

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

8th May 2024

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 Tuesday 18 June 2024 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:

Temporary restrictions on redemptions

It is proposed to amend the Articles to define the threshold upon which the Directors may temporarily restrict redemption requests on the percentage of the Net Asset Value of Shares rather than the percentage of number of Shares.

In addition, it is proposed to clarify and amend the Articles to reflect that the calculation of the Net Asset Value of Shares of any Class of Shares or Class Fund may be temporary suspended in cases of force majeure events and cyber-attacks.

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 Tuesday 18 June 2024 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 such date that the Central Bank of Ireland (CBI) notes the updated prospectus and the updated Articles are filed with the CBI. 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,

Director
For and on behalf of
Wellington Management Funds (Ireland) plc

The Prospectus, as well as – once available – a version of the prospectus and the Articles of Association showing all amendments made, 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

REDEMPTION

18. (g) The Company shall not be bound whether as a result of a redemption request received under this Article or an exchange notice received under Article 19 hereof to redeem as at any Dealing Day more than ten per cent of the ~~number of Participating Shares~~ **Net Asset Value** of any Class Fund in issue at the Valuation Point on that Dealing Day. If the Company shall receive requests for the redemption as at any Dealing Day of ~~a greater number~~ **more than ten per cent** of ~~Participating Shares~~ **the Net Asset Value** of any Class Fund it may scale down the ~~number~~ **amount** to be redeemed in response to each request pro rata to such extent as may be necessary to ensure that the foregoing limit is not exceeded and shall carry forward for redemption to the next following Dealing Day the balance of each request and so on to each succeeding Dealing Day until each request has been complied with in full.

SUSPENSION OF DETERMINATION OF NET ASSET VALUE AND REDEMPTION

20. (a) The Directors may at any time declare a temporary suspension of the determination of the Net Asset Value of any Class Fund and issue/redemption of any particular class of Participating Shares and the exchange of Participating Shares of any one class for those of another:-
- (i) during any period when any of the principal Markets or stock exchanges on which a substantial portion of the Investments of the relevant Class Fund from time to time are quoted is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
 - (ii) during any period when, as a result of force majeure events, cyber attacks, political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Directors, disposal or valuation of Investments of the relevant Class Fund is not reasonably practicable without this being seriously detrimental to the interests of owners of Participating Shares of the relevant class or if, in the opinion of the Directors, Redemption Prices cannot fairly be calculated;

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 Tuesday 18 June 2024 at 10:30am for the following purposes:

Ordinary Business

- 1 To receive and consider the financial statements for the year ended 31 December 2023 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 2024.
- 4 To review the affairs of the Company.

Special Business

- 5 To approve the amendments to the Articles 18 (g) and 20 (a) (ii) of the Articles of Association ("Articles") of the Company produced to the meeting.

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: 8th May 2024

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 Tuesday 18 June 2024 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 2023.	<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 2024.	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

4. To approve the amendments to the Articles 18 (g) and 20 (a) (ii) of the Articles of Association ("**Articles**") of the Company produced to the meeting.

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.

