

Ashmore SICAV
Société d'investissement à capital variable
Registered Office: 6 rue Lou Hemmer, L-1748 Senningerberg
R.C.S. Luxembourg B 90279

Convening Notice

Notice is hereby given to the holders of shares of Ashmore SICAV (the “**Company**”) that an

ANNUAL GENERAL SHAREHOLDERS' MEETING

and an

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

will be held respectively on 29 April 2020 at 11:00 a.m. CEST and on 29 April 2020 at 14:00.

The annual general shareholders meeting will be held by conference call from the registered office of the Company in Luxembourg.

At the aforementioned **annual general shareholders meeting**, the shareholders shall deliberate and vote on the following agenda items:

AGENDA

1. Presentation of the report of the board of directors of the Company and the report of the independent auditor for the financial year ended on 31 December 2019 to the general meeting;
2. Approval of the annual accounts for the financial year ended on 31 December 2019;
3. Allocation of the result;
4. Discharge to be granted to the members of the board of directors and to the independent statutory auditor;
5. Renewal of the mandates of Mr John Gregory, Mr Steve Hicks, Mr Claude Kremer and Mr Dennis Robertson as director(s) of the Company;
6. Approval and, to the extent necessary, ratification of the remuneration of the board of directors for the financial year ended on 31 December 2019 and for the financial year ending on 31 December 2020;
7. Renewal of the mandate of KPMG Luxembourg, registered at 39, avenue J.-F. Kennedy, L-1855 Luxembourg as independent statutory auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting approving the annual accounts for the financial year ending on 31 December 2020;
8. Delegation of powers;
9. Miscellaneous.

Quorum and Majorities

Pursuant to the Company's articles of incorporation and the law, the annual general meeting of shareholders will deliberate validly regardless of the number of shares present or represented. Decisions related to all items on the agenda of the annual general meeting of shareholders will be passed by a simple majority of the votes validly cast at the annual general shareholders' meeting.

Due to the ongoing global coronavirus (Covid-19) pandemic and the measures implemented by governments and competent authorities in response, in particular the Luxembourg Grand Ducal Regulation dated 20th March 2020 regarding meetings in companies like the Company, the Board of Directors of the Company has decided shareholder participation at the Meeting will be by proxy voting only by the appointment of the Chairman of the meeting as proxyholder.

You may vote at the annual general shareholders' meeting by completing the attached proxy form in favour of the Chairman of the meeting and returning a scan copy of the completed and signed version before 18:00 CET on 27 April 2020 at the following email address: ashmore-talux@ntrs.com, with the original to be sent by mail to the registered office of the Company at the earliest convenience.

The extraordinary general shareholders meeting will be held at 101 rue Cents, 1319 Luxembourg, Grand Duchy of Luxembourg.

At the aforementioned **extraordinary general shareholders meeting**, the shareholders shall deliberate and vote on the following agenda item:

AGENDA

1. Approval of the transfer of the registered office of the Company as from **01 June 2020** from its current address at 6, Rue Lou Hemmer L-1748 Senningerberg, Grand Duchy of Luxembourg to 10 rue du Château d'Eau, L-3364 Leudelange, Grand Duchy of Luxembourg.
2. Subsequent amendment of article 2 of the articles of incorporation of the Company which shall be reworded as follows:

"The registered office of the Company is established in the City of Leudelange, Grand Duchy of Luxembourg.

The board of directors may transfer the registered office of the Company within the same municipality or to any other municipality in the Grand Duchy of Luxembourg and, if necessary, subsequently amend these articles of association to reflect such change of registered office.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of directors.

In the event that the board of directors determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding

the temporary transfer of its registered office, shall remain a Luxembourg company.”

3. Miscellaneous.

Quorum and Majorities

Pursuant to the Company’s articles of incorporation and the law, the extraordinary general meeting of shareholders will deliberate validly only if a quorum of at least fifty percent (50%) of the share capital is present or represented. Decisions related in the agenda of the extraordinary general meeting of shareholders will be passed by a majority of at least two-thirds (2/3) of the votes validly cast at the extraordinary general meeting of shareholders.

If the EGM is not quorated when required or is unable to deliberate and vote on the above mentioned agenda, a further meeting will be reconvened to deliberate and vote on the same agenda.

At such further meeting, there will be no quorum required and resolutions on the agenda will be adopted at a majority of two thirds (2/3) of the votes cast at the meeting.

Due to the ongoing global coronavirus (Covid-19) pandemic and the measures implemented by governments and competent authorities in response, in particular the Luxembourg Grand Ducal Regulation dated 20th March 2020 regarding meetings in companies like the Company, the Board of Directors of the Company has decided shareholder participation at the Meeting will be by proxy voting only by the appointment of the Chairman of the meeting as proxyholder.

You may vote at the extraordinary general shareholders' meeting by completing the attached proxy form in favour of the Chairman of the meeting and returning a scan copy of the completed and signed version before 18:00 CET on 27 April 2020 at the following email address: ashmore-ta-lux@ntrs.com, with the original to be sent by mail to the registered office of the Company at the earliest convenience.

Yours sincerely,

For the board of directors



John Gregory - Director