

法銀巴黎證券投資顧問股份有限公司 函

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受文者：如行文單位

發文日期：中華民國 110 年 04 月 14 日

發文字號：法巴顧字第 1100047 號

速別：

密等及解密條件或保密期限：普通

附件：如後附

主旨：謹通知法巴基金公司(BNP Paribas Funds, SICAV)訂於 2021 年 04 月 26 日下午三時，於法國巴黎資產管理盧森堡公司 (BNP Paribas Asset Management Luxembourg)處所舉行年度股東常會及第二次臨時股東大會。

說明：

- 一. 依據境外基金管理辦法第 45 條辦理。
- 二. 該年度股東常會就以下提案進行討論及表決：
 - 1) 呈報並通過董事會及本公司簽證會計師之年度報告；
 - 2) 通過財務期間截至 2020 年 12 月 31 日為止之財務報告及盈餘分配案；
 - 3) 解除現任董事責任之委任；
 - 4) 依法令之相關人員指派；
- 三. 該第二次臨時股東大會就以下提案進行討論及表決
更新公司組織章程，以增加以下新條文。第 16 條資本活動的稀釋效應
依據適用法規之規定，董事會得調整資產淨值，以反制資本活動的稀釋效應。
此等調整必須依據本公司公開說明書第一冊「資產淨值」章節所述的波幅定價機制進行。
- 四. 檢附中英文開會通知及代表委任書，請查照。

正本：永豐商業銀行股份有限公司(理財商品部)、台灣中小企業銀行、花旗(台灣)商業銀行、彰化商業銀行、兆豐國際商業銀行、華泰商業銀行、台北富邦商業銀行股份有限公司、華南商業銀行股份有限公司、渣打國際商業銀行股份有限公司、玉山商業銀行股份有限公司、日盛國際商業銀行股份有限公司、凱基銀行、陽信商業銀行、台新國際商業銀行、星展(台灣)商業銀行股份有限公司、中國信託商業銀行、第一商業銀行股份有限公司、遠東國際商

業銀行、台灣土地銀行、合作金庫商業銀行股份有限公司、聯邦商業銀行股份有限公司、安泰商業銀行股份有限公司、國泰世華商業銀行股份有限公司、元大商業銀行股份有限公司、台灣新光商業銀行股份有限公司、京城商業銀行股份有限公司、台中商業銀行股份有限公司、群益金鼎證券股份有限公司、上海商業儲蓄銀行、三信商業銀行股份有限公司、法商法國巴黎銀行台北分行、復華證券投資信託股份有限公司、國泰證券投資信託股份有限公司、群益證券投資信託股份有限公司、富邦綜合證券股份有限公司、永豐金證券股份有限公司、萬寶證券投資顧問股份有限公司、中租證券投資顧問股份有限公司、安聯人壽保險股份有限公司、高雄銀行股份有限公司、台灣人壽保險股份有限公司、統一證券股份有限公司、凱基證券股份有限公司、日盛證券股份有限公司、元富證券股份有限公司、國票綜合證券股份有限公司、元大證券股份有限公司、第一金人壽保險股份有限公司、康和證券股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、富邦人壽保險股份有限公司、柏瑞證券投資信託股份有限公司、臺灣銀行、板信商業銀行、匯豐(台灣)商業銀行股份有限公司、合庫人壽保險股份有限公司、兆豐證券股份有限公司、全球人壽保險股份有限公司、兆豐證券投資信託股份有限公司、合作金庫證券投資信託股份有限公司、合作金庫人壽保險股份有限公司、元大證券投資信託股份有限公司、英屬百慕達商安達人壽保險股份有限公司台灣分公司、德盛安聯證券投資信託股份有限公司、鉅亨證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、中國信託證券投資信託股份有限公司、富盛證券投資顧問股份有限公司、基富通證券股份有限公司、富達證券投資信託股份有限公司、台新證券投資信託股份有限公司、保德信證券投資信託股份有限公司、國泰綜合證券股份有限公司

總經理 陳能耀

BNP Paribas Funds

Luxembourg SICAV - UCITS class

Registered Office: 10, rue Edward Steichen, L- 2540 Luxembourg

Luxembourg Trade and Companies Register No. B 33.363

CONVENING NOTICE OF GENERAL MEETINGS ON APRIL 26, 2021

I. STATUTORY GENERAL MEETING

The Statutory General Meeting will be held at 3.00 p.m, to deliberate on the following agenda:

- 1) Presentation and approval of the reports of the Board of Directors and of the Auditor for the financial period closed as at December 31, 2020;
- 2) Approval of the annual accounts for the financial period closed as at December 31, 2020 and allocation of the results;
- 3) Discharge to the Directors for the exercise of their mandates;
- 4) Statutory appointments

II. SECOND EXTRAORDINARY GENERAL MEETING

As the quorum required under Article 67-1 of the Companies Act of 10 August 1915 as amended, was not achieved for the Extraordinary General Meeting held on March 31, 2021, a second Extraordinary General Meeting will be held at 3.30 p.m., to deliberate on the following agenda:

Update of the Articles of Association of the Company by adding of the following new

Art. 16bis. Dilution Effect of Capital Activity

In accordance with the applicable regulation, the Board of Directors may adjust the Net Asset Value in order to counter dilution effects of capital activity.

Such adjustment should be done by using of the Swing Pricing mechanism described in the prospectus of the Company, Book 1, in fine of the Chapter "Net Asset Value".

III. PROVISIONS AVAILABLE FOR BOTH MEETINGS

Due to the current Covid 19 pandemic and the need to avoid physical meetings, these General Meetings will be exceptionally held by way of representation of shareholders by proxy voting. The Meetings will be held at the offices of BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg. The Meetings will validly deliberate regardless of the represented part of the Company's Capital.

For the Statutory General Meeting, the decisions will be taken by a simple majority of the votes cast.

For the Second Extraordinary General Meeting, in accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the decisions will be taken by at least two-thirds of the votes cast.

Shareholders wishing to be represented at the Meetings 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.

The Draft of new Articles of Association, the Annual accounts, as well as the report of the Auditor and the management report are available at the registered office of the Company. Shareholders may request a copy of these documents. Such request shall be sent by post at the following address: BNP PARIBAS ASSET MANAGEMENT Luxembourg, 10, rue Edward Steichen, L- 2540 Luxembourg – or by email to AMLU.FSLEGAL@bnpparibas.com.

The Board of Directors

法巴基金

Luxembourg SICAV – UCITS class
Registered office: 10, rue Edward Steichen, L- 2540 Luxembourg
Luxembourg Trade and Companies Register No. B 33 363

2021 年 4 月 26 日股東大會通知

(中 譯 文)

I. 年度股東常會

年度股東常會將於 2021 年 4 月 26 日下午三點於法國巴黎資產管理盧森堡公司於 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg 之辦公地址舉行。決議以下議程：

- 1) 呈報並通過董事會及本公司簽證會計師之 2020 年度報告；
- 2) 通過財務期間截至 2020 年 12 月 31 日為止之財務報告及盈餘分配案；
- 3) 解除現任董事責任之委任；
- 4) 依法令之相關人員指派；

II. 第二次臨時股東大會

2021 年 3 月 31 日舉行之臨時股東大會，未達 1915 年 8 月 10 日公司法暨修正第 67-1 條規定的法定人數，因此將於下午 3:30 召開第二次臨時股東大會，審議以下議程：

更新公司組織章程，以增加以下新條文。第 16 條資本活動的稀釋效應

依據適用法規之規定，董事會得調整資產淨值，以反制資本活動的稀釋效應。

此等調整必須依據本公司公開說明書第一冊「資產淨值」章節所述的波幅定價機制進行。

III. 兩次會議的共同條文

因當前新冠肺炎疫情的影響，必須避免群聚會議，年度股東常會將僅以委任投票之方式，於法國巴黎資產管理盧森堡公司於 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg 之辦公地址舉行。

本會議不論所代表出席股數之多少。

法定股東大會，將採用單純的多數制表決通過決議。

第二次臨時股東大會，在決議時必須依據 1915 年 8 月 10 日公司法暨修正第 67-1 條之規定，至少獲得三分之二的票數。

法巴基金

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股東如希望被代表參加以上股東會，務必請於開會五個工作日前通知參加開會之意願，並出示有效之身份證明文件。

財務報告、稽核報告及管理報告，可在公司註冊地址取得。股東可要求將寄予此文件，必須將其請求寄至以下地址：BNP Paribas Asset Management Luxembourg, 10 rue Edward Steichen, L- 2540 Luxembourg，或是以下電郵地址：

AMLU.FSLEGAL@bnpparibas.com。

董事會

BNP Paribas Funds

Luxembourg SICAV - UCITS class
Registered Office: 10, rue Edward Steichen, L- 2540 Luxembourg
Luxembourg Trade and Companies Register No. B 33.363

PROXY STATUTORY GENERAL MEETING

The undersigned _____

Holder ofshare(s) of the SICAV BNP Paribas Funds,
with registered office at 10, rue Edward Steichen, L- 2540 Luxembourg,

Hereby authorises the President of the meeting, with power of substitution, to represent him/her at the statutory general meeting to be held on April 26, 2021 at 3.00 p.m. CET at the registered office of the Company, 10 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, or at any other meeting which shall consider the following agenda, to vote on any and all matters relative to the agenda hereunder mentioned:

() Tick the boxes that correspond to your choice. If you do not provide specific instructions, the proxy will use his sole discretion when voting.*

	VOTE (*)		
1) Presentation and approval of the reports of the Board of Directors and of the Auditor for the financial period closed as at December 31, 2020;	YES	NO	abstain
2) Approval of the annual accounts for the financial period closed as at December 31, 2020 and allocation of the results;	YES	NO	abstain
3) Discharge to the Directors for the exercise of their mandates;	YES	NO	abstain
4) Statutory appointments	YES	NO	abstain

The undersigned is aware that no quorum is needed for the Meeting to pass valid resolutions. Resolutions will be passed by a simple majority of the votes cast.

Signed at (place).....on (date).....2021

SIGNATURE

"*Ne varietur*" – This document may not be amended in any way.

BNP Paribas Funds

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Registered Office: 10, rue Edward Steichen, L- 2540 Luxembourg
Luxembourg Trade and Companies Register No. B 33.363

PROXY SECOND EXTRAORDINARY GENERAL MEETING

The undersigned _____

Holder ofshare(s) of the SICAV BNP Paribas Funds,
with registered office at 10, rue Edward Steichen, L- 2540 Luxembourg,

Hereby authorises the President of the meeting, with power of substitution, to represent him/her at the extraordinary general meeting to be held on April 26, 2021 at 3.30 p.m. CET at the registered office of the Company, 10 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, or at any other meeting which shall consider the following agenda, to vote on any and all matters relative to the agenda hereunder mentioned:

(*) *Tick the boxes that correspond to your choice. If you do not provide specific instructions, the proxy will use his sole discretion when voting.*

	VOTE (*)		
Update of the Articles of Association of the Company by adding of the following new Art. 16bis.	YES	NO	abstain
<u>Art. 16bis. Dilution Effect of Capital Activity</u> In accordance with the applicable regulation, the Board of Directors may adjust the Net Asset Value in order to counter dilution effects of capital activity. Such adjustment should be done by using of the Swing Pricing mechanism described in the prospectus of the Company, Book 1, in fine of the Chapter "Net Asset Value".			

The proxy holder can:

Attend any meeting whose agenda is identical in the event that the original meeting was not able to validly deliberate;

Participate in any deliberations and cast any vote, amend or reject on behalf of the undersigned any decisions relating to the agenda;

To this end, approve and sign any act or report and, in general, do everything necessary.

Signed at (place).....on (date).....2021

SIGNATURE

"*Ne varietur*" – This document may not be amended in any way.

法巴基金

Luxembourg SICAV – UCITS class
Registered office: 10, rue Edward Steichen, L- 2540 Luxembourg
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(中 譯 文)

年度股東常會代表委任書

本人/吾等 _____

持有股數..... 股之法巴基金，公司登記處所為 10 rue Edward Steichen, L- 2540 Luxembourg。

特此授權年度股東常會主席，代表委任人於 2021 年 4 月 26 日下午三時，出席在法國巴黎資產管理盧森堡公司之登記處所 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg，或其他任何與下列議題相關之各項會議，代為投票：

議 程:

	投票 (*)		
1) 呈報並通過董事會及本公司簽證會計師之 2020 年度報告；	是	否	放棄
2) 通過財務期間截至 2020 年 12 月 31 日為止之財務報告及盈餘分配案；	是	否	放棄
3) 解除現任董事責任之委任；	是	否	放棄
4) 依法令之相關人員指派；	是	否	放棄

本人/吾等了解本次大會並無最低法定人數之限制，本會議決議案之可決，以出席股東多數之同意即通過。

簽署於 _____ 日期 _____ 2021

簽署 _____

不得修改或變更本代表委任書內的指示。

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(中 譯 文)

第二次臨時股東會代表委任書

本人/吾等_____

持有股數..... 股之法巴基金，公司登記處所為 10 rue Edward Steichen, L- 2540 Luxembourg。

特此授權本會議之主席，代表委任人於 2021 年 4 月 26 日下午三時 30 分，出席在法國巴黎資產管理盧森堡公司之登記處所 10, rue Edward Steichen, L- 2540 Luxembourg, Grand Duchy of Luxembourg，或其他任何與下列議題相關之各項會議，代為投票：

議程:

	投票 (*)		
	是	否	放棄
更新公司組織章程，以增加以下新條文			
第16條資本活動的稀釋效應			
依據適用法規之規定，董事會得調整資產淨值，以反制資本活動的稀釋效應。 此等調整必須依據本公司公開說明書第一冊「資產淨值」章節所述的波幅定價機制進行。			

The proxy holder can:

Attend any meeting whose agenda is identical in the event that the original meeting was not able to validly deliberate;

Participate in any deliberations and cast any vote, amend or reject on behalf of the undersigned any decisions relating to the agenda;

To this end, approve and sign any act or report and, in general, do everything necessary.

簽署於_____ 日期 _____ 2021

簽署 _____

不得修改或變更本代表委任書內的指示。