

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. IF YOU HAVE SOLD OR TRANSFERRED YOUR SHARES IN ANIMA FUNDS PLC PLEASE HAND THIS DOCUMENT AND THE DOCUMENTS ACCOMPANYING IT AT ONCE TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFEREE AS SOON AS POSSIBLE.

**CIRCULAR TO SHAREHOLDERS OF
ANIMA FUNDS PLC (THE “COMPANY”)**

(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 OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY, TO BE HELD AT 9:00 AM (IRISH TIME) ON 20 JUNE 2024 IS ATTACHED AT THE END OF THIS DOCUMENT.

IF YOU ARE A REGISTERED HOLDER OF SHARES IN THE COMPANY, A FORM OF PROXY FOR USE IN CONNECTION WITH THE MEETING IS ENCLOSED WITH THIS DOCUMENT. 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 9:00A.M. (IRISH TIME) ON 18 JUNE 2024.

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 MEETING.

Date: 22 May 2024

Re: Annual General Meeting of the Company

Dear Shareholder,

We, the Directors of the Company, are writing to inform you of the business to be conducted at the Company's upcoming Annual General Meeting ("**AGM**") of the Company which has been scheduled to be held at 33 Sir John Rogerson's Quay, Dublin 2 at 9.00am (Irish time) on 20 June 2024, namely:

- (i) business commonly conducted at an AGM, to include, the re-appointment Deloitte as the Auditor of the Company and the fixing of the remuneration of the Auditor, as well as the fixing of the remuneration of the Directors; and
- (ii) consideration of proposed updates to the Memorandum and Articles of Association of the Company (the "**M&A**"), as detailed below.

Updates to the M&A

It is proposed that the M&A be updated to include provision for the compulsory conversion of all or any shares of one class in a sub-fund of the Company, for shares of any class of the same sub-fund of the Company, in accordance with the terms of the M&A.

The rationale for proposing such updates is that the Company, mainly for the purpose of streamlining share classes on offer within the sub-funds of the Company over time, as may be required, deems it appropriate to provide for such provisions within the M&A. The streamlining of share classes is intended to benefit Shareholders and the Company itself as such streamlining will result in cost efficiencies in respect of the share classes on offer, and efficiencies in respect of the Company's operations generally.

Details of the specific updates proposed to the M&A are set out in **Appendix B** hereto and will require prior shareholder approval.

Should the Company decide to effect a compulsory conversion of shares at any point in the future, prior written notice of such intention will be provided to relevant Shareholders. In the event that a compulsory conversion of shares, as contemplated herein, which could result in affected Shareholders holding shares which are subject to less favourable terms than those applicable to the shares currently held by a Shareholder, the approval of affected Shareholders will be sought.

The prospectus of the Company will also be updated by way of an addendum to include similar provisions, as well as detailing the consequences of the compulsory conversion of all or any shares of one class in a sub-fund of the Company, for shares of any class of the same sub-fund of the Company.

Shareholders Approval

Business commonly conducted at the AGM

A majority of the Shareholders of the Company, present in person or by proxy, who cast votes at the Meeting of the Shareholders of the Company, is required to vote in favour of the re-appointment of Deloitte as the Auditor of the Company until the conclusion of the next AGM, to authorise the Directors to fix the remuneration of the Auditor, and to authorise the Directors to fix the remuneration of the Directors.

Changes in connection with the proposed updates to the M&A

A 75% majority of Shareholders of the Company, present in person or by proxy, who cast votes at the Meeting of the Shareholders of the Company, is required to vote in favour of the special resolution to approve the proposed updates to the M&A.

Action to be taken

In **Appendix A** to this Circular, you will find a notice convening the AGM on 20 June 2024, at which (i) an Ordinary Resolution to approve the re-appointment of Deloitte as the Auditor of the Company, the fixing of the remuneration of the Auditor, and the fixing of the remuneration of the Directors and (ii) a Special Resolution to update the M&A, will be put to the Shareholders' vote.

In the case of an adjourned meeting this will be held on the business day immediately following the AGM and accordingly, the proxy form should be deposited at the offices of the company secretary of the Company before 9:00 AM (Irish time) on 19 June 2024 for the adjourned meeting at 9:00 AM (Irish time) on 21 June 2024. Submission of a proxy form will not preclude you from attending and voting at the AGM in person should you wish to do so.

You can vote either by attending the AGM or by completing and returning the form of proxy enclosed with this Circular. If you wish to vote by proxy, you should complete and return the proxy form by post or courier to Rachel McKeever, Tudor Trust Limited at 33 John Rogerson's Quay, Dublin 2, Ireland, or by email to tudortrust@dilloneustace.ie. **To be valid, the Proxy Form including notarially certified copy of such power or authority must be deposited by post, courier or email at tudortrust@dilloneustace.ie not later than 48 hours before the time fixed for the holding of the meeting or adjourned meeting.**

If your shares in the Company are registered in the name of a nominee, you can exercise your vote in relation to those shares only by directing the registered holder to vote on your behalf.

The quorum shall be two Shareholders holding shares of the Company present in person or by proxy. If within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall stand 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 and if at the adjourned meeting a quorum is not

present within half an hour from the time appointed for the meeting, the Shareholders holding shares of the Company present shall be a quorum.

Recommendation in respect of Proposed Updates to the M&A

The Directors, in conjunction with the Manager of the Company, consider the proposed updates to the M&A to be in the best interests of the Shareholders and, therefore, recommend that you vote in favour of same.

Effective Date

The effective date of the proposed updates to the M&A of the Company as described above and in Appendix B shall, subject to the passing of the relevant special resolution, and subject to the approval of the Central Bank be on or about 25 June, 2024 (the “**Effective Date**”).

Updates to the prospectus shall, subject to Central Bank sign-off, also take effect as of the Effective Date.

Queries

For any queries regarding this Circular, please contact reporting&support@animasgr.it.

Yours faithfully,

Andrew Bates
Chairperson
ANIMA Funds plc

APPENDIX A

ANIMA FUNDS PLC (THE “COMPANY”) NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that an Annual General Meeting (“AGM”) of the Company will be held at the registered office of the company secretary to the Company at 33 John Rogerson's Quay, Dublin 2, Ireland on 20 June 2024 at 9:00 AM (Irish time) for the following purposes:

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, Report of the Statutory Auditors and the Financial Statements for the period ended 31st December 2023.*
2. To review the Company's affairs.

ORDINARY RESOLUTIONS

1. To re-appoint Deloitte as Auditors of the Company.
2. To authorise the Directors to fix the remuneration of the Auditors.
3. To authorise the Directors to fix the remuneration of the Directors.

SPECIAL RESOLUTION

1. To adopt, subject to and in accordance with the requirements of the Central Bank, the amendments to the M&A of the Company detailed at Appendix B of the Circular dated 22 May, 2024.

Note:

*The Report of the Directors, Report of the Auditors and the Financial Statements are available at the following website address: www.animafunds.ie

A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his behalf. The proxy forms are available at the offices of the Administrator of the Company, the local paying agents/correspondent banks of the Company and at the following website address: www.animafunds.ie. A proxy need not be a Shareholder.

For a proxy to be valid, registered Shareholders must return their proxy form by email to tudortrust@dilloneustace.ie or by post to ANIMA Funds Plc, c/o Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. This Notice shall be deemed to constitute due notice of any such adjourned meeting within the meaning of the M&A of the Company.



Voting will be conducted on a show of hands unless a poll is demanded in accordance with Irish company law.

The quorum for the AGM is two members 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 same time and place on the following business day and the members present shall be a quorum.

If this form is returned without any indication as to how the person appointed proxy shall vote, s(he) will exercise his/her discretion as to how s(he) votes or whether s(he) abstains from voting.

Only Registered Shareholders of the Company may vote at the AGM of the Company.

**Andrew Bates
Chairperson
ANIMA Funds plc**

22 May, 2024

FORM OF PROXY

ANIMA FUNDS PLC (THE “COMPANY”)

Holder ID	Account ID & Description

I/We _____
 being a shareholder(s) of the the Company, hereby appoint the Chairperson (**note 1**) of the Meeting or failing him/her Rachel McKeever of Tudor Trust Limited of 33 John Rogerson's Quay, Dublin 2, Ireland or failing her any authorised representative of Tudor Trust Limited of 33 John Rogerson's Quay, Dublin 2, Ireland or as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 33 John Rogerson's Quay, Dublin 2, Ireland, on 20 June 2024 at 9:00 AM (Irish time) and at any adjournment thereof.

Signature: _____ **Date:** _____

Please indicate with an "X" in the spaces below how you wish your vote to be cast. If you wish to split the vote or only vote some of your shares, please write the required number of shares that are voting next to the relevant voting boxes below.

FOR CONSIDERATION AND REVIEW

- To receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements for the year ended 31st December 2023.
- To review the Company's affairs.

Voting Instructions to Proxy (Choice to be marked with an 'X')			
Ordinary Resolution	<u>In Favour</u>	<u>Abstain</u>	<u>Against</u>
1. To re-appoint Deloitte as Auditors of the Company.			
2. To authorise the Directors to fix the remuneration of the Auditors.			
3. To authorise the Directors to fix the remuneration of the Directors.			

Special Resolution	<u>In favour</u>	<u>Abstain</u>	<u>Against</u>
1. To adopt, subject to and in accordance with the requirements of the Central Bank, the amendments to the M&A of the Company detailed at Appendix B of the Circular dated 22 May, 2024.			

Notes to Form of Proxy

1. A Shareholder 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 does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairperson of the meeting to act for them.
3. If the Shareholder 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 of the corporation or under the hand of some officer or attorney duly authorised on the corporation's 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. To be valid, this form, including notarially certified copy of such power or authority must be completed and deposited by post, courier, email at Rachel.mckeever@dilloneustace.ie not later than 48 hours before the time fixed for holding the meeting or adjourned meeting.
8. If the instrument appointing a proxy is signed under power of attorney, please ensure that you enclose an original or a notarially copy of such power of attorney with your proxy form.
 - 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.
 - Any alterations made to this form must be initialled to be valid.



APPENDIX B

UPDATES TO THE M&A OF THE COMPANY

**THE COMPANIES ACT 2014
AN UMBRELLA TYPE INVESTMENT COMPANY
WITH VARIABLE CAPITAL AND SEGREGATED LIABILITY
BETWEEN SUB-FUNDS**

MEMORANDUM AND ARTICLES OF ASSOCIATION
(as amended by Special Resolutions dated 11 January 2000, 1 October 2002,
23 October 2002, 22 September 2005, 31 May 2006, 28 June 2007,
3 September 2008, 31 August 2009, 29 December 2009,
31 August 2011, 2 December 2011, 26 July 2012, 25 September 2014, 12 September 2016 ~~and~~,
11 January 2019 [and \[\] 2024](#))

of

ANIMA FUNDS PUBLIC LIMITED COMPANY

(Del) **DILLON  EUSTACE**

[Dillon Eustace LLP](#)
33 Sir John Rogerson's Quay, Dublin 2, Ireland.

11.5 Conversion requests may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of a suspension of calculation of the Net Asset Value of the Funds in respect of which the conversion request was made.

11.6 The Directors (or their delegate) may at their discretion, refuse to effect a conversion request without giving any reason for such a refusal.

11.7 The Company may compulsorily convert all or any Participating Shares of one Class in a Fund (the “Original Class”) for Participating Shares of any Class of the same Fund (the “New Class”) on advance written notice to holders of Participating Shares in the Original Class (the “Compulsory Conversion Notice”) on the following terms:-

11.7.1 The conversion of the Participating Shares specified in the Compulsory Conversion Notice pursuant to this Article shall occur on the Dealing Day specified in the Compulsory Conversion Notice;

11.7.2 Conversion of the Participating Shares of the Original Class as specified in the Compulsory Conversion Notice shall be effected in the following manner, that is to say:-

(a) such Participating Shares of the Original Class shall be redeemed by the issue of Participating Shares of the New Class;

(b) 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 Original Class which is being converted; and

(c) the proportion in which Participating Shares of the New Class are to be issued in respect of Participating Shares of the Original Class shall be determined in accordance with the following provisions of this Article 11.7.

11.7.3 The Directors shall determine the number of Participating Shares of the New Class to be issued on conversion in accordance with the formula as outlined in Article 11.4;

11.7.4 The conversion of the Participating Shares of the Original Class for Participating Shares of the New Class shall take place on the Dealing Day as specified in the Compulsory Conversion Notice and the holder’s entitlement to Participating Shares as recorded in the Register shall be altered accordingly with effect from that Dealing Day.

11.7.5 A compulsory conversion of Participating Shares as an initial investment in a Class or Fund will be made if the value of the Participating Shares to be converted is equal to or exceeds the Minimum Subscription for the relevant Class;

11.7.6 In the event of a compulsory conversion as set out in this Article 11.7, the holder of Participating Shares of the Original Class must satisfy the criteria laid down by the Directors for investment in the New Class of Participating Shares in the Fund; and

11.7.7 The compulsory conversion shall not result in the Shareholders holding Participating Shares of the New Class which are subject to less favourable terms than those terms applicable to the Original Class. In the event that the compulsory conversion of a Class

is proposed which could result in affected Shareholders holding Participating Shares of the New Class which are subject to less favourable terms than those applicable to the Original Class, the approval of affected Shareholders will be sought in accordance with the terms of these Articles.

11.7.8 Further details of the consequences of a compulsory conversion shall be set out in the Prospectus.

12. FUNDS/CLASSES OF PARTICIPATING SHARES

- 12.1 The Company is structured as an umbrella fund consisting of different Funds with segregated liability between Funds, with each Fund comprising one or more Classes. The Shares of each Class of a Fund will rank pari passu with each other in all respects provided that they may differ as to certain matters including currency of denomination, hedging strategies if any applied to the currency of a particular Class, dividend policy, the level of fees and expenses to be charged, subscription or redemption procedures or the Minimum Subscription and Minimum Holding applicable. The assets of each Fund will be separate from one another and will be invested separately in accordance with the investment objective and policies of each Fund. A separate portfolio of assets is not maintained for each Class.
- 12.2 Where hedging strategies are used in relation to a Class of Participating Shares, the financial instruments used to implement such strategies shall be deemed to be assets or liabilities (as the case may be) of the relevant Fund as a whole but the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Participating Shares.
- 12.3 The Directors shall obtain the prior approval of the Central Bank before establishing any Fund and shall notify the Central Bank prior to establishing any Class of Participating Share.
- 12.4 The Company shall establish and maintain separate records and accounts in respect of each Fund.
- 12.5 The following provisions shall apply to each Fund:-
- 12.5.1 the proceeds from the allotment and issue of each class of Participating Shares shall be applied in the books of the Company to the Fund established for Participating Shares of that class and the assets less the liabilities and income less expenditure attributable thereto shall be applied to such Fund;
- 12.5.2 where any asset is derived from another asset (whether cash or otherwise) such derivative asset shall be applied in the books of the Company to the same Fund as the asset from which it was derived and on each revaluation of an asset the increase or decrease in value shall be applied to or deducted from the relevant Fund;