

---

**FINDLAY PARK FUNDS PUBLIC LIMITED COMPANY**

(an umbrella investment company with variable capital and segregated liability between sub-funds, incorporated in Ireland with registered number 276115)

---

**CIRCULAR TO SHAREHOLDERS CONTAINING NOTICE OF THE ANNUAL GENERAL MEETING ("AGM") TO BE HELD ON 10 JUNE 2020**

This circular to Shareholders of Findlay Park Funds Public Limited Company (the "Company"), contains notice of an Annual General Meeting ("AGM") of the Company to be held on Wednesday, 10 June 2020 and the Form of Proxy.

In light of the health risks presented by the Coronavirus (COVID-19) and the limit on the number of persons who may attend the AGM, we strongly encourage that all Shareholders wishing to vote on this occasion submit proxy forms by email or fax to ensure their vote counts at the AGM and to minimise the need to attend in these unprecedented circumstances.

Please also note the possibility of postponement of the AGM in the event of any heightened or continued restrictions arising as a result of developing COVID-19 circumstances.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this document to the purchaser or transferee, or to the bank manager, stockbroker or other agent through which the sale was effected for transmission to the buyer.

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document has not been reviewed by the Central Bank of Ireland.

Unless otherwise defined herein, all capitalised words used herein shall have the meaning given to them in the Company's prospectus dated 30 April 2018, together with the supplement in respect of the Findlay Park American Fund (the "Sub-Fund") (collectively, the "Prospectus").

7 May 2020

---

**Registered Address:** 30 Herbert Street, Dublin 2, Ireland

**Registered in Ireland**

**Registered No.:** 276115

**Directors:** Alexander Hammond Chambers (UK), Robert Burke, Richard Hayes, Dermot Butler and Simon Pryke (UK)

---

To the Shareholders of Findlay Park Funds p.l.c. (the "Company")

7 May 2020

Dear Shareholder

Re: Notice of the Company's Annual General Meeting

Notice of an Annual General Meeting of the Company and Action Required

The Annual General Meeting (the "AGM") of the Shareholders of the Company is to consider the resolutions outlined in the Notice of the AGM as attached at Appendix I and to vote on these resolutions.

Voting by Proxy and COVID-19 Recommendation

In light of the health risks presented by the Coronavirus (COVID-19) and the limit on the number of persons who may attend the AGM, we strongly encourage all Shareholders on this occasion to submit their proxy forms by email or fax to ensure their vote counts at the AGM and to minimise the need to attend in these unprecedented circumstances. Please also note the possibility of postponement of the AGM in the event of any heightened or continued restrictions arising as a result of the developing COVID-19 circumstances.

The Form of Proxy accompanying the notice of the AGM of the Company, enclosed with this circular at Appendix II, is for use in relation to the AGM of the Company and should be completed and returned in accordance with the instructions thereon, so as to be received as soon as possible and in any event not later than 48 hours before the time fixed for the holding of the AGM.

In light of current COVID-19 restrictions, where a proxy is unable to attend the AGM a substitute of proxy may be used to appoint one or more persons to act. This form of proxy allows for the named proxy to appoint a replacement proxy to represent their interests at the meeting in circumstances where the named proxy cannot attend the meeting. Due to ever changing COVID-19 related restrictions it is possible that the named proxy may not be able to attend the meeting (if a physical meeting is permitted to be held on the appointed day) so it is prudent to provide for that circumstance. Members or proxies may be present by electronic means and counted in the quorum. In order to facilitate this, two addresses where the AGM is to be held have been included in the notice, and the member or proxy must be present at one or other address. Both addresses will be connected by telephone or other electronic means at the date and time of the meeting.

Proxies may be sent for the attention of Irene O'Connor to fax no. +353 1 829 0010 or by electronic means to [Irene.OConnor@mccannfitzgerald.com](mailto:Irene.OConnor@mccannfitzgerald.com).

Recommendation

The Directors recommend that you vote in favour of the resolutions proposed. We urge you to return the necessary documentation at your earliest convenience.

Enquiries

If you have any questions in relation to the contents of this circular, please contact the Investment Manager (Thomas Mackey at +44 207 968 4900) or HMP Secretarial Limited, the Company Secretarial Service Provider (Irene O'Connor or Ray Hunt at +353 1 829 0000). We thank you for your continuing support of the Company.

Yours sincerely

Alexander Hammond-Chambers, Chairman

## APPENDIX I

### FINDLAY PARK FUNDS P.L.C. (the "Company")

#### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Findlay Park Funds p.l.c. will be held at 33 Brook Court, Monkstown, Co Dublin and 37 Curran Park Balbriggan, Co Dublin on 10 June 2020 at 3 p.m. (Irish time) for the following purposes:

1. To receive and consider the financial statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors;
2. To re-appoint Grant Thornton as Statutory Auditors until the conclusion of the next annual general meeting and to authorise the Directors to fix the remuneration of the Statutory Auditors;
3. To approve the Directors' remuneration as detailed in the financial statements for the financial year ended 31 December 2019; and,
4. To review the affairs of the Company.

By Order of the Board

Registered Office

30 Herbert Street  
Dublin 2  
Ireland

Robert Burke  
Secretary

7 May 2020

#### Notes:

Members are entitled to attend and vote at the Annual General Meeting of the Company. Members may appoint a proxy or proxies to attend, speak and vote on their behalf. A proxy so appointed need not be a Member of the Company. A Form of Proxy is enclosed for the use of Members unable to attend the Meeting. A completed proxy form must be lodged together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority (if any) under which it is signed for the attention of: Irene O'Connor, Findlay Park Funds p.l.c., c/o McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland at least 48 hours before the time appointed for holding the meeting or adjourned meeting. Proxies may also be faxed to the Company for the attention of Irene O'Connor to fax no. +353 1 829 0010 or by electronic means to [Irene.OConnor@mccannfitzgerald.com](mailto:Irene.OConnor@mccannfitzgerald.com), in each case to be received at least 48 hours before the time appointed for holding the meeting or adjourned meeting.

**APPENDIX II**

**FINDLAY PARK FUNDS P.L.C. (the "Company")**

**FORM OF PROXY**

For use at the Annual General Meeting to be held on

10 June 2020 and at any adjournment thereof

I/We, .....<sup>1</sup>

of .....

*Please Print Address(es)*

being a member / members of the Company

with Findlay Park Funds P.L.C. Account Number(s)

hereby appoint the Chairperson<sup>2</sup> or, failing him or her, Irene O'Connor or Ray Hunt or Siobhan Daly or Jennifer Warren or Bridget Gallagher, all of McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2 each with power to appoint, without notice to me /us, one or more persons to act as a substitute proxy and to exercise the powers conferred by this proxy, as my/our proxy to vote for me/us on our behalf at the Annual General Meeting of the Company to be held at 33 Brook Court, Monkstown, Co Dublin and 37 Curran Park Balbriggan, Co Dublin at 3 p.m. (Irish time) on Wednesday, 10 June 2020 and at any adjournment thereof.

I /We direct that our vote(s) be cast on the specified Resolutions as indicated below by an X in the appropriate box<sup>3</sup>:

Voting Instructions to Proxy (choice to be marked with an "x")			
Ordinary Business	In Favour*	Abstain*	Against*
1. To receive and consider the financial statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors;			
2. To re-appoint Grant Thornton as Statutory Auditors until the conclusion of the next annual general meeting and to authorise the Directors to fix the remuneration of the			

<sup>1</sup> Please complete full name in block letters or the name of the corporation you are executing this form on behalf of.

<sup>2</sup> If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

<sup>3</sup> Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy will vote, or may abstain from voting, as he/she thinks fit.

Statutory Auditors;			
3. To approve the Directors' remuneration as detailed in the financial statements for the year ended 31 December 2019.			

Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he or she thinks fit.

Signed: \_\_\_\_\_ Signed: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Dated \_\_\_\_\_ 2020

## NOTES:

- 1. In light of the health risks presented by the Coronavirus (COVID-19) and the limit on the number of persons who may attend the AGM, we strongly encourage all Shareholders on this occasion to submit their proxy forms by email or fax to ensure their vote counts at the AGM and to minimise the need to attend in these unprecedented circumstances.**
- 2. Please also note the possibility of postponement of the AGM in the event of any heightened or continued restrictions arising as a result of developing COVID-19 circumstances.**
- To be effective the Form of Proxy duly signed, together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority (if any) under which it is signed, must be deposited for the attention of: Irene O'Connor, Findlay Park Funds p.l.c., c/o McCann FitzGerald, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland *or* by fax for the attention of Irene O'Connor to fax no. +353 1 829 0010 *or* by electronic means to [Irene.OConnor@mccannfitzgerald.com](mailto:Irene.OConnor@mccannfitzgerald.com) at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
- If the Form of Proxy is given by a body corporate it must be given under its Common Seal or under the hand of an attorney or officer duly authorised in writing.
- A proxy need not be a Member of the Company.
- In the case of joint holders 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 registered holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- Completion of a Form of Proxy does not preclude a Member attending and voting at the meeting should he or she so wish.