

NOTICE OF ANNUAL GENERAL MEETING

of

PGIM FUNDS PLC
(the “Company”)

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT 4:30 PM (IRISH TIME) ON 15 JANUARY 2025, AT SECOND FLOOR, 5 EARLSFORT TERRACE, DUBLIN 2, IRELAND


ORDINARY BUSINESS

1. To receive and consider the audited financial statements and reports of the directors of the Company (“**Directors**”) and auditors for the year ended 30 June 2024.
2. To re-appoint PricewaterhouseCoopers as the auditors of the Company (the “**Auditors**”) to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company.
3. To authorise the Directors to fix the remuneration of the Auditors.
4. To review the affairs of the Company.

Items 2 and 3 listed above require a vote by the shareholders of the Company.

Dated: 20 December 2024

By Order of the Board:

Signed by:

6554CBB27E304F8...
for and on behalf of
Dechert Secretarial Limited
Company Secretary

NOTES

- A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him or her.
- A proxy need not be a member of the Company.
- In the case of a body corporate, the proxy form must be either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing.
- The proxy form(s) together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, may be returned to Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland. Faxed copies may be sent to +353 1 4368501 or by email to DBNFSGCorporateSecretary-DL@dechert.com, no later than 4:30 pm (Irish time) on 13 January 2025. The meeting will take place at 4:30 pm (Irish time) on 15 January 2025.

PROXY

For the Annual General Meeting of PGIM Funds Plc (the “Company”)

I / We _____

Of _____ (the “Member”)

being a member of the Company hereby appoint the Chairperson (or failing him/her), Jeff Mackey, or Aoife Ni Riain or Jennifer McGurdy or Amanda Afifi or Katie Crossan of Second Floor, 5 Earlsfort Terrace, Dublin, D02 CK83, Ireland, as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the annual general meeting of the Company to be held at 4:30 pm (Irish time) on 15 January 2025.

The proxy is to vote as follows:

<i>Voting instructions to Proxy</i> <i>(choice to be marked with an “X”)</i>			
<i>Name or description of resolution:</i>	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
1. To re-appoint PricewaterhouseCoopers as the auditors of the Company (the “ Auditors ”) to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company.			
2. To authorise the directors of the Company (“ Directors ”) to fix the remuneration of the Auditors.			
<i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i>			
Signature of Member _____ Dated:			

If you wish this form to be used in favour of any Resolution, please mark “X” in the box above under the heading “FOR”. If you wish this form to be used to abstain from any Resolution, please mark X in the box under the heading “ABSTAIN”. If you wish for this form of proxy to be used against any Resolution, please mark “X” in the box above under the heading “AGAINST”. Otherwise, the party appointed proxy will vote as her or she thinks fit.

NOTES

- Resolutions 1 and 2 require approval by means of an Ordinary Resolution, meaning that at least 50 per cent. of the Shareholders present and voting in person or by proxy at the meeting must vote in favour of each resolution.
- Unless otherwise instructed, the party appointed proxy will vote as he or she thinks fit.
- 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.
- The proxy form(s) together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, may be returned to Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland. Faxed copies may be sent to +353 1 4368501 or by email to DBNFSGCorporateSecretary-DL@dechert.com, no later than 4:30 pm (Irish time) on 13 January 2025. The meeting will take place at 4:30 pm (Irish time) on 15 January 2025.