

# Marlborough

International

**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.**

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## MARLBOROUGH INTERNATIONAL FUND PCC LIMITED

### NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Company's Annual General Meeting HAS BEEN ADJOURNED and will now be held at St Peters House, Le Bordage, St Peter Port, Guernsey at 11.00 am (GMT) on 14 January 2020 for the following purposes:

1. To receive and adopt the Report of the Directors and Financial Statements for the year ended 30 April 2019.
2. To reappoint the current Directors, being, Mr Allan Hamer, Mr Wayne Green (alternate to Mr Hamer) Mr Jason Le Roux and Mr Michael Toogood.
3. To approve the maximum fee of the Directors for the year ended 30 April 2019 and to fix their fees for the year to 30 April 2020 at the same level.
4. To reappoint the Company Auditors, being Moore Stephens, to hold office for a further year or until the conclusion at the next General Meeting.
5. To authorise the Directors to negotiate and agree the remuneration of the Company Auditors.

The Report of the Directors and Financial Statements for the year ended 30 April 2019 and current Prospectuses are available on the Marlborough International Management Limited website;-

<http://www.marlboroughinternational.gg/Funds/OurFunds/tabid/698/language/en-GB/Default.aspx>

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

Louvre Fund Services Limited of St Peters House, Le Bordage, St Peter Port, Guernsey | Tel. +44 1481 748955  
| e-mail [CoSec@louvregroup.com](mailto:CoSec@louvregroup.com).

Shareholders who would like to participate at the Adjourned 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.

By order of the Board

Registered Office:

St Peters House  
Le Bordage  
St Peter Port  
Guernsey  
Channel Islands  
GY1 1BR

20 December 2019

**Marlborough International Fund PCC Ltd:** St Peters House, Le Bordage, St Peter Port, Guernsey GY1 1BR  
Tel: +44(0)1481 748955 Fax: +44(0)1481 748956

Registered Number: 56527

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*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. 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, St Peters House, Le Bordage, St Peter Port, Guernsey GY1 1BR, Tel. +44 1481 748955 / Fax. +44 1481 748956 / [CoSec@louvregroup.com](mailto:CoSec@louvregroup.com), not less than 30 minutes before the time appointed for holding the meeting.
3. Return of a completed Form of Proxy will not preclude a member from attending and voting personally at the meeting.
4. In order to have the right to attend and vote at the above-mentioned Adjourned 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.
5. 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 Adjourned Annual General Meeting of Marlborough International Fund PCC Limited (the "**Company**") convened for 14 January 2020 at 11.00 am 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 Adjourned Annual General Meeting of the Company to be held on 14 January 2020 at 11.00 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 20 December 2019 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.*

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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 2019.				
<b>Resolution 2:</b> To reappoint the current Directors, being:-				
Mr Allan Hamer				
Mr Wayne Green (Alternate to Mr Hamer)				
Mr Jason Le Roux				
Mr Michael Toogood				
<b>Resolution 3:</b> To approve the maximum fee of the Directors for the year ended 30 April 2019 and to fix their fees for the year to 30 April 2020 at the same level.				
<b>Resolution 4:</b> To reappoint the Company Auditors, being Moore Stephens, to hold office for a further year or until the conclusion at the next General Meeting.				
<b>Resolution 5:</b> To authorise the Directors to negotiate and agree the remuneration of the Company Auditors.				

Signature ..... (See Note 4 below)

Date.....2019/2020

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## Notes:

1. 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.
2. 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.
3. The full text of each of the resolutions is set out in the Notice of the meeting dated 20 December 2019.
4. 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.
5. To be valid, this form must be completed and deposited with Marlborough International Fund PCC Limited, St Peters House, Le Bordage, St Peter Port, Guernsey GY1 1BR | Tel. +44 1481 748955 | Fax. +44 1481 748956 | [CoSec@louvregroup.com](mailto:CoSec@louvregroup.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.
6. 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.
7. 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.