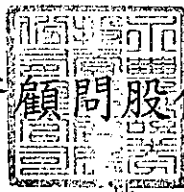


永豐證券投資顧問股份有限公司 函



地址：台北市重慶南路一段2號20樓
聯絡電話：(02)2316-5557
聯絡人：林芷群

受文者：境外基金銷售機構

發文日期：中華民國109年09月10日

發文字號：永豐顧字第1090035號

附件：年度股東大會通知函／委託書(中英文版本)

主旨：謹通知本公司總代理之「羅素投資基金系列」將於2020年10月02日召開年度股東大會，敬請查照。

說明：

一、本公司之年度股東大會將於2020年10月02日上午10時00分(愛爾蘭時間)於32 Molesworth Street, Dublin 2, Ireland 舉行，議程如下：

1. 收受並通過截至2020年3月31日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務；
2. 重新委派 PricewaterhouseCoopers 為會計師；
3. 授權董事決定會計師報酬；
4. 特別事項：核准並通過本公司組織大綱暨章程之修正案(修正內容如日期為2020年9月8日之致本公司股東通知書中所摘述，可能依愛爾蘭中央銀行之要求而為進一步之變更，或於通知書寄發後作出任何其他非重大之修訂)；
5. 特別事項：同意以在指定網站或在不時告知股東之其他網站上公告之方式，提供本公司之年報與半年報；及
6. 任何其他事項。

註：有權出席年度股東大會、於大會上發言及投票之股東，均有權委託代理人代為出席、發言及投票。一公司組織得指派授權代表人代為出席、發言及投票。代理人或授權代表人無須為本公司成員。

委託書得於 <https://funds.fundassist.com/RIC> 線上完成，有關台端如何於線上完成委託書相關事宜係詳載於委託書中。股東亦得選擇以郵寄或傳真方式交回委託書。經簽署之委託書得以郵寄方式寄送至 FundAssist Limited (Attention: Mr Paul Whelan；地址：Unit 5 Dundrum Business Park, Dundrum, Dublin 14, Ireland)；或以傳真方式傳送至 FundAssist Limited (傳真號碼：00 353 1 298 1509 或 00 353 1 207 9701)。已填妥委託書之交回並不會妨礙股東親自出席年度股東大會及進行投票(倘其欲如此為之時)。

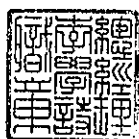
二、「羅素投資基金系列」適用基金為「羅素新興市場股票基金」、「羅素亞太(日本除外)基金」、「羅素全球股票基金」及「羅素全球高收益債券基金」。

三、隨文附上相關資料之中譯本供貴單位參考，敬請詳閱以行使您的權利，若有任何問題，請洽台灣地區總代理人。

正本：永豐商業銀行股份有限公司理財商品部、花旗(台灣)商業銀行股份有限公司、華南商業銀行股份有限公司、國泰世華商業銀行股份有限公司、台中商業銀行股份有限公司、元大商業銀行股份有限公司、凱基商業銀行股份有限公司、永豐金證券股份有限公司、元大證券股份有限公司、群益金鼎證券股份有限公司、統一綜合證券股份有限公司、先鋒證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、容海國際證券投資顧問股份有限公司、安睿宏觀證券投資顧問股份有限公司、基富通證券股份有限公司、安聯人壽保險股份有限公司、宏泰人壽保險股份有限公司

總經理

李學詩



日期：2020年9月8日

羅素投資基金系列，係於愛爾蘭法律下成立之可變動資本且為子基金間負債分離之傘型投資公司（「本公司」）

親愛的股東，您好：

目的

謹此通知 台端，本公司董事（「董事」）已提議對本公司組織大綱暨章程之現行版本（「M&A」）進行數項修正。

對本公司 M&A 所提議之主要修正內容，請參見附錄一。請注意，於本通知書寄發後，M&A 仍可能做出其他非重大之修訂。

股東核准

M&A 修正提案須於本公司年度股東大會（「年度股東大會」）經股東以特別決議方式表決通過。年度股東大會將於 2020 年 10 月 2 日假 MFD Secretaries Limited 之辦公室（32 Molesworth Street, Dublin 2）舉行。年度股東大會之正式開會通知函請見後附附錄二，委託書請見後附附錄三。

請注意：茲併提議在本公司 M&A 允許之範圍內，未來本公司之年報與半年報（「財務報告」）應於 <https://microsite.fundassist.com/russellemea/home/documentoverview>（「指定網站」）上公告，而非寄發給每位股東。

此一流程之變更，必須取得 台端之同意。台端將收到有關財務報告於指定網站上公告、指定網站網址之變動以及如何從指定網站存取該等文件之通知。倘若未收到股東之投票，則將視該股東已同意透過在指定網站公告之方式接收財務報告。

將於本公司年度股東大會提出之特別決議案全文係載明於開會通知函中。

特別決議案應取得總投票數中的至少 75% 之投票贊成始得通過之。不論股東究係如何（或是否）行使表決權，如議案經取得必要多數表決通過者，將對所有股東產生拘束力。

修正提案之生效日期

在符合並遵守中央銀行及任何其他相關主管機關規定之前提下，預計該等修訂將自 2020 年 10 月 2 日（或董事所決定之較晚日期）起生效（「生效日」）。該等修訂將適時地反映於 M&A 中並將免費提供投資人索閱。

Russell Investment Company p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland

建議

董事認為，修正提案係符合股東之最佳利益，因此，董事謹建議 台端應投票贊成年度股東大會開會通知函上所載議案。

公開說明書更新版、增補文件、關鍵投資人資訊文件及本公司之 M&A 將於以下處所免費提供索閱：本公司登記營業處（設址於 78 Sir John Rogerson's Quay, Dublin 2），及／或本公司辦理註冊登記國家之當地代表，包括：設址於 11, rue du Général-Dufour, 1204 Geneva, Switzerland 之瑞士代表 Carnegie Fund Services S.A.（瑞士付款代理機構係設於 17, Quai de l'Île, 1204 Geneva, Switzerland 之 Banque Cantonale de Genève），以及設址於 Zweigniederlassung Frankfurt, OpernTurm, Bockenheimer Landstraße 2-4, 60306 Frankfurt am Main, Germany 之德國資訊代理機構 Russell Investments Limited。

倘 台端對此一事項有任何問題或需要 M&A 修訂本之劃線版，請洽詢您的客戶關係經理或投資顧問。

謹此感謝 台端對本公司之持續支持。

您誠摯地

_____(簽 名)_____

董事

代表羅素投資基金系列

- 附錄一：對 M&A 之所擬修正之摘要
- 附錄二：本公司年度股東大會開會通知函
- 附錄三：本公司年度股東大會委託書

Russell Investment Company p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland

附錄一

羅素投資基金系列

(「本公司」)

係子基金間負債分離之傘型基金

本公司組織大綱暨章程(「M&A」)擬予更新,以反映下列修訂內容:

- 更新 M&A 中關於任何可能受董事委託其權限之委員會成員之居住地;
- 新增文字給予董事彈性以便其得透過電子簽名代表本公司簽署合約。

羅素投資基金系列
係子基金間負債分離之傘型公司
(「本公司」)

設立於愛爾蘭，註冊編號：215496

登記營業處

78 Sir John Rogerson's Quay
Dublin 2
Ireland

謹此通知，為辦理本公司下列事項，本公司年度股東大會將於2020年10月2日星期五上午10時（愛爾蘭時間）於32 Molesworth Street, Dublin 2舉行：

1. 收受並通過截至2020年3月31日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務；
2. 重新委派 PricewaterhouseCoopers 為會計師；
3. 授權董事決定會計師報酬；
4. 特別事項：核准並通過本公司組織大綱暨章程之修正案（修正內容如日期為2020年9月8日之致本公司股東通知書中所摘述，可能依愛爾蘭中央銀行之要求而為進一步之變更，或於通知書寄發後作出任何其他非重大之修訂）；
5. 特別事項：同意以在指定網站或在不時告知股東之其他網站上公告之方式，提供本公司之年報與半年報。
6. 任何其他事項。

日期：2020年9月8日

承董事會命

MFD Secretaries Limited

本公司秘書

註：有權出席年度股東大會、於大會上發言及投票之股東，均有權委託代理人代為出席、發言及投票。一公司組織得指派授權代表人代為出席、發言及投票。代理人或授權代表人無須為本公司成員。

委託書得於 <https://funds.fundassist.com/RIC> 線上完成，有關 台端如何於線上完成委託書相關事宜係詳載於委託書中。股東亦得選擇以郵寄或傳真方式交回委託書。經簽署之委託書得以郵寄方式寄送至 FundAssist Limited (Attention: Mr Paul Whelan；地址：Unit 5 Dundrum Business Park, Dundrum, Dublin 14, Ireland)；或以傳真方式傳送至 FundAssist Limited (傳真號碼：00 353 1 298 1509 或 00 353 1 207 9701)。

已填妥委託書之交回並不會妨礙股東親自出席年度股東大會及進行投票（倘其欲如此為之時）。

羅素投資基金系列
係子基金間負債分離之全型基金
(「本公司」)

年度股東大會委託書

電子投票：請台端透過網路投票（請見次頁第(e)點之說明）。為此目的，台端將需要您的PIN碼及股東參考號碼(SRN)(如下)。

PIN

股東參考號碼

本人/吾等_____作為本公司（名稱見上）之股東，謹此指派本公司主席（若此人缺席，則為_____；若此人亦缺席，則為_____；若此人亦缺席，則為 Gemma Bannon 女士（c/o32 Molesworth Street, Dublin 2）；若此人亦缺席，則為 Dominique Reville 女士（c/o32 Molesworth Street, Dublin 2）；若此人亦缺席，則為 Jennie Woods 女士（c/o32 Molesworth Street, Dublin 2）；若此人亦缺席，則委託任一 MFD Secretaries Limited 之代表或本公司董事），為本人/吾等*之代理人，代表本人/吾等*於即將於 2020 年 10 月 2 日星期五上午 10 時（愛爾蘭時間）於 32 Molesworth Street, Dublin 2 舉行之本公司年度股東大會及任何續會上進行投票。

請於下列方框中打「X」表示 台端希望代理人如何進行投票。倘 台端希望本委託書係用於對決議案表示贊成，請於下列適當之方框標題「贊成」底下打「X」；倘 台端希望本委託書係用於對決議案表示反對，請於下列適當之方框標題「反對」底下打「X」。否則，代理人將按其認為適當者予以投票。

決議案				
一般事項			贊成	反對
1.	收受並通過截至 2020 年 3 月 31 日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務。			
2.	重新委派 PricewaterhouseCoopers 為會計師。			
3.	授權董事決定會計師報酬。			
特別事項			贊成	反對
1.	核准並通過本公司組織大綱暨章程之修正案（修正內容如日期為 2020 年 9 月 8 日之致本公司股東通知書中所摘述，可能依愛爾蘭中央銀行之要求而為進一步之變更，或於通知書寄發後作出任何其他非重大之修訂）。			
2.	同意以在指定網站或在不時告知股東之其他網站上公告之方式，提供本公司之年報與半年報。			

簽名 1
(以正楷書寫名稱)

日期

簽名 2(倘需要時)
(以正楷書寫名稱)

日期

完成委託書之注意事項

- (a) 除另有指示外，代理人將得按其認為適當者予以投票。
- (b) 倘股東係個人者，本委託書得由該股東所正式書面授權其簽署委託書之代理人予以簽署之。
- (c) 倘係共同持有人者，任一持有人之簽名均為已足，惟所有共同持有人之姓名均應予以表明。
- (d) 倘本委託書係由公司簽署時，則應予以用印或由正式授權之職員或代理人簽名。
- (e) 委託書得於 <https://funds.fundassist.com/RIC> 線上完成。登錄時，台端將需要您專有之 PIN 碼及股東參考號碼（請見本委託書之右上方）。有關代理人投票程序之完整細節乃提供於網站上，建議股東在指派代理人前閱讀與使用此等設施有關之條件與情形。或者，股東得選擇以郵寄或傳真方式交回委託書。經簽署之委託書得以郵寄方式寄送至 FundAssist Limited (Attention: Mr Paul Whelan；地址：Unit 5 Dundrum Business Park, Dundrum, Dublin 14, Ireland)；或以傳真方式傳送至 FundAssist Limited（傳真號碼：00 353 1 298 1509 或 00 353 1 207 9701）。所有的代理人投票（無論以何種形式提供）至遲必須於會議時間前的兩個完整營業日前送達至愛爾蘭。由於會議將於 2020 年 10 月 2 日星期五上午 10 時（愛爾蘭時間）舉行，因此所有文件之收受均應於 2020 年 9 月 30 日星期三上午 10 時（愛爾蘭時間）前完成。
- (f) 此一個人化之本委託書表格將僅供由與細節顯示於背面之該等股份帳戶有關事項而使用。任何對該等細節之塗改或試圖就其他股份帳戶相關事宜而使用本委託書表格將使之無效。
- (g) 已填妥委託書之交回並不會妨礙股東親自出席年度股東大會及進行投票（倘其欲如此為之時）。

Russell Investment Company p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland

Date: 8 September 2020

Russell Investment Company p.l.c. an umbrella investment company with variable capital and segregated liability between sub-funds established under the laws of Ireland (the "Company")

Dear shareholder

Purpose

We are writing to notify you that the directors of the Company (the "**Directors**") have proposed a number of changes to the current memorandum and articles of association of the Company (the "**M&A**").

The principal amendments that are proposed to be made to the Company's M&A are set out in Appendix 1. Please note that there may be further non-material amendments made to the M&A following distribution of this notification.

Shareholder Approval

The proposed amendments to the M&A require the approval of shareholders at the annual general meeting of the Company (the "**AGM**") by way of a special resolution. A formal notice of the AGM, to be held at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 on **2 October 2020**, is attached at Appendix 2, together with a form of proxy at Appendix 3.

Please note it is also being proposed that the annual and semi-annual reports (the "**Reports**") of the Company shall be published on <https://microsite.fundassist.com/russellemea/home/documentoverview> (the "**Website**") as permitted under the Company's M&A for future purposes, as opposed to being sent to each Shareholder.

Your consent is required to effect this change of process – you will be notified of the publication of the Reports on the Website, any change to the address of the Website and how the documents may be accessed from the Website. If a vote is not received, such Shareholder will be deemed to have consented to receipt of the Reports by way of publication on the Website.

The notice sets out the text of the special resolutions to be proposed at the AGM in respect of the Company.

A special resolution cannot be passed unless it receives the support of at least 75% of the total number of votes cast. If the resolution is passed by the requisite majority, it will be binding on all shareholders irrespective of how (or whether) they voted.

Effective Date of the Proposed Amendments

It is expected that, subject to and in accordance with the requirements of the Central Bank and any other relevant competent authority, the changes will be effective from **2 October 2020** or such later date as the Directors may determine (the "**Effective Date**"). The changes will be reflected in the M&A in due course and will be available to investors free of charge.

Recommendation

The Directors consider that the proposed amendments are in the best interests of shareholders. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the notice of the AGM.

Directors: J. Finn (U.S. and U.K.); P. Gonella (U.K.); J. McMurray (U.S.); T. Murray; N. Jenkins (U.K.);
W. Roberts (U.K.); D. Shubotham; J. Linhares (U.K.); W. Pearce (U.K.)
Registered in Ireland: Company Registration No. 215496. Registered Office as above.
An umbrella fund with segregated liability between sub-funds.

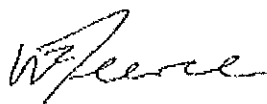
Russell Investment Company p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland

The updated Prospectus, Supplements, Key Investor Information Documents and M&A of the Company will be available free of charge at the Company's registered office at 78 Sir John Rogerson's Quay, Dublin 2 and/or from each of the local representatives in the countries where the Company is registered, including Switzerland at Carnegie Fund Services S.A., 11, rue du Général-Dufour, 1204 Geneva, Switzerland which acts as Swiss Representative (the Swiss paying agent is Banque Cantonale de Genève, 17, Quai de l'Île, 1204 Geneva, Switzerland), as well as from the German Information Agent, Russell Investments Limited Zweigniederlassung Frankfurt, Operturm, Bockenheimer Landstraße 2-4, 60306 Frankfurt am Main, Germany.

If you have any questions relating to this matter or require a marked-up copy of the revised M&A, you should either contact your relationship manager or, alternatively, your investment consultant.

We thank you for your continuing support of the Company.

Yours faithfully



Director
for and on behalf of

Russell Investment Company p.l.c.

Appendix 1: Summary of proposed changes to the M&A

Appendix 2: Notice of the AGM of the Company

Appendix 3: Form of proxy for the AGM of the Company

Directors: J. Finn (U.S. and U.K.); P. Gonella (U.K.); J. McMurray (U.S.); T. Murray; N. Jenkins (U.K.);
W. Roberts (U.K.); D. Shubotham; J. Linhares (U.K.); W. Pearce (U.K.)
Registered in Ireland: Company Registration No. 215496. Registered Office as above.
An umbrella fund with segregated liability between sub-funds.

Russell Investment Company p.l.c.
78 Sir John Rogerson's Quay
Dublin 2
Ireland

Appendix 1

Russell Investment Company p.l.c.

(the "Company")

an umbrella fund with segregated liability between sub-funds

It is proposed that the Memorandum and Articles of Association of the Company (the "M&A") be updated to reflect the following amendments:

- Update to the M&A in relation to the residency of the members of any committees that the Directors may delegate any of their powers to;
- Addition of wording to provide flexibility to the Directors to execute agreements on behalf of the Company by electronic signature.

Directors: J. Firn (U.S. and U.K.); P. Gonella (U.K.); J. McMurray (U.S.); T. Murray; N. Jenkins (U.K.);
W. Roberts (U.K.); D. Shubotham; J. Linhares (U.K.); W. Pearce (U.K.)
Registered in Ireland: Company Registration No. 215496. Registered Office as above.
An umbrella fund with segregated liability between sub-funds.

**RUSSELL INVESTMENT COMPANY PUBLIC LIMITED COMPANY,
an umbrella company with segregated liability between sub-funds
(the "Company")**

Incorporated in Ireland with Registered No: 215496

Registered Office
78 Sir John Rogerson's Quay
Dublin 2
Ireland

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of the Company will be held at 32 Molesworth Street, Dublin 2 on Friday 2 October 2020 at 10.00am (Irish time) for the purposes of transacting the following business of the Company:-

1. To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2020, and to review the affairs of the Company;
2. To re-appoint PricewaterhouseCoopers as the Auditors;
3. To authorise the Directors to fix the remuneration of the Auditors;
4. Special Business: To approve and adopt the proposed amendments to the Memorandum and Articles of Association of the Company as summarised in the letter to Shareholders of the Company dated 8 September 2020, subject to any further changes required by the Central Bank of Ireland and any non-material amendments following distribution;
5. Special Business: To consent to provision of the annual and semi-annual accounts of the Company by way of publication on the Website, or such other website as may be communicated to shareholders from time to time.
6. Any other business.

Dated this 8th of September 2020

By order of the Board

MFD Secretaries Limited

Company Secretary

Note: A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

Proxy forms may be completed online at <https://funds.fundassist.com/RIC> and details in relation to completing your proxy form online are contained in the form of proxy. Shareholders also have the option of returning proxy forms by post or by facsimile. Signed proxy forms may be returned by post to FundAssist Limited for the attention of Mr Paul Whelan at Unit 5 Dundrum Business Park, Dundrum, Dublin 14, Ireland or signed copies can be sent by facsimile to FundAssist Limited at 00 353 1 298 1509 or 00 353 1 207 9701.

Returning the completed form of proxy will not preclude a shareholder from attending the AGM and voting in person if they so wish.

Russell Investment Company plc
an umbrella fund with segregated liability between sub-funds
(the "Company")

ANNUAL GENERAL MEETING FORM OF PROXY

Registered Shareholder 1
Registered Shareholder 2
Registered Address Line 1
Registered Address Line 2
Registered Address Line 3
Registered Address Line 4

Electronic Voting: Please submit your vote via the Internet (see note (e) overleaf). To do so, you will need your PIN and Shareholder Reference Number (SRN), shown below.

PIN

Shareholder Reference Number

I/We, _____ being a shareholder of the above named Company, hereby appoint the Chairperson of the Company or failing him/her, _____ or failing him/her _____ or failing him/her, Ms Gemma Bannon, c/o 32 Molesworth Street, Dublin 2, or failing her, Ms Dominique Reville, c/o 32 Molesworth Street, Dublin 2, or failing her, Ms Jennie Woods, c/o 32 Molesworth Street, Dublin 2, or failing her, any other representative of MFD Secretaries Limited or any of the Directors of the Company as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2 on Friday 2 October 2020 at 10.00am (Irish time) and at any adjournment thereof.

Please indicate with an "X" in the box below how you wish the proxy to vote. If you wish this form to be used in favour of the resolution, please mark "X" in the appropriate box below under the heading "For". If you wish this form to be used against the resolution, please mark "X" in the appropriate box below under the heading "Against". Otherwise, the proxy will vote as he or she thinks fit.

RESOLUTIONS				
Ordinary Business			FOR	AGAINST
1.	To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2020, and to review the affairs of the Company;			
2.	To re-appoint PricewaterhouseCoopers as the Auditors;			
3.	To authorise the Directors to fix the remuneration of the Auditors.			
Special Business			FOR	AGAINST
1.	To approve and adopt the proposed amendments to the Memorandum and Articles of Association of the Company as summarised in the letter to Shareholders of the Company dated 8 September 2020, subject to any further changes required by the Central Bank of Ireland and any non-material amendments following distribution;			
2.	To consent to provision of the annual and semi-annual accounts of the Company by way of publication on the Website, or such other website as may be communicated to			

	shareholders from time to time.		
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Signature 1 Dated

(Print Name) _____

Signature 2 (If required) Dated

(Print Name) _____

NOTES ON COMPLETING THE FORM OF PROXY:

- (a) Unless and otherwise instructed the proxy will vote as he/she thinks fit.
- (b) Where the shareholder is an individual, this proxy may be executed by an attorney of such shareholder duly authorised in writing to do so.
- (c) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (d) Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
- (e) Proxy forms may be completed online at <https://funds.fundassist.com/RIC>. To log in, you will require your unique PIN and your Shareholder Reference Number, both of which are shown on the right hand side at the top of the form of proxy. Full details of the proxy voting procedure are provided on the website and Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy. Alternatively, Shareholders have the option of returning proxy forms by post or by facsimile. Signed proxy forms may be returned by post to FundAssist Limited for the attention of Mr Paul Whelan at Unit 5 Dundrum Business Park, Dundrum, Dublin 14, Ireland or signed copies can be sent by facsimile to FundAssist Limited at 00 353 1 298 1509 or 00 353 1 207 9701. **All proxy votes in whichever format provided must arrive in Ireland no later than two full business days before the time of the meeting. The meeting will take place at 10.00am (Irish time) on Friday 2 October 2020, therefore documentation must be received on or before 10.00am (Irish time) on Wednesday 30 September 2020.**
- (f) This form, which is personalised, may only be used in respect of the share account of which details are shown overleaf. Any alteration to such details or any attempt to use the form in respect of any other share account may render the form invalid.
- (g) Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish.