

OSSIAM LUX
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE
REGISTERED OFFICE: 49, AVENUE J.F. KENNEDY L-1855 LUXEMBURG
R.C.S LUXEMBOURG B 160071

CONVENING NOTICE

The shareholders of Ossiam Lux, (hereinafter the "Company") are kindly invited to participate at the annual general meeting of the shareholders of the Company (the "Annual General Meeting") which, given the exceptional circumstances due to the COVID-19 pandemic and in accordance with applicable laws and regulations, shall be held, as decided by the board of directors of the Company, by means of electronic voting forms and proxies only on

MAY 15, 2020 AT 2.00 P.M. (LUXEMBOURG TIME)

for the purpose of considering and voting upon the following agenda (the "Ordinary Agenda"):

ORDINARY AGENDA

1. **To hear the management report by the board of directors of the Company** (the "Board of Directors") for the year ended December 31, 2019.
2. **To hear the report by the approved statutory auditor of the Company** in respect of the financial statements of the Company for the year ended December 31, 2019.
3. **To approve the financial statements** (annual accounts: balance sheet, statement of profit and loss and annexes) of the Company for the year ended December 31, 2019.
4. **To Allocate the results** for the fiscal year ended December 31, 2019 and ratify the distribution of dividends of share classes of Ossiam US Minimum Variance ESG NR UCITS ETF 1D (USD) and Ossiam MSCI Europe ex EMU NR 1D (EUR) as proposed in the Circular Resolution taken by the Directors in January 2, 2020.
5. **To give discharge to the members of the Board of Directors** (the "Directors") **and the Company's auditor** for the fiscal year ended December 31, 2019.
6. **Statutory elections:**
 - a. Re-election of the following persons as Directors until the next Annual General Meeting to be held in 2021:
 - 1) Mr. Bruno Poulin,
 - 2) Mr. Antoine Moreau,
 - 3) Mr. Christophe Arnould, and
 - 4) Mr. Philippe Chanzy.
 - b. Re-election of Deloitte Audit S.à.r.l. as independent auditors of the Company until the next Annual General Meeting to be held in 2021;
7. **Any other business** which may be properly brought before the meeting.

OSSIAM LUX
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE
REGISTERED OFFICE: 49, AVENUE J.F. KENNEDY L-1855 LUXEMBURG
R.C.S LUXEMBOURG B 160071

Shareholders are advised that no quorum is required for the adoption of resolutions by the Annual General Meeting and that resolutions will be passed by a majority of the votes validly cast of the shareholders present or represented at the Annual General Meeting. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a black or invalid vote.

The majority at the Annual General Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the Annual General Meeting (i.e. May 8, 2020) (the "Record Date"). The rights of a shareholder to participate at the Annual General Meeting and to exercise a voting right attaching to his/her/its shares are determined in accordance with the shares held by this shareholder at the Record Date.

Given the exceptional circumstances due to the COVID-19 pandemic and since the Annual General Meeting will not be held physically, should you wish to vote on the items of the agenda, please use the form of proxy / electronic voting.

If you are holding shares in the Company through a financial intermediary or clearing agent, please note that:

- the proxy form / electronic voting form must be returned by **May 12, 2020** by the shareholder **to the financial intermediary or clearing agent** for onward transmission to the Company;
- if the financial intermediary or clearing agent holds the shares in the Company in its own name and on your behalf, it may not be possible for you to exercise certain rights directly in relation to the Company.

If you are NOT holding shares in the Company through a financial intermediary or clearing agent, please note that:

- the proxy / electronic voting form must be returned by **May 13, 2020** by the shareholder by sending an e-mail to the following address: Luxembourg-Domiciliarygroup@statestreet.com and/or by fax to the attention of the Domiciliary Department at number: + (352) 46.40.10-413.

In normal circumstances, copies of the annual accounts, the reports of the approved statutory auditor and the management report are available free of charge during normal office hours at the registered office of the Company in Luxembourg (49 avenue John F. Kennedy L-1855 Luxembourg). Given the exceptional circumstances, you are advised to request any or all of these documents by fax: (+352) 46.40.10-413) or by email to: Luxembourg-Domiciliarygroup@statestreet.com.

Yours faithfully

THE BOARD OF DIRECTORS

OSSIAM LUX
49 AVENUE J.F. KENNEDY – L-1855 LUXEMBOURG
SOCIÉTÉ D'INVESTISSEMENT À CAPITAL VARIABLE - RCS LUXEMBOURG B 160071

VOTING FORMS

For the annual general meeting of shareholders of Ossiam Lux which, given the exceptional circumstances due to the COVID-19 pandemic and in accordance with applicable laws and regulations, you are kindly invited to participate, as decided by the board of directors, by means of electronic voting forms and proxies only, on May 15, 2020 at 2.00 pm (the “Annual General Meeting”).

To be sent completed to your financial intermediary or clearing agent in charge for onward transmission by e-mail or fax to the following address:
Luxembourg-Domiciliarygroup@statestreet.com and/or by fax to the attention of the Domiciliary Department at number: + (352) 46.40.10-413 no later than May 12, 2020.

Pursuant to article 67 of the Law on Commercial Companies dated August 10, 1915 (as amended from time to time), the articles of incorporation of Ossiam Lux (the “Company”) and, given the exceptional circumstances due to the COVID-19 pandemic, applicable laws and regulations and the decision of the board of directors of the Company, each shareholder may vote through voting forms sent by e-mail or facsimile to the e-mail address or number specified in the convening notice/voting form.

Each shareholder may also act at any meeting of shareholders by appointing the chairperson as his/her proxy.

Shareholders are advised that no quorum is required for the adoption of resolutions by the Annual General Meeting. The majority at the Annual General Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the Annual General Meeting (i.e. May 8, 2020) (the “Record Date”). The rights of a shareholder to participate at the Annual General Meeting and to exercise a voting right attaching to his/her/its shares are determined in accordance with the shares held by this shareholder at the Record Date.

Instruction for completion:

The shareholder may use the enclosed “Electronic Voting Form” in accordance with the abovementioned instructions or give a proxy to the chairperson of the meeting completing the enclosed proxy.

PROPOSED RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL MEETING

1. **To hear the management report by the board of directors of the Company** (the “Board of Directors”) for the year ended December 31, 2019.
2. **To hear the report by the approved statutory auditor of the Company** in respect of the financial statements of the Company for the year ended December 31, 2019.
3. **To approve the financial statements** (annual accounts: balance sheet, statement of profit and loss and annexes) of the Company for the year ended December 31, 2019.
4. **To Allocate the results** for the fiscal year ended December 31, 2019 and ratify the distribution of dividends of share classes of Ossiam US Minimum Variance ESG NR UCITS ETF 1D (USD) and Ossiam MSCI Europe ex EMU NR 1D (EUR) as proposed in the Circular Resolution taken by the Directors in January 2, 2020.
5. **To give discharge to the members of the Board of Directors** (the “Directors”) **and the Company’s auditor** for the fiscal year ended December 31, 2019.

6. **Statutory elections:**

- a. Re-election of the following persons as Directors until the next Annual General Meeting to be held in 2021:
 - i. Mr. Bruno Poulin,
 - ii. Mr. Antoine Moreau,
 - iii. Mr. Christophe Arnould, and
 - iv. Mr. Philippe Chanzy.

- b. Re-election of Deloitte Audit S.à.r.l. as independent auditors of the Company until the next Annual General Meeting to be held in 2021;

7. **Any other business** which may be properly brought before the meeting.

Name of the shareholder:

Address of the Shareholder

Date & Signature

OSSIAM LUX
49 AVENUE J.F. KENNEDY – L-1855 LUXEMBOURG
SOCIÉTÉ D'INVESTISSEMENT À CAPITAL VARIABLE - RCS LUXEMBOURG B 160071

ELECTRONIC VOTING FORM (OR TO BE SENT BY FAX)

To be sent completed to your financial intermediary or clearing agent in charge for onward transmission by e-mail or fax to the following address:
Luxembourg-Domiciliarygroup@statestreet.com and/or by fax to the attention of the Domiciliary Department at number: + (352) 46.40.10-413 no later than May 12, 2020.

ONLY THE FORMS PROVIDED FOR BY THE COMPANY AND RECEIVED BY THE COMPANY BEFORE MAY 13, 2020 (MIDNIGHT LUXEMBOURG TIME) AND WITHIN THE CONDITIONS DETERMINED BY LAW SHALL BE TAKEN INTO ACCOUNT. VOTING FORMS WHICH SHOW NEITHER A VOTE IN FAVOUR, NOR AGAINST THE PROPOSED RESOLUTION, NOR AN ABSTENTION ARE VOID.

FOR THE RESOLUTION PROPOSED OR AGREED BY THE BOARD OF DIRECTORS (THE “BOARD OF DIRECTORS”), YOU CAN:

- EITHER VOTE “FOR” BY TICKING THE CORRESPONDING BOX (ON THE FOLLOWING PAGE)
 - OR VOTE “AGAINST” BY TICKING THE CORRESPONDING BOX (ON THE FOLLOWING PAGE)
 - OR VOTE “ABSTENTION” BY TICKING THE CORRESPONDING BOX (ON THE FOLLOWING PAGE)
-

By the present voting form, the undersigned,

Holder(s) of:

_____ shares of OSSIAM EMERGING MARKETS MINIMUM VARIANCE NR
▪ class _____

_____ shares of OSSIAM FTSE 100 MINIMUM VARIANCE
▪ class _____

_____ shares of OSSIAM iSTOXX® EUROPE MINIMUM VARIANCE NR
▪ class _____

_____ shares of OSSIAM MSCI CANADA NR
▪ class _____

_____ shares of OSSIAM RISK WEIGHTED ENHANCED COMMODITY EX. GRAINS TR
▪ class _____

_____ shares of OSSIAM STOXX® EUROPE 600 EQUAL WEIGHT NR
▪ class _____

_____ shares of OSSIAM US MINIMUM VARIANCE ESG NR
▪ class _____

_____ shares of OSSIAM WORLD MINIMUM VARIANCE NR
▪ class _____

_____ shares of OSSIAM SHILLER BARCLAYS CAPE® US SECTOR VALUE TR
▪ class _____

_____ shares of OSSIAM SHILLER BARCLAYS CAPE® EUROPE SECTOR VALUE TR
▪ class _____

_____ shares of OSSIAM SOLACTIVE MOODY'S ANALYTICS IG EUR SELECT CREDIT
▪ class _____

_____ shares of OSSIAM JAPAN MINIMUM VARIANCE NR
▪ class _____

_____ shares of OSSIAM GLOBAL MULTI-ASSET RISK-CONTROL
▪ class _____

_____ shares of OSSIAM MSCI EUROPE EX-EMU NR
▪ class _____

_____ shares of OSSIAM MSCI JAPAN NR
▪ class _____

_____ shares of OSSIAM MSCI USA NR
▪ class _____

_____ shares of OSSIAM MSCI EMU NR
▪ class _____

_____ shares of OSSIAM US STEEPENER
▪ class _____

_____ shares of OSSIAM EURO GOVERNMENT BONDS 3-5Y CARBON REDUCTION
▪ class _____

Wish(es) to vote at the Annual General Meeting of Ossiam Lux which, given the exceptional circumstances due to the COVID-19 pandemic and in accordance with applicable laws and regulations, shall be held, as decided by the Board, by means of electronic voting forms and proxies only on May 15, 2020 at 2.00 pm with the following agenda (the "Ordinary Agenda"):

ORDINARY AGENDA

- 1) **To hear the management report by the board of directors of the Company** (the "Board of Directors") for the year ended December 31, 2019.
- 2) **To hear the report by the approved statutory auditor of the Company** in respect of the financial statements of the Company for the year ended December 31, 2019.

- 3) **To approve the financial statements** (annual accounts: balance sheet, statement of profit and loss and annexes) of the Company for the year ended December 31, 2019.
- 4) **To Allocate the results** for the fiscal year ended December 31, 2019 and ratify the distribution of dividends of share classes of Ossiam US Minimum Variance ESG NR UCITS ETF 1D (USD) and Ossiam MSCI Europe ex EMU NR 1D (EUR) as proposed in the Circular Resolution taken by the Directors in January 2, 2020.
- 5) **To give discharge to the members of the Board of Directors** (the “Directors”) **and the Company’s auditor** for the fiscal year ended December 31, 2019.
- 6) **Statutory elections:**
 - a. Re-election of the following persons as Directors until the next Annual General Meeting to be held in 2021:
 - i. Mr. Bruno Poulin,
 - ii. Mr. Antoine Moreau,
 - iii. Mr. Christophe Arnould, and
 - iv. Mr. Philippe Chanzy.
 - b. Re-election of Deloitte Audit S.à.r.l. as independent auditors of the Company until the next Annual General Meeting to be held in 2021;
- 7) **Any other business** which may be properly brought before the meeting.

the undersigned hereby vote(s):

FOR	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
		<u>Items 6.a of the Agenda</u>
	<input type="checkbox"/>	Item 6.a.1 of the Agenda
	<input type="checkbox"/>	Item 6.a.2 of the Agenda
	<input type="checkbox"/>	Item 6.a.3 of the Agenda
	<input type="checkbox"/>	Item 6.a.4 of the Agenda
	<input type="checkbox"/>	Item 6.b of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda
AGAINST	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
		<u>Items 6.a of the Agenda</u>
	<input type="checkbox"/>	Item 6.a.1 of the Agenda
	<input type="checkbox"/>	Item 6.a.2 of the Agenda
	<input type="checkbox"/>	Item 6.a.3 of the Agenda
	<input type="checkbox"/>	Item 6.a.4 of the Agenda
	<input type="checkbox"/>	Item 6.b of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda
ABSTAIN	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
		<u>Items 6.a of the Agenda</u>
	<input type="checkbox"/>	Item 6.a.1 of the Agenda
	<input type="checkbox"/>	Item 6.a.2 of the Agenda
	<input type="checkbox"/>	Item 6.a.3 of the Agenda
	<input type="checkbox"/>	Item 6.a.4 of the Agenda
	<input type="checkbox"/>	Item 6.b of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda

Date: _____, 2020

Signature:

OSSIAM LUX
49 AVENUE J.F. KENNEDY – L-1855 LUXEMBOURG
SOCIÉTÉ D'INVESTISSEMENT À CAPITAL VARIABLE - RCS LUXEMBOURG B 160071

PROXY FORM

To be sent completed to your financial intermediary or clearing agent in charge for onward transmission by e-mail or fax to the following address:

Luxembourg-Domiciliarygroup@statestreet.com and/or by fax to the attention of the Domiciliary Department at number: + (352) 46.40.10-413 no later than May 12, 2020.

By the present proxy form, the undersigned,

Holder(s) of:

- _____ shares of OSSIAM EMERGING MARKETS MINIMUM VARIANCE NR
 - class _____
- _____ shares of OSSIAM FTSE 100 MINIMUM VARIANCE
 - class _____
- _____ shares of OSSIAM iSTOXX® EUROPE MINIMUM VARIANCE NR
 - class _____
- _____ shares of OSSIAM MSCI CANADA NR
 - class _____
- _____ shares of OSSIAM RISK WEIGHTED ENHANCED COMMODITY EX. GRAINS TR
 - class _____
- _____ shares of OSSIAM STOXX® EUROPE 600 EQUAL WEIGHT NR
 - class _____
- _____ shares of OSSIAM US MINIMUM VARIANCE ESG NR
 - class _____
- _____ shares of OSSIAM WORLD MINIMUM VARIANCE NR
 - class _____
- _____ shares of OSSIAM SHILLER BARCLAYS CAPE® US SECTOR VALUE TR
 - class _____
- _____ shares of OSSIAM SHILLER BARCLAYS CAPE® EUROPE SECTOR VALUE TR
 - class _____
- _____ shares of OSSIAM SOLACTIVE MOODY'S ANALYTICS IG EUR SELECT CREDIT
 - class _____
- _____ shares of OSSIAM JAPAN MINIMUM VARIANCE NR
 - class _____
- _____ shares of OSSIAM GLOBAL MULTI-ASSET RISK-CONTROL
 - class _____
- _____ shares of OSSIAM MSCI EUROPE EX-EMU NR
 - class _____
- _____ shares of OSSIAM MSCI JAPAN NR
 - class _____
- _____ shares of OSSIAM MSCI USA NR
 - class _____
- _____ shares of OSSIAM MSCI EMU NR
 - class _____
- _____ shares of OSSIAM US STEEPENER
 - class _____
- _____ shares of OSSIAM EURO GOVERNMENT BONDS 3-5Y CARBON REDUCTION
 - class _____

Hereby appoint the **Chairman of the Meeting** as its proxy to vote on its behalf on all items of the agenda of the Annual General Meeting which, given the exceptional circumstances due to the COVID-19 pandemic and in accordance with

applicable laws and regulations, shall be held, as decided by the Board, by means of electronic voting forms and proxies only on May 15, 2020 at 2.00 pm with the following agenda (the “Ordinary Agenda”):

ORDINARY AGENDA

- 1) **To hear the management report by the board of directors of the Company** (the “Board of Directors”) for the year ended December 31, 2019.
- 2) **To hear the report by the approved statutory auditor of the Company** in respect of the financial statements of the Company for the year ended December 31, 2019.
- 3) **To approve the financial statements** (annual accounts: balance sheet, statement of profit and loss and annexes) of the Company for the year ended December 31, 2019.
- 4) **To Allocate the results** for the fiscal year ended December 31, 2019 and ratify the distribution of dividends of share classes of Ossiam US Minimum Variance ESG NR UCITS ETF 1D (USD) and Ossiam MSCI Europe ex EMU NR 1D (EUR) as proposed in the Circular Resolution taken by the Directors in January 2, 2020.
- 5) **To give discharge to the members of the Board of Directors** (the “Directors”) **and the Company’s auditor** for the fiscal year ended December 31, 2019.
- 6) **Statutory elections:**
 - a. Re-election of the following persons as Directors until the next Annual General Meeting to be held in 2021:
 - i. Mr. Bruno Poulin,
 - ii. Mr. Antoine Moreau,
 - iii. Mr. Christophe Arnould, and
 - iv. Mr. Philippe Chanzy.
 - b. Re-election of Deloitte Audit S.à.r.l. as independent auditors of the Company until the next Annual General Meeting to be held in 2021;
- 7) **Any other business** which may be properly brought before the meeting.

The proxy authorizes to take part in the session of the Annual General Meeting, and as the case may be, in the subsequent session if the first session of such meetings could not deliberate; to take part in all deliberations and to vote on all the items of the agenda; to take any measures, which the attorney considers as useful or necessary in the interest of the Company and in particular the drafting and signing of the minutes or any other documents, which the attorney deems necessary for the execution of the present proxy.

Shareholders are advised that no quorum is required for the adoption of resolutions by the Annual General Meeting. The majority at the Annual General Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the Annual General Meeting (i.e. May 8, 2020) (the “Record Date”). The rights of a shareholder to participate at the Annual General Meeting and to exercise a voting right attaching to his/her/its shares are determined in accordance with the shares held by this shareholder at the Record Date.

Date: _____, 2020

Signature: _____