

MGF

Société d'Investissement à Capital Variable

Registered Office: 6H route de Trèves, L-2633 Senningerberg, Luxembourg

Trade Register Number: B 161934

BY MAIL

Notice of Annual General Meeting of Shareholders of MGF

Luxembourg, 8 October 2024

Dear Shareholder,

The Annual General Meeting of Shareholders (the "**Meeting**") of MGF (the "**Company**") will be held on 17 October 2024 at 3.00p.m. CEST with the following agenda:

AGENDA

1. Acknowledgement of the Report of the Auditors for the financial year ended 30 June 2024.
2. Approval of the Audited Annual Report for the financial year ended 30 June 2024.
3. Acknowledgement of the Board of Directors' Report to the Shareholders for the financial year ended 30 June 2024.
4. Discharge of the Directors of the Company for the performance of their duties carried out during the financial year ended 30 June 2024.
5. Acceptance of the resignation of Mr Ferdinand van Heerden as a Director of the Company, with effect from 17 May 2024 (the "**Effective Date**") and granting him discharge for the performance of his duties from the date of his appointment until the **Effective Date**.
6. Ratification of appointment of Mr Andrew Hardy as a new board member of the Company by way of co-optation, effective as of 19 August 2024.
7. Re-appointment of Mr Robert Rhodes, Mr Henry Kelly, Mr Revel Wood, Ms Roxanne Power, Mr Ray Mhere and Mr Andrew Hardy, to serve as Directors of the Company until the next Annual General Meeting of Shareholders which will deliberate on the audited financial statements of the Company for the financial year ending 30 June 2025.
8. Discharge to the Auditors for the performance of their duties carried out in relation to the financial year ended 30 June 2024.
9. Re-appointment of Ernst & Young S.A. as the statutory auditors of the Company, subject to the *Institut des Réviseurs d'Entreprises* (IRE) terms and conditions, until the next Annual General Meeting of shareholders which will deliberate on the audited financial statements of the Company for the financial year ending 30 June 2025.
10. Allocation of the net results for the financial year ended 30 June 2024.



11. Approval of Directors' fees due for the financial year ended 30 June 2024.

The Meeting will be validly constituted and will validly decide on the items of its agenda regardless of the number of shares represented. Resolutions will be passed if approved by simple majority of votes cast. If approved, the resolutions will be effective as at the date of the Meeting.

Please be advised that any Shareholder may freely and irrevocably appoint a full power substitute in order to be represented and take part in all the deliberations and to vote any decision regarding the items shown on the agenda, to approve and sign all acts and statements.

For your convenience, please find enclosed a Power of Attorney form that you can sign and return at your earliest convenience by e-mail to luxembourg.company.secretarial@jpmorgan.com and subsequently by regular mail to the following address:

J.P. Morgan S.E - Luxembourg Branch
 To the attention of Company Secretarial
 6H, route de Trèves
 L-2633 Senningerberg
 Grand-Duchy of Luxembourg

In order to be valid for the Annual General Meeting, Power of Attorney forms should be received by 16 October 2024 at 10 am (Luxembourg time). The proxy will remain in force if the Meeting, for whatever reason, is postponed.

The financial statements for the financial year ended on 30 June 2024 will be made available free of charge upon request by email to luxembourg.company.secretarial@jpmorgan.com during normal business hours.

By order of the Board.

MGF

Société d'Investissement à Capital Variable
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Trade Register Number: B 161934

Form of Proxy for use at the Annual General Meeting of Shareholders of MGF to be held on 17 October 2024

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We the undersigned,

Corporate Name/First Name(s)	Last Name	Account Number
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hereby appoint the Chairman of the Annual General Meeting of Shareholders (the "**Meeting**") of MGF (the "**Company**"),

as my/our representative to vote for me/us on my/our behalf on the items of the agenda, as indicated below, of the Meeting to be held on 17 October 2024 at 3.00 pm (Luxembourg time), and at any adjournment thereof, as more fully described in the Notice.

Note: If you want the Chairman of the Meeting to vote in a certain way on the resolutions specified, please indicate with an "X" in the spaces below. If you fail to select any of the given options, the Chairman, as your representative, will vote 'for' in favour of the resolutions.

Direction to the Chairman

AGENDA

1. Acknowledgement of the Report of the Auditors for the financial year ended 30 June 2024.
2. Approval of the Audited Annual Report for the financial year ended 30 June 2024.

For

Against

3. Acknowledgement of the Board of Directors' Report to the Shareholders for the financial year ended June 30 June 2024.
4. Discharge of the Directors of the Company for the performance of their duties carried out during the financial year ended 30 June 2024.

For

Against

5. Acceptance of the resignation of Mr Ferdinand van Heerden as a Director of the Company, with effect from 17 May 2024 (the "**Effective Date**") and granting him discharge for the performance of his duties from the date of his appointment until the Effective Date.

For

Against

6. Ratification of appointment of Mr Andrew Hardy as a new board member of the Company by way of co-optation, effective as of 19 August 2024.

For

Against

7. Re-appointment of Mr Robert Rhodes, Mr Henry Kelly, Mr Revel Wood, Ms Roxanne Power, Mr Ray Mhere and Mr Andrew Hardy to serve as Directors of the Company until the next Annual General Meeting of Shareholders which will deliberate on the audited financial statements of the Company for the financial year ending 30 June 2025.

Name:	Revel Wood
Title:	Independent Non-Executive Director
Responsibilities:	<p>Revel is a Chartered Accountant with over 30 years of leadership experience specialised in fund management, asset servicing and governance in the financial services industry. Accomplished in building business, and client service, product, operations, and risk solutions. Since 2009 he has held positions in corporate governance as a non-executive and executive director and officer of Irish, Luxembourg and UK Fund Management Companies. Over the last decade has held several non-executive fund directorships for top tier managers, for liquid and illiquid strategies.</p> <p>Revel is the co-founder of ONE group solutions, a leading fund governance provider in Luxembourg. Prior to this, he was group CEO of FundRock, (formerly RBS Luxembourg). At the helm he successfully navigated through the RBS "exit from Luxembourg", steering the company successfully through the carve-out. Prior to FundRock, as deputy MD and head of business strategy, he led Northern Trust Fund Services in Luxembourg (including ManCo). Prior to moving to Luxembourg, Revel was Global Head of Derivative Product and Investment Operations Outsourcing (IOO) for Northern Trust in London and contributed to their success of Global Fund Services business expansion. He also held managerial roles at Bank of New York, Schroders, and PwC, having started his career as a lieutenant in the military.</p> <p>Revel is active in the Luxembourg fund industry, currently a member of the ALFI Board, co-chairing the ILA Conducting Officer Forum, the ALFI fund governance forum, and as a member of the ILA fund committee. He also initiated the Funds Data Standards initiative in ALFI, ILA, LPEA and ABBL and is one of the founding members and board member of the non-profit FDX Funds Definitions Exchange enabling effective collaboration and communities to create data standards, KPI/KRI templates and the first Funds Data Standards equivalent to SWIFT for the banking industry. He also initiated the Funds Data Standards initiative working with industry associations and asset managers, as one of the founding members and board member of the non-profit Global Asset Management Standards (GAMS), enabling effective collaboration and communities to create data standards, KPI/KRI templates and the first Funds Data Standards for Asset Management industry. Revel holds a number of independent directorship positions which include Jupiter, Momentum, Blackstone, Goldman Sachs, Arrow Global among others.</p>

For

Against

Name:	Roxanne Power (also known as Panesar)
Title:	Head of Investment and Fund Operations, Momentum Global Investment Management Limited
Responsibilities:	<p>Roxanne joined Momentum Global Investment Management Limited, now Momentum Group Limited, in March 2007 and has more than 30 years' experience in fund and securities services. Roxanne has overall responsibility for the product development / implementation, oversight and operation of Momentum's international range of products which include Luxembourg, UK, Guernsey and Mauritian fund ranges. Roxanne also serves as a Director for a number of Guernsey Fund Companies.</p>



Prior to joining Momentum Global Investment Management, Roxanne held various roles at J.P. Morgan within the Worldwide Securities Services Division, including Relationship Management and Global Service Delivery for both investment management and pension fund clients.

For

Against

Name: Robert Rhodes

Title: Managing Director, Momentum Wealth International Limited

Responsibilities: Robert joined the Momentum Group from GuardBank Unit Trusts as Head of Process Management at Momentum Administration Services in June 1997. After successfully integrating Southern Life's Investment Management Company with Momentum Administration Services, he moved to London to establish the Investment Administration Division for Ansbacher & Company in March 1999. After setting up a fund administration division for Ansbacher & Company, Mr. Rhodes joined Momentum Global Investment Management Limited as Chief Operating Officer in August 2002. In February 2019 Robert relocated from London to Guernsey to take the position of Managing Director of Momentum Wealth International Limited. Apart from his executive responsibilities, Mr. Rhodes serves as director on a number of Luxembourg and Guernsey Fund Companies, as well as Momentum Wealth International Limited and Momentum International Insurance PCC.

For

Against

Name: Henry Kelly

Title: Independent Non-Executive Director

Responsibilities: Henry is an experienced independent board member of several investment funds and investment management companies domiciled in Luxembourg and internationally. He is the Managing Director of the Luxembourg-based consultancy firm that he founded in 1999, KellyConsult Sàrl, which provides advisory services to the investment fund sector. He was the founding Chairman of the Fund Governance Forum for ALFI (Association of the Luxembourg Fund Industry) set up in 2011. He was a member of the Management Committee of the Luxembourg Institute of Directors (ILA) and a founding member of the ILA Investment Funds Committee. He is a regular speaker at conferences on investment funds and corporate governance matters. From 1993 - 1999 he was a Managing Director of Flemings Luxembourg (now JP Morgan Asset Management) following 5 years' experience in the capital markets division of BNP Paribas based in Paris. Prior to these posts he acquired seven years' experience with PricewaterhouseCoopers in Paris, Frankfurt and New York. He has a master's degree in Modern Languages from Cambridge University, is a Member of the Institute of Chartered Accountants and holds the INSEAD Certificate in Corporate Governance. He obtained the qualification of ILA Certified Director in 2013.

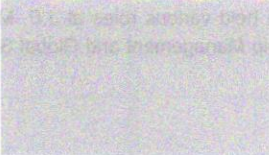
For

Against

Name: Ray Mhere

Title: CEO, Curate Investments (Pty) Ltd

Responsibilities: Ray Mhere is jointly responsible for Momentum's asset management strategy and was appointed as the CEO of Curate on 1 August, 2024. He has worked in the investment industry since 2010, with experience at three of South Africa's largest fund managers. He is focused on delivering outstanding value to investors at every stage of their investment journey. This means providing strategies tailored to their financial goals and sharing simple and valuable information to help them make the best decisions for their futures. Prior to joining Curate, Ray served as an executive head at Momentum Investments from February 2023. Before that, he held the position of head of retail business at Prescient Investment Management from April 2022. Ray's tenure at Momentum began in March 2020, when he joined as head of investment distribution. In this role,



he was responsible for the marketing and distribution of Momentum Investments to financial advisers across South Africa.

Academic qualifications: He is currently an Executive MBA candidate at the University of Oxford. He also holds a Bachelor of Commerce degree in Economics and Law from the University of Cape Town and a post-graduate diploma in Financial Planning from the University of the Free State.

For

Against

Name:	Andrew Hardy, CFA
Title:	Managing Director, Momentum Global Investment Management Limited
Responsibilities:	Andrew is Managing Director of Momentum Global Investment Management with overall responsibility for the UK arm of Momentum Investments' multi-manager business. Prior to taking on this role in 2024, Andrew was Executive Director and Head of Investment Management, having been part of the UK investment team since he joined the business in 2005. He has over fifteen years of investment research and portfolio management experience, across equity and multi asset strategies, during which time he played a central role in developing the investment philosophy and process whilst also supporting business strategy and development. He is a CFA Charterholder and has a BSc in Economics from the University of Bath.

For

Against

8. Discharge to the Auditors for the performance of their duties carried out in relation to the financial year ended 30 June 2024.

For

Against

9. Re-appointment of Ernst & Young S.A. as the statutory auditors of the Company, subject to the Institut des Réviseurs d'Entreprises (IRE) terms and conditions, until the next Annual General Meeting of shareholders which will deliberate on the audited financial statements of the Company for the financial year ending 30 June 2025

For

Against

10. Allocation of the net results for the financial year ended 30 June 2024.

For

Against

11. Approval of Director's fees due for the financial year ended 30 June 2024.

For

Against



I/we hereby give and grant full power and authorisation to do and perform all and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that said proxies shall lawfully do or cause to be done by virtue hereof.

Signed: _____

Name: _____

Title: _____

Date: _____

Notes:

In order to be valid for the Annual General Meeting, proxy forms should be received by 16 October 2024 at 10 am (Luxembourg time). The proxy will remain in force if the Meeting, for whatever reason, is postponed. Please sign and return the proxy form at your earliest convenience by e-mail to luxembourg.company.secretarial@jpmorgan.com and subsequently by regular mail to the following address:

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