

天利（盧森堡）
可變資本投資公司
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. LUXEMBOURG B-50.216
(簡稱「本公司」)

Bertrange, 2021 年 7 月 6 日

致股東：

鑒於當前的 COVID-19 疫情，我們欲告知您本公司董事會（簡稱「**董事會**」）已決心實施大公國條例（Grand Ducal Regulation）。在此非常情況下，董事會同意透過所附委託書收受您的投票，藉此召開年度股東大會，以避免人員實際到場。

年度股東大會

本公司年度股東大會（簡稱「**年度股東大會**」）將於 2021 年 7 月 28 日下午 2 時（中歐夏令時間）在本公司註冊辦事處召開，地址為 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg，旨在於考慮並投票表決下列議程事項：

議程

1. 審核 2021 年 3 月 31 日結束之會計年度之董事會報告及獨立審計報告；
2. 通過 2021 年 3 月 31 日結束之會計年度之公司經審計年度帳目；
3. 分配業績淨額；
4. 免除董事 2021 年 3 月 31 日結束之會計年度期間與其職務之履行相關的共同及個別責任；
5. 重新選任 Annemarie ARENS 女士擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；
6. 重新選任 Julie GRIFFITHS 女士擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；
7. 重新選任 Claude KREMER 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；
8. 重新選任 Joe LAROCQUE 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；
9. 重新選任 Thomas SEALE 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；
10. 重新委任 PricewaterhouseCoopers, *Société Cooperative* 作為本公司之獨立審計人員，直至下一屆年度股東大會於 2022 年召開為止；

謹此告知各位股東，年度股東大會議程中，各項決議案毋須具備法定人數即可通過，且將基於贊成票獲得年度股東大會上所投票數中簡單多數之事實作成決定。

每股各計為一票。股東可透過代理人於任何股東會行事。

適用於會議之法定人數及多數決要求應根據該會議前五日（亦即 2021 年 7 月 23 日，簡稱「**股權登記日**」）午夜（中歐夏令時間）已發行在外流通之股數認定之。股東出席會議並行使其股份所生表決權之權利，乃根據該股東於股權登記日所持有股份認定。

股東可在本公司註冊辦事處免費索取年報、經核可法定審計人員報告以及管理報告。

請填妥並簽署隨附之委託書，並於 2021 年 7 月 23 日下午 5 時（中歐夏令時間）以前寄回給 Citibank Europe plc 盧森堡分行，郵寄地址為 31, Z.A.Bourmicht, L-8070 Bertrange, Grand-Duchy of Luxembourg，或傳真至號碼+352 45 14 14 439 並註明收件人為 Carole BENINGER 女士，或以電子郵件寄送至 fcslux@citi.com。

謹啟

天利（盧森堡）-董事會

天利（盧森堡）
可變資本投資公司
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S LUXEMBOURG B-50.216
(簡稱「本公司」)

委託書

請於2021年7月23日下午5時（中歐夏令時間）以前將填妥之委託書寄回給本公司行政管理人 Citibank Europe plc 盧森堡分行，郵寄地址為 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg，或傳真至號碼(352) 45 14 14 439，並註明收件人為 Carole BENINGER 女士，或以電子郵件寄送至 fcslux@citi.com。

投資人帳號：_____

立書人（公司名稱/股東名稱）：

(以正楷書寫)

代表人：_____ (女士/先生)
(以正楷書寫)

股數：_____

茲委任（代理人名稱）：_____
(以正楷書寫)

若該代理人未能履行職責，則委任大會主席，以本人/吾等之代理人的身份，代表本人/吾等出席將於2021年7月28日下午2時（中歐夏令時間）在該公司註冊辦事處召開之天利（盧森堡）年度股東大會（簡稱「年度股東大會」），以及出席應考慮下列議程之任何延期或重新召開之會議，並在會上考慮以立書人名義，代表立書人對與下述議程相關之任何及所有事宜進行投票：

議程

		贊成	反對	棄權
1	審核 2021 年 3 月 31 日結束之會計年度之董事會報告及獨立審計報告；	N/A		
2	通過 2021 年 3 月 31 日結束之會計年度之公司經審計年度帳目；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	分配業績淨額；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	免除董事 2021 年 3 月 31 日結束之會計年度期間與其職務之履行相關的共同及個別責任；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	重新選任 Annemarie ARENS 女士擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	重新選任 Claude KREMER 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	重新選任 Julie GRIFFITHS 女士擔任本公司董事職務，直至下一屆年度股東大會於 2022 年召開為止；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	重新選任 Joe LAROCQUE 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	重新選任 Thomas SEALE 先生擔任董事職務，直至下一屆年度股東大會於 2022 年召開為止；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	重新委任 PricewaterhouseCoopers, Société Coopérative 作為本公司之獨立審計人員，直至下一屆年度股東大會於 2022 年召開為止。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

立書人知悉年度股東大會毋須具備法定人數即可通過有效決議。

一旦贊成票獲得所投票數中的簡單多數，決議即為通過。

日期：2021 年_____月_____日

(簽名)

備註：請填寫方塊以表明台端的選擇。若方塊留白則視為委託無效。本委託書應傳真至號碼+352 45 14 14 439（註明收件人為 **Carole BENINGER** 女士）或以電子郵件寄送至 fcslux@citi.com，並於 2021 年 7 月 23 日下午 5 時（中歐夏令時間）以前送達 Citibank Europe plc 盧森堡分行，始為有效。

Threadneedle (Lux)
Société d'Investissement à Capital Variable
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. LUXEMBOURG B-50.216
(the “Company”)

Bertrange, 6 July, 2021

Dear Shareholder,

In light of the current situation with COVID-19, we would like to inform you that the Board of Directors of the Company (the “**Board**”) resolved to apply the Grand Ducal Regulation. The Board agreed in these exceptional circumstances to hold the annual general meeting based on the receipt of your votes via the attached proxy form without any physical presence.

ANNUAL GENERAL MEETING

of shareholders of the Company, which will take place at the Company’s registered office, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, on July 28, 2021 at 2.00 p.m. CEST (the “**Annual General Meeting**”) for the purpose of considering and voting upon the following agenda:

AGENDA

1. Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2021;
2. Approval of the audited annual accounts of the Company for the financial year ended March 31, 2021;
3. Allocation of the Net Results;
4. Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2021;
5. Renewal of the mandate as Director of Ms Annemarie ARENS to serve until the next annual general meeting of Shareholders, to be held in 2022;
6. Renewal of the mandate as Director of Ms Julie GRIFFITHS to serve until the next annual general meeting of Shareholders, to be held in 2022;
7. Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2022;
8. Renewal of the mandate as Director of Mr Joe LAROCQUE to serve until the next annual general meeting of Shareholders, to be held in 2022;
9. Renewal of the mandate as Director of Mr Thomas SEALE to serve until the next annual general meeting of Shareholders, to be held in 2022;
10. Re-appointment of PricewaterhouseCoopers, *Société Cooperative*, as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2022;

Shareholders are advised that no quorum is required for resolution of the items on the agenda of the Annual General Meeting and that decisions will be taken by the affirmative vote of the simple majority of the votes cast at the Annual General Meeting.

Each share is entitled to one vote. A shareholder may act at any shareholders meeting by proxy.

The quorum and the majority requirements applicable at the meetings shall be determined according to the shares issued and outstanding at midnight CEST on the fifth day prior to such meeting, i.e. July 23, 2021 at midnight (the "**Record Date**"). The rights of a shareholder to attend the meetings and to exercise a voting right attaching to his shares are determined in accordance with the shares held by this shareholder at the Record Date.

The annual report, the report of the approved statutory auditors and the management report are available to shareholders upon request free of charge at the registered office of the Company.

Please complete and sign the enclosed proxy form and return it either via mail to Citibank Europe plc, Luxembourg Branch, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand-Duchy of Luxembourg, by fax for the attention of Ms Carole BENINGER at fax number +352 45 14 14 439 or email to fcslux@citi.com prior to July 23, 2021 at 5.00 p.m. CEST.

Yours faithfully,

Threadneedle (Lux) - The Board of Directors

Threadneedle (Lux)
Société d'Investissement à Capital Variable
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S LUXEMBOURG B-50.216
(the “Company”)

PROXY FORM

Please return the completed proxy form by mail to the Company's Administrator, Citibank Europe plc, Luxembourg Branch at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, by fax to (352) 45 14 14 439 for the attention of Ms Carole BENINGER or by email to fcslux@citi.com prior to July 23, 2021 at 5.00 p.m. CEST.

Investor Account Number: _____

The Undersigned, (company name / name of shareholder(s)):

(in capital letters)

represented by (Mrs/Ms/Mr): _____
(in capital letters)

Number of shares: _____

Hereby appoint (name of proxy): _____
(in capital letters)

Or failing whom, the chairman of the meeting to be my/our proxy to vote on my/our behalf at the Annual General Meeting of Shareholders of **THREADNEEDLE (LUX)** (the “**Annual General Meeting**”) to be held on July 28, 2021 at 2.00 p.m. CEST at the registered office of the Company, and at any adjourned or reconvened meeting which shall consider the following agenda; there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the agenda hereunder mentioned:

AGENDA

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1	Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2021;	N/A		
2	Approval of the audited annual accounts of the Company for the financial year ended March 31, 2021;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Allocation of the Net Results;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2021;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Renewal of the mandate as Director of Ms Annemarie ARENS to serve until the next annual general meeting of Shareholders, to be held in 2022;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2022;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Renewal of the mandate as Director of Ms Julie GRIFFITHS as a director of the Company to serve until the next annual general meeting of Shareholders, to be held in 2022;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Renewal of the mandate as Director of Mr Joe LAROCQUE to serve until the next annual general meeting of Shareholders, to be held in 2022;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Renewal of the mandate as Director of Mr Thomas SEALE to serve until the next annual general meeting of Shareholders, to be held in 2022;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Re-appointment of PricewaterhouseCoopers, <i>Société Cooperative</i> , as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned is aware that no quorum is needed for the Annual General Meeting to pass a valid resolution.

Resolutions will be passed by a simple majority of the votes cast.

Made in _____, on _____, 2021

(Signature)

NB. Please fill in the boxes to state your choices. If the boxes are left blank, the proxy will not be considered as valid. The Proxy form, to be valid, must reach Citibank Europe plc, Luxembourg Branch, attn. Ms Carole BENINGER at fax number +352 45 14 14 439 or by email to fcslux@citi.com prior to July 23, 2021 at 5.00 p.m. CEST.