Ninety One 晉達

特別股東大會

2026年12月2日

適用於晉達環球策略基金（「本公司」）在2026年12月2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（「第二次大會」）。

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，現委任第二次大會主席或（見附註1）

姓名：

地址：

作為本人／吾等於第二次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 10 月 30 日的第二次大會通告所列議程（「決議案」）。

請仔細閱覽以下附註。

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。

就相關決議案而言，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公國。 - 修訂公司章程第**17.4**條，以澄清股東大會以電話會議、視訊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、視訊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核數師報告的規定，以反映經不時修訂的**2010**年**12**月**17**日相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，以澄清相關實物贖回的措辭。 - 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核數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條相關獨立核數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（相關股份類別的重組），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	*此項無需投票。*	

請於 2026 年 11 月 30 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據此簽署的授權書或其他授權文件（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），以及依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。

如第二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

附註

1. 若您希望委任第二次大會主席以外的人士為代表，請刪除上述「第二次大會主席」的字眼，並在所示適當位置填寫委任代表的姓名和地址。該名人士毋須為股東，但必須親身代表您出席第二次大會。若您希望委任上述主席作為代表，請毋須填寫此部份。

2. 請填上「✓」號，顯示您對相關決議案的投票意願。若已簽署並交回代表委任書，但並無作出任何特定投票指示，代表可因而依其認為恰當的選擇作出投票或放棄投票。若您不擬就所持全部股份作出相同的投票，請與我們聯絡。

3. 本代表委任書必須於 2026 年 11 月 30 日上午 11 時 30 分（盧森堡時間）前收訖方為有效。請將本代表委任書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。

4. 如股東為公司，則本代表委任書須另行加蓋公司印鑑，或經由公司負責人或正式授權人親筆簽署。

5. 如記錄為聯名股東，則就任何決議案投票時，本公司將接納排名最先之股東之投票（不論親身或委派代表），而其他聯名股東再無投票權。就此方面而言，排名先後乃按股東名冊內的排名次序而定。

6. 本代表委任書適用於第二次大會，並於任何有關的延會上仍然有效。

7. 根據本公司公司章程第 19 條及 1915 年法律，有關議程項目的決議案須在第二次大會上獲有效投票中至少三分之二的贊成票，方可有效通過。

8. 再次召開的第二次大會不設最低法定人數要求。

9. 一旦獲得所需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）均受該決議案約束。

10. 如有關決議案在第二次大會上獲所需的有效票數通過，本公司經修訂及重訂的公司章程將於 2026 年 12 月 3 日生效。



Extraordinary General Meeting

on 2 December 2026

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 2 December 2026 at 11:30 a.m. (Luxembourg time) (the "Second 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 Second 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 Second Meeting dated 30 October 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 30 November 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 Second 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

Notes

1. If you wish to appoint someone other than the Chairman of the Second Meeting, please delete the words 'the Chairman of the Second Meeting' above, and insert the name and address of your appointee in the section provided. This person needs not be a Shareholder, but must attend the Second Meeting in person to represent you. If you wish to appoint the Chairman as your proxy, as above, please leave the section blank.
2. Please indicate with a tick how you wish to vote in respect of the Resolutions. If the Form of Proxy is signed and returned without any specific direction as to voting, the proxy is therefore directed to vote or abstain from voting as he or she thinks fit. If you do not wish to vote the same way in respect of all your shares, please contact us.
3. To be valid, this Form of Proxy must be received by 11:30 a.m. (Luxembourg time) on 30 November 2026. Please send this form via 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.
4. In the case of a shareholder that is a corporation, this Form of Proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.
5. In the case of joint holders of record, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders.
6. This Form of Proxy is for use at the Second Meeting and will remain valid for any adjournment thereof.
7. The Resolutions 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 Second Meeting, in conformity with article 19 of the Articles of the Company and the 1915 Law.
8. There are no quorum requirements for this reconvened Second Meeting.
9. Once passed by the requisite majority of two thirds of the votes cast, the Resolutions will be binding on all shareholders, irrespective of how or whether they voted.
10. The amended and restated Articles of the Company shall come into force on 3 December 2026, subject to the Resolutions being passed by the requisite number of votes validity cast at the Second Meeting.

