

**MFS 全盛基金**  
**可變資本投資公司**  
管理公司：MFS Investment Management Company (Lux) S.à r.l.  
註冊辦事處：4, rue Albert Borschette, L-1246 Luxembourg  
Grand Duchy of Luxembourg R.C.S.Luxembourg No. B 39.346

---

**年度股東大會通知**

---

尊敬的股東：

我們榮幸地邀請您參加訂於二零二三年六月十九日星期一上午十時（盧森堡時間）於盧森堡甘迺迪大道 49 號（49 avenue J. F. Kennedy, L-1855）之 State Street Bank International GmbH 盧森堡辦事處舉行的 MFS 全盛基金（「公司」）年度股東大會（「會議」），議程如下：

**議程**

1. 提呈截至二零二三年一月三十一日止財政年度的董事會報告和獲授權稽核師報告。
2. 批准公司截至二零二三年一月三十一日止的財務報表（包括資產負債表和損益表）。
3. 分配截至二零二三年一月三十一日止財政年度的淨業績（包括適用的股息分配）。
4. 准許免除公司董事截至二零二三年一月三十一日止財政年度的職責。為避免歧義，從二零二三年二月一日起至二零二四年舉行年度股東大會之日前，不得准許免除董事執行職務的責任。
5. 確認 Mitchell C. Freestone 先生以及 Malcolm (Mike) MacNaught 先生辭任公司董事，自二零二三年二月二十一日及二零二三年六月一日起生效。
6. 委任 Madeline Forrester 女士擔任公司新任董事（倘盧森堡金融業管理局於年度股東大會之日後批准，則 Forrester 女士委任事宜須經盧森堡金融業管理局批准後生效。）
7. 重選 Amrit Kanwal 先生、Lina M. Medeiros 女士、James R. Julian, Jr. 先生和 Thomas A. Bogart 先生擔任公司董事，直至二零二四年舉行下一屆年度股東大會之日或委任其繼任人為止。
8. 批准截至二零二三年一月三十一日止財政年度公司獨立股東報酬。
9. 重選 Ernst & Young S.A. 擔任自二零二三年二月一日起財政年度的獲授權稽核師，任職期限截至二零二四年舉行下一屆年度股東大會之日。



請注意，本公司發售文件和財務報表可從 [meridian.mfs.com](http://meridian.mfs.com) 或本公司註冊辦事處（地址：4, Rue Albert Borschette, L 1246, Luxembourg, Grand Duchy of Luxembourg）免費索取，亦可向公司的過戶代理人 State Street Bank International GmbH 盧森堡辦事處（地址：49, Avenue J. F. Kennedy, L-1855, Luxembourg，電話：+352 46-40-10-600）免費索取。

謹請股東注意，議程事項並無法定人數要求，並由有效投票票數的多數票決定。每份股份計為一票。股東可用本通知隨附的代表委任表格委託代表在任何會議上行事。該代表委任表格包含如何填寫該表格的說明。依以下註明之代表委任表格提交截止日期的公司股份名冊持有的股份有資格投票。

若閣下無法出席會議，請於二零二三年六月十四日星期三盧森堡時間下午四時之前以傳真或電子郵件方式將填妥並簽署的本函隨附的代表委任表格（連同任何委託書的原件或經證明副本或根據委託書簽署的其他授權書）發送予 Zakia Aouinti，地址是：Luxembourg-Domiciliarygroup@statestreet.com，和/或傳真至常駐代理人部門，傳真號碼為：(+ 352) 46 40 10 413。

承董事會命

**MFS 全盛基金**  
**可變資本投資公司**

**管理公司：MFS Investment Management Company (Lux) S.à r.l.**  
**註冊辦事處：4 rue Albert Borschette , L-1246 Luxembourg**  
**Grand Duchy of Luxembourg R.C.S.Luxembourg B 39.346**

---

**代表委任表格**

---

**用於年度股東大會**

以下簽名之本人／吾等特此將本人／吾等全部**MFS全盛基金**股份之不可撤銷的委任書授予會議主席，使之具有全權代理權，以便在二零二三年六月十九日星期一上午十時（盧森堡時間）舉行的**MFS全盛基金**（「公司」）年度股東大會（「會議」）及此後目的和議程相同的任何會議上代表本人／吾等，以吾等的名義或代表吾等對以下議程載列事宜採取行動或投票。

**委任說明：**請在下方以「X」標明您的投票選擇，並填妥及簽署接續於議程之後的灰框處。倘若送還的代表委任表格並無任何指示，則代表人可酌情投票，包括決定是否棄權。交遞填寫完畢的代表委任表格並不因此取消股東親自出席會議並投票的權利。

若是聯合股東，只需任何一位股東的簽名，但須陳明所有聯合股東的姓名，而資深投票股東的投票（不論親自投票或委託代表投票）須予以接納並排除其他聯合股東的投票。就本目的而言，資深資格按聯合持股股東名冊的姓名排序先後釐定。

為使之生效，請於二零二三年六月十四日星期三盧森堡時間下午四時之前，以傳真或郵遞方式將填妥並簽署的代表委任表格（連同任何委託書的原件或經證明副本或根據委託書簽署的其他授權書）交送予**Zakia Aouinti**：

**傳真號碼：(+352) 46.40.10.413**  
**地址：State Street Bank International GmbH, Zweigniederlassung Luxembourg**  
**49 avenue J. F. Kennedy L-1855 Luxembourg**  
**Grand Duchy of Luxembourg**



## 議程

您投票時，各項提案請只核選一個方框。

1. 提呈截至二零二三年一月三十一日止財政年度的董事會報告和獲授權稽核師報告。

贊成 ☐ 反對 ☐ 棄權 ☐

2. 批准公司截至二零二三年一月三十一日止的財務報表（包括資產負債表和損益表）。

贊成 ☐ 反對 ☐ 棄權 ☐

3. 分配截至二零二三年一月三十一日止財政年度的淨業績（包括適用的股息分配）。

贊成 ☐ 反對 ☐ 棄權 ☐

4. 准許免除公司董事截至二零二三年一月三十一日止年度的職責。為避免歧義，從二零二三年二月一日起至二零二四年舉行年度股東大會之日前，不得准許免除董事執行職務的責任。

贊成 ☐ 反對 ☐ 棄權 ☐

5. 確認 Mitchell C. Freestone 先生以及 Malcolm (Mike) MacNaught 先生辭任公司董事，自二零二三年二月二十一日及二零二三年六月一日起生效。

6. 委任 Madeline Forrester 女士擔任公司新任董事（倘盧森堡金融業管理局於年度股東大會之日後批准，則 Forrester 女士委任事宜須經盧森堡金融業管理局批准後生效。）

贊成 ☐ 反對 ☐ 棄權 ☐

7. 重選 Amrit Kanwal 先生、Lina M. Medeiros 女士、James R. Julian, Jr. 先生和 Thomas A. Bogart 先生擔任公司董事，直至二零二四年舉行下一屆年度股東大會之日或委任其繼任人為止。

贊成 ☐ 反對 ☐ 棄權 ☐

8. 批准截至二零二三年一月三十一日止財政年度公司獨立股東報酬。

贊成 ☐ 反對 ☐ 棄權 ☐



9. 重選 Ernst & Young S.A.擔任自二零二三年二月一日起財政年度的獲授權稽核師，任職期限截至二零二四年舉行下一屆年度股東大會之日。

贊成

☐

反對

☐

棄權

☐

*[填妥並簽署下一頁]*



本人／吾等特此授予並准予採取和執行所有和任何行使本文指定權力之必要或附帶行動的全部權力和授權，且本人／吾等批准和確認所有此等代表委任書均須依據本文件合法執行或致使合法執行。

正楷書寫股東名稱／姓名（公司名稱；名／姓）：

\_\_\_\_\_

正楷書寫代表名稱／姓名，如適用（公司名稱；名／姓）：

\_\_\_\_\_

帳號：

\_\_\_\_\_

簽署人：\_\_\_\_\_

簽署人（若是聯合帳戶）：\_\_\_\_\_

日期：\_\_\_\_\_

**MFS MERIDIAN FUNDS**  
**Société d'Investissement à Capital Variable**  
**Management Company: MFS Investment Management Company (Lux) S.à r.l.**  
**Registered Office: 4, rue Albert Borschette, L-1246 Luxembourg**  
**Grand Duchy of Luxembourg R.C.S. Luxembourg No. B 39.346**

---

**NOTICE OF ANNUAL GENERAL MEETING**

---

**Dear Shareholder,**

We have the pleasure of inviting you to attend the Annual General Meeting of Shareholders ("the Meeting") of the MFS Meridian Funds (the "Company"), which will be held on **Monday, 19 June 2023 at 10.00 a.m.** (Luxembourg time) at the offices of State Street Bank International GmbH, Zweigniederlassung Luxembourg, 49 avenue J. F. Kennedy, L-1855 Luxembourg, with the following agenda:

**AGENDA**

1. Presentation of the Board of Directors' report and of the Authorised Auditor's report for the fiscal year ended 31 January 2023.
2. Approval of the Company's financial statements (including the Balance Sheet and Profit & Loss Account) as of 31 January 2023.
3. Allocation of the net results (including distribution of dividends, where applicable) for the fiscal year ended 31 January 2023.
4. Discharge to be granted to the Directors of the Company for the fiscal year ended 31 January 2023. For avoidance of doubt, discharge shall not be granted to the Directors with respect to the performance of their duties from 1 February 2023 until the date of the Annual General Meeting to be held in 2024.
5. Acknowledgment of the resignations of Mr. Mitchell C. Freestone effective 21 February 2023 and Mr. Malcolm (Mike) MacNaught effective 01 June 2023 from their mandates as Directors of the Company.
6. Appointment of Ms. Madeline Forrester, as new Director of the Company, (Ms. Forrester's appointment is contingent upon and effective as of approval by the CSSF in case the CSSF approval is subsequent to the date of the Annual General Meeting.)
7. Re-election of Mr. Amrit Kanwal, Ms. Lina M. Medeiros, Mr. James R. Julian, Jr. and Mr. Thomas A. Bogart as Directors of the Company each to hold office until the next Annual General Meeting to be held in 2024 or until his or her successor is duly appointed.
8. Approval of the remuneration of the Company's Independent Directors for the fiscal year ended 31 January 2023.



9. Re-election of Ernst & Young S.A. as Authorised Auditor for the fiscal year beginning 1 February 2023 and until the next Annual General Meeting to be held in 2024.

Please note that copies of the Company's offering documents and financial statements are available upon request and free of charge at *[meridian.mfs.com](http://meridian.mfs.com)* or at the Company's registered office at 4, Rue Albert Borschette, L 1246, Luxembourg, Grand Duchy of Luxembourg or by contacting the Company's transfer agent State Street Bank International GmbH, Zweigniederlassung Luxembourg, at 49, Avenue J. F. Kennedy, L-1855, Luxembourg, Tel +352 46-40-10-600.

The shareholders are advised that no quorum for the items of the agenda is required and that the decisions will be taken at the majority of the votes validly cast at the Meeting. Each share is entitled to one vote. A shareholder may act at any Meeting by proxy, on the form of Proxy enclosed with this Notice. Instructions as to how to complete the form of Proxy are included in the Form. Shares held based on the Company's Share Register on the date of the deadline for submitting proxies noted below will be eligible for voting.

If you are not able to attend the meeting, complete and sign the enclosed Proxy Form (together with the original or a certified copy of any power of attorney or other authority under which it is executed) and return it by fax or by e-mail, no than later **4:00 p.m. (Luxembourg time)** on Wednesday, **14 June 2023** to the attention of Zakia Aouinti: Luxembourg- [Domiciliarygroup@statestreet.com](mailto:Domiciliarygroup@statestreet.com) and/or by fax to the attention of the Domiciliary Department at number : (+ 352) 46 40 10 413.

By order of the Board of Directors



**MFS MERIDIAN FUNDS**  
**Société d'Investissement à Capital Variable**  
**Management Company: MFS Investment Management Company (Lux) S.à r.l.**  
**Registered Office: 4 rue Albert Borschette , L-1246 Luxembourg**  
**Grand Duchy of Luxembourg R.C.S.Luxembourg B 39.346**

---

**FORM OF PROXY**

---

**for use at the Annual General Meeting**

I/we the undersigned, herewith give irrevocable proxy for all my/our shares of *MFS MERIDIAN FUNDS* to the Chairman of the Meeting with full power of substitution, to represent me/us at the Annual General Meeting of the Shareholders of MFS Meridian Funds (the "Company") to be held in Luxembourg on Monday, 19 June 2023 at 10.00 a.m. (Luxembourg time) (the "Meeting") and at any meeting to be held thereafter for the same purpose, with the same agenda and in our name and on our behalf to act and vote on the matters set out in the following agenda.

**Proxy Instructions:** Please indicate with an "X" below instructions for how your votes should be cast and complete and sign the shaded box following the Agenda. If this Form of Proxy is returned without any instructions, the proxy will exercise his or her discretion as to how he or she votes, including whether he or she abstains from voting. Deposit of a completed Form of Proxy will not preclude a Shareholder from attending the Meeting and voting in person.

In the case of the joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated and 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of Shareholders in respect of the joint holding.

**To be valid, kindly return the completed and signed form of proxy (together with the original or a certified copy of any power of attorney or other authority under which it is executed) by fax or mail to arrive no later than 4.00 p.m. (Luxembourg time) on Wednesday, 14 June 2023 to the attention of Zakia Aouinti at:**

**Fax number: (+352) 46.40.10.413**  
**Address: State Street Bank International GmbH, Zweigniederlassung Luxembourg**  
**49 avenue J. F. Kennedy L-1855 Luxembourg**  
**Grand Duchy of Luxembourg**



## **AGENDA**

**In order to express your vote, please tick only one box for each proposal.**

1. Presentation of the Board of Directors' report and of the Authorised Auditor's report for the fiscal year ended 31 January 2023.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

2. Approval of the Company's financial statements (including the Balance Sheet and Profit & Loss Account) as of 31 January 2023.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

3. Allocation of the net results (including distribution of dividends, where applicable) for the fiscal year ended 31 January 2023.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

4. Discharge to be granted to the Directors of the Company for the year ended 31 January 2023. For avoidance of doubt, discharge shall not be granted to the Directors with respect to the performance of their duties from 1 February 2023 until the date of the Annual General Meeting to be held in 2024.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

5. Acknowledgment of the resignations of Mr. Mitchell C. Freestone effective 21 February 2023 and Mr. Malcolm (Mike) MacNaught effective 01 June 2023 from their mandates as Directors of the Company.

6. Appointment of Ms. Madeline Forrester, as new Director of the Company, (Ms. Forrester's appointment is contingent upon and effective as of approval by the CSSF in case the CSSF approval is subsequent to the date of the Annual General Meeting.)

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

7. Re-election of Mr. Amrit Kanwal, Ms. Lina M. Medeiros, Mr. James R. Julian, Jr., and Mr. Thomas A. Bogart as Directors of the Company each to hold office until the next Annual General Meeting to be held in 2024 or until his or her successor is duly appointed.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐



8. Approval of the remuneration of the Company's Independent Directors for the fiscal year ended 31 January 2023.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

9. Re-election of Ernst & Young S.A. as Authorised Auditor for the fiscal year beginning 1 February 2023 and until the next Annual General Meeting to be held in 2024.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

*[complete and sign next page]*



I/We hereby give and grant full power and authorisation to do and perform all and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that said proxies shall lawfully do or cause to be done by virtue hereof.

**Printed Name(s) of Shareholder (Corporate; First/Last):**

\_\_\_\_\_

**Printed Name(s) of Proxy, if applicable (Corporate; First/Last):**

\_\_\_\_\_

**Account Number:**

\_\_\_\_\_

**Signed:** \_\_\_\_\_

**Signed (if joint account):** \_\_\_\_\_

**Date:** \_\_\_\_\_