

# **FOLLOE AIF V.C.I.C. LTD**

**HE 361939**

**Authorisation Number AIF21/2014**

Arch. Makariou III & 2 Nikolaou Gyzi Street,  
Olympia Business Centre, 3<sup>rd</sup> Floor, Office 302, 3060, Limassol, Cyprus  
(the 'Fund')

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## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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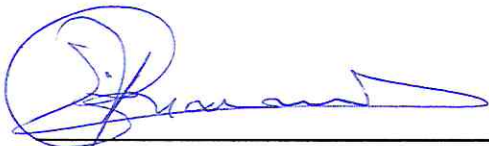
Notice is hereby given that the Extraordinary General Meeting of the Folloe AIF V.C.I.C. Ltd (the "Fund") will be held on 23<sup>rd</sup> August 2024 (or any adjournment thereof), at 11:00 am via videocall conference facility of which the details will be communicated to the Management Shareholders.

The agenda for the Extraordinary General Meeting, containing proposals made by the Board of Directors of the Fund, is as follows:

To consider and if thought fit pass the following resolutions:

1. A special resolution that the Fund be wound up voluntarily in view of the redemption of 100% of the Fund's investor shares pursuant to section 15 of the Fund's prospectus and section 63 (1)(d) of the Alternative Investment Funds Law 124(I)/ 2018 as amended.
2. An ordinary resolution that Mr. Modestos Modestou of 13 Karaiskaki street, 3032, Limassol, Cyprus be appointed liquidator for the purpose of such winding up.
3. An ordinary resolution that the liquidator's remuneration in the amount of EUR 12,000 plus VAT and out of pocket expenses is approved.
4. To consider and if thought fit, to pass resolutions proposed on any other business.

By order of the Board



**ASOTED SECRETARIAL LIMITED**

**Secretary**

Dated: 30<sup>th</sup> July 2024

## **NOTES TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING:**

### **ENTITLEMENT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING**

- (1) Any person who is a management shareholder (the "Shareholder") of the Fund on the Record Date (as defined below) is entitled to participate in the Extraordinary General Meeting. Each management share (the "Share") is entitled to one vote.
- (2) The Record Date for determining the right to vote at the Extraordinary General Meeting has been fixed as the close of business on 20<sup>th</sup> August 2024. Transactions which will be settled after the Record Date will not be considered in determining the right to vote at the Extraordinary General Meeting. According to the relevant Cypriot law provisions, the record date should be fixed on the day falling not earlier than 2 business days prior to the general meeting. Therefore, the Record Date for determining the right to vote at the Extraordinary General Meeting has been fixed as the close of business on 20<sup>th</sup> August 2024.
- (3) Shareholders and/or their proxies who will attend the Extraordinary General Meeting are requested to carry with them their identity card or other proof of identification in order to register on the Extraordinary General Meeting. Shareholders who are corporations are requested to carry a copy of a document confirming authorization of individuals acting on behalf of the corporation.

### **ATTENDING THE EXTRAORDINARY GENERAL MEETING THROUGH PROXIES**

- (4) A Shareholder is entitled to appoint a proxy to attend and vote on his behalf. A Shareholder may appoint any person as their proxy. Such proxy need not be a Shareholder of the Fund. A Shareholder who on the Record Date owned shares in the Fund that are registered in more than one securities account may, in respect of the Extraordinary General Meeting, appoint separate proxy holders to exercise its rights under the shares registered in each of the accounts. A proxy holder holding proxies from several shareholders may cast votes differently for each Shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should tick the relevant boxes on the Form of Proxy.
- (5) Any company which is a Shareholder of the Fund on the Record Date may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents as that company could exercise if it were an individual Shareholder of the Fund.

- (6) The instrument appointing a proxy, which is enclosed, must be delivered to the Fund **not later than 5 pm EET/4 pm CET on 20<sup>th</sup> August 2024**. In addition, the proxy should present the instrument appointing a proxy in original at the Extraordinary General Meeting.
- (7) If such appointer is a legal entity, the instrument appointing a proxy must bear the name of the legal entity and be signed by a duly authorised officer/s/ representative.
- (8) Each Shareholder may cancel a proxy by delivering to the Fund a document expressly cancelling the proxy. Such cancellation will be effective if the document is delivered to the Fund not later than 6 hours before the time of the Extraordinary General Meeting. The document cancelling the proxy must comply with formalities required of the instrument appointing the proxy. In addition, each Shareholder may cancel the proxy in person at the Extraordinary General Meeting.

#### **VOTING PROCEDURES AT THE EXTRAORDINARY GENERAL MEETING**

- (9) A resolution put to the vote of the Extraordinary General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman, or
  - (b) by at least one Management Shareholder present in person or by proxy,
- or
- (c) by any Management Shareholder or Management Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Management Shareholders having the right to vote at the meeting, or
  - (d) by a Management Shareholder or Management Shareholders holding shares in the Fund conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, or
  - (e) Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
  - (f) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn

shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- (10) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- (11) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote in addition to any votes to which he may be entitled as a Management Shareholder.
- (12) A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs.
- (13) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a poll has been demanded.
- (14) An ordinary resolution is a resolution passed at a general meeting by a majority of Management Shareholders of the Fund entitled to vote at the meeting who are present in person or by proxy.
- (15) A special resolution is a resolution which has been passed by a majority not less than a seventy five percent of the Management Shareholders present and voting at a General Meeting of the Company

## **SHARE CAPITAL AND VOTING RIGHTS**

- (16) As at 30<sup>th</sup> July 2024, the Management Shares of the Fund is EURO 125.000 divided into 125.000 shares of no nominal value. The total number of voting rights in the Fund is 125.000.

## **AVAILABLE DOCUMENTS**

- (17) The notice to the Extraordinary General Meeting and the Form of Proxy shall be made available in electronic form on the website of the Secretary of the Fund [www.asoted.com](http://www.asoted.com)

## **CONTACT DETAILS**

- (18) Any draft resolutions for inclusion in the agenda of the Extraordinary General Meeting or questions should be delivered no later than 1 week before the Extraordinary General Meeting:

- (a) in hard copy by mail, courier or in person to the Fund Secretary at Asoted Secretarial Limited, Thessalonikis street, NICOLAOU PENTADROMOS CENTRE, 10<sup>th</sup> Floor, Office 1002, 3025, Limassol, Cyprus, Attention: Mr. Yiannis Hadjipapas; or
- (b) by fax to +357 25 850 055, Attention: Mr. Yiannis Hadjipapas; or
- (c) electronically by an e-mail message with the document attached in PDF format to the following email address: [yhadjipapas@asoted.com](mailto:yhadjipapas@asoted.com).

## **INQUIRIES**

- (19) Any questions or inquiries regarding the procedure to participate in the Extraordinary General Meeting should be addressed to [yhadjipapas@asoted.com](mailto:yhadjipapas@asoted.com). The Fund will strive to respond to all questions and inquiries as soon as practicable.

FORM OF PROXY

FOLLOE AIF V.C.I.C. LTD

**HE 361939**

**Authorisation Number AIF21/2014**

Arch. Makariou III & 2 Nikolaou Gyzi

Street,

Olympia Business Centre, 3<sup>rd</sup> Floor, Office

302, 3060 Limassol, Cyprus

("the Fund")

I/We, ....., of .....,  
being a Management Shareholder of the above-named Fund, hereby appoint  
..... of ....., as my/our proxy to vote for  
me/us on my/our behalf at the Extraordinary general meeting of the Fund, to be  
held on 23<sup>rd</sup> August at 11:00 hrs and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast  
in respect of each Resolution. If no specific direction as to voting is given the proxy  
will vote or abstain from voting at his discretion.

| RESOLUTIONS  | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| 1. A special resolution that the Fund be wound up voluntarily in view of the redemption of 100% of the Fund's investor shares pursuant to section 15 of the Fund's prospectus and section 63 (1)(d) of the Alternative Investment Funds Law 124(I)/ 2018 as amended. |     |         |         |
| 2. An ordinary resolution that Mr. Modestos Modestou of 13 Karaiskaki street, 3032, Limassol, Cyprus be appointed liquidator for the purpose of such winding up  |     |         |         |
| 3. An ordinary resolution that the liquidator's remuneration in the amount of EUR 12,000 plus VAT and out of pocket expenses is approved.  |     |         |         |
| 4. To consider and if thought fit, to pass resolutions proposed on any other business.   |     |         |         |

Signed this .....day of the month \_\_\_\_\_ of the year 2024.

NAME:

## **Notes**

1. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office or at such other place within or outside Cyprus as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
2. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. A proxy may be submitted by fax to +357 25 850 055, provided it is received in legible form or submitted electronically to [yhadjipapas@asoted.com](mailto:yhadjipapas@asoted.com).

In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney.