

# BASE INVESTMENTS SICAV

Société d'Investissement à Capital Variable  
4, rue Robert Stumper L - 2557 Luxembourg  
R.C.S. Luxembourg B 82 127  
(the « Fund »)

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## MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE FUND HELD AT 4, RUE ROBERT STUMPER, L-2557 LUXEMBOURG, ON 22 APRIL 2024

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In the year two thousand and twenty-four, on 22<sup>nd</sup> of April at 11:00 a.m.

Is held the annual general meeting (the **Meeting**) of the shareholders of BASE INVESTMENTS SICAV, an investment company organized under the laws of the Grand-Duchy of Luxembourg as a *Société d'Investissement à Capital Variable* having its registered office at 4, rue Robert Stumper L - 2557 Luxembourg.

The Meeting having been convened by the board of directors and Ms. Maud Peixoto, professionally residing in Luxembourg, is elected as chairman (the **Chairman**), who appoints as secretary, Ms. Bérangère Jean, residing professionally in Luxembourg (the **Secretary**).

The Meeting appoints as scrutineer Mr. Alessandro Badagnani, residing professionally in Luxembourg, (the **Scrutineer** and together with the Chairman, the Secretary constituting the bureau (the **Bureau**).

The Bureau having thus been constituted, the Chairman declares and the Meeting records:

- I. The shareholders voting at the Meeting and the number of shares they hold is recorded in an attendance list, which shall remain attached to these minutes and which shall be signed by the holder of powers of attorney who represents the shareholders and the members of the Bureau. The powers of attorney shall also remain attached to these minutes.

It appears from the attendance list that out of 4,437,418.87920 shares issued by the Fund, that 3,471,014 entire shares of the Fund are duly represented and voting at the Meeting. The shareholder represented declares that he has had due notice of and has been duly informed of the agenda prior the Meeting. That as a result of the foregoing, the present Meeting is regularly constituted and may validly decide on the items of the agenda.

- II. That the agenda of the Meeting (the **Agenda**) is the following:
  1. Presentation of the report of the activities of the Fund for the financial year ended as at 31<sup>st</sup> December 2023;
  2. Presentation of the Report from PricewaterhouseCoopers, Société Coopérative (“Réviseur d’Entreprises Agréé”), the Auditor of the Fund, for the financial year ended as at 31<sup>st</sup> December 2023;
  3. Approval of the audited annual report for the financial year ended as at 31<sup>st</sup> December 2023;
  4. Accumulation of the net result for the financial year ended as at 31<sup>st</sup> December 2023;
  5. Discharge of the following Directors of the Fund from all their duties during, and in connection with, for the financial year ended as at 31<sup>st</sup> December 2023:
    - Massimo Paolo GENTILI, Chairman and Director,
    - Stefano ROGNA, Director,
    - Beat Viktor MEIER, Director,




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- Pietro SCIBONA, Director;
6. Renewal of the mandate of the following Directors until the Annual General Meeting of Shareholders of the Fund to be held in 2025:
- Massimo Paolo GENTILI, Chairman and Director,
  - Stefano ROGNA, Director,
  - Beat Viktor MEIER, Director,
  - Pietro SCIBONA, Director.
7. Payment of a Global Directors' Fee of a maximum amount of 105'000 EUR for the financial period from 1<sup>st</sup> January 2024 to 31<sup>st</sup> December 2024, giving authority to the Board of Directors to determine the allocation between the members of the Board of Directors;
8. Renewal of the mandate of PricewaterhouseCoopers, Société Coopérative ("Réviseur d'Entreprises Agréé") as Auditor of the Fund until the annual general meeting of shareholders of the Fund to be held in 2025.




## FIRST RESOLUTION

After having acknowledged the report of the activities of the Fund and from the Auditor, the Meeting resolves to approve the audited annual report for the financial year ended 31<sup>st</sup> December 2023.

-  Number of shares in favour of the resolution: 3,471,014
-  Number of shares against the resolution: 0
-  Abstention: 0




## SECOND RESOLUTION

The Meeting resolves to accumulate the net result for financial year ended as at 31<sup>st</sup> December 2023.

-  Number of shares in favour of the resolution: 3,471,014
-  Number of shares against the resolution: 0
-  Abstention: 0

## THIRD RESOLUTION

The Meeting resolves to discharge the following outgoing Directors from all their duties during and in connection with the financial year ending on 31<sup>st</sup> December 2023:

- Massimo Paolo GENTILI, director,
  - Stefano ROGNA, director,
  - Beat Viktor MEIER, director,
  - Pietro SCIBONA, director;
-  Number of shares in favour of the resolution: 3,471,014
  -  Number of shares against the resolution: 0
  -  Abstention: 0

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## FOURTH RESOLUTION

The Meeting resolves to renew the mandate of the following directors until the annual general meeting of the shareholders of the Fund to be held in 2025:

- Massimo Paolo GENTILI, director,
- Stefano ROGNA, director,
- Beat Viktor MEIER, director,
- Pietro SCIBONA, director.

✚ *Number of shares in favour of the resolution: 3,471,014*

✚ *Number of shares against the resolution: 0*

✚ *Abstention: 0*

## FIFTH RESOLUTION

The Meeting resolves to pay a global directors' fee of a maximum amount of EUR 105.000 for the financial period from 1 January 2024 to 31<sup>st</sup> December 2024, giving authority to the board of directors to determine the allocation between the members of the board of directors;

✚ *Number of shares in favour of the resolution: 3,471,014*

✚ *Number of shares against the resolution: 0*

✚ *Abstention: 0*

## SIXTH RESOLUTION

The Meeting resolves to renew the mandate of PricewaterhouseCoopers, Société Coopérative ("Réviseur d'Entreprises Agréé") as Auditor of the Fund until the annual general meeting of shareholders of the Fund to be held in 2025.

✚ *Number of shares in favour of the resolution: 3,471,014*

✚ *Number of shares against the resolution: 0*

✚ *Abstention: 0*

Nothing else being on the Agenda, the Meeting was thereupon concluded.



**Maud Peixoto**

The Chairman



**Bérangère Jean**

The Secretary



**Alessandro Badagnani**

The Scrutineer