

CARNEGIE FONDER PORTFOLIO

Société d'Investissement à Capital Variable

15, rue de Flaxweiler L-6776 Grevenmacher

RCS Luxembourg B 33101

BY REGISTERED LETTER

NOTICE OF THE ANNUAL GENERAL MEETING

Dear Madam, Dear Sir,

The shareholders of **CARNEGIE FONDER PORTFOLIO** (the "**Company**"), are invited to participate in the annual general meeting of shareholders (the "**Meeting**"), which will be held **on 30 April 2024 at 10:00 a.m.** (Central European time) at the registered office of the Company for the purpose of considering and voting upon the following matters:

1. Presentation of the Reports of the Board of Directors and the Approved Statutory Auditor for the financial year ended on 31 December 2023
 2. Approval of the annual report including the audited financial statements as at 31 December 2023
 3. Allocation of the results for the financial year ended on 31 December 2023
 4. Discharge of the Board of Directors in respect of the performance of their duties carried out during the financial year ended on 31 December 2023
 5. Acknowledgement of the resignation of Mrs. Marie Juhlin as Director of the Company with effect of 29 February 2024
 6. Approval of the co-optation as of 1 March 2024 and election of Jean-Michel Ermold as Director of the Company, to serve as such until the Annual General Meeting to approve the annual accounts for the year ending on 31 December 2024
 7. Re-election of Andreas Uller as Director of the Company, to serve as such until the Annual General Meeting to approve the annual accounts for the year ending on 31 December 2024
 8. Re-election of Peter Gullmert as Director of the Company, to serve as such until the Annual General Meeting to approve the annual accounts for the year ending on 31 December 2024
 9. Re-election of PricewaterhouseCoopers, Société coopérative, as Approved Statutory Auditor (Réviseur d'entreprises agréé) until the Annual General Meeting to approve the annual accounts for the year ending on 31 December 2024; and
 10. Consideration of such other business as may properly come before the meeting
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Financial statements

A copy of the annual report including the audited financial statements as at 31 December 2023, which includes the Reports to be presented at Item 1 above, can be obtained upon request and free of charge from the Company's Management Company, Universal-Investment-Luxembourg S.A., 8 days prior the Meeting.

Voting

The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Meeting, i.e. 25 April 2024 (referred to as "Record Date"). There will be no requirement as to the quorum in order for the Meeting to validly deliberate and decide on the matters listed in the agenda; resolutions will be passed by the simple majority of the votes cast. At the Meeting, each share entitles to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

Voting Arrangements

Shareholders who intend to take part in the vote are invited to send a duly completed and signed proxy form to Universal-Investment-Luxembourg S.A. to the following email address: CompSec-UIL@universal-investment.com or by fax: **00352/261502-74** to arrive not later than 26 April 2024. Original completed and signed proxy form shall be sent to the Registered Office. Proxy forms will be sent to registered shareholders with a copy of this notice and can also be obtained from the registered office.

The Board of Directors
