

2026年9月18號



特別股東大會通知

晉達環球策略基金

可變資本投資公司註冊辦事處：17, Boulevard de Kockelscheuer, L-1821 Luxembourg, R.C.S. Luxembourg B 139.420 (「本公司」)

親愛的股東：

我們現特函誠意邀請您出席於2026年10月21日上午11時30分（盧森堡時間）假座本公司位於17, Boulevard de Kockelscheuer, L-1821 Luxembourg的註冊辦事處及於公證人面前舉行的本公司特別股東大會（「大會」），以審議本公司公司章程（「公司章程」）的修訂，並就有關修訂進行投票。以下為大會議程。

議程

1. 公司章程的公司法相關修訂：

審議及核准公司章程各項條文的修訂，以反映經修訂的1915年8月10日盧森堡商業公司法例（「1915年法例」）所引入的變更，詳情載於下文概要：

註冊辦事處

在公司章程新增第4.4條，容許本公司在發生擾亂正常營運的特殊事件時，暫時將其註冊辦事處遷離盧森堡大公國。

股東大會的進行

修訂公司章程第17.4條，以澄清股東大會以電話會議、視像會議或任何其他通訊方式舉行時，須有一名股東親身出席的規定。

董事會會議的進行

修訂公司章程第 29.4 條，以刪除以下推定：若董事會會議以電話會議、視像會議或任何其他通訊方式舉行，該會議即被視為在本公司的註冊辦事處舉行。

利益衝突

在公司章程第31條中新增第31.2條，以訂明當利益衝突導致董事會無法達到有效審議所需的最低法定人數時的處理程序，以及在並非所有董事會成員均涉及利益衝突的前提下，為釐定最低法定人數及多數票要求而不計有關利益衝突的可能性。

2. 公司章程的流動性管理工具修訂：

審議及核准因修訂指令2009/65/EU (UCITS 6) 的指令(EU) 2024/927生效並於盧森堡法律中實施而對公司章程多項條文作出的修訂，包括引入有關建立穩健流動性管理框架的規定，詳情載於下文概要。

發行股份

修訂公司章程第9.11條，刪除實物認購時須提交財務報表查核會計師報告的規定，以反映經不時修訂的2010年12月17日有關集體投資計劃的法律所作出的變更。

贖回股份

修訂公司章程第10.7條，以(i)澄清當贖回超過若干百分比時，贖回款項須按比例支付的措辭；(ii)澄清遞延贖回將獲優先處理的措辭；並修訂第10.11條，以澄清有關實物贖回的措辭。

投資政策及限制

在公司章程第34條中新增第34.9條，以訂立概括性條款，容許使用任何流動性管理工具。

3. 公司章程的一般性優化：

審議及核准公司章程各項條文的修訂，以提升其清晰度、一致性及整體效力，詳情載於下文概要。

財務報表查核會計師

修訂公司章程第36.1條，以澄清獲委任的獨立財務報表查核會計師的任期最長為六年，但可連任多屆，並新增第36.2條及第36.3條有關獨立財務報表查核會計師職責及罷免規定的條款。

清算—合併—重組

修訂第41至44條（重新編號），並加入新的第43條，以：(i)在第41條中就子基金或股份類別終止及清算時須註銷的股份類別作出澄清；(ii)加入可進行子基金分拆的安排；及(iii)修訂公司章程原有第43條（有關股份類別的重組），以進一步澄清若干事項，例如(i)股份類別資產及負債的重新分配；及(ii)股份類別的分拆或合併。

召開大會通知

其他事項：

公司章程多項條文的內容將作出其他輕微修訂，以改善現有措辭或作澄清之用，包括在適用情況下重新編排條文編號。

根據本公司公司章程第19條和經修訂的1915年8月10日盧森堡商業公司法例（「1915年法例」）第450-3(2)條的規定，大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述事宜；而有關事宜的決議案須獲大會有效投票數中至少三分之二的贊成票，方可有效通過。若決議案在大會上獲所需的有效投票票數通過，本公司經修訂之公司章程則會在2026年12月3日生效。

若大會通過決議案，則經修訂公司章程的英文本可於本公司的註冊辦事處免費索取，亦可從晉達網站（www.ninetyone.com）下載。

每股股份享有一票表決權。

承董事會命

晉達環球策略基金

主席

2026年8月12日

召開大會通知

附註

1. 有權但未能參加大會並投票的股東可指派一名或多名代表出席，並代其投票。代表不必為本公司股東。委任代表之文件連同據此簽署的授權書或其他授權文件（如有），或該授權書的經公證核證副本，必須於2026年10月19日上午11時30分（盧森堡時間）前送達本公司位於 17, Boulevard de Kockelscheuer, L-1821 Luxembourg之註冊辦事處，或電郵至luxembourg-domiciliarygroup@statestreet.com或傳真至 (+352) 464 010 413，方為有效。
請注意，僅於2026年10月19日上午11時30分（盧森堡時間）前已載於紀錄的股東，方有權於此大會上投票。
2. 隨附用於大會的代表委任書。就大會有效填妥並交回的代表委任書於任何有關的延會上仍然有效，及在未能滿足特別股東大會的最低法定人數要求的情況下，於再次召開的大會上，本代表委任書亦為有效。
3. 根據本公司公司章程第19條和1915年法例的規定，是次召開的大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述事宜；而有關事宜的決議案須獲大會有效投票數中至少三分之二的贊成票，方可有效通過。
4. 如大會指定開始時間過後半小時內還未達到最低法定人數要求，該大會將擬於至2026年12月2日上午11時30分（盧森堡時間），於本公司位於17, Boulevard de Kockelscheuer, L-1821 Luxembourg的註冊辦事處再次召開。各股東將會收到有關再次召開大會的通知。該再次召開的大會將不設有最低法定人數的要求。
5. 一旦獲得指定的三分二大多數票數通過，所有股東（無論其如何投票或有否投票）均受該決議約束。

代表委任書

晉達環球策略基金 (「本公司」)

適用於晉達環球策略基金 (「本公司」) 在2026年10月21日上午11時30分 (盧森堡時間) 假座本公司於17, Boulevard de Kockelscheuer, L-1821 Luxembourg的註冊辦事處舉行的特別股東大會 (「大會」)。

股東名稱： _____

股東地址： _____

股東賬戶號碼： _____

本人 / 吾等 (下述簽署人) 作為本公司的股東，現委任大會主席或 (見附註1)

姓名： _____

地址： _____

作為本人 / 吾等於大會及其任何延會的代表，就公司章程 (「公司章程」) 的修訂進行討論及投票，以確保符合 (i) 最新的公司法變動，以及 (ii) 透過修訂指令2009/65/EZ (UCITS 6) 的指令(EU) 2024/927及其於盧森堡法律中的實施所引入的最新投資基金法例變動，並另行對公司章程作出若干一般性優化，詳情載於日期為2026年9月18日的大會通告所列議程 (「決議案」)。

請詳閱以下附註。

請於下列「贊成」或「反對」的適當空位填上「✓」號，以顯示您希望代表如何就有關決議案作出投票。

就有關決議案而言，本人現指示代表按照下列所述作出投票（見附註2）；

決議案	贊成	反對
決議案1： 公司章程各項條文的修訂，以反映經修訂的1915年8月10日盧森堡商業公司法例所引入的變更，詳情載於下文概要：在公司章程新增第4.4條，容許本公司在發生擾亂正常營運的特殊事件時，暫時將其註冊辦事處遷離盧森堡大國。 修訂公司章程第17.4條，以澄清股東大會以電話會議、視像會議或任何其他通訊方式舉行時，須有一名股東親身出席的規定。 修訂公司章程第29.4條，以刪除以下推定：若董事會會議以電話會議、視像會議或任何其他通訊方式舉行，該會議即被視為在本公司的註冊辦事處舉行。 在公司章程第31條中新增第31.2條，以訂明當利益衝突導致董事會無法達到有效審議所需的最低法定人數時的處理程序，以及在並非所有董事會成員均涉及利益衝突的前提下，為釐定最低法定人數及多數票要求而不計有關利益衝突的可能性。		
決議案2： 因修訂指令2009/65/EU (UCITS 6) 的指令(EU) 2024/927生效及其於盧森堡法律中的實施而對公司章程多項條文作出的修訂，包括引入有關建立穩健流動性管理框架的規定，詳情載於下文概要： 修訂公司章程第9.11條，刪除實物認購時須提交財務報表查核會計師報告的規定，以反映經不時修訂的2010年12月17日有關集體投資計劃的法律所作出的變更。 修訂公司章程第10.7條，以(i)澄清當贖回超過若干百分比時，贖回款項須按比例支付的措辭；(ii)澄清遞延贖回將獲優先處理的措辭；並修訂第10.11條，以澄清有關實物贖回的措辭。 在公司章程第34條中新增第34.9條，以訂立概括性條款，容許使用任何流動性管理工具。		

決議案	贊成	反對
決議案3： 公司章程各項條文的修訂，以提升其清晰度、一致性及整體效力，詳情載於下文概要： 修訂公司章程第36.1條，以澄清獲委任的獨立財務報表查核會計師的任期最長為六年，但可連任多屆，並新增第36.2條及第36.3條有關獨立財務報表查核會計師職責及罷免規定的條款。 修訂第41至44條（重新編號），並加入新的第43條，以：(i)在第41條中就子基金或股份類別終止及清算時須註銷的股份類別作出澄清；(ii)加入可進行子基金分拆的安排；及(iii)修訂公司章程原有第43條（有關股份類別的重組），以進一步澄清若干事項，例如(i)股份類別資產及負債的重新分配；及(ii)股份類別的分拆或合併。		
其他事項：公司章程多項條文的內容將作出其他輕微修訂，以改善現有措辭或作澄清之用，包括在適用情況下重新編排條文編號。	此項無需投票。	

請於2026年10月19日上午11時30分（盧森堡時間）之前填妥並交回此代表委任書。請將此代表委任書連同授權書，或其他簽署授權書的書面授權文件（如有），或該授權書的公證副本，傳真至(+352) 464 010 413，或電郵至luxembourg-domiciliarygroup@statestreet.com，或使用隨附的回郵信封郵寄至17, Boulevard de Kockelscheuer, L-1821 Luxembourg。

一經於下文簽署，即代表您同意授權代表作出任何陳述、進行所有投票、簽署所有會議紀錄及其他文件、作出一切合法、必需或有助完成及履行此代表委任書的事情（即使現有文件並沒有正式提及），以及按照盧森堡法律的規定在公司註冊處進行任何註冊，而下述簽署人承諾每當被要求時將追認由代表作出的所有前述行為。

若此次大會因任何原因休會、延期或再召開，此代表委任書仍然有效。

此代表委任書，以及下述簽署人及代表的權利、義務和責任受盧森堡法律約束，並不受制於國際私法法規。

由此委任引起、與之相關及因而出現的任何索償、糾紛或爭論，應由下述簽署人及代表向盧森堡市的法院提出，而每名下述簽署人及代表因應任何此等行動或訴訟將會受到此等法院的專屬管轄，並放棄對此等法院的專屬管轄或地點提出任何異議。

簽署	日期
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18 September 2026



Notice of Extraordinary General Meeting

Ninety One Global Strategy Fund

Société d'Investissement à Capital Variable. Registered Office: 17, Boulevard de Kockelscheuer, L-1821 Luxembourg, R.C.S. Luxembourg B 139.420 (the “**Company**”).

Dear Shareholder,

Notice is hereby given and you are invited to attend an EXTRAORDINARY GENERAL MEETING of the Shareholders of the Company which will be held, before notary, at the registered office of the Company at 17, Boulevard de Kockelscheuer, L-1821 Luxembourg, on 21 October 2026 at 11:30 a.m. (Luxembourg time) (the “**Meeting**”), to deliberate and vote on the amendments of the articles of incorporation of the Company (the “**Articles**”). The agenda is described below.

Agenda

1. Corporate law amendments to the Articles:

Consideration and approval of amendments to various provisions of the Articles to reflect changes introduced by the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “**1915 Law**”), as further described in the summary set out below:

Registered office

Insertion of a new Article 4.4 in the Articles to allow the Company to temporarily relocate its registered office outside the Grand Duchy of Luxembourg during exceptional events that disrupt normal operations.

Conduct of general meetings of shareholders

Amendment of Article 17.4 of the Articles to clarify that the physical presence requirement of one shareholder when the general meeting of shareholders is held by conference call, through video conference or by any other means of communication.

Conduct of meetings of the Board of Directors

Amendment of Article 29.4 of the Articles to remove the presumption that in case a meeting of the Board of Directors is held by conference call or video conference or by any other means of communication, that the meeting is deemed to take place at the registered office of the Company.

Conflict of interest

Insertion of a new Article 31.2 in Article 31 of the Articles to reflect a procedure in case conflicts of interest prevent the Board of Directors from reaching the quorum required to validly deliberate and the possibility

to disregard a conflict of interest for the purposes of determining quorum and majority requirements, provided that not all members of the Board of Directors are conflicted.

2. LMT amendments to the Articles:

Consideration and approval of amendments to various provisions of the Articles following the entry into force of Directive (EU) 2024/927 amending Directive 2009/65/EU (**UCITS 6**) and its implementation in Luxembourg law, including the introduction of requirements relating to the establishment of a robust liquidity management framework, as further described in the summary set out below.

Issue of shares

Amendment of Article 9.11 of the Articles to remove the audit report requirement in case of a subscription in kind to reflect the change made to the law 17 December 2010 on undertakings for collective investment, as amended from time to time.

Redemption of shares

Amendment of Article 10.7 of the Articles to (i) clarify the wording that redemption proceeds shall be paid on a pro rata basis in case they exceed a certain percentage of redemptions, (ii) clarify the wording that deferred redemptions will be treated in priority, and amendment of Article 10.11 to clarify the wording on redemptions in kind.

Investment policy and restrictions

Insertion of a new Article 34.9 in Article 34 of the Articles to establish a catch-all clause allowing the use of any liquidity management tools.

3. General enhancements to the Articles:

Consideration and approval of amendments to various provisions of the Articles with a view to enhancing their clarity, consistency and overall effectiveness, as further described in the summary set out below.

Auditor

Amendment of Article 36.1 of the Articles to clarify that the independent auditor may be appointed for a maximum term of six years but may be re-elected for successive terms and insertion of new Articles 36.2 and 36.3 relating to the duties and removal requirements of the independent auditor.

Liquidation – Merger – Reorganisation

Amendment to Articles 41 – 44 (renumbered) and inclusion of a new Article 43 providing (i) one clarification in Article 41 relating to the termination and liquidation of sub-funds or classes of shares regarding shares classes to be cancelled upon liquidation of a sub-fund or a class of shares, (ii) inclusion of the possibility to proceed to the division of sub-funds, and (iii) amendment of the old Article 43 of the Articles relating to the re-organisation of classes of shares in order to provide further clarity on certain aspects such as (i) the re-allocation of assets and liabilities of classes of shares and (ii) the division or merger of classes of shares.

4. Miscellaneous:

Other minor changes will be made to the content of various Articles for improvements of the current wording or for clarifications purposes, including the renumbering of the Articles where applicable.

The Meeting will validly deliberate on this item if at least one-half of the share capital is present or represented and the resolution on the item will be validly passed by the affirmative vote of at least two-thirds of the votes validly cast at the Meeting, in conformity with article 19 of the Articles and article 450-3(2) of the amended Luxembourg law of 10 August 1915 on commercial companies (the “**1915 Law**”). If the resolution is passed by the requisite number of votes validly cast at the Meeting, the amended Articles of the Company shall come into force on 3 December 2026.

Copies of the amended Articles will be available free of charge, in English, at the registered office of the Company and they may be downloaded from the Ninety One website (www.ninetyone.com) if the resolutions are successfully passed at the Meeting.

Each share is entitled to one vote.

By order of the Board

Ninety One Global Strategy Fund

Chairperson

12 August 2026

Notes

1. A shareholder entitled to attend and vote at the Meeting but who is unable to do so is entitled to appoint one or more proxies to attend and to vote instead of him/her. The proxy needs not be a shareholder in the Company. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarised certified copy of such power of attorney, in order to be valid, must either be deposited at the registered office of the Company, 17, Boulevard de Kockelscheuer, L-1821 Luxembourg, returned by email to luxembourg-domiciliarygroup@statestreet.com or returned by fax on (+352) 464 010 413 by 11:30 a.m. (Luxembourg time) on 19 October 2026.
Please be advised that only shareholders on record as at 11:30 a.m. (Luxembourg time) on 19 October may be entitled to vote at this Meeting.
2. A form of proxy for use at the Meeting is enclosed. A form of proxy validly completed and returned for the Meeting will remain valid for any adjournment thereof as well as for a reconvened Meeting in case the quorum requirements of the Meeting are not met.
3. The Meeting hereby convened will validly deliberate upon the item of the above agenda if at least one half of the share capital of the Company is present or represented by proxy and the resolution on the item of the agenda will be validly passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting, in conformity with article 19 of the articles of incorporation of the Company and the 1915 Law.
4. If a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, it will be reconvened at 11:30 a.m. (Luxembourg time) on 2 December 2026 and will be held at the registered office of the Company, 17, Boulevard de Kockelscheuer, L-1821 Luxembourg. Shareholders will be notified of such reconvened meeting. There are no quorum requirements for such reconvened meeting.
5. Once passed by the requisite majority of two thirds of the votes cast, the resolution will be binding on all shareholders, irrespective of how or whether they voted.

Form of Proxy

Ninety One Global Strategy Fund (the ‘Company’)

For use at the Extraordinary General Meeting of Shareholders of the Ninety One Global Strategy Fund (the “Company”) to be held in Luxembourg at the registered office of the Company, 17, Boulevard de Kockelscheuer, L-1821 Luxembourg, on 21 October 2026 at 11:30 a.m. (Luxembourg time) (the “Meeting”)

Shareholder name: _____

Shareholder address: _____

Shareholder account number: _____

I/We, the undersigned, being a Shareholder in the Company hereby appoint the **Chairperson of the Meeting** or (see Note 1)

Name: _____

Address: _____

to act as my proxy at the Meeting and at any adjournment(s) thereof to discuss and vote on the amendments to the articles of incorporation (the “Articles”) in order to ensure compliance with (i) the latest corporate law changes and (ii) the latest investment fund law changes introduced by Directive (EU) 2024/927 amending Directive 2009/65/EZ (UCITS 6) and its implementation in Luxembourg law, while separately introducing certain general enhancements to the Articles as set out in the agenda specified in the notice of the Meeting dated 18 September 2026 (the “Resolutions”).

Please read the Notes below carefully.

Please indicate how you wish your proxy to vote in respect of the Resolutions set out below by placing a 'tick' in the appropriate box under either 'for' or 'against'.

In respect of the Resolutions, I direct my proxy to vote as follows (see Note 2);

Resolutions	For	Against
Resolution 1: Amendments to various provisions of the Articles to reflect changes introduced by the Luxembourg law of 10 August 1915 on commercial companies, as amended, as further described in the summary set out below: Insertion of a new Article 4.4 in the Articles to allow the Company to temporarily relocate its registered office outside the Grand Duchy of Luxembourg during exceptional events that disrupt normal operations. Amendment of Article 17.4 of the Articles to clarify that the physical presence requirement of one shareholder when the general meeting of shareholders is held by conference call, through video conference or by any other means of communication. Amendment of Article 29.4 of the Articles to remove the presumption that in case a meeting of the Board of Directors is held by conference call or video conference or by any other means of communication, that the meeting is deemed to take place at the registered office of the Company. Insertion of a new Article 31.2 in Article 31 of the Articles to reflect a procedure in case conflicts of interest prevent the Board of Directors from reaching the quorum required to validly deliberate and the possibility to disregard a conflict of interest for the purposes of determining quorum and majority requirements, provided that not all members of the Board of Directors are conflicted.		
Resolution 2: Amendments to various provisions of the Articles following the entry into force of Directive (EU) 2024/927 amending Directive 2009/65/EU (UCITS 6) and its implementation in Luxembourg law, including the introduction of requirements relating to the establishment of a robust liquidity management framework, as further described in the summary set out below: Amendment of Article 9.11 of the Articles to remove the audit report requirement in case of a subscription in kind to reflect the change made to the law 17 December 2010 on undertakings for collective investment, as amended from time to time. Amendment of Article 10.7 of the Articles to (i) clarify the wording that redemption proceeds shall be paid on a pro rata basis in case they exceed a certain percentage of redemptions, (ii) clarify the wording that deferred redemptions will be treated in priority, and amendment of Article 10.11 to clarify the wording on redemptions in kind. Insertion of a new Article 34.9 in Article 34 of the Articles to establish a catch-all clause allowing the use of any liquidity management tools.		

Resolutions

	For	Against
Resolution 3: Amendments to various provisions of the Articles with a view to enhancing their clarity, consistency and overall effectiveness as further described in the summary set out below: Amendment of Article 36.1 of the Articles to clarify that the independent auditor may be appointed for a maximum term of six years but may be re-elected for successive terms and insertion of new Articles 36.2 and 36.3 relating to the duties and removal requirements of the independent auditor. Amendment to Articles 41 – 44 (renumbered) and inclusion of a new Article 43 providing (i) one clarification in Article 41 relating to the termination and liquidation of sub-funds or classes of shares regarding shares classes to be cancelled upon liquidation of a sub-fund or a class of shares, (ii) inclusion of the possibility to proceed to the division of sub-funds, and (iii) amendment of the old Article 43 of the Articles relating to the re-organisation of classes of shares in order to provide further clarity on certain aspects such as (i) the re-allocation of assets and liabilities of classes of shares and (ii) the division or merger of classes of shares.		
Miscellaneous: Other minor changes will be made to the content of various Articles for improvements of the current wording or for clarifications purposes, including the renumbering of the Articles where applicable.	No vote is required on this point.	

Please complete and return this Proxy form by 11:30 a.m. (Luxembourg time) on 19 October 2026 by fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail using the enclosed business reply envelope to 17, Boulevard de Kockelscheuer, L-1821 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.

By signing the below you agree that the proxyholder is authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, even if not formally mentioned in the present documents, and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Companies' Registrar, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested.

The present proxy will remain in force if the Meeting, for whatsoever reason, is adjourned, postponed or reconvened.

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder before the courts of Luxembourg-City, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such action or proceeding and waives any objection to the jurisdiction or venue of such courts.

Signed	Date

