

(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）
（子基金間責任分離之傘型投資公司）
33 Sir John Rogerson's Quay
Dublin 2
Ireland**

[節譯文]

本文件係屬重要並需要您立即注意。若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、稅務、財務或專業顧問尋求建議。

2025 年 9 月 12 日

致： 野村基金（愛爾蘭系列）之全體股東

關於：野村基金(愛爾蘭系列)（下稱「本公司」）- 公開說明書更新

親愛的股東，

我們所提及之本公司目前係經愛爾蘭中央銀行根據經修訂之 2011 年歐洲共同體（可轉讓證券集合投資計畫）法規及其修訂所成立之開放式投資公司。

謹致函通知您對本公司公開說明書（包含子基金之增補說明）（下稱「公開說明書」）所為之某些擬議變更，詳述如下。

本文件所使用之定義詞彙應與公開說明書中所使用者具有相同意涵。

1. 新風險因素

名為「市場擾動」之新風險因素將被納入公開說明書之「風險因素」章節。此項新風險因素說明了在出現市場擾動情況下，子基金可能承受的風險。

2. 可轉讓證券集合投資計畫（UCIT）管理公司

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata, Kenichi Suzuki 及 Andrew Billingsley

登記辦公室：33 Sir John Rogerson's Quay, Dublin 2

登記號碼：418598

於愛爾蘭註冊成立

受愛爾蘭中央銀行監管

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擬對公開說明書進行全面更新，以反映管理公司名稱自「Bridge Fund Management Limited」變更為「FundRock Management Company (Ireland) Limited」，同時亦更新有關管理公司董事會之最新變動及其簡介。

管理公司更新後之網站 (<https://bridgefundservices.com>) 亦將納入至「管理公司之薪酬政策」乙節。

3. 證券融資交易

謹請股東注意，自 2025 年 8 月 28 日起，Mitsubishi UFJ Trust and Banking Corporation 透過其紐約分行（或任何其他適用分行）及東京辦公室（就提供補償義務而言），取代 Brown Brothers Harriman & Co. 成為本公司之借券代理人。

公開說明書「因有效管理投資組合技巧而衍生之營運成本/費用」乙節下之「借券費用」子標題，將被刪除並以下述內容替代之：

「借券、附買回交易、附賣回交易及總報酬交換所生之成本/費用

當一子基金簽訂借券協議，則直接或間接的營運成本與費用將自子基金所獲取的獲利中扣除，其為支付予借券代理人之成本與費用。借券代理人有權就其借券相關服務，保留由一子基金透過借券安排所生收益之最高 30%，[並將由其收取之費用中支付與此等活動相關並由此所生之任何第三方營運及行政成本。]該等收益餘額將支付予相關子基金。支付予借券代理人之成本/費用不包含任何隱藏收益。

當一子基金簽訂附買回及/或附賣回協議時，有關該等協議之操作方，及可能自交付予子基金之收益中扣除之成本/費用（包括任何收益分成安排）詳情，將揭露於相關子基金增補說明。

並無應向總報酬交換之交易對手方支付之任何費用或成本。所有因使用總報酬交換產生之收益均會支付予相關子基金。

一子基金因借券、附買回交易、附賣回交易及總報酬交換（如適用）所獲得收益之詳情，載於相關子基金之年度及半年度報告中。

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4. 附錄二 (經認可的交易所)

更新公開說明書附錄二所列之市場名單將以納入台北。

5. 附錄四 (存託機構之次保管機構清單)

擬對公開說明書附錄四中所列若干國家之存託機構之次保管機構清單進行若干更新，具體如下：

- 芬蘭: Skandinaviska Enskilda Banken AB (Publ) Helsinki Branch
- 希臘: BNP Paribas S.A. Athens Branch
- 愛爾蘭: HSBC Bank plc
- 科威特: HSBC Bank Middle East Limited – Kuwait Branch for the HongKong and Shanghai Banking Corporation (HSBC)
- 墨西哥: Banco Citi Mexico, SA Institucion de Banca Multiple Grupo Financiero Citi Mexico for Citibank N.A
- 挪威: Skandinaviska Enskilda Banken AB (Publ), Oslo Branch
- 西班牙: Societe Generate Sucursal en Espana
BNP Paribas S.A. Sucursal en Espana

6. (與台灣無關，略譯)

7. 野村基金 (愛爾蘭系列) - 美國非投資等級債券基金 (本基金之配息來源可能為本金且本基金主要投資於符合美國 Rule 144A 規定之私募性質債券)

擬對本子基金之增補說明進行以下變更：

- 更新「債務及債務相關有價證券」之定義以納入貸款、貸款參與及貸款轉讓
- 增訂「8. 額外之風險因素」以納入新的子標題「貸款、貸款參與及貸款轉讓」，並反映對貸款之投資須受 10% 限制

8. (與台灣無關，略譯)

9. B 類及 BD 類股份轉換

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公開說明書將予以更新以修訂有關 B 類及 BD 類股份轉換之文字。

目前，公開說明書規定 B 類或 BD 類股份僅可轉換為另一或同一子基金持續發行之相同貨幣之 B 類或 BD 類股份。

擬更新公開說明書以刪除上述限制，使股東得請求將 B 類或 BD 類股份轉換為另一或同一子基金內以不同貨幣計值之 B 類或 BD 類股份。

公開說明書主文中標題為「轉換股份」之文字經修訂後如下：

「除以下所載外，B 類或 BD 類股份僅得轉換為其他或同一子基金持續發行之 B 類或 BD 類股份，並受限於相同之 CDSC 要求者。轉換股份之持有期間將延續至同一子基金之新 B 類或 BD 類股份，或新基金之新 B 類或 BD 類股份(視情況)，且在轉換時毋庸支付 CDSC 費用。其他股份不得轉換為 B 類或 BD 類股份。股東應注意該等限制，其極可能限制股東透過轉換取得其他子基金股份之能力，因並非所有子基金皆有 B 類或 BD 類股份，且董事可隨時暫停任何子基金再發行 B 類或 BD 類股份，且不保證本基金將持續提供以任何幣別計價之任何子基金之 B 類或 BD 類股份。」

為免疑義，謹告知股東，上述變動並不影響公開說明書所述情況下之 B 類或 BD 類股份的自動轉換。

時程架構

謹通知股東，取決於愛爾蘭中央銀行核准，上述變更將反映於本公司修正版公開說明書，並於 2025 年 9 月 30 日或董事可能另行通知投資人之較晚日期起免費向行政管理人、管理公司或總分銷機構索取。

如對此通知有任何疑問，請聯繫 James Tucker (電子郵件：james.tucker@nomura-asset.co.uk；電話：+44 (0)20 7521 1841)。

誠摯地

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董事

謹代表

野村基金（愛爾蘭系列）

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NOMURA FUNDS IRELAND PLC
(an umbrella fund with segregated liability between sub-funds)
33 Sir John Rogerson's Quay
Dublin 2
Ireland

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.

12th September, 2025

To: All Shareholders of Nomura Funds Ireland plc

Re: *Nomura Funds Ireland plc (the "Company") – Update of Prospectus*

Dear Shareholder,

We refer to the Company, which is an open-ended investment company with variable capital, authorised by the Central Bank of Ireland (the "Central Bank") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended).

We wish to notify you of certain proposed changes to the prospectus of the Company including the Sub-Fund supplements (the "**Prospectus**") as further detailed below.

Defined terms used herein shall have the same meaning as in the Prospectus.

1. New Risk Factor

A new risk factor titled "Market Disruptions" will be included in the 'Risk Factors' section of the Prospectus. This new risk factor outlines the risks that a Sub-Fund may incur in the event of disrupted markets.

2. UCITS Manager

Updates are proposed throughout the Prospectus to reflect a recent change to the name of the Manager from Bridge Fund Management Limited to FundRock Management Company (Ireland) Limited as well as to reflect recent changes to the Board of the Manager and the biography of the Manager.

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The updated website of the Manager, <https://bridgefundservices.com>. will also be included under the “Remuneration Policy of the Manager” section.

3. Securities Financing Transactions

Shareholders are advised that with effect from 28th August, 2025, Mitsubishi UFJ Trust and Banking Corporation, acting through its New York Branch (or any other applicable branch) and through its Tokyo office (for the purpose of providing the indemnity obligations) replaced Brown Brothers Harriman & Co. as securities lending agent of the Company.

The sub-heading ‘Stock Lending Fees’, under the section ‘Operational Costs/Fees arising from Efficient Portfolio Management Techniques’ in the Prospectus, will be deleted and replaced with the following:

“Costs / Fees arising from Stock Lending Fees, Repurchase Agreements, Reverse Repurchase Agreements and Total Return Swaps

When a Sub-Fund enters into stock lending arrangements, direct/indirect operational costs/fees may be deducted from the revenue delivered to a Sub-Fund, which will be the costs/fees payable to the Agent Lender. The Agent Lender shall be entitled to retain up to 30% of the revenue generated by a Sub-Fund through stock lending arrangements for its services relating to stock lending and will pay any third party operational and administrative costs associated with, and incurred in respect of, such activity, out of its fee. The balance of such revenue shall be payable to the relevant Sub-Fund. The costs/fees payable to the Agent Lender do not include any hidden revenue.

Where a Sub-Fund enters into repurchase and or reverse repurchase agreements, details of the operator of such arrangements and the costs/fees which may be deducted from the revenue delivered to the Sub-Fund (to include any revenue sharing arrangements) will be disclosed in the relevant Sub-Fund Supplement.

There are no fees or costs payable to the counterparty to total return swaps. All returns generated from the use of total return swaps are paid to the relevant Sub-Fund.

Details of revenue received by a Sub-Fund arising from stock lending, repurchase agreements, reverse repurchase agreements and total return swaps (where relevant) is specified in the annual and semi-annual reports of the relevant Sub-Fund.”

4. Appendix II (Recognised Exchanges)

The list of markets set out in Appendix II of the Prospectus will be updated to include Taipei.

5. Appendix IV (List of Sub-Custodians)

Certain updates are proposed to the list of sub-custodians of the Depositary in certain countries as set out in Appendix IV of the Prospectus as follows:

- **Finland:** Skandinaviska Enskilda Banken AB (Publ) Helsinki Branch
- **Greece:** BNP Paribas S.A. Athens Branch
- **Ireland:** HSBC Bank plc
- **Kuwait:** HSBC Bank Middle East Limited – Kuwait Branch for the HongKong and Shanghai Banking Corporation (HSBC)
- **Mexico:** Banco Citi Mexico, SA Institucion de Banca Multiple Grupo Financiero Citi Mexico for Citibank N.A
- **Norway:** Skandinaviska Enskilda Banken AB (Publ), Oslo Branch
- **Spain:** Societe Generale Sucursal en Espana
BNP Paribas S.A. Sucursal en Espana

6. Nomura Funds Ireland - Japan Sustainable Equity Core Fund (“JSEC”) and Nomura Funds Ireland - Asia Sustainable Equity Fund (“ASE”)

Minor changes are proposed to the investment universe set out in the Supplement of each of JSEC and ASE as follows:

- JSEC: range of 300 – 500 to change to range of 420 - 520
- ASE: figure of 2700 to change to 2100 and the figure of 900 to change to 700

7. Nomura Funds Ireland - US High Yield Bond Fund

The following changes are proposed to the Supplement for this Sub-Fund:

- The definition of “Debt and Debt Related Securities” has been updated to include loans, loan participations and loan assignments.
- Amendments under section ‘8. Additional Risk Factors’, to include a new sub-heading of ‘Loans, loan participations and loan assignments’ and to reflect that investment in loans is subject to a limit of 10%.

8. Nomura Funds Ireland – US High Yield Bond Continuum Fund

The following changes are proposed to the Supplement for this Sub-Fund:

- The definition of “Debt and Debt Related Securities” has been updated to include loans, loan participations and loan assignments.
- Edits have also been made to the risk section to refer to loans and to reflect that investment in loans is subject to a limit of 10%.

9. Conversion of Class B and Class BD Shares

The Prospectus will be updated to amend the wording regarding conversion of Class B and BD Shares.

Currently, the Prospectus provides that Class B or Class BD Shares can only be converted for Class B or Class BD Shares of another or the same Sub-Fund which continues to issue Class B or Class BD Shares of the same currency.

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It is proposed to update the Prospectus to remove the above restriction in order to allow Shareholders to request conversion of Class B or Class BD Shares into different currency denominated Class B or Class BD Shares of another or the same Sub-Fund.

The revised wording under the Section headed "Conversion of Shares" in the main Prospectus will provide as follows:

"Save as set out below, Class B or Class BD Shares can only be converted for Class B or Class BD Shares of another or the same Sub-Fund which continues to issue Class B or Class BD Shares which are subject to the same CDSC. The aging of the Shares converted will be carried over to the new Class B or Class BD Shares in the same Sub-Fund or the new Class B or Class BD Shares in the new Sub-Fund, as appropriate, and no CDSC will be payable at the time of such conversion. No other Class may be converted for Class B Shares or Class BD Shares. The attention of Shareholders is drawn to this restriction, which may limit their ability to acquire Shares in another Sub-Fund through conversion because Class B or Class BD Shares are not available in all Sub-Funds and the further issue of Class B or Class BD shares in any Sub-Fund may be suspended at any time by the Directors and there can be no guarantee that Class B or Class BD Shares of any currency in any Sub-Fund will continue to be offered by the Fund."

For the avoidance of doubt, Shareholders are advised that the above change does not impact the automatic conversion of Class B or Class BD Shares in the circumstances set out in the Prospectus.

Timeframe

Shareholders are advised that, subject to Central Bank approval, the changes outlined above will be reflected in a revised Prospectus of the Company, which will be available from the Administrator, the Manager or the Distributor, free of charge once it has been issued on or about 30th September, 2025, or such later date as the Directors may notify investors.

If you have any queries in relation to this matter, please contact James Tucker (Email: James.Tucker@nomura-asset.co.uk. Telephone: +44 (0)20 7521 1841).

Yours sincerely,



Director
For and on behalf of
Nomura Funds Ireland plc

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