
This document is important and requires your immediate attention. If you are in doubt as to the contents of this document, you should seek advice from your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser. If you have sold or transferred all of your shares in BNY Mellon Global Funds, plc, please pass this document at once 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. The Directors of BNY Mellon Global Funds, plc are the persons responsible for the information contained in this document. The Central Bank of Ireland has not reviewed this Circular.

CIRCULAR TO MEMBERS OF
BNY MELLON GLOBAL FUNDS, PLC

(an open-ended umbrella type investment company with variable capital incorporated with limited liability under the laws of Ireland (registered number 335837) and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (SI. No 352 of 2011))

 NOTICE CONVENING AN ANNUAL GENERAL MEETING OF THE MEMBERS OF BNY MELLON GLOBAL FUNDS, PLC TO BE HELD AT 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2 AT 12.30 P.M. IRISH TIME (7.30 P.M. HONG KONG TIME) ON THURSDAY, 29 MAY 2025 IS ATTACHED TO THIS CIRCULAR. WHETHER OR NOT YOU PROPOSE TO ATTEND THE MEETING YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.

A FORM OF PROXY IS SET OUT IN APPENDIX B AND SHOULD BE RETURNED TO:

Ms. Katie Williamson (FAO Company Secretary), Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or by email to tudortrust@dilloneustace.ie, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

THE DIRECTORS OF THE COMPANY (THE "DIRECTORS") ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE CONTENTS OF THIS CIRCULAR.

**ANNUAL GENERAL MEETING OF
BNY MELLON GLOBAL FUNDS PLC
(THE "COMPANY")**

30 April 2025

To: The Members of BNY Mellon Global Funds, plc

Re: Annual General Meeting and the Proposed Amendment to the Articles of Association of BNY Mellon Global Funds, plc (the "Company")

Dear Member

1. Introduction

As you are aware, the Company is an investment company with variable capital and with segregated liability between sub-funds, incorporated with limited liability under the laws of Ireland, authorised by the Central Bank of Ireland (the "**Central Bank**") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as may be amended.

The Directors of the Company have convened the annual general meeting ("**AGM**") of the Members (as defined in the articles of association of the Company (the "**Articles of Association**")) of the Company ("**AGM**") at which Members of the Company will be requested to:-

(A) Consider and review the following under ordinary business:- :

- (i) to receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements of the Company for the year ended 31 December 2024;
- (ii) to review the Company's affairs; and

(B) Consider and vote on each of the following ordinary resolutions under ordinary business:-

- (i) to re-appoint Ernst & Young as Auditors to the Company; and
- (ii) to authorise the Directors to fix the remuneration of the Auditors.

(C) Consider and vote on the following special resolution under special business:-

- (i) to adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 30th April 2025 (the "Circular"), on the Effective Date (as defined in the Circular) subject to and in accordance with the requirements of the Central Bank.

2. Special Business - Amendments to the Articles of Association

We are seeking your approval of proposed amendments to the Articles of Association of the Company. In order to approve the amendments to the Articles of Association detailed herein, a special resolution will be put to Members at the AGM.

Proposed Amendment to the Articles of Association

- **Article 24 Proceedings at General Meetings** – Article 24.2 currently provides that the necessary quorum at any meeting described in Article 24.2, other than an adjourned meeting, shall be two Members present either in person or by proxy. A representative of a corporation authorised pursuant to Article 24.13 present at any meeting of the Company shall be deemed to be a Member for the purpose of a quorum. It is proposed to amend Article 24.2 to allow the necessary quorum to be one Member when the registered shareholder is the sole shareholder of the Sub-Fund or Class in question.
- **Article 25 Vote of Members** - Article 25.14 currently provides that Articles 22.00, 23.00 and 24.00 shall apply mutatis mutandis to separate meetings of each Sub-Fund or class of Shareholders except where a resolution varying the rights of Shareholders of such Sub-Fund or Class of Shareholders is tabled at such a meeting in which case (a) the necessary quorum at any such meeting, other than an adjourned meeting, shall be two Shareholders holding or representing by proxy at least one-third of the issued Shares of the Sub-Fund or Class in question and at the adjourned meeting one Shareholder holding Shares of the Sub-Fund or Class in question or his or her proxy; and (b) the chairman of a general meeting of a Sub-Fund or Class or any holder of Shares of the Sub-Fund or Class in question present in person or by proxy may demand a poll. It is proposed to amend Article 25.14 to allow the necessary quorum to be one Shareholder when the registered shareholder is the sole Shareholder of the relevant Sub-Fund or Class or relevant Sub-Fund in question.

The rationale for making the proposed changes to the Articles of Association is to provide that in the event that there is only one Shareholder in the relevant sub-fund or class, the quorum shall be one, thus avoiding the need to adjourn a meeting in order to meet the quorum requirements.

3. Approval

For the sanctioning of the ordinary resolutions outlined in Section 1 (B) above, more than 50% of the votes cast in person or by proxy by the Members entitled to vote thereon at the AGM must be voted in favour of each of the ordinary resolutions.

For the sanctioning of the special resolution outlined in Section 1 (C) above, 75% of the votes cast in person or by proxy by the Members entitled to vote thereon at the AGM, must be voted in favour of each of the special resolution.

The quorum for the AGM is two Members present (in person or by proxy). If within half an hour from the time appointed for the AGM and a quorum is not present, the AGM 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 you are a Member of the Company, you will receive a proxy form with this Circular. Please read the notes printed on the form, which will assist you in completing the proxy form and return the proxy form marked for the attention of Ms. Katie Williamson, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or by email to tudortrust@dilloneustace.ie. **To be valid, your appointment of a proxy must be received not less than 48 hours before the time fixed for holding the AGM and therefore by 12.30 p.m. (Irish Time) i.e. 7.30 p.m. (Hong Kong Time) on Tuesday, 27 May 2025 at the latest.** You may attend and vote at the AGM even if you have appointed a proxy.

4. Details of the AGM and attached documents

Details of the specific resolutions which Members will be asked to consider are detailed in the notice and proxy forms attached to this Circular.

This Circular is accompanied by the following documents:

- (i) Appendix A – Formal notice of the AGM of Members to be held at the offices of the Company Secretary of the Company, Tudor Trust Limited, at 33 Sir John Rogerson's Quay, Dublin 2, Ireland at 12.30 p.m. (Irish Time) i.e. 7.30 p.m. (Hong Kong Time) on Thursday, 29 May 2025;
- (ii) Appendix B – A proxy form which allows you to cast your vote by proxy (i.e. without the need for you to attend the AGM in person) should you so wish; and
- (iii) Appendix C - Draft Articles of Association to be considered and its adoption voted upon by the Members of the Company.

5. Effective date

The effective date ("**Effective Date**") of the proposed amendments to the Articles of Association of the Company outlined herein shall, subject to the passing of the relevant special resolution, and subject to and in accordance with the requirements of the Central Bank, be on or around 29 May 2025. In case of adjournment of the AGM, the expected Effective Date of the proposed amendments to the Articles of Association of the Company will be postponed to on or around 5 June 2025.

6. Recommendation

The Directors are of the opinion that the proposed resolutions referred to above are in the best interests of Members of the Company as a whole, and accordingly recommend that you vote

APPENDIX A**NOTICE OF ANNUAL GENERAL MEETING OF
BNY MELLON GLOBAL FUNDS, PLC
(THE "COMPANY")**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Company will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on Thursday, 29 May 2025 at 12.30 p.m. (Irish Time) (7.30 p.m. Hong Kong Time) for the following purposes:

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements for the year ended 31 December 2024.
2. To review the Company's affairs.

ORDINARY RESOLUTIONS

1. To reappoint Ernst & Young as Auditors.
2. To authorise the Directors to fix the remuneration of the Auditors.

SPECIAL RESOLUTIONS

1. To adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 31 April 2025, (the "**Circular**"), on the Effective Date (as defined in the Circular), subject to and in accordance with the requirements of the Central Bank.

In the event that a quorum is not present at the Annual General Meeting, it shall be adjourned to 5 June 2025 at the same time and place. Members present at the adjourned AGM (whatever their number) will form a quorum. This Notice shall be deemed to constitute due notice of any such adjourned AGM within the meaning of the Articles of Association of the Company.

By order of the Board

Tudor Trust Limited
Company Secretary of the Company
Dated this 30th day of April 2025

Note: A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member.

APPENDIX B

FORM OF PROXY
BNY Mellon Global Funds, PLC

Holder ID	Account ID & Description

I/We _____ of _____
being a holder of _____ shares in the above named Company and entitled to vote, hereby appoint
of _____
or in the absence of the appointment of any specified person, the Chairperson of the Meeting (note 2) or
failing him, Katie Williamson of 33 Sir John Rogerson's Quay, Dublin 2, or failing her a representative of
Tudor Trust Limited as my/our* proxy to vote for me/us* on my/our* behalf at the Annual General
Meeting of the Company to be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on Thursday, 29
May 2025 at 12.30 p.m. Irish Time (7.30 p.m. Hong Kong Time) or any adjournment..

(*delete as appropriate)

Signature: _____

Date: _____

FOR CONSIDERATION AND REVIEW

- To receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements for the year ended 31 December 2024.
- To review the Company's affairs.

RESOLUTIONS

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

RESOLUTIONS	In Favour	Abstain	Against
ORDINARY RESOLUTIONS			
1. To reappoint Ernst & Young as Auditors.			
2. To authorise the Directors to fix the remuneration of the Auditors.			
SPECIAL RESOLUTIONS			
1. To adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 31 April 2025, (the " Circular "), on the Effective Date (as defined in the Circular), subject to and in accordance with the requirements of the Central Bank.			

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

11586556v1

00000000/0000024/0005/0006/0000/0/0/0

Notes to Form of Proxy

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A Member may appoint a proxy of his/her own choice. If the appointment is made, delete the words "the Chairperson of the meeting" and insert the name of the person appointed as proxy in the space provided.
3. If the Member does not insert a proxy of his/her own choice, it shall be assumed that they wish to appoint the Chairperson of the meeting, or one of the other persons mentioned above to act for them.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such power of attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders 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, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Shareholders.
7. If this form is returned without any indication as to how the person appointed proxy shall vote the proxy will exercise his/her discretion as to how (s)he votes or whether (s)he abstains from voting.
8. Any alterations made to this form must be initialled to be valid.
9. To be valid, this form, including notarially certified copy of such power of attorney (if applicable) must be completed and returned the office of the Company Secretary of the Company for the attention of Katie Williamson, Tudor Trust Limited, 33, Sir John Rogerson's Quay, Dublin 2, Ireland not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The proxies may be emailed in the first instance to tudortrust@dilloneustace.ie, with the original to follow by post.

APPENDIX C

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Please see below a blackline highlighting the proposed amendments to the Articles of Association.

▪ Article 24 PROCEEDINGS AT GENERAL MEETINGS

- 24.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to Clause 25.14, two Members present either in person or by proxy shall be a quorum for a general meeting of the Company, Sub-Fund(s) or Class(es) unless the relevant Sub-Fund or Class has only one Member in which case the quorum shall be one. A representative of a corporation authorised pursuant to Article 24.13 of these presents and present at any meeting of the Company shall be deemed to be a Member for the purpose of a quorum. ~~In the case of a meeting of the Shareholders of a Sub-Fund or class, two Shareholders present in person or by proxy shall be a quorum for all purposes, being a Member or a proxy for a Member, and a representative of a corporation authorised pursuant to Article 24.13 of these presents and present at any such meeting shall be deemed to be a Shareholder for the purpose of a quorum.~~

1. Article 25 VOTES OF MEMBERS –

- 25.14. The provisions of this Article and of Articles 22.00, 23.00 and 24.00 shall apply mutatis mutandis to separate meetings of each Sub-Fund or class of Shareholders except where a resolution varying the rights of Shareholders of such Sub-Fund or Class of Shareholders is tabled at such a meeting in which case (a) the necessary quorum at any such meeting, other than an adjourned meeting, shall be two Shareholders holding or representing by proxy at least one-third of the issued Shares of the Sub-Fund or Class in question unless the relevant Sub-Fund or Class has only one Shareholder, in which case the quorum shall be one and at the adjourned meeting the quorum shall be one Shareholder holding Shares of the Sub-Fund or Class in question or his or her proxy; and (b) the chairman of a general meeting of a Sub-Fund or Class or any holder of Shares of the Sub-Fund or Class in question present in person or by proxy may demand a poll.

