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

**If you are in any doubt about the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor.**

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**GemCap Investment Funds (Ireland) Public Limited Company  
(the "Company")**

*(Registered in Ireland as an open-ended variable capital umbrella investment company with limited liability and segregated liability between sub-funds)*

**2024 Annual General Meeting**

Date: 02 September 2024

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

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*Registered in Ireland as an open-ended variable capital umbrella investment company with limited liability and segregated liability between sub funds.*

*Company Registration Number 485081. Registered Tax Number 9768443A*

*Registered Office: 7th Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland*

*Directors: Siobhan Moloney (Chair), Stuart Alexander (UK), Conor Hoey, Kevin O'Neill, Orla Quigley and Sinead Sheehan*

## **GemCap Investment Funds (Ireland) Public Limited Company**

Date: 02 September 2024

Dear Shareholder

### **Annual General Meeting**

Attached is a Notice of the 2024 Annual General Meeting (the "AGM") of the Company and a proxy card for you to vote on the AGM Resolutions.

We are writing to inform you that the directors of the Company (the "Directors") have resolved to convene the AGM to be held on Thursday, 26 September 2024 at 10.30 a.m. at the offices of Gravitas TCSP (Ireland) Limited, 7<sup>th</sup> Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland.

### **Ordinary Business**

At the AGM, the Directors are proposing the following items of ordinary business in order to comply with Irish Companies Act 2014 (the "Companies Act") requirements:

1. To receive and consider the Directors' Report and the Financial Statements of the Company for the year ending 31 December 2023 and the Report of the Auditors thereon.
2. To re-appoint Grant Thornton as auditors of the Company.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To review the Company's business affairs.

### **Quorum**

The quorum for the AGM is two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member.

If a quorum is not present within half an hour from 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 and such other time and place as the Directors may determine. If at the relevant adjourned AGM the quorum is not present within half an hour from the time appointed for holding the meeting, one person entitled to be counted in a quorum present at the relevant general meeting shall be a quorum.

## **Proxy Form**

A proxy form to enable you to vote at the AGM is enclosed with this circular. Please read the notes printed on the form which will assist you in completing and returning the form. To be valid, your form of proxy must be received by the Company before the time fixed for the holding of the AGM or the adjourned AGM. You may attend and vote at the relevant meeting even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote.

## **Audited Annual Accounts and Semi-Annual Accounts available on the website**

Copies of the Company's audited annual and semi-annual financial statements are available at the following website: <https://geminicapital.ie/gemcap-reports/>

Copies of the Company's audited annual and semi-annual financial statements shall be available from the Administrator upon request.

## **Information for Shareholders in Switzerland**

The prospectus, the relevant Key Information Document (KID), the Articles as well as the annual and semi-annual reports concerning the Company, may be obtained free of charge from the representative in Switzerland.

The domicile of the Company is Ireland.

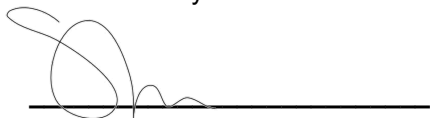
Swiss Representative: ACOLIN Fund Services AG, Leutschenbachstrasse 50, CH- 8050 Zurich.

Swiss Paying Agent: Banque Cantonale Vaudoise, Place St.-François 14, CH-1003 Lausanne.

## **Recommendation**

The Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend that you vote in favour of the resolutions at the AGM. Item 4 does not require a resolution to be passed.

Yours faithfully



**Director**

for and on behalf of

**GEMCAP INVESTMENT FUNDS (IRELAND) PLC**

**GEMCAP INVESTMENT FUNDS (IRELAND) PUBLIC LIMITED COMPANY**  
**NOTICE OF THE 2024 ANNUAL GENERAL MEETING**

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NOTICE is hereby given that the 2024 Annual General Meeting of GemCap Investment Funds (Ireland) plc (the "**Company**") will be held at the offices of Gravitas TCSP (Ireland) Limited, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland on Thursday, 26 September 2024 at 10.30a.m. for the purposes of transacting the following business:

**Ordinary Business**

1. To receive and consider the Directors' Report and the Financial Statements of the Company for the year ending 31 December 2023 and the Report of the Auditors thereon.
2. To re-appoint Grant Thornton as auditors of the Company.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To review the Company's business affairs.

By order of the Board



**Gravitas TCSP (Ireland) Ltd**  
**Company Secretary**

Dated:

02 September 2024

1. Shareholders are entitled to attend and vote at the Annual General Meeting of the Company. A shareholder may appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. A Form of Proxy is enclosed for use by Shareholders unable to attend the meeting. Proxies must be sent to the Company Secretary of the Company, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland. Shareholders may send their proxies by email to [cosecdublin@klgates.com](mailto:cosecdublin@klgates.com). To be valid, proxies and any powers of attorney under which they are signed must be received by the Company Secretary before the time fixed for the holding of the meeting.
3. The Company specifies that only those members registered in the Register of Members of the Company at 10.30a.m. on 24 September 2024 or, if the AGM is adjourned, at 10.30a.m. on 01 October 2024 (the "**record date**"), shall be entitled to attend, speak, ask questions and vote at the AGM, or if relevant, any adjournment thereof and may only vote in respect of the number of shares registered in their name at that time. Changes to the Register of Members after the record date shall be disregarded in determining the right of any person to attend and/or vote at the AGM or any adjournment thereof.

**GEMCAP INVESTMENT FUNDS (IRELAND) PUBLIC LIMITED COMPANY**

**FORM OF PROXY**

\*I/We \_\_\_\_\_

Of \_\_\_\_\_

being a Shareholder of the above named Company hereby appoint

\_\_\_\_\_ or failing \*him/her, the Chairperson of the meeting or failing him/her any one director of the Company or failing one of them any authorized representative of Gravitass TCSP (Ireland) Limited, as \*my/our proxy to act as Chairperson of the AGM and to vote for \*me/us and on \*my/our behalf at the Annual General Meeting of the Company to be held at the offices of Gravitass TCSP (Ireland) Limited, 7<sup>th</sup> Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland on 26 September 2024 at 10.30a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of each Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<b>Ordinary Business</b>			
1. To receive and consider the Directors' Report and the Financial Statements of the Company for the year ending 31 December 2023 and the Report of the Auditors thereon.			
2. To re-appoint Grant Thornton as auditors of the Company.			
3. To authorise the Directors to fix the remuneration of the Auditors.			

Dated            day of            2024

\_\_\_\_\_

**Signed / For and on behalf of**

**PLEASE PRINT YOUR NAME OR THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH**

\_\_\_\_\_(Print Name)

\_\_\_\_\_(Print address)

\*Delete as appropriate

Notes:

- a) If the shareholder is a corporation, the Form of Proxy should be completed either under seal or under the hand of an officer or attorney duly authorised.
- b) A shareholder must insert his full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
- c) If you desire to appoint a proxy other than the Chairperson of the meeting, a director of the Company, an authorized representative of Gravitas TCSP (Ireland) Limited then please insert his/her name and address in the space provided.
- d) The Form of Proxy must:-
  - i. in the case of an individual shareholder be signed by the shareholder or his attorney; and
  - ii. in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate shareholder.
- e) In the case of joint holders 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 members in respect of the joint holding.
- f) To be valid, the Form of Proxy and any powers of attorney under which they are signed must be received by the Company Secretary, Gravitas TCSP (Ireland) Limited, at 7th Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland before the time appointed for the holding of the meeting. Shareholders may send their Form of Proxy by email to [cosecdublin@klgates.com](mailto:cosecdublin@klgates.com).
- g) A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.