



VOTING RIGHTS POLICY

**Alpha Private Equity Funds Management Company
("the Company")**

ALPHA PRIVATE EQUITY FUNDS MANAGEMENT COMPANY

Société à Responsabilité Limitée

Mr. Sebastien Wiander, Risk Officer

sebastien@alphape.com

Approved by the Board of Managers of the Company on 12 August 2025

Revision history

Date	Reason for review	Comments/Changes
September 2022	Adoption of original, internal audit point	Develop and enhance the principles of voting rights in a separate policy. It describes the principles of representation granted to staff members and the prevention of conflicts of interests.
August 2023	Annual review	
May 2024	Annual review	
June 2025	Annual review	

1. The Company

Alpha Private Equity Funds Management Company (hereafter the “Company”) is a public limited liability company (société à responsabilité limitée) incorporated and governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 15, rue Bender, L-1229 Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under number B161408.

The Company is currently licensed by the CSSF as an Alternative Investment Fund Management Company under the regime set out in Article 5 of the Law of July 12th, 2013 relating to AIFMS that exclusively covers the activities referred to in Annex I of the aforementioned law.

The Company manages Alpha Private Equity Fund 6 (SCA) SICAR and Alpha Private Equity Fund 7 (SCA) SICAR (the “Funds”).

2. Scope and purpose of the Policy

The Company is required under the laws, rules and regulations of the Grand-Duchy of Luxembourg to design and implement voting rights strategies which are aimed at ensuring that the exercise of voting rights attached to the investments is conducted in accordance with the investment objectives and restrictions of the said AIFs, while preventing or managing any conflict of interests arising from such exercise.

This policy sets out the legal and regulatory requirements, as well as the related actions which the Company must comply with to meet its obligations in the exercise of voting rights.

In accordance with CSSF Circular 18/698, and pursuant to Article 23 of CSSF Regulation 10-4, the Company has developed an adequate and effective strategy for determining when and how voting rights attached to instruments held in the Funds are to be exercised, to the exclusive benefit of the Funds concerned and their investors.

The Company has defined a strategy for the exercise of voting rights (appropriate and efficient strategies allowing the exercise of the voting rights attached to the portfolio's shares in the exclusive interest of the Funds).

3. Regulatory Framework

This Policy is designed with a view to complying with the requirements set out in:

- Law of 12 July 2013 on AIFMs
- Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision; and
- CSSF Circular 18/698 of 23 August, 2018 regarding authorization and organization of Luxembourg investment fund managers incorporated under Luxembourg law and on specific provisions on the fight against money laundering and terrorist financing

applicable to investment fund managers and entities carrying out the activity of registrar agent.

4. Principles and Overview on the exercise

4.1. Voting Strategy of Alpha Private Equity Funds Management Company

The investments in which the Funds invest on behalf of their investors are typically European companies, where the ultimate decision-making body is the shareholders' meeting. Exercising the Funds voting rights at shareholders' meetings is therefore a key component of active ownership and an important way for the Company to communicate its views via the Funds to the investments' teams. It is to be noted that the Company is typically an indirect majority shareholder of the investments, as the investments are acquired by the Funds and their respective affiliates for more than 50% of the share capital. Accordingly, the Company will cause the Funds to systematically exercise voting rights in respect of the investments in accordance with the provisions of this policy (or, as the case may be, in accordance with the provisions of the relevant shareholders' agreements).

The exercise of the voting right in a portfolio company is performed in function of the level of materiality of the decisions for the Company. For the following non exhaustive list of decisions, the Company causes the Funds to exercise, when relevant, its voting rights after a discussion amongst the Senior Managers/ Board of Managers of the Company, where the Portfolio Manager will present the case:

- Distribution of dividends;
- Reinvestment;
- Capital increase;
- Preemption right;
- Mergers and acquisitions;
- Takeovers;
- Reorganizations;
- Disposals of sub-areas; and
- Liquidation of the invested company.

For any other decisions, the Company will cause the Funds to vote rights at shareholders' meetings of the investments in a prudent and diligent manner, based exclusively on its reasonable judgement of what will best serve the interests of the AIFs/their Investors, as the latter are the beneficial owners of the investments.

For most proxy proposals, particularly those involving corporate governance, the evaluation will result in the same position being taken across all the Funds and the Funds voting as a block.

In some cases, however, a Fund may vote differently, depending upon the nature and objective of this compartment, the composition of its portfolio, and other factors.

The Senior Managers and the Board of Managers of the Company should consider certain factors in each voting decision. A Fund may refrain from voting for some or all of its shares if doing so is in the Fund's and its shareholders' best interests. These circumstances may arise, for example, if the expected cost of voting exceeds the expected benefits of voting, if exercising the vote would result in the imposition of trading or other restrictions, or if a Fund or all Funds in

aggregate were to own more than a maximum percentage of a company's or fund's stock (as determined by their governing documents).

The Board of Managers of the Company may review these procedures and guidelines and modify them from time to time.

4.2 Voting process of Alpha Private Equity Funds Management Company

In case voting rights would be used, the Board of Managers of the Company would delegate the voting right by virtue of a power of attorney to either a legal external advisor which exercises voting rights on its behalf for all annual general meetings and extraordinary general meetings (if any), for each of the Funds covered by the power of attorney which has a holding entitled for a voting process. However, the Board retains the right to either instruct the proxy holders on how to vote or to vote itself.

The Company will maintain copies of proxies voted. It includes for example copies of general meeting invitations, number of shares voted, communications received and internal documents created that were material to the voting decision.

5. Distribution

This Policy is available free of charge to any fund shareholder by a request to the following email address: investorrelations@alphape.com

The Company shall endeavor to ensure that the different third parties involved follow the Policy accordingly. Any change to this Policy shall be notified to the service providers promptly.