



MFS MERIDIAN FUNDS

R.C.S. Luxembourg B 39346

Société d'Investissement à Capital Variable

Registered office : 4, rue Albert Borschette,

L-1246 Luxembourg

Extraordinary General Meeting of Shareholders of 25 March 2024

Number

In the year two thousand and twenty-four, the twenty-fifth day of March.

Before Us, *Maître* **Henri Hellinckx**, notary, residing in Luxembourg, Grand-Duchy of Luxembourg.

Was held an extraordinary general meeting (the "**Meeting**") of shareholders of **MFS MERIDIAN FUNDS** (the "**Company**"), a public limited company (*société anonyme*) qualifying as an investment company with variable share capital (*société d'investissement à capital variable*) subject to the provisions of the law of 17 December 2010 relating to undertakings for collective investment, as amended, having its registered office at 4, rue Albert Borschette, L-1246 Luxembourg, incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed of *Maître* Reginald Neuman, then notary residing in Luxembourg, Grand-Duchy of Luxembourg, dated 4 February 1992, published in the *Mémorial C, Recueil des Sociétés et Associations*, (the "**Mémorial**") number 84 on 12 March 1992 and registered with the Luxembourg Trade and Companies Register under number B 39346. The articles of incorporation have been amended for the last time on 24 July 2015 by deed of the undersigned notary published in the *Mémorial*, number 2031 on 11 August 2015.

The Meeting was opened at 11:00 am, Luxembourg time, under the chairmanship of Mrs Louise CHIAPPALONE, residing professionally in Luxembourg,

who appointed as secretary Mr Santi TROVATO, residing professionally in Luxembourg.

The Meeting elected as scrutineer Mrs Zakia AOUINTI, residing professionally in Luxembourg.

The board of the Meeting having thus been constituted, the chairman declared and requested the notary to record that:

I. The agenda of the Meeting is 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.

II. A first extraordinary general meeting of shareholders of the Company was held before the undersigned notary on 1 March 2024 with the same agenda as set out above and could not validly deliberate on the items of the agenda for lack of quorum.

III. The Meeting has been called pursuant to convening notices, which have been sent by mail to each registered shareholder of the Company on 4 March 2024 and have been published in the Recueil Électronique des Sociétés et Associations and in the Luxemburger Wort on 4 March 2024 as well as on several foreign newspapers. A copy of such publications has been submitted to the Meeting.

IV. In accordance with article 450-3 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the Meeting may validly deliberate on the items of the agenda without any quorum requirement and the resolution on each item of the agenda has to be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting.

V. The names of the shareholders present at the Meeting or duly represented by proxy, the proxies of the represented shareholders, as well as the number of shares held by each shareholder, are set forth on an attendance list, signed by the shareholders present, the proxies of the represented shareholders, the members of the board of the Meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialed by the members of the board of the Meeting and by the notary and shall be attached to this document for information purpose only.

VI. Pursuant to the attendance list, out of 818,729,304.12 shares issued and representing the entire share capital of the Company, 2,025,530 shares are present or represented.

VII. The Meeting is duly constituted and can therefore validly deliberate on the items of the agenda.

After having duly deliberated on all the items of the agenda, the Meeting took the following resolution:

SOLE RESOLUTION

The Meeting resolved to amend the final paragraph of Article 16 (Redemption and Conversion of Shares) to clarify the Board's authority to establish a redemption gate which shall henceforth read as follows:

"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.”.

Votes in favour: 1,535,979.

Votes against: 486,177.

Abstentions: 3,374.

The resolution is consequently adopted.

The Meeting decides that the **entry into force** of the above resolutions shall be **1 May 2024**.

There being no further business on the agenda, the Meeting was closed.

Statement

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English only.

WHEREOF the present notarial deed was drawn up in Luxembourg, Grand Duchy of Luxembourg, on the day specified at the beginning of this document.

The document having been read to the appearing persons, known to the notary by name, first name and residence, the said persons signed together with Us, the notary, the present deed.