

DANSKE INVEST SICAV-SIF

Société anonyme - Société d'investissement à capital variable

Fonds d'investissement spécialisé

Registered office: 13, rue Edward Steichen

L-2540 Luxembourg, Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B50991

(the "**Company**")

CONVENING NOTICE

TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

By electronic transmission and registered letter

Luxembourg, 24 February 2025

Dear Shareholder,

As an investor in the Company, you are hereby convened to assist to an extraordinary general meeting of shareholders of the Company which will be held on **4 March 2025** (or any adjournment thereof), before the notary Maître Grethen at 32A, rue Zénon Bernard, Esch-sur-Alzette, L-4031 Esch sur-Alzette, Grand Duchy of Luxembourg, at 11:00 (Luxembourg time) (the "**Meeting**") to deliberate and vote on the below agenda (the "**Agenda**").

All terms not otherwise defined therein shall have the meaning ascribed to them in the articles of association of the Company.

The Meeting has the following agenda in order to allow the Company to obtain marketing permission in Denmark to distribute certain of its funds to retail investors, qualifying as well-informed investors:

AGENDA

- amendment of Article 8 "Redemption of shares" of the articles of association of the Company (the "Articles") to specify that shareholders of open-ended funds will be able to redeem their shares at least monthly;
- amendment of Article 11 "Calculation of Net Asset Value" of the Articles to specify that the net asset value for open-ended funds will be published for shareholders at least twice a month, except during periods where the net asset value calculation is suspended in accordance with the provisions of the Company's prospectus;
- amendment of Article 18 "Investment policies and restrictions" of the Articles to disclose that the objective of the funds of the Company is to generate returns for shareholders by investing in publicly traded assets and privately negotiated assets either directly or indirectly, including via other funds, as described in more detail in each fund's appendix in the prospectus. Funds of the Company may be characterised by market risk, credit risk, counterparty risk, liquidity risk and sustainability risk and the relevant risks are disclosed in the relevant fund's appendix in the prospectus.

The text of the proposed amendments to the Articles is available, free of charge, upon request, at the registered office of the Company.

In order for the Meeting to deliberate validly on all the items of the Agenda, at least one half of the issued and outstanding shares of the Company shall be present or represented and the resolutions on the Agenda shall be approved by at least two-thirds of the votes cast.

Each share entitles to one (1) vote and each shareholder may vote in person or by proxy.

The rights of a shareholder to attend the Meeting and to exercise a voting right attached to its shares are determined taking into account the number of shares held by it at midnight (Luxembourg time) on the 5th day prior to the Meeting, i.e. 27 February 2025.

Any shareholder who is not able to attend the Meeting in person is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf at the Meeting. Such a shareholder is invited to send the proxy form enclosed in Schedule 1 duly completed and signed prior to the Meeting as a scanned document by email to **dima.luxembourg@danskeinvest.com** and the original by mail to the registered office of the Company, at 13, rue Edward Steichen, L-2540, Luxembourg, Grand-Duchy of Luxembourg so as to be received **before 3 March 2025 at 4:00 p.m. Luxembourg time**.

An extraordinary general meeting with the same agenda had been convened for 18 February 2025. Less than fifty (50) percent of the issued share capital was represented at such extraordinary general meeting and the Meeting will therefore validly deliberate regardless of the proportion of the share capital represented.

Yours faithfully,

On 24 February 2025

For and on behalf of the board of directors of the Company

Schedule 1

**PROXY FOR THE GENERAL MEETING OF THE SHAREHOLDERS OF
DANSKE INVEST SICAV-SIF**

The undersigned,

[Name], a **[form]** existing under the laws of **[country]**, having its registered office at **[address]** **[and being registered under number]**, **[account number / ISIN Code]**:

| Name/ form | Country/ address | Account Number/ ISIN Code |
|------------|------------------|---------------------------|
|------------|------------------|---------------------------|

OR

[Names], **[Surname]**, born on **[date]**, in **[city]** in **[country]**, residing at **[personal or professional address]**, **[shareholder / account number / ISIN Code]**:

| Name/ date of birth | Country/ address | Account Number/ ISIN Code |
|---------------------|------------------|---------------------------|
|---------------------|------------------|---------------------------|

holding [.....] **[number of shares]** in:

DANSKE INVEST SICAV-SIF, a public limited liability company (*société anonyme*) qualifying as an investment company with variable share capital (*société d'investissement à capital variable*) as specialised investment fund (*fonds d'investissement spécialisé*) as defined by the law of 13 February 2007 relating to specialised investment funds, as amended, existing under the laws of the Grand-Duchy of Luxembourg, having its registered office at 13, rue Edward Steichen, L2540 Luxembourg, Grand-Duchy of Luxembourg, and being registered under number B50991 with the *Registre de Commerce et des Sociétés, Luxembourg* (the Luxembourg register of commerce and companies) (the "**RCS**") (the "**Company**"),

hereby appoints (insert name of representative:) _____ and/or any notary clerk of Maître Léonie Grethen with full power of substitution (each a "**Proxyholder**"):

- to represent and act for the undersigned at the general meeting of the shareholders of the Company to be held before the notary Maître Grethen, at 32A, rue Zénon Bernard, Esch-sur-Alzette, L-4031 Esch sur-Alzette, Grand-Duchy of Luxembourg on or about 4 March 2025 (or any postponed, reconvened or adjourned meeting with the same agenda (the "**Meeting**") with the agenda set out below in accordance with the voting instructions set forth in the voting box* hereafter:

AGENDA

| RESOLUTIONS | IN FAVOUR OF *Please tick the appropriate box | AGAINST *Please tick the appropriate box | ABSTAIN *Please tick the appropriate box |
|--|--|---|---|
| As from 4 March 2025 (hereinafter the “Effective Date”), amendment of Article 8 “Redemption of shares” of the Articles to specify that shareholders of open-ended funds will be able to redeem their shares at least monthly. | <input type="checkbox"/> * | <input type="checkbox"/> * | <input type="checkbox"/> * |
| As from the Effective Date, amendment of Article 11 “Calculation of Net Asset Value” of the Articles to specify that the net asset value for open-ended funds will be published for shareholders at least twice a month, except during periods where the net asset value calculation is suspended in accordance with the provisions of the Company’s prospectus. | <input type="checkbox"/> * | <input type="checkbox"/> * | <input type="checkbox"/> * |
| As from the Effective Date, amendment of Article 18 “Investment policies and restrictions” of the Articles to disclose that the objective of the funds of the Company is to generate returns for shareholders by investing in publicly traded assets and privately negotiated assets either directly or indirectly, including via other funds, as described in more detail in each fund’s appendix in the prospectus. Funds of the Company may be characterised by market risk, credit risk, counterparty risk, liquidity risk and sustainability risk and the relevant risks are disclosed in the relevant fund’s appendix in the prospectus. | <input type="checkbox"/> * | <input type="checkbox"/> * | <input type="checkbox"/> * |

Failing any specific instruction, the Proxyholder will be deemed to vote **in favour of** the above items.

- to ask any questions on behalf of, raise any objections on behalf of, suspend or adjourn (if so allowed by law) the Meeting and to take any other actions or steps during the Meeting as deemed fit by the Proxyholder, on behalf of and in the name of the undersigned;
- in general, to perform any acts, sign any documents and take any decisions in the name and on behalf of the undersigned as may be or seem appropriate or useful to the Proxyholder in relation with this proxy.

Without specific instruction in writing to Danske Invest Management A/S, Luxembourg branch, any valid proxy which was returned for attendance at the Meeting will remain valid in case of another shareholder's meeting of the Company with the same agenda (referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the Adjourned General Meeting. A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Meeting.

The undersigned hereby confirms having full knowledge of the amended articles of association of the Company to be adopted at the Meeting.

The undersigned hereby expressly confirms to have sufficient knowledge of the Agenda of the Meeting and have been provided with all supporting documentation in relation thereto prior to the Meeting and waives any convening formalities required by law or by the articles of association of the Company.

The undersigned hereby agrees to fully indemnify the Proxyholder(s) against any costs, claims, expenses, losses, liabilities and damages suffered by the Proxyholder(s) in connection with the powers granted to his/her/it in this proxy or in the exercise of any of the powers conferred or purported to be conferred on his/her/it by this proxy.

The undersigned further hereby expressly agrees to ratify and confirm all documents, deeds, acts and things which the Proxyholder(s) may execute, do or purport to exercise or do in the exercise of any of the powers conferred or purported to be conferred by this proxy.

This proxy and the rights, obligations and liabilities of the undersigned and the Proxyholder(s) hereunder is governed by and is construed in accordance with the laws of the Grand Duchy of Luxembourg. The district court of the city of Luxembourg (*tribunal d'arrondissement de Luxembourg*) has exclusive jurisdiction to hear any dispute or controversy arising from or in connection with this proxy and the undersigned and the Proxyholder(s) waives any objection to the jurisdiction or venue of such courts.

This proxy shall be valid until midnight of the day when the second Extraordinary General Meeting will be held, if applicable.

This proxy shall remain in place even in the circumstances described under Article 2003 of the Luxembourg Civil code, as amended.

On _____ 2025

[Company name] OR [Individual's name]

[By:

[By:

Title: [director / manager / authorised signatory]

Title: [director / manager / authorised signatory]

Proxy form to return to Danske Invest, Luxembourg branch no later than by 3 march 2025, 4:00 p.m. Luxembourg time by email at dima.luxembourg@danskeinvest.com.