

**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Europe) S.A., as the Management Company to Schroder Alternative Solutions, accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.**

**14 June 2019**

Dear Shareholder,

## **Ordinary General Meeting of Shareholders of Schroder Alternative Solutions**

Please find enclosed the convening notice of an ordinary general meeting of shareholders (the "Meeting") of **Schroder Alternative Solutions** (the "Company") in order to vote on a resolution (the "Resolution") to appoint Ms. Carla Bergareche as director of the Company, as outlined in the notice, and a form of proxy.

### **Notice**

All shareholders of the Company are invited to attend the Meeting, which will be held at the registered office of the Company on Tuesday, 16 July 2019 at 17:00 Luxembourg time, to vote on the Resolution which is outlined in the enclosed notice. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Tuesday, 9 July 2019 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of the shareholders to attend the Meeting and 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 or any other person to vote on your behalf by using the enclosed form of proxy, which must be completed and returned to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, by no later than 5:00 p.m., Hong Kong time on Friday, 12 July 2019. The Hong Kong Representative will then immediately forward such forms to the Company's management company, Schroder Investment Management (Europe) S.A.

### **Recommendation**

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

For further details or assistance, please contact either your usual professional advisor or Schroders Investor Hotline on (+852) 2869 6968; or fax (+852) 2524 7094.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'C. Burkhardt'.

**Chris Burkhardt**  
Authorised Signatory

A handwritten signature in black ink, appearing to read 'N. Jayawardana'.

**Nirosha Jayawardana**  
Authorised Signatory

**Enclosed:**

Convening notice and form of proxy

**14 June 2019**

**Dear Shareholder,**

## **Notice of an ordinary general meeting of shareholders of Schroder Alternative Solutions**

Notice is hereby given that an ordinary general meeting of shareholders of **Schroder Alternative Solutions** (the "Company") will be held at the registered office of the Company on Tuesday, 16 July 2019 at 17:00 Luxembourg time (the "Meeting").

It is proposed to appoint Ms Carla Bergareche as director of the Company with effect as of the date of the approval of the *Commission de Surveillance du Secteur Financier* on her appointment.

The agenda of the Meeting will be the following:

### **AGENDA**

#### **SOLE RESOLUTION**

Appointment of Ms Carla Bergareche as director of the Company, with effect as from the date of the approval of the *Commission de Surveillance du Secteur Financier*, until the annual general meeting of shareholders that will consider the approval of the annual accounts for the financial year ending on 30 September 2019.

#### **VOTING**

The Resolution on the agenda of the Meeting of the Company will require no quorum and will be taken at the majority of the votes expressed by the shareholders present or represented at the Meeting. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Tuesday, 9 July 2019 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of shareholders to attend the Meeting 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 attend or to vote at the Meeting.

#### **VOTING ARRANGEMENTS**

Holders of registered shares who cannot attend the Meeting may vote by proxy by returning the enclosed form of proxy by mail to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited at Level 33, Two Pacific Place, 88 Queensway, Hong Kong by no later than 5:00 p.m., Hong Kong time on Friday, 12 July 2019. The Hong Kong Representative will then immediately forward such forms to the Company's management company, Schroder Investment Management (Europe) S.A.

Shareholders, or their representatives, wishing to participate in the Meeting in person are requested, for organisational purposes, to kindly notify the Company Secretary in writing of their attendance by no later than midday Luxembourg time on Friday, 12 July 2019, 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.



**Chris Burkhardt**  
Authorised Signatory



**Nirosha Jayawardana**  
Authorised Signatory

**Form of proxy for use at the ordinary general meeting of shareholders of Schroder Alternative Solutions to be held on Tuesday, 16 July 2019 at 17:00 Luxembourg time (the "Meeting")**

施羅德另類投資方略有關 2019 年 7 月 16 日 (星期二) 盧森堡時間下午 5 時正舉行之股東普通大會的代表委任表格  
(「股東普通大會」)

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS 請以正楷書寫

I/We 本人/吾等	First Name(s) 名	Last Name 姓	Account Number 帳戶號碼
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First holder: 首名持有人:	_____	_____	_____
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Second holder: 次名持有人:	_____	_____	_____
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(if applicable 如適用)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)  
(如聯名股份持有人多於兩名，其他持有人的全名亦應提供)

holder(s) of \_\_\_\_\_ (number of) shares<sup>1</sup> of \_\_\_\_\_ sub-fund of **Schroder Alternative Solutions** (the "Company") hereby appoint the chairman of the Meeting (the "Chairman") or 為施羅德另類投資方略(「本公司」) \_\_\_\_\_ 子基金股份數量 \_\_\_\_\_<sup>1</sup> 之持有人，謹此委任本公司股東普通大會主席(「主席」)或

(insert name of representative 填寫代表人姓名:) \_\_\_\_\_

as my/our proxy (i) to vote for me/us and on my/our behalf on the resolution set out below (the "Resolution") to be proposed at the Meeting or at any reconvening or adjournment thereof (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following Resolution with any such amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before the

<sup>1</sup> Please insert 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. If not completed, this form of proxy will relate to all shares held by the shareholder(s).

請填上在相關子基金所持的股份數量。閣下如持有多於一項子基金的股份，請於本代表委任表格背面詳列所有持股資料。如沒有填妥相關部份，此代表委任表格將關乎該股東持有的所有股份。

Meeting or before any reconvening or adjournment and (ii) in general to perform any acts, sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation to the present proxy.

作為本人/吾等的代表，(i) 代表本人/吾等於下述股東普通大會或於任何復會或押後會議中提議的普通決議案（「決議案」）投票（除非本代表委任已被明確地撤銷）及代表本人/吾等就下述決議案投票，並在委任代表持有人視為適當時作出任何修改或變更，或在股東普通大會前、任何復會或押後會議前可能提出的其他事項作出投票，及(ii) 就現有代表委任，代表委任持有人認為可能或視為對簽署人合適或有用的情況下，代表簽署人作出任何行動、簽署任何文件和作出任何決定。

If you have appointed the Chairman as your proxy, please indicate with an 'X' in one of the spaces below how you wish your vote to be cast on the Resolution. If you appoint the Chairman as your representative and you do not indicate how you wish your vote to be cast, the Chairman will vote in favour of the Resolution. If you have appointed another representative, he or she will be entitled to attend the Meeting and vote on your behalf according to your instructions on the Resolution and on such other business as may properly come before the Meeting.

如閣下已委任主席為閣下的代表，請於以下適當的空格填上「X」以表示閣下對決議案的投票意願。如閣下委任主席為代表而未有表達投票意願，主席將對決議案投贊成票。如閣下已委任其他代表，該代表人將有權出席股東普通大會，並會按照閣下的投票指示，就決議案和股東普通大會前可能按程序提出的其他事務進行投票。

#### VOTING INSTRUCTIONS 投票指示

<b>Resolution</b> <b>決議案</b>	<b>For</b> <b>贊成</b>	<b>Against</b> <b>反對</b>	<b>Abstain</b> <b>棄權</b>
Approval of Appointment of Ms Carla Bergareche as Director of the Company 通過 Carla Bergareche 女士獲委任為本公司的董事			

Name, address and signature(s) 姓名、地址及簽署<sup>2</sup>: \_\_\_\_\_

Date 日期: \_\_\_\_\_

<sup>2</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).

股東必須以正楷填寫全名和註冊地址。如股東為個人，本代表委任表格必須由該股東或其委任的代理人簽署。如股東為公司，則必須由該公司的授權人或其委任代理人簽署。

## NOTES 註

- a) The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Tuesday, 9 July 2019 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of the shareholders to attend the Meeting 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 attend or to vote at the Meeting.

股東普通大會通過議案的大多數將按照於 2019 年 7 月 9 日（星期二）午夜（盧森堡時間）（稱為「紀錄日」）本公司已發行的股份數目決定。每名股東就其持有的每股股份，在股東普通大會上享有一票投票權。股東參與股東普通大會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。就決定任何人出席會議或在股東普通大會上投票的權利，股東名冊於紀錄日之後的變更將不予理會。

- b) If you are not able to attend the Meeting, please return the form of proxy duly completed by mail to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, Level 33, Two Pacific Place, 88 Queensway, Hong Kong by no later than 5:00 p.m., Hong Kong time, on Friday, 12 July 2019.

閣下如未能出席股東普通大會，請填妥本代表委任表格，在不遲於2019年7月12日(星期五)下午5時正（香港時間）郵寄至位於香港金鐘道88號太古廣場二座33字樓的本公司香港代表人施羅德投資管理（香港）有限公司。

- c) Shareholders, or their representatives, wishing to participate in the Meeting in person are requested to notify the Company Secretary in writing of their attendance by no later than midday, Luxembourg time, on Friday, 12 July 2019, 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 (+352) 341 342 342.

欲親自參加股東普通大會的股東或其代表須不遲於2019年7月12日（星期五）正午（盧森堡時間），通過郵寄至位於 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg 的本公司，或電郵至 [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或傳真至 (+352) 341 342 342，以書面方式通知本公司秘書出席股東普通大會。