

日期：2023 年 9 月 28 日

羅素投資基金系列 V，係於愛爾蘭法律下成立之可變動資本且為子基金間負債分離之傘型投資公司（「本公司」）

親愛的股東您好：

謹此致函通知 台端，即本公司之股東，本公司董事（「董事」）已決議於 2023 年 10 月 20 日上午 10 時（愛爾蘭時間）假 MFD Secretaries Limited 之辦公室（地址：32 Molesworth Street, Dublin 2）召開本公司年度股東大會（「年度股東大會」），會中將提出修訂本公司組織大綱暨章程（「組織章程」）之提案作為特別事項，有關進一步詳情，請見下文第 1 項所述。

除非本通函中另有定義，本通函之所用詞彙均與本公司公開說明書（「公開說明書」）所述之含義相同。

1 組織章程之修訂

1.1 在取得股東核准並符合中央銀行規定之前提下，茲擬就組織章程進行若干修訂，詳見下文所述。組織章程之擬議修訂並非實質性之修訂，而是僅限於旨在確保組織章程之條款能正確反映組織章程自上次 2020 年 10 月 2 日更新以後之所有法律與監理要求以及現行市場慣例之相關修訂。因此，董事認為組織章程應予更新。在某些情況下，這將需要納入更多之揭露內容，而在其他情況下，則須對現行條文進行修訂（例如擴充受限制投資人之清單）。無法反映法律與監理要求或現行市場慣例之條款亦應予刪除（例如：股份憑證之發行）。

1.2 本次組織章程所擬進行之主要修訂包括：

(a) **子基金之終止**：已進行澄清性更新，以涵蓋得終止子基金之理由，其中包括：

(i) 倘若相關子基金之資產淨值低於最低基金規模者；

(ii) 倘若股東通過特別決議對相關子基金進行清算者；

(iii) 在公開說明書規定之情況下；

(iv) 倘若自存託機構寄發終止存託合約通知起之 90 天內，未指派本公司及中央銀行可接受之另一存託機構擔任存託機構一職者；及

(v) 倘若任何法律之通過將使相關子基金之存續成為不合法，或董事認

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為相關子基金繼續運作將不切實際或不適宜者。

此外，子基金終止時之程序步驟亦已納入至組織章程中。

(b) **股份之合併與拆分**：已納入授權條款，即：

- (i) 規定董事得將本公司之任何或所有股份資本合併或劃分為較大面額之股份；及
- (ii) 允許董事得在不違反《公司法》規定之前提下，將股份或其任何部分分拆為面額或價值較小之股份。

(c) **股份之轉換**：已進行下列微幅更新，以：

- (i) 允許董事得將子基金任一類股之股份強制轉換為同一檔子基金之其他類股之股份；及
- (ii) 反映董事有權拒絕轉換申請。

(d) **股份憑證**：組織章程已予更新，以反映將不發行股份憑證，而是應提供登載至股東名冊之書面確認（請注意實務上不會發行股份憑證）。

(e) **延遲付款/資金未結算**：已進行微幅更新，以明確規定若於董事指定之期間內未收到相關股份之全額款項，或發生相關資金款項尚未結算之情況者，本公司得向申請人收取因此產生之任何銀行費用或本公司所遭受之市場損失。申請人亦可能被收取利息及管理費。

(f) **受限制投資人**：被視為受限制投資人（亦即不符合合格持有人資格）之投資人清單已予擴充。組織章程亦已更新，規定董事得依據組織章程及《公司法》規定強制轉讓任何受限制投資人之股份。

(g) **資產淨值之暫停計算**：已進行小幅更新，納入得暫時停止計算資產淨值之其他理由如下：

- (i) 董事於考慮到本公司及/或相關子基金之利益後認為有正當理由；及
- (ii) 於向相關股東發出關於審議清算本公司/終止相關子基金之股東大會通知後。

(h) **微幅輔助性更新**，包括：

於愛爾蘭註冊為子基金間負債分離之傘型基金
公司註冊編號: 360216 登記營業處: 見上文
董事: P. Gonella (英國); N. Jenkins (英國); T. Murray;
D. Shubotham; W. Roberts (英國); W. Pearce (英國)

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- (i) 明確規定原始出資股份應具有表決權；
- (ii) 明確規定向董事提供會議通知之方式；
- (iii) 增訂關於支付配息金額之最低金額門檻規定；及
- (iv) 其他為反映時間推移而進行之其他輔助性更新。

2 第 2 項－通過組織章程之更新版本

- 2.1 組織章程之所擬變更載於後附附錄 I。台端亦可向本公司及主資金管理機構索取更新後之組織章程及其修訂劃線對照版。董事保留權利得在毋須進一步通知股東之情況下，對於將提交股東於年度股東大會核准之組織章程進行其他非重大之修訂，然而，任何進一步之重大修訂均須取得股東之核准，並在年度股東大會以前通知股東。
- 2.2 新組織章程必須經本公司股東以特別決議方式通過。特別決議案應取得總投票數（即贊成票及反對票之合計票數）中的至少 75% 之投票贊成方得通過。不論股東究係如何（或是否）行使表決權，開會通知所載議案如經取得必要多數投票表決通過者，將對所有股東產生拘束力。
- 2.3 為此，下列特別決議案將於預定於 2023 年 10 月 20 日上午 10 時（愛爾蘭時間）召開之年度股東大會提交股東表決：
- 「茲核准及通過載於 2023 年 9 月 28 日通函附錄 I 並可向本公司及主資金管理機構免費索取之本公司經修訂之組織大綱暨章程（「組織章程」）作為本公司之組織章程，以取代及排除本公司現行之組織章程，惟須遵守及符合中央銀行之規定。」
- 2.4 兩名有權投票之股東親自或委託代理人出席，即符合年度股東大會之最低出席人數。若於年度股東大會預定開會時間起半小時內或於年度股東大會期間未達最低出席人數，則年度股東大會將延至次一禮拜同一天，於同一時間和地點召開，或延至董事可能決定之其他時間及地點召開。
- 2.5 倘若股東投票贊成上述變更，董事擬將該等變更反映至公開說明書之更新版本，該公開說明書更新本之編製將適時為之，投資人可向行政管理機構免費索取該公開說明書之更新版本。

3 應採取之行動

- 3.1 為審議本通函所載提案，建議 台端先閱讀後附所有文件。

於愛爾蘭註冊為子基金間負債分離之傘型基金
公司註冊編號: 360216 登記營業處: 見上文
董事: P. Gonella (英國); N. Jenkins (英國); T. Murray;
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- 3.2 本通函**附錄 II** 為訂於 2023 年 10 月 20 日上午 10 時（愛爾蘭時間）假 MFD Secretaries Limited 辦公室（地址：32 Molesworth Street, Dublin 2）召開本公司年度股東大會之開會通知，會中將提出修訂組織章程之特別決議案交付股東表決。股東應親自出席年度股東大會，或填妥並擲回本通函附錄 II 所附委託書，以行使表決權。
- 3.3 謹檢附年度股東大會委託書如後附**附錄 III**，以便 台端得於年度股東大會進行投票表決。敬請詳閱委託書上之說明，此將有助於 台端完成及擲回委託書。
- 3.4 台端之委託書應於年度股東大會或其延會預定開會時間的 48 小時之前擲回至 MFD Secretaries Limited 之辦公室（地址：32 Molesworth Street, Dublin 2）或年度股東大會開會通知上所指定之其他地點，方為有效。即便已指派代理人，台端仍可出席年度股東大會並行使表決權，但在此一情況下，代理人將無權代表 台端進行投票表決。

4 生效日

- 4.1 倘若修訂組織章程之特別決議案獲得通過，則有關變更將於組織章程更新版本提交至中央銀行與公司註冊處備案後生效。

5 成本

- 5.1 所有與組織章程及公開說明書修訂有關之費用，均由本公司負擔。

6 建議

- 6.1 董事認為組織章程之所擬修訂係符合全體股東之最佳利益，故建議 台端投票贊成年度股東大會開會通知所載之特別決議案。
- 6.2 本公司衷心希望 台端能夠出席或委託代理人出席年度股東大會以表示對議案之支持。倘若 台端不欲出席年度股東大會，則請按照後附委託書上之詳細說明填寫委託書。
- 6.3 本公司之公開說明書更新版及關鍵投資人資訊文件將於本公司登記營業處（地址：78 Sir John Rogerson's Quay, Dublin 2）及／或本公司辦理註冊登記國家之當地代表免費提供索閱，其中包括瑞士在內：截至 2023 年 12 月 31 日，瑞士代表為 Carnegie Fund Services S.A.（地址：rue du Général-Dufour 11, 1204 Geneva, Switzerland）；自 2024 年 1 月 1 日起，瑞士代表為 Rey & Cie S.A.（地址：Rue du Rhône 4, 1204 Geneva, Switzerland）。瑞士付款代理

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機構則為 Banque Cantonale de Genève (地址：17, quai de l'Ile, 1204 Genève)。

董事就本通函所載之資訊負責。

台端如對此一事項有任何疑問，請聯繫 台端之客戶經理或投資顧問。

謹此感謝 台端對本公司之持續支持。

您誠摯地

_____(簽名)_____

Peter Gonella

董事

代表羅素投資基金系列 V

附錄 I：組織章程之修訂劃線對照版

附錄 II：本公司年度股東大會開會通知

附錄 III：本公司年度股東大會委託書

於愛爾蘭註冊為子基金間負債分離之傘型基金
公司註冊編號: 360216 登記營業處: 見上文
董事: P. Gonella (英國); N. Jenkins (英國); T. Murray;
D. Shubotham; W. Roberts (英國); W. Pearce (英國)

羅素投資基金系列 V
(「本公司」)

設立於愛爾蘭，註冊編號：360216

登記營業處

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Dublin 2
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謹此通知，為辦理本公司下列事項，本公司年度股東大會將於 2023 年 10 月 20 日上午 10 時（愛爾蘭時間）於 32 Molesworth Street, Dublin 2 舉行：

1. 核准及通過載於 2023 年 9 月 28 日通函附錄 I 並可向本公司及主資金管理機構免費索取之本公司經修訂之組織大綱暨章程（「組織章程」）作為本公司之組織章程，以取代及排除本公司現行之組織章程，惟須遵守及符合中央銀行之規定。
2. 收受並通過截至 2023 年 3 月 31 日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務；
3. 重新委派 PricewaterhouseCoopers 為會計師；
4. 授權董事決定會計師報酬；及
5. 任何其他事項。

日期：2023 年 9 月 28 日

承董事會命

MFD Secretaries Limited

本公司秘書

註：有權出席年度股東大會、於大會上發言及投票之股東，均有權委託代理人代為出席、發言及投票。一公司組織得指派授權代表人代為出席、發言及投票。代理人或授權代表人無須為本公司成員。

填寫完成之委託書連同任何據以簽署之授權書最遲應於 2023 年 10 月 18 日上午 10 時（愛爾蘭時間）以前（亦即，於本次會議召開時間的兩個完整營業日以前）以電子郵件寄送至 russellproxies@maples.com，方為有效。倘若年度股東大會延期舉行者，委託書最遲應於該延會預定召開時間的兩個完整營業日以前送達。已填妥委託書之交回並不會妨礙股東透過電話出席年度股東大會及進行投票（倘其欲如此為之者）。股東如希望透過電話而非指派代理人出席年度股東大會者，請於年度股東大會開會日的兩個完整營業日以前寄送電子郵件至 russellproxies@maples.com 以確認此等意向。電話撥號詳情將於年度股東大會開會日的前一個營業日透過電子郵件回覆方式予以提供。

羅素投資基金系列 V
(「本公司」)

年度股東大會委託書

請填寫：

登記股東名稱：_____

登記地址：_____

帳號：_____

本人/吾等_____係本公司（名稱見上）之股東，謹此指派本公司主席（若此人缺席，則為_____；若此人亦缺席，則為_____；若此人亦缺席，則為 Brendan Byrne 先生（c/o 32 Molesworth Street, Dublin 2）；若此人亦缺席，則為 Shane Toomey 先生（c/o 32 Molesworth Street, Dublin 2）；若此人亦缺席，則委託任一 MFD Secretaries Limited 之代表或本公司董事），為本人/吾等之代理人，代表本人/吾等於 2023 年 10 月 20 日上午 10 時（愛爾蘭時間）於 32 Molesworth Street, Dublin 2 舉行之本公司年度股東大會及其任何延會上進行投票。

請於下列方框中打「X」表示 台端希望代理人如何進行投票。倘 台端希望本委託書係用於對決議案表示贊成，請於下列適當之方框標題「贊成」底下打「X」；倘 台端希望本委託書係用於對決議案表示反對，請於下列適當之方框標題「反對」底下打「X」。倘 台端希望本委託書係用於對決議案表示棄權，請於下列適當之方框標題「棄權」底下打「X」。否則代理人將按其認為適當者予以投票。

決議案				
一般事項		贊成	反對	棄權
1.	收受並通過截至 2023 年 3 月 31 日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務；			
2.	重新委派 PricewaterhouseCoopers 為會計師；及			
3.	授權董事決定會計師報酬。			
特別事項		贊成	反對	棄權
茲核准及通過載於 2023 年 9 月 28 日通函附錄 I 並可向本公司及主資金管理機構免費索取之本公司經修訂之組織大綱暨章程（「組織章程」）作為本公司之組織章程，以取代及排除本公司現行之組織章程，惟須遵守及符合中央銀行之規定。				

簽名 1

日期

(以正楷書寫名稱) _____

簽名 2(倘需要時)

日期

(以正楷書寫名稱) _____

填寫委託書之注意事項

- (a) 除另有指示外，代理人將按其認為適當者予以投票。
- (b) 倘股東係個人者，本委託書得由該股東所正式書面授權其簽署委託書之代理人予以簽署。
- (c) 倘係共同持有人者，任一持有人之簽名即為已足，惟所有共同持有人之姓名均應予以表明。
- (d) 倘本委託書係由公司簽署時，則應予以用印或由正式授權之職員或代理人簽名。
- (e) 填寫完成之委託書連同任何據以簽署之授權書最遲應於 2023 年 10 月 18 日上午 10 時（愛爾蘭時間）以前（亦即，於本次會議召開時間的兩個完整營業日以前）以電子郵件寄送至 russellproxies@maples.com，方為有效。倘若年度股東大會延期舉行者，委託書最遲應於該延會預定召開時間的兩個完整營業日以前送達。
- (f) 已填妥委託書之交回並不會妨礙 台端透過電話親自出席年度股東大會及投票（倘 台端擬如此為之者）。股東如希望透過電話而非指派代理人出席年度股東大會者，請於年度股東大會開會日的兩個完整營業日以前寄送電子郵件至 russellproxies@maples.com 以確認此等意向。電話撥號詳情將於年度股東大會開會日的前一個營業日透過電子郵件回覆方式予以提供。

Date: 28 September 2023

Russell Investment Company V p.l.c. an umbrella investment company with variable capital and segregated liability between sub-funds established under the laws of Ireland (the "Company")

Dear Shareholder

We are writing to you in your capacity as a Shareholder of the Company to inform you that the directors of the Company (the "**Directors**") have resolved to convene the Annual General Meeting of the Company (the "**AGM**") to be held at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 on 20 October 2023 at 10:00am. Irish time which shall include as special business a proposal to amend the memorandum and articles of association of the Company (the "**M&A**") as outlined further in section 1 below.

Capitalised terms used herein and not otherwise defined shall have the same meanings as within the prospectus of the Company (the "**Prospectus**").

1 Amendments to the M&A

1.1 Subject to Shareholder approval and the requirements of the Central Bank, it is proposed to make certain amendments to the M&A as detailed further below. The proposed amendments to the M&A are not substantive in nature but rather are limited to those designed to ensure that the provisions of the M&A correctly reflect all prescribed legal and regulatory requirements and current market practice since the last update of the M&A on 2 October 2020. As a result, the Directors are of the opinion that the M&A should be updated. In certain instances, this will necessitate the inclusion of enhanced disclosure and in other instances, this will require the amendment of existing provisions (e.g. expansion of the list of restricted investors). Provisions which no longer reflect prescribed legal and regulatory requirements or current market practice shall also be removed (e.g. issuance of share certificates).

1.2 The principal amendments that are proposed to be made to the M&A include:

- (a) **Termination of Sub-Funds:** clarificatory updates have been made to include the grounds upon which Sub-Funds may be terminated, including, *inter alia*:
- (i) where the Net Asset Value of the relevant Sub-Fund is less than the Minimum Fund Size;
 - (ii) where the Members resolve by Special Resolution that the relevant Sub-Fund be wound-up;
 - (iii) where provided for in the Prospectus;
 - (iv) if, within ninety days from the date of the Depositary serving notice of the termination of the Depositary Agreement, another depositary acceptable to the Company and the Central Bank has not been appointed to act as depositary; and
 - (v) if any law is passed that renders it illegal or in the opinion of the Directors, impracticable or inadvisable to continue the relevant Sub-Fund.

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In addition, the procedural steps upon termination of a Sub-Fund have been included in the M&A.

- (b) **Consolidation and Sub-Division of Shares:** enabling provisions have been included, namely, to:
 - (i) provide that the Directors may consolidate and divide all or any of the Company's share capital into shares of larger amount; and
 - (ii) allow the Directors, subject to the provisions of the Act, to subdivide shares, or any of them, into shares of smaller amount or value.
- (c) **Conversion of Shares:** minor updates have been made to:
 - (i) allow the Directors to compulsorily exchange shares of one class in a Sub-Fund for shares of any other class of the same Sub-Fund; and
 - (ii) reflect that the Directors have the discretion to refuse to effect a conversion request.
- (d) **Share Certificates:** the M&A has been updated to reflect that share certificates will not be issued, rather written confirmation of entry on the register of Shareholders shall be provided (noting that share certificates are not issued in practice).
- (e) **Late Payment/Non-Clearance of Funds:** minor updates have been made to make clear that in the event that payment in full for any shares is not received by the period specified by the Directors, or where, there is non-clearance of Funds, the Company may charge such an applicant for any resulting bank charges or market losses incurred by the Company. The applicant may also be charged interest together with an administration fee.
- (f) **Restricted Investors:** the list of investors who are considered to be restricted investors (i.e. who do **not** constitute qualified holders) has been expanded. The M&A has also been updated to provide for the ability for the Directors to compulsorily transfer shares from any restricted investors in accordance with the terms of the M&A and the Act.
- (g) **Temporary Suspension of the Net Asset Value:** minor updates have been made to include additional grounds for the temporary suspension of the Net Asset Value, namely:
 - (i) where, in the opinion of the Directors, it is justified having regard to the interests of the Company and/or the relevant Sub-Fund; and
 - (ii) following the circulation to the relevant Members of a notice of a general meeting to wind up the Company/terminate the relevant Sub-Fund is to be considered.
- (h) **Minor Ancillary Updates including:**
 - (i) to make clear that Subscriber Shares shall carry voting rights;
 - (ii) to clarify the means by which notices of meetings can be provided to Directors;

- (iii) to include certain *de minimis* provisions on the payment of distributions; and
- (iv) other ancillary updates to reflect the passage of time.

2 Section 2 – Adoption of the updated M&A

- 2.1 The proposed changes to the M&A are set out in **Appendix I** hereto. Alternatively, you may request a copy of the clean and marked-up M&A from the Company and the Principal Money Manager. The Directors reserve the right to make other non-material amendments to the M&A to be approved by Shareholders at the AGM without further notice to Shareholders; however, any further material changes will require the approval of Shareholders, who shall be notified of such in advance of the AGM.
- 2.2 The new M&A cannot be adopted without the approval by way of special resolution of the Shareholders of the Company. Special resolutions cannot be passed unless they receive the support of at least 75% of the total number of votes cast for and against each of them. If the resolution set out in the notice is passed by the requisite majority, it will be binding on all Shareholders irrespective of how (or whether) they voted.
- 2.3 For this purpose the following special resolution shall be put to Shareholders at the AGM of the Shareholders scheduled for 10:00am Irish time on 20 October 2023:

"That the amended memorandum and articles of association of the Company (the "M&A") set out at Appendix I to the circular dated 28 September 2023 and available free of charge from the Company and the Principal Money Manager be hereby approved and adopted as the M&A of the Company in substitution for and to the exclusion of the current M&A of the Company, subject to and in accordance with the requirements of the Central Bank."
- 2.4 The quorum for the AGM is two Shareholders present (in person or by proxy) entitled to vote. If such a quorum is not present within half an hour from the time appointed for the AGM, or during an AGM, the AGM shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Directors may determine.
- 2.5 If Shareholders vote in favour of the changes, the Directors intend to reflect these changes in an updated Prospectus, which will be prepared in due course and will be made available to investors free of charge from the Administrator, upon request.

3 Action to be Taken

- 3.1 In order to consider the proposals set out in this circular, you are advised first to read all the enclosed documentation.
- 3.2 In **Appendix II** to this Circular you will find a Notice concerning an AGM of the Shareholders of the Company to be held at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 on 20 October 2023 at 10:00am (Irish time) at which a special resolution to amend the M&A will be put to Shareholders. Shareholders should vote either by attending the AGM or by completing and returning the form of proxy enclosed with this circular.
- 3.3 A proxy form to enable you to vote at the AGM is enclosed with this Circular at Appendix III. Please read the notes printed on the form which will assist you in completing and returning the form.

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78 Sir John Rogerson's Quay
Dublin 2
Ireland

- 3.4 To be valid, your form of proxy must be received at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 or at such other place as is specified in the notice of the AGM not later than 48 hours before the time appointed for the holding of the AGM or adjourned AGM. You may still attend and vote at the AGM even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote on your behalf.

4 Effective Date

- 4.1 If the special resolution approving the amendment of the M&A is passed, the changes will become effective once the updated M&A has been filed with the Central Bank and the Companies Registration Office.

5 Costs

- 5.1 All costs in connection with the amendment of the M&A and the Prospectus will be borne by the Company.

6 Recommendation

- 6.1 The Directors are of the opinion that the proposed amendment of the M&A is in the best interests of Shareholders as a whole, and accordingly recommend that you vote in favour of the special resolution set out in the notice of the AGM.
- 6.2 We would be grateful for your support for the resolutions either in presence at the AGM or by proxy. If you do not wish to attend the AGM, please complete the enclosed proxy in accordance with the instructions detailed therein.
- 6.3 The updated Prospectus and Key Investor Information Documents of the Company will be available free of charge at the Company's registered office at 78 Sir John Rogerson's Quay, Dublin 2 and/or from each of the local representatives in the countries where the Company is registered, including the Switzerland where until 31st December 2023, the representative in Switzerland is Carnegie Fund Services S.A., rue du Général-Dufour 11, 1204 Geneva, Switzerland. As of 1st January 2024, the representative in Switzerland is Reyl & Cie S.A., Rue du Rhône 4, 1204 Geneva, Switzerland. The paying agent in Switzerland is Banque Cantonale de Genève, 17, quai de l'Ile, 1204 Genève.

The Directors accept responsibility for the information contained in this circular.

If you have any questions relating to this matter, you should either contact your relationship manager or, alternatively, your investment consultant.

We thank you for your continuing support of the Company.

Yours faithfully

Russell Investment Company V p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland



Peter Gonella
Director
for and on behalf of
Russell Investment Company V p.l.c.

Appendix I: Marked-up M&A
Appendix II: Notice of the AGM of the Company
Appendix III: Form of proxy for the AGM of the Company

Russell Investment Company V p.l.c.

(the "Company")

Incorporated in Ireland with Registered No: 360216

Registered Office
78 Sir John Rogerson's Quay
Dublin 2
Ireland

NOTICE IS HEREBY GIVEN that an Annual General Meeting ("**AGM**") of the Company will be held at 32 Molesworth Street, Dublin 2 on 20 October 2023 at 10.00 a.m. (Irish time) for the purposes of transacting the following business of the Company:-

1. To approve and adopt the amended memorandum and Articles of Association of the Company (the "**M&A**") set out at Appendix I to the circular dated 28 September 2023 and available free of charge from the Company and the Principal Money Manager as the M&A of the Company in substitution for and to the exclusion of the current M&A of the Company, subject to and in accordance with the requirements of the Central Bank.
2. To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2023, and to review the affairs of the Company;
3. To re-appoint PricewaterhouseCoopers as the Auditors;
4. To authorise the Directors to fix the remuneration of the Auditors; and
5. Any other business.

Dated this 28 September 2023

By order of the Board

MFD Secretaries Limited

Company Secretary

Note: A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

To be valid, a completed form of proxy and any power of attorney under which it is signed must be received via e-mail to russellproxies@maples.com by no later than 10.00 a.m. (Irish time) on 18 October 2023 i.e. two full business days before the time of the meeting). If the AGM is adjourned, the proxy must be received not less than two full business days before the time appointed for the holding of the adjourned meeting. Returning the completed form of proxy will not preclude a shareholder from attending the AGM by telephone and voting if they so wish. Should a shareholder wish to attend the AGM via telephone, **rather than appoint a proxy**, please confirm this intention by email to russellproxies@maples.com no later than two full business days in advance of the AGM. Dial-in details will be provided by way of return email one business day in advance of the AGM.

RUSSELL INVESTMENT COMPANY V p.l.c.
(the "Company")

ANNUAL GENERAL MEETING FORM OF PROXY

Please complete:

Name of Registered Shareholder 1 _____
Registered Address Line 1 _____
Registered Address Line 2 _____
Registered Address Line 3 _____
Registered Address Line 4 _____
Account Number: _____

I/We, _____ being a shareholder of the above named Company, hereby appoint the Chairperson of the Company or failing him/her, _____ or failing him/her _____ or failing him/her, Mr Brendan Byrne, c/o 32 Molesworth Street, Dublin 2, or failing him, Mr Shane Toomey, c/o 32 Molesworth Street, Dublin 2, or failing him, any other representative of MFD Secretaries Limited or any of the Directors of the Company as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2 on 20 October 2023 at 10.00 a.m. (Irish time) and at any adjournment thereof.

Please indicate with an "X" in the box below how you wish the proxy to vote. If you wish this form to be used in favour of the resolution, please mark "X" in the appropriate box below under the heading "For". If you wish this form to be used against the resolution, please mark "X" in the appropriate box below under the heading "Against". If you wish for this form to be used to abstain from voting for or against the resolution, please mark "X" in the appropriate box under the heading "Abstain". Otherwise, the proxy will vote as he or she thinks fit.

RESOLUTIONS				
Ordinary Business		FOR	AGAINST	ABSTAIN
1.	To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2023, and to review the affairs of the Company;			
2.	To re-appoint PricewaterhouseCoopers as the Auditors; and			
3.	To authorise the Directors to fix the remuneration of the Auditors.			
Special Business		FOR	AGAINST	ABSTAIN
That the amended memorandum and articles of association of the Company (the "M&A") set out at Appendix I to the circular dated 28 September 2023 and available free of charge from the Company and the Principal Money Manager be hereby approved and adopted as the M&A of the Company in substitution for and to the exclusion of the current M&A of the Company, subject to and in accordance with the requirements of the Central Bank.				

Signature 1

Dated

(Print Name) _____

Signature 2
(If required)

Dated

(Print Name) _____

NOTES ON COMPLETING THE FORM OF PROXY:

- (a) *Unless and otherwise instructed the proxy will vote as he/she thinks fit.*
- (b) *Where the shareholder is an individual, this proxy may be executed by an attorney of such shareholder duly authorised in writing to do so.*
- (c) *In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.*
- (d) *All shareholders are requested to include their account number on the form of proxy. Your account number can be located on your monthly statement. Alternatively, please contact your Russell Investments relationship manager for guidance.*
- (e) *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.*
- (f) *To be valid, a completed form of proxy and any power of attorney under which it is signed must be received via e-mail to russellproxies@maples.com by no later than 10.00 a.m. (Irish time) on 18 October 2023 (i.e. two full business days before the time of the meeting). If the AGM is adjourned, the proxy must be received not less than two full business days before the time appointed for the holding of the adjourned meeting.*
- (g) *Returning the completed form of proxy will not preclude you from attending at the AGM by telephone and voting in person if you so wish. Should a shareholder wish to attend the AGM via telephone, **rather than appoint a proxy**, please confirm this intention by email to russellproxies@maples.com no later than two full business days in advance of the AGM. Dial-in details will be provided by way of return email one business day in advance of the AGM.*