

**Schroder International Selection Fund**  
Société d'Investissement à Capital Variable  
5, rue Höhenhof, L-1736 Senningerberg  
Grand Duchy of Luxembourg

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**17 July 2024**

**Notice of the reconvened extraordinary general meeting of shareholders of Schroder International Selection Fund (the "Company")**

Dear Shareholders,

The extraordinary general meeting of the Company held on 04 July 2024 at 11:30 a.m. Luxembourg time (the "EGM") was not validly constituted and could not deliberate on the items of the agenda, failing the required quorum.

Thus, notice is hereby given that a reconvened extraordinary general meeting of the Company will be held at the premises of Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg on 13 August 2024 at 11:00 a.m. Luxembourg time (the "Reconvened EGM").

It is recalled that the board of directors of the Company (the "Board") is proposing a number of amendments which are of a general nature to the articles of association of the Company (the "Articles") including but not limited to:

- the removal of the possibility for a shareholder of the Company not to provide an address to the Company for the purpose of the register of shareholders;
- a general update of the Articles in order to bring them in line with current market practice.

The Amendments are more fully described in the agenda disclosed hereafter.

The agenda of the Reconvened EGM will be the same as the one of the EGM (the "Agenda"):

## **AGENDA**

### **SOLE RESOLUTION**

"Full restatement of the articles of incorporation of the Company (the "Articles") as follows:

1. Amendment of Article 1 to insert the definitions of the law of 10 August 1915 on commercial companies as amended ("1915 Law") and the law of 17 December 2010 relating to undertakings for collective investment as amended ("2010 Law").
2. Amendment of Article 2 to insert a provision on the power granted to the Board to determine the period for which classes of shares (which includes sub-funds) are established.

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3. Amendment of Article 3 to reflect the insertion of the definitions mentioned above under item 1 and the definition of EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds so that the corporate object of the Company reads as follows (the changes are underlined and in strikethrough):

*"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets as permitted by the ~~law of 17 December 2010 on undertakings for collective investment, as may be amended (the "2010 Law")~~ and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "MME Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the 2010 Law and, to the extent applicable, by the MME Regulation."*

4. Amendment of Article 5 to:

- clarify that the Board may issue fully paid shares at any time for cash or, subject to the conditions of the 2010 Law and the Prospectus, contribution in kind of securities and other eligible assets;
- insert the definition of the Prospectus and references to "sales documents of the Company" have been amended to "Prospectus" throughout the Articles;
- insert the precision that in case a merger requires the approval of the shareholders pursuant to this Article 5 and the provisions of the 2010 Law, only the approval of the shareholders of the class (which includes sub-funds) concerned by the merger shall be required;
- remove the reference to "subject to regulatory approval" in relation to the decision to proceed with the compulsory redemption of a class of shares (which includes sub-funds), its liquidation, its reorganisation or its contribution into another class of shares (which includes sub-funds) of the Company;
- update of the circumstances under which the liquidation of a class of shares (which includes sub-funds) can be decided, i.e. if any social, economic or political situation would constitute a compelling reason for such redemption or liquidation, or if justified in the interests of the shareholders of the relevant class (which includes sub-funds); and
- clarify that the liquidation of a class of shares (which includes a sub-fund) has no implication on the remaining classes (which include sub-funds) or the Company as a whole and that only the liquidation of the last remaining class of shares (which include sub-funds) will result in the liquidation of the Company itself, which will be carried out pursuant to Article 28 and the 2010 Law.

5. Amendment of Article 6 to:

- remove references to allow for the possibility for shareholders not to provide an address; and
- insert a provision that shareholders are responsible for ensuring their details (including address) for the Register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid. Except for those shareholders who have individually accepted that all notices and announcements are sent to them by e-mail, all notices and announcements of the Company given to shareholders shall be validly made at such address.

6. Amendment of Article 8 to clarify the circumstances under which the Board may impose restrictions in relation to the holding of shares i.e. the Board shall have power to impose restrictions to ensure that no shares in the Company are acquired or held by any person whose ownership may otherwise be detrimental to the Company and specify that notices may be sent to a shareholder by any means of communication individually accepted by such shareholder. Also, in relation to the Board's power to impose the relevant restrictions on any person in breach of the law or requirement of any country or governmental or regulatory authority, the condition that the Directors shall have determined that any of them, the Company, any of the Company's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach will be removed.
7. Amendment of Article 10 to insert the possibility for shareholders to participate at any meeting by videoconference or any other means of telecommunication, in which case the meeting shall be deemed to be held at the registered office of the Company. Such video or other electronic means must allow to identify such shareholder, allow to effectively act at such meeting of shareholders and the proceedings of such meeting must be retransmitted continuously to such shareholder.
8. Amendment of Article 11 to:
  - clarify that resolutions with respect to any class of shares (which include sub-funds) may be passed, unless otherwise required by law or otherwise, by a simple majority of votes cast of the shareholders of the relevant class of shares (which include sub-funds);
  - insert the possibility for shareholders to vote by e-mail or any other electronic means capable of evidencing such voting forms; and
  - insert the obligation that an attendance list shall be maintained for each general meeting of shareholders.
9. Amendment of Article 12 in order to clarify that documentation regarding the general meeting of shareholders will be made available at least eight days prior to the meeting at the registered office and in addition, the documentation may be made available by means of a website or via electronic storage service accessible via the internet.
10. Amendment of Article 14 to:
  - insert the possibility to appoint a temporary chairperson by majority vote including where the chairperson is unable to act;
  - insert the possibility that written notice of any meeting of the Board can be given to all Directors in writing or by telefax, e-mail or any similar means of communication and such notice may also be waived by the consent of the Directors by e-mail; and
  - insert the possibility that Directors may appoint a proxy, cast their vote and circulate the resolutions passed by the Board in the form of a consent resolution by e-mail.
11. Amendment of Article 16 in order to insert the broadest power of the Board to perform all acts of disposition, management and administration within the limits of the Company's object and in compliance with the investment policy as set out in the Prospectus and that all powers not expressly reserved by law or the Articles to the general meeting of the shareholders fall within the competence of the Board.



12. Amendment of Article 17 on conflicts of interest in order to clarify that it relates to direct and indirect interests.
13. Amendment of Article 22 in order to insert additional circumstances where the Board may suspend the calculation of the net asset value per share as well as the subscription price and redemption price i.e. the Company may temporarily suspend the determination of the net asset value, the subscription price and redemption price of shares of any particular class (which includes sub-funds) and the issue and redemption of the shares in such class (which includes sub-funds) from its shareholder as well as conversion from and to shares of such class (which includes sub-funds) if for any reason the prices of any investment owned by a class (which includes sub-funds) cannot be reasonably, promptly or accurately determined.
14. Amendment of Article 23 to:
  - amend the list of expenses payable by the Company to include fees and expenses payable to its management company and the administrative agents, the costs of preparing and printing of financial reports and other communication expenses;
  - insert the possibility for the Board to reallocate any asset or liability previously allocated by them if in their opinion circumstances so required and that the rights of investors and creditors regarding a class of shares (which includes a sub-fund) or raised by the constitution, operation or liquidation of a class of shares (which includes a sub-fund) are limited to the assets of this class of shares (which includes a sub-fund), and the assets of a class of shares will be answerable exclusively for the rights of the shareholders relating to this class of shares and for those of the creditors whose claim arose in relation to the constitution, operation or liquidation of this class of shares. In the relations between the Company's shareholders, each class of shares is treated as a separate entity.
15. Amendment of Article 28 in order to indicate that operations of the liquidation and dissolution will be carried out pursuant to the 2010 Law.
16. Amendment of Article 30 in order to update the provisions in relation to the MMF Regulation on liquidity management procedure.
17. Amendment of Article 31 in order to include references to (i) "The total volume of money market instruments issues by the company under review" and (ii) "Assessment of the issuer's Environmental, Social, and Governance risk profile" which are elements to take into account in order to determine credit risk for sub-funds of the Company that qualify as money market funds within the meaning of the MMF Regulation.
18. General amendment of the Articles to reflect the new defined terms, as indicated above."

The draft of the revised Articles is available for inspection at, or may upon request be received from, the registered office of the Company in Luxembourg.

#### **VOTING**

The Shareholders are advised that no quorum is required to validly deliberate on the items of the Agenda of the Reconvened EGM and that the above resolution will be adopted at a majority of 75% of the shares present or represented.

Forms of proxy (please see below, under "VOTING ARRANGEMENTS") received for the EGM will be used to vote at the Reconvened EGM, unless they have been revoked.

#### **RECORD DATE**

The majority applicable for this Reconvened EGM will be determined by reference to the shares issued and in circulation on 8 August 2024 at midnight (Luxembourg time) (the "Record Date"). Each shareholder's right to be represented at the Reconvened EGM and to exercise the voting rights attached to his shares will be determined by reference to the shares held by the shareholder at the Record Date.

#### **VOTING ARRANGEMENTS**

All shareholders are entitled to attend and each share is entitled to one vote.

Shareholders who cannot attend the Reconvened EGM may vote by proxy by returning the enclosed form of proxy by mail to the attention of the Schroder Investment Management (Europe) S.A Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg – Luxembourg, not later than 10:00 C.E.T. on 12 August 2024.

#### **PUBLICATION OF VOTING RESULTS**

The EGM results will be published within ten working days after the Reconvened EGM on the following website <https://www.schroders.com/en-lu/lu/professional/funds-and-strategies/notifications/schroder-isf/>

Yours faithfully,

**The Board of Directors**



**FORM OF PROXY FOR USE AT THE RECONVENED EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SCHRODER INTERNATIONAL SELECTION FUND (THE "MEETING") TO BE HELD ON 13 AUGUST 2024 AT 11:00 OR ANY ADJOURNMENT THEREOF**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We	First Name(s)	Last Name	Account Number
First holder:	_____	_____	_____
Second holder: (if applicable)	_____	_____	_____

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of \_\_\_\_\_ Shares<sup>1</sup> of \_\_\_\_\_ of **SCHRODER INTERNATIONAL SELECTION FUND** (the "Company") or ISIN code hereby appoint(s) the chairman of the Meeting (the "**Chairman**") as my/our proxy (i) to vote for me/us and on my/our behalf on the extraordinary resolution on the agenda of the Meeting to be held at the premises of Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, on 13 August 2024 at 11:00 Luxembourg time, or at any adjournment thereof (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following agenda with any such amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before such meeting and (ii) in general to perform any acts, sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation with the present proxy.

Shareholders are advised that the proxy attached to the convening notice of the extraordinary general meeting of shareholders of the Company held on 4 July 2024, provided that it has been validly completed, will remain in force as previously mentioned for the Meeting, unless revoked.

If you want your representative to vote in a certain way on the Resolution, please indicate with an 'X' in one of the spaces below how you wish your votes to be cast. If you fail to select any of the given options, your representative can vote as he/she chooses or can decide not to vote at all. If you appoint the Chairman as your representative and you do not indicate how you wish your votes to be cast, the Chairman will vote in favour of the Resolution.

<sup>1</sup> Please insert total number of Shares held in the relevant sub-fund. If you hold Shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy indicating respective ISIN codes as well.



**VOTING INSTRUCTIONS**

AGENDA	For	Against	Abstain
<p><b><u>Sole Resolution</u></b></p> <p>Amendment of the articles of association of the Company as set out in the convening notice of the Meeting and amendment of the corporate object of the Company, so as to read as follows:</p> <p style="text-align: center;"><i>"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets as permitted by the <del>law of 17 December 2010 on undertakings for collective investment, as may be amended (the "2010 Law")</del> and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "MME Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the <u>2010 Law</u> and, to the extent applicable, by the <u>MME Regulation</u>."</i></p>			

The draft of the revised articles of association of the Company is available for inspection at, or may upon request be received from, the registered office of the Company in Luxembourg.

Date: \_\_\_\_\_

Name, address and Signature(s)<sup>2</sup>: \_\_\_\_\_

**Notes:**

- a) If you are not able to attend the Meeting, please return the relevant form of proxy duly dated and signed and marked prior to 10:00 (Luxembourg time) on 12 August 2024 to the attention of the Schroder Investment Management (Europe) S.A Proxy Count Team, at the fax number +352 341 342 342, by e-mail to [schrodersicaproxies@schroders.com](mailto:schrodersicaproxies@schroders.com) or by mail to 5, rue Höhenhof, L-1736 Senningerberg - Luxembourg.
- b) The majority represented at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on 8 August 2024 (referred to as the "**Record Date**"). At the Meeting, each share represented entitles the holder to one vote. The rights of the shareholders represented at the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to vote at the Meeting.

<sup>2</sup> A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must in the case of an individual shareholder be signed by the shareholder or his appointed agent and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s).

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