

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

野村基金 (愛爾蘭系列)  
(子基金間責任分離之傘型投資公司)  
33 Sir John Rogerson's Quay  
Dublin 2  
Ireland  
[節譯文]

本文件係屬重要並需要您立即注意。若您對您應採取之行動有任何疑問，您應立即向您的獨立法律、稅務、財務或專業顧問尋求建議。

2024年09月27日

致： 野村基金 (愛爾蘭系列) 之全體股東

關於：野村基金(愛爾蘭系列) (下稱：「本公司」)

親愛的先生及女士：

我們所提及之本公司目前係經愛爾蘭中央銀行根據經修訂之 2011 年歐洲共同體 (可轉讓證券集合投資計畫) 法規 (「可轉讓證券集合投資計畫法規」) 成立之傘型公司。

謹致函通知您最近召開之年度股東常會之結果，具體內容如下。

本文件所使用之詞彙應與本公司之公開說明書中所使用者具有相同意義。

### 年度股東常會結果通知

於 2024 年 9 月 3 日所召開之最近期本公司年度股東常會 (「年度股東常會」)，股東投票同意修訂本公司章程，以允許(i)自本金支付股利，(ii)對畸零股之發行保有更多彈性。其並以特別決議通過以下決議：

1. 同意本公司章程第 8.08 條之提議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。
2. 同意本公司章程第 30.04 條之提議修正，詳如日期為 2024 年 8 月 12 日之本公司股東通知附件 III 所載，惟取決於愛爾蘭中央銀行所要求之任何修正。

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
登記營業處所：33 Sir John Rogerson's Quay, Dublin 2.  
註冊號碼：418598  
於愛爾蘭註冊成立  
受愛爾蘭中央銀行監管

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33 Sir John Rogerson's Quay  
Dublin 2  
Ireland

如對此通知有任何疑問，請聯繫野村資產管理英國有限公司之 James Tucker，電話：+44 (0)20 7521 1841；或透過電子郵件聯繫：[james.tucker@nomura-asset.co.uk](mailto:james.tucker@nomura-asset.co.uk)。

誠摯地，

(簽署)  
董事  
野村基金 (愛爾蘭系列)

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
登記營業處所：33 Sir John Rogerson's Quay, Dublin 2.  
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**NOMURA FUNDS IRELAND PLC**  
*(an umbrella fund with segregated liability between sub-funds)*  
**33 Sir John Rogerson's Quay**  
**Dublin 2**  
**Ireland**

**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.**

27 September, 2024

**To: All Shareholders of  
Nomura Funds Ireland plc**

**Re: *Nomura Funds Ireland plc (the "Company")***

Dear Sir/Madam,

We refer to the Company, which is currently authorised by the Central Bank of Ireland as an umbrella company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended (the "**UCITS Regulations**").

We are writing to notify you of the outcome of the recent AGM, as further set out below.

Defined terms used herein shall have the same meaning as in the Prospectus of the Company.

***Notice of outcome of AGM***

At the recent annual general meeting ("AGM") of the Company held on 3<sup>rd</sup> September, 2024, Shareholders voted in favour of amending the Articles of Association of the Company in order to allow for (i) payment of dividends out of capital (ii) more flexibility around the issue of fractional shares. The following resolutions were passed as special resolutions:

1. *To approve the proposed amendment to Article 8.08 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12<sup>th</sup> August, 2024, subject to any amendments required by the Central Bank of Ireland.*
  
2. *To approve the proposed amendment to Article 30.04 of the Articles of Association of the Company, as set out in Appendix III of the Circular to Members of the Company dated 12<sup>th</sup> August, 2024, subject to any amendments required by the Central Bank of Ireland.*

**Directors:** James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
**Registered Office:** 33 Sir John Rogerson's Quay, Dublin 2.  
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For any queries regarding this letter, please contact James Tucker of Nomura Asset Management U.K. Ltd at : +44 (0)20 7521 1841 or by email at [james.tucker@nomura-asset.co.uk](mailto:james.tucker@nomura-asset.co.uk) .

Yours faithfully,



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**Director**  
**Nomura Funds Ireland plc**

**Directors:** James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
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2024年09月30日

致： 野村基金 (愛爾蘭系列) 之全體股東

關於：野村基金(愛爾蘭系列) (下稱：「本公司」)

親愛的先生及女士：

我們所提及之本公司目前係經愛爾蘭中央銀行根據經修訂之 2011 年歐洲共同體 (可轉讓證券集合投資計畫) 法規 (「可轉讓證券集合投資計畫法規」) 成立之傘型公司。

謹致函通知您對本公司公開說明書所為之提議變更，具體內容如下。

本文件所使用之詞彙應與本公司之公開說明書中所使用者具有相同意義。

### 公開說明書變更

謹提議就公開說明書為某些變更，包括以下事項：

#### 1. 申購/贖回交割期間之變更

謹提議就某些子基金變更交易交割期間，詳如下述：

(與台灣無涉，略譯)

#### 野村基金(愛爾蘭系列)-印度領先股票基金

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki

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於愛爾蘭註冊成立

受愛爾蘭中央銀行監管

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謹通知野村基金(愛爾蘭系列)-印度領先股票基金之股東，買回股票之交割期間擬從 T+4 變更為 **T+3**。

若所有必要之文件均已備妥且由行政管理人收受，則買回此子基金股份之價款通常係於相關交易日之後的三(3)營業日內支付。

股東們應注意，此子基金之申購交割時程架構並無變更，仍為 T+3。

## 2. 自本金配息

於最近年度股東常會及就章程變更之同意後，擬對章程及相關增補說明為一般性更新，以增加股息支付的彈性，即股利係來自於本基金之淨收益，及/或已實現淨利得或已實現及未實現淨利得，及/或根據中央銀行之規定，於會計期間歸屬於相關類別之基金本金，並取決於某些調整。

謹提議下列子基金之 TD 及 BD 類股份(「**固定配息之股份類別**」)之股息得從本金中支付：

- 野村基金(愛爾蘭系列)-美國非投資等級債券基金(本基金之配息來源可能為本金且本基金主要投資於符合美國 Rule 144A 規定之私募性質債券)
- 野村基金(愛爾蘭系列)-全球非投資等級債券基金(本基金之配息來源可能為本金且本基金主要投資於符合美國 Rule 144A 規定之私募性質債券且非屬環境、社會及治理相關主題之境外基金)
- 野村基金(愛爾蘭系列)-全球多元收益債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)，及
- 野村基金(愛爾蘭系列)-歐系貨幣非投資等級債券基金(本基金之配息來源可能為本金)

就固定配息之股份類別而言，股利得自收益及/或已實現淨利得(即扣除已實現及未實現損失後之已實現利得)或已實現淨利得及未實現利得(即扣除所有已實現及未實現損失後之已實現及未實現資本利得)以及本金之組合中支付。因此，如果於相關期間內之收入及/或已實現淨利得或已實現淨利得及未實現利得少於已宣告之金額時，餘額將從相關股份所代表之本金中支付，以使各類別得定期分配股利。無論相關子基

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金之績效如何，此政策將導致資本侵蝕。而因該等資本侵蝕，未來的回報價值也可能受到減損。因此，於相關情況下，配息將透過捨棄未來資本成長之潛力而達致，且此循環可能持續至所有資本耗盡為止。此外，自本金配息與自收益或利得配息或有不同之稅務影響，投資人應就此尋求專業顧問之建議。於子基金存續期間從本金中之配息，必須理解為一種本金償還。此一配息政策的基本原則係優先考慮產生收益及相關類股之穩定支付，而非資本成長。

### 3. 永續性風險政策

本公司之整體永續性風險政策業經更新，詳情載於公開說明書本文之風險部分。此係釐清於投資研究及決策過程中考慮永續性風險之方式。

此外，亦更新以釐清各子基金之永續性風險政策。就第 6 條之子基金而言，有關如何將永續性風險納入研究及投資決策過程（如適用）之說明已簡化。就第 8 條子基金及第 9 條子基金而言，各增補說明之永續性發展風險政策已簡單更新，以在永續性發展相關政策已於相關 ESG 附件所載之詳細資料/投資策略中揭露之基礎上，交互參酌相關之 ESG 附件。

對相關 ESG 附件進行了某些修改，以便在相關情況下釐清(i)相關第 8 條子基金所提倡之環境及/或社會特徵；(ii)用於衡量相關第 8 條子基金所提倡之環境及（或）社會特徵實現情況之永續性指標(iii)[澄清與相關第 8 條款子基金所提倡的環境/社會特徵不一致的投資類型；(iv)]納入相關第 8 條/第 9 條子基金投資策略之流程（包括自有 ESG 評級、ESG 指標、排除、SDG 評估、永續性評估及議合）。

4. (與台灣無涉，略譯)

5. (與台灣無涉，略譯)

6. (與台灣無涉，略譯)

7. 其他變更

擬對公開說明書為某些其他事項變更，包括更新風險警語、於某些子基金中加入新股份類別，以及更新董事名單，以反映最近 Go Hiramats 先生及 James Downing 先生辭任，及鈴木健一及 Andrew Billingsley 被任命為公司董事。

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki

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此外，已更新 UCITS 管理公司 Bridge Fund Management Limited (「管理公司」) 之說明，以反映管理公司董事會之某些變更，並說明管理公司已非 MJ Hudson 集團之成員。管理公司現為 Apex 集團之公司。

### 時程架構

謹提議以上變更之生效日期將預計於 2024 年 10 月 10 日或該日前後或於通知股東後之較晚日期 (「生效日期」)。謹通知股東，取決於愛爾蘭中央銀行核准，上述變更將反映於本公司修正版公開說明書，並得自生效日期起免費向管理公司索取。

如對此通知有任何疑問，請聯繫野村資產管理英國有限公司之 James Tucker，電話：+44 (0)20 7521 1841；或透過電子郵件聯繫：[james.tucker@nomura-asset.co.uk](mailto:james.tucker@nomura-asset.co.uk)。

誠摯地，

(簽署)  
董事  
野村基金 (愛爾蘭系列)

董事：James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
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30 September, 2024

**To: All Shareholders of  
Nomura Funds Ireland plc**

**Re: *Nomura Funds Ireland plc (the "Company")***

Dear Sir/Madam,

We refer to the Company, which is currently authorised by the Central Bank of Ireland as an umbrella company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended (the "**UCITS Regulations**").

We are writing to notify you of the proposed changes to the Prospectus of the Company, as further set out below.

Defined terms used herein shall have the same meaning as in the Prospectus of the Company.

***Changes to the Prospectus***

It is proposed to make certain changes to the Prospectus, including the following:

**1. *Change of Subscription / Redemption Settlement Periods***

It is proposed to change the dealing settlement period for certain Sub-Funds, as detailed below:

*Nomura Funds Ireland - China A-Shares AI Quant Strategy Fund*

Shareholders in the Nomura Funds Ireland - China A-Shares AI Quant Strategy Fund are advised that it is proposed to change the settlement period for subscriptions and redemptions from T + 3 **to T+2**.

Going forward, payment in respect of subscriptions in the Nomura Funds Ireland - China A-Shares AI Quant Strategy Fund must be received in cleared funds by the Administrator no later than two (2)

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Business Days after the end of the Initial Offer Period or the relevant Dealing Day (as the case may be) provided that the Company reserves the right to defer the issue of Shares until receipt of cleared subscription monies by the Company.

Redemption proceeds in respect of Shares in the Nomura Funds Ireland - China A-Shares AI Quant Strategy Fund will normally be paid within two (2) Business Days after the relevant Dealing Day, provided that all the required documentation has been furnished to and received by the Administrator.

***Nomura Funds Ireland – India Equity Fund and Nomura Funds Ireland – Emerging Market Local Currency Debt Fund***

Shareholders in the Nomura Funds Ireland - India Equity Fund and the Nomura Funds Ireland - Emerging Market Local Currency Debt Fund are advised that it is proposed to change the settlement period for redemptions only from T+4 to T+3.

Redemption proceeds in respect of Shares in these Sub-Funds will normally be paid within three (3) Business Days after the relevant Dealing Day, provided that all the required documentation has been furnished to and received by the Administrator.

Shareholders should note that the settlement timeframe for subscriptions into these Sub-Funds is not changing and remains as T+3.

**2. *Distributions out of Capital***

Following the recent AGM and approval of the changes to the Articles of Association, general updates are proposed to the Prospectus and relevant Supplements to allow for the flexibility to pay dividends in respect of Shares out of net income and/or net realised gains or net realised and unrealised gains, and/or subject to Central Bank requirements, the capital of the Fund attributable to the relevant Class during the Accounting Period, subject to certain adjustments.

It is proposed that dividends may be paid out of capital in respect of TD and BD Shares (the “**Fixed Distribution Share Classes**”) in the following Sub-Funds:

- US High Yield Bond Fund,
- Global Sustainable High Yield Bond Fund,
- Global Dynamic Bond Fund and
- European High Yield Bond Fund

In the case of the Fixed Distribution Share Classes, dividends may be paid out of a combination of income, and/or net realised gains (i.e. realised gains net of realised and unrealised losses) or net realised and unrealised gains (i.e. realised and unrealised capital gains net of all realised and unrealised losses) and capital so that where income and/or net realised gains or net realised and unrealised gains during the relevant period is less than the amount declared, the balance will be paid out of the capital represented by the relevant Shares, which will enable the Classes to distribute regular

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set dividends. This policy may result in the erosion of capital notwithstanding the performance of the Sub-Fund. Because of such capital erosion, the value of future returns is also likely to be diminished. As a result, the distributions may be achieved by foregoing the potential for future capital growth and this cycle may continue until all capital is depleted. In addition, distributions out of capital may have different tax implications to distributions of income or gains and investors should seek advice from their professional investors in this regard. Distributions out of capital made during the life of the Sub-Fund must be understood as a type of capital reimbursement. The rationale for this distribution policy is to prioritise the generation of income and a stable payment per Share of the relevant Class rather than capital growth.

### **3. *Sustainability Risk Policy***

Updates have been made to the Company's overarching sustainability risk policy, as set out in the risk section of the main Prospectus. This is to clarify the manner in which sustainability risks are taken into account in the investment research and decision making process.

Updates have also been made to clarify the sustainability risk policies of each Sub-Fund. In the case of Article 6 Sub-Funds, the description of how sustainability risks are incorporated in the research and, where relevant, investment decision making process has been simplified. In the case of Article 8 and Article 9 Sub-Funds, the sustainability risk policy in each Supplement has simply been updated to cross refer to the relevant ESG Annex on the basis that the sustainability-related policy is disclosed in the detailed information / investment strategy set out in the relevant ESG Annex.

Certain changes have been made to the relevant ESG Annex to in order to clarify, where relevant (i) the environmental and/or social characteristics promoted by relevant Article 8 Sub-Fund (ii) the sustainability indicators used to measure the attainment of the environmental and/or social characteristics promoted by the relevant Article 8 Sub-Fund (iii) [clarification of the type of investments which are not aligned with the environmental / social characteristics promoted by the relevant Article 8 Sub-Fund and (iv)] the processes integrated into the investment strategy (including, where relevant, the proprietary ESG ratings, ESG metrics, exclusions, SDGs assessment, sustainability assessment and engagement) of the relevant Article 8 / Article 9 Sub-Fund.

### **4. *Nomura Funds Ireland - Emerging Market Local Currency Debt Fund***

Currently, the investment policy of the Sub-Fund provides that the Sub-Fund may, subject to the conditions and limits laid down by the Central Bank, purchase and write call and put options on fixed income securities, fixed income indices and currencies.

It is proposed to update the investment policy of the Sub-Fund to allow for the Sub-Fund to also purchase and write call and put options on equity indices and equity index futures, subject to the conditions and limits laid down by the Central Bank.

### **5. *Nomura Funds Ireland - US High Yield Bond Continuum Fund***

**Directors:** James Tucker, David Dillon, John Walley, Tomohisa Hanabata and Kenichi Suzuki  
**Registered Office:** 33 Sir John Rogerson's Quay, Dublin 2.  
**Registered Number:** 418598  
Incorporated in Ireland  
Regulated by the Central Bank of Ireland

**NOMURA FUNDS IRELAND PLC**  
**(an umbrella fund with segregated liability between sub-funds)**  
**33 Sir John Rogerson's Quay**  
**Dublin 2**  
**Ireland**

Currently, the investment policy of the Sub-Fund provides that the Sub-Fund may invest up to 5% of net assets in investment grade Debt and Debt-Related Securities. It is proposed to remove the 5% restriction on investment in investment grade Debt and Debt-Related securities. While the Sub-Fund will not actively invest in investment grade debt, due to security upgrades, it is possible that the Sub-Fund may hold such investment grade securities from time to time, accordingly, this limit is not required.

**6. Investment Management Fee Changes**

The Investment Manager's fee in respect of Class R Shares of the following Sub-Funds is to be reduced from 0.50% to 0.45% of the Net Asset Value of Class R Shares:

- Nomura Funds Ireland - Global High Conviction Fund
- Nomura Funds Ireland - Global Sustainable Equity Fund

The Investment Manager's fee in respect of Class R Shares of the following Sub-Fund is to be reduced from 0.50% to 0.35% of the Net Asset Value of Class R Shares:

- Nomura Funds Ireland - Emerging Market Local Currency Debt Fund

**7. Miscellaneous Changes**

It is proposed to make certain other miscellaneous changes to the Prospectus, to include update of risk warnings, insertion of new Share Classes in certain Sub-Funds and updating the list of Directors to reflect the recent resignations of Go Hiramatsu and James Downing and the appointments of Kenichi Suzuki and Andrew Billingsley to the Board of the Company).

Further, the description of Bridge Fund Management Limited, the UCITS management company, (the "Manager") has been updated to reflect certain changes to the Board of Directors of the Manager and to reflect that the Manager is no longer a member of the MJ Hudson Group. The Manager is now an Apex Group company.

**Timeframe**

It is proposed that the effective date of the above changes will be on or around 10<sup>th</sup> October, 2024 or such later date as may be notified to Shareholders (the "Effective Date"). Shareholders are advised that, subject to approval from the Central Bank of Ireland, the changes described above will be reflected in a revised Prospectus of the Company, which will be available from the Manager free of charge from the Effective Date.

For any queries regarding this letter, please contact James Tucker of Nomura Asset Management U.K. Ltd at : +44 (0)20 7521 1841 or by email at [james.tucker@nomura-asset.co.uk](mailto:james.tucker@nomura-asset.co.uk) .

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Yours faithfully,



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**Director**  
**Nomura Funds Ireland plc**

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