



Invesco Funds

Société d'Investissement à Capital Variable
Vertigo Building – 2-4 rue Eugène Ruppert,
L-2453 Luxembourg
Companies' Register: Luxembourg Section B 34457

CONVENING NOTICE

Dear Shareholder,

You are hereby invited to attend an

extraordinary general meeting

of the Invesco Funds, SICAV (the "Company") to be held on 27 March, 2015 at 2.00 p.m. (Luxembourg time) at 2-4 rue Eugène Ruppert, L-2453 Luxembourg, for the purpose of considering and voting upon the following matters:

AGENDA:

Sole Resolution

Full restatement of the articles of incorporation of the Company and more particularly to amend some Articles as detailed below. The underlined wording will be added and the wording struck-through will be removed:

Art. 1. Form, Name.

"There exists among the shareholders and those who may become holders of shares, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "Invesco Funds" (hereinafter the "Company"). The Company is harmonized under the European Union Council Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), which has been implemented under the law of 17 December 2010 relating to undertakings for collective investment or any legislative replacements or amendments thereof (the "2010 Law") and in particular Part I thereof."

Art. 4. Purpose.

"The exclusive purpose of the Company is to invest the funds available to it in transferable securities of any kind, money market instruments and all other permitted assets under the ~~law of 17 December 2010 relating to undertakings for collective investment or any legislative replacements or amendments thereof (the "2010 Law")~~ 2010 Law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfillment and development of its purpose to the largest extent permitted by the 2010 Law."

Art. 7. Issue of Shares.

A new paragraph will be added after the third paragraph of this Article as underlined to read as follows:

"Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with Article 11 hereof as of such Valuation Date (defined in Article 12 hereof) as is determined in accordance with such policy as the Board may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions or by such other charges as may be appropriate to protect the interests of the Company and its shareholders, as approved from time to time by the Board. The price so determined shall be payable within a period as determined by the Board which shall not exceed seven business days from the relevant Valuation Date.

The Board reserves the right to wholly or partially reject any subscription application or to suspend the issue of shares in one or more or all of the Sub-Funds at any time and without prior notification in circumstances which the Board deems to be in the best interest of the Shareholders, the relevant Sub-Fund(s) or the Company as a whole, and in accordance with the provisions of the Luxembourg laws. The depositary bank will promptly reimburse payments made in such cases for subscription applications that have not been executed. Any subscription money received will be refunded at the cost and risk of the applicant without interest.



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The Board may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them”.

Art. 9. Conversion of Shares.

A new paragraph will be added after the third paragraph of this Article as underlined to read as follows:

“If as a result of any request for conversion the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the Board, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

Also, in the event that a shareholder ceases to satisfy the eligibility requirements applicable to the classes of shares as described in the prospectus of the Company (for example, if a shareholder holding shares reserved to institutional investors ceases to qualify as such or if a shareholder's holding ceases to comply with the applicable minimum shareholding), the Company may, to the extent permitted by the prospectus of the Company, switch such shares into the most appropriate share class of the same Sub-Fund. In this case, shareholders will receive prior written notification, at least 30 calendar days in advance. By subscribing in a share class with eligibility requirements, shareholders irrevocably instruct the Company at its discretion to switch on their behalf should they cease to be eligible to invest in such share class. All costs (including potential tax liability which might be applicable because of the country of citizenship, residence or domicile of the relevant shareholder) associated with such switch will be borne by the relevant shareholder.

The shares which have been converted into shares of another class shall be cancelled.”

Art. 11. Calculation of Net Asset Value per Share.

- The second paragraph will be amended to read as follows:

“To the extent that the Directors consider that it is in the best interests of Shareholders, taking into account factors including the prevailing market conditions, the level of subscriptions and redemptions in a particular Sub-Fund and the size of the Sub-Fund, the net asset value of a Sub-Fund may be adjusted to reflect the estimated dealing spreads, costs and charges (including fiscal charges) to be incurred by the Sub-Fund in liquidating or purchasing investments to satisfy the net transactions on a particular business day (swing pricing mechanism).”

- Paragraph I, (e) will be amended to read as follows:

“(e) The net asset value per share of any Sub-Fund of the Company may be determined by using an amortised cost method for all investments with a known short term maturity date. This involves valuing an investment at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the investments. While this method provides certainty in valuation, it may result in periods during which value, as determined by amortisation cost, is higher or lower than the price such Sub-Fund would receive if it sold the investment. The Board will continually assess this method of valuation and recommend changes, where necessary, to ensure that the relevant Sub-Fund's investments will be valued at their fair value as determined in good faith by the Board. If the aforesaid method of valuation cannot be applied due to an extraordinary market event or other circumstances, or would otherwise cause the value of a holding to be other than a fair value, the Board may set specific thresholds that, where exceeded, result in adjustment to the value of these securities to their fair value by applying a specific index adjustment. For example, if a market in which a Sub-Fund invests is closed at the time the relevant Sub-Fund is valued, the latest available market prices may not accurately reflect the fair value of the relevant Sub-Fund's holdings.

Equally, if the Board believes that a deviation from the amortised cost per share may result in material dilution or other unfair results to shareholders, the Board shall take such corrective action, if any, as they deem appropriate to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

The relevant Sub-Fund shall, in principle, keep in its portfolio the investments determined by the amortisation cost method until their respective maturity date.”

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Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares.

- Paragraph b) will be amended as follows:

"b) during the existence of any state of affairs (including any political, economic, military, monetary or other emergency beyond the control, liability and influence of the Company) which constitutes an emergency in the opinion of the Board as a result of which disposal or valuation of assets owned by the Company attributable to such class of shares would be impracticable or might prejudice the interests of the Shareholders;"

- Paragraph f) will be amended as follows:

"f) any period when the net asset value of any subsidiary of the Company may not be determined accurately, including (but not limited to) for feeder UCITS, if its master UCITS temporarily suspends the redemption;"

Shareholders are advised that decisions taken are valid only if at least half of the shares issued by the company are represented and the passing of the resolution requires the consent of two thirds of the votes cast. If the resolutions are duly passed, the changes to the Articles will take effect as from the date of this first meeting.

If the quorum is not reached, the Meeting will be reconvened on 29 April 2015 at 2.00p.m. (Luxembourg time) (the "Reconvened Meeting") at the registered office of the Company in the manner prescribed by Luxembourg law. The Reconvened Meeting may validly deliberate without any quorum, and the resolution will be passed under the same conditions as for the first Meeting.

Shareholders may request a copy of the proposed text of the restated articles, free of charge, from the registered office of the Company. A summary of the material amendments is set out in Appendix 2.

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Voting Arrangements

Shareholders may vote in person or by proxy.

Shareholders who cannot attend the meeting may vote by returning the form of proxy (see Appendix 1) sent to them, to Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand during normal business hours) not later than 25 March, 2015. Alternatively, the appointment of a proxy may be submitted by telefax to + 353 1 224 0700, provided it is received in legible form and unencumbered.

The bearer Shareholders wishing to attend this Meeting are required to block their shares at the depositary one day prior to the Meeting and to provide the registered office of the Company with the related certificate, stating that these shares remain blocked until the end of the Meeting.

For organisational reasons, those shareholders who intend to attend the meeting in person are requested to register with Invesco Funds, 2-4 rue Eugène Ruppert, L-2453 Luxembourg to the attention of Yann Foll - Fax (+352) 24 524 204 by 18 March 2015 at the latest.

Shareholders in Hong Kong may contact Invesco Funds Hong Kong Sub-Distributor and Representative, Invesco Asset Management Asia Limited on telephone number (+852) 3191 8282 for any questions.

Yours faithfully,

By order of the Board of Directors

A handwritten signature in blue ink, appearing to read "Luis A. Silva", written over a light blue horizontal line.

25 February 2015

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APPENDIX 1**Form of Proxy**

For use at the Extraordinary General Meeting of shareholders of Invesco Funds to be held at 2-4 rue Eugène Ruppert, L-2453 Luxembourg on 27 March, 2015 at 2:00p.m. (the "Meeting").

I/We the undersigned,

of Invesco Account No. being shareholder of:

..... shares of Invesco Funds

Invesco Funds, Société d'Investissement à Capital Variable, having its registered office at 2-4 rue Eugène Ruppert, L-2453 Luxembourg, and with respect to its share(s) held on the register of shareholder of the Company or via a nominee, hereby gives irrevocable proxy to, or failing the chairman of the Meeting (the "proxy-holder") with full power of substitution, to represent the undersigned at the Meeting, and at any adjournment, postponement or continuation thereof, in order to deliberate upon the agenda and to vote on my/our behalf on all the items of the agenda as indicated below, of the Meeting to be held on 27 March, 2015 at 2:00PM at the registered office of the Company as more fully described in the convening notice.

Please indicate with an "X" in the spaces below how you wish your votes to be cast on the resolutions on the agenda of the Meeting. Subject to any voting instructions so given, the representative will vote on any of the resolutions of the Agenda of the Meeting and such other business as may properly be brought before the Meeting as he/she deems fit.

Agenda of the Meeting	For	Against	Abstain
1. Full restatement of the articles of incorporation of the Company and more particularly to amend the Articles 1, 4, 7, 9, 11 and 12 as proposed in the convening notice to the Meeting dated 25 February 2015.			
2. Any other business that may be brought forward to the meeting.			

The undersigned hereby empowers the proxy-holder to state, in the event all shares are present or represented at the Meeting, that we have knowledge of the agenda of the Meeting and that we agree that the Meeting is held without the convening notice as foreseen by the applicable laws and the articles of incorporation of the Company.

The proxy-holder is furthermore authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law.

The present proxy shall remain in full force and effect if this meeting, for whatever reason, is postponed.

The undersigned declared that he/she will, if required, ratify the votes made by his/her representative.

This form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be received by Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand during normal business hours) not later than 25 March, 2015.



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Alternatively, the appointment of a proxy may be submitted by telefax to + 353 1 224 0700, provided it is received in legible form and unencumbered.

Dated: [Month] _____ [Year] _____

Signature(s): _____

Name (printed) _____



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APPENDIX 2

Summary of material changes:

The proposed re-organisation of the Articles shall include the material changes set out below.

- The Article 1 "**Form, Name**" is proposed to be amended to clarify that the Company is harmonized under the European Union Council Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), which has been implemented under the law of 17 December 2010 relating to undertakings for collective investment or any legislative replacements or amendments thereof.
- The Article 4 "**Purpose**" is proposed to be amended to use term "2010 Law" as defined under the Article 1.
- For Article 7 "**Issue of Shares**", for clarification purposes, it is proposed to add further information on the power of the board of directors to wholly or partially reject any subscription application or to suspend the issue of shares in one or more or all of the Sub-Funds at any time and without prior notification and clarify the process in case of rejection. The circumstances in which the Company may reject the application of shares include, but are not limited to, if the applicant does not comply with the minimum initial subscription amount, the minimum holding amount, the minimum subsequent subscription amount or with the share class access policy. For the suspension of the issuance of shares, as an example, further shares may not be issued if a Sub-Fund has reached the maximum capacity for efficient fund management.
- For Article 9 "**Conversion of Shares**", it is proposed to extend the right of the board of directors to switch shareholders who cease to satisfy the eligibility requirements applicable to the classes of shares as described in the prospectus of the Company. Under this proposal, shareholders who cease to satisfy the relevant eligibility requirements (such as the status of institutional investor or the applicable minimum investment) may, subject to prior written notification of at least 30 calendar days in advance, be switched into another share class of the same Sub-Fund which is essentially identical to the initial share class in terms of its dividend policy, denomination, hedging policy (provided that such share class is available). For the avoidance of doubt, the initial share class and the share class being switched into may not necessarily have the identical fee structures. If the board of directors cannot find an identical share class in which a shareholder may be switched into, the board of directors will consider all features of the existing share class before deciding in which share class the shareholder should switch into. If there is no appropriate share class at all, the board of directors will consider the possibility of redemption free of charge.

Upon receipt of written notification of the switch, if the switch proposed does not suit the investment requirements of the Shareholder, the Shareholder will be advised that he may redeem before the effective date of the proposed switch his shares held in the relevant Sub-Fund without redemption fees or switch out before the effective date of the proposed switch, free of charge, into another Sub-Fund or another fund in the Invesco range in Dublin and Luxembourg (subject to eligibility requirements as set out in the relevant fund prospectus and authorization of the particular fund for sale in such shareholder's relevant jurisdiction).

If the First Meeting or the Reconvened Meeting approves this resolution, the same will be incorporated in the prospectus of the Company and become effective. If this amendment is approved by the First Meeting or the Reconvened Meeting and does not suit you, you may continue to redeem your Shares in the Company in accordance with the prospectus of the Company at any time. It is the Company's policy not to apply any redemption charges.

- The Article 11 "**Calculation of Net Asset Value per Share**" is proposed to be amended to clarify the mechanism of fair value and swing pricing which may apply in order to ensure that the relevant Sub-Fund's investments will be valued at their fair value as determined in good faith by the Board.

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- The Article 12 "**Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares**" is proposed to be amended to protect further the investors in case of emergency situations affecting the valuation of assets (paragraph b) and to clarify in which circumstances the net asset value of feeder funds could be suspended (paragraph f).