

**28 February 2024**

Dear Shareholder,

## **Annual general meeting of shareholders of Schroder Alternative Solutions (the "Company")**

Please find enclosed the convening notice of the annual general meeting of shareholders of the Company (the "AGM") and a form of proxy.

### **Notice**

We hereby give notice to all shareholders of the AGM to be held in Luxembourg, at 5, place Winston Churchill, L-1340, Grand Duchy of Luxembourg, on 28 March 2024 at 14:00 (Luxembourg time) or any adjournment thereof, to vote on the resolutions which are outlined in the enclosed notice (the "Notice"). The majority represented at the AGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 23 March 2024 at midnight (Luxembourg time) (referred to as the "Record Date"). At the AGM, each represented share entitles the holder to one vote. The rights of shareholders represented at the AGM to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

### **Form of proxy**

If you cannot attend the Meeting in person, you can appoint the chairman of the AGM to vote on your behalf by using the enclosed form of proxy, which must be completed and returned prior to 15:30 (Luxembourg time) on 25 March 2024 to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

### **Audited annual report**

Copies of the Company's audited annual report as at 30 September 2023 can be obtained, free of charge, from the Singapore Representative, Schroder Investment Management (Singapore) Ltd . and are available on Schroders' internet site <http://www.schroders.com>.

### **Recommendation**

Your Board recommends that shareholders vote in favour of all the resolutions set out in the Notice of the AGM, which they consider to be in the best interests of shareholders as a whole.

For further details or assistance, please contact your local Schroders office, your usual professional adviser or Schroders' Investor Hotline on +65 6534 4288 .

Yours faithfully,

**Schroder Investment Management (Singapore) Ltd**

This is a computer generated letter and requires no signature.

Enclosed: AGM convening notice and form of proxy

## **NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**28 February 2024**

Dear Shareholder,

### **Schroder Alternative Solutions (the "Company")**

We have the pleasure of inviting you to attend the annual general meeting of the Shareholders of the Company to be held on 28 March 2024 at 14:00 (Luxembourg time) or any adjournment thereof (the "AGM") in Luxembourg, at 5, place Winston Churchill, L-1340, Grand Duchy of Luxembourg.

Holders of registered shares who cannot attend the AGM may vote by proxy by returning the enclosed form of proxy duly completed and signed prior to 15:30 (Luxembourg time) on 25 March 2024, to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

Shareholders, or their representatives, wishing to participate in the AGM in person are requested, for organizational purposes, to kindly notify the Company Secretary in writing of their attendance by no later than 11:00, Luxembourg time, on 25 March 2024, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by fax on (+352) 341 342 342.

The agenda of the AGM is as follows:

### **AGENDA OF AGM**

1. Presentation of the report of the Board of Directors for the financial year ended 30 September 2023.
2. Presentation of the report of the auditor for the financial year ended 30 September 2023.
3. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 30 September 2023.
4. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 30 September 2023.
5. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 30 September 2023.
6. Approval of the re-appointment of the following persons as directors of the Company until the next annual general meeting of shareholders which will deliberate on the

audited annual accounts for the financial year ended 30 September 2024, or until their successors are appointed:

- Mr. Richard MOUNTFORD (non-executive director) ;
  - Mrs. Inés Carla BERGARECHE GARCIA-MIÑAUR ;
  - Mr. Eric BERTRAND (non-executive director) ;
  - Mrs. Marie-Jeanne CHEVREMONT-LORENZINI (non-executive director) ;
  - Mr. Bernard HERMAN (non-executive director) ;
  - Mr. Hugh MULLAN (non-executive director) ;
  - Mr. Ross LEACH ;
  - Mr. Yves FRANCIS (non-executive director); and
  - Mr. Peter NELSON.
7. Ratification and approval of the payment of the remuneration approved at the last AGM to the non-executive directors of the Company identified in item 7, for the financial year ended 30 September 2023.
8. Approval of the revised fees for the non-executive directors of the Company identified in item 7, at the levels shown in the table below, with effect from 1 October 2023 and for the financial year ended 30 September 2024 and to be ratified at each subsequent AGM unless an alternative proposal is made to the shareholders.

<b>Appointment</b>	<b>Annual fee (gross of any applicable taxes and paid quarterly)</b>
Member of the Board of Directors of the Company	18,000 euro
Chairman of the Board of Directors of the Company	2,000 euro
Member of the Audit Committee of the Board of Directors of the Company	2,500 euro
Chairman of the Audit Committee of the Board of Directors of the Company	1,000 euro

9. Re-appointment of the auditor of the Company, KPMG Audit S. à r.l., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ended 30 September 2024.

#### **QUORUM AND MAJORITY**

Shareholders are advised that no quorum is required to validly deliberate on the agenda of the AGM and that the decisions will be taken at the simple majority of the validly cast votes at the AGM. Votes cast shall not include votes attaching to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

#### **RECORD DATE**

The majority applicable for this AGM will be determined by reference to the shares issued and in circulation on 23 March 2024 at midnight (Luxembourg time) (the “**Record Date**”). Each shareholder’s right to be represented at the AGM and to exercise the voting rights attached to his shares will be determined by reference to the shares held by the shareholder at the Record Date.

**VOTING**

Each eligible shareholder is entitled to as many votes as he holds shares excluding fractional shares.

The proxy attached to this convening notice will remain valid for any reconvened, adjourned or postponed general meeting with the same agenda, unless expressly revoked.

Yours faithfully,

**The Board of Directors**



<p>6. Approval of the re-appointment of the following persons as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 30 September 2024, or until their successors are appointed:</p> <ul style="list-style-type: none"> <li>• Mr. Richard MOUNTFORD (non-executive director) ;</li> <li>• Mrs. Inés Carla BERGARECHE GARCIA-MIÑAUR ;</li> <li>• Mr. Eric BERTRAND (non-executive director) ;</li> <li>• Mrs. Marie-Jeanne CHEVREMONT-LORENZINI (non-executive director) ;</li> <li>• Mr. Bernard HERMAN (non-executive director) ;</li> <li>• Mr. Hugh MULLAN (non-executive director) ;</li> <li>• Mr. Ross LEACH ;</li> <li>• Mr. Yves FRANCIS (non-executive director); and</li> <li>• Mr. Peter NELSON.</li> </ul>													
<p>7. Ratification and approval of the payment of the remuneration approved at the last AGM to the non-executive directors of the Company identified in item 6, for the financial year ended 30 September 2023</p>													
<p>8. Approval of the revised fees for the non-executive directors of the Company identified in item 6, at the levels shown in the table below, with effect from 1 October 2023 and for the financial year ended 30 September 2024 and to be ratified at each subsequent AGM unless an alternative proposal is made to the shareholders.</p> <table border="1" data-bbox="199 1014 1078 1469"> <thead> <tr> <th data-bbox="199 1014 651 1122">Appointment</th> <th data-bbox="651 1014 1078 1122">Annual fee (gross of any applicable taxes and paid quarterly)</th> </tr> </thead> <tbody> <tr> <td data-bbox="199 1122 651 1193">Member of the Board of Directors of the Company</td> <td data-bbox="651 1122 1078 1193">18,000 euro</td> </tr> <tr> <td data-bbox="199 1193 651 1265">Chairman of the Board of Directors of the Company</td> <td data-bbox="651 1193 1078 1265">2,000 euro</td> </tr> <tr> <td data-bbox="199 1265 651 1368">Member of the Audit Committee of the Board of Directors of the Company</td> <td data-bbox="651 1265 1078 1368">2,500 euro</td> </tr> <tr> <td data-bbox="199 1368 651 1469">Chairman of the Audit Committee of the Board of Directors of the Company</td> <td data-bbox="651 1368 1078 1469">1,000 euro</td> </tr> </tbody> </table>	Appointment	Annual fee (gross of any applicable taxes and paid quarterly)	Member of the Board of Directors of the Company	18,000 euro	Chairman of the Board of Directors of the Company	2,000 euro	Member of the Audit Committee of the Board of Directors of the Company	2,500 euro	Chairman of the Audit Committee of the Board of Directors of the Company	1,000 euro			
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I/we hereby give and grant full power and authorisation to do and perform all and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that said proxies shall lawfully do or cause to be done by virtue hereof.

Name, address and signature(s)<sup>1</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must, in the case of an individual shareholder, be signed by the shareholder or his appointed agent, and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s).

**NOTES**

- a) The majority represented at the AGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 23 March 2024 at midnight (Luxembourg time) (referred to as the “Record Date”). At the AGM, each share represented entitles the holder to one vote. The rights of the shareholders represented at the AGM and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to vote at the AGM.
  
- b) Please return the relevant form of proxy duly dated and signed and marked prior to 15:30 (Luxembourg time) on 25 March 2024 to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicaproxies@schroders.com](mailto:schrodersicaproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.