



Minutes

Extraordinary General Meeting of Shareholders

Himalayan Fund N.V.

Held in Amsterdam,

at the Herengracht 124-128, 1015 BT, The Netherlands,

starting at 12h30 on April 5, 2018

Present On behalf of the Fund:

Mr. I. G. McEvatt, Chairman of the Board

Mr. D. Makins, Director B of the Fund

Mr. R. Meijer, Director A of the Fund

Mrs. K. van der Ploeg, Director A of the Fund

Agenda of the meeting:

1. Opening.
2. Approval of the minutes of the AGM of 15 June 2017.
3. Reappointment of Mazars Paardekooper Hoffman Accountants N.V. as the auditors of the Fund for the liquidation and authorisation of the Board of Directors to fix their remuneration.
4. Remuneration of the Board of Directors with effect from 1 January 2018 until the date of this meeting to be fixed at the same fee the Board has received for its services in 2017.
5. Dissolution of the Fund (followed by liquidation of its assets and liabilities).
6. Appointment of the Board as the liquidators of the Fund and fix their remuneration at the same fee the Board has received for its services in 2017.
7. Appointment of Maatschap Inviqta, Tax en Legal Support, a partnership registered with the chamber of commerce under number 34373769 as the person that will take custody of the books and records of the company and authorisation of the liquidator to fix its remuneration.
8. De-listing of Ordinary Shares from Euronext Amsterdam at a date to be determined by the liquidator.
9. Any other business.
10. Closure of the meeting.



1. Opening.

Mr. I. G. McEvatt, Chairman of the Board, opens the meeting at 12h35 and welcomes those present.

Mrs. K. van der Ploeg is kindly requested to act as the Secretary of this meeting and to keep the minutes of the discussion.

The Chairman establishes that the meeting has been convened in compliance with the requirements by virtue of the Articles of Association and applicable regulations. Invitations have been sent to the shareholders on February 21, 2018. Also an advertisement has been placed in the edition of 22 February, 2018 in the following paper:

➤ “Financieele Dagblad”,

At the request of the Chairman, Mrs. van der Ploeg informs that according to the attendance sheet, 49,995 priority shares are represented (by proxy to the Chairman of the Meeting), which give the right to bring out 999,900 votes, as well as 16,800 Ordinary Shares so that valid decisions can be taken as far as no quorum is required.

2. Approval of the minutes of the AGM of 15 June 2017

The Chairman proposes:

To approve the minutes of the AGM of 15 June 2017.

This motion is put to a vote and is carried unanimously.

3. Reappointment of Mazars Paardekooper Hoffman Accountants N.V. as auditors of the Fund for the liquidation and authorisation of the Board of Directors to fix their remuneration.

The Chairman proposes:

To reappoint Mazars Paardekooper Hoffman Accountants N.V. as auditors of the Fund for the liquidation and authorisation of the Board of Directors to fix their remuneration.

This motion is put to a vote and is carried unanimously.

4. Remuneration of the Board of Directors with effect from 1 January 2018 until the date of this meeting to be fixed at the same fee the Board has received for its services in 2017

The Chairman proposes:



To fix the remuneration of the Board of Directors with effect from 1 January 2018 until the date of this meeting at the same fee the Board has received for its services in 2017

This motion is put to a vote and is carried unanimously.

5. Dissolution of the Fund (followed by liquidation of its assets and liabilities).

The Chairman proposes:

To dissolve the Fund (followed by liquidation of its assets and liabilities).

This motion is put to a vote and is carried unanimously.

6. Appointment of the Board as the liquidators of the Fund and fix their remuneration at the same fee the Board has received for its services in 2017.

The Chairman proposes:

To appoint the Board as the liquidators of the Fund and fix their remuneration at the same fee the Board has received for its services in 2017.

This motion is put to a vote and is carried unanimously.

7. Appointment of Maatschap Inviqta, Tax en Legal Support, a partnership registered with the chamber of commerce under number 34373769 as the person that will take custody of the books and records of the company and authorisation of the liquidator to fix its remuneration.

The Chairman proposes:

To appoint Maatschap Inviqta, Tax en Legal Support, a partnership registered with the chamber of commerce under number 34373769 as the person that will take custody of the books and records of the company and authorisation of the liquidator to fix its remuneration.

This motion is put to a vote and is carried unanimously.

8. De-listing of Ordinary Shares from Euronext Amsterdam at a date to be determined by the liquidator.

The Chairman proposes:

To de-list the Ordinary Shares of the Fund from Euronext Amsterdam at a date to be determined by the liquidator.

This motion is put to a vote and is carried unanimously.



8. Any other business.

There is no further business to attend to.

9. Closure of the meeting.

The Chairman closes the meeting at 13h15.

The Chairman,

The Secretary,

Mr. I. G. McEvatt

Mrs. K. van der Ploeg