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

**If you are in any doubt about the course of action to take, you should consult your stockbroker, solicitor, accountant or other professional advisor.**

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**iShares III Public Limited Company**

*(Registered in Ireland as an umbrella type investment company with variable capital and having segregated liability between its funds)*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**If you have sold or transferred your shares in the Company please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.**

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**iShares III public limited company**

**1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, D04 YW83, Ireland | [www.ishares.com](http://www.ishares.com)**

iShares III public limited company

Registered Office: 200 Capital Dock, 79 Sir John Rogerson's Quay, Dublin 2, D02 RK57, Ireland.

Registered in Ireland under registration number 452278.

Directors: William McKechnie (Chair); Ros O'Shea; Deirdre Somers; Padraig Kenny; Peter Vivian (British).

iShares III plc is an umbrella type open ended investment company with variable capital and having segregated liability between its funds.

**iSHARES III PUBLIC LIMITED COMPANY  
(the "Company")**

26 July 2024

Dear Shareholder

**Extraordinary General Meeting**

Attached is the notice of an Extraordinary General Meeting of the Company to be held at the offices of BlackRock Asset Management Ireland Limited, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland on Tuesday 27 August (the "EGM") and a form of proxy.

As the Company uses the International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds of the Company under the ICSD settlement model, physical attendance of investors, who are not registered shareholders, does not take place at general meetings of the Company and investors in the sub-funds of the Company are encouraged to vote their shares via proxy and send voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository). If any investor has invested in a sub-fund of the Company through a broker/dealer/other intermediary, the investor should contact this entity or its relevant proxy voting agent to provide voting instructions. The details of the sub-funds of the Company are set out at Appendix I.

**Special Resolution**

The Special Resolution proposes to amend the Constitution of the Company as set out at Appendix II and requires the passing of a special resolution of the Company. The Special Resolution requires to be passed by a majority of not less than 75% of votes cast in person or by proxy. If the Special Resolution is passed, the Constitution of the Company will be amended with effect from the date of the passing of the Special Resolution.

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## **Rationale for the proposed change**

BlackRock continually reviews its fund ranges to ensure investors are provided with choice and access to innovative solutions to fit investor needs. BlackRock is committed to providing investors with a broad range of investment vehicles and strategies to achieve portfolio outcomes. After careful consideration, and in order to facilitate such investment opportunities, it is proposed to amend the Constitution of the Company in order to include the applicable provisions required under Regulation (EU) 2017/1131 of the European Parliament and of the Council on money market funds and the requirements of the Central Bank of Ireland on money market funds.

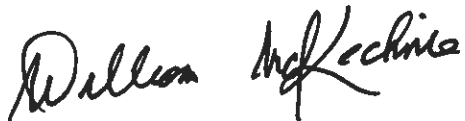
## **Recommendation**

The Directors believe that the Special Resolution to be tabled at the EGM is in the best interests of the Company and the shareholders as a whole and, accordingly, the Directors recommend that shareholders vote in favour of the resolution.

## **Publication of results**

The result of the EGM will be announced through the regulatory news service on the London Stock Exchange website and will be published in an appropriate manner in each of the other jurisdictions in which the Company is listed on a stock exchange. The results will also be available at [www.ishares.com](http://www.ishares.com) and by telephone on +44 (0) 845 357 7000 on the day following the EGM (or any adjournment thereof).

Yours faithfully



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**William McKechnie**  
**Chairman**

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## Appendix I

Fund Description	ISIN
iShares \$ Asia Investment Grade Corp Bond UCITS ETF - Acc class	IE0007G78AC4
iShares \$ Asia Investment Grade Corp Bond UCITS ETF SGD Hedged (Acc)	IE000Z0Z10N9
iShares \$ Development Bank Bonds UCITS ETF - Acc Shareclass	IE00BKRWN659
iShares \$ Development Bank Bonds UCITS ETF CHF Hedged (Acc)	IE00BKT1CR43
iShares \$ Development Bank Bonds UCITS ETF EUR Hedged (Acc)	IE00BMCZLH06
iShares \$ Development Bank Bonds UCITS ETF GBP Hedged (Dist)	IE00BN2B7L13
iShares \$ High Yield Corp Bond ESG Paris-Aligned Climate UCITS ETF - Dis	IE000W1AURU9
iShares Blockchain Technology UCITS ETF USD - (Acc)	IE000RDRMSD1
iShares Broad \$ High Yield Corp Bond UCITS ETF GBP Hedged (Dist)	IE000II0OR48
iShares Broad USD High Yield Corp Bond UCITS ETF - (Dis)	IE00BG0J4957
iShares Broad USD High Yield Corp Bond UCITS ETF EUR Hedged (Acc)	IE000VSFIC94
iShares Broad EUR High Yield Corp Bond UCITS ETF - (Dis)	IE00BG0J4B71
iShares Conservative Portfolio UCITS ETF (Acc)	IE00BLP53M98
iShares Conservative Portfolio UCITS ETF (GBP Hedge Acc)	IE00BLP53N06
iShares Conservative Portfolio UCITS ETF (USD Hedge Acc)	IE00BLB2GQ94
iShares Core EURO Corp Bond UCITS ETF USD Hedged (Dist)	IE000WYX67F4
iShares Core Euro Corp Bond UCITS ETF EUR (Acc)	IE00BF11F565
iShares Core Euro Corp Bond UCITS ETF CHF Hedged (Acc)	IE00BK6NC407
iShares Core Euro Corp Bond UCITS ETF EUR (Dist)	IE00B3F81R35
iShares Core Euro Corp Bond UCITS ETF GBP Hedged (Dist)	IE00BDFJYN35
iShares Core Euro Corp Bond UCITS ETF SEK Hedged (Acc)	IE00BJLQC81
iShares Core EURO Corp Bond UCITS ETF USD Hedged (Acc)	IE00093GOJ04
iShares Core Euro Govt Bond UCITS ETF CHF Hedged (Acc)	IE00BMFJGP26
iShares Core Euro Govt Bond UCITS ETF EUR (Dist)	IE00B4WXJJ64
iShares Core Global Aggregate Bond UCITS ETF CHF Hedged (Acc)	IE00BD1JRY91
iShares Core Global Aggregate Bond UCITS ETF EUR Hedged (Acc)	IE00BDBRDM35
iShares Core Global Aggregate Bond UCITS ETF GBP Hedged (Dist)	IE00BF540Y54
iShares Core Global Aggregate Bond UCITS ETF NZD Hedged (Acc)	IE00BYV3HN70
iShares Core Global Aggregate Bond UCITS ETF SEK Hedged (Acc)	IE00BJLQB74
iShares Core Global Aggregate Bond UCITS ETF SGD Hedged (Acc)	IE000E5H5AN1
iShares Core Global Aggregate Bond UCITS ETF USD (Acc)	IE000FHBZDZ8
iShares Core Global Aggregate Bond UCITS ETF USD (Dist)	IE00B3F81409

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iShares Core Global Aggregate Bond UCITS ETF USD Hedged (Acc)	IE00BZ043R46
iShares Core Global Aggregate Bond UCITS ETF USD Hedged Dist	IE00BMGNVD65
iShares Core MSCI Europe UCITS ETF EUR (Acc)	IE00B4K48X80
iShares Core MSCI Japan IMI UCITS ETF EUR Hedged (Acc)	IE00BKT6FV49
iShares Core MSCI Japan IMI UCITS ETF MXN Hedged (Acc)	IE00BL4KKV31
iShares Core MSCI Japan IMI UCITS ETF USD (Acc)	IE00B4L5YX21
iShares Core MSCI Japan IMI UCITS ETF USD (Dist)	IE00BFM15T99
iShares Core MSCI World UCITS ETF EUR Hedged (Dist)	IE00BKBF6H24
iShares Core MSCI World UCITS ETF GBP Hedged (Dist)	IE00BD45YS76
iShares Core MSCI World UCITS ETF USD (Acc)	IE00B4L5Y983
iShares Core MSCI World UCITS ETF USD (Dist)	IE0000HHIBC6
iShares Emerging Asia Local Govt Bond UCITS ETF USD (Acc)	IE00BFM6T814
iShares Emerging Asia Local Govt Bond UCITS ETF USD (Dist)	IE00B6QGFW01
iShares EUR Corp Bond ESG Paris - Aligned Climate UCITS ETF EUR (Acc)	IE000SE6KPV2
iShares EUR Corp Bond ESG Paris - Aligned Climate UCITS ETF EUR (Dis)	IE000ZX8CQG2
iShares EUR Corp Bond ex-Financials 1-5yr ESG UCITS ETF EUR Acc	IE00BKT6BH25
iShares EUR Corp Bond ex-Financials 1-5yr ESG UCITS ETF EUR Dist	IE00B4L5ZY03
iShares EUR Covered Bond UCITS ETF	IE00B3B8Q275
iShares Euro Aggregate Bond ESG UCITS ETF EUR (Acc)	IE000CR3ZDF9
iShares Euro Aggregate Bond ESG UCITS ETF EUR (Dist)	IE00B3DKXQ41
iShares Euro Corp Bond 1-5yr UCITS ETF EUR (Acc)	IE000F6G1DE0
iShares Euro Corp Bond 1-5yr UCITS ETF EUR (Dist)	IE00B4L60045
iShares EURO Corp Bond 1-5yr UCITS ETF GBP Hedged (Dist)	IE000WY37YU4
iShares EURO Corp Bond 1-5yr UCITS ETF USD Hedged (Acc)	IE0009XKZC98
iShares EURO Corp Bond 1-5yr UCITS ETF USD Hedged (Dist)	IE000XFCOS45
iShares Euro Corp Bond BBB-BB UCITS ETF EUR (Dist)	IE00BSKRK281
iShares EUR Corp Bond ex-Financials UCITS ETF EUR Acc	IE0000BH4WF5
iShares Euro Corp Bond ex-Financials UCITS ETF - EUR Dis	IE00B4L5ZG21
iShares Euro Govt Bond 0-1yr UCITS ETF EUR - Dist Class	IE00B3FH7618
iShares Euro Govt Bond 0-1yr UCITS ETF MXN Hedged - Acc Class	IE00BMVJSC76
iShares Euro Govt Bond 10-15yr UCITS ETF EUR (Dist)	IE00B4WXJH41
iShares Euro Govt Bond 5-7yr UCITS ETF EUR (Dist)	IE00B4WXJG34
iShares EURO High Yield Corp Bond ESG Paris-Aligned Climate UCITS ETF - Dis	IE000H92C4B8
iShares GBP Corp Bond ex-Financials UCITS ETF GBP (Dist)	IE00B4L60H17

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iShares Global Aggregate Bond ESG UCITS ETF - (Dist)	IE000U6US1Q0
iShares Global Aggregate Bond ESG UCITS ETF AUD Hedged (Dist)	IE0000H3HT45
iShares Global Aggregate Bond ESG UCITS ETF CHF Hedged (Acc)	IE000Z8F16G5
iShares Global Aggregate Bond ESG UCITS ETF EUR Hedged (Acc)	IE000APK27S2
iShares Global Aggregate Bond ESG UCITS ETF GBP Hedged (Acc)	IE000ZXYID24
iShares Global Aggregate Bond ESG UCITS ETF NZD Hedged (Acc)	IE000ZIGXVF2
iShares Global Aggregate Bond ESG UCITS ETF SEK Hedged (Acc)	IE000BCCS0X1
iShares Global Aggregate Bond ESG UCITS ETF USD Hedged (Acc)	IE000HQY8R78
iShares Global Govt Bond UCITS ETF CHF Hedged (Acc)	IE00BMDMM96
iShares Global Govt Bond UCITS ETF EUR Hedged (Dist)	IE00BKT6FT27
iShares Global Govt Bond UCITS ETF GBP Hedged (Dist)	IE00BDFK3H31
iShares Global Govt Bond UCITS ETF USD (Acc)	IE00BYZ28V50
iShares Global Govt Bond UCITS ETF USD (Dist)	IE00B3F81K65
iShares Global Govt Bond UCITS ETF USD Hedged (Acc)	IE00BK7Y2P34
iShares Global Govt Bond Climate UCITS ETF Dist Class	IE00BL0BMG90
iShares Global Inflation Linked Govt Bond UCITS ETF EUR Hedged (Acc)	IE00BKPT2S34
iShares Global Inflation Linked Govt Bond UCITS ETF EUR Hedged (Dist)	IE00BD8PH174
iShares Global Inflation Linked Govt Bond UCITS ETF GBP Hedged (Dist)	IE00BMDML89
iShares Global Inflation Linked Govt Bond UCITS ETF USD (Acc)	IE00B3B8PX14
iShares Global Real Estate Environmental Tilt UCITS ETF - Dist share class	IE000PL3UFC3
iShares Growth Portfolio UCITS ETF (Acc)	IE00BLLZQ805
iShares Growth Portfolio UCITS ETF (GBP Hedge Acc)	IE00BLLZQ912
iShares Growth Portfolio UCITS ETF (USD Hedge Acc)	IE00BLB2GS19
iShares J.P. Morgan EM Local Govt Bond UCITS ETF USD (Acc)	IE00BFZPF546
iShares J.P. Morgan EM Local Govt Bond UCITS ETF USD (Dist)	IE00B5M4WH52
iShares J.P. Morgan EUR EM Bond UCITS ETF EUR (Dist)	IE00B6TQLL84
iShares Moderate Portfolio UCITS ETF (Acc)	IE00BLLZQS08
iShares Moderate Portfolio UCITS ETF (GBP Hedge Acc)	IE00BLLZQ797
iShares Moderate Portfolio UCITS ETF (USD Hedge Acc)	IE00BLB2GT26
iShares MSCI Australia UCITS ETF USD (Acc)	IE00B5377D42
iShares MSCI EM Small Cap UCITS ETF USD (Dist)	IE00B3F81G20
iShares MSCI EM UCITS ETF USD (Acc)	IE00B4L5YC18
iShares MSCI Japan Small Cap UCITS ETF USD (Dist)	IE00B2QWDY88
iShares MSCI Pacific ex-Japan ESG Enhanced UCITS ETF - USD (Acc)	IE00BMDBMK72
iShares MSCI Pacific ex-Japan UCITS ETF USD (Dist)	IE00B4WXJD03

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iShares MSCI Saudi Arabia Capped UCITS ETF - Acc Shareclass	IE00BYR0489
iShares MSCI Saudi Arabia Capped UCITS ETF - Dis Shareclass	IE00BJ5JPJ87
iShares MSCI South Africa UCITS ETF USD (Acc)	IE00B52XQP83
iShares MSCI Target UK Real Estate UCITS ETF GBP (Dist) AGG	IE00BRHZ0398
iShares MSCI World Paris-Aligned Climate UCITS ETF - Dist Shareclass	IE00BN92ZL31
MSCI World Paris-Aligned Climate UCITS ETF - Acc Shareclass	IE00BMXC7W70
iShares MSCI World Small Cap ESG Enhanced UCITS ETF - USD (acc) class	IE000T9EOCL3
iShares MSCI World Small Cap UCITS ETF USD (Acc)	IE00BF4RFH31
iShares S&P 500 Equal Weight UCITS ETF - GBP Hedged (Acc)	IE0003WV2ME7
iShares S&P 500 Equal Weight UCITS ETF USD - (Acc)	IE000MLMNYS0
iShares S&P 500 ESG UCITS ETF - (Acc)	IE000R9FA4A0
iShares S&P 500 ESG UCITS ETF EUR Hedged (Acc)	IE000CR7DJ18
iShares S&P SmallCap 600 UCITS ETF - Aggregate	IE00B2QWCY14
iShares U.S. Equity High Income UCITS ETF - USD (Acc)	IE0007FM00T9
iShares U.S. Equity High Income UCITS ETF - USD (Dist)	IE000WHL2ZK1
iShares UK Gilts 0-5yr UCITS ETF GBP (Acc)	IE000RCMNF9
iShares UK Gilts 0-5yr UCITS ETF GBP - Dist Class	IE00B4WXJK79
iShares UK Gilts 0-5yr UCITS ETF MXN Hedged - Acc Class	IE00BMVJSD83
iShares USD Intermediate Credit Bond UCITS ETF USD (Dist)	IE00BDQZ5152
iShares World Equity High Income UCITS ETF - USD (Acc)	IE0000P0RPE6
iShares World Equity High Income UCITS ETF - USD (Dist)	IE000KJPDY61
iShares € Govt Bond Climate UCITS ETF Acc Class	IE00BLDGH553
iShares € Govt Bond Climate UCITS ETF Dist Class	IE00BLDGH447

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## Appendix II

### Proposed amendments to the Constitution

#### (a) Amendments to Article 1(a):

"Amortised Cost" a method of valuation of Investments which takes the acquisition cost of an Investment and adjusts that value for amortisation of premiums or discounts until maturity.

"Investment", any investment authorised by the Memorandum of Association of the Company and which is permitted by the UCITS Regulations and these Articles and, in the context of an MMF, any of the financial assets that a money market fund is permitted to invest in pursuant to the MMF Regulation.

"LVNAV MMF", a low volatility net asset value money market fund, as specified in the Prospectus.

"Mark-to-Market", a method of valuation of Investments at readily available close out prices that are sourced independently, including exchange prices, screen prices or quotes from several independent reputable brokers.

"Mark-to-Model", a method of valuation of Investments which is benchmarked, extrapolated or otherwise calculated from one or more market input.

"MMF", a Fund authorised as a money market fund pursuant to the MMF Regulation.

"MMF Regulation", Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, as may be amended or replaced, and any delegated act published pursuant to it.

"Public Debt CNAV MMF", an MMF authorised as a public debt constant net asset value money market fund, as specified in the Prospectus.

"VNAV MMF", an MMF authorised as a variable net asset value money market fund, as specified in the Prospectus.

#### (b) Amendments to Article 17(b):

(b) The valuation principles to be used in valuing the Company's assets are as follows:

- ~~(i) the Directors shall be entitled to value the Shares of any Fund using the amortised cost method of valuation. Where an amortised cost valuation method is utilised, an Investment is valued at its cost of acquisition adjusted for amortisation of premium or accretions of discount rather than at current market value:~~
- (i) A. the amortised cost method of valuation may only be used in relation to Funds which comply with the Central Bank's requirements for short term money market

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~~funds and where a review of the amortised cost valuation vis-à-vis market valuation will be carried out a Fund that is not an MMF in accordance with the Central Bank's guidelines; and~~

~~B. money market instruments in a money market or non money market fund may be valued on an amortised basis~~ in accordance with the Central Bank's requirements;

- (ii) assets listed or traded on a Regulated Market (other than those referred to at (iii) and (iv) below) for which market quotations are readily available shall be valued at the Valuation Point using the last traded price for equity securities and the closing mid-market price for bond securities (with the exception of any Fund in respect of which bond securities may be priced using closing mid-market and/or bid prices where set out in the Prospectus) on the principal Regulated Market for such investment, provided that the value of the investment listed on a Regulated Market but acquired or traded at a premium or at a discount outside or off the relevant stock exchange or an OTC market may be valued taking into account the level of premium or discount as at the date of valuation of the investment with the approval of the Custodian, who must ensure that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security. If for specific assets the last traded, closing mid-market prices and/or bid prices where set out in the Prospectus, as applicable, do not, in the opinion of the Manager, reflect their fair value or if prices are unavailable, the value shall be calculated with care and in good faith by the Directors or a competent person or firm appointed by the Directors and approved for that purpose by the Custodian on the basis of the probable realisation value for such assets as at the Valuation Point;
- (iii) if the assets are listed or traded on several Regulated Markets, the last traded, closing mid-market prices and/or bid prices where set out in the Prospectus, as applicable, on the Regulated Market which, in the opinion of the Administrator, constitutes the main market for such assets, will be used;
- (iv) in the case of the Funds whose investment objective is to track a particular index and where there is significant overlap between the assets of the relevant Fund and its Benchmark Index, the assets of such Funds may be valued in accordance with the valuation methodology for such Investments which is utilised by the relevant index. Such valuation methodology may include valuing Investments using mid-market, last traded, bid, and/or offer prices. Details of the relevant index and the valuation methodology utilised from time to time in relation to any Investments not valued in accordance with (i)-(ii) hereof shall be set out in the Prospectus;
- (v) in the event that any of the Investments on the relevant Dealing Day are not listed or traded on any Regulated Market and for which market quotations are not readily available such Investments shall be valued at their probable realisation value determined by the Directors or such other competent person or firm appointed by the Directors and approved by the Custodian (as a competent person for such purpose) with care and in good faith. Such probable realisation value will be determined:

A. by using the original purchase price;

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- B. where there have been subsequent trades with substantial volumes, by using the last traded price provided that the Administrator considers such trades to be at arm's length;
  - C. where the Administrator believes the investment has suffered a diminution in value, by using the original purchase price which shall be discounted to reflect such a diminution; and
  - D. if the Administrator believes a mid quotation from a broker is reliable, by using such a mid quotation or, if unavailable, a bid quotation.
- (vi) alternatively, the Administrator may use such probable realisation value estimated with care and in good faith as may be recommended by a competent professional appointed by the Directors and who is approved by the Custodian as a competent person for such purpose;
- (vii) cash and other liquid assets will be valued at their face value with interest accrued, where applicable;
- (viii) shares, units of, or participations in collective investment schemes will be valued at either:
- A. the latest available net asset value of such share, unit or participation as published by the collective investment scheme;
  - B. the latest bid price as published by the collective investment scheme; or
  - C. if the collective investment scheme is listed, quoted or traded on a Regulated Market, in accordance with the provisions above which apply to Investments listed or normally dealt in on a Regulated Market;
- in accordance with the terms set out in the Prospectus.
- (ix) any value and borrowing expressed otherwise than in the base currency of a Fund (whether of an investment or cash) shall be converted into the Fund's base currency at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances;
- (x) exchange-traded derivative instruments will be valued on each Dealing Day at the settlement price for such instruments as at the Valuation Point on such market. If such price is not available such value shall be the probable realisation value estimated with care and in good faith by the Directors or a competent person or firm appointed by the Directors and approved for such purpose by the Custodian;
- (xi) value of any OTC derivatives contracts shall be:
- A. a quotation from the counterparty; or

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- B. an alternative valuation calculated by the Company or an independent pricing vendor (which may be a party related to but independent of the counterparty which does not rely on the same pricing models employed by the counterparty) provided that:
  - a. where a counterparty valuation is used, it must be provided on at least a daily basis and approved or verified at least weekly by a party independent of the counterparty, which may be the Investment Manager (approved for the purpose by the Custodian);
  - b. where an alternative valuation is used (i.e. a valuation that is provided by a competent person appointed by the Manager or Directors and approved for that purpose by the Custodian (or a valuation by any other means provided that the value is approved by the Custodian)), it must be provided on a daily basis and the valuation principles employed must follow best international practice established by bodies such as IOSCO (International Organisation of Securities Commission) and AIMA (the Alternative Investment Management Association) and any such valuation shall be reconciled to that of the counterparty on a monthly basis. Where significant differences arise these must be promptly investigated and explained.
- (xii) forward foreign exchange and interest rate swaps contracts for which market quotations are freely available may be valued in accordance with the previous paragraph or by reference to market quotations (in which case there is no requirement to have such prices independently verified or reconciled to the counterparty valuation);
- (xiii) notwithstanding the foregoing sub-paragraphs, OTC derivatives contracts may, alternatively be valued in accordance with the requirements of the relevant regulations and / or the requirements of the Central Bank;
- (xiv) notwithstanding the foregoing sub-paragraphs:
  - A. in the event of it being impossible or incorrect to carry out a valuation of a specific investment in accordance with the valuation rules set out above, or if such valuation is not representative of the fair market value in the context of currency, marketability and such other considerations which are deemed relevant, the Directors are entitled to use other generally recognised valuation methods in order to reach a proper valuation of that specific investment, provided that the use of such method of valuation is deemed necessary by the Directors and the method of valuation has been approved by the Custodian;
  - B. the Directors, may, in order to comply with any applicable accounting standards, present the value of any assets of the Company in financial statements to Shareholders in a manner different to that set out in this Article;
- (xv) in calculating the Net Asset Value of the assets:
  - A. every Share allotted by the Company shall be deemed to be in issue and the

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assets shall be deemed to include not only the relevant cash and property in the hands of the Custodian but also the amount of any cash or other property to be received in respect of Shares allotted;

- B. where Investments have been agreed to be purchased or sold but such purchase or sale has not been completed such Investments shall be included or excluded and the gross purchase or net sale consideration excluded or included as the case may require as if such purchase or sale had been duly completed;
- C. where notice of a redemption of Shares has been given to the Custodian but such cancellation has not been completed the Shares to be cancelled shall be deemed not to be in issue and the value of the assets shall be reduced by the amount payable to a Shareholder upon such cancellation;
- D. where any amount in one currency is required to be converted into another currency the Directors may effect such conversion using such rates as the Directors shall determine at the relevant time except where otherwise specifically provided herein;
- E. there shall be deducted from the assets the total amount of any actual or estimated liabilities properly payable including outstanding borrowings (if any) but excluding liabilities taken into account under sub-paragraph (#B) above and any estimated liability for tax on and such amount in respect of contingent or projected expenses as the Administrator considers fair and reasonable having regard to the provisions of the Prospectus and the Articles of Association of the Company;
- F. there shall be deducted from the value of any Investment in respect of which a call option has been written the value of such option calculated by reference to the lowest available market dealing offered price quoted on a Regulated Market or if no such price is available a price certified by a stockbroker or other person approved by the Custodian or such price as the Directors consider in the circumstances to be reasonable and which is approved by the Custodian;
- G. there shall be added to the assets a sum representing any interest or dividends accrued but not received and a sum representing unamortised expenses;
- H. there shall be added to the assets the amount (if any) available for distribution in respect of the last preceding accounting period but in respect of which no distribution has been declared;
- I. there shall be deducted from the assets the total amount (whether actual or estimated by the Directors) of any other liabilities properly payable including accrued interest on borrowings (if any);
- J. the Directors may at their discretion apply a sum representing a provision for Duties and Charges;

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- K. cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Company, any adjustment should be made to reflect the value thereof;
- L. the value of assets shall be rounded upwards to the such number of decimal places as the Administrator deems appropriate;
- M. in the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Company may with the consent of the Custodian, prudently, and in good faith, follow, until the termination of such circumstances, other rules in order to achieve a fair valuation of the assets of the Company;
- N. Investments of an MMF shall be valued using Mark-to-Market or Mark-to-Model pursuant to the MMF Regulation and as set out in the Prospectus.
- O. Notwithstanding the foregoing, Investments of a Public Debt CNAV MMF or an LVNAV MMF may be valued using Amortised Cost pursuant to the MMF Regulation and as set out in the Prospectus.
- P. The Net Asset Value per Share of an MMF shall be rounded in accordance with the MMF Regulation.
- Q. The Investments of an MMF shall be valued on at least a daily basis.

- (xvi) without prejudice to their general powers to delegate their functions herein certified, the Directors may delegate any of their functions in relation to the calculation of Net Asset Value to the Administrator, to a committee of the Directors or to any other duly authorised person. In the absence of wilful misconduct or manifest error, every decision taken by the Directors or any committee of the Directors or by the Administrator or any duly authorised person on behalf of the Company in calculating the Net Asset Value shall be final and binding on the Company and on present, past or future Shareholders.

(c) Amendments to Articles 83 and 84:

83. **Investment Objectives**

(a) The following provisions apply to any Fund that is not an MMF:

- (i) ~~(a)~~ Subject to the provisions of the UCITS Regulations the Directors shall determine the investment objectives and policies (including the permissible forms of Investments) and restrictions applying to each Fund which shall be set out in any Prospectus.
- (ii) ~~(b)~~ The assets of each Fund shall be invested in Investments subject to the restrictions and limits imposed under the UCITS Regulations under these Articles, and any Prospectus.

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- (iii) ~~(e)~~ With the exception of permitted Investments in unlisted securities, each Fund will only invest in those securities and derivative instruments listed or traded on a stock exchange which meets with the Central Bank's requirements (i.e. it is regulated, operates regularly, is recognised and is open to the public) and which is listed in the Prospectus.
- (iv) ~~(f)~~ Subject to authorisation by the Central Bank more than 35% and up to 100% of the net assets of the Company may be invested in transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members and issued or guaranteed by any of the following:-

OECD Governments (provided the relevant issues are investment grade), Government of Brazil (provided the issues are of investment grade, Government of India (provided the issues are of investment grade), Government of the People's Republic of China, Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority and Straight-A Funding LLC.

Each Fund must hold securities from at least six different issues with securities from any one issue not exceeding 30 per cent of its Net Asset Value.

- (v) ~~(e)~~ The Company may (subject to the Regulations and the prior approval of the Central Bank) own all the issued share capital of any entity (the shares and assets of which shall be held by the Custodian) which the Directors consider it necessary or desirable for the Company, with the prior approval of the Central Bank, to incorporate or acquire or utilise in connection with the carrying on only of the business of management, advice or marketing in the country where that entity is located, in regard to the redemption of Shares at Shareholders' request exclusively on the Company's behalf. None of the limitations or restrictions referred to in paragraphs (a) or (b) above, shall apply to Investments in, loans to or deposits with any such entity, and for the purpose of paragraphs (a) and (b) above Investments or other property held by any such private company shall be deemed to be held directly for the Company.
- (vi) ~~(f)~~ Subject to the provisions of the UCITS Regulations, the Company may, invest up to 20% (35% in certain circumstances and only then in respect of a single issuer) of a Fund's net assets in transferable securities issued by the same body where the aim of the investment policy of the Fund is to replicate the composition of an index which is recognised by the Central Bank.
- (vii) ~~(g)~~ Investments made by the Company with respect to a Fund in units of a UCITS or other collective investment undertakings may not exceed, in aggregate, 10% of the assets of that Fund unless otherwise stated in the Prospectus.

(b) The following provisions apply to a Fund that is MMF:

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- (i) [Subject to the provisions of the MMF Regulation the Directors shall determine the investment objectives and policies \(including the permissible forms of Investments\) and restrictions applying to each MMF which shall be set out in any Prospectus.](#)
- (ii) [The assets of an MMF shall be invested in Investments subject to the restrictions and limits imposed under the MMF Regulation under these Articles, and any Prospectus.](#)
- (iii) [Subject to the restrictions and limits set out in the MMF Regulation and to the approval of the Central Bank, an MMF may invest, in accordance with the principle of risk-spreading, up to 100% of its net assets in different money market instruments issued or guaranteed separately or jointly by the European Union, the national, regional and local administrations of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, a central authority or central bank of a third country, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements, or any other relevant international financial institution or organisation to which one or more Member States belong, provided that the MMF holds money market instruments from at least six different issues by the issuer with money market instruments from the same issue not exceeding 30% of its net assets.](#)
- (iv) [Investments made by the Company with respect to an MMF in units of other money market funds authorised pursuant to the MMF Regulation may not exceed, in aggregate, 10% of the assets of that MMF unless otherwise stated in the Prospectus.](#)

**84. Borrowing Powers and Efficient Portfolio Management**

- (a) Subject as hereinafter provided the Directors may exercise all the powers of the Company to borrow or raise money (including the power to borrow for the purpose of repurchasing Shares) and to hypothecate, mortgage, charge or pledge its undertaking, property, assets or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt, liability or obligation of the Company.
- (b) Nothing herein contained shall permit the Directors or the Company to borrow other than in accordance with the provisions of the UCITS Regulations [or, in respect of an MMF, in accordance with the provisions of the MMF Regulation.](#)
- (c) To achieve its investment objectives the Company may employ techniques and instruments relating to the Investments subject to the conditions and within the limits from time to time laid down by the Central Bank provided such techniques and instruments are used for efficient portfolio management or for providing protection against exchange risks.
- (d) The Company may ~~-, with respect to a Fund that is not an MMF,~~ lend securities for the purpose of efficient portfolio management, in accordance with the guidelines laid down from time to time by the Central Bank.

+

(d) Insertion of Articles 141 to 144:

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#### 141. Money Market Funds

The Company may from time to time, with the prior approval of the Central Bank, establish an MMF, designated as a VNAV MMF, a Public Debt CNAV MMF or an LVNAV MMF as specified in the Prospectus.

#### 142. Internal Credit Quality Assessment

The Manager shall, in accordance with the requirements of the MMF Regulation and with respect to an MMF, establish, implement and consistently apply a prudent internal credit quality assessment procedure for determining the credit quality of money market instruments, securitisations and asset-backed commercial paper (ABCPs) in which it is intended an MMF will invest, taking into account the issuer of the instrument and the characteristics of the instrument itself. The Manager shall ensure that the information used in applying the internal credit quality assessment procedure is of sufficient quality, up-to-date and from reliable sources. The internal assessment procedure shall be based on prudent, systematic and continuous assessment methodologies. The methodologies used shall be subject to validation by the Manager based on historical experience and empirical evidence, including back testing. The Manager shall ensure that the internal credit quality assessment procedure complies with all of the following general principles:

- (a) an effective process is to be established to obtain and update relevant information on the issuer and the instrument's characteristics;
- (b) adequate measures are to be adopted and implemented to ensure that the internal credit quality assessment is based on a thorough analysis of the information that is available and pertinent, and includes all relevant driving factors that influence the creditworthiness of the issuer and the credit quality of the instrument;
- (c) the internal credit quality assessment procedure is to be monitored on an ongoing basis and all credit quality assessments shall be reviewed at least annually;
- (d) while there is to be no mechanistic over-reliance on external ratings in accordance with Article 5a of Regulation (EC) No 1060/2009, the Manager shall undertake a new credit quality assessment for money market instruments, securitisations and ABCPs when there is a material change that could have an impact on the existing assessment of the instrument;
- (e) the credit quality assessment methodologies are to be reviewed at least annually by the Manager to determine whether they remain appropriate for the current portfolio and external conditions. Where the Manager becomes aware of errors in the credit quality assessment methodology or in its application, it shall immediately correct those errors; and
- (f) when methodologies, models or key assumptions used in the internal credit quality assessment procedure are changed, the Manager shall review all affected internal credit quality assessments as soon as possible.

#### 143. Liquidity Management Procedures

The Manager shall, in accordance with the requirements of the MMF Regulation, establish,

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implement and consistently apply prudent and rigorous liquidity management procedures for a Public Debt CNAV MMF or an LVNAV MMF to ensure compliance with any liquidity thresholds applicable to such funds. In particular, the Manager shall consider applying (in the circumstances set out in Article 34(1) of the MMF Regulation) one or more of the measures permitted by Article 34(1) of the MMF Regulation, which (depending on the circumstances and notwithstanding anything else to the contrary in these Articles) may include:

- (a) imposing liquidity fees on redemptions that adequately reflect the cost to the relevant MMF of achieving liquidity and ensure that investors who remain in the relevant Fund are not unfairly disadvantaged when other investors redeem their Shares during the period;
- (b) imposing redemption gates that limit the amount of Shares to be redeemed on any one working day to a maximum of 10 % of the Shares in the MMF for any period up to 15 working days;
- (c) imposing a suspension of redemptions for any period up to 15 working days; or
- (d) taking no immediate action other than fulfilling the obligation laid down in Article 24(2) of the MMF Regulation.

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**iSHARES III PUBLIC LIMITED COMPANY**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

**If you are in any doubt about the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor.**

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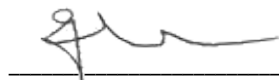
NOTICE is hereby given that an Extraordinary General Meeting (the "**EGM**") of iShares III plc (the "**Company**") will be held at the offices of BlackRock, 1<sup>st</sup> Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4 on 27 August 2024 at 11.00am (or any adjournment thereof) for the purposes of transacting the following business:

To consider, and if thought fit, pass the following resolution as a special resolution of the Company:

**Resolution**

1. "That the Constitution of the Company be amended as set out at Appendix II of the letter to the shareholders of the Company dated 26 July 2024."

By order of the Board



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**Apex Group Corporate Administration Services Ireland Limited**  
**Secretary**

Dated 26 July 2024

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Notes applicable to the EGM:

### **Quorum**

1. The required quorum at the meeting is two shareholders present in person or by proxy. If a quorum is not present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the following week at the same time and place, or to such other day and at such other time and place as the Directors may determine. At the adjourned meeting, if a quorum is not present within half an hour from the time appointed for holding the meeting, then the meeting, if convened otherwise than by resolution of the Directors, shall be dissolved, but if the meeting shall have been convened by resolution of the Directors, any Member or Members present at the meeting shall be a quorum.

### **Entitlement to attend and vote**

2. Please note that you are only entitled to attend and vote at the meeting (or any adjournment thereof) if you are a registered shareholder. As sub-funds in the Company use the International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, investors in the sub-funds should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee). If any investor has invested in a sub-fund through a broker/dealer/other intermediary, the investor should contact this entity to provide voting instructions.
3. The Company specifies that only those members registered in the Register of Members of the Company at 6.00pm on 26 August 2024 or, if the Extraordinary General Meeting ("EGM") is adjourned, at 6.00 p.m. on the day that is one day prior to the adjourned meeting (the "record date"), shall be entitled to attend, speak, ask questions and vote at the EGM, or if relevant, any adjournment thereof and may only vote in respect of the number of shares registered in their name at that time. Changes to the Register of Members after the record date shall be disregarded in determining the right of any person to attend and/or vote at the EGM or any adjournment thereof.

### **Appointment of proxies**

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A form of proxy is enclosed with this Notice of the EGM for use by registered shareholders. As mentioned above, investors in the sub-funds of the Company who are not registered shareholders should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy. To be effective, the form of proxy duly completed and executed, together with a copy of the power of attorney or other authority under which it is executed must be deposited by registered shareholders at the offices of the office of the Company Secretary, Apex Group, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1 so as to be received no later than 24 hours before the time appointed for the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 24 hours before the taking of the poll at which it is to be used. Any alteration to the form of proxy must be initialled by the person who signs it.

4. In addition to note 4 above and subject to the Articles of Association of the Company and provided it is received at least 24 hours before the time appointed for the holding of the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 24 hours before the taking of the poll at which it is to be used, the appointment of a proxy may also be submitted electronically to [cosecfunds@apexgroup.com](mailto:cosecfunds@apexgroup.com) entering the company name.
5. Registered shareholders have several ways of exercising their votes; (a) by attending the EGM in person or (b) by appointing a proxy to vote on their behalf.

### **Voting rights and total number of issued shares in the Company**

At the EGM, the resolution(s) put to the vote of the meeting shall be decided on a poll. On a poll every shareholder shall have one vote for every share of which he is the shareholder.

6. Where a poll is taken at an EGM any member, present or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
7. Ordinary resolutions require to be passed by a simple majority of members voting in person or by proxy. Special resolutions require to be passed by a majority of not less than 75% of votes cast in person or by proxy.
8. On any other business which may properly come before the EGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the

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meeting) not specified in this Notice of EGM, the proxy will act at his/her discretion.

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**iSHARES III PUBLIC LIMITED COMPANY**

**FORM OF PROXY**

\*I/We \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder of the above-named Company hereby appoint

\_\_\_\_\_ or failing \*him/her, the Chair of the meeting or failing him any one director of the Company or failing him/her any one of the representative of Apex Group as the Company Secretary, or any one of the representatives of BlackRock Asset Management Ireland Limited of 1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland, as the Manager of the Company, as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of BlackRock, 1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland on the 27 August 2024 at 11.00am and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
That the Constitution of the Company be amended as set out at Appendix II of the letter to the shareholders of the Company dated 26 July 2024.			

Dated this the \_\_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
**Signed / For and on behalf of**

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**PLEASE PRINT YOUR NAME OR THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH**

\_\_\_\_\_ (Print Name)

\_\_\_\_\_ (Print address)

\_\_\_\_\_  
\*Delete as appropriate

**Notes:**

A shareholder 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.

- (a) As sub-funds in the Company use the International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, investors in the sub-funds should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of submitting this Form of Proxy to the Company Secretary. If you desire to appoint a proxy other than the Chairman of the meeting, a director of the Company or any representative of Apex Group as the Company Secretary, or any representative of BlackRock Asset Management Ireland Limited as the Manager then please insert his/her name and address in the space provided.
- (b) If you desire to appoint a proxy other than the Chairman of the meeting, a director of the Company or any representative of Apex Group as the Company Secretary, or any representative of BlackRock Asset Management Ireland Limited as the Manager then please insert his/her name and address in the space provided.
- (c) The Form of Proxy must:-
- (i) in the case of an individual shareholder be signed by the shareholder or his attorney; and
  - (ii) in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate shareholder.

**iShares III public limited company**

**1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, D04 YW83, Ireland | [www.ishares.com](http://www.ishares.com)**

iShares III public limited company

Registered Office: 200 Capital Dock, 79 Sir John Rogerson's Quay, Dublin 2, D02 RK57, Ireland.

Registered in Ireland under registration number 452278.

Directors: William McKechnie (Chair); Ros O'Shea; Deirdre Somers; Pdraig Kenny; Peter Vivian (British).

iShares III plc is an umbrella type open ended investment company with variable capital and having segregated liability between its funds.

- (d) To be valid, the Form of Proxy must be received by the Company Secretary at block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Ireland not less than 24 hours before the time appointed for the holding of the meeting. Citivic Nominees may send their signed Form of Proxy by e-mail to [cosecfunds@apexgroup.com](mailto:cosecfunds@apexgroup.com). Any proxy form deposited less than 24 hours before the time of the meeting may only be treated as valid at the discretion of the Directors.
- (e) A proxy need not be a shareholder of the Company but must attend the meeting in person, or any adjourned meeting, to represent you.

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