

PGIM FUNDS PLC (下稱「本公司」)
年度股東會通知

特此通知，本公司年度股東大會（下稱「股東會」）將於 2023 年 1 月 12 日下午 4 時 30 分（愛爾蘭時間）在 Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland 召開：

日常業務事項

- (a) 取得及審議經查核之公司財務報表及截至 2022 年 6 月 30 日止公司董事及查核會計師之報告。
- (b) 續聘 PricewaterhouseCoopers 為本公司之查核會計師（下稱「查核會計師」），直至下屆股東會結束為止，屆時須將法定財務報表提交本公司。
- (c) 授權本公司董事決定查核會計師之報酬。
- (d) 審查本公司之事務。

前開所列第 2 及 3 項須經本公司股東表決。

日期：2022 年 11 月 17 日

董事會指示

代表
Dechert Secretarial Limited

公司秘書

注意事項

- 有權出席股東會並投票的股東得委任一名或多名代理人代其出席並投票。
- 代理人不必是本公司之股東。
- 如為法人團體，則委託書必須經法人團體用印，或經正式書面授權之主管或律師簽名。
- 經簽署之委託書連同授權書或其他授權文件（如有）或該授權書經公證之副本，寄回至 Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland。PGIM Funds Plc 股東得於 2023 年 1 月 10 日下午 4 時 30 分（愛爾蘭時間）前傳真至 (+) 353 1 4368501 或透過電子郵件發送至 dbnfsfgcorporatesecretary@dechert.com。股東會將於 2023 年 1 月 12 日下午 4 時 30 分（愛爾蘭時間）召開。

委託書

PGIM FUNDS PLC (下稱「本公司」)年度股東會

本人/本公司 _____

地址： _____

(下稱「股東」)

為本公司之股東，茲委任主席或 Jeff Mackey 或 Aoife Ni Riain 或 Pearce Manning 或 Katie Crossan (地址： Second Floor, 5 Earlsfort Terrace, Dublin, D02 CK83, Ireland)

擔任股東之代理人出席將於 2023 年 1 月 12 日下午 4 時 30 分（愛爾蘭時間）召開之本公司年度股東大會。

代理人將投票如下：

給代理人之投票指示 (以「X」標記選擇)			
決議之名稱或說明：	贊成	棄權	反對
1.續聘 PricewaterhouseCoopers 為本公司之查核會計師（下稱「查核會計師」），直至下屆股東會結束為止，屆時須將法定財務報表提交本公司。			
2.授權本公司董事決定查核會計師之報酬。			
除非另有指示，否則代理人應按其認為合適之方式投票			
股東簽名： _____ 日期： _____			

如果您希望藉此表格來支持任何決議，請在上面“贊成”標題下的框中標記 X。如果您希望藉此表格對任何決議棄權，請在“棄權”標題下的方框中標記 X。如果您希望藉此形式的委託以反對任何決議，請在上面“反對”標題下的框中標記 X。否則，該方指定的代理人將按其認為合適的方式投票。

注意事項

- 議案 1 及 2 須經普通決議，即至少 50% 股東親自或委託代理人出席股東會，並就各項議案投票贊成之。
- 除非另有指示，否則代理人將按其認為合適之方式投票。
- 如果本委託書由公司簽署，則必須加蓋其印章或經正式授權之高階管理人員或代理人簽署。
- 經簽署之委託書連同授權書或其他授權文件（如有）或該授權書經公證之副本，寄回至 Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland。PGIM Funds Plc 股東得於 2023 年 1 月 10 日下午 4 時 30 分（愛爾蘭時間）前傳真至 (+) 353 1 4368501 或透過電子郵件發送至 dbnfsfgcorporatesecretary@dechert.com。股東會將於 2023 年 1 月 12 日下午 4 時 30 分（愛爾蘭時間）召開。

NOTICE OF ANNUAL GENERAL MEETING

of

PGIM FUNDS PLC
(the “Company”)

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT 4:30 PM (IRISH TIME) ON 12 JANUARY 2023, AT SECOND FLOOR, 5 EARLSFORT TERRACE, DUBLIN 2, IRELAND

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and reports of the directors of the Company (“**Directors**”) and auditors for the year ended 30 June 2022.
2. To re-appoint PricewaterhouseCoopers as the auditors of the Company (the “**Auditors**”) to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To review the affairs of the Company.

Items 2 and 3 listed above require a vote by the shareholders of the Company.

Dated: 17 November 2022

By Order of the Board:



for and on behalf of
Dechert Secretarial Limited
Company Secretary

NOTES

- A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him or her.
- A proxy need not be a member of the Company.
- In the case of a body corporate, the proxy form must be either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing.
- The proxy form(s) together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, may be returned to Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland. Faxed copies may be sent to +353 1 4368501 or by email to dbnfsqcorporatesecretary@dechert.com, no later than 4:30 pm (Irish time) on 10 January 2023. The meeting will take place at 4:30 pm (Irish time) on 12 January 2023.

PROXY

For the Annual General Meeting of PGIM Funds Plc (the “Company”)

I / We _____

Of _____ (the “Member”)

being a member of the Company hereby appoint the Chairperson (or failing him/her), Jeff Mackey, or Aoife Ni Riain or Pearce Manning or Katie Crossan of Second Floor, 5 Earlsfort Terrace, Dublin, D02 CK83, Ireland, as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the annual general meeting of the Company to be held at 4:30 pm (Irish time) on 12 January 2023.

The proxy is to vote as follows:

<i>Voting instructions to Proxy (choice to be marked with an “X”)</i>			
<i>Name or description of resolution:</i>	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
1. To re-appoint PricewaterhouseCoopers as the auditors of the Company (the “ Auditors ”) to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company.			
2. To authorise the of the directors of the Company (“ Directors ”) and to fix the remuneration of the Auditors.			
<i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i>			
Signature of Member _____ Dated:			

If you wish this form to be used in favour of any Resolution, please mark “X” in the box above under the heading “FOR”. If you wish this form to be used to abstain from any Resolution, please mark X in the box under the heading “ABSTAIN”. If you wish for this form of proxy to be used against any Resolution, please mark “X” in the box above under the heading “AGAINST”. Otherwise, the party appointed proxy will vote as her or she thinks fit.

NOTES

- Resolutions 1 and 2 require approval by means of an Ordinary Resolution, meaning that at least 50 per cent. of the Shareholders present and voting in person or by proxy at the meeting must vote in favour of each resolution.
- Unless otherwise instructed, the party appointed proxy will vote as he or she thinks fit.
- Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
- The proxy form(s) together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, may be returned to Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland. Faxed copies may be sent to +353 1 4368501 or by email to dbnfsgcorporatesecretary@dechert.com, no later than 4:30 pm (Irish time) on 10 January 2023. The meeting will take place at 4:30 pm (Irish time) on 12 January 2023.