Tiera Capital S.C.A., SICAR

Société en commandite par actions
Qualifying as a *société d'investissement en capital à risque*

Registered office: 5, Allée Scheffer
L-2520 Luxembourg
R.C.S. Luxembourg: B 162081
(the "**SICAR**") or (the "**Company**")

By registered letter

Luxembourg, June 12, 2017

Ref : Convening notice for the annual general meeting of the shareholders of the SICAR to be held in Luxembourg on June 20, 2017

Dear Sir, dear Madam,

You are invited in your capacity as shareholder of the SICAR to attend the annual general meeting of the shareholders of the SICAR, to be held at the registered office in Luxembourg, Grand Duchy of Luxembourg, on June 20, 2017 at 11.30 a.m. CET, to deliberate and decide on the following agenda:

I. Nomination of the Chairman of the Meeting.
II. Acknowledgement and approval of the reports of the Independent Auditor and of the General Partner for the financial year ended on December 31, 2016.
III. Acknowledgement and approval of the Balance Sheet and the Profit and Loss Accounts of the Company for the financial year ended on December 31, 2016.
IV. Discharge to the General Partner for the execution of its mandate during the financial period ended on December 31, 2016.
V. Allotment of results.
VI. Statutory elections:
   - Re-election of PricewaterhouseCoopers, Société Coopérative, as Independent Auditor until the next Annual General Meeting to be held in 2018.
VII. Miscellaneous.

The Annual Report of the SICAR (including the reports of the Independent Auditor and of the General Partner and the Balance Sheet and the Profit and Loss Accounts) as at December 31, 2016 is available upon request.

Please be informed that the resolutions on the agenda of the annual general meeting require no quorum and will be taken by a simple majority of the shareholders present or represented and voting.

If you want to participate to this meeting we would be grateful if you could inform us of your intention at least 48 hours before the date of the Meeting.

If you cannot attend this meeting, we would be grateful if you could return the enclosed proxy form duly signed before June 19, 2017, firstly by telefax, then in original by mail (Attn: Anne-Marie Pratiffi, CACEIS Bank, Luxembourg Branch, 5, Allée Scheffer, L-2520 Luxembourg – Fax: (+352) 47 67 45 44, email: anne-marie.pratiffi@caceis.com).

In order to allow CACEIS Bank, Luxembourg Branch (CACEIS BLB), in its capacity as registrar and transfer agent and domiciliary agent of the Company, to ensure correlation between the proxies received and the Company's register of shareholders, shareholders taking part in the Meeting represented by proxy are requested to return the latter with a copy of their ID Card / passport in force or an updated list of the authorised signatures, in the case shareholder(s) act on behalf of a corporation. Lack of compliance with this requirement will render impossible the shareholder(s)'s identification, CACEIS BLB being thus instructed by the Board of Directors of the Company not to take into consideration the relevant proxy for the purpose of the Meeting.

For the General Partner,

The Board of Managers of CA INDOSUEZ WEALTH (PRIVATE EQUITY)

POWER OF ATTORNEY

The undersigned, ... (the **Undersigned**),

hereby grants a special power of attorney, with full power of substitution, to the Chairman of the Meeting acting under his/her sole signature (the **Attorney**),

to represent the Undersigned at the annual general meeting of the shareholders of **Tiera Capital S.C.A. SICAR**, an investment company in risk capital formed as a corporate partnership limited by shares (*société d'investissement en capital à risque sous la forme d'une société en commandite par actions*) incorporated and organised under the laws of Luxembourg, having its registered office at 5, allée Scheffer, L-2520 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 162.081 (the **SICAR**), which will be held at the registered office of the SICAR, on June 20, 2017 at 11.30 a.m. CET, and at any adjournment thereof, provided that the Undersigned hereby specifies and directs the Attorney that the shares registered in the name of the Undersigned shall be voted as follows (**PLEASE TICK ONE BOX IN RESPECT OF EACH RESOLUTION ONLY**):

	Agenda	**For**	**Against**	**Withheld**
1.	Nomination of the Chairman of the Meeting;	☐	☐	☐
2.	Acknowledgement and approval of the reports of the Independent Auditor and of the General Partner for the financial year ended on December 31, 2016;	☐	☐	☐
3.	Acknowledgement and approval of the Balance Sheet and the Profit and Loss Accounts of the Company for the financial year ended on December 31, 2016;	☐	☐	☐
4.	Discharge to the General Partner for the execution of its mandate during the financial period ended on December 31, 2016;	☐	☐	☐
5.	Allotment of results;	☐	☐	☐
6.	Statutory elections: - Re-election of PricewaterhouseCoopers, Société Coopérative, as Independent Auditor until the next Annual General Meeting to be held in 2018;	☐	☐	☐
7.	Miscellaneous.	☐	☐	☐

The Undersigned authorises the Attorney to approve, reject or modify any item on the agenda as well as add any items thereto.

The Undersigned authorises the Attorney to sign all documents and do all acts necessary or useful in connection with the performance of this power of attorney, even though not indicated, undertaking to ratify and confirm such acts and signatures if required.

This power of attorney is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of, or in connection with, this power of attorney.

Given in _____ on _____ 2017.

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_____

By:
Title: