

This document is important and requires your immediate attention. If you are in doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor. If you have sold or transferred all of your shares in Wellington Management Funds (Ireland) plc (the Company) please pass this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.

This document is not required to be and has not been reviewed by the Central Bank of Ireland (the Central Bank).

Annual General Meeting (AGM) and proposed changes to the Company's Memorandum and Articles of Association

14 June 2023

Dear Shareholder,

1. INTRODUCTION

The Directors of the Company (the **Directors**) have resolved to convene the AGM of the Shareholders of the Company to be held on 6 July 2023 at 10:30am at the registered office of the Company at 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland. The purpose of this letter is to notify you of the proposal to amend the articles of association of the Company (the **Articles**), subject to the approval of Shareholders, the Companies Registration Office and the Central Bank.

The Directors have carried out a review of the Articles and recommend that a number of changes be made to the Articles. As a matter of Irish company law, all changes to the Company's Articles (even those which are administrative in nature) require the approval of a special resolution by the Shareholders of the Company.

Defined terms used in this document shall have the meaning given to them in the Company's Memorandum and Articles of Association.

2. PROPOSED CHANGES TO THE ARTICLES

Subject to the passing of a special resolution by Shareholders, it is proposed to adopt new Articles in substitution for and to the exclusion of the existing Articles.

A summary of the changes proposed to be included in the new Articles is as follows:

Compulsory Redemption or Transfer of Shares

It is proposed to amend the Articles to allow the Directors to compulsorily redeem or transfer Participating Shares where it is considered necessary to prevent the Company, a particular sub-fund or particular share class suffering a legal or material administrative disadvantage which it would not otherwise suffer; or where a Shareholder holds less than the Minimum Shareholding as defined in the Prospectus or no longer meets the eligibility criteria, for the relevant share class.

Class Fund Exchanges

It is proposed to amend the Articles to allow the Directors to effect a compulsory exchange of Participating Shares where it is considered to be in the interests of the Member or in circumstances where the Member

Wellington Management Funds (Ireland) Plc is incorporated in Ireland with limited liability under company registration No. 267944, and is an umbrella fund with segregated liability between sub-funds governed by the laws of Ireland and authorised by the Central Bank of Ireland. Directors: Gerald Brady, Liam Manahan, Lucinda Marrs (American), Sergio Betancourt (Italian) and Susanne Ballauff (German). Address and registered office as above.

no longer meets the eligibility requirements of the relevant share class or where the Member is unable to accept a distribution fee due to commercial or regulatory constraints.

The proposed amended text is marked up as set out in the attached Appendix to this letter.

It should be noted that the proposed changes to the Articles are also subject to the approval of the Companies Registration Office and the Central Bank.

3. SHAREHOLDER APPROVAL

As outlined above, the Directors would like to request the approval of the Shareholders to the above proposal at the AGM which will take place at the registered office of the Company at 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland on 6 July 2023 at 10:30am. A formal notice of the AGM is attached hereto.

The attached notice sets out the text of the special resolution to be proposed at the AGM.

The resolution to adopt the amended Articles will be proposed as a special resolution; a special resolution cannot be passed unless it receives the support of a majority of at least 75% of the total number of votes cast for and against it in a general meeting. If the resolution to adopt the amended Articles is passed by the requisite majority, it will be binding on all Shareholders irrespective of how (or whether) they voted.

4. PROXY FORMS

A proxy form to enable you to vote at the meeting is enclosed with this circular. Please read the notes printed on the form which will assist you in completing and returning the form. To be valid, your form of proxy must be received at the registered office of the Company before the time appointed for the holding of the AGM or adjourned AGM.

5. ENQUIRIES

The proposed amended text is marked up as set out in the attached Appendix to this letter and copies of the proposed amended Articles are available for inspection from the registered office of the Company or from your usual contact at the Wellington Management.

If you have any queries or require any further clarification on this matter, please contact your usual contact at Wellington Management or consult with your professional adviser.

6. COSTS

The costs of implementing the foregoing changes, as well as the costs of securing all necessary regulatory and other approvals, will be borne by the Company.

7. CHANGES TO TAKE EFFECT

If the special resolution is passed, the changes to the Articles will take effect on or shortly after 6 July 2023. The results of the Annual General Meeting shall be available from the Administrator.

8. RECOMMENDATION

The Directors consider that it is appropriate to make the proposed changes to the Articles. The flexibility they offer will enable the Directors to address practical matters which have been encountered in the operation of the Company, while taking account of the interests of the affected Shareholders and the Company.

The Directors are of the opinion that the passing of the proposed special resolution is in the best interests of Shareholders as a whole and would recommend that you vote in favour of the resolution. We would be

grateful of your support for this resolution at the AGM by proxy. Please complete the enclosed proxy and return it to us.

The Directors thank you for your continued support of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Sevin', followed by a horizontal line extending to the right.

Director

For and on behalf of

Wellington Management Funds (Ireland) plc

The Prospectus, the Key Information Documents, the Articles of Association as well as the Annual and Semi-annual reports may be obtained free of charge upon request from the Swiss Representative.

Representative and paying agent in Switzerland:

BNP PARIBAS, Paris, Zurich branch
Selnaustrasse 16

CH - 8002 Zurich

APPENDIX

Mark Up of Proposed Amendments to Memorandum and Articles of Association

COMPULSORY REDEMPTION OR TRANSFER

16. (1) (a) The Directors shall have power (but shall not be under any duty) to impose such restrictions as they may think necessary for the purpose of ensuring that no Participating Shares of any class are acquired or held directly or beneficially by:
- (i) any person who appears to be in breach of any law or requirement of any country or governmental authority or by virtue of which such person is not qualified to hold such shares; or
 - (ii) any United States person; or
 - (iii) any person or persons in circumstances which, (whether directly or indirectly affecting such person or persons and whether taken alone or in conjunction with any other person or persons connected or not, or any other circumstances appearing to the Directors to be relevant) in the sole discretion of the Directors might result in the Company . a particular sub-fund or particular share class incurring any liability to taxation or suffering legal, pecuniary, regulatory ~~or~~ reputational or material administrative disadvantages which the Company . the relevant sub-fund or the relevant share class might not otherwise have incurred or suffered including where the Company suspects market timing.; or
 - (iv) any person who holds less than the Minimum Shareholding, or no longer meets the eligibility criteria, for the relevant share class.

CLASS FUND EXCHANGES

19. (1) Subject to these Articles and as hereinafter provided a Member holding Participating Shares of any class (the "first class") on any Dealing Day shall have the right from time to time to exchange all or any of such Participating Shares for Participating Shares of another class (the "new class") (such class being either an existing class or a class agreed by the Directors to be brought into existence with effect from that Dealing Day) on the following terms:-

- (a) The Member shall give to the Company or its authorised agent(s)

instructions (hereinafter called an "**Exchange Notice**") in such form as the Directors may from time to time determine.

- (b) The exchange of the Participating Shares specified in the Exchange Notice pursuant to this Article shall occur on a Dealing Day in respect of Exchange Notices received on or prior to the Dealing Deadline for that Dealing Day (or prior to such other time of day as the Directors may determine either generally or in relation to a particular class of Participating Shares or in any specific case) by the Company or its authorised agent(s) or on such other Dealing Day as the Directors at the request of the Member may agree.
- (c) Exchange of the Participating Shares of the first class specified in the Exchange Notice shall be effected in the following manner, that is to say:-
 - (i) such Participating Shares of the first class shall be redeemed by the issue of Participating Shares of the new class;
 - (ii) the Participating Shares of the new class shall be issued in respect of and in proportion to (or as nearly as may be in proportion to) the holding of the Participating Shares of the first class which is being exchanged; and
 - (iii) the proportion in which Participating Shares of the new class are to be issued in respect of Participating Shares of the first class shall be determined in accordance with the following provisions of this Article;

Provided always that the right of a Member to exchange his Participating Shares for Participating Shares of another class conferred by this Article shall be conditional upon the exchanged is equal to or exceeds the Minimum Shareholding for the relevant Class Fund. The Directors may refuse to give effect to any Exchange Notice if to do so would cause the relevant Members holding in the Class Fund relating to the first class to fall below the Minimum Shareholding specified for that Class Fund.

(2)

(a) The Directors shall have the power to effect a compulsory exchange of Participating Shares of a Member's Shareholding from a first class to the new class where it is considered in the sole discretion of the Directors to be in the interests of the Member, or in circumstances where the Member no longer meets the eligibility requirements for the first class, or where a distribution fee is payable to the Member under terms of the first share class but the Member is unable to accept such fee due to commercial or regulatory constraints.

(b) The compulsory exchange of the Participating Shares into the new class shall be effected in accordance with sub-paragraph (1)(c) above as if an Exchange Notice had been issued and the Directors shall determine the number of Participating Shares of the new class to be issued on exchange in accordance with the formula outlined in sub-paragraph (1)(d) above.

(c) Where the Directors propose to effect an exchange of Participating Shares in accordance with this Article 19 (2), and the Directors consider it

appropriate to do so, the Directors shall give advance notice in writing of their intention to do so to the Member. Unless otherwise determined by the Directors, if the Member does not within [21 days] after the giving of such notice (or such other period of time as the Directors in their absolute discretion shall consider reasonable) submit an Exchange Notice or request the Company to redeem the Participating Shares in the first class, such Member shall be deemed to have submitted an Exchange Notice and the procedures outlined in this Article shall be followed in respect of the exchange of the Participating Shares in the first class for Participating Shares in the new class.

NOTICE OF ANNUAL GENERAL MEETING
of
WELLINGTON MANAGEMENT FUNDS (IRELAND) PLC
(the Company)

NOTICE is hereby given that the Annual General Meeting (the **AGM**) of the Company will be held at the offices of A&L Goodbody, 3 Dublin Landings, North Wall Quay, Dublin 1 on Thursday, 6 July 2023 at 10:30am for the following purposes:

Ordinary Business

- 1 To receive and consider the financial statements for the year ended 31 December 2022 and the reports of the directors and auditors thereon.
- 2 To re-appoint PricewaterhouseCoopers as auditors to the Company.
- 3 To authorise the directors to fix the remuneration of the auditors for the year ended 31 December 2023.
- 4 To review the affairs of the Company.

Special Business

5. To approve the Articles of Association ("**Articles**") of the Company produced to the meeting and for the purposes of identification marked "X" on the front page thereof as the Articles of the Company in substitution for and to the exclusion of all existing Articles thereof.

And to transact any other business which may properly be brought before the meeting.

By Order of the Board

Goodbody Secretarial Limited
Secretary
3 Dublin Landings, North Wall Quay, Dublin 1, Ireland

Dated: 14 June 2023

A member entitled to attend and vote may appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company. Should you wish to vote at the AGM, we would strongly recommend that you complete the Proxy Form enclosed with this Notice and return a completed and signed Proxy Form by email to gslfunds@algoodbody.com. Please also refer to the Notes on the second page of the Proxy Form.

PROXY

**For the Annual General Meeting of
WELLINGTON MANAGEMENT FUNDS (IRELAND) PLC**

Please complete the below sections in BOLD TYPE

I/We*

of

being a Shareholder/Shareholders* of the Company referred to above HEREBY APPOINT the Chairperson of the Meeting or any representative of Goodbody Secretarial Limited or any partner or employee of A&L Goodbody

or failing him/her

as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the Annual General Meeting

of the Company to be held at the offices of A&L Goodbody, 3 Dublin Landings, North Wall Quay, Dublin 1 on on Thursday 6 July 2023 at 10:30am and at every adjournment thereof.

***DELETE AS APPROPRIATE**

Signature

Date

PLEASE INDICATE WITH AN 'X' IN THE SPACES BELOW HOW YOU WISH YOUR VOTE TO BE CAST

UNLESS OTHERWISE INDICATED THE PROXY WILL VOTE AS HE/SHE THINKS FIT.

Ordinary Business

FOR

AGAINST

- | | | | |
|----|--|--------------------------|--------------------------|
| 1. | To receive the financial statements for the period ended 31 December 22. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To reappoint PricewaterhouseCoopers as Auditors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To authorise the Directors to fix the remuneration of the Auditors for the period ending 31 December 2023. | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business

- | | | | |
|----|--|--------------------------|--------------------------|
| 4. | To approve the Articles of Association (" Articles ") of the Company produced to the meeting and for the purposes of identification marked "X" on the front page thereof as the | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|

Articles of the Company in substitution for and to the exclusion of all existing Articles thereof.

The Directors would be grateful of your support for the resolutions by completing the enclosed proxy and returning it by email to gslfunds@algoodbody.com any time before the AGM is due to be held in order to ensure that the AGM may progress as in the normal course.

Notes

1. You may appoint a proxy of your own choice by inserting the name of the person appointed as proxy (who need not be shareholder) in the space provided. We recommend that you do not appoint somebody other than the Chairperson or a representative of Goodbody Secretarial Limited or any partner or employee of A&L Goodbody.
2. Please insert your name(s) and address in **BOLD TYPE** and sign and date the form.
3. Indicate by placing a cross in the appropriate box how you wish your votes to be cast in respect of each resolution. If no mark is made, your proxy may vote or abstain at his/her discretion. On any other business not specified in the Notice of Meeting and arising at the Meeting, the proxy will act at his or her discretion.
4. If the appointer is a corporation, this form must be under the common seal or under the hand of some officer, attorney or other person authorised in writing.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated. In the event of more than one joint holder tendering votes, the vote of the shareholder whose name first appears in the register of members will be accepted to the exclusion of all others.
6. To be valid, this form (and, if applicable, any power of attorney or other authority under which it is signed or a notarially certified copy thereof) must be completed and sent by email to Goodbody Secretarial Limited at gslfunds@algoodbody.com or deposited at the registered office at **3 Dublin Landings, North Wall Quay, Dublin 1** by post or email before the time fixed for holding the meeting for the attention of Goodbody Secretarial Limited.
7. If any amendments are made, they should be initialled.