
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.

Institutional Cash Series Public Limited Company
*(Registered in Ireland as an umbrella type investment company with variable capital
and having segregated liability between its funds)*

2024 Annual General Meeting

1 March 2024

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.

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

Company Registration Number: *298213*

Directors: *Barry O'Dwyer, Tom McGrath, Nicola Grenham, Francis Drought*

NM0324U-3422682-1/7

INSTITUTIONAL CASH SERIES PUBLIC LIMITED COMPANY
(the “Company”)

1 March 2024

Dear Shareholder,

Annual General Meeting

Attached is the notice of the 2024 annual general meeting of the Company (the “AGM”) and a form of proxy for those shareholders who are unable to attend the AGM (or any adjournment thereof) and who may wish to vote on the AGM resolutions.

Please note that you are only entitled to vote at the AGM if you are a registered shareholder. If you have invested in the Company through a broker/dealer/other intermediary please contact this entity to confirm your right to vote.

Business to be Transacted

Items 1 to 4 listed in the notice deal with the normal matters to be attended to at an AGM, namely, the receipt and consideration of the annual accounts, a review of the Company’s affairs by way of consideration of the annual accounts, the appointment of auditors, the authorisation of the Directors to fix the remuneration of the auditors in accordance with the Articles of Association of the Company. Items 1, 3 and 4 require the passing of an ordinary resolution of the Company. Item 2 does not require a resolution to be passed.

Recommendation

The Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and the shareholders as a whole and, accordingly, the Directors strongly recommend that you vote in favour of the resolutions at the AGM.

Yours faithfully



Barry O’Dwyer
Chair

INSTITUTIONAL CASH SERIES PUBLIC LIMITED COMPANY

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

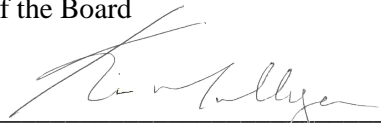
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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.

NOTICE is hereby given that the 2024 Annual General Meeting of Institutional Cash Series plc (the “Company”) will be held at the offices of BlackRock, 1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4 on 27th of March 2024 at 10.30 a.m. (or any adjournment thereof) for the purposes of transacting the following business:

1. To receive and consider the Directors’ Report and the Financial Statements of the Company for the year ended 30 September 2023 and the Report of the Auditors thereon (Ordinary Resolution 1).
2. To review the Company’s affairs (this item does not require a resolution to be passed).
3. To re-appoint EY as auditors of the Company (Ordinary Resolution 2).
4. To authorise the Directors to fix the remuneration of the Auditors (Ordinary Resolution 3).

By order of the Board



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

Secretary

Dated this the day of 1 March, 2024

Notes

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 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. 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. The Company specifies that only those members registered in the Register of Members of the Company at 10.30 a.m. on 27th March 2024 or, if the Annual General Meeting (“AGM”) is adjourned, at 10.30 a.m. on the day that is two days prior to the adjourned meeting (the "record date"), shall be entitled to attend, speak, ask questions and vote at the AGM, 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 AGM or any adjournment thereof.

Appointment of proxies

3. A member entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy as an alternate to attend, speak and vote instead of him/her and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting or at any adjournment thereof should the member subsequently wish to do so. A proxy need not be a member of the Company. If you wish to appoint more than one proxy, please contact the Company Secretary, Apex, 4th Floor, 76 Baggot Street Lower, Dublin 2, Ireland by email to cosecfunds@apexgroup.com during normal business hours.
4. A form of proxy is enclosed with this Notice of AGM. 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 at the offices of the office of the Company Secretary, Apex, 4th Floor, 76 Baggot Street Lower, Dublin 2, Ireland, so as to be received no later than 48 hours before the time appointed for the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) immediately 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.
5. In addition to note 2 above and subject to the Articles of Association of the Company and provided it is received at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) immediately 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 entering the company name
6. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney.

Voting rights and total number of issued shares in the Company

7. As a member, you have several ways of exercising your vote; (a) by attending the AGM in person or (b) by appointing a proxy to vote on your behalf. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. On a vote on a show of hands, every member present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every member shall have one vote for every share carrying rights of which he is the holder.

9. Where a poll is taken at an AGM any member, present or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
10. Ordinary resolutions require to be passed by a simple majority of members voting in person or by proxy. Special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or in proxy to be passed.
11. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at his/her discretion.

Directors' appointment letters

12. Copies of the Directors' letters of appointment with the Company are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM and at the place of the AGM for at least 15 minutes prior to and during the AGM.

INSTITUTIONAL CASH SERIES PUBLIC LIMITED COMPANY

FORM OF PROXY

*I/We _____

of _____

being a Shareholder of the above named Company hereby appoint

_____ or failing *him/her, the Chairman of the meeting or failing him any one director of the Company or failing him/her any one of the representatives of Apex as the Company Secretary, or any one of the representatives of BlackRock Asset Management Ireland Limited, as the Manager of the Company, as *my/our proxy to vote for *me/us and on *my/our behalf at the Annual General Meeting of the Company to be held at the offices of BlackRock, 1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4 on 27th March 2024 at 10:30 a.m. 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 each Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Ordinary Resolution 1.			
Ordinary Resolution 2.			
Ordinary Resolution 3.			

Dated this the _____ day of _____, 2024

Signed / For and on behalf of

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) 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.
- (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 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.
- (d) In the case of joint holders the vote of the senior 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 seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (e) A corporation being a shareholder may authorise such person as it thinks fit to act as representative at any meeting of shareholders and the person so authorised shall be entitled to vote as if it were an individual shareholder.
- (f) To be valid, the Form of Proxy and any powers of attorney under which they are signed must be received by the Company Secretary at 4th Floor, 76 Baggot Street Lower, Dublin 2, Ireland not less than 48 hours before the time appointed for the holding of the meeting. Shareholders may send their signed Form of Proxy by e-mail to cosecfunds@apexgroup.com provided the original signed form is sent immediately by post to the above mentioned address. Any proxy form deposited less than 48 hours before the time of the meeting may be treated as valid at the discretion of the Directors.
- (g) A proxy need not be a shareholder of the Company but must attend the meeting in person, or any adjourned meeting, to represent you.