



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.

Siège social: 4, rue Albert Borschette, L-1246 Luxembourg

R.C.S.Luxembourg B 39.346 (「本公司」)

特別股東大會通知

謹告知MFS全盛基金諸股東，本公司將在盧森堡時間二零二四年三月一日星期五上午十一時於盧森堡甘迺迪大道49號（49, avenue J.F. Kennedy, Luxembourg）之State Street Bank International GmbH盧森堡辦事處舉行特別股東大會，並由公證人出席見證。

MFS全盛基金董事會（「董事會」）希望釐清其設立贖回／轉換門檻（「門檻」）的權限，贖回／轉換門檻是盧森堡開放式投資基金當中常見的流動性管理工具。 門檻允許董事會設定MFS全盛基金（「基金」）的子基金在任一基金營業日必須接受贖回或轉換的最大百分比，以淨資產的百分比表示。 超過門檻的贖回或轉換金額，得由董事會根據股東最佳利益決定遞延至下一個營業日，或者遞延一段期間（不超過十個基金營業日）。 所有指令都將按比例遞延，且較之後的要求優先達成。 董事會提案修訂MFS全盛基金公司章程（「章程」）第16條，如下方議程所述：

1. 修訂第16條最後一段（贖回和轉換股份），以釐清董事會設立贖回門檻的權限（新增文字以下劃線標示）：

若某估值日收到基金的大量贖回及/或轉換要求（亦即超過董事會設立及基金說明書所述之基金資產淨值特定百分比（「門檻」）的要求），在遵守適用監管規定的前提下，董事會可按基金說明書所述，決定將超過門檻的所有或部分要求遞延至下一個估值日或遞延一段期間（不超過十個營業日），做法由董事會根據本公司及其股東最佳利益釐定。本公司將據以通知受影響股東。於遞延期之後的下一個相關估值日，這些要求會較之後的要求優先達成，在必要情況下將在有關股東之間按比例處理。此外，本公司可決定遞延部分或所有此等要求的付款結算，直到本公司在未經非必要延遲的情況下已出售相關基金中的對應資產為止。無論如何，此等要求將較之後的要求優先處理。

議程所述之修訂版章程預期將於二零二四年五月一日生效。 經過標註的提案修訂版章程副本（標示提案修訂文字）可於本公司註冊辦事處（地址：4, rue Albert Borschette, L-1246, Luxembourg）或致電+352-46-40-10-600免費索取。

大會將合法舉行，並依法以已發行股本50%的最低法定人數議決議程事項。 決議獲得的贊成票若達投票數的三分之二，將予以通過。 每份股份計為一票。 股東可委託代表在大會上行事。

若閣下不能參加會議，請於二零二四年二月二十七日盧森堡時間下午4:00之前以傳真或郵遞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副本或根據委託書簽署的其他授權書）發送予Zakia Aouinti：

傳真號碼： +352-46-40-10-413
地址： State Street Bank International GmbH, Luxembourg Branch
49 avenue J. F. Kennedy, L-1855 Luxembourg
Grand Duchy of Luxembourg

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
R.C.S.Luxembourg B 39.346

代表委任表格

用於特別股東大會

本人／吾等經簽署於下，特此將本人／吾等

MFS 全盛基金

股份之不可撤銷的委任書授予大會主席，使之具有全權代理權，以便在盧森堡時間二零二四年三月一日星期五上午十一時舉行的 MFS 全盛基金特別股東大會（「大會」）及此後目的和議程相同的任何會議上代表本人／吾等，以本人／吾等之名義代表本人／吾等對以下議程所載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。即便您已繳交填妥的代表委任表格，仍可按意願親自參加大會並在會上投票。

若是共同持有人，只需任何一位股東的簽名，但須陳明所有共同持有人的姓名，而先順位持有人的投票（不論親自投票或委託代表投票）須予以接納並排除其他共同持有人的投票。就本目的而言，先後順位按共同持股股東名冊的姓名排序先後釐定。

若批准本公司章程修訂的提案正式通過，修訂版章程將於二零二四年五月一日生效。

為使之生效，請於二零二四年二月二十六日星期二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, Luxembourg Branch
49 avenue J. F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg



議程

閣下投票時，各項提案請只核選一個方框。

1. 修訂第16條最後一段（贖回和轉換股份），以釐清董事會設立贖回門檻的權限（新增文字以下劃線標示）：

若某估值日收到基金的大量贖回及/或轉換要求（亦即超過董事會設立及基金說明書所述之基金資產淨值特定百分比（「門檻」）的要求），在遵守適用監管規定的前提下，董事會可按基金說明書所述，決定將超過門檻的所有或部分要求遞延至下一個估值日或遞延一段期間（不超過十個營業日），做法由董事會根據本公司及其股東最佳利益釐定。本公司將據以通知受影響股東。於遞延期之後的下一個相關估值日，這些要求會較之後的要求優先達成，在必要情況下將在有關股東之間按比例處理。此外，本公司可決定遞延部分或所有此等要求的付款結算，直到本公司在未經非必要延遲的情況下已出售相關基金中的對應資產為止。無論如何，此等要求將較之後的要求優先處理。

贊成

反對

棄權

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，且凡是指定代表人應依據本文件合法執行或致使合法執行之一切行動，本人／吾等在此均予以批准並確認。

正楷書寫股東名稱（公司名稱或名／姓）：

正楷書寫代表名稱，如適用（公司名稱或名／姓）：

帳號：

簽署人：_____

簽署人（若是共同帳戶）：_____

日期：_____



MFS MERIDIAN FUNDS
Société d'Investissement à Capital Variable
Management Company: MFS Investment Management Company (Lux) S.à.r.l.
Siège social: 4, rue Albert Borschette, L-1246 Luxembourg
R.C.S. Luxembourg B 39.346 (the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to MFS MERIDIAN FUNDS shareholders that an Extraordinary General Meeting of shareholders will be held before a notary, at the offices of State Street Bank International GmbH, Luxembourg Branch, 49, avenue J.F. Kennedy, Luxembourg, on **Friday, 1 March 2024 at 11:00 a.m.** Luxembourg time.

The Board of Directors (the "Board") of MFS Meridian Funds seeks to clarify its authority to establish a redemption/exchange gate (a "Gate"), which is a liquidity management tool common among Luxembourg open-end investment funds. A Gate permits the Board to set a maximum percentage of redemptions or exchanges out of a sub-fund of MFS Meridian Funds (a "Fund"), stated as a percentage of net assets, that the Fund must accept any single Fund business day. Redemption or exchange amounts in excess of the Gate may be deferred to the following business day or for a period (not to exceed ten Fund business days) as determined by the Board of Directors to be in the best interests of shareholders. All orders would be deferred proportionately and would have priority over later requests. The Board proposes to amend Article 16 of MFS Meridian Funds' Articles of Incorporation ("Articles") as set forth in the following agenda:

1. Amendment of the final paragraph of Article 16 (Redemption and Conversion of Shares) to clarify the Board's authority to establish a redemption gate (additional text is underlined):

In case of massive redemption and/or conversion requests from a Fund on any Valuation Date (meaning requests in excess of a certain percentage of a Fund's net asset value (the "Gate") as established by the Board of Directors and set forth in the Prospectus), subject to applicable regulatory requirements, the Board of Directors may decide that all requests in excess of the Gate, or any portion of the excess requests, be deferred to the following Valuation Date or for a period (not to exceed ten business days) and in a manner that the Board of Directors considers to be in the best interests of the Company and its shareholders as described in the Prospectus. The Company will inform affected shareholders accordingly. Following that period, with respect to the next relevant Valuation Date, these requests will be met in priority to later requests, if necessary on a pro rata basis among involved shareholders. In addition, the Company may decide to delay the settlement of payment for some or all such requests until the Company has sold the corresponding assets in the relevant Fund without unnecessary delays. Such requests will, in any case, be dealt with by priority to later requests.

The entry into force of the revised Articles as set forth in the agenda is expected to be on **1 May 2024**. A marked copy of the proposed amended Articles (showing the proposed amendments) is available free of charge at the Company's registered office at 4, rue Albert Borschette, L-1246, Luxembourg or by calling +352-46-40-10-600.

The Meeting will be validly constituted and will validly decide on the agenda items with a minimum quorum of 50% of the issued capital. Resolutions will be passed if approved by at least two-thirds of the votes cast. Each share is entitled to one vote. A shareholder may act at the meeting by proxy.

If you are not able to attend the meeting, complete and sign the enclosed Proxy Form (together with the original or certified copy of any power of attorney or other authority under which it is executed) by fax or by mail, no later than 4:00 p.m. Luxembourg time on 27 February 2024 to the attention of Zakia Aouinti at:

Fax number: +352-46-40-10-413

**Address: State Street Bank International GmbH, Luxembourg Branch
49 avenue J. F. Kennedy, L-1855 Luxembourg
Grand Duchy of Luxembourg**

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
R.C.S. Luxembourg B 39.346

FORM OF PROXY

For use at the Extraordinary General Meeting

I/we the undersigned, herewith give irrevocable proxy for all my/our shares of

MFS MERIDIAN FUNDS

to the Chairperson of the Meeting with full power of substitution, to represent me/us at the Extraordinary General Meeting of the Shareholders of MFS Meridian Funds (“the Meeting”) to be held in Luxembourg on **Friday, 1 March 2024 at 11.00 a.m.** (Luxembourg time), and at any meeting to be held thereafter for the same purpose and with the same agenda, to act and vote in my/our name and on my/our behalf 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. If you transmit a completed form of proxy, you are still permitted to attend the Meeting and vote in person if you desire.

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 holder who submits a vote, whether in person or by proxy, will 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.

If the proposals to approve the amendments to the Company's Articles are duly approved, the effective date of the amended Articles will be **1 May 2024**.

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 Tuesday, 26 February 2024 to the attention of Zakia Aouinti at:

Fax number: (+352) 46.40.10.413
Address: State Street Bank International GmbH, Luxembourg Branch
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. Amendment of the final paragraph of Article 16 (Redemption and Conversion of Shares) to clarify the Board's authority to establish a redemption gate (additional text is underlined):

In case of massive redemption and/or conversion requests from a Fund on any Valuation Date (meaning requests in excess of a certain percentage of a Fund's net asset value (the "Gate") as established by the Board of Directors and set forth in the Prospectus), subject to applicable regulatory requirements, the Board of Directors may decide that all requests in excess of the Gate, or any portion of the excess requests, be deferred to the following Valuation Date or for a period (not to exceed ten business days) and in a manner that the Board of Directors considers to be in the best interests of the Company and its shareholders as described in the Prospectus. The Company will inform affected shareholders accordingly. Following that period, with respect to the next relevant Valuation Date, these requests will be met in priority to later requests, if necessary on a *pro rata* basis among involved shareholders. In addition, the Company may decide to delay the settlement of payment for some or all such requests until the Company has sold the corresponding assets in the relevant Fund without unnecessary delays. Such requests will, in any case, be dealt with by priority to later requests.

FOR

AGAINST

ABSTAIN

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 or First/Last):

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

Account Number:

Signed: _____

Signed (if joint account): _____

Date: _____