

**PGIM FUNDS PUBLIC LIMITED COMPANY
(THE "COMPANY")**

REGISTERED OFFICE
70 Sir John Rogerson's Quay
Dublin 2

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "**AGM**") will be held at 70 Sir John Rogerson's Quay, Dublin 2 on 21 January 2021 at 11.00 am (Irish time) for the transaction of the following business:

1. To read the notice convening the AGM.
2. To consider the report of the Company's directors and the Company's statutory financial statements for the year ended 30 June 2020 together with the report of the Company's auditors' thereon* and review the Company's affairs.
3. 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 and to authorise the directors of the Company to agree the remuneration of the Auditors.
4. To transact any other ordinary business of the Company.

* Please be advised that the statutory financial statements for the year ended 30 June 2020 were circulated on 30 October 2020. Should you require an additional copy of the statutory financial statements please contact PGIMTA@statestreet.com

DATED 10 NOVEMBER 2020

BY ORDER OF THE BOARD

**For and on behalf of
Matsack Trust Limited
SECRETARY**

REGISTERED IN DUBLIN, IRELAND - NUMBER 530399

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 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, must be deposited at 70 Sir John Rogerson's Quay **no later than 48 hours before the time of the meeting**. An emailed or faxed copy will be accepted and can be sent for the attention of fscompliance@matheson.com or Sarah Smyth or Danielle McCaugherty on fax number (+) 353 1 232 3333.
- The accidental omission to give notice of the AGM to, or the non-receipt of notice of the AGM by, any person entitled to receive notice shall not invalidate the proceedings at the AGM.
- At the time of preparing this notice, the world is in the midst of the developing crisis connected to COVID-19. Further, COVID-19 related restrictions are currently in effect in Ireland that advise against unnecessary journeys and public gatherings. In order to ensure that the AGM may proceed in compliance with Irish Government guidance, arrangements have been made for a quorum of two shareholders (represented by proxy by representatives of the Company's secretary) only to be present at the AGM. Others must not attend the AGM in person and any other Shareholder who travels to attend the AGM while the COVID-19 related restrictions are in force will be refused entry to the meeting. It is therefore important that on this occasion Shareholders participate in the business of the AGM by submitting both their proxy votes and any questions for the Company in advance. The only attendees physically present at the AGM will be representatives of the Company's secretary. It is currently anticipated that this will be at the Company's registered office, 70 Sir John Rogerson's Quay, Dublin 2, Ireland, but the representatives of the Company's secretary may amend the physical location, if necessary to comply with COVID-19 related restrictions.

PGIM FUNDS PUBLIC LIMITED COMPANY
(the "Company")

I / We

Of

(the "**Member**")

being a member of the Company hereby appoint the Chairperson (or failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Donal O'Byrne of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Gavin Coleman of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Sarah Smyth of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Anthony Gaskin of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Shane Kennedy of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Caoimhe Looby of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Jim Murphy of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him),
_____ of _____

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 on 21 January 2021 and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions to Proxy (choice to be marked with an "X")			
Name or description of resolution:	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
To consider the report of the Company's directors and the Company's statutory financial statements for the year ended 30 June 2020 together with the report of the Company's auditors' thereon and review the Company's affairs.			
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 and to authorise the directors of the Company to agree the remuneration of the Auditors.			
<i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i>			
Signature of Member _____ Dated :			

NOTES:

1. 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.
2. The proxy form 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, must be deposited at 70 Sir John Rogerson's Quay, Dublin 2 no later than 48 hours before the time of the meeting. An emailed or faxed copy will be accepted and can be sent for the attention of fscompliance@matheson.com or Sarah Smyth or Danielle McCaugherty on fax number (+) 353 1 232 3333.
3. Unless otherwise instructed the proxy will vote as he/she thinks fit.
4. In the case of joint shareholders the signature of the first named shareholder will suffice.
5. If you wish to appoint a proxy of your choice delete the words "the Chairperson" and insert the name of the proxy you wish to appoint (who need not be a member of the Company).
6. The returning of a form of proxy duly completed will not prevent a member in the Company from attending and voting in person.

LETTER OF REPRESENTATION

To: The Directors
PGIM Funds plc
70 Sir John Rogerson's Quay
Dublin 2

Dear Sirs

We, _____,
of _____

(the "**Company**") being a shareholder in PGIM Funds plc hereby notify you that pursuant to a resolution of our board of directors, the chairperson of the shareholders' meeting to consider the ordinary resolutions, or (failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Donal O'Byrne of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Gavin Coleman of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Sarah Smyth of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Anthony Gaskin of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Shane Kennedy of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Caoimhe Looby of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Jim Murphy of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him),

_____ of _____
has been appointed as the Company's representative to attend and vote on the Company's behalf at the annual general meeting of PGIM Funds plc to be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, on 21 January 2021, at the time set out in the notice dated 10 November 2020, or any adjournment thereof.

Such person so appointed shall be entitled to exercise the same powers at any such meeting in respect of our shares in PGIM Funds plc as we could exercise if we were an individual shareholder and is empowered to sign any necessary consents in connection with any such annual general meeting, with respect to any ordinary business on behalf of the Company.

Signed _____
Duly authorised officer
For and on behalf of

Date

中譯文

PGIM FUNDS PUBLIC LIMITED COMPANY
(下稱「本公司」)

註冊辦事處
70 Sir John Rogerson's Quay
Dublin 2

特此通知，本公司年度股東大會（以下簡稱「股東會」）將於 2021 年 1 月 21 日上午 11 時（愛爾蘭時間）在 70 Sir John Rogerson's Quay, Dublin 2 召開，會議內容如下：

1. 宣讀召開股東會之通知。
2. 審議本公司董事之報告及截至 2020 年 6 月 30 日止之年度法定財務報表以及本公司之查核會計師報告*，並審查本公司之事務。
3. 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，並授權本公司董事同意查核會計師之報酬。
4. 審議本公司任何其他通常業務。

* 請注意，截至 2020 年 6 月 30 日之年度法定財務報表已於 2020 年 10 月 30 日發送。如果您需要法定財務報表的額外副本，請聯繫 PGIMTA@statestreet.com

2020 年 11 月 10 日
董事會指示

代表
Matsack Trust Limited
秘書

註冊於愛爾蘭都柏林-編號 530399

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，必須至少在股東會前 48 小時送達 70 Sir John Rogerson's Quay。可通過電子郵件發送至 fscompliance@matheson.com 或傳真給 Sarah Smyth 或 Danielle McCaugherty-傳真號碼(+) 353 1 232 3333。
- 如因意外遺漏而未向有權收取通知的任何人發出股東會通知或有權收取通知的任何人未收到股東會通知，均不會使股東會之程序無效。
- 在準備此通知時，世界正處於與 COVID-19 (新冠肺炎)相關不斷發展的危機之中。此外，愛爾蘭目前正在實施與 COVID-19 相關之限制，建議不要進行不必要的旅行及群聚活動。為確保股東會可按照愛爾蘭政府的指導進行，已安排僅由法定出席人數的兩名股東（由本公司秘書代表人之代理人代表）出席股東會。其他人不得親自出席股東會，而其他於 COVID-19 相關限制有效期間出席股東會之股東將被拒絕參加會議。因此，重要的是，於此情況下，股東應藉由提前提交代理投票及對本公司的任何問題之方式參與股東會。實際出席股東會者將僅有本公司秘書之代表人。目前預計將在本公司的註冊辦事處 70 Sir John Rogerson's Quay, Dublin 2, Ireland 召開，但本公司秘書之代表人得為遵守 COVID-19 相關限制而於必要時修改實際位置。

中譯文

PGIM FUNDS PUBLIC LIMITED COMPANY
(下稱「本公司」)

本人/本公司

地址：

(下稱「股東」)

為本公司之股東，茲委任主席或 Dualta Counihan (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Donal O'Byrne (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Gavin Coleman (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Sarah Smyth (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Anthony Gaskin (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Shane Kennedy (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Caoimhe Looby (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 Jim Murphy (地址：70 Sir John Rogerson's Quay, Dublin 2) 或 _____ (地址：_____)

擔任股東之代理人出席將於 2021 年 1 月 21 日召開之本公司年度股東大會及任何延期會議，並代表股東發言及投票。

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
審議本公司董事之報告及截至 2020 年 6 月 30 日止之年度法定財務報表以及本公司之查核會計師報告，並審查本公司之事務。			
續聘 PricewaterhouseCoopers 為本公司之查核會計師（下稱「查核會計師」），直至今屆股東會結束為止，屆時須將法定財務報表提交本公司，並授權本公司董事同意查核會計師之報酬。			
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：_____			

注意事項：

1. 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。
2. 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，必須至少在股東會前 48 小時送達 70 Sir John Rogerson's Quay, Dublin 2。可通過電子郵件發送至 fscompliance@matheson.com 或傳真給 Sarah Smyth 或 Danielle McCaugherty-傳真號碼(+) 353 1 232 3333。
3. 除非另有指示，否則代理人將按其認為合適之方式投票。
4. 於聯名股東之情形，列名首位股東之簽名即為已足。
5. 如您想委任自己選擇的代理人，請刪除「主席」一詞，並填入您希望委任的代理人姓名（其無需為本公司股東）。
6. 交還妥善填寫的委託書並不會妨礙本公司股東親自出席並投票。

聲明書

致： PGIM Funds plc 董事
70 Sir John Rogerson's Quay
Dublin 2

敬啟者：

本公司

地址：

(下稱「本公司」) 身為 PGIM Funds plc 的股東，謹在此通知您，根據本公司董事會之決議，審議普通決議之股東會主席或 Dualta Counihan (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Donal O'Byrne (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Gavin Coleman (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Sarah Smyth (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Anthony Gaskin (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Shane Kennedy (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Caoimhe Looby (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 Jim Murphy (地址： 70 Sir John Rogerson's Quay, Dublin 2) 或 _____ (地址： _____)

已被任命為本公司之代表人而將出席 2021 年 1 月 21 日(會議時間如 2020 年 11 月 10 日通知所載)於 70 Sir John Rogerson's Quay, Dublin 2, Ireland 召開的 PGIM Funds plc 年度股東大會或其任何延期會議，並將代表本公司投票。

該受任命之人有權在任何此類會議上就本公司所持有 PGIM Funds plc 之股份行使與本公司作為一個別股東所得行使權力相同之權力，並有權於任何此類年度股東大會代表本公司就任何通常業務簽署任何必要之同意書。

簽名： _____
正式授權主管
代表

日期： _____