

**CONVENING NOTICE**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**BEHEERSTRATEGIE N.V.**

*an investment company with variable capital, with its corporate seat in Amsterdam*

Shareholders are kindly invited to attend the extraordinary general meeting ("**EGM**") of: **Beheerstrategie N.V.**, a company with limited liability (*naamloze vennootschap*) and an investment company with variable capital (*beleggingsmaatschappij met veranderlijk kapitaal*), with its corporate seat in Amsterdam, the Netherlands, its place of business at Herengracht 537, 1017 BV Amsterdam, the Netherlands and registered with the Dutch Commercial Register under number 73872180 ("**Company**"), to be held at the office of the Company, Herengracht 537, 1017 BV Amsterdam, the Netherlands on date **27 November 2024 at 4pm CET**.

The items on the agenda for the EGM are the following:

1. Opening
2. Legal merger between the Company as acquiring company and InsingerGilissen Umbrella Fund N.V. as acquiring company based on the proposal of the management board of the Company ("**Management Board**") (*voting item*)
3. Amendment of the articles of association of the Company ("**Articles**") based on the proposal of the Management Board (*voting item*)
4. Authorisation of each member of the Management Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the deed of amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney (*voting item*)
5. Acceptance resignation InsingerGilissen Asset Management N.V. as director (*voting item*)
6. Granting discharge to InsingerGilissen Asset Management N.V. for its management performed (*voting item*)
7. Appointment Carne (Netherlands) B.V. as director of the Company (*voting item*)
8. Appointment supervisory directors of the Company (*voting item*)
9. Any other business
10. Closing

Explanatory notes to agenda item 2, 3, 4, 5, 6, 7 and 8

The Management Board, jointly with the management board of **InsingerGilissen Umbrella Fund N.V.**, a company with limited liability (*naamloze vennootschap*), with its corporate seat in Amsterdam, the Netherlands, its place of business at Herengracht 537, 1017 BV Amsterdam, the Netherlands and registered with the Dutch Commercial Register under

number 17067513 ("**Disappearing Company**"), proposed a legal merger (the "**Merger**"), pursuant to which:

1. the Company shall acquire all assets and liabilities of the Disappearing Company by way of universal title (*algemene titel*), upon which the Company will assign the assets and liabilities of the subfund H – Dynamic Fixed Income Fund in the capital of the Disappearing Company ("**Disappearing Subfund**") to a newly created administratively separated subfund in the capital of the Company ("**Acquiring Subfund**");
2. each shareholder in the Disappearing Subfund will, by operation of law, be allotted a number of new shares of a class of shares in the capital of the Company relating to the Acquiring Subfund;
3. each holder of priority shares in the capital of the Disappearing Company will, by operation of law, be allotted a number of priority shares in the capital of the Company; and
4. the Disappearing Company will cease to exist.

The Management Board deems that the Merger is in the Company's corporate interest, as it believes that the Merger will lead to efficiencies and structural reduction of ongoing charges for investors.

A new fund manager of the Company will be appointed, with effect as of the date on or around the date of the Merger. In connection therewith, it is envisaged to change the management board of the Company and to establish a supervisory board at the level of the Company.

The Management Board proposes to amend the Articles with effect as of the effective date of the Merger, as a result of which, *among other things*, a supervisory board will be established and certain rights of the meeting of the holders of priority shares of the Company will be revoked and granted to the new supervisory board, all in accordance with the draft articles of association drawn up by Houthoff Coöperatief U.A. and marked 311053002 / 15645644 ("**Draft New Articles**") and marked 311053002 / 15645025 (*informal English translation*). A copy of the Draft New Articles will be attached to this notice as Annex I.

It is proposed to accept the resignation of InsingerGilissen Asset Management N.V. as managing director of the Company with effect as of the Merger becomes effective and to grant it full and finale discharge for its management performed.

Furthermore, it is proposed to appoint:

- I. van de Looij – Brouwer;

- M. Storsbergen;
- S. Georgala;
- M. Ernzer; and
- F. Laepple

as members of the supervisory board, under the condition precedent of execution the deed of legal merger to effect the Merger, in which deed the Draft New Articles will also be adopted, and with effect as of the Merger becomes effective.

#### Miscellaneous

Shareholders who wish to attend the EGM or be represented at the EGM must have deposited their share certificate with the Management Board no later than 15 November 2024.

The voting rights and meeting rights can be exercised by a person holding a written power of attorney, if desired. Votes can also be cast in writing prior to the EGM. To this end, shareholders should register their shares in the manner described above. Forms to grant a power of attorney or to vote are available free of charge at [assetmanagement@insingergilissen.nl](mailto:assetmanagement@insingergilissen.nl). The written power of attorney of the voting form should be received by the Management Board no later than 15 November 2024.

The agenda for the EGM, together with the explanatory notes and the Draft New Articles are available for inspection at the offices of the Company at op Herengracht 537, 1017 BV Amsterdam, the Netherlands, as of today and can be requested free of charge in writing from the Management Board at the same address or by email: [assetmanagement@insingergilissen.nl](mailto:assetmanagement@insingergilissen.nl). The documents are also available at the website of the Company via the following link: <https://www.insingergilissen.nl/nl-aanvullendeinformatiefondsen>.

#### Announcements from the fund manager

The fund manager (being the director) of the (sub)funds of the Company announces the intention to amend the prospectus of the Company. The exact amendments are published at the above mentioned link. The amendments constitute a amendment of conditions as referred to in section 4:47 of the Dutch Financial Supervision Act (*Wet op het Financieel toezicht*).

Shareholders in the Disappearing Subfund may sell their shares at the current terms until 30<sup>th</sup> December 2024 (= last trading date of the Disappearing Fund). After 2<sup>nd</sup> January 2025 shareholders can trade their shares in the Acquiring Subfund on a daily basis at the new terms.

Amsterdam, 16 October 2024.