

Schroder GAIA
Société d'Investissement à Capital Variable
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NOTICE OF ADJOURNEMENT OF AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND NOTICE OF CONVENING OF THE EXTRAORDINARY GENERAL MEETING ON 30 APRIL 2024

12 April 2024

Dear Shareholder,

Schroder GAIA (the "Company")

The quorum required by law not having been reached at a first extraordinary general meeting of the Company held on 28 March 2024 at 11:30 a.m. (Luxembourg time). Shareholders of the Company are hereby convened to a second extraordinary general meeting which will be held at the offices of Arendt & Medernach SA, located 41A avenue JF Kennedy L-2082 Luxembourg on 30 April 2024 at 14:30 (the "**EGM**") to deliberate and vote on the same following agenda (the "**Agenda**"):

AGENDA

1. Approval of the following amendments to the articles of association of the Company (the "**Articles**"):
 - 1.1. Amendment to Article 1 (Name) to further clarify the laws applicable to the form of the Company;
 - 1.2. Amendment to Article 2 (Duration) to reflect that the board of directors (the "**Board**") is entitled to determine the period for which the classes of shares of the Company are established;
 - 1.3. Amendment to Article 5 (Capital and Shares) to clarify that the Board is authorized to issue fully paid shares for cash or contribution in kind of securities and other assets, subject to the conditions of the applicable law and prospectus of the Company;
 - 1.4. Amendment to Article 5 (Capital and Shares) to include wording after the eighth paragraph elaborating on the impact of the liquidation of a class of shares on the Company to be read as follows:

"The liquidation of a class of shares has no implication on the remaining classes or the Company as a whole. Only the liquidation of the last remaining class of shares will result in the liquidation of the Company itself, which will be carried out pursuant to article 28 and the 2010 Law";
 - 1.5. Amendment to Article 5 (Capital and Shares) to insert wording at the end of the fourteenth paragraph to be read as follows:

"Insofar as a merger requires the approval of the shareholders pursuant to this paragraph and the provisions of the 2010 Law, only the approval of the shareholders of the class concerned by the decision shall be required";

- 1.6. Amendment to Article 6 (Shares) to reflect the responsibility of shareholders to ensure that their details are kept up to date, to be read as follows;

"The shareholder shall be responsible for ensuring that his/her/its details including its/her/his address, for the Register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid. Except for those shareholders who have individually accepted that all notices and announcements are sent to them by e-mail, all notices and announcements of the Company given to shareholders shall be validly made at such address";

- 1.7. Amendment to Article 8 (Restriction of Ownership) to clarify that the Board may restrict ownership of Company shares for the purpose of ensuring that no shares are acquired or held by any person whose ownership may be detrimental to the Company;

- 1.8. Amendment to Article 10 (Shareholders Meeting) to include in the first paragraph the following wording which reflects that shareholders may attend a general meeting of shareholders by a means of telecommunication:

"A participation at any meeting of shareholders by videoconference or any other means of telecommunication can be allowed, in which case the meeting shall be deemed to be held at the registered office of the Company. Such video or other electronic means must allow to identify such shareholder, allow to effectively act at such meeting of shareholders and the proceedings of such meeting must be retransmitted continuously to such shareholder";

- 1.9. Amendment to Article 11 (Quorum and Resolutions) and Article 14 (Procedures of Board meeting) to reflect that the use of e-mail or similar means of communication are accepted methods of communication;

- 1.10. Amendment to Article 11 (Quorum and Resolutions) to clarify that an attendance list shall be maintained for each general meeting of the shareholders;

- 1.11. Insertion of a new wording after the second paragraph of Article 12 (Notice to General Meetings of Shareholders) to clarify how the Board will make available the documentation regarding the general meeting of shareholders, to be read as follows:

"Documentation regarding the general meeting of shareholders will be made available at least eight days prior to the general meeting of shareholders at the registered office. In addition, the Board may in its discretion decide to make such documentation available by means of a website or via electronic storage service accessible via the internet";

- 1.12. Amendment to Article 14 (Procedures of Board meeting) to clarify that any chairperson appointed pro tempore for shareholders' meetings will be appointed by a vote of the majority present;

- 1.13. Insertion of a new wording at the beginning of Article 16 (Powers of the Board), to be read as follows:

“The Board is vested with the broadest powers to perform all acts of disposition, management and administration within the limits of the Company’s object and in compliance with the investment policy as set out in the Prospectus. All powers not expressly reserved by law or these Articles to the general meeting of the shareholders fall within the competence of the Board”;

- 1.14. Amendment to Article 22 (Net Asset Value) to clarify that the determination of the Net Asset Value, the Subscription Price and redemption price of shares of any particular class and the issue and redemption of the shares in such class from its shareholder(s) as well as conversion from and to shares of such class may be temporarily suspended if for any reason the prices of any investment owned by a class cannot be reasonably, promptly or accurately determined;
- 1.15. Amendment to Article 22 (Net Asset Value) to clarify that the determination of the Net Asset Value, the Subscription Price and redemption price of shares of any particular class and the issue and redemption of the shares in such class from its shareholder(s) as well as conversion from and to shares of such class may be temporarily suspended during any period where circumstances exist that would justify the suspension for the protection of shareholders in accordance with the law of 17 December 2010.
- 1.16. Amendment to Article 23 (Calculation of the Net Asset Value) to clarify that for determining the amount of the other liabilities of the Company, the Board shall take into account all fees and expenses payable to administrative agents, fees related to other sales documents, key information documents, financial reports and other communication expenses;
- 1.17. Amendment to Article 23 (Calculation of the Net Asset Value) to insert a new paragraph D, to be read as follows:

“The Board may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require. The Company is one single entity; however, the rights of investors and creditors regarding a class of shares or raised by the constitution, operation, or liquidation of a class of shares are limited to the assets of this class of shares and the assets of a class of shares will be answerable exclusively for the rights of the shareholders relating to this class of shares and for those of the creditors whose claim arose in relation to the constitution, operation, or liquidation of this class of shares. In relations between the Company’s shareholders, each class of shares is treated as a separate entity”;
- 1.18. Amendment to Article 23, G. (Calculation of the Net Asset Value) to insert a new sub-paragraph (e) for clarifying the elements to be taken into account for the purpose the valuation under this Article, to be read as follows:

“in circumstances where the interest of the Company or its shareholders so justify, the Board may take any appropriate measures as further described in the Prospectus.”;
- 1.19. Amendment to Article 28 (Dissolution and Liquidation of the Company) so as to clarify that the operations of liquidation and dissolution will be carried out pursuant to the law of 17 December 2010.
- 1.20. Other minor amendments to the Articles.

Quorum and Majority

Shareholders are advised that no quorum is required to validly deliberate on the items of the Agenda of the reconvened extraordinary general meeting and that resolutions will be passed if approved by more than two-third (2/3) majority votes cast, provided that if the Company is authorised by the Securities and Futures Commission of Hong Kong, the majority requirement will be raised to seventy-five (75) per cent of the shares present or represented.

RECORD DATE

The majority applicable for this EGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 25 April 2024 (referred to as the "Record Date"). Each shareholder's right to be represented at the EGM 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

All shareholders are entitled to attend and each share is entitled to one vote.

Voting Arrangements

All shareholders are entitled to attend and vote and are entitled to appoint proxies to attend and vote instead of them. A proxyholder does not need to be a member of the Company.

If you cannot attend the meeting, please return the relevant form of proxy duly dated and signed and marked prior to 26 April 2024 at 15:00, to the attention of Proxy Count Team, at the fax number +352 341 342 342, by e-mail to schrodersicaproxies@schroders.com or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.

YOURS FAITHFULLY,

THE BOARD OF DIRECTORS

PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SCHRODER GAIA TO BE HELD ON 30 APRIL 2024 OR ANY ADJOURNMENT THEREOF

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We	First Name(s)	Last Name	Account Number
First holder:	_____	_____	_____
Second holder: (if applicable)	_____	_____	_____

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of ____ (number of) shares¹ of _____ sub-fund of **Schroder GAIA** (the "**Company**") or ISIN code hereby appoint, with full power of substitution any employee of Arendt & Medernach SA or any clerk or employee of the notary Me Marc ELVINGER with full power of substitution as my/our proxy (the "**Proxyholder(s)**") to vote for me/us and on my/our behalf on the resolutions on the following agenda of the EGM to be held before Me Marc ELVINGER, a notary residing in Ettelbruck, Grand Duchy of Luxembourg, or any other Luxembourg notary, at the offices of Arendt & Medernach SA, located 41A avenue JF Kennedy L-2082 Luxembourg, on or around 30 April 2024 at 14:30, Luxembourg time, or any adjournment thereof (the "**Meeting**").

AGENDA OF THE EGM

Please indicate with an 'X' in one of the spaces below how you wish your vote to be cast.

AGENDA	For	Against	Abstain
1. Amendment to Article 1 (Name) to further clarify the laws applicable to the form of the Company.			
2. Amendment to Article 2 (Duration) to reflect that the board of directors (the "Board") is entitled to determine the period for which the classes of shares of the Company are established.			
3. Amendment to Article 5 (Capital and Shares) to clarify that the Board is authorized to issue fully paid shares for cash or contribution in kind of securities and other assets, subject to the conditions of the applicable law and prospectus of the Company.			
4. Amendment to Article 5 (Capital and Shares) to include wording after the eighth paragraph elaborating on the impact of the liquidation of a class of shares on the Company to be read as follows: <i>"The liquidation of a class of shares has no implication on the remaining classes or the Company as a whole. Only the liquidation of the last remaining class of shares will result in the liquidation of the Company itself, which will be carried out pursuant to article 28 and the 2010 Law".</i>			

¹ Please insert the total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy indicating respective ISIN codes as well.

<p>5. Amendment to Article 5 (Capital and Shares) to insert wording at the end of the fourteenth paragraph to be read as follows:</p> <p><i>"Insofar as a merger requires the approval of the shareholders pursuant to this paragraph and the provisions of the 2010 Law, only the approval of the shareholders of the class concerned by the decision shall be required".</i></p>			
<p>6. Amendment to Article 6 (Shares) to reflect the responsibility of shareholders to ensure that their details are kept up to date, to be read as follows:</p> <p><i>"The shareholder shall be responsible for ensuring that his/her/its details including its/her/his address, for the Register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid. Except for those shareholders who have individually accepted that all notices and announcements are sent to them by e-mail, all notices and announcements of the Company given to shareholders shall be validly made at such address".</i></p>			
<p>7. Amendment to Article 8 (Restriction of Ownership) to clarify that the Board may restrict ownership of Company shares for the purpose of ensuring that no shares are acquired or held by any person whose ownership may be detrimental to the Company.</p>			
<p>8. Amendment to Article 10 (Shareholders Meeting) to include in the first paragraph the following wording which reflects that shareholders may attend a general meeting of shareholders by a means of telecommunication:</p> <p><i>"A participation at any meeting of shareholders by videoconference or any other means of telecommunication can be allowed, in which case the meeting shall be deemed to be held at the registered office of the Company. Such video or other electronic means must allow to identify such shareholder, allow to effectively act at such meeting of shareholders and the proceedings of such meeting must be retransmitted continuously to such shareholder".</i></p>			
<p>9. Amendment to Article 11 (Quorum and Resolutions) and Article 14 (Procedures of Board meeting) to reflect that the use of e-mail or similar means of communication are accepted methods of communication.</p>			
<p>10. Amendment to Article 11 (Quorum and Resolutions) to clarify that an attendance list shall be maintained for each general meeting of the shareholders.</p>			
<p>11. Insertion of a new wording after the second paragraph of Article 12 (Notice to General Meetings of Shareholders) to clarify how the Board will make available the documentation regarding the general meeting of shareholders, to be read as follows:</p> <p><i>"Documentation regarding the general meeting of shareholders will be made available at least eight days prior to the general meeting of shareholders at the registered office. In addition, the Board may in its discretion decide to make such documentation available by means of a website or via electronic storage service accessible via the internet".</i></p>			
<p>12. Amendment to Article 14 (Procedures of Board meeting) to clarify that any chairperson appointed pro tempore for shareholders' meetings will be appointed by a vote of the majority present.</p>			
<p>13. Insertion of a new wording at the beginning of Article 16 (Powers of the Board), to be read as follows:</p> <p><i>"The Board is vested with the broadest powers to perform all acts of disposition, management and administration within the limits of the Company's object and in compliance with the investment policy as set out in the Prospectus. All powers not expressly reserved by law or these Articles to the general meeting of the shareholders fall within the competence of the Board".</i></p>			

14. Amendment to Article 22 (Net Asset Value) to clarify that the determination of the Net Asset Value, the Subscription Price and redemption price of shares of any particular class and the issue and redemption of the shares in such class from its shareholder(s) as well as conversion from and to shares of such class may be temporarily suspended if for any reason the prices of any investment owned by a class cannot be reasonably, promptly or accurately determined.			
15. Amendment to Article 22 (Net Asset Value) to clarify that the determination of the Net Asset Value, the Subscription Price and redemption price of shares of any particular class and the issue and redemption of the shares in such class from its shareholder(s) as well as conversion from and to shares of such class may be temporarily suspended during any period where circumstances exist that would justify the suspension for the protection of shareholders in accordance with the law of 17 December 2010.			
16. Amendment to Article 23 (Calculation of the Net Asset Value) to clarify that for determining the amount of the other liabilities of the Company, the Board shall take into account all fees and expenses payable to administrative agents, fees related to other sales documents, key information documents, financial reports and other communication expenses.			
17. Amendment to Article 23 (Calculation of the Net Asset Value) to insert a new paragraph D, to be read as follows: <i>"The Board may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require. The Company is one single entity; however, the rights of investors and creditors regarding a class of shares or raised by the constitution, operation, or liquidation of a class of shares are limited to the assets of this class of shares and the assets of a class of shares will be answerable exclusively for the rights of the shareholders relating to this class of shares and for those of the creditors whose claim arose in relation to the constitution, operation, or liquidation of this class of shares. In relations between the Company's shareholders, each class of shares is treated as a separate entity".</i>			
18. Amendment to Article 23, G. (Calculation of the Net Asset Value) to insert a new sub-paragraph (e) for clarifying the elements to be taken into account for the purpose the valuation under this Article, to be read as follows: <i>"in circumstances where the interest of the Company or its shareholders so justify, the Board may take any appropriate measures as further described in the Prospectus."</i>			
19. Amendment to Article 28 (Dissolution and Liquidation of the Company) so as to clarify that the operations of liquidation and dissolution will be carried out pursuant to the law of 17 December 2010.			
20. Other minor amendments to the Articles.			

The draft revised articles of association of the Company are available for inspection at the registered office of the Company.

All powers are finally given to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Luxembourg Companies' and Trade Registrar and to any publication in the Mémorial C, Recueil des Sociétés et Associations, while the undersigned promises to ratify all said actions taken by the Proxyholder whenever requested.

Shareholders are advised that the proxy attached to the convening notice to the extraordinary general meeting of shareholders of the Company held on 28 March 2024, provided that it has been validly completed, will remain in force as previously mentioned for the Meeting.

This proxy, and the rights, obligations and liabilities of the undersigned and the Proxyholder, shall be governed by the laws of Luxembourg.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the Proxyholder in the courts of Luxembourg-City, and the undersigned and the Proxyholder hereby submit to the exclusive jurisdiction of such Courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such Courts.

Given in _____, on _____ 2024.

Valid for proxy

Name, address and signature(s):

NOTES

- a) The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 25 April 2024 (referred to as the **“Record Date”**). At the Meeting, each share entitles the holder to one vote. The rights of the shareholders 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 EGM.
- b) Please return the relevant form of proxy duly dated and signed and marked prior to 29 April 2024 at 12:00 (Luxembourg time), to the attention of the Proxy Count Team, at the fax number +352 341 342 342, by e-mail to schrodersicaproxies@schroders.com or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.