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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, tax adviser, accountant or other independent financial adviser. If you have sold or transferred all of your shares in ANIMA Bond Flex, please pass this document at once to the Administrator or Distributor through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible. The Directors of ANIMA Funds plc are the persons responsible for the information contained in this document. Please note that this document has not been reviewed by the Central Bank of Ireland.

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## **CIRCULAR TO SHAREHOLDERS OF**

### **ANIMA Bond Flex, a sub-fund of ANIMA Funds plc**

(An open-ended umbrella investment company with variable capital and segregated liability between its sub-funds incorporated under the Companies Act 2014 and registered in Ireland with the Companies Registration Office with registration number 308009 and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended)

**NOTICE CONVENING AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ANIMA BOND FLEX TO BE HELD AT 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, IRELAND ON 18 MAY, 2022 IS ATTACHED TO THIS CIRCULAR.**

**IF YOU ARE A REGISTERED HOLDER OF SHARES IN ANIMA BOND FLEX, A FORM OF PROXY FOR USE IN CONNECTION WITH THE EXTRAORDINARY GENERAL MEETING IS ENCLOSED WITH THIS CIRCULAR. YOU ARE REQUESTED TO COMPLETE THIS PROXY IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED ON THE FORM AND TO FORWARD IT TO THE ADDRESS SHOWN ON THE FORM AS SOON AS POSSIBLE AND IN ANY EVENT SO AS TO ARRIVE NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE HOLDING OF THE EXTRAORDINARY GENERAL MEETING OR ADJOURNED MEETING.**

**IF YOUR SHARES ARE REGISTERED IN THE NAME OF A NOMINEE YOU SHOULD INSTRUCT YOUR NOMINEE AS TO HOW YOU WISH TO VOTE IMMEDIATELY TO ALLOW YOUR NOMINEE TO VOTE BY THE TIME APPOINTED FOR THE EXTRAORDINARY GENERAL MEETING.**

#### **ANIMA Funds Plc**

78, Sir John Rogerson's Quay - Dublin 2 - Ireland - Phone +353 1 4360.300 - Fax +353 1 6709.181 - [www.animafunds.ie](http://www.animafunds.ie)

Directors: Andrew Bates, Chairman (Irish), Pierluigi Giverso (Italian), Rory Mason (Irish), Agostino Ricucci (Italian; Irish resident), Davide Sosio (Italian).

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ANIMA Funds plc  
(an umbrella fund with segregated liability between sub-funds)  
78 Sir John Rogerson's Quay,  
Dublin 2  
Ireland

4 May, 2022

**Re: Extraordinary General Meeting of ANIMA Bond Flex (the "Fund")**

Dear Shareholder,

We, the Directors of the Company, are writing to inform you that an Extraordinary General Meeting has been scheduled to be held at 33 Sir John Rogerson's Quay, Dublin 2 on 18 May, 2022 at 4.15 p.m. (Irish time) for the purpose of approving proposed changes to the fund information card ("Fund Information Card") of the Fund to permit the use of credit default swaptions for the following purposes, namely hedging, risk reduction, investment and efficient portfolio management purposes, as further detailed below.

**1. Proposed Changes to permit the use of Credit Default Swaptions**

It is intended that Appendix V-Financial Derivative Instruments of the Prospectus and the Fund Information Card for the Fund be updated to permit the use of credit default swaptions for the purposes detailed below:

*"Credit default swaptions may be used for the following purposes:*

- *hedging, in order to (partially or totally) net a position in another credit default swaption with the same characteristics (with the same or a different counterparty) but taking an opposite position (i.e. in respect of being long or short) or in order to (partially or totally) optionally net a position in a credit default swap with the same underlying and different credit exposure taking an opposite position (i.e. in respect of being long or short);*
- *risk reduction, in order to optionally decrease the credit risk of a portfolio of corporate and/or government securities and/or credit default swaps;*
- *investment, in order to take an optional (long or short) position on credit risk or to gain from option premiums received;*
- *efficient portfolio management, in order to take an optional long position on credit risk without interest rate risk exposure."*

It is intended to seek Shareholder approval to permit the use of credit default swaptions on the basis that the use of credit default swaptions may alter the risk profile of the Fund.

**2. Shareholders' Approval**

For the sanctioning of any Ordinary Business, that is the proposed amendment to the Fund Information Card to permit the use of credit default swaptions, an ordinary resolution is required to be passed in favour of that proposal by a simple majority of Shareholders/Members of the Fund consisting of more than fifty per cent (50%) of the total number of votes cast present in person or by proxy, who cast votes at the Extraordinary General Meeting of the Shareholders of the Fund.

The quorum for the Extraordinary General Meeting is two Shareholders present (in person or by proxy). If within half an hour from the time appointed for the meeting, a quorum is not present, it shall be adjourned to the next business day, at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Shareholders present shall be a quorum.

If you are a registered holder of Shares in the Fund, you will receive a proxy form with this Circular. Please read the notes printed on the form, which will assist you in completing the proxy form and return the proxy form to us. To be valid, the Proxy Form including notarially certified copy of such power or authority must be deposited by post, courier, email at [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie) not later than 48 hours before the time fixed for the holding of the Extraordinary General Meeting or adjourned meeting. You may attend and vote at the Extraordinary General Meeting even if you have appointed a proxy.

### 3. Directors' Recommendation

The Directors recognise that the Manager's proposal of using the credit default swaptions is considered to broaden the range of instruments that may be used by the Manager, in order to provide greater flexibility in achieving the objective of the Fund and therefore recommend that you vote in favour of this resolution. This proposal does not change the value of your investments.

### 4. Details of the Extraordinary General Meeting and Attached Documents

Details of the specific resolutions which Shareholders will be asked to approve are detailed in the Notice and Proxy Form attached to this Circular.

This Circular is accompanied by the following documents:

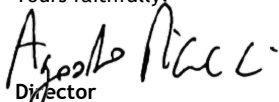
1. Notice of the Extraordinary General Meeting of the Fund to be held at 4.15 p.m. (Irish time) on 18 May, 2022, at the offices of Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland;
2. A Proxy Form which allows you to cast your vote by proxy.

If you are unable to attend the Extraordinary General Meeting but wish to exercise your vote, please complete the attached Proxy Form and return it by post, courier, email at [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie) not later than 48 hours before the time fixed for the holding of the Extraordinary General Meeting or adjourned meeting.

### 5. Effective Date

The effective date of the proposed change to the Fund Information Card of the Fund to permit the use of credit default swaptions as described in Section 1 above shall, subject to the passing of the relevant ordinary resolution, and subject to the approval of the Central Bank, be on or about 1 June, 2022 (the "Effective Date").

Yours faithfully,



Director

For and on behalf of

ANIMA Funds plc

Registered in Dublin, Ireland - Company No: 308009

ANIMA Funds Plc

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**NOTICE OF EXTRAORDINARY GENERAL MEETING OF**

**ANIMA BOND FLEX (THE "FUND")**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Shareholders of the Fund will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 18 May, 2022 at 4.15 p.m. (Irish time) for the purposes of approving the following:

**Ordinary Resolution:**

1. To approve the revisions proposed to the Fund Information Card of the Fund to permit the use of credit default swaptions as detailed within the Circular dated 4 May, 2022.



Director

For and on behalf of  
ANIMA Funds plc

4 May, 2022

**Note:** A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Shareholder.

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**PROXY FORM**

**ANIMA BOND FLEX (THE “FUND”)**

I/We\* \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders\* of the Fund hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or in the absence of the appointment of any specified person the Chairman of the Meeting (note 1) or failing him/her Rachel McKeever of 33 Sir John Rogerson’s Quay, Dublin 2, Ireland or failing him any authorised representative of Tudor Trust Limited of 33 Sir John Rogerson’s Quay, Dublin 2, Ireland or as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting of the Fund to be held at 33 Sir John Rogerson’s Quay, Dublin 2, Ireland, on 18 May, 2022 at 4.15 p.m. (Irish time) and at any adjournment thereof.

Signed \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022

(\*delete as appropriate)

Please indicate with an “X” in the spaces below how you wish your vote to be cast.

**RESOLUTIONS**

Ordinary Resolution	For	Against	Abstain
1. To approve the revisions proposed to the Fund Information Card of the Fund to permit the use of credit default swaptions as detailed within the Circular dated 4 May, 2022.			

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## Notes to Form of Proxy

1. A Shareholder/Member may appoint a proxy of his own choice. If the appointment is made, delete the words "the Chairman of the Meeting" and insert the name of the persons appointed as proxy in the space provided. A person appointed to act as a proxy need not be a Shareholder.
2. If the Shareholder/Member does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairman of the meeting to act for them.
3. If the Shareholder/Member returns this form appointing the Chairman of the meeting to act for them without any indication as to how the Chairman should vote, it shall be assumed that they wish to vote in favour of the resolutions.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some officer or attorney duly authorised on his behalf.
5. In the case of joint Shareholders, the signature of any one Shareholder will be sufficient, but the names of all the joint Shareholders should be stated.
6. If this form is returned without any indication as to how the person appointed proxy shall vote he will exercise his discretion as to how he votes or whether he abstains from voting.
7. The "Abstain" option in the voting instructions on the Proxy Form is provided to enable a member to abstain from voting on any particular resolution. An abstention is not a vote in accordance with law and will not be counted in calculating the proportion of votes cast "for" or "against" a particular resolution. To be valid, this form, including notarially certified copy of such power or authority must be completed and deposited **by post, courier, email [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie) not later than 48 hours before the time fixed for holding the meeting or adjourned meeting.**

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