

BNY MELLON LIQUIDITY FUNDS PLC

This document is important and requires your immediate attention. If you are in doubt as to the contents of this document, you should seek advice from your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser. If you have sold or transferred all of your shares in BNY Mellon Liquidity Funds plc, please pass this document at once 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. The Directors of BNY Mellon Liquidity Funds plc are the persons responsible for the information contained in this document. The Central Bank of Ireland has not reviewed this Circular.

CIRCULAR TO MEMBERS OF

BNY MELLON LIQUIDITY FUNDS PLC

(an open-ended umbrella type investment company with variable capital incorporated with limited liability under the laws of Ireland (registered number 245903) and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (Sl. No 352 of 2011))

NOTICE CONVENING AN ANNUAL GENERAL MEETING OF THE MEMBERS OF BNY MELLON LIQUIDITY FUNDS PLC TO BE HELD AT 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2 AT 11.00 AM IRISH TIME (6.00 PM HONG KONG TIME) ON THURSDAY 2 APRIL 2026 IS ATTACHED TO THIS CIRCULAR. WHETHER OR NOT YOU PROPOSE TO ATTEND THE MEETING YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.

A FORM OF PROXY IS SET OUT IN APPENDIX B AND SHOULD BE RETURNED TO:

Ms Katie Williamson (FAO Company Secretary), Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or by email to tudortrust@dilloneustace.ie, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

THE DIRECTORS OF THE COMPANY (THE "DIRECTORS") ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE CONTENTS OF THIS CIRCULAR.

Directors: Claire Cawley (Irish),
Deirdre Gormley (Irish), Caylie Stallard (New Zealander), Sandeep Sumal (British)

The Shipping Office, 20-26 Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, D02 Y049, Ireland
BNY Mellon Liquidity Funds plc is an umbrella type investment company with variable capital and segregated liability between sub-funds incorporated under the Companies Act 2014 and authorised by the Central Bank of Ireland and registered with the Registrar of Companies. Registered Number 245903

**ANNUAL GENERAL MEETING OF
BNY MELLON LIQUIDITY FUNDS PLC
(THE “COMPANY”)**

9 March 2026

To: **The Members of BNY Mellon Liquidity Funds plc**

Re: Annual General Meeting and the Proposed Amendment to the Articles of Association of BNY Mellon Liquidity Funds plc (the “Company”)

Dear Member

1. Introduction

As you are aware, the Company is an investment company with variable capital and with segregated liability between sub-funds, incorporated with limited liability under the laws of Ireland, authorised by the Central Bank of Ireland (the “**Central Bank**”) pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as may be amended.

The Directors of the Company have convened the annual general meeting of the Members (as defined in the articles of association of the Company (the “**Articles of Association**”)) of the Company (“**AGM**”) at which Members of the Company will be requested to:

(A) Consider and review the following under ordinary business:-

- (i) to receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements of the Company for the year ended 30 September 2025; and
- (ii) to review the Company’s affairs; and

(B) Consider and vote on each of the following ordinary resolutions under ordinary business:

- (i) to re-appoint Ernst & Young as Auditors to the Company; and
- (ii) to authorise the Directors to fix the remuneration of the Auditors; and

(C) Consider and vote on the following special resolution under special business:

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- (i) to adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 9 March 2026 (the “Circular”), on the Effective Date (as defined in the Circular) subject to and in accordance with the requirements of the Central Bank.

2. Special Business - Amendments to the Articles of Association

We are seeking your approval of proposed amendments to the Articles of Association of the Company. In order to approve the amendments to the Articles of Association detailed herein, a special resolution will be put to Members at the AGM.

Please note that the purpose of the proposed amendments to the Articles of Association is primarily to comply with the requirements pertaining to the use of liquidity management tools (“LMTs”) introduced by Directive (EU) 2024/927 (the “**Omnibus Directive**”) and the related regulatory technical standards adopted by the European Commission (the “**RTS**”, together with the Omnibus Directive, the “**LMT Requirements**”).

Under the LMT Requirements, the Company must select a certain number of LMTs from a list contained in the Omnibus Directive and these LMTs must have the specific characteristics set out in the RTS.

It is proposed to update the Articles of Association to provide for the ability for the Company to utilise the following LMTs in accordance with the LMT Requirements:

- Suspensions of subscriptions, repurchases and redemptions (“**Suspensions**”); and
- Redemption gates.

In this regard, while the current Articles of Association contain provisions relating to the use of Suspensions and redemption gates, it is proposed to update those provisions to conform with the LMT Requirements and to select these LMTs in accordance with the LMT Requirements.

In addition, it is proposed that the references to redemption fees that are contained in the current Articles of Association will be replaced with references to charges on redemptions in line with the concept contemplated under Regulation 48 of the revised draft Central Bank UCITS Regulations set down in the Central Bank’s consultation paper 161.

3. Approval

For the sanctioning of the ordinary resolutions outlined in Section 1 (B) above, more than 50% of the votes cast in person or by proxy by the Members entitled to vote thereon at the AGM

Directors: Claire Cawley (Irish),
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must be voted in favour of each of the ordinary resolutions.

For the sanctioning of the special resolution outlined in Section 1 (C) above, 75% of the votes cast in person or by proxy by the Members entitled to vote thereon at the AGM, must be voted in favour of the special resolution.

The quorum for the AGM is two Members present (in person or by proxy). If within half an hour from the time appointed for the AGM and a quorum is not present, the AGM shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine.

If you are a Member of the Company, you will receive a proxy form with this Circular. Please read the notes printed on the form, which will assist you in completing the proxy form and return the proxy form marked for the attention of Ms. Katie Williamson, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or by email to tudortrust@dilloneustace.ie. **To be valid, your appointment of a proxy must be received not less than 48 hours before the time fixed for holding the AGM and therefore by 11.00 AM (Irish time) i.e. 6.00 P.M (Hong Kong time) on Tuesday 31 March 2026 at the latest.** You may attend and vote at the AGM even if you have appointed a proxy.

4. Details of the AGM and attached documents

Details of the specific resolutions which Members will be asked to consider are contained in the notice and proxy forms attached to this Circular.

This Circular is accompanied by the following documents:

- (i) Appendix A – Formal notice of the AGM of Members to be held at the offices of the Company Secretary of the Company, Tudor Trust Limited, at 33 Sir John Rogerson's Quay, Dublin 2, Ireland at 11.00 AM (Irish time) i.e. 6.00 PM (Hong Kong time) on Thursday 2 April 2026;
- (ii) Appendix B – A proxy form which allows you to cast your vote by proxy (i.e. without the need for you to attend the AGM in person) should you so wish; and
- (iii) Appendix C - Draft Articles of Association to be considered and their adoption voted upon by the Members of the Company.

5. Effective date

The effective date ("**Effective Date**") of the proposed amendments to the Articles of Association of the Company outlined herein shall, subject to the passing of the relevant special resolution, and subject to and in accordance with the requirements of the Central Bank, be on or around 2 April 2026. In case of adjournment of the AGM, the expected

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Effective Date of the proposed amendments to the Articles of Association of the Company will be postponed to on or around 9 April 2026.

6. Recommendation

The Directors are of the opinion that the proposed resolutions referred to above are in the best interests of Members of the Company as a whole and accordingly recommend that you vote in favour of the resolutions set out in the notice of the AGM. We would be grateful of your support for the resolutions, either in presence at the AGM or by proxy.

7. Changes to the Prospectus

As a separate matter to the updates to the Articles of Association outlined in section 1 above, Shareholders should also be aware that the Prospectus will shortly be updated to provide for changes which will comprise, inter alia, updates relating to the use of LMTs as reflected in the new Articles of Association. Please refer to the revised Prospectus for further details. A copy of the revised Prospectus will be available at www.bny.com/investments on or around the Effective Date, or upon request, free of charge from the Manager, and/or the Administrator.

8. Contact Details

For any queries regarding this Circular, please contact (i) (for Shareholders other than Hong Kong Shareholders) client services on +353 1 448 5036; (ii) (for Hong Kong Shareholders) the Hong Kong Representative on +852 2290 1377, or by letter at the following address: BOCI-Prudential Trustee Limited, Suites 1501–1507 & 1513–1516, 15/F, 1111 King's Road, Taikoo Shing, Hong Kong during normal business hours); or (iii) your usual client services contact. Telephone calls may be recorded to confirm your instructions.

We thank you for your continuing support of the Company.

Yours faithfully,

Caylie Stallard

Director

For and on behalf of

BNY Mellon Liquidity Funds plc

Directors: Claire Cawley (Irish),
Deirdre Gormley (Irish), Caylie Stallard (New Zealander), Sandeep Sumal (British)

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APPENDIX A

NOTICE OF ANNUAL GENERAL MEETING OF BNY MELLON LIQUIDITY FUNDS PLC (THE "COMPANY")

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the Members of the Company will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on Thursday, 2 April 2026 at 11.00 AM (Irish time) (6.00 PM Hong Kong time) for the following purposes:

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements for the year ended 30 September 2025.
2. To review the Company's affairs.

ORDINARY RESOLUTIONS

1. To reappoint Ernst & Young as Auditors.
2. To authorise the Directors to fix the remuneration of the Auditors.

SPECIAL RESOLUTION

1. To adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 9 March 2026, (the "**Circular**"), on the Effective Date (as defined in the Circular), subject to and in accordance with the requirements of the Central Bank.

In the event that a quorum is not present at the AGM, it shall be adjourned to 9 April 2026 at the same time and place. Members present at the adjourned AGM (whatever their number) will form a quorum. This Notice shall be deemed to constitute due notice of any such adjourned AGM within the meaning of the Articles of Association of the Company.

By order of the Board

Tudor Trust Limited
Company Secretary of the Company
Dated this 9th day of March 2026

Note: A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member.

APPENDIX B

**FORM OF PROXY
BNY Mellon Liquidity Funds plc**

Holder ID	Account ID & Description

I/We _____ of _____
being a holder of _____ shares in the above named Company and entitled to vote, hereby
appoint _____ of _____
or in the absence of the appointment of any specified person, the Chairperson of the Meeting (note 2) or
failing them, Katie Williamson of 33 Sir John Rogerson's Quay, Dublin 2, or failing her a representative
of Tudor Trust Limited as my/our* proxy to vote for me/us* on my/our* behalf at the Annual General
Meeting of the Company to be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on Thursday, 2
April 2026 at 11.00 AM Irish time (6.00 PM Hong Kong time) or any adjournment.

*(*delete as appropriate)*

Signature: _____ **Date:** _____

FOR CONSIDERATION AND REVIEW

1. To receive and consider the Report of the Directors, Report of the Auditors and the Financial Statements for the year ended 30 September 2025.
2. To review the Company's affairs.

RESOLUTIONS

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

RESOLUTIONS	In Favour	Abstain	Against
ORDINARY RESOLUTIONS			
1. To reappoint Ernst & Young as Auditors.			
2. To authorise the Directors to fix the remuneration of the Auditors.			
<u>SPECIAL RESOLUTIONS</u>			
1. To adopt the amendments to the Articles of Association of the Company, further details of which are highlighted in Appendix C attached to the Circular dated 9 March 2026, (the " Circular "), on the Effective Date (as defined in the Circular), subject to and in accordance with the requirements of the Central Bank.			

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

Notes to Form of Proxy

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A Member may appoint a proxy of his/her own choice. If the appointment is made, delete the words "the Chairperson of the meeting" and insert the name of the person appointed as proxy in the space provided.
3. If the Member does not insert a proxy of his/her own choice, it shall be assumed that they wish to appoint the Chairperson of the meeting, or one of the other persons mentioned above to act for them.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such power of attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Shareholders.
7. If this form is returned without any indication as to how the person appointed proxy shall vote the proxy will exercise his/her discretion as to how (s)he votes or whether (s)he abstains from voting.
8. Any alterations made to this form must be initialled to be valid.
9. To be valid, this form, including notarially certified copy of such power of attorney (if applicable) must be completed and returned the office of the Company Secretary of the Company for the attention of Katie Williamson, Tudor Trust Limited, 33, Sir John Rogerson's Quay, Dublin 2, Ireland not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. The proxies may be emailed in the first instance to tudortrust@dilloneustace.ie, with the original to follow by post.

APPENDIX C

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Please see below a blackline highlighting the proposed amendments to the Articles of Association.

Section	Change
Interpretation.	
"Charge on Redemptions"	<u>means any fee charged by a Fund to a Shareholder on the redemption of Shares in accordance with the Central Bank Requirements, details of which are set forth in the relevant Supplement.</u>
Part III - Shares	
14. Suspension of Issue.	No Shares of any particular class Fund shall be allotted or issued during any period when the determination of the Net Asset Value of that class of Share <u>the Shares of that Fund</u> is suspended pursuant to Article 24.
Part V – Redemption of Shares	
21. Redemption.	<p>1.iii in the event that the determination of the Redemption Price of the <u>Shares of the relevant class Fund</u> has been suspended in accordance with Article 24, the right of the Applicant to have his Shares repurchased or redeemed pursuant to this Article shall be similarly suspended and during the period of suspension he may withdraw his request for redemption and his certificate (if applicable). Any withdrawal of a request for redemption under the provisions of this Article shall be made in writing and shall only be effective if actually received by the Company or its duly authorised agent before termination of the period of suspension. If the request is not so withdrawn the redemption of the Shares shall be made on the Valuation Day next following the end of the suspension or on such earlier day following the end of the suspension as the Directors at the request of the Applicant may agree.</p> <p>6. <u>Where the Company receives value of the Shares of a particular Fund in respect of which total net or gross redemption or conversion requests have been received by the Company pursuant to Article 25 in respect of any Valuation Day requests for redemptions or conversion pursuant to Article 25 which in the aggregate amount to more than 10% of the Shares of any class in issue, or over a specified period exceeds the relevant threshold set out in the Prospectus or the relevant Supplement,</u> the Directors may reduce each such request for redemption or conversion of Shares of the relevant class pro rata so that at no <u>no</u> such requests cover no more than 10% of the Shares of <u>exceed</u> the relevant class in issue <u>threshold</u>. Any part of a redemption or conversion request to which effect is not given by reason of the exercise of this power by the Directors shall be treated as if a request had been made in respect of the next Valuation Day and each succeeding Valuation Day (in relation to which the Directors shall have the same power) until the original requests have been satisfied in full.</p>
22. The Redemption Price.	3. The Directors may, in their absolute discretion, <u>subject to any</u>

	<p><u>applicable Central Bank Requirements</u>, deduct from the Redemption Price for the absolute use and benefit of the Manager or an affiliate of the Manager <u>a redemption charge Company or as the Directors may otherwise direct a Charge on Redemptions</u> in respect of Shares of any class or Series which have been redeemed (at the request of the Shareholder), provided, however, that such redemption charge Charge <u>on Redemptions</u> shall not exceed <u>340%</u> of the Redemption Price rounded downwards to the nearest two decimal points of the currency of the Shares in the relevant Fund.</p> <p><u>The Directors may, subject to Central Bank Requirements, at their discretion waive, either wholly or partially, such Charge on Redemptions or differentiate between Shareholders as to the amount of such Charge on Redemptions, if any, within the permitted limit, which discretion may be delegated to the Manager (if any) or an Investment Manager. The Company shall not increase the maximum Charge on Redemptions without prior approval of the Shareholders of the relevant Fund or Class given on the basis of a simple majority of votes cast in a general meeting or with the prior written approval of all Members of the Company. In the event of an increase in the Charge on Redemptions a reasonable notification period will be provided by the Company to enable Shareholders redeem their Shares prior to the implementation of the increase in accordance with the Central Bank Requirements.</u></p> <p>4. Payment of redemption proceeds shall be made in the currency of the Shares in the relevant Fund (subject to Article 24) at the latest three Business Days following the Valuation Day on which such shares are redeemed <u>within such period of time as disclosed in the Prospectus.</u> Redemption Proceeds may be paid by telegraphic transfer, wire transfer to the bank and account indicated on the Applicant's most recent form for application for Shares or other written instructions to the Company or its authorised agents or by such other method as the Directors may determine. Payment may also be made in such other manner as the Directors in their sole discretion, may agree with the Applicant.</p>
Part VI – Suspension of Redemption, Valuation and Dealings	
24. Temporary Suspensions.	1. The Directors may at any time, <u>where justified having regard to the best interests of Shareholders</u> declare a temporary suspension of the determination of the Subscription Price/Redemption Price of any particular class, of the issue and issue, <u>redemption of any particular class of Shares and of the and</u> switching of Shares in one class for Shares in another any Fund
24. Temporary Suspensions.	1.(vii) <u>where necessary to manage the liquidity of the Company or any Fund where the Directors determine that it is in the best interests of the Shareholders (or Shareholders in the relevant Fund) to do so;</u>
24. Temporary Suspensions.	4. <u>The Directors may at any time temporarily suspend the determination of the Net Asset Value of any Fund and the Net Asset Value per Share at the same time as the issue, redemption and conversion of Shares in a Fund is suspended in the circumstances listed in Article 24.1 above. If the Directors determine not to suspend the determination of the Net Asset Value of a Fund in the circumstances listed in Article 24.1 above, any such Net Asset Value figures shall be indicative only and shall not be used as the basis for dealing in Shares.</u>