

檔 號：

保存年限：

野村證券投資信託股份有限公司 函

地址：11049臺北市信義路5段7號30樓

承辦人：趙惠貞

電話：(02)87581571

電子信箱：Jenny.Chao@nomurafunds.com.tw

W

受文者：香港商香港上海匯豐銀行股份有限公司台北分公司

發文日期：中華民國113年8月12日

發文字號：野村信字第1130000469號

速別：普通件

密等及解密條件或保密期限：

附件：中、英文股東通知書及委託書(0000469B7A_ATTCH1.pdf)

主旨：野村基金(愛爾蘭系列)境外基金2024年9月3日年度股東大會通知。

說明：

- 一、本公司經金融監督管理委員會核准，擔任野村基金(愛爾蘭系列)境外基金之總代理人，在國內募集及銷售，合先敘明。
- 二、茲函轉野村基金(愛爾蘭系列)將於2024年9月3日召開年度股東大會之通知事宜，詳細議程請參閱隨函檢附之野村基金(愛爾蘭系列)英文版及中譯股東通知書及委託書。
- 三、若欲委託表達意見，請於函附之英文委託書上由有權人簽署(原留印鑑/簽名)並註明日期，中文委託書僅為方便您閱讀之翻譯本，簽署於中文委託書上將不具效力。請於2024年9月1日前E-mail至Tudor Trust Limited(電子信箱：tudortrust@dilloneustace.ie)，或郵寄委託書正本至33 Sir John Rogerson's Quay, Dublin 2 Ireland(收件人：Ailish Taylor)。

正本：第一商業銀行股份有限公司信託處規劃部、台中商業銀行股份有限公司、高雄銀





行股份有限公司信託部、永豐商業銀行股份有限公司理財商品部、王道商業銀行股份有限公司財富管理部、王道商業銀行股份有限公司財富信託部、安泰商業銀行股份有限公司、玉山商業銀行股份有限公司信託部、陽信商業銀行股份有限公司信託部、彰化商業銀行股份有限公司信託處、元大商業銀行股份有限公司、國泰世華商業銀行股份有限公司信託部(統編12163963)、遠東國際商業銀行股份有限公司投資顧問部、遠東國際商業銀行股份有限公司信託部、臺灣新光商業銀行股份有限公司(信託部)、臺灣新光商業銀行股份有限公司(財富管理部)、合作金庫商業銀行(信託部)、三信商業銀行股份有限公司(信託部)、三信商業銀行股份有限公司(財管部)、華南商業銀行股份有限公司、京城商業銀行股份有限公司信託部、上海商業儲蓄銀行股份有限公司信託部、板信商業銀行股份有限公司信託部、兆豐國際商業銀行股份有限公司、台新國際商業銀行股份有限公司、聯邦商業銀行股份有限公司財管部、臺灣中小企業銀行股份有限公司、臺灣銀行股份有限公司信託部、台北富邦商業銀行股份有限公司、瑞興商業銀行股份有限公司信託部、容海國際證券投資顧問股份有限公司、凱基證券股份有限公司、富邦綜合證券股份有限公司、永豐金證券股份有限公司、統一綜合證券股份有限公司、基富通證券股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、安達國際人壽保險股份有限公司、富邦人壽商品行銷部 投資型企劃科、合作金庫人壽保險股份有限公司、安聯人壽保險股份有限公司、台灣人壽保險股份有限公司、三商美邦人壽保險股份有限公司、香港商香港上海匯豐銀行股份有限公司台北分公司(Wealth Business Services Department)、香港商香港上海匯豐銀行股份有限公司台北分公司(Wealth Development Department)、鉅亨證券投資顧問股份有限公司、中租證券投資顧問股份有限公司、日盛證券投資信託股份有限公司、群益證券投資信託股份有限公司、合作金庫證券投資信託股份有限公司、安聯證券投資信託股份有限公司、復華證券投資信託股份有限公司、富蘭克林華美證券投資信託股份有限公司、保德信證券投資信託股份有限公司、國泰證券投資信託股份有限公司、台新證券投資信託股份有限公司、第一金證券投資信託股份有限公司、瀚亞證券投資信託股份有限公司、台新人壽保險股份有限公司、好好證券股份有限公司、聯邦證券投資信託股份有限公司、華泰商業銀行股份有限公司、元大證券股份有限公司、元富證券股份有限公司

副本：

電	2024/08/12	文
交	20:06:44	章

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

[節譯文]

本文件係屬重要並需要您立即注意。若您對您應採取之行動有任何疑問，您應立即向您的獨立法律、稅務、財務或專業顧問尋求建議。如您已出售或轉讓您的所有股份，請將本文件及隨附之委託書交予買方、受讓人或其他經手出售或轉讓之代理人。野村基金（愛爾蘭系列）之董事承擔本文件內容之正確性責任。

野村基金（愛爾蘭系列）

（「本公司」）

（係根據愛爾蘭2014年公司法於愛爾蘭成立之具可變資本，且子基金間責任分離之傘型投資公司，並經愛爾蘭中央銀行根據經修訂之2011年歐洲共同體（可轉讓證券集合投資計畫）法規（S.I.號碼：2011年352號）授權成立之可轉讓證券集合投資計畫。

於2024年9月3日上午10時（愛爾蘭時間）在TUDOR TRUST LIMITED, 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, IRELAND 舉行本公司年度股東常會之召集通知載於附件1。無論您是否預計出席年度股東常會，謹請依據委託書格式上之指示將表格填妥及回擲。

委託書格式隨附於本通知，並應回擲至 Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland（收件人：Ailish Taylor tudortrust@dilloneustace.ie）。為使其有效，委託書格式應於年度股東常會或延期會議指定舉行時間48小時前送達上述地址。

若您的股份是以代名人之名義登記，您應立即指示您的代名人您希望如何投票，以允許您的代名人於指定會議時間前投票。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

2024年8月12日

野村基金（愛爾蘭系列）
33 Sir John Rogerson's Quay
Dublin 2
Ireland

致：野村基金（愛爾蘭系列）之全體股東

親愛的股東，

介紹

如您所知，野村基金(愛爾蘭系列) (下稱「本公司」) 係經愛爾蘭中央銀行根據經修訂之 2011 年歐洲共同體 (可轉讓證券集合投資計畫) 法規成立之開放式傘型可變資本投資公司。本公司為一傘型基金，子基金間之責任各自分離。目前，本公司有 34 檔子基金，詳列於本公司之公開說明書 (各自及合稱為「子基金」)。

本公司董事會已召開本公司年度股東常會 (「年度股東常會」)，股東將於會議上應要求：

普通事務

- (A) 收受並審酌截至 2023 年 12 月 31 日期間之董事會報告、會計師查核報告與財務報告。
- (B) 審視本公司事務。
- (C) 重新委任 EY 為本公司查核會計師，至次一年度股東常會止。
- (D) 授權董事會訂定本公司查核會計師之年度報酬。

特別事務

- (E) 以特別決議同意本公司章程之建議修正，其進一步細節摘述於本通知

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
附件 III。

(A) 收受並審酌截至 2023 年 12 月 31 日期間之董事會報告、會計師查核報告與財務報告。

本公司股東將應要求收受並審酌截至 2023 年 12 月 31 日期間之董事會報告、會計師查核報告與財務報告。

(B) 審視本公司事務。

本公司股東將應要求審視本公司事務。

(C) 本公司查核會計師之重新委任

本公司股東將應要求以普通決議同意重新委任 EY 為本公司查核會計師，至次一年度股東常會止。

(D) 查核會計師之報酬

本公司股東將應要求以普通決議同意授權董事會訂定本公司查核會計師之年度報酬。

(E) 本公司章程之建議修正

零股用詞之修正

本公司章程第 8.08 條規定如下：

「董事有權於本公司收到之認購款項不足以購買整股時發行零股，惟零股不附帶任何表決權，且任何基金或類別之零股股份之淨資產價值應按該零股股份於發行時相對於該基金或類別之整股股份之比例調整，而就該零股股份應付之任何股利應按類似方式調整。任何少於 0.0001 股股份之認購款項餘額將由本公司保留用以支付行政費用。」

建議透過特別決議修正本公司章程第 8.08 條，以允許本公司保留少於 0.0001 股股份（或董事可能決定之其他小數點位數）之任何認購款項餘額以支付行政費

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
用。這將藉由允許退還少於 0.0001 股之股份認購款餘額（或董事可能決定之其他小數點位數），使零股股份得發行至小數點後四位（或董事可能決定之其他小數點位數）。

本公司股東將被要求以特別決議方式表決之建議之章程修正全文，詳載於本通知附件 III。

允許從本金中支付配息之修正

本公司章程第 30.04 條規定，任何會計期間可供配息之金額如下：

「就任何會計期間而言，可供配息之金額應為相關會計期間內相關基金之淨收入（不論以股利、利息或其他形式）及/或已實現淨利得（即已實現利得扣除已實現及未實現損失）或已實現及未實現淨利得（即已實現及未實現利得扣除已實現及未實現損失），視情況進行調整.....」

謹建議透過特別決議修正本公司章程第 30.04 條，以允許從上述金額及/或根據中央銀行之規定，從會計期間歸屬於相關類別之相關基金本金中支付配息，並視情況進行調整。

本公司股東將被要求以特別決議方式表決之建議之章程修正全文，詳載於本通知附件 III。

(F) 可取得/可供查閱之文件

下列文件之影本得於任何營業日（星期六除外）之一般營業時間內，於本公司之註冊辦事處查閱：

- (i) 本公司組織大綱及章程；
- (ii) 本公司組織大綱及章程，以及擬提請考量，且若被認為可接受而由本公司股東透過特別決議方式同意之本公司章程之建議修正；及
- (iii) 本公司截至 2023 年 12 月 31 日之法定財務報表。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

本公司之組織大綱及章程與截至 2023 年 12 月 31 日之本公司法定財務報表影本，得於本公司註冊辦事處免費索取。

(G) 股東會議

本通知隨附下列文件：

- 於 2024 年 9 月 3 日上午 10 時於本公司位於 33 Sir John Rogerson's Quay, Dublin 2, Ireland 之註冊辦事處舉行年度股東常會之正式通知，將會審酌上述提案，並於需要時就該等提案投票；（附件 I）；
- 委託書表格將使您得透過代理人對提案進行投票（即如您不欲親自出席會議，則無須親自出席）；（附件 II）；
- 本公司章程之建議修正（附件 III）；及

*截至 2023 年 12 月 31 日止財務年度之董事會報告、財務報表及會計師報告得於以下網址取得：

www.nomura-asset.co.uk/fund-documents/

(H) 股東之同意

有關以特別決議同意之本公司組織大綱及章程之建議修正（詳載於附件 III），親自出席或委託代理人出席本公司年度股東常會投票之本公司股東，須有 75% 投票贊成各項適用之特別決議。

有關同意下列普通決議，親自出席或委託代理人出席本公司年度股東常會投票之本公司股東，須有超過 50% 投票贊成各項適用之普通決議：

- i) 本公司查核會計師之重新委任；及
- ii) 董事會訂定本公司查核會計師年度報酬之授權。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
本公司各項決議之法定人數為 2 名股東出席（親自出席或委託代理人）。倘於年度股東常會指定舉行時間起計半小時內，出席人數未達法定人數，則年度股東常會應延期至董事決定之其他時間舉行，並將隨後延期會議之日期、時間及地點通知股東。於延期會議中，法定人數由親自出席或委託代理人出席之股東構成，而不論其持有之股份數量或價值。

請閱讀委託書表格之註記，此將協助您填妥及回擲表格。為使其有效，您必須填妥委託書表格，並於年度股東常會或延期會議指定舉行時間不少於 48 小時前以郵寄、快遞寄存至 33 Sir John Rogerson's Quay, Dublin 2，或透過電子郵件方式寄至 tudortrust@dilloneustace.ie，收件人為 Ailish Taylor, Tudor Trust Limited。即使您已委託代理人，您仍可出席年度股東常會並於會議投票，但於此情形下，該代理人無權投票。

(I) 建議及應採取之行動

董事認為上述提出之特別決議及普通決議符合本公司股東之整體最佳利益，因此建議您投票贊成年度股東常會通知所載之決議。謹請您親自或委託代表人出席年度股東常會，以支持該等決議。

(J) 公開說明書之建議變更

董事亦希望藉此機會通知股東，倘上述修正章程第 30.04 條之特別決議經通過，本公司之公開說明書（「公開說明書」）亦將修正，以納入中央銀行規定有關從本金中支付股利之若干風險揭露。

茲議進一步告知股東，倘上述修正章程第 30.04 條之特別決議經通過，董事建議修改下列子基金現有之 BD 類及 TD 類股份 之配息政策，以允許從本金中支付股利（且公開說明書之相關增補亦將相應更新）：

- 美國非投資等級債券基金(本基金之配息來源可能為本金且本基金主要投資於符合美國 Rule 144A 規定之私募性質債券)
- 全球非投資等級債券基金(本基金之配息來源可能為本金且本基金主要投資於符合美國 Rule 144A 規定之私募性質債券且非屬環境、社會及治理相關主題之境外基金)

- (中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
- 全球多元收益債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)
 - 歐系貨幣非投資等級債券基金(本基金之配息來源可能為本金)

除非董事另行決定並預先通知股東，否則預計將不會從本金中支付於本文件日期已發行之子基金任何其他股份類別之股利。

(K) 生效日期

若本通知附件 III 所詳載之章程修正於年度股東常會上經通過，則該等修正將於相關特別決議於年度股東常會通過當日，或經修正之公開說明書於向中央銀行送件當日（以較遲者為準）起生效。

如果您對本通知有任何疑問，請聯繫 Nomura Asset Management U.K. Ltd 之 James Tucker，電話：+44 (0)20 7521 1841。

您誠摯的，

董事

野村基金(愛爾蘭系列)

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

附件 I

野村基金(愛爾蘭系列)(「本公司」)年度股東常會通知

茲通知，本公司為下述目的，將於 2024 年 9 月 3 日上午 10 時（愛爾蘭時間），假 33 Sir John Rogerson's Quay, Dublin 2, Ireland 舉行本公司股東之年度股東常會：

為審酌及審視

1. 收受並審酌截至 2023 年 12 月 31 日期間之董事會報告、會計師查核報告與財務報告。
2. 審視本公司事務。

普通決議

1. 重新委任 EY 為本公司查核會計師，至次一年度股東常會止。
2. 授權董事會訂定查核會計師之報酬。

特別決議

1. 同意本公司章程第 8.08 條之建議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。
2. 同意本公司章程第 30.04 條之建議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。

承董事會指示

Tudor Trust Limited

秘書

日期 2024 年 8 月 12 日

註： 有權出席本次會議並於會議投票之股東均有權任命一代理人出席並代表其投

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
票。代理人毋庸為股東。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

附件 II

委託書表格
野村基金(愛爾蘭系列)

持有人身份編號	帳戶編號及描述

本人/吾等 _____ 為上述所載之本公司之股份持有人，有權進行投票，茲指派 _____ 之 _____，或於未指派特定人士時，由會議主席（註2），或若其未能出席*，則為 Derval Keane（地址為 33 Sir John Rogerson's Quay, Dublin 2），或若其未能出席，則為 Ailish Taylor（地址為 33 Sir John Rogerson's Quay, Dublin 2），若其亦未能出席，則由一位 Tudor Trust Limited 之代表人作為本人/吾等之代理人*，以代表本人/吾等*於本公司於 2024 年 9 月 3 日上午 10 時（大概時間），假 33 Sir John Rogerson's Quay, Dublin 2, Ireland 舉行之年度股東常會，或任何重新召集之會議進行投票。

(*酌情刪除)

簽章： _____ 日期：2024 年 _____

請於下方空格處填入「X」，以指示台端對各決議之投票意向，或在下方空格處填入針對各決議「贊成」及/或「反對」之總票數。

為審酌及審視

1. 收受並審酌截至 2023 年 12 月 31 日期間之董事會報告、會計師查核報告與財務報告。
2. 審視本公司事務。

決議：

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

以普通決議通過	贊成	反對
1.重新委任 EY 為本公司查核會計師，至次一年度股東常會止。		
2.授權董事訂定查核會計師之報酬。		

以特別決議通過	贊成	反對
1.同意本公司章程第 8.08 條之建議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。		
2.同意本公司章程第 30.04 條之建議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。		

除非上述另有指示，否則代理人應按其認為適當之方式投票。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

野村基金(愛爾蘭系列)

(「本公司」)

委託書表格之註記

1. 若您已出售或另行轉讓所有股份，請儘速將本通知及隨附之委託書表格轉交予買受人或受讓人，或透過券商、銀行或其他使該出售或轉讓生效之代理人，轉交予買受人或受讓人。
2. 股東得自行選任指派代理人。若業已指派，請刪除「會議主席」之字樣，並將指派之代理人之姓名填入委託書內之空格中。
3. 若股東未填寫其選擇之代理人，則應假定其欲指定會議主席或任一上述之其他人士為其代理人。
4. 若委託人為公司法人，本表格應經公司用印簽署，或經指派之主管或經授權之代理人代表簽署，並請確認您已於簽署之表格中指明簽署之權能。
5. 若指派代理人之文書係由乙份授權書為之，請確認於您的委託書併同檢附該授權書正本或經公證核實之副本。
6. 如為共同持有人，無論其係親自投票或以代理方式投票，委託投票之首位列名之共同持有人之投票，應被視為排除其他共同持有人之投票而接受，且為此目的，首位列名者應以股東名簿上所記載之共同持有人之姓名順序決定之。
7. 若回擲本表格時，表格上並未就代理人應如何投票為任何指示，其得裁量決定如何投票或是否放棄投票。
8. 對本表格之任何更動應經簽署，始生效力。
9. 為使其有效，本表格（包括授權書或其他經簽署之授權（如有）或經公證核實之授權書或授權文件副本）應於填妥後，至遲於本

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
會議或延會舉行 48 小時前，以郵寄、快遞交存至 33 Sir John
Rogerson's Quay, Dublin 2，或透過電子郵件方式寄至
tudortrust@dilloneustace.ie，收件人為 Ailish Taylor, Tudor Trust
Limited。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

附件 III
本公司章程之建議修正

以下為本公司章程第 8.08 條，其中以底線標示建議修正：

「8.08 董事有權於本公司收到之認購款項不足以購買整股時發行零股，惟零股不附帶任何表決權，且任何基金或類別之零股股份之淨資產價值應按該零股股份於發行時相對於該基金或類別之整股股份之比例調整，而就該零股股份應付之任何股利應按類似方式調整。任何少於 0.0001 股（或董事可能決定之其他小數點位數）股份之認購款項餘額將由本公司保留用以支付行政費用。」

以下為本公司章程第 30.04 條，其中以底線標示建議修正：

「30.04 就任何會計期間而言，可供配息之金額應為相關會計期間內相關基金之淨收入（不論以股利、利息或其他形式）及/或已實現淨利得（即已實現利得扣除已實現及未實現損失）或已實現及未實現淨利得（即已實現及未實現利得扣除已實現及未實現損失）及/或，根據中央銀行之規定，從會計期間歸屬於相關類別之相關基金本金，並得根據下列標題作出適當調整：

- (a) 透過調整方式加入或扣除一筆款項，以因應出售或購買、付息或除息之影響；
- (b) 加入一筆相等於本公司於會計期間結束時就有關基金或類別應計但尚未收取之任何利息或股利或其他收入之款項，並扣除一筆相當於（如已於先前任何會計期間以加入之方式作出調整）前一會計期間結束時應計之利息或股利或其他收入之款項；
- (c) 加入前一會計期間可供分派但未分派之金額（如有）；
- (d) 加入一筆款項，表彰因公司稅收減免或雙重課稅減免或其他

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
方面之任何請求而產生之估計或實際之退稅；

- (e) 從本公司就相關基金或類別之收入或利得中扣除任何稅款或其他估計或實際應繳付之債務；
- (f) 扣除於會計期間註銷股份時支付之表彰參與收入之款項；
- (g) 扣除本公司認為適當之相關基金或類別費用之金額，包括但不限於組織費用、稅費及費用、應付給會計師、秘書處、本公司法律及其他專業顧問、董事、經理公司、存託機構、行政管理人及本公司指派之任何分銷商或投資經理人之費用及開支、對公開說明書及本公司章程之任何修正所產生之所有費用及附帶費用，以及這些費用包括在計算、請求或收回所有稅收減免和付款方面實際發生的所有成本、費用、專業費用和歸墊，以及任何已付或應付之借款利息，但以該等款項尚未被扣除，亦將不會被依本文第 2.00 條扣除者為限；惟本公司對預期獲得之本公司退稅或雙重課稅減免之任何預估錯誤，或任何本公司透過稅收或應收收入支付的任何款項之預估錯誤概不負責，倘若上述各項未能證明在各方面均屬正確，董事須確保任何因此而產生之差額或超額會在會計期間進行調整，在此期間進一步或最終結算該等退稅或債務或請求之減免，或任何該等估計收入之金額，且不得對先前宣告之任何股利作出調整。」

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK ADVICE FROM YOUR INDEPENDENT LEGAL, TAX, FINANCIAL OR PROFESSIONAL ADVISOR IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES, PLEASE FORWARD THIS DOCUMENT AND THE ACCOMPANYING PROXY TO THE PURCHASER, TRANSFEREE OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED. THE DIRECTORS OF NOMURA FUNDS IRELAND PLC ACCEPT RESPONSIBILITY FOR THE ACCURACY OF THE CONTENTS OF THIS DOCUMENT.

NOMURA FUNDS IRELAND PLC

(the “Company”)

(an umbrella investment company with variable capital, with segregated liability between sub-funds incorporated with limited liability in Ireland under the Companies Act 2014 and authorised by the Central Bank of Ireland as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011), as amended)

NOTICE CONVENING AN ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY AT TUDOR TRUST LIMITED, 33 SIR JOHN ROGERSON’S QUAY, DUBLIN 2, IRELAND AT 10 AM (IRISH TIME) ON 3rd SEPTEMBER, 2024 IS SET OUT IN APPENDIX 1. WHETHER OR NOT YOU PROPOSE TO ATTEND THE MEETING YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.

The Proxy Form is attached to this Circular and should be returned to Tudor Trust Limited, 33 Sir John Rogerson’s Quay, Dublin 2, Ireland (for the attention of Ailish Taylor tudortrust@dilloneustace.ie). To be valid the Proxy Form must be received at the above address, not later than 48 hours before the time fixed for the holding of the meeting or adjourned meeting.

If your Shares are registered in the name of a nominee, you should instruct your nominee as to how you wish to vote immediately to allow your nominee to vote by the time appointed for the meeting.

12th August, 2024

Nomura Funds Ireland plc
33 Sir John Rogerson's Quay
Dublin 2
Ireland

To: All the Members of Nomura Funds Ireland plc

Dear Member,

Introduction

As you are aware, Nomura Funds Ireland plc (the "**Company**") is an open-ended umbrella type investment company with variable capital authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended. The Company is an umbrella fund with segregated liability between sub-funds. Currently, the Company has 34 sub-funds, as listed in the Prospectus of the Company (each a "**Sub-Fund**" and collectively the "**Sub-Funds**").

The Directors of the Company have convened an annual general meeting of the members of the Company ("**AGM**") at which members will be asked:-

Ordinary Business

- (A) To receive and consider the Report of the Directors, the Auditor's report and the Financial Statements for the year ended 31st December, 2023.
- (B) To review the Company's affairs.
- (C) To re-appoint EY as the Company's Auditors to the Company until the conclusion of the next Annual General Meeting.
- (D) To authorise the Directors to fix the annual remuneration of the Auditors.

Special Business

- (E) To approve by special resolutions the proposed amendments to the Company's Articles of Association, further details of which are highlighted in Appendix III of this Circular.

(A) To receive and consider the Report of the Directors, the Auditor's report and the Financial Statements for the year ended 31st December, 2023

Members of the Company will be asked to receive and consider the Report of the Directors, the Auditor's report and the Financial Statements for the year ended 31st December, 2023.

(B) To review the Company's affairs

Members of the Company will be asked to review the Company's affairs.

(C) Re-appointment of the Company's Auditors

Members of the Company will be asked to approve by ordinary resolution the re-appointment of EY as Auditors to the Company until the conclusion of the next Annual General Meeting.

(D) Auditors' Remuneration

Members of the Company will be asked to authorise by ordinary resolution the Directors to fix the annual remuneration of the Auditors.

(E) Proposed amendments to the Company's Articles of Association

Amendment to fractional share wording

Article 8.08 of the Articles of Association of the Company provides as follows:

"The Directors shall be entitled to issue fractions of Shares where the subscription monies received by the Company are insufficient to purchase an integral number of Shares, provided, however, that fractional Shares shall not carry any voting rights and the Net Asset Value of a fractional Share of any Fund or Class shall be adjusted by the ratio which such fractional Share bears to an integral Share of that Fund or Class at the time of issue and any dividend payable on such fractional Shares shall be adjusted in like manner. Any balance of subscription moneys representing less than 0.0001 of a Share will be retained by the Company in order to defray administration costs."

It is proposed to amend by way of special resolution Article 8.08 of the Articles of Association of the Company in order to allow for any balance of subscription moneys representing less than 0.0001 (or such other number of decimal places as the Directors may determine) of a Share to be retained by the Company in order to defray administration costs. This will enable fractional Shares to be issued to four decimal places (or such other number of decimal places as the Directors may determine) by allowing the return of the balance of subscription moneys representing less than 0.0001 (or such other number of decimal places as the Directors may determine) of a Share.

The proposed amendment to the Articles of Association, on which the Company's members will be asked to vote by way of special resolution, is detailed in full in Appendix III of this Circular.

Amendment to allow for payment of distributions out of capital

Article 30.04 of the Articles of Association of the Company provides that the amount available for distribution in respect of any Accounting Period is as follows:

"The amount available for distribution in respect of any Accounting Period shall be the net income of

the relevant Fund (whether in the form of dividends, interest or otherwise) and/or net realised gains (i.e. realised gains net of realised and unrealised losses) or net realised and unrealised gains (i.e. realised and unrealised gains net of realised and unrealised losses) during the Accounting Period, subject to such adjustments as may be appropriate.....”

It is proposed to amend by way of special resolution Article 30.04 of the Articles of Association of the Company in order to allow for the payment of distributions out of the above amounts and/or, subject to Central Bank requirements, out of the capital of the relevant Fund attributable to the relevant Class during the Accounting Period, subject to such adjustments as may be appropriate.

The proposed amendment to the Articles of Association, on which the Company’s members will be asked to vote by way of special resolution, is detailed in full in Appendix III of this Circular.

(F) Documents which may be obtained / available for inspection

Copies of the following documents may be inspected during usual business hours on any business day (Saturdays excepted) at the registered office of the Company:-

- (i) Memorandum and Articles of Association of the Company;
- (ii) Memorandum and Articles of Association of the Company with proposed amendments to the Articles of Association to be considered, and if considered acceptable sanctioned, by the members of the Company by special resolution highlighted therein; and
- (iii) The statutory financial statements of the Company as of 31 December, 2023.

Copies of the Memorandum and Articles of Association of the Company and the statutory financial statements of the Company as of 31 December, 2023 may be obtained from the registered office of the Company free of charge.

(G) Members’ Meeting

This Circular is accompanied by the following documents:

- Formal notice of the AGM to be held at 10 a.m. on 3rd September, 2024 at the registered office of the Company at 33 Sir John Rogerson’s Quay, Dublin 2, Ireland at which the proposals set out above will be considered and where necessary voted upon; (APPENDIX I);
- Form of Proxy which will allow you to cast your votes by proxy on the proposals (i.e. without attending the meeting in person should you not wish to do so); (APPENDIX II);
- The proposed amendments to the Company’s Articles of Association (APPENDIX III); and

*The Directors’ Report and Financial Statements for the financial year ended 31 December, 2023 and the Report of the Auditors on those Statements are available at the following website address:

www.nomura-asset.co.uk/fund-documents/

(H) Members' Approval

For the sanctioning by special resolutions of the proposed amendments to the Company's Memorandum & Articles of Association, as detailed in Appendix III, 75% of the members of the Company, present in person or by proxy, who cast votes at the AGM of the Company, are required to vote in favour of each applicable special resolution.

For the sanctioning of the following ordinary resolutions, more than 50% of the members of the Company, present in person or by proxy, who cast votes at the AGM of the Company, are required to vote in favour of each applicable ordinary resolution:

- i) the re-appointment of the Company's Auditors; and
- ii) the authorisation for the Directors of the Company to fix the Auditors' annual remuneration.

The quorum for each resolution of the Company is two members present (in person or by proxy). If within half an hour from the time appointed for the AGM, a quorum is not present, the AGM shall be adjourned to such other time as the Directors may determine and members will be notified of the date, time and place of the subsequent adjourned meeting. At an adjourned meeting, the quorum is constituted by those members present in person or by proxy, regardless of the number or value of shares they hold.

Please read the notes printed on the proxy form which will assist you in completing and returning the form. To be valid, your form of proxy must be completed and deposited, by post, courier or email at tudortrust@dilloneustace.ie for the attention of Ailish Taylor, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. You may still attend and vote at the AGM even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote.

(I) Recommendation and action to be taken

The Directors are of the opinion that the proposed special resolutions and ordinary resolutions referred to above are in the best interests of members of the Company as a whole, and accordingly recommend that you vote in favour of the resolutions set out in the notice of the AGM. We would be grateful of your support for the resolutions either in presence at the AGM or by proxy.

(J) Proposed Changes to the Prospectus of the Company

The Directors would also like to take this opportunity to notify Shareholders that, if the special resolution to amend Article 30.04 of the Articles of Association referred to above is passed, the Company's prospectus, (the "Prospectus") will be amended to incorporate certain risk disclosures required by the Central Bank relating to the payment of dividends out of capital.

Shareholders are further advised that, if the special resolution to amend Article 30.04 of the Articles of Association referred to above is passed, the Directors propose to change the distribution policy in

respect of existing Class BD and Class TD Shares of the Sub-Funds listed below in order to allow for the payment of dividends out of capital (and the relevant Supplements to the Prospectus shall be updated accordingly):

- US High Yield Bond Fund
- Global Sustainable High Yield Bond Fund
- Global Dynamic Bond Fund
- European High Yield Bond Fund

Unless the Directors determine otherwise and notify Shareholders in advance, it is not envisaged that dividends will be paid out of capital in respect of any other Share Classes in Sub-Funds which are in issue as of the date hereof.

(K) Effective Date

If the amendments to the Articles of Association as detailed in Appendix III hereof are approved at the AGM, such amendments shall take effect upon the date of passing of the relevant special resolution at the AGM or on the date of filing of the revised Prospectus with the Central Bank, whichever is the later.

For any queries regarding this Circular, please contact James Tucker of Nomura Asset Management U.K. Ltd at : +44 (0)20 7521 1841.

Yours faithfully,



Director
Nomura Funds Ireland plc

APPENDIX I

NOTICE OF ANNUAL GENERAL MEETING OF NOMURA FUNDS IRELAND PLC (THE “COMPANY”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Company will be held at 33 Sir John Rogerson’s Quay, Dublin 2, Ireland on 3rd September, 2024 at 10a.m. (Irish Time) for the following purposes:

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, the Auditor’s report and the Financial Statements for the year ended 31 December, 2023.
2. To review the Company’s affairs.

ORDINARY RESOLUTIONS

1. To reappoint EY as Auditors to the Company until the conclusion of the next Annual General Meeting.
2. To authorise the Directors to fix the remuneration of the Auditors.

SPECIAL RESOLUTIONS

1. To approve the proposed amendment to Article 8.08 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12th August, 2024, subject to any amendments required by the Central Bank of Ireland.
2. To approve the proposed amendment to Article 30.04 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12th August, 2024, subject to any amendments required by the Central Bank of Ireland.

By order of the Board

Tudor Trust Limited
Secretary

Dated this 12th August, 2024

Note: A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member.

APPENDIX II

**FORM OF PROXY
NOMURA FUNDS IRELAND PLC**

Holder ID	Account ID & Description

I/We _____ of _____
being a holder of _____ shares in the above named Company and entitled to vote, hereby appoint
of _____
or in the absence of the appointment of any specified person, the Chairman of the Meeting (note 2) or
failing him Derval Keane of 33 Sir John Rogerson's Quay, Dublin 2 or failing her Ailish Taylor of 33 Sir
John Rogerson's Quay, Dublin 2 or failing her a representative of Tudor Trust Limited as my/our* proxy
to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at 33
Sir John Rogerson's Quay, Dublin 2, Ireland on the 3rd September, 2024 at 10 a.m. (approximately) or
any reconvened meeting thereof.

*(*delete as appropriate)*

Signature: _____ **Date:** _____ **2024**

Please indicate with an "X" in the spaces below how you wish your vote to be cast for each resolution
or alternatively insert the number of total votes to be cast "for" and/or "against" each resolution in the
spaces below.

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, the Auditor's report and the Financial Statements for the year ended 31 December, 2023.
2. To review the Company's affairs.

RESOLUTIONS

To be passed as Ordinary Resolutions	For	Against
1. To reappoint EY as Auditors to the Company until the conclusion of the next Annual General Meeting.		
2. To authorise the Directors to fix the remuneration of the Auditors.		

To be passed as Special Resolutions	For	Against
1. To approve the proposed amendment to Article 8.08 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12 th August, 2024, subject to any amendments required by the Central Bank of Ireland.		
2. To approve the proposed amendment to Article 30.04 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12 th August, 2024, subject to any amendments required by the Central Bank of Ireland.		

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

NOTES TO THE PROXY FORM
NOMURA FUNDS IRELAND PLC
(the “Company”)

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A member may appoint a proxy of his own choice. If the appointment is made delete the words "the Chairman of the meeting" and insert the name of the person appointed as proxy in the space provided.
3. If the Member does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairman of the meeting or one of the other persons mentioned above to act for them.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such Power of Attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Members.
7. If this form is returned without any indication as to how the person appointed proxy shall vote he will exercise his discretion as to how he votes or whether he abstains from voting.
8. Any alterations made to this form must be initialled to be valid.
9. To be valid, this form, including notarially certified copy of such power or authority must be completed and deposited, by post, courier or email at tudortrust@dilloneustace.ie for the attention of Ailish Taylor, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

APPENDIX III
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE COMPANY

Please find below Article 8.08 of the Articles of Association of the Company highlighting the proposed amendment thereto by underline:

“8.08 The Directors shall be entitled to issue fractions of Shares where the subscription monies received by the Company are insufficient to purchase an integral number of Shares, provided, however, that fractional Shares shall not carry any voting rights and the Net Asset Value of a fractional Share of any Fund or Class shall be adjusted by the ratio which such fractional Share bears to an integral Share of that Fund or Class at the time of issue and any dividend payable on such fractional Shares shall be adjusted in like manner. Any balance of subscription moneys representing less than 0.0001 (or such other number of decimal places as the Directors may determine) of a Share will be retained by the Company in order to defray administration costs.”

Please find below Article 30.04 of the Articles of Association of the Company highlighting the proposed amendment thereto by underline:

“30.04 The amount available for distribution in respect of any Accounting Period shall be the net income of the relevant Fund (whether in the form of dividends, interest or otherwise) and/or net realised gains (i.e. realised gains net of realised and unrealised losses) or net realised and unrealised gains (i.e. realised and unrealised gains net of realised and unrealised losses) and/or, subject to Central Bank Requirements, the capital of the relevant Fund attributable to the relevant Class during the Accounting Period, subject to such adjustments as may be appropriate under the following headings:-

- (a) addition or deduction of a sum by way of adjustment to allow for the effect of sales or purchases, cum or ex-dividend;
- (b) addition of a sum representing any interest or dividend or other income accrued but not received by the Company in respect of the relevant Fund or Class at the end of the Accounting Period and deduction of a sum representing (to the extent that an adjustment by way of addition has been made in respect of any previous Accounting Period) interest or dividends or other income accrued at the end of the previous Accounting Period;
- (c) addition of the amount (if any) available for distribution in respect of the last preceding Accounting Period but not distributed in respect thereof;
- (d) addition of a sum representing the estimated or actual repayment of tax resulting from any claims in respect of corporation tax relief or double taxation relief or otherwise;

- (e) deduction of the amount of any tax or other estimated or actual liability properly payable out of the income or gains of the Company in respect of the relevant Fund or Class;
- (f) deduction of a sum representing participation in income paid upon the cancellation of Shares during the Accounting Period;
- (g) deduction of such sum as the Company may think appropriate in respect of expenses of the relevant Fund or Class including but not limited to the Organisational Expenses, Duties and Charges, fees and expenses due to the Auditors, the Secretary, the legal and other professional advisers of the Company, the Directors, the Manager, the Depositary, the Administrator, and any Distributor or Investment Manager appointed by the Company, all expenses of and incidental to any amendments to the Prospectus and the Memorandum of Association and these presents expenses comprising all costs, charges, professional fees and disbursements bona fide incurred in respect of the computation, claiming or reclaiming of all taxation reliefs and payments, and any interest paid or payable on borrowings to the extent that such sum has not already been, nor will be deducted pursuant to Article 2.00 of these presents PROVIDED ALWAYS that the Company shall not be responsible for any error in any estimates of corporation tax repayments or double taxation relief expected to be obtained or of any sums payable by way of taxation or of income receivable, and if the same shall not prove in all respects correct, the Directors shall ensure that any consequent deficiency or surplus shall be adjusted in the Accounting Period in which a further or final settlement is made of such tax repayment or liability or claim to relief or in the amount of any such estimated income receivable, and no adjustment shall be made to any dividend previously declared.”