



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to the action you should take, you are advised to consult your lawyer, stockbroker, bank manager or other independent financial adviser.**

**If you have sold or transferred your shares in Marlborough International Fund PCC Limited, please send this Notice with its accompanying enclosures and Form of Proxy to the purchaser, transferee or stockbroker, bank or agent through whom the sale was affected, for transmission to the purchaser or transferee.**

**Marlborough International Fund PCC Limited**

Suites 7 & 8, Fourth Floor, Windsor House, Le Pollet, St. Peter Port, Guernsey, GY1 1WF

Tel: +44(0)1481 748955 Fax: +44(0)1481 748956

Marlborough International Fund PCC Limited is authorised by the Guernsey Financial Services Commission

Registered Number: 56527



## **MARLBOROUGH INTERNATIONAL FUND PCC LIMITED**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Company's Annual General Meeting will be held at 10:00am GMT on 15 December 2023 at Suites 7 & 8, Fourth Floor, Windsor House, Le Pollet, St. Peter Port, Guernsey, GY1 1WF.

The Meeting is being convened to consider the following resolutions, all proposed as ordinary resolutions and ordinary business:

1. To receive and adopt the Report of the Directors and Financial Statements for the year ended 30 April 2023.
2. To reappoint Mr Allan Hamer, who stands for reappointment as a Director of the Company, in accordance with the Articles.
3. To reappoint Mrs Leasa Callaway, who stands for reappointment as a Director of the Company, in accordance with the Articles.
4. To reappoint Mr Seyed Mirghavameddin, who stands for reappointment as a Director of the Company, in accordance with the Articles.
5. To approve the maximum fee of the Directors for the year ended 30 April 2023 and to fix their fees for the year to 30 April 2024 at the same level.
6. To reappoint the Company Auditors, being Moore Stephens, to hold office for a further year or until the conclusion of the next Annual General Meeting.
7. To authorise the Directors to negotiate and agree the remuneration of the Company's Auditors.

The Report of the Directors and Financial Statements for the year ended 30 April 2023 and current Prospectuses are available on the Marlborough International Management Limited website:

[www.marlboroughinternational.gg](http://www.marlboroughinternational.gg)

Alternatively, documents are available on written request from the Company Secretary, as follows:

EPIC Fund Services (Guernsey) Limited  
Suites 7 & 8, Fourth Floor, Windsor House, Le Pollet, St. Peter Port, Guernsey  
Tel: +44 1481 748955  
Email: [CoSec@epicpea.com](mailto:CoSec@epicpea.com)

Shareholders who would like to participate at the Annual General Meeting may do so in person, by conference call or by proxy. Please liaise with the Company Secretary to confirm your means of attendance and to obtain access details, as relevant.

By order of the Board of Directors of  
Marlborough International Fund PCC Limited  
Guernsey, 26 October 2023

**Notes:**

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In accordance with Article 176 of the Companies (Guernsey) Law, 2008, an ordinary resolution of the members (or of a class of members) of a company means a resolution passed by a simple majority.
3. The Form of Proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, must be completed and deposited with Marlborough International Fund PCC Limited, Suites 7 & 8, Fourth Floor, Windsor House, Le Pollet, St. Peter Port, Guernsey GY1 1WF, Tel. +44 1481 748955/Fax. +44 1481 748956/[CoSec@epicip.com](mailto:CoSec@epicip.com), not less than 48 hours before the time appointed for holding the meeting.
4. Return of a completed Form of Proxy will not preclude a member from attending and voting personally at the meeting.
5. In order to have the right to attend and vote at the above-mentioned Annual General Meeting, a person must be entered on the register of members of the Company at 48 hours before the time of the meeting, or in the case of a further adjournment of the meeting 48 hours before the time appointed for that adjourned meeting.
6. The Memorandum and Articles of Incorporation of the Company are available for inspection during normal business hours at the Company's Registered Office in Guernsey.

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## FORM OF PROXY

### Marlborough International Fund PCC Limited

Form of Proxy for use by holders of Shares at the Annual General Meeting of Marlborough International Fund PCC Limited (the "**Company**") convened for 15 December 2023 at 10:00am GMT.

I/We

.....  
(Full Name(s) in Block Capitals)

of

.....  
(Address in Block Capitals)

being a member/members of the above-named Company, hereby appoint the Chairman of the meeting (**See Note 1 Below**)

**OR**

.....  
(Name and Address of Proxy in Block Capitals)

or failing him

.....  
(Name and Address of Proxy in Block Capitals)

as my/our proxy to vote in my/our name[s] on my/our behalf at the Annual General Meeting of the Company to be held on 15 November 2023 at 10:00am GMT and at any adjournment thereof.

I/we direct my/our proxy to vote as indicated below on the resolutions set out in the notice dated 15 November 2023 convening the meeting as follows:

Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution. (See Note 2 Below)

Please indicate the number of votes you are voting in respect of each resolution or all resolutions. Unless otherwise indicated you will be deemed to have voted all of your shares.

ORDINARY RESOLUTIONS (See Note 3 Below)	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
<b>Resolution 1:</b> To receive and adopt the Report of the Directors and Financial Statements for the year ended 30 April 2023.				
<b>Resolution 2:</b> To reappoint Mr Allan Hamer, who stands for reappointment as a Director of the Company, in accordance with the Articles				
<b>Resolution 3:</b> To reappoint Mrs Leasa Callaway, who stands for reappointment as a Director of the Company, in accordance with the Articles.				

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<b>Resolution 4:</b> To reappoint Mr Seyed Mirghavameddin, who stands for reappointment as a Director of the Company, in accordance with the Articles.				
<b>Resolution 5:</b> To approve the maximum fee of the Directors for the year ended 30 April 2023 and to fix their fees for the year to 30 April 2024 at the same level.				
<b>Resolution 6:</b> To reappoint the Company Auditors, being Moore Stephens, to hold office for a further year or until the conclusion of the next Annual General Meeting.				
<b>Resolution 7:</b> To authorise the Directors to negotiate and agree the remuneration of the Company's Auditors				

Signature ..... (See Note 4 Below)

Date.....

**Notes:**

7. If you wish to appoint as your proxy someone other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" and write on the dotted line the full name and address of your proxy. The change should be initialled.
8. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
9. The full text of each of the resolutions is set out in the Notice of the meeting dated 31 October 2023.
10. In accordance with Article 176 of the Companies (Guernsey) Law, 2008, an ordinary resolution of the members (or of a class of members) of a company means a resolution passed by a simple majority.
11. This form must be signed and dated by the member or his/her attorney duly authorised in writing. If the member is a company, it may execute either under its common seal or under the hand of an officer, attorney or other person authorised to sign it. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
12. To be valid, this form must be completed and deposited with Marlborough International Fund PCC Limited, Suites 7 & 8, Fourth Floor, Windsor House, Le Pollet, St. Peter Port, Guernsey, GY1 1WF, Tel. +44 1481 748955/Fax. +44 1481 748956/[CoSec@epicip.com](mailto:CoSec@epicip.com), together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority, not less than 30 minutes before the time fixed for holding the meeting; an instrument of proxy that is not deposited or delivered as stipulated above shall be invalid.
13. The 'vote withheld' option is provided to enable you to abstain on any particular resolution however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
14. If within half an hour from the appointed time for the meeting, a quorum is not present, then the meeting will stand adjourned to such other time as the Directors choose, at their discretion. At such adjourned meeting, the quorum will be such shareholders who are present. A completed proxy form, unless withdrawn, will remain valid for such adjourned meeting.

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