

**CIRCULAR TO SHAREHOLDERS**

**OF**

**MAJEDIE ASSET MANAGEMENT (INTERNATIONAL) INVESTMENT FUND COMPANY PLC**

**(THE COMPANY)**

**AN OPEN-ENDED INVESTMENT COMPANY WITH VARIABLE CAPITAL INCORPORATED WITH LIMITED  
LIABILITY UNDER THE LAWS OF IRELAND WITH REGISTERED NUMBER 440463.**

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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 are recommended to seek your own financial advice from your stockbroker, bank manager or other professional adviser.

If you have sold or transferred all of your shares in the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

This document has not been reviewed by the Central Bank of Ireland.

Unless otherwise indicated, all capitalised terms in this Circular shall have the same meaning as described in the Prospectus for the Company dated 1 April 2022 (the Prospectus).

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**Majedie Asset Management (International) Investment Fund Company plc**  
*(an umbrella fund with segregated liability between sub-funds)*

25-28 North Wall Quay  
Dublin 1  
Ireland

27 April 2022

Dear Shareholder

**1 INTRODUCTION**

- 1.1 We are writing to you as shareholder of the Company to inform you that the annual general meeting (**AGM**) of the Shareholders of the Company is to be convened and held on 20 May 2022 at 10am at the registered office of the Company, 25/28 North Wall Quay, Dublin 1, Ireland.
- 1.2 At the AGM, in addition to the ordinary business of the Company, the Directors are proposing items of special business regarding (1) the change of name of the Company and (2) amendments to the constitution of the Company (the **Constitution**) to reflect the name change.

**2 PROPOSED BUSINESS AT AGM**

- 2.1 At the AGM, the Directors are proposing the following items of ordinary business:
- 2.1.1 to receive and consider the statutory financial statements for the year ended 31 December 2021 and the report of the directors on those statements and the report of the statutory auditors on those statements and that report.
- 2.1.2 the review by the members of the Company's affairs.
- 2.1.3 to consider the re-appointment of the statutory auditors.
- 2.1.4 to authorise the directors to fix the remuneration of the statutory auditors for the year ending 31 December 2022.
- 2.2 In addition, the Directors are proposing the following items of special business:
- 2.2.1 the change of name of the Company from Majedie Asset Management (International) Investment Fund Company plc to Liontrust Global Fundamental plc; and
- 2.2.2 amendments to the Constitution to reflect the name change.
- 2.3 We enclose a notice of the AGM with a proxy form in order for you to cast your votes on the matters to be voted on at the AGM.

**3 BACKGROUND TO THE CHANGE OF NAME OF THE COMPANY**

- 3.1 By way of background, the rationale for the change of name of the Company is to reflect the acquisition of Liontrust Portfolio Management Limited (previously named Majedie Asset Management Limited) by Liontrust Asset Management public limited company which completed on 1 April 2022. On completion of the acquisition, Liontrust Investment Partners LLP replaced Liontrust Portfolio Management Limited as investment manager of the Funds. Liontrust Portfolio Management Limited remains to act as a distributor of the Funds.
- 3.2 The Constitution of the Company must also be amended to reflect the change of name.

- 3.3 Appendix I of this Circular contains an overview of the proposed amendments to be made to the Constitution to reflect the proposed name change. Appendix I highlights the changes in redline format to be incorporated into the revised Constitution subject to the approval of Shareholders of the Company.
- 3.4 In addition, it should be noted that the proposed changes are subject to the approval of the Irish Companies Registration Office and the Central Bank of Ireland.

#### 4 **COSTS**

The costs of implementing the foregoing changes, as well as the costs of securing all necessary regulatory and other approvals, will be borne by the Investment Manager.

#### 5 **EXPECTED TIMETABLE OF PRINCIPAL EVENTS\***

Date of this Circular	27 April 2022
Latest time and date for receipt of forms of proxy	10am on 20 May 2022
Annual General Meeting	10am on 20 May 2022

\*References to times in this Circular are to Dublin times unless otherwise stated.

#### 6 **SHAREHOLDER APPROVAL**

- 6.1 The resolutions proposed at paragraph 2.1 above (save for the ordinary business described 2.1.2 which does not require to be voted upon) are ordinary resolutions, meaning that they cannot be passed unless they receive the support of a simple majority of the total number of votes cast for and against in a general meeting. If the resolutions are passed by the requisite majority, they will be binding on all shareholders irrespective of how (or whether) they voted.
- 6.2 The changes described at paragraph 2.2 above are special resolutions, meaning that they cannot be passed unless they receive the support of a majority of at least 75% of the total number of votes cast for and against in a general meeting. If the resolutions are passed by the requisite majority, they will be binding on all shareholders irrespective of how (or whether) they voted.
- 6.3 The quorum for the AGM is two persons entitled to vote upon the business to be transacted, each being a Shareholder or proxy for a Shareholder or a duly authorised representative of a corporate member. If a quorum is not present within half an hour of the time appointed for the AGM, or if during the AGM a quorum ceases to be present, it will be necessary to adjourn it. In that event, it will stand adjourned to the same day in the next week, at the same time and place or to such other day, time and place as the Company directors may determine. If at an adjourned meeting the quorum is not present within half an hour from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.

#### 7 **PROXY FORMS**

- 8 A proxy form to enable you to vote at the AGM is enclosed with this Circular. Please read the notes printed on the proxy form which will assist you in completing and returning the proxy form. To be valid, your form of proxy for the AGM must be received before the time appointed for the holding of the AGM or adjourned AGM. Shareholders may send their proxies by email to [gslfunds@algoodbody.com](mailto:gslfunds@algoodbody.com). You may attend and vote at the AGM even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote.

#### 9 **CHANGES TO TAKE EFFECT**

- 9.1 The proposed change of name of the Company is subject to the prior approval of the Irish Companies Registration Office. The Effective Date of the change of name will be determined by the Irish Companies

Registration Office following submission of the updated Constitution of the Company and a copy of the Special Resolution of the shareholders approving the name change. Following this, the updated Constitution will be filed with the Central Bank of Ireland.

10 **ENQUIRIES**

A copy of the existing Constitution and the proposed amended Constitution is available for inspection during normal business hours from the date of this Circular until the resolutions have been duly passed, at the offices of A&L Goodbody LLP, 25/28 North Wall Quay, Dublin 1, Ireland. If you have any queries or require any further clarification on this matter, please contact your usual contact at the Investment Manager.

11 **RECOMMENDATION**

The Directors are of the opinion that the passing of the proposed resolutions is in the best interests of shareholders as a whole and would recommend that you vote in favour of the resolutions set out in the attached notice of AGM. We would be grateful of your support for these resolutions either in presence at the AGM or by proxy. If you do not wish to attend the AGM, please complete the enclosed proxy and return it to us at any time before the AGM.

The Directors of the Company accept responsibility for the information contained in this Circular.

We thank you for your continuing support of the Company.

Yours sincerely



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Director

**Majedie Asset Management (International) Investment Fund Company plc**

**APPENDIX 1**

**AMENDMENTS TO THE CONSTITUTION**

**Legend:**

Text which has been inserted

~~Text which has been deleted~~

~~Text which has been moved from one part~~

Text which has been moved to another part

**NOTICE OF ANNUAL GENERAL MEETING**

**OF**

**MAJEDIE ASSET MANAGEMENT (INTERNATIONAL) INVESTMENT FUND COMPANY PLC**

**(the "Company")**

**NOTICE** is hereby given that an Annual General Meeting of Majedie Asset Management (International) Investment Fund Company plc will be held at the offices of A&L Goodbody LLP, 25/28 North Wall Quay, Dublin 1, Ireland on **20 May 2022 at 10 am** for the following purposes:

As Ordinary Resolutions:

- 1 To receive and consider the statutory financial statements for the year ended 31 December 2021 and the report of the directors on those statements and the report of the statutory auditors on those statements and that report.
- 2 To consider the re-appointment of the statutory auditors.
- 3 To authorise the directors to fix the remuneration of the statutory auditors for the year ending 31 December 2022.

As Special Resolutions:

1. To approve the change of name of the Company to Liontrust Global Fundamental plc.
2. To adopt the Constitution, as amended in accordance with Appendix I to the Circular in substitution for the current Constitution, subject to the incorporation of any amendments that may be requested by the Central Bank of Ireland and the Irish Companies Registration Office.

and to transact any other business which may properly be brought before the meeting.

By Order of the Board

**For and on behalf of**

**Goodbody Secretarial Limited**

**Date: 27 April 2022**

**Registered Office:** A&L Goodbody LLP, 25/28 North Wall Quay, Dublin 1, Ireland.

**Note:** A member entitled to attend and vote may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the company. Any such form of proxy must be received before the commencement of the meeting.

**PROXY**

**FOR ANNUAL GENERAL MEETING OF**

**MAJEDIE ASSET MANAGEMENT (INTERNATIONAL) INVESTMENT FUND COMPANY PLC**

(the **Company**)

..... (the **Member**).....of..... being a member of the Company **HEREBY APPOINT**.....of..... or failing him or her, the Chairperson of the meeting, any representative of Goodbody Secretarial Limited or any partner or employee of A&L Goodbody LLP<sup>1</sup> as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the Annual General Meeting of the Company to be held on **20 May 2022** and at any adjournment of the meeting.

The proxy is to vote as follows:

Number or description of resolution:	In Favour	Abstain	Against
<b>As Ordinary Resolutions:</b>			
1 To receive and consider the statutory financial statements for the year ended 31 December 2021 and the report of the directors on those statements and the report of the statutory auditors on those statements and that report.			
2 To consider the re-appointment of the statutory auditors.			
3 To authorise the directors to fix the remuneration of the statutory auditors for the year ending 2022.			
<b>As Special Resolutions:</b>			
1 To approve the change of name of the Company to Liontrust Global Fundamental plc.			
2 To adopt the Constitution, as amended in accordance with Appendix I to the Circular in substitution for the current Constitution, subject to the incorporation of any amendments that may be requested by the Central Bank of Ireland and the Irish Companies Registration Office.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member.....			
Dated:.....			

<sup>1</sup>If you wish to vote at the AGM, we would recommend that you appoint a representative from Goodbody Secretarial Limited or A&L Goodbody LLP as proxy.

## Notes to the Proxy Form

- 1 You may appoint a proxy of your own choice by inserting the name of the person appointed as proxies (who need not be a shareholder) in the space provided.
- 2 Please insert your name(s) and address in **BOLD TYPE** and sign and date the form.
- 3 Indicate by placing a cross in the appropriate box how you wish your votes to be cast in respect of each resolution. If no mark is made, your proxy may vote or abstain at his/her discretion. On any other business not specified in the notice of Meeting and arising at the Meeting, the proxy will act at his or her discretion.
- 4 If the appointer is a corporation, this form must be under the common seal or under the hand of some officer, attorney or other person authorised in writing.
- 5 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated. In the event of more than one joint holder tendering votes, the vote of the shareholder whose name first appears in the register of members will be accepted to the exclusion of all others.
- 6 To be valid this proxy form and any power of attorney under which it is signed must reach the Secretary of the Company c/o A&L Goodbody LLP, 25/28 North Wall Quay, IFSC, Dublin 1, Ireland by **10 am on 20 May 2022**. Shareholders may send their proxies by email to [gslfunds@algoodbody.com](mailto:gslfunds@algoodbody.com)
- 7 If any amendments are made they should be initialled.