

William Blair SICAV
Société d'Investissement à Capital Variable
辦公室註冊地址：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
RCS Luxembourg: B98806
(以下稱“本公司”)

威廉博萊可變資本投資公司（下稱「本公司」）臨時股東大會通知

盧森堡, 2026 年 10 月 5 日

重要注意事項：本致本公司股東之通知（下稱「本通知」）需要您立即關注。若您對本通知內容有任何疑問，請諮詢您的銀行或其他獨立專業財務顧問，並尋求獨立專業的財務意見。本通知中未另行定義之大寫術語，應具有本公司公開說明書（下稱「公開說明書」）所賦予之含義。

親愛的股東您好：

本公司董事會（以下簡稱「**董事會**」）擬提請本公司臨時股東大會（以下簡稱「**會議**」）審議新任公司董事之任命案，以及本公司章程（以下簡稱「**公司章程**」）之若干修訂案，詳情請參閱下方議程（以下簡稱「**議程**」）。

為此，董事會謹此邀請您出席本次會議。會議將於盧森堡公證人見證下，於 2026 年 10 月 15 日下午 5 時 30 分（盧森堡時間）在盧森堡大公國 L-8070 Bertrange, Z.A. Bourmicht 31 號舉行，議程如下：

議程

1. 委任 Roman Hackelsberger 先生為本公司新任董事。
2. 修改本公司之公司宗旨，並隨之修訂公司章程第 3 條如下：

「本公司之專屬宗旨，係將其可運用之資金投入可轉讓證券及經不時修訂之 2010 年 12 月 17 日集合投資計畫法（簡稱「2010 年法案」）所指之其他獲准流動金融資產中，其目的在於分散投資風險，並使其股東享有投資組合管理之成果。

本公司可在 2010 年法案最大允許範圍內，採取其認為對達成與發展其宗旨有益之任何措施並執行任何業務。」

3. 全面重編公司章程。
4. 臨時動議。

董事會提議：

- 委任 Roman Hackelsberger 先生為本公司新任董事。他具備與本公司業務及策略目標相關的專業知識與經驗，可進一步強化董事會組成結構；以及
- 修訂並重述章程，使本公司符合歐洲議會及理事會 2024 年 3 月 13 日第 2024/927 號指令（UCITS VI）對流動性管理工具之選擇與實施所訂的要求。修訂後，董事會得於其認為適當之任何時候，依盧森堡法律法規使用任何流動性管理工具，詳細內容另於公開說明書中揭露。

此外，董事會也藉此機會全面檢視章程，調整並釐清部分條文，以增加彈性。

請注意，上述修訂：(i) 不會影響本公司之管理方式，也不會影響任何子基金之投資目標、政策、策略及風險；(ii) 不會增加本公司應負擔之費用；(iii) 不會損害您的任何權利或利益。

會議安排

表決： 依章程第 39 條規定，本次會議審議及表決議程事項之法定出席門檻為本公司股本之百分之五十（50%），且每項決議須經本次會議有效表決權數至少三分之二（2/3）贊成，方得通過。

表決方式： 每一完整股份享有一票表決權。股東得委託代理人出席任何臨時股東大會並代為行使表決權。

欲出席本次會議之股東，應於 2026 年 10 月 12 日前，以電子郵件或掛號信件向本公司確認出席，地址如下：

Citibank Europe plc, Luxembourg Branch
收件部門：Domiciliary department（註冊代理部門）
31, Z.A. Bourmicht
L-8070 Bertrange
Grand Duchy of Luxembourg
電子郵件：FCSLux@citi.com

若您不克親自出席本次會議，請於隨附之委託書上簽名並填寫日期，儘速以電子郵件寄至 FCSLux@citi.com，及／或郵寄至上述本公司註冊辦事處地址。

委託書須於 2026 年 10 月 12 日下午 6 時（盧森堡時間）前送達，方對本次會議有效。

本次會議之出席門檻及表決多數，將依本公司於會議日前第五日午夜（盧森堡時間）已發行且流通在外之股份計算（下稱「記錄日」，即 2026 年 10 月 9 日）。股東出席本次會議及行使表決權之權利，依其於記錄日所持有之股份決定。

延會： 若本次會議未達法定出席門檻，將以相同議程召開第二次臨時股東大會。該次會議不論出席股本比例為何，均可有效進行審議。依章程第 39 條規定，每項議程之決議仍須經該次會議表決權數至少三分之二（2/3）贊成，方得通過。

備查文件： 章程修訂草案，以及與現行章程對照之修訂標示版本，已置於本公司註冊辦事處及 William Blair 網站供查閱：<https://im.williamblair.com/investments/sicav-funds>

致比利時股東之補充資訊

最新版本之英文版公開說明書、最新年度及／或半年度報告，以及法文版之最新重要資訊文件（KID），均可向我們於比利時之服務中介金融機構（Caceis Bank, Belgium Branch，郵寄地址：Avenue du Port 86 C b320, B-1000 Bruxelles，或透過電子郵件：legal.be@caceis.com）及網站 www.fundinfo.com 免費索取。

僅有下列子基金於比利時進行銷售：

- U.S. Small-Mid Cap Growth Fund

致德國股東之補充資訊

公開說明書及其補充文件、重要資訊文件、本公司之公司章程、本公司年度及半年度報告之紙本，以及發行價、買回價與任何轉換價格，均可於德國服務機構（German Facility Agent）之辦公處所免費取得：FE fundinfo – (Luxembourg) S.à.r.l. 6 Boulevard des Lumières, Belvaux, 4369 Luxembourg。

致瑞士股東之補充資訊

瑞士法定代表機構為 FIRST INDEPENDENT FUND SERVICES LTD，地址：Feldeggstrasse 12, CH-8008 Zurich（簡稱「瑞士代表」）。瑞士付款代理機構為 NPB Neue Privatbank AG，地址：Limmatquai 1, CH-8001 Zurich。公開說明書、重要投資人資訊文件、公司章程以及年度與半年度報告，均可向瑞士代表免費索取。

謹啟

代表董事會

附件：委託書

委託書

立書人：

_____ [姓名/名稱]，為一依據_____ 法律[設立並]存續之[公司組織型態]，註冊登記於_____ [登記機關名稱]，註冊登記號碼為_____，註冊辦公室設於_____。

或

_____ [姓名]，出生於_____，出生日期為_____，[工作]居住地址為_____，

持有：

William Blair SICAV（簡稱「本公司」）_____ 股股份。本公司為依據盧森堡大公國法律設立並存續之開放式投資公司（société d'investissement à capital variable），於盧森堡商業及公司登記處登記之號碼為 B 98806，其註冊辦公室設於 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg。

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.....

（請填寫您所投資之子基金名稱，以及您於各子基金所持有之股份數）

本人／本公司具備代表上述股份進行表決之充分權利，特此不可撤銷地委託大會主席或 Me Elvinger 於 Ettelbruck 執業之任何員工（各自得單獨行事並享有完整之複委任權），代表本人／本公司出席將於 2026 年 10 月 15 日下午 5 點 30 分（盧森堡時間）假座 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg 舉行之本公司臨時股東大會，以就下列議程之各項議題進行審議與表決：

議程

1. 委任 Roman Hackelsberger 先生為本公司新任董事。
2. Amendment of the corporate object of the Company and subsequent amendment of article 3 of the Articles, as follows: 修改本公司之公司宗旨，並隨之修訂公司章程第 3 條如下：

「本公司之專屬宗旨，係將其可運用之資金投入可轉讓證券及經不時修訂之 2010 年 12 月 17 日集合投資計畫法（簡稱「2010 年法案」）所指之其他獲准流動金融資產中，其目的在於分散投資風險，並使其股東享有投資組合管理之成果。

本公司可在 2010 年法案最大允許範圍內，採取其認為對達成與發展其宗旨有益之任何措施並執行任何業務。」

3. 全面重編公司章程。
4. 臨時動議。

請在下表中勾選您對各議案的表決意向。如有任何欄位或全部欄位未填寫，受託人得自行決定如何行使表決權。

議案	贊成	反對	棄權
1			
2			
3			

本人／本公司茲確認：(i) 未放棄全部或部分表決權；(ii) 表決權均未遭暫停；(iii) 依本委託書行使表決權，不違反本人／本公司所簽訂的任何表決協議。

本人／本公司授予受託人全權，為完成並履行本委託書，得作出任何陳述、行使所有表決權、簽署所有會議紀錄及其他文件，並從事一切合法、必要或僅屬有益的行為。受託人亦得依盧森堡法律規定，視需要向盧森堡商業及公司登記處辦理登記，並在盧森堡公司及社團電子公報（Recueil électronique des sociétés et associations, RESA）刊登公告。本人／本公司承諾，受託人依上述授權所採取的一切行為，經要求時均予追認。

若臨時股東大會因任何原因重新召集、續行、延期或休會，本委託書繼續有效，受託人仍得在審議上述議程的臨時股東大會上合法代表本人／本公司。受託人得就任何議程事項進行表決，並簽署一切必要文件。

受託人依本委託書善意採取行動，因此遭受或產生的任何索賠、損失、成本、費用、損害或責任，本人／本公司承諾予以補償。

本委託書受盧森堡大公國法律管轄，並依該法律解釋。雙方不可撤銷地同意，因本委託書所生或與其相關的任何爭議，專屬由盧森堡大公國盧森堡市法院管轄。

股東姓名

日期及地點

簽名

William Blair SICAV
Société d'Investissement à Capital Variable
31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
RCS Luxembourg: B98806
(the “Company”)

**Convening notice to the extraordinary general meeting of shareholders of William Blair
SICAV (the “Company”)**

Luxembourg, October 5th, 2026

IMPORTANT NOTE: This notice to shareholders of the Company (the “Notice”) requires your immediate attention. If you are in any doubt about the contents of this Notice, you should consult with your bank or other independent professional financial advisor and seek independent professional financial advice. Capitalized terms not otherwise defined herein shall have the meaning given to them in the prospectus of the Company (the “Prospectus”).

Dear Shareholder,

The board of directors of the Company (the “**Board of Directors**”) contemplates submitting to the extraordinary general meeting of the shareholders of the Company (the “**Meeting**”) the appointment of a new director of the Company and certain amendments to the articles of incorporation of the Company (the “**Articles**”), as further detailed in the below agenda (the “**Agenda**”).

In that context, the Board of Directors hereby invites you to attend the Meeting, which will be held in the presence of a Luxembourg public notary, on October 15th, 2026 at 5.30 p.m. (Luxembourg time), at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, with the following agenda:

AGENDA

1. Appointment of Mr. Roman Hackelsberger as new Director of the Company
2. Amendment of the corporate object of the Company and subsequent amendment of article 3 of the Articles, as follows:

“The exclusive object of the Company is to place the funds available to it in transferable securities and in other permitted liquid financial assets as referred to in the Law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolios.

The Company 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 2010 Law.”

3. Full restatement of the Articles.
4. Miscellaneous.

In essence, the Board of Directors proposes to:

- Appoint Mr. Roman Hackelsberger as new Director of the Company in order to further strengthen the composition of the Board of Directors through the addition of expertise and experience relevant to the Company's activities and strategic objectives; and
- amend and restate the Articles in order to ensure the Company's compliance with the requirements relating to the selection and implementation of liquidity management tools, as introduced by Directive (EU) 2024/927 of the European Parliament and of the Council of 13 March 2024 (UCITS VI) by allowing the Board of Directors to use at any time it considers appropriate any liquidity management tools in accordance with the Luxembourg laws and regulations and as disclosed in further details in the Prospectus.

In addition, the Board of Directors has also taken the opportunity to conduct a general review of the Articles in order to adjust and clarify certain provisions and bring flexibility.

Please note that the above amendments (i) will have no impact on the manner in which the Company is managed or on the investment objective, policy, strategy and risks of any of its sub-funds, (ii) will not lead to any increase of the fees to be borne by the Company and (iii) will not prejudice any of your rights or interests.

ORGANISATION OF THE MEETING

Voting: According to article 39 of the Articles, the quorum required to deliberate and vote on the items on the agenda is fifty per cent (50%) of the share capital of the Company and each resolution must be passed by the affirmative vote of at least two-thirds (2/3) of the votes validly cast at the Meeting.

Voting arrangements: Each entire share is entitled to one vote. A shareholder may act at any extraordinary general meeting by proxy.

Shareholders wishing to participate at the Meeting should confirm their attendance no later than October 12th, 2026, by email, or by registered mail to the Company at the following address:

Citibank Europe plc, Luxembourg Branch
Attn: Domiciliary department
31, Z.A. Bourmicht
L-8070 Bertrange
Grand Duchy of Luxembourg
Email: **FCSLux@citi.com**

If you do not expect to attend this Meeting in person, please sign and date the enclosed proxy form and return it as soon as possible by email to the following address: FCSLux@citi.com and/or by mail to the registered office of the Company at the address indicated above.

In order to be valid for this Meeting, proxy forms should be received by 6.00 p.m. (Luxembourg time) on October 12th, 2026.

The quorum and the majority at this Meeting will be determined according to the shares issued by the Company and outstanding at midnight (Luxembourg time) on the fifth day prior to the Meeting (the "**Record Date**" October 9th, 2026). The rights of a shareholder to attend and vote at this Meeting are determined in accordance with the shares held by such shareholder at the Record Date.

Adjourned meeting: If the quorum is not reached at this Meeting, a second extraordinary general meeting of shareholders will be convened with the same Agenda, which can validly deliberate whatever the proportion of the represented capital may be. The resolution on each item of the agenda shall be passed by

the affirmative vote of at least two thirds (2/3) of the votes cast at the meeting according to article 39 of the Articles.

Document available for inspection: The revised draft of the Articles together with a version in mark-up against those currently in force is available for inspection at the registered office of the Company and the William Blair website. <https://im.williamblair.com/investments/sicav-funds>

Additional information for shareholders in Belgium

The latest version of the Prospectus and the latest annual and / or semi-annual report, in English, as well as the latest version of the key information documents, translated into French, are available free of charge from our service intermediary financial institutions in Belgium (Caceis Bank, Belgium Branch whose postal address is Avenue du Port 86 C b320, B-1000 Bruxelles or by electronic means at legal.be@caceis.com) and on the website www.fundinfo.com.

Only the following sub funds are marketed in Belgium:

- U.S. Small-Mid Cap Growth Fund

Additional information for shareholders in Germany

The Prospectus, together with the Supplements, the Key Information Documents, the articles of incorporation of the Company and the annual and semi-annual reports of the Company, each in paper form, as well as the issue, repurchase and any exchange prices are available and may be obtained free of charge at the office of the German Facility Agent: FE fundinfo – (Luxembourg) S.à.r.l. 6 Boulevard des Lumières, Belvaux, 4369 Luxembourg

Additional information for shareholders in Switzerland

The Representative in Switzerland is FIRST INDEPENDENT FUND SERVICES LTD, Feldeggstrasse 12, CH-8008 Zurich, (the “Representative”). The Paying Agent in Switzerland is NPB Neue Privatbank AG, Limmatquai 1, CH-8001 Zurich. The Prospectus, the Key Investor Documents, the Articles as well as the annual and semi-annual reports may be obtained free of charge from the Representative

Yours sincerely,

For the Board of Directors

Annex: Proxy Form

PROXY FORM

The undersigned;

.....[name],
..... a [form
of company] [incorporated and] existing under the laws of registered with
.....[name
of the registration authority] under number, having its registered office at
.....,

OR

.....[first
name] [name], born in on
[professionally] residing at
.....,

holder of _____ shares of

William Blair SICAV (the “Company”), a *société d’investissement à capital variable* incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 98806, having its registered office at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg,

.....
.....
.....
.....
(Please enter the name of the sub-fund(s) in which you are invested and the number of shares you are holding in each sub-fund)

and duly entitled to vote on behalf of these shares, hereby gives irrevocable proxy to the Chairman of the Meeting or any employee of Me Elvinger, professionally residing in Ettelbruck, each acting individually and with full power of substitution, to represent the undersigned at the extraordinary general meeting of the shareholders of the Company to be held at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, on October 15th, 2026 , at 5.30 p.m. (Luxembourg time), in order to deliberate and vote on the items of the following agenda:

AGENDA

1. Appointment of Mr. Roman Hackelsberger as new Director of the Company
2. Amendment of the corporate object of the Company and subsequent amendment of article 3 of the Articles, as follows:

“The exclusive object of the Company is to place the funds available to it in transferable securities and in other permitted liquid financial assets as referred to in the Law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolios.

The Company 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 2010 Law.”

3. Full restatement of the Articles.

4. Miscellaneous.

Please indicate your vote direction by checking the below boxes as appropriate. Failure to complete any or all the boxes will entitle your proxy to cast their votes at their discretion.

Item	Yes	No	Abstention
1			
2			
3			

The undersigned hereby confirms that (i) he/she has not waived all or part of his voting rights, (ii) none of his voting rights has been suspended and (iii) the exercise of any voting rights pursuant to this proxy does not result in a breach of any voting agreements to which he/she is a party.

All powers are given to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law, to any filing with the Luxembourg Trade and Companies Register and to any publication on the *Recueil électronique des sociétés et associations*, as may be required, while the undersigned promises to ratify all said actions taken by the Proxyholder whenever requested.

This proxy will remain in force and allow to validly represent the undersigned at the extraordinary general meeting of shareholders which will deliberate on the above agenda if, for whatsoever reason, the extraordinary general meeting is to be reconvened, continued, postponed or adjourned. The person authorised may vote on any items of the agenda and sign all necessary documents.

The undersigned undertakes to indemnify the Proxyholder against any claims, losses, costs, expenses, damages or liability sustained or incurred by the Proxyholder as a result of any action taken in good faith pursuant to the present proxy.

This proxy shall be governed by and construed in accordance with the laws of Grand Duchy of Luxembourg. The parties irrevocably agree that any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

Shareholder name

Date and place

Signature