

**CM-CIC SICAV**

**Investment company with variable capital**

**In the form of a public limited company**

**Registered office: 4, rue Gaillon – 75002 Paris, France**

**Paris Trade and Companies Register (RCS) no. 879 479 491**

**COMBINED GENERAL MEETING**

**OF 28 DECEMBER 2020  
OR, FAILING A QUORUM,  
19 JANUARY 2021**

**BOARD OF DIRECTORS**

**Directors**

- Claire Bourgeois, Chairperson,
- Michel Mouttet, Chief Executive Officer,
- UGEPAR SERVICES, represented by Christophe Vacca Goya, Director,
- UFIGESTION 2, represented by Marie-Hélène Bourgeois, Director,
- EFSA, represented by William Margoline, Director,

**Chief Executive Officer**

- Michel Mouttet,

**STATUTORY AUDITORS**

- **MAZARS,**  
Represented by Jean-Luc Mendiela  
61 rue Henri Regnault – 92075 Paris La Défense, France

**PORTFOLIO MANAGEMENT COMPANY**

- **CREDIT MUTUEL ASSET MANAGEMENT**  
4, rue Gaillon – 75002 Paris, France

**CUSTODIAN**

- **BANQUE FEDERATIVE DU CREDIT MUTUEL**  
4, rue Frédéric-Guillaume Raiffeisen – 67000 Strasbourg, France

**CM-CIC SICAV  
COMBINED GENERAL MEETING**

**OF 28 DECEMBER 2020  
AND FAILING A QUORUM,  
19 JANUARY 2021**

**A G E N D A**

**Report of the Board of Directors to the Combined General Meeting**

**Ordinary resolutions**

- Ratification of the co-optation of a director

**Extraordinary resolutions**

- Change of name of the SICAV - Correlating amendment of Article 3 of the articles of incorporation
- Amendment of the articles of incorporation,

**Proxies.**

**REPORT OF THE BOARD OF DIRECTORS  
TO THE COMBINED GENERAL MEETING**

**OF 28 DECEMBER 2020,  
AND FAILING A QUORUM,  
19 JANUARY 2021**

To the Shareholders,

We have invited you to the combined general meeting to ask you to approve the following decisions :

**I      RATIFICATION OF THE CO-OPTATION OF A DIRECTOR**

We ask you to ratify the co-optation of Claire Bourgeois as a director, to replace Olivier Vaillant, who has resigned.

The term of office of Claire Bourgeois as a director will expire at the end of the general meeting called to approve the financial statements for the year ending on the last trading day of March 2026.

**II      AMENDMENT OF THE ARTICLES OF INCORPORATION**

**Change of name of the SICAV**

We propose that you change the corporate name of the 'CM-CIC SICAV' SICAV to 'CM-AM SICAV' and therefore amend the wording of Article 3 of the articles of incorporation.

**Amendment of Article 17 bis relating to the written consultation of directors**

In order to harmonise the practices of the management company, it is proposed to amend Article 17 bis which describes the arrangements for written consultation of directors provided for by Article 15 of Act No. 2019-744 of 19 July 2019 on simplification, clarification and updating of company law. This article allows the articles of incorporation of a public limited company (société anonyme) to provide that the decisions pertaining to the specific powers of the Board of Directors provided for in Article L. 225-24, the last paragraph of Article L. 225-35, the second paragraph of Article L. 225-36 and the I of Article L. 225-103, as well as the decisions to transfer the registered office within the same department, may be taken by written consultation of the directors.

## **TEXT OF RESOLUTIONS**

## DRAFT RESOLUTIONS

### **IN THE PURVIEW OF THE ORDINARY GENERAL MEETING**

#### **FIRST RESOLUTION**

The general meeting, in accordance with Article 15 of the articles of incorporation, ratifies the co-optation of Claire Bourgeois as director. Claire Bourgeois' term of office will expire at the end of the general meeting called to approve the financial statements for the year ending on the last trading day of March 2026.

### **IN THE PURVIEW OF THE EXTRAORDINARY GENERAL MEETING**

#### **SECOND RESOLUTION**

The extraordinary general meeting, having reviewed the report of the Board of Directors, decides to change the name of the 'CM-CIC SICAV' SICAV to 'CM-AM SICAV', and to amend the heading of the articles of incorporation accordingly, as well as the wording of Article 3 of the articles of incorporation, as follows:

##### **« Article 3 - Name**

The company's name is: CM-AM SICAV."

#### **THIRD RESOLUTION**

The extraordinary general meeting, having considered the report of the Board of Directors, decides to update Article 17 bis of the articles of incorporation of the SICAV as follows:

##### **« Article 17 bis – Written consultation of directors**

In the cases explicitly provided for by law, the Board of Directors may make decisions upon written consultation of all directors.

The directors may be consulted by the Chairman of the Board of Directors in writing (1). They may also express themselves in a private deed in the form of a copy of the minutes of the decisions of the Board of Directors (2).

Whatever the method, any consultation of the Board of Directors must be subject to prior communication.

(1) When directors are consulted in writing, all decisions submitted for their approval shall be sent to them by registered mail with acknowledgement of receipt or by email. They shall record their vote in writing, date and sign their deed and return it by registered letter with acknowledgement of receipt or by email to the sender, within eight days of receipt of the consultation. Directors who have responded within such period shall be deemed present for the calculation of the quorum and majority.

(2) Finally, the directors, following prior communication given by any means, will be able to conclude a private deed together in the form of a copy of the minutes of the decisions of the Board of Directors.

In such a case, the signature of the directors on this single document shall be deemed to be a decision taken. Directors who have signed this deed shall be deemed present for the calculation of the quorum and majority.

Minutes of the decisions of the directors referred to above shall be drawn up and their copies shall be certified and delivered in accordance with the law."

### **PROXIES**

### **FOURTH RESOLUTION**

The General Meeting gives full powers to the bearer of a copy or extract of these minutes to make all filings and publications required by law.