



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: _____