

**CONVOCAATION FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** of the public limited company incorporated under the regime of an investment company with variable capital (SICAV) under Belgian law, "**Aphilion Q<sup>2</sup>**", **Undertaking for collective investment that meets the conditions of Directive 2009/65/EC, with registered office at 1000 Brussels, Avenue du Port 86C box 320**, registered in RPM Brussels with company number 0475.805.685

The shareholders and directors are hereby invited to the extraordinary general meeting that will take place on 21/05/2024 at 10:00 a.m. at 9000 Ghent, Charles de Kerchovelaan 14 in the presence of Mr. Ann De Paepe, civil-law notary in Ghent (first canton), with registered office of the private limited company "De Paepe & Verhoeve, associated notaries" in 9000 Ghent, Charles de Kerchovelaan 14, or one of the associated notaries of the aforementioned office.

## **I. AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

At the extraordinary general meeting of the aforementioned company "**Aphilion Q<sup>2</sup>**", the following agenda items will be discussed and decided:

**1. Acknowledgement of the draft terms of joint merger drawn up in accordance with Article 167 of the Royal Decree of 12 November 2012 concerning undertakings for collective investment that meet the conditions laid down in Directive 2009/65/EC, lodged at the registry of the Commercial Court of Brussels on 05/04/2024.**

**2. Acquaintance with the declaration drawn up by the depositary in accordance with Article 166, §1(2)(3) and the report of the statutory auditor in accordance with Article 172 of the Royal Decree of 12 November 2012 concerning collective investment undertakings that meet the conditions laid down in Directive 2009/65/EC.**

### **3. The merger by absorption of compartments within the SICAV.**

**Proposal of the Board of Directors:** Approve the merger by absorption of the entire assets, assets and liabilities, without exception or reservation, of the Balance sub-fund (to be acquired) by the Equities sub-fund (acquiring). The proposal shall be subject to the deliberation and vote of the shareholders of the sub-funds involved in the merger.

The merger will become effective subject to the approval by the extraordinary general meetings of the shareholders of the sub-funds concerned and subject to the validation of the exchange ratio by the statutory auditor DELOITTE Bedrijfsrevisoren BV, in accordance with Article 181, §1, paragraph 2 of the Royal Decree of 12 November 2012 with regard to the undertakings for collective investment that meet the conditions of Directive 2009/65/EC.

Subject to the approval of the merger by the extraordinary general meetings of the shareholders of the sub-funds concerned, the sub-fund Balance will cease to exist in accordance with article 12:13 of the Belgian Code of Companies and Associations.

The draft terms of merger, the convening and the notification, the information document for the participants, the declaration of the depositary, the report of the statutory auditor DELOITTE Bedrijfsrevisoren BV, in accordance with Article 172 of the Royal Decree of 12 November 2012 relating to undertakings for collective investment that meet the conditions laid down in Directive 2009/65/EC, the annual accounts and other ancillary information may be published free of charge and on simple request in French and Dutch can be obtained at the registered office of the SICAV or at CACEIS Bank, Belgium Branch, in charge of financial services. The request should be sent to the following email address: legal.be@ca-ceis.com.

The convening notice, the notification and the press release made available after the date on which the merger becomes effective shall be sent to the shareholders by ordinary letter.

The proposal will be subject to the deliberation and the respective vote of the shareholders of the sub-funds concerned.

#### **4. Approval of the exchange ratio.**

**Proposal of the Board of Directors:** In the context of the above-mentioned merger operation, approve the exchange ratio to be determined on the basis of the net asset value (NAV) of 17/05/2024 to be calculated on 21/05/2024, and the number of shares of the relevant sub-funds on the same date.

The proposal will be subject to the deliberation and the respective vote of the shareholders of the sub-funds concerned.

On the basis of the calculated asset values and the fixed exchange ratio, a corresponding number of shares (and fractions of shares) of the acquiring sub-fund will be transferred to the shareholders of the relevant sub-fund from the date of the merger. These shares will be of the same nature and type and will offer the same rights and benefits as the existing shares.

A = the number of new shares to be acquired in the acquiring sub-fund

$$A = \frac{B * C}{D}$$

A = the number of new shares to be acquired from the acquiring sub-fund
B = the number of shares held in the sub-fund to be acquired
C = the net asset value* per share of the sub-fund to be acquired
D = the net asset value* per share of the acquiring sub-fund

*\* This is the last net asset value calculated on the date of the extraordinary general meeting that will definitively approve the merger of the sub-funds concerned.*

Shares of a certain class in the sub-fund to be acquired are converted into shares of the same class in the acquiring sub-fund and for this purpose the formula above is calculated separately for each class of shares.

**5. Confer all powers on the Board of Directors.**

**Proposal of the Board of Directors:** Confer all powers on the Board of Directors to be able to take all necessary or appropriate measures to implement the decisions taken.

The proposal is submitted for deliberation and vote by all shareholders.

**II. PARTICIPATION IN AND VOTING AT GENERAL MEETINGS**

In order to be able to validly participate in this extraordinary general meeting, the requirements of the Code of Companies and Associations and Articles 19 and 20 of the Articles of Association apply.

The shareholders may, as of this notification, put their **questions** in writing to the directors and the statutory auditor, which will be answered during the meeting, as the case may be, by the directors or the statutory auditor insofar as those shareholders comply with the formalities, as set out below, that must be completed in order to be admitted to the meeting. These written questions can be sent to the company electronically at the following e-mail address: [info@aphilion.com](mailto:info@aphilion.com). These written questions must be received by the company no later than five full days before the meeting, i.e. no later than 16/05/2024.

Shareholders who wish to participate in the general meeting must provide a certificate drawn up by the approved account holder or by the liquidation body that establishes the unavailability of the dematerialized shares until the date of the general meeting, via the following email address: [info@aphilion.com](mailto:info@aphilion.com), no later than five full days before the date set for the meeting, or no later than 16/05/2024.

Shareholders must notify the board of directors in writing (by letter or proxy) within the same period of their intention to attend the meeting and of the number of securities for which they intend to vote. This can be done via the following e-mail address: info@aphilion.com.

Shareholders who are unable to attend in person may be represented. This representative must have a written power of attorney signed by the shareholder. A power of attorney is attached to this agenda.

In order to be able to prepare this general meeting sufficiently and in a timely manner, you are kindly asked to provide the following information and documents by e-mail (info@aphilion.com) no later than five full days before the date set for the meeting, or no later than 16/05/2024:

The announcement of whether you will be physically present at the general meeting scheduled for 21/05/2024, or whether you wish to give a written power of attorney. In the latter case, you must include a signed power of attorney. The original signed power of attorney must be delivered to the notary's office by post, unless this power of attorney is digitally signed with an advanced or qualified signature.

If the Board of Directors does not receive a notification no later than five full days before the date set for the meeting, i.e. no later than 16/05/2024, it is presumed that you will not be physically present, nor do you wish to give a written power of attorney.

### **3. DOCUMENTS**

A copy of the power of attorney shall be attached to this convocation and sent to each of the shareholders of the company.

On behalf of the governing body