

(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, 23 November 2018

盧森堡，2018年11月23日

Dear shareholders,

親愛的股東，

Shareholders of the Company are hereby informed that the extraordinary general meeting of shareholders which has been held on 21 November 2018 was not able to deliberate as the quorum was not reached. A new extraordinary general meeting of shareholders (the "**Meeting**") will be held on 17 December 2018 at the registered office of the Company, 15, avenue J.F. Kennedy, L-1855 Luxembourg at 11 am with the same agenda:

謹通知股東，2018年11月21日召開之股東臨時會未能達到法定出席數。新的股東臨時會(下稱「臨時會」)將在2018年12月17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，以討論相同議程事項：

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 decision to the Meeting will be adopted without quorum requirement by a majority vote of two-thirds of the votes cast at the Meeting.

茲通知股東本臨時會之決定將在三分之二多數投票通過後採行，且無法定出席數要求。

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 11 December 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12月11日所持有之股份決定。

Shareholders who cannot attend the Meeting are invited to complete and sign the enclosed proxy form included with this letter. The proxy previously sent for the first extraordinary general meeting of shareholders will remain valid.

如有股東不克前往參加臨時會，謹請完成並簽署此函附件之委託書。前次股東臨時會之股東委託書亦將持續有效。

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.

謹通知股東若有需要，提議修改之內容與因而產生之之整合版章程稿件將可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。

Kind regards,
誠摯地，

On behalf of the board of directors
謹代表董事會

(節譯文)

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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，則為會議主席)代表本人於：

the **Extraordinary General Meeting** of the Shareholders of the Company, to be held on 17 December 2018, at 11.00 am or on any other date to which this Meeting may be postponed, with the same agenda.

本公司於2018年12月17日上午11時整，或是其他任何本公司**股東臨時會**延後之日期，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
<p><i>Amendment of the articles of association (the "Articles") of the Company:</i></p> <p>修正本公司章程(下稱「章程」)</p> <ul style="list-style-type: none">- <i>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:</i>- 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： <p><u>Article three:</u></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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。

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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。

Note: shareholders are asked to return this proxy by 13 December 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12月13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: