

FOLLOE FUND VCIC LTD

HE 361939

Authorisation Number AIF21/2014

**Arch. Makariou III & 2 Nikolaou Gyzi Street,
Olympia Business Centre, 4th Floor, Office 401, 3060, Limassol, Cyprus
(the 'Fund')**

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of the Folloe Fund VCIC Ltd (the "Fund") will be held at its registered address at Olympia Business Center, Arch. Makariou III & 2 Nikolaou Gyzi Str., 3060, Limassol, Cyprus at 11:00 a.m. (or any adjournment thereof) on 02nd August 2019.

The agenda for the Annual General Meeting, containing proposals made by the Board of Directors of the Fund, is as follows:

1. To consider and approve the Director's Report and the Financial Statements of the Fund for the year ended 31st December 2018 and the Manager Commentary in MFO's Asset Management Ltd Annual Report 2018.
2. To consider and approve the re-election of the following members of the Board of Directors:
 - (i) Mrs. Fafaliou Tatiana
 - (ii) Mr. Ioannis Karagiannis
 - (iii) Mr. Konstantinos Karafotakis
 - (iv) Mr. Panayides Marios
 - (v) Mr. Sophocles Parapanos
 - (vi) Mr. Mark Klerides
3. To consider and approve the reappointment of Messers. BDO Limited as the independent auditors of the Fund in Cyprus
4. To authorize the Board of Directors of the Fund to fix the remuneration of BDO Limited and consider & approve the Board of Directors' Remuneration Report and fix the remuneration of the members of the Board of Directors for the new one-year mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2020.

To consider and if thought fit to pass the following resolutions:

5. Any other business (for discussion).

By order of the Board

A handwritten signature in blue ink, appearing to read 'M Panayides', with a long horizontal flourish extending to the right.

Marios Panayides
Director of the Fund

Dated: 12th July 2019

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person who is a management shareholder (the “Shareholder”) of the Fund on the Record Date (as defined below) is entitled to participate in the Annual General Meeting. Each management share (the “Share”) is entitled to one vote.
- (2) The Record Date for determining the right to vote at the Annual General Meeting has been fixed as the close of business on 29th July 2018. Transactions which will be settled after the Record Date will not be considered in determining the right to vote at the Annual General Meeting. According to the relevant Cypriot law provisions, the record date should be fixed on the day falling not earlier than 2 business days prior to the general meeting. Therefore, the Record Date for determining the right to vote at the Annual General Meeting has been fixed as the close of business on 29th July 2019. Transactions which will be settled after the Record Date will not be considered in determining the right to vote at the Annual General Meeting.
- (3) Shareholders and/or their proxies who will attend the Annual General Meeting are requested to carry with them their identity card or other proof of identification in order to register on the Annual General Meeting. Shareholders who are corporations are requested to carry a copy of a document confirming authorization of individuals acting on behalf of the corporation.

ATTENDING THE ANNUAL GENERAL MEETING THROUGH PROXIES

- (4) A Shareholder is entitled to appoint a proxy to attend and vote on his behalf. Shareholder may appoint any person as their proxy. Such proxy need not be a Shareholder of the Fund. A Shareholder who on the Record Date owned shares in the Fund that are registered in more than one securities account may, in respect of the Annual General Meeting, appoint separate proxy holders to exercise its rights under the shares registered in each of the accounts. A proxy holder holding proxies from several shareholders may cast votes differently for each Shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should tick the relevant boxes on the Form of Proxy.
- (5) Any company which is a Shareholder of the Fund on the Record Date may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents as that company could exercise if it were an individual Shareholder of the Fund.
- (6) The instrument appointing a proxy, which is enclosed and has been posted on the Fund’s Manager website www.mfoasset.com, must be delivered to the Fund **not later than 5 pm EET/4 pm CET on 29th July 2019**. In addition, the proxy should present the instrument appointing a proxy in original at the Annual General Meeting.

- (7) If such appointer is a legal entity, the instrument appointing a proxy must bear the name of the legal entity and be signed by a duly authorised officer/s/ representative.
- (8) Each Shareholder may cancel a proxy by delivering to the Fund a document expressly cancelling the proxy. Such cancellation will be effective if the document is delivered to the Fund not later than 6 hours before the time of the Annual General Meeting. The document cancelling the proxy must comply with formalities required of the instrument appointing the proxy. In addition, each Shareholder may cancel the proxy in person at the Annual General Meeting.
- (9) Due to technical reasons, the Fund has decided not to offer electronic means for participation and voting in the proposed Annual General Meeting.

VOTING PROCEDURES AT THE ANNUAL GENERAL MEETING

- (10) A resolution put to the vote of the Annual General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman, or
 - (b) by at least one Shareholder present in person or by proxy, or
 - (c) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting, or
 - (d) by a Shareholder or Shareholders holding shares in the Fund conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, or

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- (11) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- (12) An ordinary resolution is a resolution passed at a general meeting by a simple majority of members of the Fund entitled to vote at the meeting who are present in person or by proxy.
- (13) The matters to be resolved at the annual general meeting of the Fund shall be matters of an ordinary resolution passed at a general meeting by simple majority.

SHARE CAPITAL AND VOTING RIGHTS

(19) As at 12th July 2019, the Investor Shares of the Fund is EURO 125.000 divided into 125.000 shares of no nominal value. The Management Shares of the Fund is EURO 125.000 divided into 125.000 shares of no nominal value. The total number of voting rights in the Fund is 125.000.

AVAILABLE DOCUMENTS

(20) The notice to the Annual General Meeting with the Form of Proxy shall be made available in electronic form on the website of the Fund's Manager www.mfoasset.com and in hard copy at the Fund's Manager registered office and the consolidated audited financial statements for the year ended 2018 will be provided to the Management Shareholder upon request.

CONTACT DETAILS

(21) Any documents to be delivered by the Management Shareholders in connection with the Annual General Meeting, and in particular:

- instruments appointing proxies;
- draft resolutions for inclusion in the agenda of the Annual General Meeting;
- questions;

should be delivered:

- (a) in hard copy by mail, courier or in person to the Fund Manager at MFO Asset Management Ltd, Acropolis Tower, 1st Floor, 66 Acropolis Avenue, 2012 Nicosia, Cyprus, Attention: Mr. Theophanous Andreas
- (b) by fax to +357 22662266, Attention: Mr. Theophanous Andreas; or
- (c) electronically by an e-mail message with the document attached in PDF format to the following email address: atheophanous@mfoasset.com

INQUIRIES

(22) Any questions or inquiries regarding the procedure to participate in the Annual General Meeting should be addressed to atheophanous@mfoasset.com. The Fund will strive to respond to all questions and inquiries as soon as practicable.

FORM OF PROXY

FOLLOE FUND VCIC LTD

HE 361939

Authorisation Number AIF21/2014

Arch. Makarios III & 2 Nikolaou Gyzi Street,
Olympia Business Centre, 4th Floor, Flat 401, 3060 Limassol, Cyprus
("the Fund")

I/We, _____, of _____, being a member of the above-named Fund, hereby appoint _____, of _____, or failing him _____ of _____, as our proxy to vote for us on our behalf at the annual general meeting of the Fund, to be held on the 02nd day of August 2019, and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of each Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To receive the financial statements for the year ended 31 st December 2018, the Director's Report and the Manager's Commentary			
2. To re-elect the Board of Directors			
2. To re-appoint Messrs. BDO Cyprus Ltd as auditors of the Fund			
4. To fix the remuneration of the Auditors and the remuneration of the members of the Board of Directors			

Signed this _____ day of the month July of the year 2019.

For and on behalf of

PLEASE PRINT THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH.

(Print Name) Seal if a corporation

(Print Address)

*Delete as appropriate

Notes

1. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office or at such other place within or outside Cyprus as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
2. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. A proxy may be submitted by fax to +357 22662266, provided it is received in legible form or submitted electronically to atheophanous@mfoasset.com

In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney