

(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）（下稱「本公司」）  
年度股東常會通知**

茲通知，本公司為下述目的，將於 2021 年 7 月 13 日（星期二）下午 4 時 30 分（愛爾蘭時間），假 33 Sir John Rogerson's Quay, Dublin 2, Ireland 舉行上述本公司股東之年度股東常會：

**為審酌：**

1. 收受並審酌截至 2020 年 12 月 31 日期間之本公司董事會報告、會計師查核報告與財務報告；及
2. 審視本公司事務。

**決議事項**

**普通決議**

1. 重新委任 Ernst & Young（地址為 Harcourt Centre, Harcourt Street Dublin 2）為本公司查核會計師，至次一年度股東常會止。
2. 授權董事會訂定本公司查核會計師之報酬。

**新冠肺炎大流行**

- 本公司優先考量股東及董事之健康與安全。
- 關於本公司採取之措施以減少新冠肺炎於年度股東常會之傳播之通知，詳如本年度股東常會通知之附件所載。

2021 年[]月[]日

**附註：**有權出席上述會議並表決之股東有權委託一位或多位代理人代表其出席與表決。代理人毋須為股東。為委託之有效性，經填妥之委託書應至遲於會議或延期之會議舉行 48 小時前，寄送至 33 Sir John Rogerson's Quay, Dublin 2。

**註冊於都柏林，愛爾蘭-編號：418598**

(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）（下稱「本公司」）**  
**年度股東常會**  
**委託書格式**

持有人身份編號	帳號編號及描述

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，茲指派下列人員，或於受指派之人缺席時，指派任何特定之人，或於經指定之代理人無法出席該年度股東常會時，指派會議主席（註 2），或若其未能出席\*，則為 Tudor Trust Limited（地址為 33 Sir John Rogerson's Quay, Dublin 2）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 2021 年 7 月 13 日（星期二）下午 4 時 30 分（愛爾蘭時間），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。

\*視情況而定

**簽名：**

**日期：2021 年[ ]月[ ]日**

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」，「反對」及/或「棄權」之總票數。

**為審酌及審視：**

1. 收受並審酌截至 2020 年 12 月 31 日期間之本公司董事會報告、會計師查核報告與財務報告；
2. 審視本公司事務。

**決議**

普通決議	贊成	反對	棄權

(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)

1. 重新委任 Ernst & Young (地址為 Harcourt Centre, Harcourt Street Dublin 2) 為本公司查核會計師，至次一年度股東常會止。			
2. 授權董事訂定本公司查核會計師之報酬。			

(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）

（下稱「本公司」）

年度股東常會

附註

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，則應假定其希望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被接受，且為此目的，首位列名之共同持有人應以股東名簿上所記載之共同持有人之姓名之順序決定之。
7. 若交回本表格時，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. 委託書格式上投票說明中的「棄權」選項是為了使股東對任何特定決議案放棄表決。在計算「贊成」或「反對」特定決議案的選票比例時，棄權將不計算在內。
9. 對本委託書表格之任何更動應經簽署，始生效力。

(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)

10. 為本表格有效，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，至遲於本會議或延會舉行 48 小時前，以郵寄、快遞至 33 Sir John Rogerson's Quay, Dublin 2，或透過電子郵件方式寄至 [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie)，收件人為 Tudor Trust Limited。
11. 若指定之代理人因旅行限制、生病或出於預防措施而臨時無法出席會議，則該委託書（其已經填妥且於本會議或延會舉行至遲 48 小時內送達本公司註冊辦公室），規定在代理人缺席之情況下，會議主席或 Tudor Trust Limited 之代表人將被視為已受委託為代理人。

**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 above Company will be held on Tuesday, **the 13<sup>th</sup> day of July 2021 at 4.30pm (Irish time) at 33 Sir John Rogerson’s Quay, Dublin 2, Ireland** for the following purposes:

**FOR CONSIDERATION:**

1. To receive and consider the Report of the Directors, the Auditor’s Report and the Financial Statements of the Company for the period ended 31<sup>st</sup> December 2020 and
2. To review the Company’s affairs.

**RESOLUTIONS**

**Ordinary Resolution:**

1. To re-appoint Ernst & Young of Harcourt Centre, Harcourt Street Dublin 2 as auditors of the Company until the conclusion of the next Annual General Meeting;
2. To authorise the Directors to fix the remuneration of the auditors of the Company.

**COVID 19 PANDEMIC**

- The Company considers the health and safety of shareholders and directors a priority.
- A notice setting out the measure adopted by the Company to reduce the transmission of COVID-19 at the Annual General Meeting is annexed to this Notice of Annual General Meeting.

Dated this 29th day of April 2021

**Note:** A shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a shareholder. To be valid, the completed proxy should be received at 33 Sir John Rogerson’s Quay, Dublin 2, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

**Registered in Dublin, Ireland – No: 418598**

**NOMURA FUNDS IRELAND PLC (THE "COMPANY")**  
**ANNUAL GENERAL MEETING**  
**FORM OF PROXY**

Holder ID	Account ID & Description

**I/We** 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 or in the event of a nominated proxy being unable to attend the Annual General Meeting, the Chairperson of the Meeting (note 2) 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 Annual General Meeting of the Company to be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on Tuesday, the 13<sup>th</sup> day of July, 2021 at 4.30pm (Irish time) or any reconvened meeting thereof.

\*strike through as appropriate

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_ **2021**

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

**FOR CONSIDERATION & REVIEW:**

1. To receive and consider the Report of the Directors, the Auditor's Report and the Financial Statements of the Company for the period ended 31<sup>st</sup> December, 2020;
2. To review the Company's affairs.

**RESOLUTIONS**

Ordinary Resolutions	For	Against	Abstain
1. To re-appoint Ernst & Young of Harcourt Centre, Harcourt Street Dublin 2 as auditors of the Company until the conclusion of the next Annual General Meeting.			
2. To authorise the Directors to fix the remuneration of the auditors of the Company.			

**NOMURA FUNDS IRELAND PLC (THE “COMPANY”)**  
**ANNUAL GENERAL MEETING**  
**NOTES**

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 Shareholder may appoint a proxy of his/her own choice. If the appointment is made delete the words "the Chairperson of the meeting" and insert the name of the person appointed as proxy in the space provided.
3. If the Shareholder does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairperson 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 Shareholders.
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. The “Abstain” option in the voting instructions on the Proxy Form is provided to enable a member to abstain from voting on any particular resolution. An abstention will not be counted in calculating the proportion of votes cast “for” or “against” a particular resolution.
9. Any alterations made to this form must be initialed to be valid.
10. To be valid, this form, including the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be completed and deposited, by post, courier, e-mail at [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie) for the attention of 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.
11. Should an appointed proxy be unable to attend the meeting at short notice due to travel restrictions, an illness or as a precautionary measure the proxy form, having been completed and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting or adjourned meeting, provides that in their absence the Chairperson of the Meeting or a representative of Tudor Trust Limited will be deemed to have been appointed as the proxy.