

PROXY

The undersigned :

domiciliated at

being the owner of shares in Zeus Capital SICAV (the **Company**)

does hereby appoint, with full power of substitution, the chairman of the new second annual general meeting of shareholders of the Company for the fiscal year ended on 31 December 2018 (the **Annual General Meeting**) as its true and lawful agent to act for it and in its name and place

(1) to represent the undersigned at the new second Annual General Meeting of shareholders of the Company which will be held at the registered office in Bertrange on May 29, 2019 at 11.30 a.m. with the following agenda:

1. Acknowledgement and acceptance of the proposal of the board of directors of the Company (the **Directors**) to hold the annual general meeting of the shareholders of the Company in respect of the fiscal year ended 31 December 2018 (the **Fiscal Year**) at the registered office of the Company on 29 May 2019 at 11.30 a.m. (Luxembourg time);

for **against** **abstention**

2. Presentation and approval of the reports of the Directors and the independent auditor of the Company (the **Auditor**), for the Fiscal Year;

for **against** **abstention**

3. Presentation and approval of the annual accounts of the Company for the Fiscal Year;

for **against** **abstention**

4. Allocation of the results for the Fiscal Year

for **against** **abstention**

5. Release (quitus) to be granted to the Directors and the Auditor in respect of their respective duties carried out during the Fiscal Year;

for **against** **abstention**

6. Decision to ratify the payments of the remunerations of the Directors for the Fiscal Year:

a. EUR 60,000 for Mrs. Cioffi for the period starting on 30 May 2018 and ending on the date of this Meeting.

for **against** **abstention**

b. EUR 20,000 for Mr. Mazzali for the period starting on 30 May 2018 and ending on the date of this Meeting.

for **against** **abstention**

c. EUR 20,000 for Mr. Tortorella for the period starting on 30 May 2018 and ending on the date of this Meeting.

for **against** **abstention**

d. EUR 20,000 for Mr. Di Tuccio for the period starting on 30 May 2018 and ending on the date of this Meeting.

for **against** **abstention**

7. Renewal of the mandates of the Directors as members of the board of directors of the Company for a term of office that will expire after the next annual general meeting of shareholders of the Company to be held in 2020:

a. Mr. Mazzali (Chairman)

for **against** **abstention**

b. Mr. Tortorella (Director)

for **against** **abstention**

a. Mr. Di Tuccio (Director)

for **against** **abstention**

a. Mrs. Cioffi (Independent Director)

for **against** **abstention**

8. Renewal of the mandate of the Auditor as independent auditor for a term of office that will expire after the next annual general meeting of shareholders of the Company to be held in 2020;

for **against** **abstention**

9. Decision to pay the Directors a gross remuneration of EUR 165.000 until the date of the annual general meeting of the shareholders of the Company to be held in 2020;

for **against** **abstention**

10. Miscellaneous.

for **against** **abstention**

The proxyholder will vote the decisions on the agenda according to the instructions indicated here above. In the absence of instructions, the proxyholder will vote in favor of the decisions.

- (2) to represent the undersigned at any other Annual General Meeting with the same agenda in case where the first Meeting could not be validly held;
- (3) to these effects, to pass and sign any and all acts, documents and minutes and, in general, to do and perform any and each act or thing necessary for, or incidental to, the exercise of the powers herein specified.

This power of attorney is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The competent 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.

Done in , on 2019.

(Signature)