

# 國泰證券投資顧問股份有限公司 函

地址：11047 台北市信義路5段108號6樓  
傳真：(02)7711-7265

受文者：滙豐(台灣)商業銀行股份有限公司

發文日期：中華民國112年4月11日

發文字號：國泰投顧字第1120400003號

速別：普通件

密等及解密條件或保密期限：

附件：開會通知書與委託書(0400003A00\_ATTCH1.pdf)

主旨：謹通知本公司總代理之摩根士丹利系列基金(Morgan Stanley Investment Funds)(下稱「本基金」)召開股東年度大會，請查照。

說明：

一、本基金將於2023年5月10日星期三歐洲中部時間上午10時30分召開股東年度大會。

二、股東出席會議的資格將參考本基金於2023年5月5日（「記錄日期」）的股東登記冊釐定。各股東參加會議及行使其股份所附帶的投票權的權利將參考該股東於記錄日期所持股份釐定。

三、不克出席之股東可填妥委託書，於開會通知書上所載期限及其指定方式送達；亦可於2023年4月25日前將委託書送達本公司代為轉交。（地址：11047臺北市信義區信義路5段108號6樓 國泰投顧 基金送件 收）。

四、會議之議程及詳細內容，請參閱開會通知書及委託書。

五、如有任何疑義，請聯繫本公司專屬您的服務窗口或洽張小姐(02)7710-9699分機9625。

正本：中央再保險股份有限公司、安聯人壽保險股份有限公司、全球人壽保險股份有限公司、宏泰人壽保險股份有限公司、富邦人壽保險股份有限公司商品行銷部、台



裝

訂



線

灣人壽保險股份有限公司、台灣人壽保險股份有限公司-商品二部五科、台灣人壽保險股份有限公司-商品二部六科、國泰人壽保險股份有限公司投資型商品部、第一金人壽保險股份有限公司、遠雄人壽保險事業股份有限公司證券投資部、三商美邦人壽保險股份有限公司投資型保險部、安達國際人壽保險股份有限公司、臺灣銀行公教保險部、永豐證券投資信託股份有限公司、柏瑞證券投資信託股份有限公司、統一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、富邦證券投資信託股份有限公司、德信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、復華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、元大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、施羅德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、合作金庫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、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、野村證券投資信託股份有限公司、合作金庫商業銀行信託部、中國信託商業銀行股份有限公司信託部、法商法國巴黎銀行台北分公司、聯邦商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司信託部、華南商業銀行股份有限公司信託部、國泰世華商業銀行股份有限公司信託部、王道商業銀行股份有限公司、台新銀行理財商品處、高雄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、安泰商業銀行股份有限公司、元大商業銀行股份有限公司、台北富邦商業銀行股份有限公司信託處、台北富邦商業銀行投資商品處基金暨股權類商品科、永豐商業銀行股份有限公司、臺灣中小企業銀行股份有限公司信託部、台中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、第一商業銀行股份有限公司信託處規劃部、滙豐(台灣)商業銀行股份有限公司、國泰綜合證券股份有限公司、凱基證券股份有限公司、群益金鼎證券股份有限公司財富管理部信託處、元富證券股份有限公司、基富通證券股份有限公司、康和綜合證券股份有限公司、統一綜合證券股份有限公司、好好證券股份有限公司、遠智證券股份有限公司商品企劃室、元富證券投資顧問股份有限公司、宏遠證券投資顧問股份有限公司、元大證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、街口證券投資信託股份有限公司、中租證券投資顧問股份有限公司、國泰證券投資顧問股份有限公司全權委託部、凱基證券投資信託股份有限公司、新光人壽保險股份有限公司投連商品標的管理課、富邦綜合證券股份有限公司財管商品部、富邦綜合證券股份有限公司基金商品科

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董事長 王怡聰

2023年4月11日

各位股東：

謹通知 台端，Morgan Stanley Investment Funds（「本公司」）即將召開股東年度大會（「會議」）。本次會議詳情已載於隨附的開會通知書中。本公司亦希望藉此機會提供本公司於2022年的概覽。

## 本公司概覽

本公司於2022年出現多項重要變動。此等變動包括：

- 截至2022年12月31日止12個月推出15檔子基金：
  - Vitality Fund於2022年3月31日展開營運。
  - Japanese Small Cap Equity Fund於2022年4月7日展開營運。
  - Calvert Sustainable US Equity Select Fund於2022年4月8日展開營運。
  - Calvert Sustainable Developed Markets Equity Select Fund於2022年4月8日展開營運。
  - Calvert Sustainable Developed Europe Equity Select Fund於2022年4月8日展開營運。
  - Calvert Sustainable Diversity, Equity and Inclusion Fund於2022年4月8日展開營運。
  - Calvert Sustainable Climate Aligned Fund於2022年4月8日展開營運。
  - Calvert Sustainable Emerging Markets Equity Select Fund於2022年5月31日展開營運。
  - Calvert Sustainable Climate Transition Fund於2022年7月27日展開營運。
  - Calvert Sustainable Global Green Bond Fund於2022年8月10日展開營運。
  - Sustainable Global High Yield Bond Fund於2022年11月18日展開營運。
  - Sustainable US High Yield Bond Fund於2022年12月2日展開營運。
  - Short Duration US Government Income Fund於2022年12月2日展開營運。
  - US Value Fund於2022年12月2日展開營運。
  - American Resilience Fund於2022年12月15日展開營運。
- 截至2022年12月31日止12個月關閉3檔子基金：
  - Real Assets Fund於2022年7月22日清算。
  - Global Infrastructure Unconstrained Fund於2022年10月6日清算。
  - Liquid Alpha Capture Fund於2022年11月3日清算。
- 截至2022年12月31日止12個月變更下列子基金名稱：
  - 歐洲、中東及非洲新興股票基金於2022年5月16日更名為新一代新興市場基金。
  - Sustainable Global Credit Fund於2022年11月17日更名為Global Credit Fund。
- 截至2022年12月31日止12個月無任何子基金進行合併。
- 截至2022年12月31日止12個月推出132個股份類別。完整清單請參閱年報。截至2022年12月31日止12個月關閉18個股份類別（不包括被合併之股份類別）。完整清單請參閱年報。
- 截至2022年12月31日止12個月，本公司三名董事Andrew Mack先生、Henry Kelly先生及William Jones先生辭任。

本公司認為上述發展及措施將持續改善本公司的成本效益及管理。截至2022年12月底，本公司的資產約為734億美元。

## 年報

請注意，年報可於以下網址下載：

<http://www.morganstanleyinvestmentfunds.com>

若 台端要求本公司寄發報告副本，請致電以下號碼，與盧森堡及其他地區的客戶服務行政團隊聯絡。

## **Morgan Stanley Investment Management客戶服務行政團隊–聯絡方式**

一般事宜：cslux@morganstanley.com

英國／北歐國家：電話：(+352) 34 64 61 10

德國／奧地利／瑞士／列支敦斯登：電話：(+352) 34 64 61 20

法國／比荷盧：電話：(+352) 34 64 61 30

西班牙／葡萄牙／南美洲：電話：(+352) 34 64 61 40

義大利／希臘：電話：(+352) 34 64 61 50

亞洲：電話：(+65) 6834 6232 電郵：sgcsa@morganstanley.com

美國境外及美洲：電話：(+1) 800 231 2026 電郵：latamclientservice@morganstanley.com

董事會

2023年4月11日

各位股東：

謹此邀請 台端出席 MORGAN STANLEY INVESTMENT FUNDS（「本公司」）於2023年5月10日星期三歐洲中部時間上午10時30分於本公司註冊辦事處召開之股東年度大會（「會議」），會議議程如下：

1. 提呈截至2022年12月31日止會計年度的董事會報告及審計師報告。
2. 批准截至2022年12月31日止會計年度的經查核年度帳目及業績之分配。
3. 確認截至2022年12月31日止會計年度的經查核年度帳目詳述之分派。
4. 准予解除本公司董事於截至2022年12月31日止會計年度履行的職責。
5. 重新委任Susanne van Dootinck、Diane Hosie、Zoë Parish、Carine Feipel及Arthur J. Lev擔任本公司董事，任期至將審議截至2023年12月31日止會計年度的經查核年度帳目的下一次股東年度大會，或至其繼任者獲委任為止。
6. 確認及批准向本公司董事支付截至2022年12月31日止會計年度的薪酬<sup>1</sup>。
7. 重新委任Ernst & Young作為本公司審計師，任期至將審議截至2023年12月31日止會計年度的經查核年度帳目的下一次股東年度大會為止。

董事會建議股東投票贊成所提議案。

經查核年度帳目、審計師報告及董事會報告將可於法定時限內在[www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com)下載。任何或所有該等文件均可於向本公司的註冊辦事處作出書面請求後寄發予 台端。

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<sup>1</sup>本公司之非執行董事將按比例收取每年80,000歐元的薪酬（較之前的65,000歐元增加了15,000歐元—經定期審查後，該增幅被認為與本公司增長及監管日益複雜的情況相稱）。如本公司公開說明書所揭露，該等薪酬從固定行政管理費中支取。換言之，董事薪酬不會對本公司任何子基金的總開支比率造成任何影響。Zoë Parish不會就擔任董事從本公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席將按比例收取每年10,000歐元的額外薪酬，同樣從固定行政管理費中支取。

# 摩根士丹利

Morgan Stanley Investment Funds  
Société anonyme –  
Société d'Investissement à Capital  
Variable  
European Bank and Business Centre  
6B route de Trèves  
L-2633 Senningerberg,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 29192

股東出席會議的資格將參考本公司於2023年5月5日（「**記錄日期**」）的股東登記冊釐定。各股東參加會議及行使其股份所附帶的投票權的權利將參考該股東於記錄日期所持股份釐定。

會議議案之決議並無最低出席人數之限制，議案之可決，以代表過半數股份的股東投票同意即通過。

所有有權投票之股東均有權委派代理人代其出席會議及投票。代理人毋須為股東，但可為本公司董事。

台端可使用隨附於開會通知書之委託書並透過以下方式擲回，以便於會議上進行投票：(i) 於隨附之委託書上簽名並註明日期後，將該填妥之委託書於2023年5月5日歐洲中部時間下午5時前寄回（請註明：收件人：Maria Parasiliti，c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg），或 (ii) 以電郵寄至Luxembourg.company.secretarial@jpmorgan.com。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。倘若所收到之委託書未指明帳戶號碼，則將不予以考慮。

董事會

謹啟

<稱謂> <名字> <姓氏>  
<地址行1>  
<地址行2>  
<地址行3>  
<郵遞區號> <鎮/市>  
<國家>

## 委託書

本人／吾等，即以下簽署人\_\_\_\_\_，為 MORGAN STANLEY INVESTMENT FUNDS（「公司」）股東，謹就本人／吾等於公司登記冊或透過登記名義人持有之股份，特此委任\_\_\_\_\_或會議主席為本人／吾等之代理人（此等委任不可撤回），以在本人於2023年5月5日仍為股東的情況下，全權代表本人／吾等於2023年5月10日歐洲中部時間上午10時30分於本公司註冊辦事處召開之股東年度大會及其任何延會或續會（「會議」），就以下議程進行審議，及以本人／吾等的名義代表本人／吾等就下列議程中的事宜投票<sup>2</sup>：

	贊成	反對	棄權
1. 提呈截至2022年12月31日止會計年度的董事會報告及審計師報告。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 批准截至2022年12月31日止會計年度的經查核年度帳目及業績之分配。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 確認截至2022年12月31日止會計年度的經查核年度帳目詳述之分派。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. 准予解除公司董事於截至2022年12月31日止會計年度履行的職責。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. 重新委任 Susanne van Dootinck、Diane Hosie、Zoë Parish、Carine Feipel 及 Arthur J. Lev 擔任公司董事，任期至將審議截至2023年12月31日止會計年度的經查核年度帳目的下一次股東年度大會，或至其繼任者獲委任為止。			

<sup>2</sup> 若未在相應方格中作出標記，委託書持有人將有權自行決定如何進行投票。



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	贊成	反對	棄權
5.1 重新委任Susanne van Dootinh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 重新委任Diane Hosie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 重新委任Zoë Parish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 重新委任Carine Feipel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5 重新委任Arthur J. Lev	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. 確認及批准向公司董事支付截至2022年12月31日止會計年度的薪酬 <sup>3</sup> 。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 重新委任Ernst & Young作為公司審計師，任期至將審議截至2023年12月31日止會計年度的經查核年度帳目的下一次股東年度大會為止。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

委託書持有人亦獲授權得根據盧森堡法律規定為任何陳述、進行所有投票、簽署所有會議記錄及其他文件，以及從事及辦理就完成及履行其基於本委託書之職責而言係屬合法、必要或有助益之一切行為。

若本次會議因故休會或延期，本委託書仍屬有效。

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<sup>3</sup>本公司之非執行董事將按比例收取每年80,000歐元的薪酬（較之前的65,000歐元增加了15,000歐元—經定期審查後，該增幅被認為與本公司增長及監管日益複雜的情況相稱）。如本公司公開說明書所揭露，該等薪酬從固定行政管理費中支取。換言之，董事薪酬不會對本公司任何子基金的總開支比率造成任何影響。Zoë Parish不會就擔任董事從本公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席將按比例收取每年10,000歐元的額外薪酬，同樣從固定行政管理費中支取。

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請透過以下方式交回本委託書：(i) 於委託書上簽名並註明日期後，將該填妥之委託書於2023年5月5日歐洲中部時間下午5時前寄回（請註明：收件人：Maria Parasiliti，c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg），或 (ii) 以電郵寄至 Luxembourg.company.secretarial@jpmorgan.com。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。

帳戶號碼

若未註明帳戶號碼，投票將不計入考慮

2023年\_\_\_\_\_於\_\_\_\_\_簽署

簽名<sup>4</sup>\_\_\_\_\_

<sup>4</sup> 簽名毋須公證。

11 April 2023

Dear Shareholders,

We wish to inform you of the upcoming Annual General Meeting (the “**Meeting**”) of Morgan Stanley Investment Funds (the “**Company**”). Details of this meeting are contained in the enclosed notice of Meeting. We would also like to take this opportunity to provide an overview of the Company during 2022.

## **Company Overview**

A number of important changes to the Company occurred during 2022. These changes included:

- In the twelve months to 31 December 2022, 15 sub-funds were launched:

On 31 March 2022, Vitality Fund commenced operations.

On 7 April 2022, Japanese Small Cap Equity Fund commenced operations.

On 8 April 2022, Calvert Sustainable US Equity Select Fund commenced operations.

On 8 April 2022, Calvert Sustainable Developed Markets Equity Select Fund commenced operations.

On 8 April 2022, Calvert Sustainable Developed Europe Equity Select Fund commenced operations.

On 8 April 2022, Calvert Sustainable Diversity, Equity and Inclusion Fund commenced operations.

On 8 April 2022, Calvert Sustainable Climate Aligned Fund commenced operations.

On 31 May 2022, Calvert Sustainable Emerging Markets Equity Select Fund commenced operations.

On 27 July 2022, Calvert Sustainable Climate Transition Fund commenced operations.

On 10 August 2022, Calvert Sustainable Global Green Bond Fund commenced operations.

On 18 November 2022, Sustainable Global High Yield Bond Fund commenced operations.

On 2 December 2022, Sustainable US High Yield Bond Fund commenced operations.

On 2 December 2022, Short Duration US Government Income Fund commenced operations.

On 2 December 2022, US Value Fund commenced operations.

On 15 December 2022, American Resilience Fund commenced operations.

- In the twelve months to 31 December 2022, 3 sub-funds were closed:

On 22 July 2022, Real Assets Fund was liquidated.

On 6 October 2022, Global Infrastructure Unconstrained Fund was liquidated.

On 3 November 2022, Liquid Alpha Capture Fund was liquidated.

- In the twelve months to 31 December 2022, the following sub-funds names were changed:

On 16 May 2022, Emerging Europe, Middle East and Africa Equity Fund changed its name to NextGen Emerging Markets Fund.

On 17 November 2022, Sustainable Global Credit Fund changed its name to Global Credit Fund.

- In the twelve months to 31 December 2022, no sub-funds were merged.
- In the twelve months to 31 December 2022, 132 share classes were launched. For a complete list, please refer to the Annual Report. In the twelve months to 31 December 2022, 18 (not including merged share classes) share classes were closed. For a complete list, please refer to the Annual Report.
- In the twelve months to 31 December 2022, three directors of the Company, Mr. Andrew Mack, Mr. Henry Kelly, and Mr. William Jones, resigned.

We believe the developments and initiatives outlined above continue to improve the cost effectiveness and governance of the Company. The assets of the Company are approximately \$73.4bn at end of December 2022.

## Annual Report

Please be advised that the annual report will be available to download at:

<http://www.morganstanleyinvestmentfunds.com>

If you require a copy of the report to be sent to you, please call our Client Service Administrator team in Luxembourg and elsewhere on the numbers below.

## Morgan Stanley Investment Management Client Service Administration - Contacts

General email: [cslux@morganstanley.com](mailto:cslux@morganstanley.com)

United Kingdom / Nordic Countries: Tel: (+352) 34 64 61 10

Germany / Austria / Switzerland / Liechtenstein: Tel: (+352) 34 64 61 20

France / Benelux: Tel: (+352) 34 64 61 30

Spain / Portugal / South America: Tel: (+352) 34 64 61 40

Italy / Greece: Tel: (+352) 34 64 61 50

# Morgan Stanley

Morgan Stanley Investment Funds  
Société anonyme –  
Société d'Investissement à Capital  
Variable  
European Bank and Business Centre  
6B route de Trèves  
L-2633 Senningerberg,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 29192

Asia: Tel: (+65) 6834 6232 email: [sgcsa@morganstanley.com](mailto:sgcsa@morganstanley.com)

US Offshore and Americas: Tel: (+1)800 231 2026

[email](mailto:latamclientservice@morganstanley.com): [latamclientservice@morganstanley.com](mailto:latamclientservice@morganstanley.com)

Board of Directors

11 April 2023

Dear Shareholder,

You are invited to attend the MORGAN STANLEY INVESTMENT FUNDS (the “**Company**”) annual general meeting to be held on Wednesday, 10 May 2023, at 10.30 a.m. CET at the registered office of the Company with the following agenda (the “**Meeting**”):

1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2022.
2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2022.
3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2022.
4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2022.
5. Re-appointment of, Susanne van Doottingh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2023, or until their successors are appointed.
6. Ratification and approval of the payment of the remuneration to the directors of the Company for the financial year ended 31 December 2022<sup>1</sup>.
7. Re-appointment of the auditor of the Company, Ernst & Young S.A., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2023.

The Board of Directors recommends that shareholders vote in favour of the proposed resolutions.

The audited annual accounts, the report of the auditor and the report of the Board of Directors will be available to download within the legal timeframe at [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com). Any or all of such documents may be sent to you upon request in writing to the registered office of the Company.

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<sup>1</sup> Non-executive directors of the Company will receive a remuneration amounting to EUR 80,000 *per annum* on a pro rata basis (an increase of EUR 15,000.- from the previous amount of EUR 65,000.- which is considered commensurate, following a period review, with the growth of the Company and increasing regulatory complexity). The amount is taken from the fixed administration charge, as disclosed in the Company's prospectus. This means that the directors' remuneration will not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish will not receive any compensation from the Company for her role as director as she is a full time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson will receive an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

Shareholder's eligibility to attend the Meeting will be determined by reference to the Company's register of shareholders on 5 May 2023 (the "**Record Date**"). Each shareholder's right to participate at the Meeting and to exercise the voting right attached to his/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

Resolutions on the agenda of the Meeting will require no quorum and the resolutions will be passed by a simple majority of the shares represented and voting.

All shareholders entitled to vote are entitled to appoint proxies to attend and vote instead of them. A proxy need not be a shareholder, but may be a director of the Company.

You may indeed vote at the Meeting by using the proxy form attached to the convening notice and returning it (i) by post duly completed, dated, signed and marked for the attention of Maria Parasiliti to c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg prior to 5 May 2023 at 5 p.m. CET, or (ii) by email at [Luxembourg.company.secretarial@jpmorgan.com](mailto:Luxembourg.company.secretarial@jpmorgan.com). Where reasonably possible, proxies received after this deadline, but prior to the Meeting, will be accepted but this cannot be guaranteed. Proxies received without the indication of an account number, will NOT be taken into account.

Yours faithfully

Board of Directors

<Title> <Forename> <Surname>  
<Address Line 1>  
<Address Line 2>  
<Address Line 3>  
<Postal Code> <Town/City>  
<Country>

## Proxy Form

I / We the undersigned \_\_\_\_\_, being shareholder(s) of MORGAN STANLEY INVESTMENT FUNDS (the “**Company**”), and with respect to my/our shares held on the Register of the Company or via a nominee, hereby give(s) irrevocable proxy to \_\_\_\_\_ or to the Chairperson of the Meeting with full power of substitution, to represent me/us at the annual general meeting to be held on 10 May 2023 at 10.30 am CET at the registered office of the Company and at any postponement or adjournment thereof in order to deliberate upon the following agenda (the “**Meeting**”), to the extent that I am still a shareholder on 5 May 2023, and in my/our name and on my/our behalf to vote on the matters in the following agenda<sup>2</sup>:

	In Favour	Against	Abstention
1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Susanne van Doottingh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2023, or until their successors are appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>2</sup> In absence of mark in the appropriate box, the proxy-holder is empowered to cast votes at his discretion.



	In Favour	Against	Abstention
5.1 Re-appointment of Susanne van Dootingh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Re-appointment of Diane Hosie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Re-appointment of Zoë Parish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 Re-appointment of Carine Feipel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5 Re-appointment of Arthur J. Lev	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification and approval of the payment of the remuneration to the directors of the Company for the financial year ended 31 December 2022 <sup>3</sup> .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of the auditor of the Company, Ernst & Young S.A., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy-holder is furthermore authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law.

The present proxy will remain in force if this Meeting, for whatever reason, is postponed or adjourned.

Please return the present proxy (i) by post duly completed, dated and signed and marked for the attention of Maria Parasiliti, c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg,

<sup>3</sup> Non-executive directors of the Company will receive a remuneration amounting to EUR 80,000 *per annum* on a pro rata basis (an increase of EUR 15,000.- from the previous amount of EUR 65,000.- which is considered commensurate, following a period review, with the growth of the Company and increasing regulatory complexity). The amount is taken from the fixed administration charge, as disclosed in the Company's prospectus. This means that the directors' remuneration will not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish will not receive any compensation from the Company for her role as director as she is a full time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson will receive an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

Grand-Duchy of Luxembourg, prior to 5 May 2023 at 5 p.m. CET, or (ii) by email at Luxembourg.company.secretarial@jpmorgan.com. Where reasonably possible, proxies received after this deadline, but prior to the Meeting, will be accepted but this cannot be guaranteed.

**Account Number**

\_\_\_\_\_

**if the account number is not indicated, then the vote will NOT be taken into account**

Made in \_\_\_\_\_ dated this \_\_\_\_\_ 2023

Signature<sup>4</sup> \_\_\_\_\_

\_\_\_\_\_  
<sup>4</sup> It is not necessary that the signature(s) be notarised.