



(節譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

(節譯文)

PICTET

百達

Société d'Investissement à Capital Variable

可變資本投資公司

15, avenue J.F. Kennedy, L-1855 Luxembourg

R.C.S. Luxembourg n° B 38 034

盧森堡商業登記處編號：B 38 034

**Convening notice of an Extraordinary General Meeting of Shareholders of Pictet
(the “Company”)**

百達股東臨時會召集通知

(下稱「本公司」)

Luxembourg, 31 October 2018

盧森堡，2018年10月31日

Dear shareholders,
親愛的股東，

Shareholders of the Company are hereby convened to an extraordinary general meeting (the “**Meeting**”) of shareholders of the Company which will be held at the registered office of the Company located at 15, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, on 21 November 2018 at 11 a.m, with the following agenda:

謹通知股東本公司將於2018年11月21日上午11時整假本公司登記辦公室15, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg召開股東臨時會(下稱「臨時會」)，以討論下列議程事項：

**AGENDA
議程**

Amendment of the articles of association (the “Articles”) of the Company:
修正本公司章程(下稱「章程」)

- > *to reflect the requirements of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the “Regulation”) including amendment of Article 3 of the Articles which will read as follows:*
- > 以反映 2017 年 6 月 14 日歐盟議會及歐盟理事會就貨幣市場基金法規(EU)2017/1131(下稱「本規則」)之要求，包括修訂章程第 3 條規定如下：

"Article three:

「第三條:

The Company's sole purpose is to invest the funds at its disposal in financial assets and other permitted assets authorized by Part I of the Law of 17 December 2010 on undertakings for collective investment, as amended (the "Law of 2010") and / or the Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "Regulation"), where applicable, in order to spread the investments risks and enable its shareholders to benefit from earnings generated through the management of its assets.

本公司之唯一目的是將其可處分之資金投資於依據2010年12月10日法律第I部及其修訂(下稱「2010年法律」)及 / 或如適用時，歐盟議會及歐盟理事會2017年6月14日就貨幣市場基金法規(EU)2017/1131(下稱「本規則」)所授權之金融資產及其他許可資產，以分散投資風險，並使股東由資產管理之盈利獲益。

The Company may take any measures and carry out any transactions that it deems necessary to accomplish and develop its purpose in the broadest sense pursuant to the Law of 2010 and / or the Regulation."

依據2010年法律及/或本規則且就最廣泛之意義而言，本公司可採取其視為必要之任何方式及進行任何交易來達成與發展其目的。

- > *to clarify the powers of the board of directors of the Company in relation to the issue and redemption of shares of the Company.*
- > 釐清本公司董事會有關發行及買回本公司股份之權限。

Shareholders are hereby informed that the above resolutions require a quorum of 50% of the Company's capital and that resolutions can only be validly approved by a two-thirds majority of the votes cast at the extraordinary general meeting of shareholders.

謹通知股東，上述決議以本公司資本之50%為法定出席數，且決議只有在股東臨時會三分之二多數投票通過後方始有效核准。

If the quorum of 50% of the capital is not reached at the extraordinary general meeting of shareholders, the general meeting of shareholders shall be reconvened and, at this new meeting, the decisions shall be taken, without the quorum requirements, by a majority vote of two-thirds of the votes cast at the reconvened Meeting.

如在股東臨時會未達資本50%之法定出席數，則股東會將重新召開。重新召開會議時，該決議將以該會議三分之二多數投票通過，而無最低法定人數要求。

Shareholders who cannot attend the extraordinary general meeting are invited to complete and sign the enclosed proxy form included with this letter. The proxy form shall remain valid should the extraordinary general meeting be subsequently reconvened with the same agenda.

如有股東不克前往參加股東臨時會，謹請完成並簽署此函附件之委託書。如股東臨時會需重新召開以討論相同議程，此委託書亦將持續有效。

The rights of a shareholder to attend the Meeting and to exercise a voting right attaching to his/her shares are determined in accordance with the shares held by this shareholder at the record date 15 November 2018.

股東出席會議及行使其股份所附投票權之權利，係依該股東於基準日2018年11月15日所持有之股份決定。

Shareholders are informed that the text of the proposed amendments and the drafting of the resulting consolidated Articles are available on request at the registered office of the Company eight days before the Meeting.

謹通知股東若有需要，提議修改之內容與因而產生之整合版章程稿件將可於臨時會召開8日前向本公司之登記辦公室索取。

We thank you in advance for your attention to this matter and we look forward to your response.
在此，謹預先感謝您對於此事宜之關切，且敬待您的回覆。

Yours faithfully,
誠摯的，

For the board of directors
董事會



Olivier Ginguené



Tracey McDermott

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PROXY

委託書

I/We, the undersigned,,
holder(s) of shares of Pictet

本簽署人，_____，為百達股份_____之持有人。

hereby grant, by this proxy, all powers – with right of substitution – to Yasmina Michau (or if absent, to the Chairman of the Meeting) in order to represent me/us at

茲以本委託書同意，由 Yasmina Michau (若缺席，則為會議之主席)代表本人於：

the **Extraordinary General Meeting** of the Shareholders of the Company (the “Meeting”), to be held on 21 November 2018, at 11.00 am or on any other date to which this Meeting may be postponed or on which it may be reconvened, with the same agenda.

本公司於 2018 年 11 月 21 日上午 11 時整，或是其他任何本公司**股東臨時會**(下稱「臨時會」)延後，或是重新召開之日期，以討論相同議程：

The proxy will vote in favour of all the agenda items, except for the point(s) expressly mentioned below, for which the undersigned intend(s) to vote against or abstain.

除以下明確敘明之事項本簽署人擬表示反對或棄權者外，本委託書將就所有會議事項表決贊成。

| AGENDA 議程 | For 同意 | Against 反對 | Abstain 棄權 |
|--------------|-----------|---------------|---------------|
|--------------|-----------|---------------|---------------|

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修正本公司章程(下稱「章程」)

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- > 以反映 2017 年 6 月 14 日歐盟議會及歐盟理事會就貨幣市場基金法規(EU)2017/1131(下稱「本規則」)之要求，包括修訂章程第 3 條規定如下：

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本公司之唯一目的是將其可處分之資金投資於依據 2010 年 12 月 10 日法律第 1 部及其修訂(下稱「2010 年法律」)及 / 或如適用時，歐盟議會及歐盟理事會 2017 年 6 月 14 日就貨幣市場基金法規(EU)2017/1131(下稱「本規則」)所授權之金融資產及其他許可資產，以分散投資風險，並使股東由資產管理之盈利獲益。

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依據 2010 年法律及/或本規則且就最廣泛之意義而言，本公司可採取其視為必要之任何方式及進行任何交易來達成與發展其目的。

- > *to clarify the powers of the board of directors of the Company in relation to the issue and redemption of shares of the Company.*
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and, in general, to carry out all acts necessary or useful for the execution of this proxy, including, without limitation, voting on and adopting any amendments of the agenda or resolutions presented at the Meeting.

以及，一般而言，為執行本委託書而實施所有必須或有助益之行動，包括但不限於表決以及採納於臨時會議提出之任何議程或決議之修正。

This proxy will remain valid in the event that a second Extraordinary General Meeting of the Shareholders is reconvened, should the necessary quorum conditions not be reached at the first Meeting.

若法定出席數無法在第一次臨時會達致因而重新舉行第二次股東臨時會時，此委託書將持續有效。

Note: shareholders are asked to return this proxy by 17 November 2018, by email
(pas_funds_social_life@pictet.com) or by fax (+352 22 02 29) and by post to:
注意: 請股東將此委託書於 2018 年 11 月 17 日前寄回, 可以透過電子郵件
(pas_funds_social_life@pictet.com), 或是傳真(+352 22 02 29), 以及回郵於:

FundPartner Solutions (Europe) SA
Sarah Schneider
15, avenue J.F. Kennedy
L-1855 Luxembourg

Signed at, on
簽署地點_____, 簽署日期_____

Signature(s):
簽名: _____

