

# BOUSSARD & GAVAUDAN HOLDING LIMITED

**Boussard & Gavaudan Holding Limited (the “Company”)**  
**a closed-ended investment company incorporated with limited liability under the laws of Guernsey**  
**with registration number 45582**

Legal Entity Identifier: 5493002XNM3W9D6DF327

## **Results of Extraordinary General Meeting and Class Meetings**

### **Extraordinary General Meeting**

The Company hereby gives notification that at the Extraordinary General Meeting of the Company held on Thursday, 28 September, 2023 at 11.30 a.m., all resolutions set out in the notice of that meeting were duly passed.

In accordance with listing rule 9.6.2 a copy of the resolutions 2, 3 and 4 which were special resolutions, passed by the Company at its Extraordinary General Meeting have been submitted to the National Storage Mechanism and will shortly be made available for inspection at:  
<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The details of all resolutions passed are as follows:

### **ORDINARY RESOLUTION**

1. That, subject to the passing of all other resolutions, the Company adopt the new Investment Objective and Policy as set out at section 3.3 of Part I of the Circular dated 29 August 2023, in substitution for the existing Investment Objective and Policy. (10,211,723 votes cast, 8,870,489 in favour, 1,341,234 against and none withheld)

### **SPECIAL RESOLUTIONS**

2. That, subject to the passing of all other resolutions, the Company adopt a new Article 9(A) and new definitions, as set out in the Notice of the EGM dated 29 August, 2023, are inserted in the Company’s articles of incorporation. (10,211,723 votes cast, 8,870,489 in favour, 1,341,234 against and none withheld)
3. That, subject to the passing of all the other resolutions, the Company be and is hereby authorised to convert the Shares held by eligible shareholders which validly participate in the Rollover Option into the relevant class of Rollover Shares on the instruction of the Directors on such terms, and at such time and such date, as will be set out in the Rollover Circular to be published in 2024. (10,211,723 votes cast, 8,870,489 in favour, 1,341,234 against and none withheld).
4. That subject to the passing of all other resolutions, the Company be and is hereby authorised to compulsorily redeem the Rollover Shares pursuant to the Rollover Option upon terms to be published in the Rollover Circular to be published in 2024 (or in such other circular as the Company may publish from time to time relating to the Rollover Option). (10,211,723 votes cast, 8,870,489 in favour, 1,341,234 against and none withheld).

### **Euro Class Meeting**

The Company hereby gives notification that at the class meeting of the holders of Euro Shares in the Company held on Thursday, 28 September, 2023 at 11.45 a.m., the resolution set out in the notice of that meeting was duly passed.

In accordance with listing rule 9.6.2 a copy of the resolution, which was a special resolution, passed by the holders of Euro Shares at the Euro Class Meeting, has been submitted to the National Storage Mechanism and will shortly be made available for inspection at:  
<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The details of resolution passed are as follows:

### **SPECIAL RESOLUTION**

1. That, subject to the passing of all other resolutions, all Euro Shares in the Company in issue be converted into (and all new Euro Shares subsequently issued by the Company shall be issued as) ordinary shares of that class that are redeemable at the option of the Company, in accordance with article 4.1.11 and 14 of the Articles. (9,724,215 votes cast, 8,382,981 in favour, 1,341,234 against and 1,000 withheld)

### **Sterling Class Meeting**

The class meeting of the holders of Sterling Shares in the Company due to be held at 12.00 p.m. on Thursday, 28 September, 2023 was not quorate and was therefore adjourned to 12.00 p.m. on Thursday, 5 October, 2023.

As all resolutions proposed at the EGM and the class meeting of the holders of Euro Shares were passed by the requisite majority, but the Sterling Class Meeting was not quorate and all resolutions were inter-conditional, none of the proposed resolutions will take effect pending the outcome of the voting at the adjourned Sterling Class Meeting.

The Board would like to thank the shareholders for their continued support.

For further information, please contact:

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28, September 2023

Website: [www.bgholdingltd.com](http://www.bgholdingltd.com)

*The Company is established as a closed-ended investment company domiciled in Guernsey. The Company has been authorised by the Guernsey Financial Services Commission as an authorised closed-ended investment scheme. The Company is registered with the Dutch Authority for the Financial Markets as a collective investment scheme pursuant to article 2:73 in conjunction with 2:66 of the Dutch Financial Supervision Act (Wet op het financieel toezicht). The shares of the Company (the "Shares") are listed on Euronext Amsterdam. The Shares are also listed on the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange plc's main market for listed securities.*

*This is not an offer to sell or a solicitation of any offer to buy any securities in the United States or in any other jurisdiction. This announcement is not intended to and does not constitute, or form part of, any offer or invitation to purchase any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law.*

*Neither the Company nor BG Master Fund ICAV have been, and neither will be, registered under the US Investment Company Act of 1940, as amended (the "Investment Company Act"). In addition the securities referenced in this announcement have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"). Consequently any such securities may not be offered, sold or otherwise transferred within the United States or to, or for the account or benefit of, US persons except in accordance with the Securities Act or an exemption therefrom and under circumstances which will not require the issuer of such securities to register under the Investment Company Act. No public offering of any securities will be made in the United States.*

You should always bear in mind that:

- all investment is subject to risk;
- results in the past are no guarantee of future results;
- the investment performance of BGHL may go down as well as up. You may not get back all of your original investment; and

- *if you are in any doubt about the contents of this communication or if you consider making an investment decision, you are advised to seek expert financial advice.*

*This communication is for information purposes only and the information contained in this communication should not be relied upon as a substitute for financial or other professional advice.*

**END OF ANNOUNCEMENT**