檔　　號:
保存年限:

法銀巴黎證券投資顧問股份有限公司 函

地址：110台北市信義路五段七號71樓之一
聯絡方式：02-7718-8188

受文者：第一金人壽保險股份有限公司

發文日期：中華民國115年11月13日
發文字號：法巴顧字第1150000140號
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附件：如文 (2611130001_1150000140_37_ATTACH1.pdf)

主旨：謹通知法巴基金公司(BNP Paribas Funds, SICAV，即「本公司」）訂於2026年12月4日上午10時（盧森堡時間）於註冊辦事處60 avenue J.F Kennedy, L- 1855 Luxembourg舉行臨時股東大會，詳如說明，請查照。

說明：

一、依據境外基金管理辦法第45條辦理。

二、該股東常會特別決議案：本公司之公司章程進行全面更新，自2027年1月11日起生效。

三、詳情請參閱附件中英文投資人通知書。

正本：第一金人壽保險股份有限公司
副本：電子公文交換章 2026/11/13 15:00:04

法巴基金（**BNP Paribas Funds**）

盧森堡可變資本投資公司（SICAV）
註冊辦事處：60, Avenue John F. Kennedy, L-1855 Luxembourg
Grand-Duchy of Luxembourg
盧森堡商業及公司登記編號 B 33.363
（即「**本公司**」）

本公司訂於 2026 年 12 月 4 日召開之臨時股東大會召集通知

盧森堡，2026年11月12日

致各位股東：

本公司董事會決定於2026年12月4日上午10時（盧森堡時間）於上述本公司註冊辦事處召開本公司臨時股東大會（即「**本次會議**」），以審議下列議程：

議程

特別決議案：公司章程之全面更新

透過修訂本公司之公司章程（即「**公司章程**」）進行全面更新，自 2027 年 1 月 11 日起生效，修訂內容如下：

1. 修訂公司章程第 8 條，以更新其中對經修訂之 1915 年 8 月 10 日《盧森堡商業公司法》的法律引用。
2. 修訂公司章程第 9 條，以更新有關發行新股之規定，使其符合經 2023 年 7 月 21 日法律修訂之 2010 年 12 月 17 日《盧森堡集體投資事業法》；
3. 修訂公司章程第 15 條 A 項 c)款、g)款及以下各款，以釐清適用於不符合貨幣市場基金資格之子基金的估值規則，各該規則涉及：(i)於證券交易所或任何其他定期運作、經認可且對公眾開放之受監管市場上市的證券；(ii)衍生性金融工具；(iii)增訂針對流動資產及貨幣市場工具的估值原則，並賦予董事會於特殊情況下，為保障股東權益而採用其他估值方法的彈性。
4. 修訂公司章程第 16 條，就董事會所訂定並載於本公司公開說明書之遞延贖回或轉換申請處理方式，提供更大的彈性。
5. 修訂公司章程第 16 條之一，以釐清為抵銷稀釋效應而得採行之反稀釋措施。
6. 增訂公司章程第 17 條，以釐清本公司為監控及管理本公司及其子基金之流動性風險及流動性狀況，得以選擇及啟動的流動性管理工具。
7. 修訂公司章程第 23 條 A 項（經重新編號），列明根據可轉讓證券集體投資計畫（UCITS）規則及金融業監督委員會（CSSF）的實務，子基金最多可將其 100%的資產投資於相關發行人所在國家的可轉讓證券及貨幣市場工具。
8. 修訂公司章程第 23 條 B 項（經重新編號），以反映貨幣市場基金例規（MMF Regulation）有關結算交易之最新修訂，並釐清適用於公司章程所述符合貨幣市場子基金資格之子基金的投資限制，雖反映截至公司章程日期現行有效的適用法律及法規，但仍受各該適用法律及法規日後變更的約束。
9. 修訂公司章程第 28 條（經重新編號），以修訂有關年度股東大會的條款；年度股東大會此後應於董事會決定的日期及時間舉行，且不得晚於會計年度結束後六個月，以遵循經修訂之 1915 年 8 月 10 日《盧森堡商業公司法》的規定。
10. 修訂公司章程第 29 條（經重新編號），以更正有關表決權相互矛盾的規定。
11. 修訂公司章程第 35 條（經重新編號），就涉及本公司子基金、股份類別或股份類別之分類的合併、轉讓及重組相關規定作出調整。

法巴基金（**BNP Paribas Funds**）

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12. 修訂公司章程第 38 條（經重新編號），以釐清相關適用法律及／或法規日後修訂時，公司章程條文的解釋。
13. 對公司章程進行一般非實質性的修訂，包括更正打字錯誤、格式不一致及交叉引用錯誤，以及重新編列條文編號，但不變更公司章程的整體架構或條文內容。

反映上述修訂之公司章程草案，可於本公司註冊辦事處免費索取。

請注意，上述經修訂之公司章程第 15 條及第 16 條，將反映於本公司 2027 年 1 月的公開說明書。2027 年 1 月之公開說明書草案副本，可向本公司註冊辦事處免費索取。

表決

本次會議須有代表本公司至少50%股本之股份出席（包括委託代理人出席），始得有效審議，且議程所列決議案須經投票數至少三分之二同意始得通過。計算投票數時，不包括股東未參與投票、棄權或投下空白票或無效票之股份所附的表決權。每股股份，不論其單位價值，均享有一個表決權。零碎股份無表決權。法定出席人數及決議通過所需之多數門檻將以本次會議召開前第五個曆日午夜的已發行股份數計算。

如本次會議未達法定出席人數之要求，將另行召開本公司第二次臨時股東大會，議程相同（即「**延會**」）。延會不設法定出席人數要求，議程所列之唯一決議案，須經投票數至少三分之二同意始得通過。第二次召集通知將寄送給股東，並刊登於RESA及《Luxemburger Wort》。

本次會議已收到的委託書將繼續有效，並適用於議程相同的續會（如有），除非該等委託書已被明確撤銷。

表決安排

股東得親自或委託代理人進行表決。隨函附上委託書。有意親自出席本次會議或委託代理人出席的股東，須出示身分證明及股份凍結證明，始得出席本次會議。股東如擬委託他人出席，應至遲於本次會議召開前五個營業日通知本公司。

有意委託他人出席本次會議的股東，敬請填妥委託書，正式簽署並註明日期後，郵寄至本公司註冊辦事處（收件人：法國巴黎資產管理盧森堡公司（BNP PARIBAS ASSET MANAGEMENT Luxembourg），60 avenue J.F Kennedy, L- 1855 Luxembourg），並應至遲於本次會議召開前五個盧森堡營業日寄達。

董事會

BNP Paribas Funds

Luxembourg SICAV
Registered Office: 60, Avenue John F. Kennedy, L-1855 Luxembourg
Grand-Duchy of Luxembourg
Luxembourg Trade and Companies Register No. B 33.363
(the "**Company**")

CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 4 DECEMBER 2026

Luxembourg, 12 November 2026

Dear Shareholders,

The board of directors of the Company has decided to convene an extraordinary general meeting of the shareholders of the Company on 4 December 2026, at 10.00 am (Luxembourg time), at the registered office of the Company, as indicated above (the "**Meeting**"), to deliberate on the following agenda:

AGENDA

EXTRAORDINARY RESOLUTION: GENERAL UPDATE OF THE ARTICLES OF ASSOCIATION

General update by amending the articles of association of the Company (the "**Articles**") with effect from 11 January 2027 as follows:

1. Amendment of Article 8 of the Articles to update the legal references to the Luxembourg law of 10 August 1915 on commercial companies, as amended.
2. Amendment of Article 9 of the Articles to update the provisions related to the issue of new shares in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investment as amended by the law of 21 July 2023;
3. Amendment of Article 15 – A items c) and g) and followings of the Articles to clarify the valuation rules applicable to sub-funds that do not qualify as money market funds in relation (i) to securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, (ii) to financial derivative instruments, (iii) and to the addition of a valuation principle for liquid assets and money market instruments, as well as by granting to the board of directors the flexibility, in exceptional circumstances, to apply other methodologies in order to protect the interests of shareholders.
4. Amendment of Article 16 of the Articles to provide flexibility for the treatment of deferred redemption or conversion requests set by the board of directors and described in the prospectus of the Company.
5. Amendment of Article 16bis of the Articles to clarify the anti-dilution measures that may be apply in order to counter dilution effects.
6. Addition of a new article 17 of the Articles to clarify the liquidity management tools which may be selected and activated by the Company in order to monitor and manage the liquidity risk and profile of the Company and its sub-funds.
7. Amendment of Article 23 – A (as renumbered) of the Articles to list the countries of relevant issuers of transferable securities and money market instruments in which up to 100% of a sub-fund's assets may be invested in accordance with UCITS rules and CSSF practice.
8. Amendment of Article 23 – B (as renumbered) of the Articles to mirror the latest amendments to the MMF Regulation regarding cleared transactions and to clarify that investment restrictions applicable to sub-funds qualifying as money market sub-funds as described in the Articles reflect the applicable law and regulations in force as at the date of the Articles but remain subject to future changes to such applicable laws and regulations.

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9. Amendment of Article 28 (as renumbered) of the Articles to revise the clause relating to the annual general meeting, which shall henceforth be held on the date and at the time determined by the board of directors, no later than six months after the end of the financial year in compliance with the Luxembourg law of 10 August 1915 on commercial companies, as amended.
10. Amendment of Article 29 (as renumbered) of the Articles to correct contradictory provisions relating to voting rights.
11. Amendment of Article 35 (as renumbered) of the Articles to make adjustments relating to mergers, transfers and reorganisations involving sub-funds, share classes or categories of share classes of the Company.
12. Amendment of Article 38 (as renumbered) of the Articles to clarify the interpretation of the provisions of the Articles in case of subsequent amendments to the relevant applicable laws and/or regulations.
13. General non-substantive amendments to the Articles, including the correction of typographical errors, formatting inconsistencies, cross-references and renumbering of articles, without changing the overall structure or provisions of the Articles.

The draft Articles reflecting the above-described amendments is available free of charge as the registered office of the Company.

Please note that amended article 15 and article 16 of the Articles as described above will be reflected in the prospectus of the Company dated January 2027. Copies of the draft prospectus dated January 2027 may be requested free of charge at the registered office of the Company.

VOTING

The Meeting shall not validly deliberate unless at least 50% of the Company's capital is represented and the resolutions on the agenda will be taken by at least two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. Every share, irrespective of its unit value, gives the right to one vote. Fractional shares shall have no voting right. The quorum and majority requirements will be calculated on the shares in issue at midnight the fifth calendar day preceding the Meeting.

If the quorum requirement is not reached at the Meeting, a second extraordinary general meeting of the shareholders of the Company will be convened with the same agenda (the "**Reconvened Meeting**"). At the Reconvened Meeting, no quorum will be required and the sole resolution on the agenda must be approved by at least two-thirds of the votes cast. A second convening notice will be sent to the shareholders and published in the RESA and in the Luxemburger Wort.

Proxy forms already received for the Meeting will remain valid and be used at the Reconvened Meeting, if any, having the same agenda unless expressly revoked.

VOTING ARRANGEMENTS

Shareholders may vote in person or by proxy. A proxy form is attached. Shareholders wishing to be present or represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to be represented shall be known at least five business days before the Meeting.

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Shareholders wishing to be represented at the Meeting are kindly requested to complete the proxy form and return it duly signed and dated by mail to the registered office of the Company (attn : BNP PARIBAS ASSET MANAGEMENT Luxembourg, 60 avenue J.F Kennedy, L- 1855 Luxembourg) at least five Luxembourg business days before the Meeting.

The Board of Directors