</li> <li>• 自章程第 26 條起重新編號。</li> </ul>			

12.章程全面重述。			
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委託書持有人得：

- 就議案之決定，以簽署人之名義參與所有審議並投票；
- 為了達到上述效果，通過並簽署所有證明、文件與會議紀錄。

關於議案內任何事項，法定出席人數門檻至少應有代表本公司已發行股份總數二分之一（50%）以上之股東出席，且上開決議事項應以出席人數有效票三分之二（2/3）以上之多數決通過之。

若此次股東特別大會無法有效審議全部或部分議案，此委託書在本公司其他股東特別大會審議相同議案時仍然有效。

此次股東特別大會無論因何種原因再開或暫停，此委託書仍然有效。

此委託書以及簽署人和持有人之權利、義務及責任，均應受盧森堡法律規範。

任何因此委託書所生、有關或衍生之主張、糾紛或爭議，應由簽署人和持有人在盧森堡市的法院提起，簽署人和持有人在此同意任何前開法律行為或程序由前開法院專屬管轄，並且拋棄對該等法院之管轄權及管轄地之任何異議。

於 2021 年.....，在 .....交付並簽署。

.....  
姓名：

注意：委託書給予人應在簽名前手寫註記"於委託書中有效(VALID FOR PROXY)"。





**Natixis International Funds (LUX) I**  
*Société d'Investissement à Capital Variable*  
Registered office: 80, route d'Esch,  
L-1470 Luxembourg  
R.C.S. Luxembourg B 53023  
(the "**Company**")

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**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF THE COMPANY TO BE HELD AT THE OFFICE OF THE NOTARY  
ON DECEMBER 6, 2021 AT 11.30AM (LUXEMBOURG TIME)**

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Luxembourg, November 12, 2021

Dear Shareholder,

Further to the extraordinary general meeting of shareholders of the Company (the "**Meeting**") proposed to be held on 25 February 2020, which was not held as scheduled. The board of directors of the Company (the "**Board**") has the pleasure of inviting you to the Meeting to be held on December 6, 2021 at 11.30 am (Luxembourg time) at 2, Place de l'Hôtel de Ville, L-9087 Ettelbruck, Grand-Duchy of Luxembourg to deliberate and vote on amendments to the articles of incorporation of the Company (the "**Articles**") as described in the following agenda (the "**Agenda**"):

**Agenda**

1. Amendment of article 2 of the Articles in order to reflect the right for the Board to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.
2. Amendment of article 6 of the Articles in order to reflect the obligation regarding the issued bearer shares to be registered in a register of bearer shares that will be kept by a depositary and to reflect how the transfer of the bearer shares become effective, in addition to the share certificates.
3. Amendment of article 11 of the Articles in order to reflect the adjustment power of the management company of the Company regarding the calculation of net asset value per share in the event of large subscriptions, redemptions and/or conversions of shares.
4. Amendment of article 13 of the Articles in order to reflect the right of the shareholders to ask the Board questions in writing.
5. Amendment of article 14 of the Articles in order to better reflect the operational reality.

6. Amendment of article 15 of the Articles in order to reflect the power of the Board to suspend the voting rights of any shareholder in breach of their obligations.
7. Amendment of article 19 of the Articles in order to reflect how the conditions of the presence and majority of the Board are determined when there is an interest conflicting against the Company.
8. Amendment of article 22 of the Articles inter-alia by inserting a paragraph related to the procedure to be followed in order for the shareholders to be informed of a general meeting of shareholders of the Company.
9. Split of Article 24 of the Articles relating to termination and amalgamation of sub-funds or classes of shares of the Company into two articles:
  - Article 24 only relating to termination of sub-funds or classes of shares; and
  - Article 25 only relating to the merger of the Company or its sub-fund.
10. Amendment of article 30 of the Articles in order to reflect the modifications brought to the rest of the Articles.
11. Minor amendments of Articles are the following:
  - all references to “*réviseur d’entreprise agréé*” are replaced with references to “*réviseur d’entreprise*”;
  - all references to “*sales documents for the shares*” are replaced with references to “*prospectus of the Company*”; and
  - renumbering from the article 26 of the Articles.
12. Full restatement of the Articles.

### **Quorum and voting requirements**

In accordance with the Articles and the law of 10 August 1915 on commercial companies, 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.

### **Record Date**

The quorum and the majority at the Meeting will be determined according to the shares issued by the Company and outstanding at midnight (Luxembourg time) on the fifth Luxembourg business

day prior to the Meeting (the “**Record Date**”). The rights of a shareholder to attend and vote at the Meeting are determined in accordance with the shares held by such shareholder at the Record Date.

### **Voting Arrangements**

Should you wish to attend this Meeting in person, please contact and confirm your attendance to the Corporate & Legal Administration, by email at [lux.cla@bbh.com](mailto:lux.cla@bbh.com) or by fax at the following number: (+352) 47 40 66 6503 no later than two business days before the Meeting.

Should you not be able to attend this Meeting or if you do not expect to attend it in person, please sign the attached proxy form in Appendix 1 and return it by mail at the registered office of the Company indicated above to the attention of Corporate & Legal Administration, by email at [lux.cla@bbh.com](mailto:lux.cla@bbh.com), by fax at the following number: (+352) 47 40 66 6503 and subsequently by post to the following address: Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d’Esch, L-1470 Luxembourg.

**NOTE:** Pursuant to the Luxembourg Law of 25 November 2020 relating to measures on the holding of meetings in companies and other legal entities, as amended by the Luxembourg law of 30 June 2021, due to the COVID-19 pandemic the Company may, notwithstanding any provision to the contrary in the Articles, hold any general meeting without a physical meeting, and require its shareholders or members and other participants in the Meeting to attend the Meeting and exercise their rights exclusively:

- (i) by voting from a remote location in writing or electronically, provided that the full text of the resolutions or decisions to be taken has been published or communicated to them;
- (ii) through a proxy holder appointed by the Company; or
- (iii) by video conference or other telecommunication means permitting their identification.

**Proxy forms should be returned by fax to the registered office of the Company no later than two business days before the Meeting.**

The following document is available for inspection, if required, and can be obtained free of charge at the registered office of the Company:

- Copy of the updated Articles.

Yours sincerely

**The Board**

## Appendix 1: Proxy Form



**Natixis International Funds (LUX) I**  
*Société d'Investissement à Capital Variable*  
Registered office: 80, route d'Esch,  
L-1470 Luxembourg  
R.C.S. Luxembourg B 53023  
(the "Company")

**PROXY**

for use at the extraordinary general meeting of the shareholders of the Company, to be held on December 6, 2021 at 11.30 am (Luxembourg time) at 2, Place de l'Hôtel de Ville, L-9087 Ettelbruck, Grand-Duchy of Luxembourg (the "Meeting")

To be sent by fax to the following number:

(+352) 47 40 66 6503 and subsequently by post to: Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, for the attention of Corporate & Legal Administration **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
TOTAL = .....		shares

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 December 6, 2021 at 11.30 am 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:



AGENDA OF THE MEETING	DECISIONS OF THE SHAREHOLDER		
	YES	NO	ABSTENTION
1. Amendment of article 2 of articles of incorporation of the Company (the " <b>Articles</b> ") in order to reflect the right for the board of directors of the Company (the " <b>Board</b> ") to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.			
2. Amendment of article 6 of the Articles in order to reflect the obligation regarding the issued bearer shares to be registered in a register of bearer shares that will be kept by a depositary and to reflect how the transfer of the bearer shares become effective, in addition to the share certificates.			
3. Amendment of article 11 of the Articles in order to reflect the adjustment power of the management company of the Company regarding the calculation of net asset value per share in the event of large subscriptions, redemptions and/or conversions of shares.			
4. Amendment of article 13 of the Articles in order to reflect the right of the shareholders to ask the Board questions in writing.			
5. Amendment of article 14 of the Articles in order to better reflect the operational reality.			
6. Amendment of article 15 of the Articles in order to reflect the power of the Board to suspend the voting rights of any shareholder in breach of their obligations.			
7. Amendment of article 19 of the Articles in order to reflect how the conditions of the presence and majority of the Board are determined when there is an interest conflicting against the Company.			
8. Amendment of article 22 of the Articles inter-alia by inserting a paragraph related to the procedure to be followed in order for the shareholders to be informed of a general meeting of shareholders of the Company.			
9. Split of Article 24 of the Articles relating to termination and amalgamation of sub-funds or classes of shares of the Company into two articles: <ul style="list-style-type: none"> <li>Article 24 only relating to termination of sub-funds or classes of shares; and</li> <li>Article 25 only relating to the merger of the Company or its sub-fund.</li> </ul>			
10. Amendment of article 30 of the Articles in order to reflect the modifications brought to the rest of the Articles.			

11.Minor amendments of Articles are the following:			
<ul style="list-style-type: none"> <li>• all references to "réviseur d'entreprise agréé" are replaced with references to "réviseur d'entreprise";</li> <li>• all references to "sales documents for the shares" are replaced with references to "prospectus of the Company"; and</li> <li>• renumbering from the article 26 of the Articles.</li> </ul>			
12. Full restatement of the Articles.			

The proxyholder can:

- participate in all deliberations and vote, in the name of the undersigned, with regards to the decision relating to the agenda;
- 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 items 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 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 ....., on .....

.....  
Name:

N.B. The signature of the proxygiver must be preceded by the handwritten mention "VALID FOR PROXY".

