

**FINEX SICAV SIF S.A.**

**Société d'investissement à capital variable - fonds d'investissement spécialisé sous forme d'une société anonyme**

**Siège social : 25A, boulevard Royal**

**L-2449 Luxembourg**

**R.C.S. Luxembourg : B 162.428**

**ASSEMBLEE GENERALE EXTRAORDINAIRE**

du 30 avril 2024

numéro 513/2024

In the year two thousand and twenty-four, on the thirtieth of April.

Before Us, **Maître Martine SCHAEFFER**, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Is held an extraordinary general meeting of the shareholders of the public limited company (*société anonyme*) qualifying as an investment company with variable share capital - specialized investment fund (*société d'investissement à capital variable - fonds d'investissement spécialisé*) established in the Grand Duchy of Luxembourg under the denomination of "**FINEX SICAV SIF S.A.**", having its registered office at 25A, boulevard Royal, L-2449 Luxembourg, recorded with the Luxembourg Trade and Companies' Register under number B 162.428 (the "**Company**"), incorporated pursuant to a deed of Maître Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg, dated 21 July 2011, published with the *Mémorial C, Recueil des Sociétés et Associations*, N° 1736 of 1 August 2011. The articles of incorporation of the Company have not yet been amended since.

The meeting begins, with Maître Thibaut PARTSCH, 2, place Winston Churchill, Luxembourg, being in the chair.

The Chairman appoints as secretary of the meeting Maître Carmine REHO, 8-10, avenue Marie Thérèse, Luxembourg.

The meeting elects as scrutineer Maître Philippe ONIMUS, 5-11, avenue Gaston Diderich, Luxembourg.

The Bureau having thus been constituted, the Chairman declares:

I. That, all the shares being registered shares, this general meeting has been duly convened by means of registered letters containing the agenda of the meeting sent on 20 April 2024 to the shareholders' addresses appearing in the register of shareholders.

II. That a first Extraordinary General Meeting has been held on 16 April 2024, where the main shareholder, in conformity with article 450-1 (6) of the law of 10 August 1915 on commercial companies, as amended, decided to postpone the Meeting to the present date. More detailed information on the delay of postponement of the Meeting can be found in the investors notice sent to the shareholders together with the convenience letter on 20 April 2024.

III. That the agenda of the meeting is worded as follows:

1. Situation of FINEX SICAV FIS S.A. related to the termination of FINEXIS S.A. as AIFM;

2. Proposition to put the Fund in Voluntary Liquidation;

3.a Nomination of Liquidator(s);

**JUSTLEX SCS** represented by Antonello SENES

3.b Nomination of Liquidator(s);

**KPMG Tax and Advisory S.à r.l.** represented by Zia HOSSEN

IV. That the shareholders present or represented as well as the shares held by them are shown on an attendance list set up and certified by the members of the bureau, which, after signature "*ne varietur*" by the shareholders present, the proxyholders of the shareholders represented and the members of the board of the meeting, shall remain attached to the present deed to be filed at the same time.

V. That it results from that attendance list that out of the 1,830,929.101 shares in issue, at least 50% of the share capital of the company, are duly represented at this meeting.

In conformity with articles 450-1 (6) and 450-3 (2) of the law of 10 August 1915 on commercial companies, as amended, the meeting is regularly constituted and may validly deliberate and decide upon the items on the agenda of the meeting. To be valid, resolutions must receive at least two-thirds (2/3) of the votes cast.

## **PREAMBLE**

The Chairman noted that the current AIFM of the Company, namely **FINEXIS S.A.**, having its registered office at 25A, Boulevard Royal, L-2449 Luxembourg and recorded with the Luxembourg Trade and Companies' Register under number B 154.916, will cease its function as at 5 May 2024.

After approval of the statement of the Chairman and having verified that it was regularly constituted, the Meeting, after deliberation, passed the following resolutions:

### **STATEMENTS FROM THE BOARD OF DIRECTORS**

The Meeting takes due note of the following situation of FINEX SICAV FIS S.A. related to the termination of FINEXIS S.A. as AIFM:

On 5 February 2024, the *Commission de Surveillance du Secteur Financier (CSSF)* notified the Board of Directors of its decision to proceed with the withdrawal of the licenses from the Alternative Investment Fund Manager (AIFM), **FINEXIS S.A.** This action will result in the delisting of FINEX SICAV SIF S.A. from the official registry of Luxembourg Investment Funds.

The CSSF has indicated that the licenses are being withdrawn from **FINEXIS S.A.** due to non-compliance with certain legal and regulatory requirements in governance and shareholding structures, which has led to the conditions for maintaining FINEXIS's approvals no longer being satisfied.

Following the CSSF's announcement, the Board of Directors has taken multiple steps which are described more detailed in the investors notice sent to the shareholders together with the convenience letter on 20 April 2024.

### **FIRST RESOLUTION**

The Meeting proposes to put the Fund in Voluntary Liquidation (*liquidation volontaire*).

At least 2/3 of the shares present or represented have voted in favor and therefore this resolution has been adopted.

### **SECOND RESOLUTION**

a) The Meeting proposes to appoint **JUSTLEX S.e.c.s.**, a limited partnership (*société en commandite simple*), having its registered office at 26, Côte d'Eich, L-1450 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B 221.150, whose permanent representative is Mr Antonello SENES, residing professionally at 26, Côte d'Eich, L-1450 Luxembourg.

At least 2/3 of the shares present or represented have voted in favor and therefore this resolution has been adopted.

b) The Meeting proposes to appoint **KPMG Tax and Advisory S.à r.l.**,

a private limited liability company (*société à responsabilité limitée*), having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B 117.955, whose permanent representative is Mr Zia HOSSEN, residing professionally at 39, avenue John F. Kennedy, L-1855 Luxembourg.

As not at least 2/3 of the shares present or represented have voted in favor, this resolution has not been adopted.

Nothing else being on the agenda, the Meeting was closed.

The undersigned notary, who understands and speaks English, states hereby that at the request of the above appearing persons, this notarial deed is worded only in English.

**WHEREOF**, this notarial deed was drawn up in Luxembourg, on the day appearing at the beginning of this document.

The document having been read to the proxyholder of the appearing party, said proxyholder signed together with Us, the notary, the present original deed.

Signé : T. Partsch, C. Reho, P. Onimus et M. Schaeffer

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Enregistré à Luxembourg Actes Civils 2, le 7 mai 2024.

Relation : 2LAC/2024/6868

Reçu douze euros (12.- €)

Le receveur/signé/ Frank DONINI

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POUR EXPEDITION CONFORME

délivrée à la demande de la prédite société,

sur papier libre, aux fins de publication au RESA

Luxembourg, le 22 mai 2024