BNP Paribas Funds

Luxembourg SICAV
Registered Office: 60, Avenue John F. Kennedy, L-1855 Luxembourg
Grand-Duchy of Luxembourg
Luxembourg Trade and Companies Register No. B 33.363
(the "**Company**")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.

CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 4 DECEMBER 2026

Luxembourg, 12 November 2026

Dear Shareholders,

The board of directors of the Company has decided to convene an extraordinary general meeting of the shareholders of the Company on 4 December 2026, at 10.00 am (Luxembourg time), at the registered office of the Company, as indicated above (the "**Meeting**"), to deliberate on the following agenda:

AGENDA

EXTRAORDINARY RESOLUTION: GENERAL UPDATE OF THE ARTICLES OF ASSOCIATION

General update by amending the articles of association of the Company (the "**Articles**") with effect from 11 January 2027 as follows:

1. Amendment of Article 8 of the Articles to update the legal references to the Luxembourg law of 10 August 1915 on commercial companies, as amended.
2. Amendment of Article 9 of the Articles to update the provisions related to the issue of new shares in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investment as amended by the law of 21 July 2023.
3. Amendment of Article 15 – A items c) and g) and followings of the Articles to clarify the valuation rules applicable to sub-funds that do not qualify as money market funds in relation (i) to securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, (ii) to financial derivative instruments, (iii) and to the addition of a valuation principle for liquid assets and money market instruments, as well as by granting to the board of directors the flexibility, in exceptional circumstances, to apply other methodologies in order to protect the interests of shareholders.
4. Amendment of Article 16 of the Articles to provide flexibility for the treatment of deferred redemption or conversion requests set by the board of directors and described in the prospectus of the Company.
5. Amendment of Article 16bis of the Articles to clarify the anti-dilution measures that may be apply in order to counter dilution effects.
6. Addition of a new article 17 of the Articles to clarify the liquidity management tools which may be selected and activated by the Company in order to monitor and manage the liquidity risk and profile of the Company and its sub-funds.

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7. Amendment of Article 23 – A (as renumbered) of the Articles to list the countries of relevant issuers of transferable securities and money market instruments in which up to 100% of a sub-fund's assets may be invested in accordance with UCITS rules and CSSF practice.
8. Amendment of Article 23 – B (as renumbered) of the Articles to mirror the latest amendments to the MMF Regulation regarding cleared transactions and to clarify that investment restrictions applicable to sub-funds qualifying as money market sub-funds as described in the Articles reflect the applicable law and regulations in force as at the date of the Articles but remain subject to future changes to such applicable laws and regulations.
9. Amendment of Article 28 (as renumbered) of the Articles to revise the clause relating to the annual general meeting, which shall henceforth be held on the date and at the time determined by the board of directors, no later than six months after the end of the financial year in compliance with the Luxembourg law of 10 August 1915 on commercial companies, as amended.
10. Amendment of Article 29 (as renumbered) of the Articles to correct contradictory provisions relating to voting rights.
11. Amendment of Article 35 (as renumbered) of the Articles to make adjustments relating to mergers, transfers and reorganisations involving sub-funds, share classes or categories of share classes of the Company.
12. Amendment of Article 38 (as renumbered) of the Articles to clarify the interpretation of the provisions of the Articles in case of subsequent amendments to the relevant applicable laws and/or regulations.
13. General non-substantive amendments to the Articles, including the correction of typographical errors, formatting inconsistencies, cross-references and renumbering of articles, without changing the overall structure or provisions of the Articles.

The draft Articles reflecting the above-described amendments, as well as the current prospectus and the latest interim report or annual report (as the case may be) are available for inspection at the office of the Hong Kong Representative, BNP PARIBAS ASSET MANAGEMENT Asia Limited, at Suite 1701, 17/F, Lincoln House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, during normal business hours on any Hong Kong business day.

Please note that amended article 15 and article 16 of the Articles as described above will be reflected in the Hong Kong Offering Documents of the Company, subject to relevant regulatory approvals. The current Hong Kong Offering Documents is available for inspection free of charge at the office of the Hong Kong Representative, during normal business hours on any Hong Kong business day; and on the website at https://www.bnpparibas-am.com/en-hk[1]. The updated Hong Kong Offering Documents will be available later.

All expenses related to the update of the Articles will be borne by BNP PARIBAS ASSET MANAGEMENT Luxembourg, the management company of the Company.

[1] This website has not been reviewed by the Securities and Futures Commission of Hong Kong.

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VOTING

The Meeting shall not validly deliberate unless at least 50% of the Company's capital is represented and the resolutions on the agenda will be taken by at least two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. Every share, irrespective of its unit value, gives the right to one vote. Fractional shares shall have no voting right. The quorum and majority requirements will be calculated on the shares in issue at midnight the fifth calendar day preceding the Meeting.

If the quorum requirement is not reached at the Meeting, a second extraordinary general meeting of the shareholders of the Company will be convened with the same agenda (the "**Reconvened Meeting**"). At the Reconvened Meeting, no quorum will be required and the sole resolution on the agenda must be approved by at least two-thirds of the votes cast. A second convening notice will be sent to the shareholders.

Proxy forms already received for the Meeting will remain valid and be used at the Reconvened Meeting, if any, having the same agenda unless expressly revoked.

VOTING ARRANGEMENTS

Shareholders may vote in person or by proxy. A proxy form is attached. Shareholders wishing to be present or represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to be represented shall be known at least five business days before the Meeting.

Shareholders wishing to be represented at the Meeting are kindly requested to complete the proxy form and return it duly signed and dated by mail to the registered office of the Company (attn: BNP PARIBAS ASSET MANAGEMENT Luxembourg, 60 avenue J.F Kennedy, L- 1855 Luxembourg) or by email to AMLU.FSLEGAL@bnpparibas.com at least five Luxembourg business days before the Meeting.

Shareholders in Hong Kong may return the proxy form to the Hong Kong Representative of BNP Paribas Funds. Such proxy form must arrive by post or by fax (and followed by post) no later than 5 pm (Hong Kong time) on 25 November 2026 to the Compliance Officer (Fax No.: +852 2521 2506).

Shareholders in Hong Kong should contact BNP Paribas Funds' Hong Kong Representative, BNP PARIBAS ASSET MANAGEMENT Asia Limited, at Suite 1701, 17/F, Lincoln House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong (Tel No.: +852 2533 0088) for any enquiries.

The Board of Directors of the Company accepts responsibility for the accuracy of the contents of this document.

The Board of Directors

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Luxembourg SICAV
Registered Office: 60, Avenue John F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg
RCS number: B33363
(the "**Company**")

PROXY

(for use at the extraordinary general meeting of shareholders of the Company (the "**Meeting**") to be held on 4 December 2026, at 10:00am (Luxembourg time), at the registered office of the Company, as indicated above or any reconvening or adjournment thereof)

I/We _____ (name)

of _____ (address)

the holder(s) of _____ (number) shares in the Company.

hereby appoint the chairman of the Meeting in Luxembourg as my/our proxy to vote on my/our behalf at the extraordinary general meeting to be held on 4 December 2026 at 10:00am (Luxembourg time) and any convening or adjournment thereof.

I instruct my proxy to vote on the agenda of the Meeting or any reconvening or adjournment thereof as set out below:

AGENDA	IN FAVOUR OF	AGAINST	ABSTAIN
General update by amending the articles of association of the Company (the "**Articles**") with effect from 11 January 2027 as follows: 1. Amendment of Article 8 of the Articles to update the legal references to the Luxembourg law of 10 August 1915 on commercial companies, as amended. 2. Amendment of Article 9 of the Articles to update the provisions related to the issue of new shares in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investment as amended by the law of 21 July 2023. 3. Amendment of Article 15 – A items c) and g) and followings of the Articles to clarify the valuation rules applicable to sub-funds that do not qualify as money market funds in relation (i) to securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, (ii) to financial derivative instruments, (iii) and to the addition of a valuation principle for liquid assets and money market instruments, as well as by granting to the board of directors the flexibility, in exceptional circumstances, to apply other methodologies in order to protect the interests of shareholders. 4. Amendment of Article 16 of the Articles to provide flexibility for the treatment of deferred redemption or conversion requests set by the board of directors and described in the prospectus of the Company. 5. Amendment of Article 16bis of the Articles to clarify the anti-dilution measures that may be apply in order to counter dilution effects. 6. Addition of a new article 17 of the Articles to clarify the liquidity management tools which may be selected and activated by the Company in order to monitor and manage the liquidity risk and profile of the Company and its sub-funds. 7. Amendment of Article 23 – A (as renumbered) of the Articles to list the countries of relevant issuers of transferable securities and money market instruments in which up to 100% of a sub-fund's assets may be	☐*	☐*	☐*

invested in accordance with UCITS rules and CSSF practice. 8. Amendment of Article 23 – B (as renumbered) of the Articles to mirror the latest amendments to the MMF Regulation regarding cleared transactions and to clarify that investment restrictions applicable to sub-funds qualifying as money market sub-funds as described in the Articles reflect the applicable law and regulations in force as at the date of the Articles but remain subject to future changes to such applicable laws and regulations. 9. Amendment of Article 28 (as renumbered) of the Articles to revise the clause relating to the annual general meeting, which shall henceforth be held on the date and at the time determined by the board of directors, no later than six months after the end of the financial year in compliance with the Luxembourg law of 10 August 1915 on commercial companies, as amended. 10. Amendment of Article 29 (as renumbered) of the Articles to correct contradictory provisions relating to voting rights. 11. Amendment of Article 35 (as renumbered) of the Articles to make adjustments relating to mergers, transfers and reorganisations involving sub-funds, share classes or categories of share classes of the Company. 12. Amendment of Article 38 (as renumbered) of the Articles to clarify the interpretation of the provisions of the Articles in case of subsequent amendments to the relevant applicable laws and/or regulations. 13. General non-substantive amendments to the Articles, including the correction of typographical errors, formatting inconsistencies, cross-references and renumbering of articles, without changing the overall structure or provisions of the Articles.			

*** Please tick the appropriate box.**

I/We hereby give and grant full power and authorisation to do and perform all acts and deeds and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that said proxy shall lawfully do or cause to be done by virtue hereof.

Signature _____

Dated this _____ day of _____

NOTES:

1. A shareholder entitled to attend and to vote at the above Meeting is entitled to appoint the chairman to vote on his/her behalf.

2. The quorum and the majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the Meeting (the "Record Date"). The rights of a shareholder to exercise a voting right attaching to his/her/its shares at the Meeting are determined in accordance with the shares held by this shareholder at the Record Date.

3. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution referred to above if no instruction is given in respect of the resolution and on any business considered at the Meeting.

4. Unless revoked, the proxy form shall remain valid for any postponed or adjourned meeting as well as the reconvened meeting or any postponement or adjournment thereof. Shareholders who wish to vote at the reconvened meeting and who have not previously returned this proxy form may complete and return this proxy form in accordance with item 5 below.

5. To be valid, this form must be duly completed, dated, signed and sent by mail to the registered office of the Company (attn: BNP PARIBAS ASSET MANAGEMENT Luxembourg, 60 avenue J.F Kennedy, L- 1855 Luxembourg) at least five Luxembourg business days before the Meeting.

6. If the shareholder is a corporation, this proxy form must be executed under the seal or under the hand of some officer or attorney duly authorised on its behalf.