

# AVIVA INVESTORS

*Société d'Investissement à Capital Variable*

Registered office: 2, rue du Fort Bourbon, L-1249 Luxembourg

R.C.S. Luxembourg B 32.640

(the "Fund")

## CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

*[By registered mail]*

Luxembourg 20<sup>th</sup> March 2017

Dear Shareholder,

The board of directors of the Fund (the "**Board**") hereby convenes you to the annual general meeting of the Fund (the "**Meeting**") to be held at the registered office of the Fund located 2, rue du Fort Bourbon, L-1249 Luxembourg on **Tuesday 4<sup>th</sup> April 2017 at 3 p.m. CET** or at any adjournment thereof, for the purpose of considering and voting upon the agenda below:

### Agenda

1. Hearing of the directors' report and the independent auditor's report for the accounting year ended 31<sup>st</sup> December 2016;
2. Approval of the audited annual accounts of the Fund for the accounting year ended 31<sup>st</sup> December 2016;
3. Allocation of results as proposed by the Board for the accounting year ended 31<sup>st</sup> December 2016;
4. Ratification of dividends paid in 2016;
5. Discharge of the directors for the performance of their duties during the accounting year ended 31<sup>st</sup> December 2016;
6. Statutory nominations:
  - a. Appointment of Mr Kunal Oak as director of the Fund, subject to CSSF approval;
  - b. Renewal of mandates as directors of:
    - i. Jacques Elvinger,
    - ii. Mark Flaherty,
    - iii. Mark Phillips,
    - iv. Hanna Duer;
7. Approval of director's fees for an aggregate amount up to EUR 100'000 per year;
8. Renewal of PricewaterhouseCoopers (PWC) mandate as independent auditor of the Fund;
9. Any other business which may be properly brought before the Meeting.

### Quorum

Resolutions on the agenda of the Meeting may be passed without an attendance quorum by a simple majority of votes expressed by the shareholders present or represented at the Meeting.

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## **Voting arrangements**

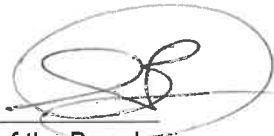
Your rights to attend a general meeting and to exercise a voting right attaching to your shares are determined in accordance with the shares you held at the record date (29<sup>th</sup> March 2017 at midnight).

You may vote in person or by proxy. Should you wish to attend the Meeting in person, you have to give notice of your intention to attend at least five full days before the Meeting. You will be admitted subject to verification of your identity and evidence of your shareholding.

The audited annual accounts, the directors' report and the independent auditor's report are available, free of charge, upon request at the Registrar and Transfer Agent of the Fund, RBC Investor Services Bank S.A. at the following number: +352 40 28 20 201

The enclosed proxy form should be returned to PO Box 1375, L-1013 Luxembourg, to the attention of Aviva Investors Luxembourg S.A. Legal Department, **before 6 p.m. CET on 3<sup>th</sup> April 2017**.

Yours faithfully,



\_\_\_\_\_  
For and on behalf of the Board

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## PROXY FORM – ANNUAL GENERAL MEETING OF SHAREHOLDERS

The undersigned, \_\_\_\_\_, with account number \_\_\_\_\_,

being the holder of \_\_\_\_\_ shares in the Fund, hereby appoints as his/her proxy, for all his/her shares held in the Fund, \_\_\_\_\_ or, failing, the Chairman of the Meeting or, in his absence, Cindy Joller, to represent him/her, with power of substitution, at the Annual General Meeting of Shareholders of the Fund (the "Meeting") to be held at the registered office of the Fund on

**Tuesday 4<sup>th</sup> April 2017 at 3 p.m. CET**

as well as at any other meeting of shareholders which may be held subsequently as a result of delay or adjournment with the same agenda ;

For that purpose, the proxy shall take part in all proceedings, vote or abstain, adopt any amendments of the said agenda and of the resolutions presented to the meeting, sign all deeds and minutes and in general do all that could be useful or necessary for the execution of this mandate.

### AGENDA

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. Hearing of the directors' report and the independent auditor's report for the accounting year ended 31 <sup>st</sup> December 2016			
2. Approval of the audited annual accounts of the Fund for the accounting year ended 31 <sup>st</sup> December 2016			
3. Allocation of results as proposed by the Board for the accounting year ended 31 <sup>st</sup> December 2016			
4. Ratification of dividends paid in 2016			
5. Discharge of the directors for the performance of their duties during the accounting year ended 31 <sup>st</sup> December 2016			
6. Statutory nominations, i.e.:			
a. Appointment of Mr Kunal Oak as director of the Fund, subject to CSSF approval			

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b. Renewal of mandates as directors of:			
i. Jacques Elvinger			
ii. Mark Flaherty			
iii. Mark Phillips			
iv. Hanna Duer			
7. Approval of director's fees in an aggregate amount up to EUR 100'000 per year			
8. Renewal of PricewaterhouseCoopers (PWC) mandate as independent auditor of the Fund			
9. Any other business which may be properly brought before the Meeting			

**Notes:** Shareholders should indicate with a cross (x) the manner in which they wish their votes to be cast. In the absence of specific instructions their special attorney may resolve, as though fit.

To be effective, this proxy must be returned, duly completed and signed, to PO Box 1375, L-1013 Luxembourg, to the attention of Aviva Investors Luxembourg S.A. Legal Department to arrive no later than **6 p.m. CET on 3<sup>th</sup> April 2017**.

Resolutions on the agenda of the Meeting may be passed without an attendance quorum by a simple majority of votes expressed by the shareholders present or represented at the Meeting.

This proxy is given in \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 2017 by:

Name (in block print): \_\_\_\_\_

Signature: \_\_\_\_\_