

**CANDRIAM ABSOLUTE RETURN**  
***Société d'Investissement à Capital Variable***  
**5, Allée Scheffer, L-2520 Luxembourg**  
**Luxembourg Companies' Register B-168 300**  
**(the "Company")**

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Luxembourg, 3 July 2023

**Invitation to attend the annual general meeting of shareholders.**

Dear Shareholder,

The annual general meeting ("AGM") of the shareholders of CANDRIAM ABSOLUTE RETURN (the "Company") is hereby convened to be held at the registered office of the Company, 5, allée Scheffer, L-2520 Luxembourg on **20 July 2023 at 1:00 pm** (Luxembourg time) (the "Meeting").

**AGENDA**

The AGM will consider and vote on the following items on the agenda:

1. To receive the management report of the Board of Directors for the financial year ended 31 March 2023.
2. To receive the Agreed Statutory Auditor – PricewaterhouseCoopers, 2 rue Gerhard Mercator, BP 1443, L-1014 Luxembourg – report on the annual accounts as at 31 March 2023.
3. To approve the statement of net assets and to approve the financial statements for the financial year as at 31 March 2023.
4. To allocate the net results for the financial year ended 31 March 2023 [\[NOTE\]](#).
5. To grant discharge to Mr Jean-Yves MALDAGUE as a Director for the performance of his duties during the financial year ended 31 March 2023.
6. To grant discharge to Mr Fabrice CUCHET as a Director for the performance of his duties during the financial year ended 31 March 2023.
7. To grant discharge to Mr Damien ROL as a Director for the performance of his duties during the financial year ended 31 March 2023.
8. To grant discharge to Ms Isabelle CABIE as a Director for the performance of her duties during the financial year ended 31 March 2023.
9. To grant discharge to Mr Thierry BLONDEAU as an Independent Director for the performance of his duties during the financial year ended 31 March 2023.
10. To grant discharge to Mr Bertrand GIBEAU as an Independent Director for the performance of his duties during the financial year ended 31 March 2023.
11. To re-elect Mr Jean-Yves MALDAGUE as a **Director** for a term ending on the 2024 AGM [\[NOTE\]](#)
12. To re-elect Mr Fabrice CUCHET as a **Director** for a term ending on the 2024 AGM [\[NOTE\]](#)
13. To re-elect Mr Damien ROL as a **Director** for a term ending on the 2024 AGM [\[NOTE\]](#)

14. To re-elect Ms Isabelle CABIE as a **Director** for a term ending on the 2024 AGM [NOTE]
15. To re-elect Mr Thierry BLONDEAU as an Independent **Director** for a term ending on the 2024 AGM and to decide upon the Independent director's fees [NOTE]
16. To re-elect Mr Bertrand GIBEAU as an Independent **Director** for a term ending on the 2024 AGM and to decide upon the Independent director's fees. [NOTE]
17. To reelect PricewaterhouseCoopers, 2 rue Gerhard Mercator, BP 1443, L-1014 Luxembourg as the Agreed Statutory Auditor for a term ending on the 2024 AGM.

## **NOTES TO THE AGENDA POINTS OF THE AGM**

### **AGM – item 4: RESULTS ALLOCATION**

It is proposed to bring forward the non-distributed net results for the financial year ended 31 March 2023.

Additional information about dividend distribution is available on Candriam's website under the following link : <https://www.candriam.com/en/professional/funds-communications/agm-documentation--sicav-lu/>

### **AGM – items 11-16 : ELECTION OF THE DIRECTORS**

It is proposed that Mr Jean-Yves MALDAGUE, Mr Fabrice CUCHET, Mr Damien ROL and Mrs Isabelle CABIE be re-elected as Directors of the Company for a term beginning at the AGM and ending at the 2024 AGM.

It is proposed that Mr Thierry BLONDEAU and Mr Bertrand GIBEAU be re-elected as Independent Directors of the Company for a term beginning at the AGM and ending at the 2024 AGM.

⇒ Additional information about the Directors is available on Candriam's website under the following link <https://www.candriam.com/en/professional/market-insights/boardsicav/>

### **AGM – items 15 and 16 : INDEPENDENT DIRECTORS' FEES**

It is proposed a cash-based compensation for the Independent Directors expected to serve on the Board until the 2024 AGM. In proposing compensation for the Independent Directors, a certain number of factors, including the size and complexity of the business, the number of meetings, the amount of responsibility, and market practice are considered.

⇒ Additional information about the Directors' fees is available in the annual report and on request at the registered office of the Company.

## **VOTING**

If you are unable to attend the Meeting, you have the option to be represented using the attached instrument of proxy. For organisational reasons, please complete and sign the instrument of proxy and return it by 14 July 2023 COB (Luxembourg time) at the latest, in scanned version by mail using the following e-mail address: [fund\\_lu\\_legal\\_life@candriam.com](mailto:fund_lu_legal_life@candriam.com), and then by post to (Attn. Mrs Julie DYE-PELLISSON, Domicile Department, Caceis Bank, Luxembourg Branch, 5, Allée Scheffer, L-2520 Luxembourg).

For organisational reasons, shareholders wishing to attend the Meeting in person are requested to register by 14 July 2023 COB (Luxembourg time) by mail using the following e-mail address: [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com).

Please be advised that the items on the agenda of the Meeting do not require a quorum and that the decisions will be taken by simple majority of the votes of the shareholders present or represented.

The rights of a shareholder to attend the Meeting and exercise the voting right assigned to his shares are determined on the basis of the shares held by said shareholder on the fifth day preceding the Meeting, i.e. at midnight on 14 July 2023 (Luxembourg time).

In order to allow Caceis BLB in its capacity as registrar and transfer agent and domiciliary agent of the Company, to ensure correlation between the proxies received and the Company's register of shareholders, shareholders taking part in the Meeting represented by proxy are requested to return the latter with a copy of their ID Card / passport in force or an updated list of the authorised signatures, in the case shareholder(s) act on behalf of a corporation. Lack of compliance with this requirement will render impossible the shareholder(s)'s identification, Caceis BLB being thus instructed by the Board of Directors of the Company to consider such proxy as null and void.

## **DOCUMENTS**

Copies of the Company's audited annual report as at 31 March 2023 can be obtained upon request, free of charge, from the registered office of the Company and are available on Candriam's internet website under the following link : <https://www.candriam.com/en/professional/funds-communications/agm-documentation--sicav-lu/>

## **RECOMMENDATION**

The Board of Directors recommends that shareholders vote in favour of all the resolutions set out in the present notice, which they consider to be in the best interests of shareholders as a whole.

Yours faithfully

## **CANDRIAM ABSOLUTE RETURN**

The Board of Directors

Attached: Instrument of proxy

**CANDRIAM ABSOLUTE RETURN**  
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**PROXY FORM**

The Undersigned, (Company Name)-----  
**(in Capital letters)**  
represented by (Mrs/Ms/Mr) -----  
**(in Capital letters)**

owner of [ \_\_\_\_\_ ] shares of CANDRIAM ABSOLUTE RETURN (the "Company") hereby authorises the chairman of the meeting with power of substitution, to represent him/her/them at the annual general meeting of the shareholders of the Company to be held at the registered office of the Company, 5, allée Scheffer, L-2520 Luxembourg, on 20 July 2023 at 1:00 pm (Luxembourg time) (the "Meeting"), or any other meeting which shall consider the following agenda:

**AGENDA**

		<b><u>For</u></b>	<b><u>Abstention</u></b>	<b><u>Against</u></b>
1.	To receive the management report of the Board of Directors for the financial year ended 31 March 2023.			
2.	To receive the Agreed Statutory Auditor – PricewaterhouseCoopers, 2 rue Gerhard Mercator, BP 1443, L-1014 Luxembourg – report on the annual accounts as at 31 March 2023.			
3.	To approve the statement of net assets and to approve the financial statements for the financial year as at 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To allocate the net results for the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To grant discharge to Mr Jean-Yves MALDAGUE as a Director for the performance of his duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To grant discharge to Mr Fabrice CUCHET as a Director for the performance of his duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To grant discharge to Mr Damien ROL as a Director for the performance of his duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To grant discharge to Ms Isabelle CABIE as a Director for the performance of her duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To grant discharge to Mr Thierry BLONDEAU as an Independent Director for the performance of his duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To grant discharge to Mr Bertrand GIBEAU as an Independent Director for the performance of his duties during the financial year ended 31 March 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	To re-elect Mr Jean-Yves MALDAGUE as a <b>Director</b> for a term ending on the 2024 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-elect Mr Fabrice CUCHET as a <b>Director</b> for a term ending on the 2024 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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13.	To re-elect Mr Damien ROL as a <b>Director</b> for a term ending on the 2024 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	To re-elect Mrs Isabelle CABIE as a <b>Director</b> for a term ending on the 2024 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	To re-elect Mr Thierry BLONDEAU as an <b>Independent Director</b> for a term ending on the 2024 AGM and to decide upon the Independent director's fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	To re-elect Mr Bertrand GIBEAU as an <b>Independent Director</b> for a term ending on the 2024 AGM and to decide upon the Independent director's fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	To re-elect PricewaterhouseCoopers, 2 rue Gerhard Mercator, BP 1443, L-1014 Luxembourg as the Agreed Statutory Auditor for a term ending on the 2024 AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The resolutions on the agenda of the Annual General Meeting require no quorum and will be taken at the simple majority of the shareholders present or represented and voting.

Executed in \_\_\_\_\_, on \_\_\_\_\_, 2023.

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