

**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. IF YOU SELL OR HAVE SOLD OR TRANSFERRED ALL OF YOUR SHARES, YOU SHOULD PASS THIS DOCUMENT, TOGETHER WITH THE RELEVANT ACCOMPANYING DOCUMENTS, TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS MADE FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE. HOWEVER, SUCH DOCUMENTS SHOULD NOT BE FORWARDED IN OR INTO THE UNITED STATES.**

24 October 2024

To the Members of  
GAM Star Fund plc

Dear Member,

### **Introduction**

This document gives notice that the Annual General Meeting ("**AGM**") of GAM Star Fund plc (the "**Company**") will be held at the office of Company 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 4 December 2024 at 14:00 / 2.00 p.m. (Irish time).

### **Background**

The Company incorporated and registered in Ireland under company number 280599 and registered as an investment company with variable capital on 20 February 1998 is authorised by the Central Bank of Ireland (the "**Central Bank**") as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 1989, and is subject to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended). The Company is an umbrella company with segregated liability between sub-funds (the "**Funds**", or when referred to individually, a "**Fund**"). Currently there are thirty two Funds in the Company, namely; GAM Star European Equity; Gam Star Japan Leaders; GAM Star Continental European Equity; GAM Star Global Equity; GAM Star Asian Equity; GAM Star China Equity; GAM Star US All Cap Equity; GAM Star Alpha Technology; GAM Star Flexible Global Portfolio; GAM Star Emerging Market Rates; GAM Star Global Rates; GAM Star Global Selector; GAM Star Capital Appreciation US Equity; GAM Star Global Balanced; GAM Star Composite Global Equity; GAM Star Credit Opportunities (EUR); GAM Star Credit Opportunities (GBP); GAM Star Credit Opportunities (USD); GAM Star GAMCO US Equity; GAM Star Disruptive Growth; GAM Sustainable Emerging Equity; GAM Star Alpha Spectrum; GAM Star CAT Bond; GAM Systematic Alternative Risk Premia; GAM Star Global Cautious; GAM Star Global Growth; GAM Star Global Defensive; GAM Star Global Dynamic Growth; GAM Star Tactical Opportunities; GAM Star MBS Total Return; GAM Star Interest Trend; GAM Sustainable Climate Bond.

The directors of the Company (the “**Directors**”) have convened an **AGM** of the Members of the Company at which Members of the Company will be asked to:

- a) Receive and consider the Company’s statutory financial statements for the year end 30 June 2024, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company’s affairs;
- b) Re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next AGM; and
- c) Authorise the Directors to approve the annual remuneration of the statutory auditors for the year ending 30 June 2025.

This Circular and the enclosed documentation, which you are encouraged to read carefully, relate to these proposals.

**a) The Report of the directors, the report of the statutory auditors on those financial statements and that report of the Company for the year ended 30 June 2024 and review of the Company’s affairs**

Members of the Company are asked to receive and consider the Report of the directors, the report of the statutory auditors on those financial statements and the report of the Company for the year ended 30 June 2024, which are available for review on the website, [www.gam.com](http://www.gam.com) and to review the Company’s affairs. A hard copy or a soft copy of the annual financial statements and/or half-yearly results can also be obtained from GAM upon request.

**b) Reappointment of the Company’s Statutory Auditors**

Members of the Company are asked to approve the re-appointment of PricewaterhouseCoopers as statutory auditors to the Company.

**c) Auditors’ Remuneration**

Members of the Company are asked to authorise the Directors to approve the remuneration of the statutory auditors for the year ending 30 June 2025.

**d) Documents available for inspection**

Copies of the following documents may be obtained and may also be inspected free of charge during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the office of the Company 33 Sir John Rogerson’s Quay, Dublin 2, Ireland:

- i. the current Memorandum and Articles of Association of the Company;
- ii. the Prospectus (including Supplements and Addenda) of the Company; and
- iii. the statutory financial statements of the Company.

#### e) General Meetings

This Circular is accompanied by the following documents:

- Formal notice of the AGM of Members of the Company to be held on 4 December 2024 at 14:00 / 2.00 p.m. (Irish time) at the offices of the Company 33 Sir John Rogerson's Quay, Dublin 2, Ireland, at which the proposal detailed in paragraph (a) above will be considered and the proposals detailed in paragraphs (b) and (c) listed above, will be considered and voted upon; and
- A proxy form which will allow Members of the Company to cast their votes by proxy on the AGM proposals (i.e., without attending the AGM in person should they not wish to do so).

#### f) Members' Approval

For the sanctioning of the following resolutions at the AGM, a majority of the votes cast in person or by proxy by the Members of the Company entitled to vote thereon in a general meeting of the Company are required to be voted in favour of each resolution:

- i. the reappointment of the Company's statutory auditors; and
- ii. the authorisation of the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2025.

The quorum for each resolution at the AGM is two Members of the Company present in person or by proxy. If within half an hour from the time appointed for the Meeting, a quorum is not present, the applicable Meeting shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members / Shareholders present shall be a quorum.

Please read the notes printed on the proxy forms, which will help you to complete them, and **return them to us by email to [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie). Your appointment of proxy must be received not later than 48 hours before the time appointed for the AGM.** You may attend and vote at the AGM even if you have appointed a proxy.

#### g) Recommendation

We believe that the proposed resolutions being put forward at the AGM are in the best interests of the Members of the Company as a whole and recommend therefore, that Members of the Company vote in favour of the AGM proposals.

For any queries regarding this circular, please contact the Company Secretary, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or via email [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie)

Yours faithfully,



Tudor Trust Limited  
Company Secretary  
GAM Star Fund plc

## **NOTICE OF ANNUAL GENERAL MEETING**

### **GAM STAR FUND plc (the "Company")**

**NOTICE** is hereby given that the Annual General Meeting of all the Members of the Company will be held at the offices of the Company, 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 4 December 2024 at 14:00 / 2.00 p.m. (Irish time) for the following purposes:

1. To receive and consider the Company's statutory financial statements for the year end 30 June 2024, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company's affairs;
2. To re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next Annual General Meeting; and
3. To authorise the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2025.

Dated: 24 October 2024



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Tudor Trust Limited  
Secretary  
GAM Star Fund plc

- A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him/her;
- A proxy need not be a member;
- The form of proxy must be deposited at the registered office of the Company, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or returned by email to email to tudortrust@dilloneustace.ie no later than 48 hours before the commencement of the meeting.

**PROXY FORM**  
**FOR THE ANNUAL GENERAL MEETING OF GAM STAR FUND plc**

**NOTE: PLEASE COMPLETE AND SIGN THIS FORM AND RETURN IT BY EMAIL TO TUDORTRUST@DILLONEUSTACE.IE TO REACH US NO LATER THAN 11:30 ON 2 DECEMBER 2024.**

I/We \_\_\_\_\_  
(in block capitals)

of \_\_\_\_\_  
(in block capitals)

GAM Shareholder Number 

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(in block capitals)

being shareholder of the GAM Star Fund plc hereby appoint the Chairperson of the meeting/the following person

\_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, speak and vote for me/us on my/our behalf as indicated in the boxes below at the Annual General Meeting of GAM Star Fund p.l.c. to be held at the offices of the Company 33, Sir John Rogerson's Quay, Dublin 2, Ireland on 4 December 2024 at 14:00 / 2.00 p.m. (Irish time) or at any adjournment thereof.

Dated: \_\_\_\_\_

Signature \_\_\_\_\_

**For Consideration and Review**

To receive and consider the Company's statutory financial statements for the year end 30 June 2024, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company's affairs;

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

Description of Resolution	Yes	No	Abstain
1. To re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### **Explanatory notes for completing the Proxy Form**

1. If you wish to appoint a person other than the Chairperson, delete the words “the Chairperson of the meeting” and insert the name of the person you wish to appoint as your proxy in the space provided.;
2. A proxy need not be a member of the company;
3. To be valid, this completed proxy form (together with any power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power of attorney) must be returned by email to [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie), or be deposited at the registered offices of the company at the address indicated on the form, not less than 48 hours before the time appointed for the meeting. You should allow at least four days for posting;
4. In the case of joint Members, 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 Members and for this purpose seniority shall be determined by the order in which the names appear in the register of Members.