

**InsingerGilissen Manager Selection SICAV**  
*Société d'investissement à capital variable*  
R.C.S. Luxembourg: B 75761  
Registered office: 11, rue Aldringen, L-1118 Luxembourg  
Grand Duchy of Luxembourg  
(the **Company**)

**[Addressee]**

Luxembourg, 30 July 2019

**CONVENING NOTICE**

Dear Sir, dear Madam,

You are invited in your capacity as shareholder of the Company to attend an extraordinary general meeting of the shareholders of the Company (the **Meeting**), to be held in front of Maître Henri Beck, residing in Echternach, Grand Duchy of Luxembourg, at Loyens & Loeff Luxembourg S.à r.l. premises located at 18-20, rue Edward Steichen, L-2540 Luxembourg, on 29 August 2019 at 10:30 a.m., to deliberate and decide on the following agenda:

1. Acknowledgement of the draft terms of cross-border merger providing for the absorption of the Company by Beheerstrategie N.V., accompanied by the three most recently adopted annual accounts and management reports of the Company;
2. Acknowledgement that all the documents required by articles 1021-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the **Company Law**) have been deposited at the Company's registered office or its website for due inspection by the shareholders at least one month before the date of the general meeting of shareholders of the Company resolving on the draft terms of cross-border merger unless otherwise waived;
3. Approval of the draft terms of cross-border merger and decision to carry out the merger by way of the absorption of the Company by Beheerstrategie N.V.; acknowledgment of the date from which the operations of the Company will be treated as having being carried out on behalf of Beheerstrategie N.V. from an accounting point of view; acknowledgment of the effective date of the merger between parties and of the date of enforceability of the merger towards third parties;
4. Any other business.

Please be informed that the extraordinary general meeting may validly deliberate if at least of 50% of shares of the Company, at least 50% of class EUR shares, related to sub-fund InsingerGilissen Multi-Manager Equity, 50% of class EUR shares, related to sub-fund InsingerGilissen Multi-Manager Balanced, 50% of class EUR shares, related to sub-fund InsingerGilissen Multi-Manager Defensive Balanced, 50% class EUR shares, related to sub-fund InsingerGilissen Multi-Manager Defensive and

50% of class EUR shares, related to sub-fund InsingerGilissen Core Funds Moderate Growth (each a **Sub-Fund**, and together the **Sub-Funds**), are present or represented and resolutions, in order to be adopted, must be carried by a majority of two thirds of the votes validly cast, not only across all shares, but also within each Sub-Fund.

In case you cannot be present at such meeting, but wish to vote in favor of the resolutions to be adopted, you may fill in, execute and return the power of attorney attached to this convening notice to the address of the Company.

All the documents relating to the cross-border merger are available at the registered office of the Company. Copies may be delivered to you upon request and free of charge.

Yours sincerely,

**The Board of Directors of InsingerGilissen Manager Selection SICAV**

## POWER OF ATTORNEY

The undersigned

[name of shareholder], a [legal form] company incorporated under the laws of [country], having its registered office at [registered office], registered with [register of commerce and companies], under number [registration number] (the **Undersigned**),

hereby grants a special power of attorney, with full power of substitution, to any lawyer or employee of Loyens & Loeff Luxembourg S.à r.l., or any employee of the Luxembourg notary enacting the deed, each acting under his/her sole signature (the **Attorney**),

to represent the Undersigned at the extraordinary general meeting of the shareholders of **InsingerGilissen Manager Selection SICAV**, a *société anonyme* qualifying as an investment company with a variable capital (*Société d'investissement à capital variable*) having its registered office at 11, rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 75761 (the **Company**), which will be held in front of Maître Henri Beck, residing in Echternach, Grand Duchy of Luxembourg, at Loyens & Loeff Luxembourg S.à r.l. premises located at 18-20, rue Edward Steichen, L-2540 Luxembourg, on 29 August 2019 at 10:30 a.m., to resolve on the following resolutions proposed for adoption at the extraordinary general meeting, where the Attorney is instructed to vote, as indicated in the ticked box, for each item in the agenda below (**PLEASE TICK ONE BOX IN RESPECT OF EACH RESOLUTION ONLY**):

Proposed resolutions	For	Against	Abstention
1. Acknowledgement of the draft terms of cross-border merger providing for the absorption of the Company by Beheerstrategie N.V, accompanied by the three most recently adopted annual accounts and management reports of the Company.			
2. Acknowledgement that all the documents required by articles 1021-7 of the Company Law have been deposited at the Company's registered office or its website for due inspection by the shareholders at least one month before the date of the general meeting of shareholders of the Company resolving on the draft terms of cross-border merger unless otherwise waived.			
3. Approval of the draft terms of cross-border merger and decision to carry out the merger by way of the absorption of the Company by Beheerstrategie N.V.; acknowledgment of the date from which the operations of the Company will be treated as having being carried out on behalf of Beheerstrategie N.V. from an accounting point of view; acknowledgment of the effective date of the			

merger between parties and of the date of enforceability of the merger towards third parties.			
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The Undersigned authorises the Attorney to approve, reject or modify any item on the agenda as well as add any items thereto.

The Undersigned authorises the Attorney to sign all documents and do all acts necessary or useful in connection with the performance of this power of attorney, even though not indicated, undertaking to ratify and confirm such acts and signatures if required.

The Undersigned undertakes to fully indemnify the Attorney against all claims, losses, costs, expenses, damages or liability, which the Attorney may sustain or incur as a result of any action taken by the latter in good faith pursuant to this power of attorney, including any costs incurred in enforcing this power of attorney.

This power of attorney shall be revocable at any time at the option of the Undersigned and shall expire after the extraordinary general meeting of the Company.

This power of attorney is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of, or in connection with, this power of attorney.

Given in \_\_\_\_\_ on \_\_\_\_\_ 2019.

[name of the shareholder]

\_\_\_\_\_  
 By:  
 Title:

\_\_\_\_\_  
 By:  
 Title:

Enclosed:  
 Copy of the signatory's (ies') passport(s); and  
 Evidence of the power of the signatory (ies) to represent [name of the shareholder] (if applicable).