

(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]

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, FINANCIAL OR PROFESSIONAL ADVISOR IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR SHARES IN NOMURA FUNDS IRELAND PLC, PLEASE HAND THIS DOCUMENT AND THE DOCUMENTS ACCOMPANYING IT AT ONCE TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFEREE AS SOON AS POSSIBLE.

本文件係屬重要並需要您立即注意。如果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、財務或專業顧問尋求建議。如您已出售或轉讓您於野村基金（愛爾蘭系列）之所有股份，請立即將本文件及附隨文件交予進行出售或轉讓的股票經紀人、銀行或其他代理，以便盡快轉讓予買方。

CIRCULAR TO SHAREHOLDERS OF

NOMURA FUNDS IRELAND PLC

致野村基金（愛爾蘭系列）股東之通知書

(THE "COMPANY")

（「本公司」）

Notice of the Extraordinary General Meeting of Members of the Company, to be held on 14th April, 2022 is attached at the end of this document.

本文件末附有將於 2022 年 4 月 14 日召開之本公司特別股東大會通知。

If you are a registered holder of Shares in the Company, a form of proxy for use in connection with the meeting of the Company is enclosed with this document. You are requested to complete the form of proxy in accordance with the instructions printed on the form and to forward it to the address shown on the form as soon as possible and in any event so as to arrive not later than forty-eight hours before the time appointed for the meeting.

若您為本公司股份之登記持有人，本文件將隨附一份與本公司會議相關之委託書。請您依照表格上印載之說明填寫委託書表格，並儘快將其遞交至表格所示之地址，無論如何請至遲於會議指定時間前四十八小時送達。

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.

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。

The Directors of the Company accept responsibility for the accuracy of the contents of this document.

本公司之董事承擔本文件內容之正確性責任。

(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)

NOMURA FUNDS IRELAND PLC
野村基金（愛爾蘭系列）

Registered Office: 33 Sir John Rogerson's Quay, Dublin 2, Ireland
註冊辦公室：33 Sir John Rogerson's Quay, Dublin 2, Ireland

To: The Members of:

Nomura Funds Ireland plc (the "Company")

致： 野村基金（愛爾蘭系列）（「本公司」）之股東

Date: 22nd March, 2022

日期：2022 年 3 月 22 日

Dear Member,
親愛的股東，

1. INTRODUCTION
介紹

The Company is authorised by the Central Bank of Ireland (the "**Central Bank**") as a UCITS umbrella fund with segregated liability between sub-funds (the "**Sub-Funds**") and is established as an open-ended investment company incorporated with limited liability under the laws of Ireland.

本公司經愛爾蘭中央銀行（「**中央銀行**」）授權為一 UCITS 傘形基金，子基金（「**子基金**」）間責任各自獨立，並依愛爾蘭法律設立為一有限責任之開放式投資公司。

We are also writing to you to notify you of the proposed appointment of Bridge Fund Management Limited (the "**Manager**") as the UCITS management company of the Company and the impact this appointment will have on the Memorandum and Articles of Association for the Company (the "**M&A**") and the fees payable by the Company.

我們亦致函通知您，我們擬委任 Bridge Fund Management Limited（「**管理公司**」）為本公司 UCITS 之管理公司，以及該委任將對本公司組織章程大綱及細則產生之影響（「**公司章程**」），及本公司應支付之費用。

2. FOR REVIEW AND CONSIDERATION
供審查及考量

The following are the matters for review and consideration by the Members:
以下為供股東審查及考量之事項：

1. To review and consider the amendments to the M&A and the imposition of a Management Fee (as defined below) regarding the proposed appointment of the Manager as further outlined herein.
有關提議之管理公司委任之公司章程調整及管理費用施加(如下定義)之審閱及考慮，將於以下進一步詳述。

CHANGES TO THE M&A AND THE PROPOSED APPOINTMENT OF THE MANAGER
公司章程變動及管理公司委任之提議

(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)

Background

背景

The Company is currently authorised by the Central Bank as a self-managed investment company.
本公司目前由中央銀行授權為自行管理之投資公司。

It is proposed that the Company will appoint the Manager as its UCITS management company (the **"Proposed Appointment"**).

茲提議本公司將委任管理公司作為其 UCITS 之管理公司(「**委任提議**」)。

Rationale for the Proposed Appointment

委任提議之理由

The rationale for the Proposed Appointment is primarily to enhance the Company's corporate governance structure in an evolving regulatory environment. There are a number of reasons why such enhancement is viewed as being necessary for the Company including, the increasing administrative complexity associated with the operation of the Company owing to the number of sub-funds, the additional regulatory obligations and requirements imposed by the Central Bank, the complexity associated with maintaining the full suite of the Company's policies and procedures and the emergence of the management company as the preferred organisational and corporate governance structure for UCITS funds.

委任提議之理由主要是為了在不斷變化的監理環境中加強本公司的治理架構。有諸多理由認為此等變更對於本公司而言係屬必要，包括本公司運作上因子基金之數量而益增之行政複雜度、中央銀行額外施加之監理義務及要求、維持本公司完整政策及程序之複雜度，而此亦顯現管理公司是 UCITS 基金首選的組織及公司治理架構。

Implications of the Proposed Appointment

委任提議之影響

Once the Proposed Appointment is effective, the Company will become an externally managed investment company and will cease to operate as a self-managed investment company.

一旦委任提議生效，本公司將成為一外部管理之投資公司，並將停止以自行管理投資公司運作。

The appointment of the Company's various service providers and the related material contracts will, pursuant to the requirements of the Central Bank, be adjusted as applicable to reflect the presence of the Manager in the Company's organisational structure (for example, the Manager will now appoint the Company's administrator Brown Brothers Harriman Fund Administration Services (Ireland) Limited (the **"Administrator"**) and the Company's investment manager Nomura Asset Management U.K. Limited (the **"Investment Manager"**)).

本公司各服務提供者之委任及相關重要合約將依據中央銀行之要求調整，以適切地反映管理公司於公司組織架構之存在（例如，管理公司現將委任公司之行政管理人 Brothers Harriman Fund Administration Services (Ireland) Limited (「**行政管理人**」) 及本公司之投資經理 Nomura Asset Management UK Limited (「**投資經理**」)。

The Investment Manager will continue their appointment as the investment manager of the relevant Sub-Funds and the Manager will at all times continue to delegate the investment management function in respect of the Sub-Funds to the Investment Manager.

投資經理將繼續被委任為相關子基金的投資經理，管理公司並將始終持續將有關子基金之投資管理職能委派予投資經理。

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As outlined above, the Company's corporate governance structure will change with the Manager assuming responsibility for ensuring compliance with many of the Company's obligations under the UCITS Regulations and the Central Bank's Fund Management Companies Guidance. The Proposed Appointment will not, however, result in any change in the investment management style or level of risk in the Sub-Funds' portfolios.

如上述，本公司之治理架構將隨基金管理公司之責任而改變，以確保其遵守 UCITS 條例及中央銀行基金管理公司指引規定之諸多公司義務。然而，委任提議將不會導致子基金投資組合之投資管理形式或風險層級發生任何變化。

The Proposed Appointment will result in amendments to the M&A and the imposition of a management fee payable to the Manager in respect of each of the Sub-Funds as will be disclosed in the Prospectus of the Company (the "**Prospectus**") previously (the "**Management Fee**").

委任提議將導致公司章程之修訂，並徵收將於本公司公開說明書（「公開說明書」）中揭露之各子基金應向管理公司支付之管理費（「管理費」）。

Changes to the M&A of the Company requiring Members' approval

公司章程變動需經股東同意

Subject to Members' approval and any changes as may be required to comply with the requirements of the Central Bank, it is proposed to amend the M&A to permit the Proposed Appointment. Extracts of the revised M&A (highlighting proposed changes) are included in Appendix B to this Circular.

經股東核准及為遵守中央銀行之要求而可能需進行之任何更改，茲提議修改公司章程以允許委任提議。修訂公司章程之摘錄（標示提議變更）包含於本通知信之附錄 B。

If approved by the Members, the changes to the M&A required to facilitate the Proposed Appointment will become effective on the date such resolution is passed. A full copy of the revised M&A reflecting the proposed changes in Appendix B may be obtained at the registered office of the Company.

如果經股東批准，為促進委任提議所需之公司章程變更將於該決議通過之日生效。反映附錄 B 中之提議變更之經修訂公司章程之完整影本可於本公司的登記辦公室索取。

Imposition of a Management Fee requiring Members' approval

實施管理費需經股東同意

The Management Fee will take effect on the Effective Date (as defined below). The Management Fee proposed to be disclosed in the Prospectus which requires Members' approval is the maximum Management Fee that the Manager can charge as detailed below and it is this Management Fee that requires your approval:

管理費將於生效日期（如下定義）生效。擬揭露於公開說明書且需經股東同意之管理費，為管理公司所得收取之最高管理費，詳情如下述。且該管理費需經您的同意：

Pursuant to the management agreement between the Company and the Manager, the Manager is entitled to charge the Company an annual fee not to exceed a maximum of 0.01% of the Net Asset Value of the Company per annum. The Manager's fee shall be subject to the imposition of VAT if required. The fee will be calculated and accrued daily and is payable monthly in arrears. The Manager's fee may be waived or reduced by the Manager, in consultation with the Directors. The Manager shall also be entitled to be repaid all of its out of pocket expenses out of the assets of the Company.] The Manager shall be entitled to be reimbursed out of the assets of each Sub-Fund for any VAT on all fees and expenses payable to or by it.

根據本公司與管理公司之間之管理協議，管理公司有權向本公司收取每年最高不超過公司資產淨值 0.01% 的年費。如有需要，就管理公司之費用應徵收增值稅。該費用將按日計算及累積，並按月支付。經與董事協商，管理公司得免除或減少管理公司費用。管理公司亦有權自本公司資產受償其所有代墊費用。管理公司有權從各子基金的資產中就其應付或由其支付的所有費用和支出支增值稅受償。

(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)

Notwithstanding the imposition of the Management Fee, given that the Company no longer has to comply with the requirement to appoint designated persons pursuant to the Central Bank's Fund Management Companies Guidance, such designated persons services that are currently being provided by a third party to the Company, will no longer be incurred by the Company. As a result, it is anticipated that the fees payable to the Manager as a UCITS management company will not result in a significant increase in fees payable by the Company. However, the imposition of the Management Fee requires the approval of Members in accordance with the Central Bank's requirements as there has been, to date, no management fees payable to a UCITS management company. As such, your approval of the imposition of the Management Fee, is required.

儘管收取管理費，鑑於本公司不再需要遵守根據中央銀行之基金管理公司指引指定特定人員之要求，目前由第三方向本公司提供的此類特定人員服務將不再由公司承擔。因此，預期作為 UCITS 管理公司而向管理公司支付之費用，將不會導致本公司應付費用顯著增加。然而，因迄今為止並未曾向 UCITS 管理公司支付管理費，該管理費之收取依據中央銀行之要求需經股東同意，因此需要您同意該等管理費之收取。

Aside from the proposed amendments to the M&A, it is anticipated that the Proposed Appointment will have no adverse effect on the rights of Members and will be generally in their best interests. All costs and expenses associated with the Proposed Appointment including but not limited to legal fees, costs in relation to printing and issuance of this notice will be borne by the Company.

除了對公司章程之修訂提議外，預計委任提議將不會對股東權利產生不利影響，並且整體上符合其最佳利益。與委任提議相關之所有成本及費用，包括但不限於法律費用以及印刷及發布本通知之有關費用，將由本公司承擔。

Effective Date

生效日期

The Proposed Appointment is intended to take effect upon the Proposed Appointment being cleared by the Central Bank and the revised Prospectus and management agreement appointing the Manager being noted by the Central Bank. It is currently expected that the Proposed Appointment will be effected on or around 29th April 2022 (the "**Effective Date**").

委任提議擬於中央銀行核准委任提議，以及中央銀行備查經修訂公開說明書及委任管理公司之管理協議後生效。目前預計委任提議將於 2022 年 4 月 29 日或其前後生效（「**生效日**」）。

On the Effective Date, the Company will appoint the Manager to act as its UCITS management company by way of a management agreement entered into by the Company and the Manager.

於生效日，本公司將藉由本公司與管理公司訂立之管理協議，指派管理公司作為其 UCITS 之管理公司。

An application will be filed with the Central Bank with effect from the Effective Date to alter the Company's status as a self-managed investment company to an externally managed investment company.

自生效日起將向中央銀行提出申請，以將本公司從自行管理投資公司之身份變更為外部管理之投資公司。

Action to be taken

應採取之行動

In order to consider the proposal set out in this document, you are advised first to read all the enclosed documentation. If you have any questions you should contact your financial adviser.

為了考慮本文件所列之建議，建議您首先閱讀所有附隨之文件。如果您有任何問題，請聯繫您的財務顧問。

(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)

In **Appendix A** to this document, you will find a Notice convening an Extraordinary General Meeting of the Members of the Company on 14th April, 2022 at which the necessary resolutions will be put to the Members of the Company.

於本文件之**附錄 A**，您將看到一份關於於 2022 年 4 月 14 日召開公司特別股東大會之通知，屆時將向公司股東提出必要決議。

Members should vote either by attending the Extraordinary General Meeting of the Company or by completing and returning the form of proxy for the Company enclosed with this Circular. If you wish to vote at the Extraordinary General Meeting of the Company by proxy you should complete and return the form of proxy for the Company by email to tudortrust@dilloneustace.ie. To be valid, the form of proxy must be received not later than forty-eight hours before the time fixed for holding the Extraordinary General Meeting.

股東應以出席本公司特別股東大會或填妥並交回本通知信所附本公司委託書格式之方式投票。如果您希望通過代理人於公司特別股東大會上投票，您應填寫並以電子郵件將本公司之委託書寄送至 tudortrust@dilloneustace.ie。為使其有效，委託書至遲必須於特別股東大會預計召開時間之前四十八小時收受。

If your Shares in the Company are registered in the name of a nominee, you can exercise your vote in relation to those Shares only by directing the registered holder to vote on your behalf.

若您於本公司之股份是以代名人義登記，您只能藉由指示登記持有人代表您投票以就該等股份行使投票權。

If you have sold or transferred all of your Shares, you should pass this document, together with the relevant accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

若您已出售或轉讓您的所有股份，您應將本文件連同相關附隨文件轉交予買受人或受讓人，或進行出售或轉讓之股票經紀人、銀行或其他代理人，以便其傳送予買受人或受讓人。

Two members present either in person or by proxy shall constitute a quorum for the purposes of the meeting of the Company. If a quorum is not present within half an hour from the time appointed for the Extraordinary General Meeting, the Extraordinary General Meeting will be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

兩名親自或由代理人出席之股東應構成本公司會議之法定人數。如果於指定召開特別股東大會時間之半小時內未達到法定人數，特別股東大會將延期至下週之同一日、同一時間和地點，或其他董事會可能決定之時間及地點。如果在延期會議之指定時間半小時內未達到法定人數，則出席股東數即構成法定人數。

If you have any queries relating to these matters, please contact James Tucker (Email: James.Tucker@nomura-asset.co.uk. Telephone: +44 (0)20 7521 1841). Telephone calls may be recorded.

如果您對該等事項有任何疑問，請聯繫 James Tucker（電子郵件：James.Tucker@nomura-asset.co.uk。電話：+44 (0)20 7521 1841）。電話將可能被錄音。

Members' approval

股東之同意

For the sanctioning of the special resolution to approve the relevant proposed amendments to the M&A that are set above, seventy-five percent (75%) of the Members of the Company, present in person or by proxy, who cast votes at the EGM of the Company, is required to vote in favour of it.

(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)

為同意上述有關公司章程修訂提議之特別決議，應有百分之七十五 (75%)之本公司股東親自或委託代理人出席，並於本公司特別股東大會上投贊成票。

For the sanctioning of the ordinary resolution to approve the proposed Management Fee as set out above, a majority of the holders of participating shares of the Company (the “Shareholders”), present in person or by proxy, who cast votes at the EGM of the Company, is required to vote in favour of it. 為同意上述管理費提議之普通決議案，多數之本公司參與股份持有人（「股東」），無論親自或委託代理人出席，應於本公司特別股東大會上投贊成票。

Notification

通知

After the Extraordinary General Meeting of the Company, the Directors of the Company will write to Members of the Company in order to advise them of the outcome of the Extraordinary General Meeting of the Company. If the special resolution to approve the proposed changes to the M&A is passed by the Members, the changes outlined in respect of the M&A shall take effect on the date of the EGM, while if the ordinary resolution to approve the proposed Management Fee is passed by the Shareholders the imposition of the Management Fee shall take effect on the Effective Date. Members shall have the right to redeem their Shares on 15th April 2022 being the first Dealing Day after the EGM in accordance with the procedures set out in the Prospectus. No redemption charge shall be payable on the redemption of the Shares of the Company during the period from the date of the passing of the resolutions outlined in this Circular up to and including the Effective Date.

於本公司特別股東大會後，本公司董事將致函予本公司股東，以告知彼等本公司特別股東大會之結果。如果股東通過提議之公司章程變更之特別決議，則有關公司章程之變更將於特別股東大會召開之日起生效，而如果提議之管理費普通決議通過，則向股東收取之管理費將於生效日期起生效。股東有權根據公開說明書所定之程序，於 2022 年 4 月 15 日，即特別股東大會後之第一個交易日贖回其股份。於本通知信所載之決議案經通過之日起至生效日期之期間內(包括生效日)，贖回本公司股份毋須支付任何贖回費用。

Changes to the Prospectus

公開說明書之變更

The Prospectus will be updated to reflect the Proposed Appointment and the various adjustments to the Company's organisational structure that results from the Proposed Appointment as well as the fees payable to the Manager. Please refer to the revised Prospectus for further details. A copy of the revised Prospectus will be available on or around the Effective Date, free of charge upon request from the Administrator and on www.nomura-asset.co.uk.

公開說明書將更新以反映委任提議及因委任提議而對本公司組織架構所作之各種調整，以及應給予管理公司的費用。詳情請參閱經修訂之公開說明書。於生效日期前後，將可自行政管理人免費索取經修訂公開說明書之影本，其並可於 www.nomura-asset.co.uk 取得。

COVID-19 Measures

COVID-19 措施

The Directors of the Company considers the health of shareholders, attendees and staff a top priority and has implemented, and will continue to implement, the measures advised by the Health Service Executive (“HSE”) to minimise the spread of COVID-19.

本公司董事將股東、與會者及工作人員之健康視為首要，並已實施且將繼續實施衛生服務執行官（「HSE」）所建議之措施，以盡量減少 COVID-19 傳播。

With a view to reducing COVID-19 transmission at the upcoming Extraordinary General Meeting (“EGM”), please note the following:

(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)

為了於即將舉行之特別股東大會（「EGM」）減少 COVID-19 傳播，請注意以下幾點：

- Members are strongly encouraged to appoint a proxy to attend and vote at the EGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the EGM may present a risk to themselves and others;
強烈建議股東委任代理人代表其出席特別股東大會並投票，作為充分並安全行使其權利之首選方式，因親自出席特別股東大會可能替自身及他人帶來風險；
- Members are encouraged to submit questions in advance to tudortrust@dilloneustace.ie;
謹鼓勵股東提早提交問題至 tudortrust@dilloneustace.ie；
- The EGM will be held in accordance with HSE guidance, accordingly:
特別股東大會將依據 HSE 指引舉行，基此：
 - the meeting will be conducted with the minimum quorum required ;
大會將依據要求之最小定足數舉行；
 - as above personal attendance is not recommended and shareholders are encouraged to appoint proxies;
如上述，並不建議親自出席，鼓勵股東委任代理人；
 - votes will be by show of hands. Where any resolution is defeated, only then will there be a poll. (The chairman will bring a pre-completed polling card);
投票將以舉手方式進行。僅在任何決議被否決之情況，方進行投票。（主席將攜帶預先填妥之投票卡）；
- It is recommended that shareholders keep up-to-date with HSE guidance regarding travel, self-isolation and health and safety precautions.
建議股東及時了解有關旅行、自我隔離以及健康及安全預防措施之 HSE 指引。

(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)

Yours faithfully,
誠摯地，

Director

董事

Nomura Funds Ireland plc

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)

APPENDIX A

附件 A

NOTICE OF EXTRAORDINARY GENERAL MEETING OF

NOMURA FUNDS IRELAND PLC (THE “COMPANY”)

野村基金(愛爾蘭系列)(「本公司」)特別股東大會通知

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at the registered office of Nomura Funds Ireland plc at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 14th April, 2022 at 10.00 a.m. for the following purposes:-

特此通知，本公司特別股東大會將於 2022 年 4 月 14 日上午 10 點於野村基金愛爾蘭 plc 之註冊辦公室（地址為 33 Sir John Rogerson's Quay, Dublin 2, Ireland）舉行，目的如下：-

SPECIAL BUSINESS

特別事務

SPECIAL RESOLUTION

特別決議

1. To adopt, subject to the inclusion of any further amendments as may be necessary to comply with the UCITS Regulations, the Central Bank UCITS Regulations and with the requirements of the Central Bank, the amendments to the M&A of the Company, further details of which are highlighted in Appendix B of the Circular issued by the Company to Members dated 22nd March 2022.

同意本公司在符合 UCITS 條例、中央銀行 UCITS 規範及中央銀行之要求，修訂公司章程，納入相關之必要修訂，進一步詳情載於本公司 2022 年 3 月 22 日向股東發出之通知信附錄 B。

ORDINARY BUSINESS

一般事務

ORDINARY RESOLUTION

普通決議

2. To approve the proposed fees payable by the Company in respect of the Manager's appointment as a UCITS management company as outlined in the Circular dated 22nd March 2022, subject to any amendments required by the Central Bank.

同意 2022 年 3 月 22 日通知信所概述之本公司就委任管理公司為 UCITS 管理公司應支付之擬議費用，其或依中央銀行之要求而修改。

Dated this 22nd March , 2022

日期 2022 年 3 月 22 日

**For and on behalf of
Nomura Funds Ireland plc**

(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)

此致並代表

野村基金(愛爾蘭系列)

Note: A Member who is entitled to attend and vote at this Meeting is entitled to appoint a proxy who need not be a Member of the Company to attend and vote for him.

註：有權出席本次會議並於會議投票之股東有權任命一毋庸為公司股東之代理人出席並代表其投票。

(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)

FORM OF PROXY

NOMURA FUNDS IRELAND PLC (THE "COMPANY")

委託書

野村基金(愛爾蘭系列) (「本公司」)

I/We _____
being a Member(s) of the Company, hereby appoint _____
of _____

or in the absence of the appointment of any specified person or in the event of a nominated proxy being unable to attend the Extraordinary General Meeting, the Chairperson of the Meeting or failing him/her* any representative from Tudor Trust Limited of 33 Sir John Rogerson's Quay, Dublin 2 as my/our* proxy to vote for me/us* on my/our* behalf at the Extraordinary General Meeting of the Company to be held at the registered office of Nomura Funds Ireland plc at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 14th April, 2022 at 10.00 am and at any adjournment thereof.

*strike through as appropriate

我/我們 _____ 身為貴公司之股東，於此委任 _____ 之 _____ 或未委任任何特定個人或指名之代理人未能出席特別股東大會之情形下，由會議主席，或其*未能出席，由* 來自 Tudor Trust Limited of 33 Sir John Rogerson's Quay, Dublin 2 之任何代表作為我/我們* 之代理人，於野村基金(愛爾蘭系列)註冊辦事處(地址為 33 Sir John Rogerson's Quay, Dublin 2, Ireland)於 2022 年 4 月 14 日上午 10 點及任何延後時間舉行之特別股東大會上代表我/我們*進行投票。

*酌情刪除

Member Account Number: _____

股東帳戶編號: _____

Signature: _____

Date: _____ 2022

簽章: _____

日期: 2022 年 _____

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

請於下方空格中以「X」表示您希望如何投票。

SPECIAL RESOLUTION:	For	Against	Abstain
特別決議:	贊成	反對	棄權
1. To adopt, subject to the inclusion of any further amendments as may be necessary to comply with the UCITS Regulations, the Central Bank UCITS Regulations and with the requirements of the Central Bank, the amendments to the M&A of the Company, further details of which are highlighted in Appendix B the Circular issued by the Company to Members dated 22 nd March 2022. 於納入符合 UCITS 條例、中央銀行 UCITS 條例及中央銀行要求之任何進一步修訂之前提下，通過對公司章程之修訂。進一步詳情本公司已於 2022 年 3 月 22 日向會員發出的通函附錄 B 中載述。 (Note all Members of the Company may vote on this Resolution) (注意本公司之所有股東得就本議案投票)			

(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)

ORDINARY RESOLUTION: 普通決議：	For 贊成	Against 反對	Abstain 棄權
<p>1. To approve the proposed fees payable by the Company in respect of the Manager's appointment as a UCITS management company as outlined in the Circular dated 22nd March 2022, subject to any amendments required by the Central Bank. 同意 2022 年 3 月 22 日通知信所概述之本公司就委任管理公司為 UCITS 管理公司應支付之擬議費用，其或依中央銀行之要求而修改。 (Note only Members of the Company that hold Participating Shares of the Company may vote on this Resolution) (注意僅持有本公司參與股份之本公司股東得參與本議案表決)</p>			

Notes

註記

- A registered Member of Nomura Funds Ireland plc is entitled to attend and vote at the Members' Meeting or is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a Member.
野村基金(愛爾蘭系列)之登記股東有權出席並於會員大會上投票，或有權指定代理人代表其出席並投票。代理人不必是股東。
- If the appointed proxy is a corporation, this form must be under the common seal or under the hand of an officer or attorney duly authorised on his behalf.
如果指定代理人為一間公司，則此委託書必須蓋有公司章或由代表其正式授權之管理公司或律師親筆簽署。
- To be valid this Form of Proxy must be fully completed and deposited at the registered office of Nomura Funds Ireland plc at the address indicated on the form, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting unless otherwise indicated in the circular to Members.
為使本委託書生效，除致股東之通知信另有說明，須於指定舉行會議或延期會議之前四十八小時以內，將本委託書完整填寫並寄存於其上所示地址之野村基金(愛爾蘭系列)註冊辦事處。
- The signature of the Member must be witnessed by a notary public or other duly authorised public official. In order to cast the Member's vote as specified in the Form of Proxy, the proxy/representative must be present at the appointed place, date and time, as specified herein, and bring his/her passport.
股東之簽名必須經公證人或其他正式授權的公職人員見證。為了按照委託書指定的方式投票，代理人/代表必須於本函規定的指定地點、日期和時間到場，並攜帶其護照。
- A poll may be taken on the ordinary resolution / special resolution. Every Member entitled to vote who is present in person or by proxy will have one vote for every Share of which he is a Member. A person entitled to more than one vote need not use all his votes or cast them the same way.
普通決議/特別決議可能進行投票表決。每位親自或透過代理人出席之有權投票股東將對其每一股擁有一票。有權投數票者，毋庸將其全部選票或投票均以相同方式行使。
- In the case of joint Members, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members and for this purpose seniority shall be determined by the order in which the names appear in the register of Members of the Company.
於聯名股東之情況，應接受親自或以代理人方式投票之先位股東的投票，但不包括其他聯名股東之投票，為此目的，優先順序應按其姓名出現於本公司股東名冊內之順序決定之。

(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)

APPENDIX B
附件 B

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

NOMURA FUNDS IRELAND PLC (THE “COMPANY”)

關於野村基金(愛爾蘭系列)之公司章程修訂提案

Please find below the relevant extracts from the memorandum & articles of association of the Company highlighting the proposed amendments thereto.

以下為本公司之公司章程擬議修訂之相關摘要。

Legend:
Insertion
Deletion

(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)

[節錄本]

公司法 2014

股份有限公司

野村基金(愛爾蘭系列)

之

組織章程大綱及細則

為一可變資本、開放式傘型投資公司，各基金責任獨立

(經 2006 年 8 月 22 日、2006 年 11 月 15 日、2014 年 4 月 25 日、2014 年 10 月 15 日、2016 年 6 月 30 日及 2022 年[]月[]日之特別決議修正)

DILLON  EUSTACE

33 Sir John Rogerson's Quay, Dublin 2, Ireland.

www.dilloneustace.ie

(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）

1.00 定義

1.01

“Manager” means any person, firm or corporation appointed and for the time being acting as manager of the Company’s affairs.

管理公司 係指被委認並於當時擔任本公司事務之管理人之任何個人、公司或機構。

“Management Agreement” means any management agreement made between the Company and the Manager relating to the appointment and duties of the Manager as may be amended from time to time.

管理協議 係指任何於本公司及管理公司之間，涉及管理公司之委任及職責之管理協議（及其隨時之修訂）。

3.00 MANAGER, DEPOSITARY, INVESTMENT MANAGER, ADMINISTRATOR AND DISTRIBUTOR

3.00 管理公司、存託機構、投資經理、行政管理人、總分銷機構

3.01 A Manager appointed by the Company shall be approved by the Central Bank and the terms of any Management Agreement shall be in accordance with Central Bank Requirements and the Regulations. The terms of appointment of any Manager may authorise such Manager to appoint (with the powers of sub-delegation) agents or delegates at the expense of the Company or otherwise as determined by the Company and the Manager. The maximum fee that may be charged by the Manager (as detailed in the Prospectus or relevant Supplement or Management Agreement and which for the avoidance of doubt shall include any performance related fee payable to the Manager) shall not be increased without approval of the Shareholders of the relevant Fund or Class on the basis of (i) an Ordinary Resolution passed at a general meeting of the relevant Fund or Class or (ii) by way of a written resolution signed in accordance with Clause 20.13 hereof. The Company shall provide Shareholders with reasonable notice in the event of an increase of the maximum fee payable to the Manager to enable a Shareholder

(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)

to redeem some or all of their Shares prior to the implementation of the proposed increase.

- 3.01 經本公司委任之管理公司應經中央銀行核准，而任何管理協議之條款應符合中央銀行之要求及規則。任何管理公司之委任條款得授權該等管理公司（具有再授權之權力）指派代理人或代表，費用由本公司承擔或由本公司及管理公司決定。管理公司可能收取之最高費用（詳見公開說明書或相關增補或管理協議，為免疑義，應包括給付管理公司之任何與績效相關的費用）未經 (i) 相關基金或級別之股東大會通過之普通決議或 (ii) 根據本章程第 20.13 條簽署之書面決議，不得增加。若應給付管理公司之最高費用增加，本公司應向股東提供合理之通知，以使股東得以於擬議增加之前買回其部分或全部股份。

Where the Central Bank Requirements or the Central Bank impose an obligation on the “responsible person” with respect to any matter contained herein, the Directors shall, subject to any limitations thereon as determined by the Directors, be deemed to have authorised any Manager appointed by the Company to exercise such powers on their behalf.

於中央銀行之規定或中央銀行對「負責人」就任何關於本章程之事項課與義務時，董事應於經董事決議之任何限制內，被視為已授權經本公司委任之管理公司代表其行使該等權力。

- 3.02 Subject to the terms of the Management Agreement, either party to the Management Agreement may terminate the Management Agreement upon providing the relevant notice and in such circumstances as set out in the Management Agreement. In the event of the Manager desiring to retire or the Company desiring to remove the Manager from office and the Directors determining to appoint a Manager in lieu of the Manager retiring or being replaced, the Directors of the Company shall use their reasonable endeavours to find a person, firm or corporation willing to act as Manager and subject to the prior approval of the Central Bank, the Directors shall appoint such person, firm or corporation to be Manager in place of the former Manager. Any such replacement of the Manager will be carried out in such a manner that ensures the protection of Shareholders.

- 3.02 根據管理協議之條款，管理協議任何一方均得於本協議所載之該等情形下發出相關通知後終止管理協議。若管理公司欲退任或公司希望將其解任，董事決定委任管理公司以代替退任或被更換之管理公司，本公司董事應盡

(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)

合理努力尋找合適之人選、公司或企業擔任管理公司，並於獲得中央銀行事先核准之情況下，董事應委任該等人選、公司或企業使其接替原本之管理公司。管理公司之任何更改將以確保股東權益不被侵害之方式進行。

The Manager may not retire or be removed from office until (i) the Directors shall have found a corporation willing to act as Manager and such corporation shall have been appointed Manager in place of the former Manager or (ii) the Directors shall have determined to seek authorisation from the Central Bank as a self managed Company pursuant to the Regulations and such authorisation has been obtained.

直到 (i) 董事找到願意擔任管理公司之公司，且該等公司應被委任接替原本之管理公司，或 (ii) 董事決定根據規則向中央銀行尋求自行管理本公司之核准，並已獲得該等核准，管理公司不得退任或被解任。

The Manager may also be replaced by the Central Bank in accordance with the provisions of the Regulations.

管理公司亦可依據規則之規定由中央銀行接替之。

3.03 The Company, or in the event of the appointment of a Manager by the Company, the Manager may appoint

3.03 本公司或由本公司委任管理公司時，管理公司得委任

3.03.1 one or more persons, firms or corporations to act as Investment Manager for the purpose of managing the investment and reinvestment of the Investments of the Company attributable to one or more Funds on a discretionary basis;

一或多個人、公司或企業擔任投資經理人以全權管理歸屬於一個或多個基金之本公司投資的投資與再投資。

3.03.2 one or more persons, firms or corporations to act as Investment Advisor to the Company in respect of one or more Funds;

一或多個人、公司或企業擔任本公司就一個或多個基金之投資顧問。

(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)

3.03.3 a person, firm or corporation to act as Administrator of the Company (or any Fund thereof) for the purpose of administering the affairs of the Company; or

一人、公司或企業擔任本公司（或其任何基金）之行政管理人，其旨為本公司之事務管理。

3.03.4 a person, firm or corporation to act as Distributor for the purposes of marketing and distributing Participating Shares of the Company.

一人、公司或企業擔任本公司之總分銷機構以分銷本公司之參與股份。

and, in each case, to perform such other duties upon such terms and conditions including without limitation the right to remuneration, reimbursement of expenses and indemnification and such powers of delegation as may be agreed between the parties from time to time.

並於各種情形下，執行包括但不限於報酬、支出之補償、賠償及經各方同意所授與權力之權利。

The appointment of any Administrator, Investment Manager, Investment Advisor or Distributor to the Company or any Fund thereof shall be effected in accordance with any applicable requirements of the Central Bank.

任何根據中央銀行適用之要求所委任至本公司之行政管理人、投資經理、投資顧問或總分銷機構或至任何基金者，皆應為有效。

3.04 An Investment Manager appointed by the Company or in the event of the appointment of a Manager by the Company, the Manager, shall be approved by the Central Bank and the terms of any Investment Management Agreement shall be in accordance with Central Bank Requirements and the Regulations. The maximum fee that may be charged by the Investment Manager (as detailed in the Prospectus or relevant Supplement or Investment Management Agreement and which for the avoidance of doubt shall include any performance related fee payable to the Investment Manager) shall not be increased without approval of the Shareholders of the relevant Fund or Class on the basis of (i) an Ordinary Resolution passed at a general meeting of the relevant Fund or Class or (ii) by way of a written resolution signed in accordance with Clause 20.13 hereof. The Company shall provide Shareholders with reasonable notice in the event of an increase of the maximum fee payable to the Investment Manager to

(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)

[enable a Shareholder to redeem some or all of their Shares prior to the implementation of the proposed increase.](#)

本公司指派之投資經理人或於本公司指派管理公司之情況下，應經中央銀行之核准，而任何投資管理協議之條款應符合中央銀行之要求及規則，投資經理人得收取之最高費用（詳見公開說明書或相關增補或投資管理協議，為免生疑義，應包括給付予投資經理人之任何績效相關費用），未經 (i) 相關基金或級別之股東大會通過之普通決議或 (ii) 根據本章程第 20.13 條簽署之書面決議，不得於未經相關基金或級別股東之同意下增加。如果應給付予管理公司之最高費用增加，本公司應向股東提供合理之通知，以使股東得以於擬議增加之前買回其部分或全部股份。

[餘略]