



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 FOR SHAREHOLDERS IN HONG KONG

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.

Notice is hereby given to shareholders of MFS MERIDIAN FUNDS (the "Company") and its SFC-authorized sub-funds which include Asia Ex-Japan Fund, Blended Research® European Equity Fund, Continental European Equity Fund, Emerging Markets Debt Fund, Emerging Markets Equity Fund, European Core Equity Fund, European Research Fund, European Smaller Companies Fund, European Value Fund, Global Concentrated Fund, Global Equity Fund, Global High Yield Fund, Global Research Focused Fund, Global Total Return Fund, Inflation-Adjusted Bond Fund, Japan Equity Fund, Limited Maturity Fund, Prudent Wealth Fund, U.K. Equity Fund, U.S. Concentrated Growth Fund, U.S. Government Bond Fund, U.S. Total Return Bond Fund and U.S. Value Fund (together, the "Sub-Funds") that an Extraordinary General Meeting of shareholders shall be held before a notary, at the offices of the Company's agent, 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 (i.e., 1 March 2024 at 6:00 p.m. Hong Kong 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 Sub-Fund, stated as a percentage of net assets, that the Sub-Fund must accept any single Sub-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 Sub-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:

- I. 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** (shareholders will be further notified if the effective date of the revised Articles is delayed). A marked copy of the proposed amended Articles (showing the proposed amendments) is available free of charge at the Fund and the Sub-Funds' Hong Kong representative, State Street Trust (HK) Limited at 68/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong; telephone numbers +852 2840 5388.

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. A notification of the results of the Meeting will be published upon its conclusion. All shareholders including those shareholders, if any, who vote against the aforesaid changes, will be able to redeem their shares free of any redemption fee (but subject to any applicable Back-End Load) on any Valuation Date during the period after the Meeting and prior to the Effective Date.

If you are not able to attend the meeting, please 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). The Proxy Form should arrive at 68/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong, being the registered office of State Street Trust (HK) Limited, the Hong Kong representative of the Company no later than 4.00pm (Hong Kong time) on Tuesday, 27 February 2024 (three business days prior to the Meeting). Alternatively, Proxy Forms may be sent directly to State Street Bank International GmbH, Luxembourg Branch, by fax or by mail, no later than 4:00 p.m. Luxembourg time on 27 February 2024 (i.e., 27 February 2024 at 11:00 p.m. Hong Kong time) 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**

If you require any further information or a free version of the Sub-Funds' most recent Annual and Interim Reports, as well as the Sub-Funds' Product Key Facts Statements, Important Information for Residents of Hong Kong, Prospectus for Hong Kong Investors or Articles of Incorporation, please contact the Fund's and the Sub-Fund's Hong Kong representative, State Street Trust (HK) Limited at 68/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong; telephone numbers +852 2840 5388. Further, the documents noted above continue to be available at meridian.mfs.com (N.B.: the Fund's and the Sub-Funds' website has not been reviewed by the Securities and Futures Commission and may contain information on funds not authorized by the Securities and Futures Commission) and hard copies of the Sub-Funds' financial reports will only be mailed to shareholders upon request. Please also contact State Street Trust (HK) Limited should you have any queries or for the purpose of subscriptions, redemptions and/or conversion of shares.

The Directors accept responsibility for the accuracy of the contents of this Notice.

By order of the Board of Directors
9 February 2024