# BNP Paribas Funds

*Luxembourg SICAV*
Registered Office: 60, Avenue John F. Kennedy, L-1855 Luxembourg
Grand-Duchy of Luxembourg
Luxembourg Trade and Companies Register No. B 33.363
(the "**Company**")

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 4 DECEMBER 2026**

Luxembourg, 12 November 2026

Dear Shareholders,

The board of directors of the Company has decided to convene an extraordinary general meeting of the shareholders of the Company on 4 December 2026, at 10.00 am (Luxembourg time), at the registered office of the Company, as indicated above (the "**Meeting**"), to deliberate on the following agenda:

**AGENDA**

**EXTRAORDINARY RESOLUTION: GENERAL UPDATE OF THE ARTICLES OF ASSOCIATION**

General update by amending the articles of association of the Company (the "**Articles**") with effect from 11 January 2027 as follows:

1. Amendment of Article 8 of the Articles to update the legal references to the Luxembourg law of 10 August 1915 on commercial companies, as amended.
2. Amendment of Article 9 of the Articles to update the provisions related to the issue of new shares in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investment as amended by the law of 21 July 2023;
3. Amendment of Article 15 – A items c) and g) and followings of the Articles to clarify the valuation rules applicable to sub-funds that do not qualify as money market funds in relation (i) to securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, (ii) to financial derivative instruments, (iii) and to the addition of a valuation principle for liquid assets and money market instruments, as well as by granting to the board of directors the flexibility, in exceptional circumstances, to apply other methodologies in order to protect the interests of shareholders.
4. Amendment of Article 16 of the Articles to provide flexibility for the treatment of deferred redemption or conversion requests set by the board of directors and described in the prospectus of the Company.
5. Amendment of Article 16bis of the Articles to clarify the anti-dilution measures that may be apply in order to counter dilution effects.
6. Addition of a new article 17 of the Articles to clarify the liquidity management tools which may be selected and activated by the Company in order to monitor and manage the liquidity risk and profile of the Company and its sub-funds.
7. Amendment of Article 23 – A (as renumbered) of the Articles to list the countries of relevant issuers of transferable securities and money market instruments in which up to 100% of a sub-fund's assets may be invested in accordance with UCITS rules and CSSF practice.
8. Amendment of Article 23 – B (as renumbered) of the Articles to mirror the latest amendments to the MMF Regulation regarding cleared transactions and to clarify that investment restrictions applicable to sub-funds qualifying as money market sub-funds as described in the Articles reflect the applicable law and regulations in force as at the date of the Articles but remain subject to future changes to such applicable laws and regulations.

9. Amendment of Article 28 (as renumbered) of the Articles to revise the clause relating to the annual general meeting, which shall henceforth be held on the date and at the time determined by the board of directors, no later than six months after the end of the financial year in compliance with the Luxembourg law of 10 August 1915 on commercial companies, as amended.
10. Amendment of Article 29 (as renumbered) of the Articles to correct contradictory provisions relating to voting rights.
11. Amendment of Article 35 (as renumbered) of the Articles to make adjustments relating to mergers, transfers and reorganisations involving sub-funds, share classes or categories of share classes of the Company.
12. Amendment of Article 38 (as renumbered) of the Articles to clarify the interpretation of the provisions of the Articles in case of subsequent amendments to the relevant applicable laws and/or regulations.
13. General non-substantive amendments to the Articles, including the correction of typographical errors, formatting inconsistencies, cross-references and renumbering of articles, without changing the overall structure or provisions of the Articles.

The draft Articles reflecting the above-described amendments is available free of charge as the registered office of the Company.

Please note that amended article 15 and article 16 of the Articles as described above will be reflected in the prospectus of the Company dated January 2027. Copies of the draft prospectus dated January 2027 may be requested free of charge at the registered office of the Company.

## VOTING

The Meeting shall not validly deliberate unless at least 50% of the Company's capital is represented and the resolutions on the agenda will be taken by at least two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. Every share, irrespective of its unit value, gives the right to one vote. Fractional shares shall have no voting right. The quorum and majority requirements will be calculated on the shares in issue at midnight the fifth calendar day preceding the Meeting.

If the quorum requirement is not reached at the Meeting, a second extraordinary general meeting of the shareholders of the Company will be convened with the same agenda (the "**Reconvened Meeting**"). At the Reconvened Meeting, no quorum will be required and the sole resolution on the agenda must be approved by at least two-thirds of the votes cast. A second convening notice will be sent to the shareholders and published in the RESA and in the Luxemburger Wort.

**Proxy forms already received for the Meeting will remain valid and be used at the Reconvened Meeting, if any, having the same agenda unless expressly revoked**.

## VOTING ARRANGEMENTS

Shareholders may vote in person or by proxy. A proxy form is attached. Shareholders wishing to be present or represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to be represented shall be known at least five business days before the Meeting.

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Shareholders wishing to be represented at the Meeting are kindly requested to complete the proxy form and return it duly signed and dated by mail to the registered office of the Company (attn : BNP PARIBAS ASSET MANAGEMENT Luxembourg, 60 avenue J.F Kennedy, L- 1855 Luxembourg) at least five Luxembourg business days before the Meeting.

**The Board of Directors**