

OnCapital SICAV
Société d'investissement à capital variable
Registered office: 33A, avenue J.F. Kennedy, L-1855 Luxembourg
R.C.S. Luxembourg, B 170.380
(the « **Company** »)

Notice of Annual General Meeting of shareholders

The shareholders of **OnCapital SICAV** are invited to the Annual General Meeting of the Company that will take place at its registered office on **15 April 2021 at 11.30 a.m. (Luxembourg time)** with the following agenda ("Annual General Meeting"):

AGENDA

1. Declaration of Conflicts of the Board of Directors
2. Report of the Board of Directors and of the Auditor
3. Approval of the annual accounts as of 31 December 2020
4. Decision on allocation of the results
5. Discharge to be given to the members of the Board of Directors
6. Statutory elections
7. Auditor's mandate

The annual report is available free of charge during normal office hours at the registered office of the Company in Luxembourg. Each shareholder may request that the annual report is sent to him.

The majority at the Annual General Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Annual General Meeting (referred to as "Record Date"). There will be no requirement as to the quorum in order for the Annual General Meeting to validly deliberate and decide on the matters listed in the agenda; resolutions will be passed by the simple majority vote of the shares present or represented at the meeting. At the Annual General Meeting, each share entitles to one vote. The rights of the shareholders to attend the Annual General Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

The Luxembourg government voted a law on 20 June 2020 aiming to implement an emergency facility to clarify the rules applicable to the attendance to meeting of legal entities during the Corona virus's crisis. According to this law, meetings of bodies of a Luxembourg company, no physical attendance is required and said meetings could be held via circular written resolutions or video conferencing or any other telecommunication allowing the identification of the shareholder participating to that meeting.

The Company has decided shareholder participation at the Meeting will be by proxy voting only by the appointment of the Chairman of the meeting as proxyholder. In order to be represented by the chairman of the Annual General Meeting, please return a proxy (a standard proxy form is attached to this notice), dated and signed by e-mail at the latest five days prior to the Annual General Meeting (i.e. 10 April 2021) to the attention of the company secretary at Northern Trust Global Services SE, 10, Rue du Château d'Eau, L-3364 Leudelange (e-mail: NTGSL_CoSec_Clients@ntrs.com).

Upon receipt of the proxy, the shares will be blocked until the day after the Annual General Meeting. Without specific instruction in writing to the company secretary (see above for contact details), any valid proxy which was returned for attendance at the Annual General Meeting will remain valid in case of another shareholders' meeting of the Company with the same agenda ("referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the record date of the Adjourned General Meeting (i.e. five days prior to the Adjourned General Meeting). Similar blocking procedures as for the Annual General Meeting would be followed for the Adjourned General Meeting.

A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Annual General Meeting.

The proxy form will only be valid if it includes the shareholder's and his/her/its legal representative's first name, surname and number of shares held at the Record Date and official address and signature as well as voting instructions and is received in due time. Incomplete or erroneous proxy forms or proxy forms, which do not comply with the formalities described therein, will not be taken into account.

The Board of Directors

PROXY

I, the undersigned

Name: _____

Address: _____

Client account number :

Being the holder or representative of the shares as mentioned in the attached list of subfunds and share classes, hereby appoint the Chairman of the Meeting with full power of substitution, as my proxy to vote on my behalf at the Annual General Meeting of shareholders of **OnCapital SICAV**. (the "Company") to be held on **15 April 2021 at 11.30 a.m. (Luxembourg time)** at the registered office of the Company (the "AGM") **and at any shareholders' meeting of the Company having the same agenda** (the "Adjourned General Meeting").

Any valid proxy returned for the AGM will remain valid for an Adjourned General Meeting under the conditions mentioned in the convening notice.

This form is to be used in favour or against the following resolutions as **indicated by a mark** in the appropriate box below.

		Favour	Against	Abstain
RESOLUTION 1	Declaration of Conflicts of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2	Report of the Board of Directors and the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3	Approval of the annual accounts as of 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4	Decision on allocation of the results	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5	Discharge to be given to the members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6	Statutory elections	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7	Auditor's mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2020

Signature: _____

Please fill the attachment regarding the number of shares for which you want to issue this proxy.

Number of shares	Name of Subfund	ISIN
____, ____.	OnCapital SICAV - GEM V: GLOBAL EQUITY FUND with Mgd Vol Fd - Class B EUR hedged	LU1266142253
____, ____.	OnCapital SICAV - Fixed Income - B CHF hedged	LU1266142337
____, ____.	OnCapital SICAV - Dynamic Multistrategy - Class A	LU0810450972
____, ____.	OnCapital SICAV - Dynamic Multistrategy B CHF hedged	LU1266141958
____, ____.	OnCapital SICAV - GEM V: GLOBAL EQUITY FUND with Managed Volatility Fund-Class A	LU0810451434
____, ____.	OnCapital SICAV - Long Short Diversified Fund A	LU1167815577
____, ____.	OnCapital SICAV - Fixed Income - Class A	LU0810451608
____, ____.	OnCapital SICAV - Long Short Diversified Fund B CHF hedged	LU1266142170