

**Threadneedle (Lux)**  
Société d'Investissement à Capital Variable  
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange  
Grand Duchy of Luxembourg  
**R.C.S. LUXEMBOURG B-50.216**  
(the “**Company**”)

Bertrange, June 30, 2017

Dear Shareholder,

We are pleased to invite you to the following annual general meeting of the shareholders of Threadneedle (Lux), which will take place at the Company's registered office, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, on July 28, 2017 at 2.00 p.m. CEST (the “**Annual General Meeting**”) for the purpose of considering and voting upon the following agenda:

#### AGENDA

1. Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2017;
2. Approval of the audited annual accounts of the Company for the financial year ended March 31, 2017;
3. Allocation of the Net Results;
4. Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2017;
5. Acknowledgement of the non-renewal of Mr Tony POON's mandate;
6. Renewal of the mandate as Director of Ms Marie-Jeanne CHÈVREMONT-LORENZINI to serve until the next annual general meeting of Shareholders, to be held in 2018;
7. Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2018;
8. Renewal of the mandate as Director of Mr Dominik KREMER to serve until the next annual general meeting of Shareholders, to be held in 2018;
9. Subject to the CSSF's approval, appointment of Ms Michelle SCRIMGEOUR as a director of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018;
10. Subject to the CSSF's approval, appointment of Mr Jon ALLEN as a director of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018;
11. Re-appointment of PricewaterhouseCoopers, *Société Coopérative*, as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018;

Shareholders are advised that no quorum is required for resolution of the items on the agenda of the Annual General Meeting and that decisions will be taken by the affirmative vote of the simple majority of the votes cast at the Annual General Meeting.

Each share is entitled to one vote. A shareholder may act at the Annual General Meeting by proxy.

The quorum and the majority requirements applicable at the Annual General Meeting shall be determined according to the shares issued and outstanding at midnight CEST on the fifth day prior to such Annual General Meeting, i.e. July 23, 2017 at midnight (the "**Record Date**"). The rights of a shareholder to attend the Annual General Meeting and to exercise a voting right attaching to his shares are determined in accordance with the shares held by this shareholder at the Record Date.

The annual report, the report of the approved statutory auditors and the management report are available to shareholders upon request free of charge at the registered office of the Company.

Shareholders wishing to participate at the Annual General Meeting must confirm their participation at least 5 days before the Annual General Meeting by registered mail to the following address: 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg.

Should you be unable to attend this Meeting in person, please complete and sign the enclosed proxy form and return it either via mail to Citibank Europe plc, Luxembourg Branch, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand-Duchy of Luxembourg, or by fax for the attention of Ms Carole BENINGER at fax number +352 45 14 14 439 prior to July 24, 2017 at 5.00 p.m. CEST.

Yours faithfully,

Threadneedle (Lux) – The Board of Directors

**Threadneedle (Lux)**  
Société d'Investissement à Capital Variable  
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange  
Grand Duchy of Luxembourg  
**R.C.S LUXEMBOURG B-50.216**  
(the “Company”)

---

## PROXY FORM

---

Please return the completed proxy form by mail to the Company's Administrator, Citibank Europe plc, Luxembourg Branch at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg or by fax to (352) 45 14 14 439 for the attention of Ms Carole BENINGER prior to July 24, 2017 at 5.00 p.m. CEST.

Investor Account Number: \_\_\_\_\_

The Undersigned, (company name / name of shareholder(s)): \_\_\_\_\_

(in capital letters)

represented by (Mrs/Ms/Mr): \_\_\_\_\_

(in capital letters)

Number of shares: \_\_\_\_\_

Hereby appoint (name of proxy): \_\_\_\_\_

(in capital letters)

Or failing whom, the chairman of the meeting to be my/our proxy to vote on my/our behalf at the Annual General Meeting of Shareholders of **THREADNEEDLE (LUX)** (the “**Annual General Meeting**”) to be held on July 28, 2017 at 2.00 p.m. CEST at the registered office of the Company, and at any adjourned or reconvened meeting which shall consider the following agenda; there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the agenda hereunder mentioned:

### AGENDA

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1	Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2017;	N/A		

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
2	Approval of the audited annual accounts of the Company for the financial year ended March 31, 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Allocation of the Net Results;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Acknowledgement of the non-renewal of Mr Tony POON's mandate;	N/A		
6	Renewal of the mandate as Director of Ms Marie-Jeanne CHÈVREMONT-LORENZINI to serve until the next annual general meeting of Shareholders, to be held in 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Renewal of the mandate as Director of Mr Dominik KREMER to serve until the next annual general meeting of Shareholders, to be held in 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Subject to the CSSF's approval, appointment of Ms Michelle SCRIMGEOUR as a director of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Subject to the CSSF's approval, appointment of Mr Jon ALLEN as a director of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Re-appointment of PricewaterhouseCoopers, <i>Société Coopérative</i> , as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned is aware that no quorum is needed for the Annual General Meeting to pass a valid resolution.

Resolutions will be passed by a simple majority of the votes cast.

Made in \_\_\_\_\_, on \_\_\_\_\_, 2017

\_\_\_\_\_  
(Signature)

NB. Please fill in the boxes to state your choices. If the boxes are left blank, the proxy will not be considered as valid. The Proxy form, to be valid, must reach Citibank Europe plc, Luxembourg Branch, attn. Ms Carole BENINGER at fax number +352 45 14 14 439 prior to July 24, 2017 at 5.00 p.m. CEST.