



**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**

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## **年度股東大會通知**

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**尊敬的股東：**

我們榮幸地邀請您參加訂於二零二五年六月十六日星期一上午十時（盧森堡時間）於 State Street Bank International GmbH 盧森堡辦事處（地址：49 avenue J. F. Kennedy, L-1855 Luxembourg）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. 提呈截至二零二五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. 批准公司截至二零二五年一月三十一日止的財政年度財務報表（包括資產負債表和損益表）。
3. 分配截至二零二五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二零二五年一月三十一日止財政年度的職責。為避免歧義，從二零二五年二月一日起至二零二六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(i) Amrit Kanwal 先生辭任公司董事職務及(ii)委任 Heidi W. Hardin 女士為其繼任人，皆於二零二四年十一月二十一日生效。
6. 選舉 Heidi W. Hardin 女士擔任公司董事，直至二零二六年舉行下一次年度股東大會為止或委任其繼任人為止。
7. 重選 Mitchell C. Freestone 先生、Madeline Forrester 女士、James R. Julian, Jr. 先生和 Thomas A. Bogart 先生擔任公司董事，直至二零二六年舉行下一屆年度股東大會之日或委任其繼任人為止。
8. 批准截至二零二五年一月三十一日止財政年度公司獨立董事報酬。
9. 重選 Ernst & Young S.A. 擔任自二零二五年二月一日起財政年度的獲授權稽核師，任職期限截至二零二六年舉行下一屆年度股東大會之日。



10. 任何於股東大會之日前可能向此大會適當提出的其他商務。

請注意，公司發售文件和財務報表可從 [meridian.mfs.com](http://meridian.mfs.com) 或公司註冊辦事處（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股份名冊持有的股份有資格投票。

若閣下不能參加會議，請於二零二五年六月十一日星期三盧森堡時間下午四時之前以傳真或寄送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副本或根據委託書簽署的其他授權書）發送予 Zakia Aouinti

電子郵件地址：[Luxembourg-Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com)

傳真號碼： (+352) 46 40 10 398

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.  
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**代表委任表格**

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**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，以便在二零二五年六月十六日星期一上午十時（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規定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，先後順位按共同持股股東名冊的姓名排序先後釐定。

為使之生效，請於二零二五年六月十一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副本或根據委託書簽署的其他授權書）交送予**Zakia Aouinti**：

電子郵件地址：[Luxembourg-Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com)

傳真號碼： (+352) 46 40 10 398

地址：**State Street Bank International GmbH, Luxembourg Branch  
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. 提呈截至二零二五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. 批准公司截至二零二五年一月三十一日止的財政年度財務報表（包括資產負債表和損益表）。

贊成 ☐ 反對 ☐ 棄權 ☐

3. 分配截至二零二五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二零二五年一月三十一日止年度的職責。為避免歧義，從二零二五年二月一日起至二零二六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(i) Amrit Kanwal 先生辭任公司董事職務及(ii)委任 Heidi W. Hardin 女士為其繼任人，皆於二零二四年十一月二十一日生效。

贊成 ☐ 反對 ☐ 棄權 ☐

6. 選舉 Heidi W. Hardin 女士擔任公司董事，直至二零二六年舉行下一次年度股東大會為止或委任其繼任人為止。

贊成 ☐ 反對 ☐ 棄權 ☐

7. 重選 Mitchell C. Freestone 先生、Madeline Forrester 女士、James R. Julian, Jr. 先生和 Thomas A. Bogart 先生擔任公司董事，直至二零二六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. 批准截至二零二五年一月三十一日止財政年度公司獨立董事報酬。

贊成 ☐

反對 ☐

棄權 ☐

9. 重選 Ernst & Young S.A.擔任自二零二五年二月一日起財政年度的獲授權稽核師，任職期限截至二零二六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（公司名稱；名／姓）：

\_\_\_\_\_

正楷書寫代表名稱，如適用（公司名稱；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.**

**Registered Office: 4, rue Albert Borschette, L-1246 Luxembourg**

***Grand Duchy of Luxembourg R.C.S. Luxembourg No. B 39.346***

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***NOTICE OF ANNUAL GENERAL MEETING***

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**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, 16 June 2025 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 2025.
2. Approval of the Company's financial statements (including the Balance Sheet and Profit & Loss Account) for the fiscal year ended 31 January 2025.
3. Allocation of the net results (including distribution of dividends, where applicable) for the fiscal year ended 31 January 2025.
4. Discharge to be granted to the Directors of the Company for the fiscal year ended 31 January 2025. For avoidance of doubt, discharge shall not be granted to the Directors with respect to the performance of their duties from 1 February 2025 until the date of the Annual General Meeting to be held in 2026.
5. Acknowledgment of (i) the resignation of Mr. Amrit Kanwal from his mandate as Director of the Company and (ii) the appointment of Ms. Heidi W. Hardin as his successor, each effective 21 November 2024.
6. Election of Ms. Heidi W. Hardin as Director of the Company until the next Annual General Meeting to be held in 2026 or until his or her successor is duly appointed.
7. Re-election of Mitchell C. Freestone, Ms. Madeline Forrester, 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 2026 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 2025.
9. Re-election of Ernst & Young S.A. as Authorised Auditor for the fiscal year beginning 1 February 2025 and until the next Annual General Meeting to be held in 2026.
10. Any other business which may be properly brought before this Meeting.

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 later than **4:00 p.m. (Luxembourg time)** on **Wednesday, 11 June 2025** to the attention of Zakia Aouinti

**Email Address:** [Luxembourg- Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com)

**Fax number:** (+352) 46 40 10 398

**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**  
***Grand Duchy of Luxembourg R.C.S.Luxembourg B 39.346***

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***FORM OF PROXY***

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**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, 16 June 2025 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 by mail to arrive no later than 4.00 p.m. (Luxembourg time) on Wednesday, 11 June 2025 to the attention of Zakia Aouinti at:**

**Email Address:** [Luxembourg-Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com)

**Fax number:** (+352) 46 40 10 398

**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. Presentation of the Board of Directors' report and of the Authorised Auditor's report for the fiscal year ended 31 January 2025.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

2. Approval of the Company's financial statements (including the Balance Sheet and Profit & Loss Account) for the fiscal year ended 31 January 2025.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

3. Allocation of the net results (including distribution of dividends, where applicable) for the fiscal year ended 31 January 2025.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

4. Discharge to be granted to the Directors of the Company for the year ended 31 January 2025. For avoidance of doubt, discharge shall not be granted to the Directors with respect to the performance of their duties from 1 February 2025 until the date of the Annual General Meeting to be held in 2026.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

5. Acknowledgment of (i) the resignation of Mr. Amrit Kanwal from his mandate as Director of the Company and (ii) the appointment of Ms. Heidi W. Hardin as his successor, each effective 21 November 2024.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

6. Election of Ms. Heidi W. Hardin as Director of the Company until the next Annual General Meeting to be held in 2026 or until his or her successor is duly appointed.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

7. Re-election of Mr. Mitchell C. Freestone, Ms. Madeline Forrester, 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 2026 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 2025.

**FOR** ☐ **AGAINST** ☐ **ABSTAIN** ☐

9. Re-election of Ernst & Young S.A. as Authorised Auditor for the fiscal year beginning 1 February 2025 and until the next Annual General Meeting to be held in 2026.

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