

EASTERNMED FUNDS VCIC PLC
Registration No. HE354779
Authorization Number: UCITS 07/78
Registered Office: 48, Themistokli Dervi, ATHIENITIS CENTENNIAL BUILDING,
1st Floor, Office 104, 1066 Nicosia, Cyprus
(the «Fund»)

Nicosia, 11th November 2019

Notice of the Annual General Meeting of the Shareholders of the Fund

Notice is hereby given that the Annual General Meeting of the Shareholders of the Fund for 2019 will be held on **20th December 2019 at 11:00 a.m. EET** at the Fund's registered address at 48, Themistokli Dervi Avenue, ATHIENITIS CENTENNIAL BUILDING, 1st Floor, Office 104, 1066 Nicosia, Cyprus with the following agenda:

1. Consideration and approval of the Fund's audited financial statements together with the Auditors' report for the year ended 31st December 2018.
2. Discharge to the Directors of the Fund with respect to the performance of their duties during the financial period from 1st January to 31st December 2018.
3. Consideration and approval of the re-election of the following Directors of the Fund:
 - Ioannis Papaioannou
 - Athanasios Martinos
 - Stavros Karides
 - Andreas Theophanous
 - Maria Panayi Drakos.
4. Remuneration of the Directors.
5. Consideration and approval of the reappointment of Messrs. KPMG Limited as the statutory auditors of the Fund for the financial year ending 31st December 2019 and authorization to the Board of Directors of the Fund to discuss and agree their remuneration.
6. Discussion of any other business.

By order of the Board of Directors of the Fund

Name:

Director

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

• RIGHT OF PARTICIPATION TO ANNUAL GENERAL MEETINGS

Any person who is a Shareholder of the Fund i.e. who is registered as holder of Shares in the Register of Shareholders kept by or on behalf of the Fund, on the record date, which was fixed as the close of business on **16th December 2019**, shall be entitled to participate and vote in the Annual General Meeting either in person or through the appointment of a proxy.

• ATTENDING THE ANNUAL GENERAL MEETING THROUGH A PROXY

Any Shareholder of the Fund as at the record date shall have the right to appoint a proxy to represent the Shareholder at the Annual General Meeting and vote on their behalf. A proxy need not be a Shareholder of the Fund.

The instrument appointing a proxy must be in writing and shall be given by the person appointing the proxy or his/her attorney (if applicable) and where the Shareholder is a corporation, the instrument of proxy shall be given under the seal of the corporation or shall be signed by an officer or a duly authorized attorney of the corporation.

A Shareholder of the Fund which is a corporation may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at the Annual General Meeting of the Company and any such person will be entitled to exercise the same powers on behalf of the Shareholder-corporation as the corporation could exercise if it was an individual Shareholder of the Fund.

The instrument appointing a proxy and the power of attorney (if any) under which it is signed, or a notarially certified copy of that power, shall be deposited at the registered office of the Fund by **16th December 2019 at 5:30 p.m. EET**.

A template of the Instrument of Proxy to be used can be found at the end of these notes. Unless otherwise instructed by the Shareholder by means of the Instrument of proxy, the proxy will vote as he/she thinks fit.

• PROCEEDINGS AT ANNUAL GENERAL MEETINGS

No business will be conducted at any Annual General Meeting unless a quorum of Shareholders having the right to attend and vote is present in person or by proxy at the time when the meeting proceeds to business. Any Shareholder(s) holding 51% of the shares of the Fund shall constitute a quorum.

The Chairman of the Board of Directors presides as Chairman at the Annual General Meetings of the Fund. In case the Chairman is not present within fifteen minutes after the time appointed for the holding of the meeting or he is unwilling to act, the Directors present elect one of them to preside the meeting. In the event that a Director is not present within fifteen minutes after the time appointed for holding the meeting or he/she is unwilling to act, the Shareholders present chose one of them to be Chairman of the meeting.

• VOTING PROCEDURES AT ANNUAL GENERAL MEETINGS

Any resolution put to the vote of the meeting will be decided on a show of hands, unless a poll is demanded by any of the following:

- the Chairman;
- at least two Shareholders present in person or represented by proxy;
- any Shareholder(s) present in person or by proxy representing at least one tenth of the voting rights of all the Shareholders who have the right to vote at the meeting;
- a Shareholder(s) holding shares in the Fund that confer a right to vote at the meeting, on which an aggregate sum has been paid which amounts to at least one tenth of the total sum paid up on all the shares conferring such right.

Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Fund will be conclusive evidence that a resolution has been carried or lost.

In case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting will not have a casting vote.

On a show of hands, every Shareholder will have one vote and on a poll, every Shareholders will have one vote for each share that he/she holds.

In case of joint holders, the vote of the authorized holder who tenders a vote, as such authorization is determined at the relevant account opening, will be accepted to the exclusion of the votes of the other joint holders.

• **COPIES OF FINANCIAL STATEMENTS**

Copies of the audited financial statements, together with the Auditors report to be discussed and approved during the Annual General Meeting, may be obtained electronically through the website of the Management Company of the Fund at www.eastmedfin.com. Hard copies of the audited financial statements and of the auditors' report may be obtained free of charge and are readily available at the registered office of the Fund at 48, Themistokli Dervi, ATHIENITIS CENTENNIAL BUILDING, 1st Floor, Office 104, 1066 Nicosia, Cyprus.

• **SUBMISSION OF INQUIRIES**

Any inquiries or questions regarding the procedure for participating in the Annual General Meeting and any other relevant matter may be addressed to info@eastmedfin.com.

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INSTRUMENT OF PROXY

I/We, of
being a Shareholder/Shareholders of the Fund, hereby appoint
of, or failing him/her,
of as my/our proxy to vote for me/us on my/our behalf at the
Annual General Meeting of the Fund to be held on the 20th day of December 2019 and at any
adjournment thereof.

The undersigned authorizes the proxy to vote or abstain from voting on the agenda as follows (tick as
desired):

	For	Against	Abstain	As the proxy thinks fit
1. Approval of the audited financial statements together with the Auditors' report for the year ended 31 st December 2018.				
2. Discharge to the Directors with respect to the performance of their duties during the financial period from 1 st January to 31 st December 2018.				
3. Approval of the re-election of the current Directors of the Fund.				
4. Approval of the reappointment of Messrs. KPMG Limited as the statutory auditors for the financial year ending 31 st December 2019 and authorization to the Board of Directors to discuss and agree their remuneration.				
5. Remuneration of the Directors.				
6. Other business.	/	/	/	

Signed this day of 2019.

(Sign.)

Name:

Capacity:

For and on behalf of