



## **MARSHALL BRIDGING FUND– Follow-up e-mail to investors**

Dear Investor,

We are writing to you in respect of the general meeting of shareholders of Emerald Fund S.C.A SICAV-FIS (the “Fund”), to be held on June 16th, 2025 at 11:00 am CET (the “Meeting”).

The purpose of this e-mail is providing you with some additional practical clarifications on the organisation and holding of the Meeting, considering the questions that we have received from some investors.

### **Option to grant a power of attorney to Waystone, in the case where (i) you want your shares to be voted at the Meeting, but (ii) you do not want to participate in this**

As mentioned in the convening notice sent to you on 26 May 2025, shareholders may act at the Meeting by appointing another person (who needs not to be a shareholder itself) as their proxyholder.

If you wish your shares to be voted in the Meeting, but you do not wish to participate in this, then you can give a power of attorney to Waystone, the transfer agent for the Fund, so that he can represent you and vote on your behalf during the meeting.

For such purposes you can use the form of power of attorney which was attached to the convening notice sent to you on 26 May 2025, in which you shall state your choice (in favour, against, or abstention) under the “Voting instructions” included as schedule 1 thereto (and which will be binding for Waystone).

If you wish Waystone to represent you and vote on your behalf during the Meeting, when completing the form of power of attorney you should include the following statement therein:

*“hereby appoints as its true and lawful agent to act for it and in its name, place and stead, with full power of substitution and sub-delegation **any employee of Waystone Administration Solutions (Lux) S.A., with professional address at 7, rue Genistre L-1623 Luxembourg, Grand Duchy of Luxembourg**”*



**When you describe yourself as (individual or institutional) investor please include as well the details of your investor number which would look like LUXC+4numbers**

**Option to participate in the Meeting through video conference call**

As mentioned in the convening notice sent to you on 26 May 2025, the shareholders of the Fund are entitled to participate and vote in the Meeting either in person or via video conference.

In order to participate in the Meeting via video conference, (i) the person representing the shareholder shall connect using a device equipped with a camera and microphone and identify himself, (ii) so that it is possible to confirm that it is the person appointed as proxyholder under the power of attorney previously provided (notably, considering the copy of the identification document / passport previously received in respect of such proxyholder).

If you wish to participate and vote in the Meeting via video conference, please inform us of your intention to do so by 12 a.m. (CET) on 13 June 2025 at the latest, so that video conference details (Microsoft Teams or similar) can be circulated to the person who will be participating in the Meeting via conference call on your behalf.

For such purposes, in addition to the power of attorney and the documentation proving the capacity of such person to participate in the Meeting via conference call on your behalf, please also provide to us an e-mail address which will be the identifier in order for that person to connect to the video conference.

**Clarification regarding nominee accounts**

As mentioned in the convening notice sent to you on 26 May 2025, all shareholders of record are entitled to vote at the Meeting.

In this respect, we hereby clarify that only those natural or legal persons which are registered as shareholders in the register of shareholders of the Fund, are entitled to participate and vote in the Meeting.

In other words, in the case of investments in the Fund via nominee accounts, (i) it is the nominee which appears in the register of shareholders in the Fund that will be entitled to participate and vote in the Meeting, (ii) whilst the beneficial owner for such account will not be entitled to participate and vote in the Meeting.



Further, and in order to facilitate the reconciliation of the powers of attorney received with the register of shareholders of the Fund, we kindly ask that, when completing their powers of attorney, the nominee registered shareholders also include a reference to their “Investor ID” number which would look like LUXC+4numbers.

### **Sufficient proof of representation**

Finally, we remind you that all persons participating in the Meeting (either in person or via video conference), need to provide documentary proof of their capacity to represent the shareholders on behalf of which they will be acting, as follows:

- **Natural person shareholders attending the Meeting themselves:**  
Copy of the shareholder’s passport or identification document.
- **Natural person shareholders granting a power of attorney:**  
Copy of the passport or identification document for both, (i) the natural person shareholder and (ii) the natural person proxyholder.
- **Legal person shareholders:**
  - Copy of the passport or identification document for both, (i) the natural person signing the power of attorney, and (ii) the natural person proxyholder.
  - Copy of the documentation proving that each of the persons signing the power of attorney can validly represent the shareholder, and execute the power of attorney on its behalf.

This could be (a) a copy of the relevant register of companies with which the shareholder is registered, showing the names of the signatories and their capacity to represent the shareholder and to sign the power of attorney on its behalf, or (b) a copy of the resolutions taken by the governing body of the shareholder, granting delegation to the signatories of the power of attorney to represent the shareholder and sign the power of attorney on its behalf

For organisational reasons, we ask that you please send a copy of your executed power of attorney and documentary proof of representation, by e-mail to [InvestorServicesLux@waystone.com](mailto:InvestorServicesLux@waystone.com), as soon as possible and in all cases **by 12 a.m. (CET) on 13 June 2025**.

We further ask you to please ensure that the proxy holder brings to the Meeting (i) the original power of attorney together with (ii) sufficient proof of identification (e.g. original identity card or passport).