

**MARKET ACCESS**  
*Société d'Investissement à Capital Variable*  
11-13 Boulevard de la Foire  
L-1528 Luxembourg  
**R.C.S. Luxembourg B 78.567**  
(the "Company")

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April 26, 2017

**Convening Notice**

Dear Shareholder,

You are hereby informed that the extraordinary general meeting of the shareholders of the Company convened on 18 April 2017 at 3 p.m., with the same agenda as mentioned below, did not reach the required quorum.

You are thus invited to attend the extraordinary general meeting of the shareholders of the Company, as reconvened, to be held before a public notary on 5 May 2017 at 3 p.m. (Luxembourg time), at the registered office of the Company, 11-13, Boulevard de la Foire, L-1528 Luxembourg (the "**Extraordinary General Meeting**") with the following agenda:

**AGENDA**

1. To amend the last paragraph of article 20 of the articles of incorporation of the Company by deleting the reference to the invalidity of circular resolutions signed by directors physically present in the UK, and which shall now read as follows:

*"Written resolutions signed by all the members of the Board of Directors shall be as valid and enforceable as those taken during a regularly convened and held meeting. These signatures may be appended on a single document or on several copies of a same resolution and may be evidenced by letters, cables, telegrams, telexes, telefaxes or similar means."*

As the Extraordinary General Meeting is hereby reconvened for a second call, in accordance with the provisions of Article 67-1(2) of the law of 10 August 1915 on commercial companies, as amended (the "**Law of 1915**"), and in accordance with the provisions of Article 33 of the Articles, no quorum will be required to decide on the item on the agenda of the Extraordinary General Meeting and the decision on such item has to be taken on a majority of two thirds (2/3) of the shares present or represented and voting at the Extraordinary General Meeting.

If you cannot be personally present at the Extraordinary General Meeting and want to be represented, please sign and date the enclosed proxy form and return it to Market Access, 11-13, Boulevard de la Foire, L-1528 Luxembourg, or by fax (no.: +352 2460 3331) to the attention of Mr. Thierry Leemans at least 3 business days before the Extraordinary General Meeting.

If you want to attend the Extraordinary General Meeting in person, please inform us by post, at least 5 days before the Extraordinary General Meeting, at the address mentioned above.

**THE BOARD OF DIRECTORS**

