

## **ComStage**

*société d'investissement à capital variable*

Registered office: 22, Boulevard Royal, 2449 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 140.772

### **INVITATION**

to the shareholders of ComStage (the "**Company**") to attend the second Extraordinary general meeting of shareholders of the Company (the "**Extraordinary General Meeting**") which will be held according to the articles of association of the Company on 11 November 2020 at 11:30 a.m. CET at the premises of the Company.

### **Extraordinary General Meeting**

The Extraordinary General Meeting will discuss and resolve on the following Agenda:

#### **AGENDA**

Approval of the full restatement of the Articles of Association of the Company (the "Articles") including some editorial changes and the following amendments:

- i. Changing the denomination of the Company from "ComStage" into "Lyxor" throughout the complete Articles;
- ii. Amending "Article 2. Registered office." of the Articles by replacing the first paragraph of such article which reads:  
"The registered office is located in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other establishments can be established either in the Grand Duchy of Luxembourg or abroad, but under no circumstances in the United States of America, its territories or possessions, pursuant to the decision of the Board of Directors (hereinafter referred to as the "Board of Directors"). By way of a resolution passed by the Board of Directors, the Company's registered office can be transferred within the municipality of Luxembourg, and additional branches or offices can be established both in the Grand Duchy of Luxembourg and abroad. To the extent permitted by law, the Board of Directors can decide to transfer the Company's registered office to another municipality in the Grand Duchy of Luxembourg."  
by the following which reads: "The registered office of the Company is located in the municipality of Luxembourg, Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad, by resolution of the board of directors (the "Board of Directors" or the "Board"). Through a resolution by the Board, the Company's registered office may be relocated within the municipal boundaries of the municipality. If and to the extent legally permissible, the Board may resolve to relocate the Company's registered office to another municipality within the Grand Duchy of Luxembourg. The Board may subsequently amend these Articles to reflect such change of registered office.";
- iii. Amending "Article 6. Shares." of the Articles by deleting the first sentence of the eighth paragraph which reads as follows: "If a shareholder fails to provide an address, this will be recorded in the Share Register and the address of that shareholder will be deemed to be the registered office of the Company or another address entered by the Company in the Share Register until such shareholder provides the Company with another address." in order to adapt

to the under current AML legislation, under which it is not permitted to accept investors in the register who do not provide an address. Such entries need to be remediated.;

- iv. Amending “Article 14. Powers of the Board of Directors.” of the Articles by replacing “Commerzbank AG, Frankfurt am Main, Germany” as a counterparty of the investment management agreement and the distribution agreement by “the investment manager” and the “distributors determined by the management company”, as the case maybe.
- v. Amending “Article 17. Investment policy and investment restrictions.” of the Articles in order to include the provisions of Art. 450-1(9) of the amended Law of 10 August 1915 on commercial companies (in force as at 1st January 2020) (the “Law of 1915”). The last sentence of section 17.20 which reads as follows: “In this case, and subject to the conditions prescribed by Luxembourg laws and regulations, any voting rights attached to these shares shall be suspended for as long as they are held by another Sub-Fund of the Company. In addition, and for as long as these shares are held by a Sub-Fund of the Company, their value shall not be included in the calculation of the Company's global net assets for the purpose of complying with the minimum threshold for net assets laid down by the legislation governing funds.” will be replaced by the following two sentences which reads as follows:

“The Board of Directors may suspend the voting rights of each shareholder who is in default of his obligations under these Articles of Association or his deed of subscription or deed of commitment. Shareholders may undertake not to exercise all or part of their voting rights. A shareholder may individually decide not to exercise, temporarily or permanently, all or part of his voting rights. The waiving shareholder is bound by such waiver and the waiver is mandatory for the Company upon notification of the latter.”;
- vi. Amending “Article 23. General meetings.” of the Articles in order to include the provisions of Art. 450-8 and Art. 450-3 (2) of the Law of 1915. The third paragraph which reads “The shareholders shall meet upon convocation by the Board of Directors. The Board of Directors will send a convocation notice, including the agenda, at least eight (8) days prior to the meeting to each shareholder holding registered shares, using his/her address as recorded in the Share Register. The Board of Directors does not have to provide the general meeting with evidence that it dispatched these letters to holders of registered shares. The Board of Directors shall set the agenda, except where the meeting is convened at the written request of shareholders, in which case the Board of Directors can add additional items to the agenda.” will be replaced by the following:

“The shareholders shall meet upon convocation by the Board of Directors, pursuant to a notice setting forth the agenda. Such notice may be made through announcements filed with the Luxembourg Trade and Companies Register and published at least fifteen (15) days before the meeting, in the “*Recueil électronique des sociétés et associations*” (“RESA”), and in a Luxembourg newspaper. In such case, notices by mail will be sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. Alternatively, the convening notices may be exclusively made by registered mail, or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication. The notice shall indicate the place and the practical arrangements where the reports of the Board of Directors and of the external independent auditor and the annual report are provided to the shareholders and shall specify that these documents are sent to them”.
- vii. Amending “Article 23. General meetings.” of the Articles in order to adapt to the provisions of Art. 1400-3 of the Law of 1915 by including the following two paragraphs after the sixth paragraph which read as follows:

“One or several shareholders representing at least one tenth (1/10) of the Company's capital

may require that additional items be added to the agenda of the general meeting by five (5) days prior notice.

Shareholders holding together at least one tenth (1/10) of Company's capital or the voting rights may submit questions in writing to the Board of Directors relating to transactions in connection with the management of the Company.”

- viii. Amending “Article 23. General meetings.” of the Articles in order to adapt to the provisions of Art. 450-1 (2) the Law of 1915 by including the following sentence at the end of Articles 23. which reads as follows: “An attendance list must be kept at all general meetings of shareholders.”

The restated Articles of Association may be consulted at the registered office of the Management Company Lyxor Funds Solutions S.A., 22, Boulevard Royal, 2449 Luxembourg, Grand Duchy of Luxembourg, and will be provided free of charge to the shareholders on request.

### **QUORUM REQUIREMENTS**

As the required quorum has not been reached at the Extraordinary General Meeting, a second extraordinary general meeting with the same agenda will be convened and held at the registered office of the Company on Wednesday, 11 November 2020 at 11:30 a.m. (Luxembourg time) to discuss and vote on the same agenda (the "**Reconvened Extraordinary General Meeting**"). No quorum is required for this Reconvened Extraordinary General Meeting and the resolutions will be adopted in accordance with the aforementioned majorities. Proxies (as described below) submitted for the first Extraordinary General Meeting shall remain effective for the Reconvened Extraordinary General Meetings unless revoked.

### **PARTICIPATION**

If you can not attend the Extraordinary General Meeting in person and you want to be represented you may appoint a representative which is entitled to vote. The representative does not need to be a shareholder of the Company.

Shareholders may attend the Extraordinary General Meeting when they have either confirmed their participation in writing or submitted a signed and completed proxy. Confirmations of participation or signed and completed proxy forms have to be sent via facsimile to the facsimile number +352 47 93 11 - 4109 or sent by mail to the registered office of the Company by 5 November 2020, 17.00 CET at the latest.

Proxy forms which will be received after that date can not be taken into account. Proxy forms can be requested at the above mentioned registered address of the Company.

The annual report as of 30 June 2020 is available upon request from the registered office of the Company.

### **The Board of Directors of the Company**