

**HEPTAGON FUND PUBLIC LIMITED COMPANY**  
**(the “Company”)**

Incorporated in Ireland with Registered Number: 449786

Registered Office  
Fitzwilliam Hall  
Fitzwilliam Place  
Dublin 2

**NOTICE OF THE ANNUAL GENERAL MEETING (the “AGM”) OF THE COMPANY**

Notice is hereby given that the Annual General Meeting (the “AGM”) of the Company will be held at 3<sup>rd</sup> Floor, Waterways House, Grand Canal Quay, Dublin 2, Ireland on Friday, 05 April 2019 at 9.15a.m. (Irish time) for the purpose of transacting the following business:

1. To consider and acknowledge receipt of the Report of the Directors and Auditors and Financial Statements for the year ended 30 September 2018 and to review the affairs of the Company;
2. To re-appoint Grant Thornton as the Auditors;
3. To authorise the Directors to fix the remuneration of the Auditors; and
4. To conduct any other business of the Company as may properly be brought before the Meeting.

Dated: 11 day of March 2019

By order of the Board

*CBF Secretarial Limited*

\_\_\_\_\_  
**Company Secretary**

**Note:** A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

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**FORM OF PROXY**

I/We, \_\_\_\_\_  
being a shareholder of the above named Company hereby appoint the Chairman of the Company or failing him, \_\_\_\_\_ or failing him/her, \_\_\_\_\_ or failing him/her, Ms Jenny McGowran of 3<sup>rd</sup> Floor, Waterways House, Grand Canal Quay, Dublin 2 or failing her, Ms Clare Maloney of 3<sup>rd</sup> Floor, Waterways House, Grand Canal Quay, Dublin 2, or failing her, any authorised representative of Simmons & Simmons of 3<sup>rd</sup> Floor, Waterways House, Grand Canal Quay, Dublin 2 as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company on Friday, 05 April 2019 at 9.15a.m. (Irish time) and at any adjournment thereof.

Please indicate with an “X” in the boxes below how you wish the proxy to vote

|           | <b>Resolutions</b>  | <b>Yes</b> | <b>No</b> | <b>Abstain</b> |
|-----------|---|------------|-----------|----------------|
| <b>1.</b> | To receive the Directors' Report and Financial Statements for the year ended 30 September 2018 and to review the affairs of the Company |            |           |                |
| <b>2.</b> | To re-appoint Grant Thornton as Auditors  |            |           |                |
| <b>3.</b> | To authorise the Directors to fix the remuneration of The Auditors  |            |           |                |

Signed this     day of                    2019

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

**Notes:**

- (A) A shareholder may appoint a proxy of his own choice and such proxy need not be a shareholder to attend and on a poll to vote in his stead.
- (B) Please insert your name(s) and address in BOLD TYPE and sign and date the form.
- (C) If the appointer is a corporation, this form must be executed under common seal or under the hand of some officer or attorney duly authorised to act on its behalf.
- (D) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (E) Indicate by placing a cross in the appropriate box how you wish your votes to be cast in respect of each resolution. If no mark is made, your proxy may vote or abstain at his/her discretion. On any other business not specified in the Notice of Meeting and arising at the Meeting, the proxy will act at his or her discretion.
- (F) Original signed forms of proxy must be deposited at the Registered Office of the Company, 3<sup>rd</sup> Floor, Waterways House, Grand Canal Quay, Dublin 2 for the attention of Ms Jenny McGowran, Simmons & Simmons, before the time appointed for the holding of the meeting or adjourned meeting. A proxy form may also be emailed to the Company for the attention of Simmons & Simmons at [simmonscorporateservices@simmons-simmons.com](mailto:simmonscorporateservices@simmons-simmons.com)
- (G) If any amendments are made they should be initialled.
- (H) Completion and return of this form of proxy will not prevent you from attending and voting in person at the meeting if you so wish.