

This Circular is sent to you as a Unitholder in Barings International Bond Fund, a sub-fund of Barings International Umbrella Fund. It is important and requires your immediate attention. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor or attorney or other professional adviser. If you have sold or otherwise transferred your holding in Barings International Bond Fund, please send at once this document including the accompanying proxy material to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. This Circular has not been reviewed by the Central Bank of Ireland (the "Central Bank") and it is possible that changes may be necessary to meet the requirements of the Central Bank.

The Directors of Baring International Fund Managers (Ireland) Limited, in their capacity as manager of Barings International Bond Fund, are the persons responsible for the information contained in this Circular.

**CIRCULAR TO UNITHOLDERS OF**  
**BARINGS INTERNATIONAL BOND FUND**  
**(THE "SUB-FUND")**  
**A SUB-FUND OF**  
**BARINGS INTERNATIONAL UMBRELLA FUND**  
**(THE "FUND")**  
**DATED 31 MAY 2019**  
**RELATING TO**  
**AN EXTRAORDINARY GENERAL MEETING**  
**("EGM")**  
**OF**  
**UNITHOLDERS**  
**ON 21 JUNE 2019**

Notice of the extraordinary general meeting (the "EGM") to be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 21 June 2019 at the time set out at Appendix I. The accompanying proxy card on page 8 (the "Proxy Card") for use by Unitholders in the Sub-Fund at the EGM should be completed and returned in accordance with the instructions printed thereon so as to be received by the company secretary, Matsack Trust Limited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland as soon as possible and, in any event, not later than 48 hours before the time and date of the EGM.

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**All definitions used in this Circular have the meaning attributed to them in the Fund's Prospectus.**

#### **KEY DATES FOR THE EGM**

Last date for receipt of Proxy Cards in relation to the EGM	13:00 Dublin time on 19 June 2019 being forty-eight (48) hours before the time referred to below under the heading "EGM" as the time appointed for the EGM
Last date for receipt of Proxy Cards in relation to an Adjourned EGM	13:00 Dublin time on 6 July 2019 being forty-eight (48) hours before the time appointed for an Adjourned EGM (in the event that there is not a sufficient return of proxies to hold the EGM on 21 June 2019)
Record Date	19 June 2019, being two Business Days before the EGM date. This is the date used to calculate the number of units held by each Unitholder entitled to vote at the EGM
EGM	for the Sub-Fund 13:00 Dublin time on 21 June 2019
Adjourned EGM	in the event that a quorum of Unitholders is not present in person or by proxy at the EGM, an Adjourned EGM shall be held for the Sub-Fund at 13:00 (Dublin time) on 8 July 2019. The Unitholders present at the Adjourned EGM, whatever their number and the number of Units held by them, will form a quorum.

#### **General**

**The price of Units in the Sub-Fund, and the income from them, may go down as well as up and you may not get back the amount you have invested.**

## Baring International Fund Managers (Ireland) Limited

C/O Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

### Directors:

Peter Clark  
Timothy Schulze  
James Cleary  
Barbara Healy  
Julian Swayne  
David Conway  
Alan Behen  
Paul Smyth

31 May 2019

Dear Unitholder

### BARINGS INTERNATIONAL BOND FUND (THE "SUB-FUND")

We are writing to you on behalf of Baring International Fund Managers (Ireland) Limited (the "**Manager**"), in its capacity as manager of Barings International Umbrella Fund, and this Circular is being sent to you in your capacity as a Unitholder in the Sub-Fund.

The purpose of this Circular is to describe certain proposed amendments to the Sub-Fund's investment objective and material changes to the investment policy and to seek your approval of those proposed changes and to notify you of a number of additional updates to the Sub-Fund.

### UNITHOLDER APPROVAL

Unitholder approval is being sought to allow for certain amendments to the investment objective and material changes to the investment policy of the Sub-Fund, allowing the Sub-Fund with greater investment flexibility. The table below sets out the current investment objective and policy of the Sub-Fund together with the proposed amendments.

In order for the Proposed New Investment Objective and Policy to be effective, the Ordinary Resolution as set out in the Notice of EGM in Appendix I attached hereto will need to be passed by the Unitholders of the Sub-Fund, in accordance with the terms of the Trust Deed of the Fund. A Proxy Card is enclosed in Appendix II to enable you to vote at the EGM and you are urged to complete and return it as soon as possible, and in any event no later than the date and time set out at page two of this Circular. If you are a corporate entity, you may wish to appoint a representative to attend and vote at the EGM on your behalf. A Letter of Representation is enclosed at Appendix III for this purpose.

Current Objective / Policy	Proposed New Investment Objective and Policy
The investment objective of the Fund is to achieve an attractive level of income together with long-term growth in the value of assets by investing in a diversified portfolio of fixed interest securities.	The investment objective of the Fund is to seek a maximum total return, through current income generation and capital appreciation.
The Fund will seek to achieve its investment objective by investing at least 70% of its total assets at any one time in an internationally diversified portfolio of both corporate and government fixed interest securities. The portfolio may also, from time to time, include securities with floating interest rates. For this purpose, total assets exclude cash	<p>The "total return" sought by the Fund consists of income and capital appreciation, if any, which generally arises from decreases in interest rates or improving credit fundamentals for a particular government, industry sector or security.</p> <p>To achieve its objective, the Fund will invest primarily in an actively managed globally diversified portfolio which at least 80% of its Net Asset Value is invested in fixed</p>

Current Objective / Policy	Proposed New Investment Objective and Policy
<p>and ancillary liquidities.</p> <p><u>Fixed interest securities will predominately be rated A- or better by Standard &amp; Poor's ("S&amp;P") or another internationally recognised rating agency or which are, in the opinion of the Manager, of similar credit status, and floating rate securities should be rated AA- or better by S&amp;P or another internationally recognised credit rating agency or which are, in opinion of the Manager, of similar credit status.</u> Where a security is unrated by S&amp;P, the rating will be that determined by the Investment Manager to be of comparable quality. No restriction on credit quality will apply to sovereign borrowers issuing in their own currency. However, the Fund is not expected to invest more than 10% of its net assets in securities issued and/or guaranteed by a single sovereign (including its government, a public or local government of that country) which is rated below investment grade by an internationally recognised rating agency. In the event of split rating, the highest credit rating accredited to the relevant sovereign issuer will be deemed the reference credit rating.</p> <p>Subject to the percentage of the Fund's assets which may be invested in unlisted securities (see "Appendix I"), the Manager will only invest in securities that are traded on exchanges and markets which are regulated, operate regularly, are recognised and which are open to the public.</p> <p>The Fund may also invest in collective investment schemes in accordance with the requirements of the Central Bank up to a maximum of 10% of the Net Asset Value of the Fund.</p> <p>Although the Net Asset Value of the Fund is expressed in US dollars, the relative attraction of investments denominated in other currencies is a major consideration of the Manager.</p> <p>The Fund may invest in various FDIs as detailed under the section headed "Investment Policy: General" for investment purposes or for efficient portfolio management in accordance with the requirements of the Central Bank but they will not be used extensively for investment purposes. When derivatives are used the Fund will be leveraged through the leverage inherent in the use of derivatives.</p>	<p>income instruments. The fixed income instruments in which the Fund invests may include government bonds, covered bonds, global corporate bonds, notes, debentures, government obligations and sovereign issues, commercial paper, asset-backed securities ("ABS"), commercial and residential-mortgage backed securities ("CMBS" and "RMBS"). <u>The Fund may invest in investment grade and up to 50% of the Fund's Net Asset Value in sub-investment grade fixed income instruments:</u> up to 25% of its Net Asset Value in collateralised and/or securitised products such as covered bonds, ABS, CMBS and RMBS; and up to 10% of its Net Asset Value in securities issued and/or guaranteed by a single sovereign (including its government, a public or local government of that country) which is rated sub-investment grade. The Fund may invest in the money market instruments pending investment of subscription monies or payment of redemption proceeds or for temporary defensive purposes, where the Investment Manager determines that such holdings are in the best interests of Unitholders.</p> <p>"Sub-investment grade" means a rating which is "BB+" or lower from the ratings agency Standard &amp; Poor's or Fitch, "Ba1" or lower from Moody's Investor Services, or the equivalent rating of another internationally recognised rating agency. "Sub-investment grade" also includes an eligible asset which is not rated by an internationally recognised rating agency, but is determined by the Investment Manager in its own assessment of having credit quality of "BB+" or lower from the ratings agency Standard &amp; Poor's or Fitch, "Ba1" or lower from Moody's Investor Services, or the equivalent rating of another internationally recognised rating agency. In the event of split rating, the highest credit rating accredited to the relevant issue will be deemed the reference credit rating.</p> <p>The Fund may also invest in collective investment schemes in accordance with the requirements of the Central Bank up to a maximum of 10% of the Net Asset Value of the Fund.</p> <p>The Fund may invest in various financial derivative instruments as detailed under the section headed "Investment Policy: General" in the Prospectus for investment purposes or for efficient portfolio management in accordance with the requirements of the Central Bank but they will not be used extensively for investment purposes. When derivatives are used the Fund will be leveraged through the leverage inherent in the use of derivatives.</p>
<p><i>Strategy</i></p> <p>The Fund seeks investment return by investing in bond markets where the Investment Manager believes yields are likely to fall and avoiding those that are thought to be</p>	<p><i>Strategy</i></p> <p>The Fund seeks diversification by market sector, industry and issuer. The Investment Manager will select individual investments based on an analysis of the value of the</p>

Current Objective / Policy	Proposed New Investment Objective and Policy
<p>expensive. The overall duration, or interest rate sensitivity, of the Fund will fluctuate as the Investment Manager's expectations for economic developments change, relative to the market. The Fund will also look to add value through foreign exchange management by taking active currency positions relative to the benchmark, identifying those markets where currencies are attractive, for example due to sound economic fundamentals or rising interest rates.</p>	<p>relevant investments as compared to other similar investments within the identified industry sectors and geographies which offer the best risk to reward opportunities. The Investment Manager determines where favourable value exists based on fundamental, bottom up analysis and assesses this value on a relative basis to other investment alternatives. The Investment Manager reviews country risk through macroeconomic health and political stability or unrest.</p> <p>Although the Net Asset Value of the Fund is expressed in US Dollars, the relative attraction of investments denominated in other currencies is a major consideration of the Investment Manager.</p>
<p><i>Leverage and Value at Risk</i></p> <p>When derivatives are used the Fund will be leveraged through the leverage inherent in the use of derivatives. Although the Fund can use derivatives they will not be used extensively for investment purposes.</p> <ul style="list-style-type: none"> <li>- When leverage is calculated as the sum of the notionals of all of the derivatives used, as prescribed by the Central Bank UCITS Regulations, the level of <u>the Fund's leverage is expected to vary between 0% and 70% of its Net Asset Value.</u></li> <li>- Leverage may vary over time and higher leverage levels are possible, in particular during periods of significant net subscriptions or redemptions into the Fund where futures would be used for exposure management. In such circumstances, leverage, when calculated as the sum of the notionals of all of the derivatives used, is not expected to exceed 100% of the Fund's Net Asset Value at any time.</li> </ul>	<p><i>Leverage and Value at Risk</i></p> <p>When derivatives are used, the Fund will be leveraged through the leverage inherent in the use of derivatives. Although the Fund can use derivatives they will not be used extensively for investment purposes.</p> <ul style="list-style-type: none"> <li>- When leverage is calculated as the sum of the notionals of all of the derivatives used, as prescribed by the Central Bank UCITS Regulations, the level of <u>the Fund's leverage is expected to vary between 0% and 200% of its Net Asset Value.</u></li> <li>- Leverage may vary over time and higher leverage levels are possible, in particular during periods of significant net subscriptions or redemptions into the Fund where futures would be used for exposure management. In such circumstances, leverage, when calculated as the sum of the notionals of all of the derivatives used, is not expected to exceed 200% of the Fund's Net Asset Value at any time.</li> </ul>

## UNITHOLDER NOTICE

We are also writing to you to inform you that the Directors intend to change the name of the Sub-Fund in order for it to more accurately reflect the global nature of the Sub-Fund's investments. It is proposed to change the name of the Sub-Fund as follows:

Old Sub-Fund Name	New Sub-Fund Name
Barings International Bond Fund	Barings Global Bond Fund

## RECOMMENDATION AND ACTION TO BE TAKEN

In our opinion, the amendments providing for the Proposed New Investment Objective and Policy do not prejudice the interests of the Unitholders. We recommend the Proposed New Investment Objective and Policy for your approval and urge you to vote in favour of the resolution as set out in the Notice of EGM at Appendix I attached hereto.

It is important that you exercise your voting rights in respect of the EGM by completing and returning your enclosed Proxy Card, so that it will arrive at the offices of the company secretary, Matsack Trust Limited at 70 Sir John Rogerson's Quay, Dublin 2, c/o Gavin Coleman or fax to +353 1 232 3333 or email [FSCompliance@matheson.com](mailto:FSCompliance@matheson.com) not less than forty-eight (48) hours before the Dublin time appointed for the EGM.

In the case of an Adjourned EGM, such documents should be deposited at the company secretary, Matsack Trust Limited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland c/o Gavin Coleman or fax to +353 1 232 3333 or email [FSCompliance@matheson.com](mailto:FSCompliance@matheson.com) not less than forty-eight (48) hours before the Dublin time appointed for the Adjourned EGM. Submission of a Proxy Card will not preclude you from attending and voting at the EGM(s) in person should you wish to do so.

## NEXT STEPS

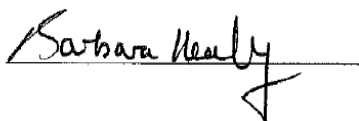
If the Ordinary Resolution is passed, the Proposed New Investment Objective and Policy will become effective on the noting of the revised Prospectus by the Central Bank. The Directors expect these changes to take effect on or after 16 August 2019, subject to the approval of the Central Bank and it is proposed that the name change of the Sub-Fund will take effect on the same date.

The Fund's Prospectus will be available at the registered office of the Manager.

If a quorum of Unitholders is not present at the EGM, an Adjourned EGM will be held on 8 July 2019. You will be notified of the result of the EGM by visiting <https://www.barings.com/funds/ucits/barings-international-bond-fund/> by no later than 25 June 2019. If the Adjourned EGM is held, the result of the Adjourned EGM will also be available at <https://www.barings.com/funds/ucits/barings-international-bond-fund/> by no later than 10 July 2019.

Should you have any questions relating to the matters dealt with in this Circular, please call us on +44 (0) 333 300 0372 between 9.00 am and 5.00 pm UK time (Monday to Friday).

Yours sincerely,



Barbara Healy  
Director  
for and on behalf of  
Baring International Fund Managers (Ireland) Limited,  
acting in its capacity as manager of Barings International Umbrella Fund

## APPENDIX I

### NOTICE OF EGM

**Baring International Fund Managers (Ireland) Limited**

**Barings International Bond Fund  
(the "Sub-Fund")  
Barings International Umbrella Fund  
(the "Fund")**

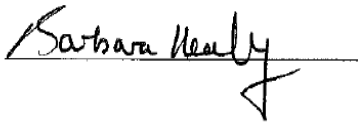
Notice is hereby given that the EGM of the Unitholders of the Sub-Fund will be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 21 June 2019 at 13:00 (Dublin time) to consider, and if thought fit, pass the following resolution of the Sub-Fund:

By Ordinary Resolution:

1. To approve the Proposed New Investment Objective and Policy of the Sub-Fund.

And to transact any other business which may properly be brought before the meeting.

By order of the Board



Barbara Healy  
Director  
Baring International Fund Managers (Ireland) Limited  
acting in its capacity as manager of the Fund

Registered Office:

C/O Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

Notes:-

1. Unitholders are entitled to attend and vote at the EGM of the Fund. A Unitholder may appoint a proxy or proxies to attend, speak and vote instead of the Unitholder. A proxy need not be a member of the entity which is eligible to vote.
2. A Proxy Card is enclosed for the use of Unitholders unable to attend the EGM. Proxies must be sent to the company secretary, Matsack Trust Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland or returned by fax (fax no. to +353 1 232 3333) or email (FSCompliance@matheson) for the attention of Gavin Coleman. To be valid, proxies and any powers of attorney under which they are signed must be received by the company secretary at the above office not less than 48 hours before the time appointed for the holding of the EGM. In the case of an Adjourned EGM, such documents should be deposited at the above office not less than forty-eight (48) hours before the Dublin time appointed for the Adjourned EGM.

## APPENDIX II

### PROXY CARD

**BARINGS INTERNATIONAL BOND FUND  
(THE "SUB-FUND")  
BARINGS INTERNATIONAL UMBRELLA FUND  
(THE "FUND")**

I / We (name) \_\_\_\_\_

of (address) \_\_\_\_\_

(the "**Unitholder**") being an unitholder of the Sub-Fund hereby appoint the Chairperson (or failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Michelle Ridge of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Gavin Coleman of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Jim Murphy of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Katarzyna Milian of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), \_\_\_\_\_ of

as the proxy of the Unitholder to attend, speak and vote for the Unitholder on behalf of the Unitholder at the extraordinary general meeting of the Sub-Fund to be held on 21 June 2019 at 13:00 (Dublin Time) and at any adjournment of the meeting.

*The proxy is to vote as follows:*

<b><i>Voting instructions to Proxy (choice to be marked with an "X")</i></b>			
<b><i>Name or description of resolution:</i></b>	<b><i>In Favour</i></b>	<b><i>Abstain</i></b>	<b><i>Against</i></b>
Approve the Proposed New Investment Objective and Policy of the Sub-Fund as detailed in the Unitholder Circular dated 31 May 2019.			
<i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i>			
Signature of Unitholder _____ Dated :			

### NOTES

- (a) In the case of a body corporate, the proxy card must be either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing.
- (b) The proxy card 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, must be deposited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland no later than 48 hours before the time of the meeting. An emailed or faxed copy will be accepted and can be sent for the attention of [fscompliance@matheson.com](mailto:fscompliance@matheson.com) or Katarzyna Milian on fax number (+) 353 1 232 3333.
- (c) Unless otherwise instructed the proxy will vote as he/she thinks fit.
- (d) In the case of joint unitholders the signature of the first named unitholder will suffice.
- (e) If you wish to appoint a proxy of your choice delete the words "the Chairperson" and insert the name of the proxy you wish to appoint (who need not be a unitholder of the Sub-Fund).
- (f) The returning of proxy card duly completed will not prevent an unitholder in the Sub-Fund from attending and voting in person.



## EXPLANATORY NOTES

1. A Unitholder must insert his full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
2. If it is desired to appoint some other person as proxy, the name of the proxy must be inserted in the space provided.
3. The Proxy Card must:
  - (a) in the case of any fund or scheme which is a Unitholder the proxy must be signed by a duly authorised signatory or trustee of the fund or scheme;
  - (b) in the case of a corporate Unitholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate Unitholder; and
  - (c) in the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted by the exclusion of the votes of the other joint 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.
4. To be valid this proxy and any power of attorney under which it is signed must reach the company secretary, Matsack Trust Limited 70 Sir John Rogerson's Quay, Dublin 2, Ireland c/o Gavin Coleman 48 hours before the time appointed for the holding of the meeting. Proxy Cards may be returned in the first instance by facsimile to: +353 1 232 3333 or email [FSCompliance@matheson.com](mailto:FSCompliance@matheson.com). However, the original Proxy Card should be forwarded by mail, to the address set out above.
5. A proxy need not be a Unitholder of the Sub-Fund but must attend the meeting in person to represent you.

### APPENDIX III

#### LETTER OF REPRESENTATION

**BARINGS INTERNATIONAL BOND FUND  
(THE "SUB-FUND")  
BARINGS INTERNATIONAL UMBRELLA FUND  
(THE "FUND")**

To: The Directors  
BARING INTERNATIONAL FUND MANAGERS (IRELAND) LIMITED  
In its capacity as manager of the Fund  
C/O Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

Dear Sirs

I / We (name) \_\_\_\_\_

of (address) \_\_\_\_\_

(the "**Company**") being an unitholder in the Sub-Fund hereby notify you that pursuant to a resolution of our board of directors, the chairperson of the unitholders' meeting to consider the ordinary resolutions, or (failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Michelle Ridge of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Gavin Coleman of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Jim Murphy of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Katarzyna Milian of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), \_\_\_\_\_ of

\_\_\_\_\_ has been appointed as the Company's representative to attend and vote on the Company's behalf at the extraordinary general meeting of the Sub-Fund to be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, on 21 June 2019, at the time set out in the notice dated 31 May 2019, or any adjournment thereof.

Such person so appointed shall be entitled to exercise the same powers at any such meeting in respect of our units in the Sub-Fund as we could exercise if we were an individual unitholder and is empowered to sign any necessary consents in connection with any such extraordinary general meeting, with respect to any ordinary business on behalf of the Company.

Signed \_\_\_\_\_

Duly authorised officer

For and on behalf of

\_\_\_\_\_  
Date