

Rational Asset Management

Société d'investissement à capital variable organisée sous forme d'une société anonyme

33, rue de Gasperich

L-5826 Hesperange

Grand Duchy of Luxembourg

RCS Luxembourg B 197805

(the "**Company**" or "**SICAV**")

BY REGISTERED LETTER OR E-MAIL

NOTICE OF

THE SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE

AND

THE EXTRAORDINARY GENERAL MEETING

Dear Madam, Dear Sir,

1. Suspension of Net Asset Value calculation

The shareholders of Rational Asset Management – Equity Long/Short (the "**Sub-Fund**") of the Company are informed that the board of directors of the Company, in accordance with the prospectus of the Company, decided on 03 July 2023 to suspend, with effect as from 03 July 2023:

- the calculation of the Net Asset Value of the Classes in the Sub-Fund, and
- the issue and redemption of the Classes in the Sub-Fund, as well as
- the right to convert Shares of any Class in the Sub-Fund into Shares of the same Class of the same Sub-Fund.

All transactions in the Sub-Fund with 03 July 2023 as a dealing date have been suspended.

2. Extraordinary general meeting of the shareholders of the Sub-Fund

The shareholders of the Sub-Fund are invited to participate in the extraordinary general meeting of shareholders (the "**Meeting**"), which will be held **on 18 July 2023 at 10:30 a.m.** (Central European time) at the registered office of the Company for the purpose of considering and voting upon the following matters:

- *Decision to put the Company into liquidation and to initiate the voluntary liquidation procedure with immediate effect in accordance with the articles 1100-1 – 1100-15 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Law of 1915**").*

- *Decision to appoint Deloitte Tax & Consulting, a private limited liability company (société à responsabilité limitée), having its registered office at 20, Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register under number B165178, represented by Mr. Nicolas Hennebert, professionally residing at 20, Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg, as liquidator of the Company, subject to the CSSF's approval, and to determine his powers and remuneration as follows:*
 - *The Liquidator has the powers determined by articles 1100- 4 and following of the Law of 1915.*
 - *The Liquidator is therefore empowered, among other things, to accomplish all the acts provided for by article 1100-5 of the Law of 1915 without requesting the authorization of the shareholders.*
 - *Notwithstanding the foregoing, any sale by the Liquidator of any asset for a price which is lower than the price at which the relevant asset was initially acquired by the Company is subject to the prior written consent of shareholders representing at least two thirds the share capital of the Company.*
 - *The Liquidator is not required to draw up any inventory and may rely on the accounts of the Company.*
 - *The Liquidator is authorised, under its responsibility, to delegate, with regard to special and determined operations, to one or more proxyholders, such part of its authorities and for such duration as it may determine.*
 - *The Liquidator shall be entitled to remuneration in accordance with market practice applicable to services rendered by liquidators;*

- *Decision to appoint PricewaterhouseCoopers, a société cooperative, having its registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register under number B65477, as auditor of the liquidation of the Company.*

The costs of the liquidation shall be borne by the Company and will be accrued as of 03 July 2023.

Rational of the liquidation of the Company

RAM ONE AB ("**RAM**"), the investment manager of the Company, has taken the decision on 03 July 2023 to cease the management of funds where RAM is the investment manager and to return the capital to the investors.

RAM has not been able to generate the risk-adjusted return that its investors and itself have expected. Therefore, the assets under management and the resulting income have fallen to a level where, for economic reasons, it is no longer justifiable to maintain a management organisation of the size and quality that RAM considers necessary to carry out qualified management such is needed for the shareholders' best interest.

Voting

The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Meeting, i.e. 13 July 2023 (referred to as "**Record Date**").

The valid deliberation of the items of the agenda requires according to article 28 of the articles of association in conjunction with articles 480-1 and 450-3 of the Law of 1915, a quorum of presence of at least one half of the shares of the Company and that the resolutions on the items of the agenda must be taken by a majority of at least two-thirds of the votes cast. At the Meeting, each share entitles to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

Voting Arrangements

Shareholders who intend to take part in the vote are invited to send a duly completed and signed proxy form to FundRock Management Company S.A. to the following email address: FRMC_Company_Secretary@fundrock.com to arrive not later than 17 July 2023. Original completed and signed proxy form shall be sent to the registered office. Proxy forms will be sent to registered shareholders with a copy of this notice and can also be obtained from the registered office.

The Board of Directors