

CARNEGIE FONDER PORTFOLIO

Société d'Investissement à Capital Variable

33, rue de Gasperich

L-5826 Hesperange

RCS Luxembourg B 33101

(the "Company")

INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders of the Company are hereby invited to attend the

EXTRAORDINARY GENERAL MEETING

of shareholders which will be held on **01 February 2024, 14:00 p.m. (CET)** at the registered address of the Company, with the following agenda:

1. Amendment of Art. 2 so it will read that;
2. Amendment of Art. 29;
3. Miscellaneous

Shareholders, who would like to participate in the extraordinary general meeting ("EGM") and exercise their voting rights, are entitled to submit by 30 January 2024 a duly completed and signed power of attorney.

Each shareholder is entitled to participate at the EGM. In accordance with the Law of 23 September 2020, shareholders, who wish to be represented at the EGM, are entitled to appoint a proxy to vote for them. A proxy need not to be a shareholder of the Company. Each full share grants one vote. The proxy will remain valid for all postponed or adjourned meetings with the same agenda.

In order to be valid, the proxy should be returned **not later than 30 January 2024, 5:00 p.m. (CET)** by e-mail frmc_company_secretary@fundrock.com with the original hard copy to follow by post to the registered office of the Company.

Luxembourg, 22 January 2024

The Board of Directors of the Company

Enclosures:

Proxy, articles of association with amendments

CARNEGIE FONDER PORTFOLIO

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33, rue de Gasperich

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RCS Luxembourg B 33101

(the "Company")

I / We _____

(Please insert legal name / name, surname of the invested entity / person)

am / are registered shareholder of the company Carnegie Fonder Portfolio

Number of shares ¹	Name of the subfund / Shareclass
	CARNEGIE Fonder Portfolio – Carnegie Corporate Bond
	CARNEGIE Fonder Portfolio – Carnegie High Yield
	CARNEGIE Fonder Portfolio – Carnegie High Yield Select
	CARNEGIE Fonder Portfolio – Carnegie Listed Infrastructure Fund (feeder fund)
	CARNEGIE Fonder Portfolio – Carnegie Listed Private Equity Fund (feeder fund)
	CARNEGIE Fonder Portfolio – Carnegie Strategy Fund (feeder fund)
	CARNEGIE Fonder Portfolio – Carnegie Total

and I /we will vote with

- all fully paid in number of shares held at the time of the extraordinary general meeting of shareholders
- _____ *(insert number)* fully paid in shares held at the time of the extraordinary general meeting of shareholders

and hereby appoint

(name, surname – please leave blank if you would like to appoint the chairman of the Meeting)

- if no name is entered or in case of non-appearance of the attorney, the proxy is given in favour of the chairman of the general meeting – as my / our proxy to attend the meeting in my / our name and to vote on my / our behalf on all items of the agenda of the extraordinary general meeting to be held on **01 February 2024, 14:00 p.m. (CET)** at the registered address of the Company.

¹ please insert fully paid in number of shares held by the invested entity/person – see e.g. latest account statement

The proxy is instructed to cast my / our votes as indicated below:

Please indicate with an „X“ in the boxes below how you wish to cast your votes on the resolutions on the agenda of the extraordinary general meeting. If no specifications are made, the proxyholder shall vote in favour of the below resolutions.

Agenda Topics	Voting		
Top 1: Amendment of Art. 2 Registered Office The registered office of the company is changed to Grevenmacher.	<input type="checkbox"/> Pro	<input type="checkbox"/> Contra	<input type="checkbox"/> Abstain
Top 2: Amendment of Art. 29 Liquidation The general meeting resolves to approve the amendment of Art. 29 regarding the liquidation of the Company or a sub-fund	<input type="checkbox"/> Pro	<input type="checkbox"/> Contra	<input type="checkbox"/> Abstain
Top 3: Miscellaneous Correction of spelling mistakes in Art. 5 ant Art. 6	There is no voting for TOP 3.		

This proxy shall also apply to any further meeting held at a later date by adjournment or postponement with the same agenda.

The undersigned is aware that resolutions on the agenda of the extraordinary general meeting will require a specific quorum: According to Art. 450-3 of the law of 10 August 1915, the EGM shall not validly deliberate unless at least one half of the capital is represented. Resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast. .

In order to be valid the proxy – proper filled in and duly signed - should be returned not later than 30. January 2024 5:00 PM (CET)

by E-Mail: frmc_company_secretary@fundrock.com

with the original hard copy to follow by post:

CARNEGIE Fonder Portfolio SICAV
33, rue de Gasperich
L-5826 Hesperange
Luxemburg

Place /Date

Name / Signature / Stamp