

2023年8月31日

親愛的股東您好：

富達基金（簡稱「本基金」）截止至 2023 年 4 月 30 日年度之年度報告和帳目與股東年度大會

連同本基金董事會（「**董事會**」）之本說明函，請查看隨附下列文件：

- 有關舉行本基金股東年度大會（「**股東年度大會**」）之通知，其中詳述將於 2023 年 10 月 5 日提呈股東核准之事項
- 供您記錄自身就股東於本屆股東年度大會上將予審議之事項投票之委託書
- 詳述於股東年度大會上推選／重新推選董事之履歷之附錄

截止至 2023 年 4 月 30 日年度之年度報告和帳目

根據 2010 年 12 月 17 日宣佈之盧森堡法律的規定，股東可於富達網站 <https://www.fidelity.lu/funds/legal-documents> 下載截止至 2023 年 4 月 30 日年度之經審核年度報告和帳目。股東如需免費收到經審核年度報告和帳目之印刷本，可聯絡本基金註冊辦事處或逕向富達客服專員索取。

股東年度大會

股東年度大會謹訂於 2023 年 10 月 5 日（星期四）在本基金註冊辦事處舉行。股東年度大會將於當地時間正午開始。敬請行使表決權並於 2023 年 10 月 2 日正午十二點（盧森堡時間）前提交委託書。

附加資訊

為了幫助您決定提呈供您於股東年度大會上審議之決議案，請在下方查看有關每項決議案的若干附加資訊。

所有提呈股東核准之決議案皆屬標準業務，將經代表以簡單多數票表決通過。

第 1 項及第 2 項涉及截止至 2023 年 4 月 30 日年度之年度財務報表中所載董事會報告及會計師查核報告之列報。無需決議案。

第3至8項（詳情如下）需要股東核准，敬請全體股東對此等事項行使投票權。為了表明您對每項決議案之准駁或其他意見，請您在隨附之委託書上說明您希望如何對每項決議案進行表決，抑或選擇由主席自行決定表決。請填妥委託書，簽署並註明日期，然後透過郵寄、電郵（發送至以下地址：LUXTAOversight@fil.com）或可為該委託書提供佐證之其他電子方式交回。

第9項指可能提呈股東年度大會之任何其他事務。您無需就委託書上這一項進行投票。

提呈股東核准之事項

第3項：核准截止至2023年4月30日會計年度之年度財務報表

盧森堡公司法規定年度財務報表須在股東年度大會上提呈股東核准。年度財務報表已由本基金董事會審議並建議您核准。

第4項：解除董事會截止至2023年4月30日年度之工作職責履行責任

在年度財務報表通過後，股東年度大會還應專門投票表決是否准予解除董事會責任。只有當年度帳目中不存在隱瞞基金真實情況之遺漏或虛假資訊時，該責任之解除方才有效。

第5項：重新推選下列董事，任期直至將於2024年舉行的下一屆股東年度大會。

根據本基金章程，所有現任董事都將在股東年度大會上卸任。下列董事膺選連任：

- i. Jeffrey Lagarce 先生（董事長）
- ii. Anouk Agnes 女士
- iii. Yousef Al-Awadi 博士
- iv. Romain Boscher 先生
- v. Didier Cherpitel 先生
- vi. Carine Feipel 女士
- vii. Glen Moreno 先生
- viii. Anne Richards 女士
- ix. Jon Skillman 先生
- x. FIL (Luxembourg) S.A.

本函附錄中載有上述每位董事的簡短履歷，以供參考。據董事會所知，在本屆股東年度大會上重新推選之10名董事中，有8名非執行董事（其中3名為獨立董事）和2名執行董事。

董事會的組成定期接受檢討，確定其具備多元化之專業知識、技能和背景。

第 6 項：核准支付截止至 2023 年 4 月 30 日年度之董事費用

如年度財務報表所述，每名董事可獲得年費 50,000 歐元；董事長則可獲得年費 100,000 歐元。出席每次會議可另行獲得出席費 5,000 歐元。

經計入已放棄支領費用之董事（誠如年度報告和帳目所詳述者），董事就截止至 2023 年 4 月 30 日年度所提供服務賺取之總費用為 360,246 美元。

費用水準定期接受檢討，最近一次檢討是在 2020 年 7 月。據信，費用水準與董事之經驗和專業水準相符。

第 7 項：重新推選 Deloitte Audit S.à r.l. 為本基金之查核會計師（查核會計師亦同意），任期直至將於 2023 年舉行的下一屆股東年度大會。

法定查核會計師之委任須由股東聽取董事會的建議後予以核准。

提請您注意本委任所適用 Institut des Réviseurs d' Entreprises（「IRE」）之通用條款及條件。該等條款及條件之法文、英文或德文版載於 IRE 網站（www.IRE.lu標題為「Modèles des “conditions générales d'exécution des missions des réviseurs d'entreprises”」頁面）。

第 8 項：核准支付截止至 2023 年 4 月 30 日年度之股利及宣佈截止至 2024 年 4 月 30 日會計年度之股利。

該決議案旨在核准支付截止至 2023 年 4 月 30 日年度之股利，並准許董事會宣佈下一會計年度之股利，後者將在下一屆股東年度大會上請求核准。

如您就股東年度大會、年度財務報表或對本基金投資之任何方面有任何疑問，請聯絡您通常往來之獨立財務顧問或富達國際。

此致

A handwritten signature in blue ink, appearing to read 'Nishith Gandhi'.

Nishith Gandhi

FIL (Luxembourg) S.A.之常駐代表
富達基金，法人董事 謹啟

附錄

董事履歷

Jeffrey P. Lagarce（非執行董事兼任董事長）

美國；Lagarce 先生在機構投資業務方面擁有逾30年經驗，其中包括在富達擔任高級管理職位15年，並在OppenheimerFunds的子公司OFI Institutional Asset Management擔任總裁四年。他還曾作為管理受託人列席 Fidelity Equity and High Yield Funds 董事會。此外，他於2021年1月1日加入Colt Telecommunications董事會，這是一家總部位於倫敦的全球電訊及資料存儲公司。

Anouk Agnes（獨立非執行董事）

盧森堡；盧森堡多個董事會的董事，包括投資基金和管理公司；她還出任盧森堡 SOS Children's Villages International（SOS兒童村國際）主席。她曾擔任盧森堡首相的經濟顧問三年，於2022年卸任。她曾擔任盧森堡基金行業協會（「ALFI」）的副會長兼業務拓展及傳媒總監，在此之前，她是盧森堡財政部長關於促進和發展盧森堡金融中心地位的顧問。

Yousef A. Al-Awadi 博士，K.B.E.（非執行董事）

科威特；YAA Consultancy 董事長兼執行長，科威特海灣銀行 (Gulf Bank) 前執行長，Kuwait Investment Office 倫敦總裁兼執行長，以及 ABC Bahrain 銀行董事。歷任科威特和國際上許多公私部門的董事。

Romain Boscher（非執行董事）

法國；於2018年4月加入Fidelity International擔任全球投資長 — 股權。在此職位上，他負責監督富達的股權業務，並與經銷合作夥伴密切合作，使富達的投資能力能夠滿足客戶的需求。他於2022年4月1日辭去在富達的行政職務。他目前與富達合作的重點是在盧森堡和英國的多個董事會出任非執行董事。在加入富達之前，他曾擔任Amundi Asset Management的股權業務負責人。在此之前，他曾擔任Groupama Asset Management的投資長/副執行長。

Didier Cherpitel（非執行董事）

瑞士；現任 Swiss Philanthropy Foundation 理事，曾任 Association François-Xavier Bagnoud 財務長、Fondation Mérieux 理事兼財務長；J.P. Morgan 法國公司前董事長、紅十字會與日內瓦紅新月會國際聯合會之前執行長及 Atos Origin 前董事長。無國界管理人組織 (Managers Without Borders) 的創辦人兼理事長。

Carine Feipel（獨立非執行董事）

盧森堡；在盧森堡及紐約 Arendt & Medernach 事務所服務 20 年，擔任合夥人職務，該所在商事法律事務所中名列前茅。她現為多家公司的非常務董事，包括 Banque de Luxembourg、Morgan Stanley Investment Funds、AIG Europe 及其他多家金融業公司。她是歐洲工商管理學院

(INSEAD) 和盧森堡公司董事會 (ILA) 的認可董事。她於2019 年至2023年擔任盧森堡公司董事會 (ILA) 主席。

Glen Moreno（非執行董事）

美國；1987 年加入 FIL 董事會，現任 FIL 薪酬委員會主席、FIL 審計與風險委員會成員。此前，曾擔任 Virgin Money and Pearson PLC 董事長、駿懋銀行集團 (Lloyds Banking Group) 副主席兼財務報告委員會副主席。他也是 Man Group plc 的高級獨立董事以及 Prince of Liechtenstein Foundation 的受託人。他現任 Ditchley Foundation 的名譽理事長、英國皇家戲劇藝術學院前院長。1987 年至 1991 年間，曾擔任富達國際執行長；此前曾在花旗集團效力 18 年，期間出任集團執行主管和政策委員會成員。

Anne Richards（執行董事）

英國；Anne 於 2018 年 12 月加入富達國際擔任執行長，並於 2019 年 9 月獲委任為 FIL Limited 董事。Anne 在金融領域擁有三十年經驗，曾以分析師，投資組合經理和資訊長身份就職於多家全球知名公司，包括JP Morgan、Merrill Lynch Investment Managers、Aberdeen Asset Management 和 M&G Investments。

Anne 是一名特許工程師，最初在歐洲核子研究組織 (CERN) 任研究員。她是英國金融行為監管局從業人員小組的前主席，並於2020年12月獲委任為國際金融研究所（IIF）的董事會成員。

Anne於 2022 年 6 月獲任命為TheCityUK主席。她於 2021 年 6 月獲授爵級司令勳章 (DBE)，以表彰其對金融服務、婦女、教育和科學事務作出的貢獻。Anne 持有歐洲工商管理學院工商管理碩士學位和愛丁堡大學榮譽學士學位。她是愛丁堡皇家學會的會員，並擁有愛丁堡大學和赫瑞瓦特大學的榮譽學位。

Jon Skillman（獨立非執行董事）

盧森堡；高級顧問。歷任全球企業投資與股票計畫服務處常務董事、主管以及富達歐洲大陸常務董事。他於 1994 年加入富達，擔任富達管理與研究部規畫總監。在 2012 年獲委任為歐洲大陸常務董事之前，他曾在富達投資波士頓公司擔任富達股票計畫服務處總裁。

FIL (Luxembourg) S.A.

1988 年 10 月 14 日在盧森堡註冊成立，公司名稱為 Fidelity International Service (Luxembourg) S.A.，R.C.S. 編號為 B 29 112，註冊辦事處地址為：2a, Rue Albert Borschette, BP 2174, L-1021 Luxembourg, Grand Duchy of Luxembourg；該公司擔任本基金的經銷商、總經銷商 FIL Distributors 之代理人。FIL (Luxembourg) S.A. 由 Corporate Enablers & Europe 財務長 Nishith Gandhi 作為代表。於獲委任為財務長之前，他曾於富達歷任多項與財務、運營及產品相關的高級職務，包括資產管理運營處 (Asset Management Operations) 主管，負責富達零售基金系列的所有投資和基金運營服務事務。

富達基金
Société d'Investissement à Capital Variable
2a rue Albert Borschette
L-1246 Luxembourg
R.C.S B 34036

**即將於 2023 年 10 月 5 日舉行
的股東年度大會之通知**

謹通告富達基金（「本基金」）謹訂於 2023 年 10 月 5 日（星期四）正午十二點（盧森堡時間）在本基金註冊辦事處舉行股東年度大會。特邀股東參加股東年度大會，以審議以下議程並進行表決：

- 第 1 項** 提呈截止至 2023 年 4 月 30 日年度之董事會報告。
- 第 2 項** 提呈截止至 2023 年 4 月 30 日年度之會計師查核報告。
- 第 3 項** 核准截止至 2023 年 4 月 30 日會計年度的資產淨值表，及營運和淨資產變動表。
- 第 4 項** 解除董事會截止至 2023 年 4 月 30 日年度之工作職責履行責任。
- 第 5 項** 重新推選十（10）名董事，具體而言推選／重新推選下列董事，任期直至將於 2024 年舉行的下一屆股東年度大會：
- i. Anouk Agnes 女士
 - ii. Yousef Al-Awadi 博士
 - iii. Romain Boscher 先生
 - iv. Didier Cherpitel 先生
 - v. Carine Feipel 女士
 - vi. Jeffrey Lagarce 先生
 - vii. Glen Moreno 先生
 - viii. Anne Richards 女士
 - ix. Jon Skillman 先生
 - x. FIL (Luxembourg) S.A.（作為法人董事）；
- 第 6 項** 核准支付截止至 2023 年 4 月 30 日年度之董事費用。
- 第 7 項** 重新推選 Deloitte Audit S.á r.l. 為本基金之查核會計師（查核會計師亦同意），任期直至將於 2024 年舉行的下一屆股東年度大會。
- 第 8 項** 核准支付截止至 2023 年 4 月 30 日年度之股利及宣佈截止至 2024 年 4 月 30 日會計年度之股利。
- 第 9 項** 審議可適當提呈大會之該等其他事項。

除本基金章程所定合計持有本基金百分之三 (3%) 以上流通在外股份，或美籍人士持有本基金股份之相關限制外，每股股份享有一票投票權。股東受邀透過所附委託書進行表決。

舉行股東年度大會沒有法定人數要求，除另有說明外，決議案將以簡單多數票表決通過。投票表決不得計入股東未參與表決抑或已棄權或已退回空白或無效投票的股票所附投票。本基金的每一股股份在大會上有一票表決權，無論該股份價值為何。

2023 年 7 月 31 日

經董事會授權

股東年度大會
委託書

本人 / 我們

名稱
地址

客戶帳號: AB*****1234

AB*****1234

係富達基金的股份登記持有人，註冊辦事處地址為 2a rue Albert Borschette, B. P. L-1246 Luxembourg，現委任股東年度大會主席為本人 / 我們的代理人，代表本人 / 我們出席於 2023 年 10 月 5 日盧森堡時間正午十二點舉行的富達基金股東年度大會（「股東年度大會」）或其任何續會。請於下文適當方格內畫上「x」號，表明您對股東年度大會通知內所載決議案之投票意願。

		贊成	反對	棄權
第3項	核准截止至 2023 年 4 月 30 日會計年度之年度財務報表	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 4 項	解除董事會截止至 2023 年 4 月 30 日年度之工作職責履行責任。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 5 項	重新推選十（10）名董事，具體而言重新推選下列董事，任期直至將於 2024 年舉行的下一屆股東年度大會。			
	i. Anouk Agnes 女士	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ii. Yousef Al-Awadi 博士	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iii. Romain Boscher 先生	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iv. Didier Cherpitel 先生	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	v. Carine Feipel 女士	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vi. Jeffrey Lagarce 先生	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vii. Glen Moreno 先生	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	viii. Anne Richards 女士	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ix. Jon Skillman 先生	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	x. FIL (Luxembourg) S. A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 6 項	核准支付截止至 2023 年 4 月 30 日年度之董事費用	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 7 項	重新推選 Deloitte Audit S.à r.l. 為本基金之查核會計師（查核會計師亦同意），任期直至將於 2024 年舉行的下一屆股東年度大會。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 8 項	核准支付截止至 2023 年 4 月 30 日年度之股利及宣佈截止至 2024 年 4 月 30 日會計年度之股利。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

本委託書進一步授權該代表就議程第 9 項決議案投票。如帳戶持有人是未成年人，則本委託書須由其法定代理人簽署。如帳戶持有人是一家公司，則本委託書須由其法定代理人或委託授權簽署人簽署。

簽名:

日期:

附註

1. 請表明您的投票意願。如無指示，您的代表可於會上自行酌情進行投票或放棄投票。
2. 倘為聯名持有股份，則任何一名聯名持有人均可委任一名代表，但在股東名冊排名首位之持有人之投票（親自或由代表投出）可優先於其他聯名股東。
3. 請簽署本表格及署明日期，並在 2023 年 10 月 2 日正午十二點（盧森堡時間）前透過郵寄（地址為 2a rue Albert Borschette, B. P. 2174, L-1021 Luxembourg）、電郵（發送至以下地址：LUXTAOversight@fil.com）或可為該委託書提供佐證的其他電子手段交回富達基金。
4. 您於本表格內提供之資料將由富達或其關係企業持有並於電腦中處理。這可能涉及以網際網路等電子媒體傳輸資料。您的資料將獲保密處理，未經您同意，除非法律要求進行揭露，否則不會向任何其他第三方揭露。
5. 關於大會議程第5項（重新推選董事），請注意：倘若董事 / 候選人於股東年度大會舉行日期或之前退出選舉，您委任其他董事 / 候選人之相關投票仍將有效。

31st August 2023

Dear Shareholder

Annual Report and Accounts for the year ended 30 April 2023 & Annual General Meeting of the Shareholders of Fidelity Funds (“the Fund”)

Together with this explanatory letter from the board of directors of the Fund (the “**Board**”), please find enclosed the following documents:

- Notice convening the Annual General Meeting of the Shareholders of the Fund (the “**AGM**”), detailing the matters to be presented to shareholders for approval on 5 October 2023
- Form of Proxy for you to record your vote in respect of the matters to be considered by shareholders at this AGM
- Appendix detailing the biographies of the Directors offering themselves for election/re-election at the AGM

Annual Report and Accounts for the year ended 30 April 2023

In accordance with the provisions of the Luxembourg law dated 17 December 2010, the audited Annual Report and Accounts for the year ended 30 April 2023 will be accessible to Shareholders on Fidelity’s website <https://www.fidelity.lu/funds/legal-documents>. Shareholders may request to receive hard copy audited Annual Report and Accounts free of charge by contacting the registered office of the Fund or their usual Fidelity service centre.

Annual General Meeting

The AGM will be held on Thursday 5 October 2023 at the registered office of the Fund. The Annual General Meeting will commence at noon local time. We would encourage you to exercise your vote and to submit your Form of Proxy before 12 noon (Luxembourg time) on 2 October 2023.

Additional information

In order to help with your decision regarding the resolutions being presented for your consideration as part of the AGM, please find below some additional information around each resolution.

All resolutions being presented for shareholder approval are standard business and will be passed by a simple majority of the votes cast by proxy.

Point 1 and **Point 2** relate to the presentation of the Report of the Board and of the Report of the Auditors as contained in the Annual Financial Statements for the year ended 30 April 2023. No resolution is required.

Points 3 to 8, as detailed below, require shareholder approval and we would like to encourage all shareholders to exercise their right to vote on these matters. In order to indicate your approval or otherwise for each resolution, you are asked to indicate how you wish to vote on each resolution on the enclosed Form of Proxy or elect the Chairman to vote at their discretion. Please sign and date the Form of Proxy once completed and return it either by post, by email (to the following address: LUXTAOversight@fil.com) or by other electronic means capable of evidencing such proxy.

Point 9 relates to any other business that may come to the AGM. You are not required to vote on this point on the Form of Proxy.

Matters being presented to Shareholders for approval

Point 3: Approval of the Annual Financial Statements for the financial year ended 30 April 2023

Luxembourg company law requires that the Annual Financial Statements are presented to shareholders at the AGM for approval. The Annual Financial Statements have been considered by the Board of Directors of the Funds and are recommended to you for approval.

Point 4: Discharge of the Board with respect to the performance of their duties for the year ended 30 April 2023

After the adoption of the Annual Financial Statements, the AGM should also vote specifically on whether discharge is to be given to the Directors. Such discharge is only valid if the annual accounts contain no omission or false information concealing the true situation of the Fund.

Point 5: Re-election of the following Directors until the next annual general meeting of shareholders, which will be held in 2024.

In accordance with the Articles of Incorporation of the Fund, all current Directors will retire at the AGM. The following Directors are standing for re-election:

- i. Mr Jeffrey Lagarce (Chair)
- ii. Ms Anouk Agnes
- iii. Dr Yousef Al-Awadi
- iv. Mr Romain Boscher
- v. Mr Didier Cherpitel
- vi. Ms Carine Feipel

- vii. Mr Glen Moreno
- viii. Ms Anne Richards
- ix. Mr Jon Skillman
- x. FIL (Luxembourg) S.A.

A short biography for each of the abovementioned Directors is provided as an appendix to this letter for information. Out of the ten Directors offering themselves for re-election at this AGM, eight are considered non-executive of which three are considered by the Board to be independent, and two executive Directors.

The composition of the Board is kept under regular review and it is considered that it has a diverse mix of expertise, skills and backgrounds.

Point 6: Approval of the payment of Directors' fees for the year ended 30 April 2023.

As detailed in the Annual Financial Statements, each of the Directors are entitled to an annual fee of €50,000; the Chair is entitled to an annual fee of €100,000. There is an additional attendance fee of €5,000 for each meeting attended.

Taking into account those Directors that have waived their fees, as detailed in the Annual Report and Accounts, the total fees earned by the Directors in respect of services rendered for the year ended 30 April 2023 were \$360,246.

The level of fees is reviewed on a regular basis, most recently in July 2020. It is believed that the level of fee is appropriate for the level of experience and expertise of the Directors.

Point 7: Re-election of Deloitte Audit S.á r.l. as Auditor of the Fund (Réviseur d'entreprises agréé) until the next annual general meeting of shareholders, which will be held in 2024.

The appointment of the statutory auditor is subject to the approval of shareholders, on the recommendation of the Board.

Your attention is brought to the general terms and conditions of the Institut des réviseurs d'entreprises ("IRE"), which apply to this appointment. These can be found in French, English or German language on the IRE website (www.IRE.lu titled "Modèles des "conditions générales d'exécution des missions des réviseurs d'entreprises"").

Point 8: Approval of the payment of dividends for the year ended 30 April 2023 and to declare dividends in respect of the financial year ending 30 April 2024.

This resolution is to approve the dividends paid for the year ended 30 April 2023 and to permit the Board to declare dividends for the subsequent financial year, for which approval will be sought at the subsequent AGM.



Fidelity Funds
Société d'Investissement à Capital Variable
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R.C.S. Luxembourg B 34036

Should you have any queries about the Annual General Meeting, the Annual Financial Statements or about any aspect of your investment in the Fund, please contact your Independent Financial Adviser or Fidelity International in the usual manner.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Nishith Gandhi', written over a light blue rectangular background.

Nishith Gandhi

Permanent Representative of FIL (Luxembourg) S.A.
Corporate Director, Fidelity Funds

APPENDIX

DIRECTORS' BIOGRAPHIES

Jeffrey P. Lagarce (non-executive Director and Chair of the Board)

United States; Mr. Lagarce has more than 30 years of experience in the institutional investment business, including 15 years in senior management positions at Fidelity, and four years as president of OFI Institutional Asset Management, a subsidiary of OppenheimerFunds. He also served on the Board as a management trustee for the Fidelity Equity and High Yield Funds Board in the US. In addition, he joined the Board of Colt Telecommunications on 1 January 2021, which is a London based global telecommunications and data storage company.

Anouk Agnes (independent non-executive Director)

Luxembourg; Director of several Boards in Luxembourg including Investment Funds and Management Companies, she is also President of SOS Children's Villages International in Luxembourg. She served as Economic Advisor to the Prime Minister of Luxembourg for a period of three years, stepping down in 2022. She was previously Deputy Director General and Director Business Development and Communications with the Association of the Luxembourg Fund Industry ("ALFI") and prior to that she was Advisor to the Luxembourg Finance Minister on the promotion and development of the Luxembourg financial centre.

Dr. Yousef A. Al-Awadi K.B.E. (non-executive Director)

Kuwait; Chairman and Chief Executive Officer of YAA Consultancy and previously Chief Executive Officer of Gulf Bank in Kuwait and President and Chief Executive Officer of Kuwait Investment Office in London and Director of bank ABC Bahrain. His board directorships included many public and private sector entities in Kuwait and internationally.

Romain Boscher (non-executive Director)

France; Joined Fidelity International as Global Chief Investment Officer, Equities in April 2018. In this role he was responsible for overseeing Fidelity's equity franchise and working closely with distribution partners to align Fidelity's investment capabilities with client needs. He stepped down from his executive responsibilities at Fidelity with effect from 1 April 2022. The current focus of his engagement with Fidelity is as a non-executive Director on a number of Boards in Luxembourg and the UK. Prior to joining Fidelity, he was Head of Equities at Amundi Asset Management. Prior to that he was Chief Investment Officer / Deputy Chief Executive Officer for Groupama Asset Management.

Didier Cherpitel (non-executive Director)

Switzerland; currently Director of the Swiss Philanthropy Foundation; Chairman and former Treasurer of the Association François-Xavier Bagnoud; Director and Treasurer of Fondation Mérieux; former Chairman of J.P.Morgan in France, former Chief Executive Officer of the Federation of the Red Cross and Red Crescent societies in Geneva and former Chairman of Atos Origin. Founder and Chairman of Managers Without Borders.

Carine Feipel (independent non-executive Director)

Luxembourg; after 20 years at leading independent business law firm, Arendt & Medernach in Luxembourg and New York, where she was a partner, she is now a non-executive director of several companies including Banque de Luxembourg, Morgan Stanley Investment Funds, AIG Europe and several other companies of the financial sector. She is a Certified Director by INSEAD and the Luxembourg Institute of Directors ('ILA'). She has been the Chair of ILA from 2019 to 2023.

Glen Moreno (non-executive Director)

United States; He joined the FIL Board in 1987 and is the Chairman of the FIL Remuneration Committee and a member of the FIL Audit and Risk Committee. Glen was previously chairman of Virgin Money and Pearson PLC, Deputy Chairman of the Financial Reporting Council and Deputy Chairman of Lloyds Banking Group. He was also Senior Independent Director of Man Group plc and a Trustee of the Prince of Liechtenstein Foundation. He is an Honorary Governor of The Ditchley Foundation and a former director of the Royal Academy of Dramatic Art. From 1987 to 1991 he was Chief Executive of Fidelity International and prior to that spent 18 years at Citigroup, where he was a Group Executive and Member of the Policy Committee.

Anne Richards (executive Director)

United Kingdom; Anne joined Fidelity International as CEO in December 2018 and was appointed a Director of FIL Limited in September 2019. Anne has three decades of experience as an analyst, portfolio manager and CIO in the financial sector with global names including JP Morgan, Merrill Lynch Investment Managers, Aberdeen Asset Management and M&G Investments.

Anne is a Chartered Engineer and began her career as a research fellow at CERN. She is a former chair of the UK Financial Conduct Authority's Practitioner Panel and was appointed a board member of the Institute of International Finance (IIF) in December 2020.

Anne was appointed chair of TheCityUK in June 2022. Anne was appointed a Dame Commander (DBE) in June 2021 for services to Financial Services, Women, Education and Science. Anne holds an MBA from INSEAD and a BSc (Hons) from the University of Edinburgh. She is a fellow of the Royal Society of Edinburgh and holds honorary degrees from Edinburgh and Heriot-Watt Universities.



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Jon Skillman (independent non-executive Director)

Luxembourg; Senior Advisor. Previously Managing Director, Head of Global Workplace Investing and Stock Plan Services and Managing Director, Continental Europe at Fidelity. He joined Fidelity in 1994 as Director of Planning, Fidelity Management & Research. Prior to his appointment as Managing Director, Continental Europe in 2012, he was President of Fidelity Stock Plan Services at Fidelity Investments in Boston.

FIL (Luxembourg) S.A.

A company incorporated in Luxembourg on 14 October 1988 under the name of Fidelity International Service (Luxembourg) S.A. with R.C.S. number B 29 112 and having its registered office at 2a, Rue Albert Borschette, BP 2174, L-1021 Luxembourg, Grand Duchy of Luxembourg; the company acts as a Distributor of the Fund as agent of the General Distributor, FIL Distributors. FIL (Luxembourg) S.A. is represented by Nishith Gandhi, Chief Financial Officer Corporate Enablers & Europe. Prior to this appointment he performed a number of senior finance, operations and product related roles within Fidelity, including Head of Asset Management Operations with responsibility for all aspects of investment and fund operations across the Fidelity retail fund ranges.

Fidelity Funds
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Notice of Annual General Meeting of the Shareholders
to be held on 5 October 2023

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Fidelity Funds ("the Fund") will be held on Thursday 5 October 2023 at the registered office of the Fund at 12 noon (Luxembourg time). Shareholders will be invited to participate to the Annual General Meeting to consider and vote upon the following agenda:

- Point 1** Presentation of the Report of the Board of Directors for the year ended 30 April 2023.
- Point 2** Presentation of the Report of the Auditors for the year ended 30 April 2023.
- Point 3** Approval of the statement of net assets and statement of operations and changes in net assets for the financial year ended 30 April 2023.
- Point 4** Discharge of the Board of Directors with respect to the performance of their duties for the year ended 30 April 2023.
- Point 5** Re-election of ten (10) Directors, specifically the election/re-election of the following until the next Annual General Meeting of shareholders, which will be held in 2024:
- i. Ms Anouk Agnes
 - ii. Dr Yousef Al-Awadi
 - iii. Mr Romain Boscher
 - iv. Mr Didier Cherpitel
 - v. Ms Carine Feipel
 - vi. Mr Jeffrey Lagarce
 - vii. Mr Glen Moreno
 - viii. Ms Anne Richards
 - ix. Mr Jon Skillman
 - x. FIL (Luxembourg) S.A. as Corporate Director
- Point 6** Approval of the payment of Directors' fees for the year ended 30 April 2023.
- Point 7** Re-election of Deloitte Audit S.á r.l. as Auditor of the Fund (Réviseur d'entreprises agréé) until the next Annual General Meeting of shareholders, which will be held in 2024.
- Point 8** Approval of the payment of dividends for the year ended 30 April 2023 and to declare dividends in respect of the financial year ending 30 April 2024.
- Point 9** Consideration of such other business as may properly come before the meeting.

Subject to the limitations imposed by the Articles of Incorporation of the Fund with regard to ownership of shares by US persons or of shares which constitute in the aggregate more than three percent (3%) of the outstanding shares, each share is entitled to one vote. Shareholders are invited to vote via the form of proxy provided.

There is no quorum requirement for the holding of the Annual General Meeting and, unless otherwise indicated, resolutions will be passed by a simple majority of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. Each share of the Fund carries a single vote at the meeting, irrespective of the value of such a share.

31 July 2023

By Order of the Board



Form of Proxy Annual General Meeting

I/We

Name

Address

CLIENT ACCOUNT NUMBER: AB*****1234

being the registered holder(s) of shares in Fidelity Funds, having its registered office at 2a rue Albert Borschette, B.P. L-1246 Luxembourg, APPOINT the Chairman of the Annual General Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of Shareholders of Fidelity Funds (the "Annual General Meeting") to be held by proxy at 12 noon Luxembourg time on 5 October 2023 and at any adjournments thereof. Please indicate how you wish your votes to be cast on the resolutions set out in the Notice of Annual General Meeting by placing an "X" in the relevant box below:

		FOR	AGAINST	ABSTAIN
Point 3	Approval of the Annual Financial Statements for the financial year ended 30 April 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 4	Discharge of the Board with respect to the performance of their duties for the year ended 30 April 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 5	Re-election of ten (10) Directors, specifically the re-election of the following Directors until the next Annual General Meeting of shareholders, which will be held in 2024.			
	i. Ms Anouk Agnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ii. Dr Yousef Al-Awadi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iii. Mr Romain Boscher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iv. Mr Didier Cherpitel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	v. Ms Carine Feipel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vi. Mr Jeffrey Lagarce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vii. Mr Glen Moreno	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	viii. Ms Anne Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ix. Mr Jon Skillman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	x. FIL (Luxembourg) S.A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 6	Approval of the payment of Directors' fees for the year ended 30 April 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 7	Re-election of Deloitte Audit S.à r.l. as Auditor of the Fund (Réviseur d'entreprises agréé) until the next annual general meeting of shareholders, which will be held in 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 8	Approval of the payment of dividends for the year ended 30 April 2023 and to declare dividends in respect of the financial year ending 30 April 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is further empowered to vote on resolutions concerning item 9 of the agenda. If the account holder is a minor, the proxy must be signed by a legal representative. If the account holder is a company, the proxy must be signed by its legal representative or by a delegated authorised signatory.

Signature:

Dated:

D	D	M	M	Y	Y	Y	Y
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Notes

1. Please indicate how you wish your proxy to vote. If you do not do so, your proxy may vote, or may abstain from voting, at the meeting at their discretion.
2. In the case of joint holdings, any of the joint holders may appoint a proxy but the vote (in person or by proxy) of the most senior, in the order in which names appear in the register, shall be accepted to the exclusion of the other joint holders.
3. Please date and sign the form and return it to Fidelity Funds at 2a rue Albert Borschette, B.P. 2174, L-1021 Luxembourg,), by email (to the following address LUXTAOversight@fil.com) or by other electronic means capable of evidencing such proxy, so as to arrive no later than 12.00 noon (Luxembourg time) on 2 October 2023.
4. The information you provide on this form will be held and processed on computer by Fidelity or associated companies. This may involve the transfer of data by electronic media including the Internet. Your information will be held in confidence and not passed to any third party without your permission or unless we are required to do so by law.
5. With regard to point 5 of the agenda (re-election of Directors), please note that in case a Director/candidate withdraws from election on or before the date of the Annual General Meeting, your votes will remain valid with regard to the appointment of the other Directors/candidates.