

**Partners Group Private Markets Evergreen SICAV**

*Société anonyme - Société d'investissement à capital variable - Fonds d'investissement soumis à la partie II de la loi de 2010*

Registered office: 35D, avenue John F. Kennedy, L-1855 Luxembourg

Grand Duchy of Luxembourg

RCS Luxembourg: B283114

(the "**Company**")

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**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 11 OCTOBER 2024**

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The following persons are present or duly represented:

- Mr. Werner Weynand, director, present and attending by conference call; and
- Mr. Markus Pimpl, director, present and attending by conference call;

being directors of the Company (the "**Directors**" or the "**Board**" and individually, a "**Director**"),

The following person was excused or absent:

- Mr. Philippe Kappeler, director;

**in the presence of:**

- Mrs. Yasemin Aksu, Administrator, Northern Trust Global Services SE;
- Mrs. Rebecca Mace-Balebs, Senior Structuring Professional, Partners Group (UK) Limited; and
- Mr. Jan-Christoph Münch, Product Manager, Partners Group AG.

The board meeting is opened at **11:05 a.m. CET** with Mr. Werner Weynand in the chair (the "**Chairman**"). The Chairman designates as secretary Mrs. Yasemin Aksu.

The Chairman declares and the Board agrees:

- a majority of the directors of the Company are present or represented and that all the members of the board of directors have had notice and had knowledge of the agenda prior the meeting,
- each present member of the Board may hear the other participants in the conference and may be heard by such participants; and

- that the present meeting is duly constituted and can therefore validly deliberate on the following agenda:

### **AGENDA**

1. Approval of the creation of a new share class to be named " Partners Group Private Markets Evergreen SICAV - Partners Group Private Equity Opportunities SE-H-ACC (EUR)";
2. Approval to instruct the Company's administrative agent to carry out all the necessary actions in relation to the above resolutions; and
3. Delegation of powers.

### **PRESENTATION AND DISCUSSION**

The Board noted that in accordance with articles 4.1 and following of the prospectus of the Company (the "**Prospectus**") and in relation to the sub-fund Partners Group Private Markets Evergreen SICAV – Partners Group Private Equity Opportunities (the "**Sub-Fund**"), the Board may decide to create within the Sub-Fund different share classes. Such shares can have the features and characteristics defined under article 4.11 and following of the Prospectus.

The Board noted that it is now contemplated to create a new share class (the "**New Share Class**") of the Sub-Fund with the following features:

<b>Name of the share class</b>	Partners Group Private Markets Evergreen SICAV - Partners Group Private Equity Opportunities SE-H-ACC (EUR)
<b>Currency</b>	EUR
<b>Accumulating/Distributing</b>	Accumulating
<b>Eligible Investors</b>	Available for financial intermediaries authorised by the Portfolio Manager and domiciled in an eligible country. Eligible countries will be determined eligible by Partners Group AG, as portfolio manager of the Sub-Fund from time to time.
<b>Initial investment amount (USD or equivalent in share class currency)</b>	EUR 10,000.-
<b>Minimum subsequent investment amount (USD or equivalent in share class currency)</b>	EUR 1,000.-
<b>Management Fee (Per annum)</b>	2.20%
<b>Performance Fee</b>	15% subject to high water mark
<b>Lock-Up Period</b>	Not applicable

All necessary information has been sent to or is known by each Director of the Company and each Director of the Company has carefully considered any documents and information and is familiar with their content.

Each Director acknowledges that they have no personal interest in the aforementioned transaction and the Board is of the opinion that the matters referred therein are in compliance with the Company's articles of association and the applicable legal provisions and would not result in any breach of any restriction imposed by law, the articles of association or any agreement to which the Company is a party or by which the Company is bound.

After having duly considered the various items of the agenda, the Board unanimously adopts the following resolutions:

#### **FIRST RESOLUTION**

The Directors **RESOLVE** to create the New Share Class.

#### **SECOND RESOLUTION**

The Directors **RESOLVE** to instruct the Company's administrative agent to carry out all the necessary actions in relation to the above resolutions.

#### **THIRD RESOLUTION**

The Directors further **RESOLVE** that subject to the terms of the foregoing resolutions, any Director is authorised in the name and on behalf of the Company to:

- execute and/or despatch on behalf of the Company the documents in the form produced at the meeting and approved in the foregoing resolutions and to make amendments to the same as he deems in his absolute discretion as necessary in the best interest of the Company;
- take or cause to be taken any and all actions and to execute and deliver or cause to be executed and delivered the documents referred to above and all such further agreements, certificates, instruments and documents, as he deems appropriate, and to incur and pay all such fees and expenses as may be necessary or advisable in order to carry out and perform the purpose and intent of the foregoing resolutions, his signature being due evidence for all purposes of approval of the terms thereof by and in the name of the Company; and
- delegate any or all of the powers and discretions vested in him by virtue of the foregoing resolutions by way of power or powers of attorney to such individuals and upon such terms as the Director may in his absolute discretion determine the exercise of such discretion to be conclusively evidenced by his execution thereof.

*[Remainder of the page intentionally left blank - Signature page follows]*

There being no further business, the meeting is closed at 11:10 a.m. CET.

DocuSigned by:  
*Werner Weynand*  
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By: werner weynand  
Chairman

DocuSigned by:  
*Yasemin Aksu*  
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By: Yasemin Aksu  
Secretary