

檔 號：

保存年限：

## 國泰證券投資顧問股份有限公司 函

地址：11047 台北市信義路5段108號6樓  
傳真：(02)7711-7265

受文者：中央再保險股份有限公司等

發文日期：中華民國114年4月15日

發文字號：國泰投顧字第1140400008號

速別：普通件

密等及解密條件或保密期限：

附件：開會通知書與委託書

主旨：謹通知本公司總代理之摩根士丹利系列基金(Morgan Stanley Investment Funds)(下稱「本基金」)召開股東年度大會，請查照。

說明：

- 一、本基金將於西元2025年5月13日星期二上午10時30分(歐洲中部時間)召開股東年度大會。
- 二、股東出席會議的資格將參考本基金於西元2025年5月7日(「記錄日期」)的股東登記冊釐定。各股東參加會議及行使其股份所附帶的投票權的權利將參考該股東於記錄日期所持股份釐定。
- 三、不克出席之股東可填妥委託書，於開會通知書上所載期限及其指定方式送達；亦可於西元2025年4月30日前將委託書送達本公司代為轉交。(地址：11047臺北市信義區信義路5段108號6樓 國泰投顧 基金送件 收)。
- 四、會議之議程及詳細內容，請參閱開會通知書及委託書。
- 五、如有任何疑義，請聯繫本公司專屬您的服務窗口或洽張小姐(02)7710-9699分機9625。

正本：中央再保險股份有限公司、安聯人壽保險股份有限公司、全球人壽保險股份有限公司、宏泰人壽保險股份有限公司、富邦人壽保險股份有限公司商品行銷部、台灣人壽保險股份有限公司、台灣人壽保險股份有限公司-商品二部五科、台灣人壽保險股份有限公司-商品二部六科、國泰人壽保險股份有限公司投資型商品部、第一金人壽保險股份有限公司、遠雄人壽保險事業股份有限公司證券投資部、三商

美邦人壽保險股份有限公司投資型保險部、安達國際人壽保險股份有限公司、臺灣銀行公教保險部、永豐證券投資信託股份有限公司、柏瑞證券投資信託股份有限公司、統一證券投資信託股份有限公司、富蘭克林華美證券投資信託股份有限公司、富邦證券投資信託股份有限公司、德信證券投資信託股份有限公司、群益證券投資信託股份有限公司、復華證券投資信託股份有限公司、安聯證券投資信託股份有限公司、元大證券投資信託股份有限公司、保德信證券投資信託股份有限公司、施羅德證券投資信託股份有限公司、台新證券投資信託股份有限公司、合作金庫證券投資信託股份有限公司、國泰證券投資信託股份有限公司、第一金證券投資信託股份有限公司、瀚亞證券投資信託股份有限公司、野村證券投資信託股份有限公司、合作金庫商業銀行信託部、中國信託商業銀行股份有限公司信託部、法商法國巴黎銀行台北分公司、聯邦商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司信託部、華南商業銀行股份有限公司信託部、國泰世華商業銀行股份有限公司信託部、王道商業銀行股份有限公司、台新銀行理財商品處、高雄銀行股份有限公司信託部、兆豐國際商業銀行股份有限公司、安泰商業銀行股份有限公司、元大商業銀行股份有限公司、台北富邦商業銀行股份有限公司信託處、台北富邦商業銀行投資商品處基金暨股權類商品科、永豐商業銀行股份有限公司、臺灣中小企業銀行股份有限公司信託部、台中商業銀行股份有限公司信託部、三信商業銀行股份有限公司、第一商業銀行股份有限公司信託處規劃部、滙豐(台灣)商業銀行股份有限公司、國泰綜合證券股份有限公司、凱基證券股份有限公司、群益金鼎證券股份有限公司財富管理部信託處、元富證券股份有限公司、基富通證券股份有限公司、康和綜合證券股份有限公司、統一綜合證券股份有限公司、好好證券股份有限公司、遠智證券股份有限公司商品企劃室、元富證券投資顧問股份有限公司、宏遠證券投資顧問股份有限公司、元大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、街口證券投資信託股份有限公司、中租證券投資顧問股份有限公司、國泰證券投資顧問股份有限公司全權委託部、凱基證券投資信託股份有限公司、新光人壽保險股份有限公司投連商品標的管理課、富邦綜合證券股份有限公司財管商品部、華南永昌綜合證券股份有限公司財富管理部、台新人壽保險股份有限公司商品企劃部、連線商業銀行股份有限公司財富管理處、霸菱證券投資顧問股份有限公司、永豐金證券股份有限公司財富管理部

副本：

董事長 王怡聰

**致 MORGAN STANLEY INVESTMENT FUNDS  
股東之通知**

盧森堡，2025 年 4 月 15 日

各位股東：

謹通知 台端，Morgan Stanley Investment Funds（「**本公司**」）即將召開股東年度大會（「**會議**」）。本次會議詳情已載於隨附的開會通知書中。本公司亦希望藉此機會提供本公司於 2024 年的概覽。

**本公司概覽**

本公司於 2024 年出現多項重要變動。此等變動包括：

- 截至2024年12月31日止12個月推出5檔子基金：

| 子基金名稱                                                                       | 子基金開始營運日期  |
|-----------------------------------------------------------------------------|------------|
| Morgan Stanley Investment Funds Global Asset Backed Securities Focused Fund | 2024年1月18日 |
| Morgan Stanley Investment Funds Calvert US Equity Fund                      | 2024年1月24日 |
| Morgan Stanley Investment Funds Systematic Liquid Alpha Fund                | 2024年2月20日 |
| Morgan Stanley Investment Funds Parametric Commodity Fund                   | 2024年2月27日 |
| Morgan Stanley Investment Funds Parametric Global Defensive Equity Fund     | 2024年9月27日 |

- 截至2024年12月31日止12個月關閉8檔子基金：

| 子基金名稱                                                                       | 子基金清算日期     |
|-----------------------------------------------------------------------------|-------------|
| Morgan Stanley Investment Funds Counterpoint Global Fund                    | 2024年9月16日  |
| Morgan Stanley Investment Funds Global Credit Opportunities Fund            | 2024年9月16日  |
| Morgan Stanley Investment Funds Short Duration US Government Income Fund    | 2024年9月16日  |
| Morgan Stanley Investment Funds Global Focus Property Fund                  | 2024年10月18日 |
| Morgan Stanley Investment Funds US Focus Property Fund                      | 2024年10月18日 |
| 摩根士丹利亞洲房地產基金                                                                | 2024年11月15日 |
| Morgan Stanley Investment Funds Calvert Sustainable Climate Transition Fund | 2024年11月15日 |
| 摩根士丹利美國房地產基金                                                                | 2024年11月15日 |

- 截至2024年12月31日止12個月變更下列子基金名稱：

| 子基金原名稱                                                               | 子基金新名稱                                                                       | 名稱變更日期     |
|----------------------------------------------------------------------|------------------------------------------------------------------------------|------------|
| Morgan Stanley Investment Funds Sustainable Euro Strategic Bond Fund | Morgan Stanley Investment Funds Calvert Sustainable Euro Strategic Bond Fund | 2024年8月23日 |
| Morgan Stanley Investment Funds Sustainable Euro Corporate Bond Fund | Morgan Stanley Investment Funds Calvert Sustainable Euro Corporate Bond Fund | 2024年8月23日 |
| 摩根士丹利環球房地產基金                                                         | 摩根士丹利量化主動環球房地產基金                                                             | 2024年12月6日 |
| Morgan Stanley Investment Funds Global Infrastructure Fund           | Morgan Stanley Investment Funds QuantActive Global Infrastructure Fund       | 2024年12月6日 |

- 截至2024年12月31日止12個月合併下列子基金：

| 消滅子基金名稱                                                             | 存續子基金名稱                                                            | 合併日期        |
|---------------------------------------------------------------------|--------------------------------------------------------------------|-------------|
| Morgan Stanley Investment Funds Emerging Markets Domestic Debt Fund | Morgan Stanley Investment Funds Emerging Markets Local Income Fund | 2024年6月21日  |
| Morgan Stanley Investment Funds European Property Fund              | Morgan Stanley Investment Funds Global Property Fund               | 2024年11月22日 |

- 截至2024年12月31日止12個月推出118個股份級別。完整清單請參閱年報。
- 截至2024年12月31日止12個月關閉73個股份級別（不包括被合併之股份級別）。完整清單請參閱年報。

本公司認為上述發展及措施將持續改善本公司的成本效益及管理。截至 2024 年 12 月底，本公司資產約為 799.5 億美元。

#### 年報

請注意，年報可於以下網址下載：

<http://www.morganstanleyinvestmentfunds.com>

若 台端要求本公司寄發報告副本，請致電以下號碼，與盧森堡及其他地區的客戶服務行政團隊聯絡。

#### Morgan Stanley Investment Management 客戶服務行政團隊 – 聯絡方式

- 一般事宜：[cslux@morganstanley.com](mailto:cslux@morganstanley.com)
- 英國／北歐國家：電話：(+352) 34 64 61 10
- 德國／奧地利／瑞士／列支敦斯登：電話：(+352) 34 64 61 20
- 法國／比荷盧：電話：(+352) 34 64 61 30
- 西班牙／葡萄牙／南美洲：電話：(+352) 34 64 61 40
- 義大利／希臘：電話：(+352) 34 64 61 50
- 亞洲：電話：(+65) 6834 6232／電郵：[sgcsa@morganstanley.com](mailto:sgcsa@morganstanley.com)
- 美國境外及美洲：電話：(+1) 800 231 2026／電郵：[latamclientservice@morganstanley.com](mailto:latamclientservice@morganstanley.com)

董事會

謹啟

**致 MORGAN STANLEY INVESTMENT FUNDS  
股東之通知**

盧森堡，2025 年 4 月 15 日

各位股東：

謹此邀請 台端出席 Morgan Stanley Investment Funds（「**本公司**」）於 2025 年 5 月 13 日星期二上午 10 時 30 分（歐洲中部時間）於本公司註冊辦事處召開之股東年度大會（「**會議**」），會議議程如下：

1. 提呈截至 2024 年 12 月 31 日止會計年度的董事會報告及審計師報告。
2. 批准截至 2024 年 12 月 31 日止會計年度的經查核年度帳目及業績之分配。
3. 確認截至 2024 年 12 月 31 日止會計年度的經查核年度帳目詳述之分派。
4. 准予解除本公司董事於截至 2024 年 12 月 31 日止會計年度履行的職責。
5. 重新委任 Susanne van Dootingham、Diane Hosie、Zoë Parish、Carine Feipel 及 Arthur J. Lev 擔任本公司董事，任期至將審議截至 2025 年 12 月 31 日止會計年度的經查核年度帳目的下一次股東年度大會，或至其繼任者獲委任為止。
6. 批准向本公司董事支付自 2025 年 1 月 1 日開始之會計年度的薪酬<sup>1</sup>。
7. 重新委任 Ernst & Young 作為本公司審計師，任期至將審議截至 2025 年 12 月 31 日止會計年度的經查核年度帳目的下一次股東年度大會為止。

董事會建議股東投票贊成須經表決通過之所提議案。

經查核年度帳目、審計師報告及董事會報告將可於法定時限內在 [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) 下載。任何或所有該等文件均可於向本公司的註冊辦事處作出書面請求後寄發予 台端。

股東出席會議的資格將參考本公司於 2025 年 5 月 7 日（「**記錄日期**」）的股東登記冊釐定。各股東參加會議及行使其股份所附帶的投票權的權利將參考該股東於記錄日期所持股份釐定。

會議議案之決議並無最低出席人數之限制，議案之可決，以代表過半數股份的股東投票同意即通過。

所有有權投票之股東均有權委派代理人代其出席會議及投票。代理人毋須為股東，但可為本公司董事。

台端可使用隨附於開會通知書之委託書並透過以下方式擲回，以便於會議上進行投票：(i) 於隨附之委託書上簽名並註明日期後，將該填妥之委託書於 2025 年 5 月 7 日歐洲中部時間下午 5 時前寄回（請註明：收件人：Maria Parasiliti, c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633

<sup>1</sup>本公司之非執行董事將按比例收取每年 80,000 歐元的薪酬。如本公司公開說明書所揭露，該等薪酬從行政管理費中支取。換言之，董事薪酬不會對本公司任何子基金的總開支比率造成任何影響。Zoë Parish 不會就其擔任董事一職自本公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席將按比例收取每年 10,000 歐元的額外薪酬，同樣從固定行政管理費中支取。

Senningerberg, Grand-Duchy of Luxembourg ) , 或 (ii) 以 電 郵 寄 至 [Luxembourg.company.secretarial@jpmorgan.com](mailto:Luxembourg.company.secretarial@jpmorgan.com)。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。倘若所收到之委託書未指明帳戶號碼，則將不予以考慮。

董事會

謹啟

<稱謂> <名字> <姓氏>  
<地址行 1>  
<地址行 2>  
<地址行 3>  
<郵遞區號> <鎮／市>  
<國家>

## 委託書

本人／吾等，即以下簽署人 \_\_\_\_\_，為 Morgan Stanley Investment Funds（「公司」）股東，謹就本人／吾等於公司登記冊或透過登記名義人持有之股份，特此委任 \_\_\_\_\_ 或會議主席為本人／吾等之代理人（此等委任不可撤回），以在本人於 2025 年 5 月 7 日仍為股東的情況下，全權代表本人／吾等於 2025 年 5 月 13 日上午 10 時 30 分（歐洲中部時間）於公司註冊辦事處召開之股東年度大會及其任何延會或續會（「會議」），就以下議程進行審議，及以本人／吾等的名義代表本人／吾等就下列議程中的事宜投票<sup>2</sup>：

|                                                                                                                                                        | 贊成                       | 反對                       | 棄權                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. 提呈截至 2024 年 12 月 31 日止會計年度的董事會報告及審計師報告。                                                                                                             |                          |                          | 毋須投票                     |
| 2. 批准截至 2024 年 12 月 31 日止會計年度的經查核年度帳目及業績之分配。                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. 確認截至 2024 年 12 月 31 日止會計年度的經查核年度帳目詳述之分派。                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. 准予解除公司董事於截至 2024 年 12 月 31 日止會計年度履行的職責。                                                                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. 重新委任 Susanne van Dootinck、Diane Hosie、Zoë Parish、Carine Feipel 及 Arthur J. Lev 擔任公司董事，任期至將審議截至 2025 年 12 月 31 日止會計年度的經查核年度帳目的下一次股東年度大會，或至其繼任者獲委任為止。 |                          |                          |                          |
| 5.1 重新委任 Susanne van Dootinck                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.2 重新委任 Diane Hosie                                                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3 重新委任 Zoë Parish                                                                                                                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.4 重新委任 Carine Feipel                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.5 重新委任 Arthur J. Lev                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

<sup>2</sup> 若未在相應方格中作出標記，委託書持有人將有權自行決定如何進行投票。

|                                                                                   | 贊成                       | 反對                       | 棄權                       |
|-----------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 6. 批准向公司董事支付自 2025 年 1 月 1 日開始之會計年度的薪酬 <sup>3</sup> 。                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. 重新委任 Ernst & Young 作為公司審計師，任期至將審議截至 2025 年 12 月 31 日止會計年度的經查核年度帳目的下一次股東年度大會為止。 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

委託書持有人亦獲授權得根據盧森堡法律規定為任何陳述、進行所有投票、簽署所有會議記錄及其他文件，以及從事及辦理就完成及履行其基於本委託書之職責而言係屬合法、必要或有助益之一切行為。

若本次會議因故休會或延期，本委託書仍屬有效。

請透過以下方式交回本委託書：(i) 於委託書上簽名並註明日期後，將該填妥之委託書於 2025 年 5 月 7 日歐洲中部時間下午 5 時前寄回（請註明：收件人：Maria Parasiliti，c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg），或 (ii) 以電郵寄至 [luxembourg.company.secretarial@jpmorgan.com](mailto:luxembourg.company.secretarial@jpmorgan.com)。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。

### 帳戶號碼

若未註明帳戶號碼，投票將不計入考慮

2025 年\_\_\_\_\_於\_\_\_\_\_簽署

簽名<sup>4</sup> \_\_\_\_\_

<sup>3</sup> 公司之非執行董事將按比例收取每年 80,000 歐元的薪酬。如公司公開說明書所揭露，該等薪酬從行政管理費中支取。換言之，董事薪酬不會對公司任何子基金的總開支比率造成任何影響。Zöe Parish 不會就其擔任董事一職自公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席將按比例收取每年 10,000 歐元的額外薪酬，同樣從固定行政管理費中支取。

<sup>4</sup> 簽名毋須公證。

## NOTICE TO THE SHAREHOLDERS OF MORGAN STANLEY INVESTMENT FUNDS

Luxembourg, 15 April 2025

Dear Shareholder,

We wish to inform you of the upcoming Annual General Meeting (the “**Meeting**”) of Morgan Stanley Investment Funds (the “**Company**”). Details of this meeting are contained in the enclosed notice of Meeting. We would also like to take this opportunity to provide an overview of the Company during 2024.

### Company Overview

A number of important changes to the Company occurred during 2024. These changes included:

- In the twelve months to 31 December 2024, 5 sub-funds were launched:

| Name of the sub-fund                                                        | Date the sub-fund commenced operations |
|-----------------------------------------------------------------------------|----------------------------------------|
| Morgan Stanley Investment Funds Global Asset Backed Securities Focused Fund | 18 January 2024                        |
| Morgan Stanley Investment Funds Calvert US Equity Fund                      | 24 January 2024                        |
| Morgan Stanley Investment Funds Systematic Liquid Alpha Fund                | 20 February 2024                       |
| Morgan Stanley Investment Funds Parametric Commodity Fund                   | 27 February 2024                       |
| Morgan Stanley Investment Funds Parametric Global Defensive Equity Fund     | 27 September 2024                      |

- In the twelve months to 31 December 2024, 8 sub-funds were closed:

| Name of the sub-fund                                                        | Date the sub-fund was liquidated |
|-----------------------------------------------------------------------------|----------------------------------|
| Morgan Stanley Investment Funds Counterpoint Global Fund                    | 16 September 2024                |
| Morgan Stanley Investment Funds Global Credit Opportunities Fund            | 16 September 2024                |
| Morgan Stanley Investment Funds Short Duration US Government Income Fund    | 16 September 2024                |
| Morgan Stanley Investment Funds Global Focus Property Fund                  | 18 October 2024                  |
| Morgan Stanley Investment Funds US Focus Property Fund                      | 18 October 2024                  |
| Morgan Stanley Investment Funds Asian Property Fund                         | 15 November 2024                 |
| Morgan Stanley Investment Funds Calvert Sustainable Climate Transition Fund | 15 November 2024                 |
| Morgan Stanley Investment Funds US Property Fund                            | 15 November 2024                 |

- In the twelve months to 31 December 2024, the following sub-funds names were changed:

| Previous name of the sub-fund                                        | New name of the sub-fund                                                     | Date of change of name |
|----------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------|
| Morgan Stanley Investment Funds Sustainable Euro Strategic Bond Fund | Morgan Stanley Investment Funds Calvert Sustainable Euro Strategic Bond Fund | 23 August 2024         |
| Morgan Stanley Investment Funds Sustainable Euro Corporate Bond Fund | Morgan Stanley Investment Funds Calvert Sustainable Euro Corporate Bond Fund | 23 August 2024         |
| Morgan Stanley Investment Funds Global Property Fund                 | Morgan Stanley Investment Funds QuantActive Global Property Fund             | 6 December 2024        |
| Morgan Stanley Investment Funds Global Infrastructure Fund           | Morgan Stanley Investment Funds QuantActive Global Infrastructure Fund       | 6 December 2024        |

- In the twelve months to 31 December 2024, the following sub-funds were merged:

| Name of merging sub-fund                                            | Name of receiving sub-fund                                         | Date of merger   |
|---------------------------------------------------------------------|--------------------------------------------------------------------|------------------|
| Morgan Stanley Investment Funds Emerging Markets Domestic Debt Fund | Morgan Stanley Investment Funds Emerging Markets Local Income Fund | 21 June 2024     |
| Morgan Stanley Investment Funds European Property Fund              | Morgan Stanley Investment Funds Global Property Fund               | 22 November 2024 |

- In the twelve months to 31 December 2024, 118 share classes were launched. For a complete list, please refer to the Annual Report.
- In the twelve months to 31 December 2024, 73 (not including merged share classes) share classes were closed. For a complete list, please refer to the Annual Report.

We believe the developments and initiatives outlined above continue to improve the cost effectiveness and governance of the Company. The assets of the Company are approximately USD 79.95 bn at end of December 2024.

#### Annual Report

Please be advised that the annual report will be available to download at:  
<http://www.morganstanleyinvestmentfunds.com>.

If you require a copy of the report to be sent to you, please call our Client Service Administrator team in Luxembourg and elsewhere on the numbers below.

#### Morgan Stanley Investment Management Client Service Administration - Contacts

- General email: [cslux@morganstanley.com](mailto:cslux@morganstanley.com)
- United Kingdom / Nordic Countries: Tel: (+352) 34 64 61 10
- Germany / Austria / Switzerland / Liechtenstein: Tel: (+352) 34 64 61 20
- France / Benelux: Tel: (+352) 34 64 61 30
- Spain / Portugal / South America: Tel: (+352) 34 64 61 40
- Italy / Greece: Tel: (+352) 34 64 61 50
- Asia: Tel: (+65) 6834 6232 / email: [sgcsa@morganstanley.com](mailto:sgcsa@morganstanley.com)
- US Offshore and Americas: Tel: (+1)800 231 2026 / email: [latamclientservice@morganstanley.com](mailto:latamclientservice@morganstanley.com)

The Board of Directors

**NOTICE TO THE SHAREHOLDERS OF  
MORGAN STANLEY INVESTMENT FUNDS**

Luxembourg, 15 April 2025

Dear Shareholder,

You are invited to attend the Morgan Stanley Investment Funds' (the "**Company**") annual general meeting to be held on Tuesday, 13 May 2025, at 10:30 a.m. (CET) at the registered office of the Company with the following agenda (the "**Meeting**"):

1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2024.
2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2024.
3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2024.
4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2024.
5. Re-appointment of Susanne van Doottingh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2025, or until their successors are appointed.
6. Approval of the payment of the remuneration to the directors of the Company for the financial year commencing 1 January 2025<sup>1</sup>.
7. Re-appointment of the auditor of the Company, Ernst & Young S.A., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2025.

The Board of Directors recommends that Shareholders vote in favour of the proposed resolutions requiring a vote.

The audited annual accounts, the report of the auditor, and the report of the Board of Directors will be available to download within the legal timeframe at [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com). Any or all of such documents may be sent to you upon request in writing to the registered office of the Company.

Shareholder's eligibility to attend the Meeting will be determined by reference to the Company's register of shareholders on 7 May 2025 (the "**Record Date**"). Each shareholder's right to participate at the Meeting and to exercise the voting right attached to his/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

Resolutions on the agenda of the Meeting will require no quorum and the resolutions will be passed by a simple majority of the shares represented and voting.

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<sup>1</sup> Non-executive directors of the Company will receive a remuneration amounting to EUR 80,000.- *per annum* on a pro rata basis. The amount is taken from the administration fee, as disclosed in the Company's prospectus. This means that the directors' remuneration will not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish will not receive any compensation from the Company for her role as director as she is a full-time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson will receive an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

All shareholders entitled to vote are entitled to appoint proxies to attend and vote instead of them. A proxy need not be a Shareholder but may be a director of the Company.

You may indeed vote at the Meeting by using the proxy form attached to the convening notice and returning it (i) by post duly completed, dated, signed and marked for the attention of Maria Parasiliti to c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg prior to 7 May 2025 at 5:00 p.m. (CET), or (ii) by email at [Luxembourg.company.secretarial@jpmorgan.com](mailto:Luxembourg.company.secretarial@jpmorgan.com). Where reasonably possible, proxies received after this deadline, but prior to the Meeting, will be accepted but this cannot be guaranteed. Proxies received without the indication of an account number will NOT be taken into account.

Yours faithfully

The Board of Directors

<Title> <Forename> <Surname>  
 <Address Line 1>  
 <Address Line 2>  
 <Address Line 3>  
 <Postal Code> <Town/City>  
 <Country>

**Proxy Form**

I / We the undersigned \_\_\_\_\_, being shareholder(s) of Morgan Stanley Investment Funds (the "**Company**"), and with respect to my/our shares held on the Register of the Company or via a nominee, hereby give(s) irrevocable proxy to \_\_\_\_\_ or to the Chairperson of the Meeting with full power of substitution, to represent me/us at the annual general meeting to be held on 13 May 2025 at 10:30 a.m. (CET) at the registered office of the Company and at any postponement or adjournment thereof in order to deliberate upon the following agenda (the "**Meeting**"), to the extent that I am still a shareholder on 7 May 2025, and in my/our name and on my/our behalf to vote on the matters in the following agenda<sup>2</sup>:

|                                                                                                                                                                                                                                                                                                                                     | In Favour                | Against                  | Abstention               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2024.                                                                                                                                                                                                | no vote required         |                          |                          |
| 2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2024.                                                                                                                                                                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2024.                                                                                                                                                                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2024.                                                                                                                                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-appointment of Susanne van Dootinh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2025, or until their successors are appointed. |                          |                          |                          |
| 5.1 Re-appointment of Susanne van Dootinh                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.2 Re-appointment of Diane Hosie                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3 Re-appointment of Zoë Parish                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.4 Re-appointment of Carine Feipel                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.5 Re-appointment of Arthur J. Lev                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

<sup>2</sup> In absence of mark in the appropriate box, the proxyholder is empowered to cast votes at his discretion.

|                                                                                                                                                                                                                                          | In Favour                | Against                  | Abstention               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 6. Approval of the payment of the remuneration to the directors of the Company for the financial year commencing 1 January 2025 <sup>3</sup> .                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Re-appointment of the auditor of the Company, Ernst & Young S.A., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2025. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The proxyholder 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 will remain in force if this Meeting, for whatever reason, is postponed or adjourned.

Please return the present proxy (i) by post duly completed, dated and signed and marked for the attention of Maria Parasiliti, c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg, prior to 7 May 2025 at 5:00 p.m. (CET), or (ii) by email at [luxembourg.company.secretarial@jpmorgan.com](mailto:luxembourg.company.secretarial@jpmorgan.com). Where reasonably possible, proxies received after this deadline, but prior to the Meeting, will be accepted but this cannot be guaranteed.

### ACCOUNT NUMBER

**If the account number is not indicated, then the vote will NOT be taken into account.**

Made in \_\_\_\_\_ dated this \_\_\_\_\_ 2025

Signature<sup>4</sup> \_\_\_\_\_

<sup>3</sup> Non-executive directors of the Company will receive a remuneration amounting to EUR 80,000.- *per annum* on a pro rata basis. The amount is taken from the administration fee, as disclosed in the Company's prospectus. This means that the directors' remuneration will not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish will not receive any compensation from the Company for her role as director as she is a full-time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson will receive an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

<sup>4</sup> It is not necessary that the signature(s) be notarised.

