

Boussard & Gavaudan Holding Limited

(the “Company”)

a closed-ended investment company incorporated with limited liability under the laws of Guernsey with registration number 45582

Boussard & Gavaudan Holding Limited (the “Company”) has published on 29 August 2023:

- An Annual General Meeting (“**AGM**”) Notice and Circular
https://www.bgholdingltd.com/files/documents/file/64f721232c788_BGHL-AGM-Circular-2023-FINAL-29.08.2023.pdf
- An Extraordinary General Meeting (“**EGM**”) Notice and Circular
<https://www.bgholdingltd.com/files/documents/file/BGHL-EGM-Managed-Wind-Down-Circular-FINAL-29.08.2023.pdf>

together with various documents which accompany the Circular, a copy of which is available on the following page of the Company’s website:

<https://www.bgholdingltd.com/p/17/shareholder-information>

These documents, together with the Circulars, are hereafter referred to as the “**Documents**”.

An **AGM** to be held on Friday, 28 September 2023 at 11.00 a.m

An **EGM** to be held on Friday, 28 September 2023 at 11.30 a.m

A Euro Shareholders Class Meeting to be held on Friday, 28 September at 11.45 a.m

A Sterling Shareholders Class Meeting to be held on Friday, 28 September at 12.00 p.m

The AGM, EGM, Euro Shareholders Class Meeting and Sterling Shareholders Class Meeting of the Company will be held at Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT, Channel.

This document, which has been prepared for **information purposes only**, summaries the steps to be undertaken by Shareholders in order to vote.

This document does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities in any jurisdiction nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore.

Proxy forms

1. Number of resolutions

13 Resolutions are submitted to Shareholders vote:

AGM	EGM	Euro Class Meeting/ Sterling Class Meeting
8 Resolutions	4 Resolutions	1 Resolution

2. Number of proxy forms to be completed

Each Shareholder must complete three (3) proxy forms:

- One Form of Proxy for the AGM,
- One Form of Proxy for the EGM,
- One Form of Proxy either the Euro Shareholders Class Meeting or the Sterling Shareholders Class Meeting.

3. Shareholders of Euro Shares

a. The links to the Forms of Proxy to be completed

Form of Proxy for the AGM:

<https://www.bgholdingltd.com/files/documents/file/AGM-Proxy-Form-re-Euro-shares-held-in-Euroclear-Nederland-2023.pdf>

Form of Proxy for the EGM:

<https://www.bgholdingltd.com/files/documents/file/EGM-Proxy-Form-re-Euroclear-Nederland-2023.pdf>

Form of Proxy for the Euro Class Meeting:

<https://www.bgholdingltd.com/files/documents/file/Class-Meeting-Proxy-Form-Euroclear-Nederland-2023.pdf>

b. The instructions

The three (3) Forms of Proxy, with the power of attorney or other authority (if any) under which it is signed, must in respect of Euro Shares held via Euroclear Nederland, be lodged with Van Lanschot Kempen N.V., Beethovenstraat 300, attn T&S/OS/Agency Services L11, 1077 WZ Amsterdam, the Netherlands

Your bank or broker must send your three (3) Forms of Proxy with the confirmation of holding to Kempen by email (proxyvoting@vanlanschotkempen.com) in order for your Forms of Proxy to be accepted.

Please also send directly your three (3) Forms of Proxy to proxyvoting@vanlanschotkempen.com or by fax at +31 20 348 9549 and by email to BG.Investor.Services@bgam-fr.com

4. Shareholders of Sterling Shares

a. The links to the Forms of Proxy to be completed

Form of Proxy for the AGM:

<https://www.bgholdingltd.com/files/documents/file/AGM-Proxy-Form-re-Sterling-Shares-2023.pdf>

Form of Proxy for the EGM:

<https://www.bgholdingltd.com/files/documents/file/EGM-Proxy-Form-re-Sterling-Shares-2023.pdf>

Form of Proxy for the Sterling Class Meeting:

<https://www.bgholdingltd.com/files/documents/file/Class-Meeting-Proxy-Form-Sterling-Shares-2023.pdf>

b. The instructions

The three (3) Forms of Proxy, with the power of attorney or other authority (if any) under which it is signed, must in respect of Shares held in CREST be sent by email at registrars@jtcgroup.com or by post or by hand to JTC Registrars Limited, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT.

Your bank or broker must send your three (3) Forms of Proxy to JTC Registrars Limited by email (registrars@jtcgroup.com), in order for your Forms of Proxy to be accepted.

Please also send directly your three (3) Forms of Proxy by e-mail to registrars@jtcgroup.com and to BG.Investor.Services@bgam-fr.com

5. Shareholders of Euro Shares in certificated form

a. The links to the Forms of Proxy to be completed

Form of Proxy for the AGM:

<https://www.bgholdingltd.com/files/documents/file/AGM-Proxy-Form-re-Euro-shares-held-in-Certificated-form-2023.pdf>

Form of Proxy for the EGM:

<https://www.bgholdingltd.com/files/documents/file/EGM-Proxy-Form-re-Euro-shares-held-in-Certificated-form-2023.pdf>

Form of Proxy for the Euro Class Meeting:

<https://www.bgholdingltd.com/files/documents/file/Class-Meeting-Proxy-Form-Euro-Shares-held-in-certificated-form-2023.pdf>

b. The instructions

The three (3) Forms of Proxy, with the power of attorney or other authority (if any) under which it is signed, must in respect of Shares held in certificated form, be sent by email at registrars@jtcgroup.com or by post or by hand to JTC Registrars Limited, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT.

Your bank or broker must send your three (3) Forms of Proxy to JTC Registrars Limited by email (registrars@jtcgroup.com), in order for your Forms of Proxy to be accepted.

Please also send directly your three (3) Forms of Proxy by e-mail to registrars@jtcgroup.com and to BG.Investor.Services@bgam-fr.com

6. Deadline

In order for your Forms of Proxy to be accepted, please ensure that your bank or broker submits the three (3) Forms of Proxy to be received not less than **forty-eight hours before** the time appointed for the holding of each of the meetings (AGM, EGM and Class Meeting) or any adjournment thereof, as the case may be.

The respective deadlines for receiving the Forms of Proxy are indicated below:

For the **AGM**: 26 September 2023 at 11.00 a.m

For the **EGM**: 26 September 2023 at 11.30 a.m

For the **Euro Class Meeting**: 26 September at 11.45 a.m.

For the **Sterling Class Meeting**: 26 September at 12.00 p.m

Please do not hesitate to contact BG.Investor.Services@bgam-fr.com if you need practical assistance.

Disclaimer

This announcement does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities in any jurisdiction nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor. The shares of BGHL have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. The Company is established as a closed-ended investment company domiciled in Guernsey. The Company has received the necessary approval of the Guernsey Financial Services Commission and the States of Guernsey Policy Council. 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. Neither the Company, nor BG Umbrella Fund plc - BG Fund, has 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.