

**Jupiter Merlin Funds**  
*Société d'Investissement à Capital Variable*  
Registered office: 6, route de Trèves, L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 139.274  
(the "**Company**")

6 route de Trèves  
Senningerberg  
L-2633 Luxembourg  
[www.jupiteram.com](http://www.jupiteram.com)

Luxembourg, 13 December 2019

Dear Shareholder,

As a shareholder in the Company, you are hereby convened to assist to an extraordinary general meeting of shareholders of the Company which will be held on 14 January 2020 (or any adjournment thereof), at 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, at 10:30 a.m. (Luxembourg time) (the "**Meeting**") to deliberate and vote on the following agenda:

#### **AGENDA – SOLE RESOLUTION**

With effect from 18 February 2020, full restatement of the articles of incorporation of the Company (the "**Articles**"), without changing the current object (article three) or the form of the Company, in order, *inter alia*, to change the name of the Company into "Jupiter Investment Fund" and to reflect the reform of the Luxembourg Law of 10 August 1915 on commercial companies (the "**1915 Law**") and therefore to amend, *inter alia*, the Articles as follows:

1. Amendment of Article one in order to change of the name of the Company from "Jupiter Merlin Funds" to "Jupiter Investment Fund" .
2. Amendment of Article four in order to provide the board of directors (the "**Board**") with the power to transfer the registered office of the Company in any municipality of the Grand Duchy of Luxembourg and to amend the Articles accordingly.
3. Amendment of Article five in order to, *inter alia*, :
  - (i) clarify that the Board may create classes of shares for an unlimited or a limited period of time; and
  - (ii) update the provisions relating to the merger, liquidation, division and reorganisation of classes of shares or sub-funds, and notably remove the requirements to have a quorum of half of the capital at the first extraordinary general meeting in case of a merger with another UCITS where as a result, the Company ceases to exist.
4. Amendment of Article six in order to:
  - (i) insert the possibility to issue dematerialised shares and global share certificates;
  - (ii) remove the possibility to issue bearer shares;
  - (iii) reflect the possibility for shareholders to be notified by email; and
  - (iv) insert provisions in relation to fraction of shares and joint shareholders.
5. Amendment of Article eight in order to clarify and further develop the circumstances under which the Company may impose restrictions in relation to the ownership of shares and insert the possibility for the Board to suspend the exercise of voting rights of each shareholder who is in default of her/his/its obligations under the Articles.
6. Amendment of Article nine in order to reflect the fact that resolutions of shareholders meeting are

binding upon all shareholders of the Company.

7. Amendment of Article ten in order to:
  - (i) remove the specific date and hour of the annual general meeting (the "**AGM**") as it is no longer required by the 1915 Law to insert this information in the Articles;
  - (ii) provide that the AGM shall be held within six months following the end of the financial year; and
  - (iii) insert precision concerning the holding of general meetings which relate exclusively to a particular class of shares.
8. Amendment of Article twelve in order notably to clarify the means that can be used for convening shareholders' meeting.
9. Amendment of Article fourteen in order to:
  - (i) remove the obligation to appoint a permanent chairman of the Board as it is no longer required by the 1915 Law; and
  - (ii) insert the possibility for the Board to create committee.
10. Amendment of Article fifteen in order to reflect the removal of the obligation to appoint a permanent chairman of the Board.
11. Amendment of Article seventeen in order to replace the reference to "personal interest" by "direct or indirect financial interest" due the amendments made to the 1915 Law in this respect and possibility to submit a decision to a meeting of shareholders in case the Board cannot deliberate on an item due to a conflict of interest.
12. Amendment of Article twenty in order to clarify that the Board is authorised to determine the terms of the engagement of the "*réviseur d'entreprises agréé*".
13. Amendment of Article twenty-one in order, notably, to clarify the provisions in relation to redemption and conversion requests.
14. Amendment of Article twenty-two in order to insert further cases of possible suspension of the determination of the net asset value.
15. Amendment of Article twenty-seven in order to notably clarify the possibility of reinvestment of dividends.

## VOTING

In order to be able to deliberate validly on the sole resolution of the agenda of the Meeting (the "**Agenda**"), a quorum of at least 50% of the capital will be required. The sole resolution on the Agenda will be adopted if approved by two thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. The quorum and majority requirements will be calculated on the shares in issue at midnight the fifth day preceding the Meeting.

If the Meeting is not in a position to deliberate on the Agenda for lack of quorum, a further meeting will be held on 4 February 2020 at 11:45 a.m. (Luxembourg time) to deliberate and vote on the same Agenda. At such reconvened meeting, there will be no quorum required and the sole resolution on the Agenda will be taken at a majority of two

thirds of the votes cast. A second convening notice will be sent to the shareholders of the Company. Proxy forms already received for the Meeting will remain valid and be used at the reconvened meeting, if any, having the same agenda unless expressly revoked.

The text of the proposed amendments to the Articles and the draft consolidated Articles is available, free of charge, upon request, at the registered office of the Company.

#### **VOTING ARRANGEMENTS**

You may vote in person or by proxy. A proxy form is attached.

Shareholders wishing to attend and/or vote at the Meeting should send an email to [Luxembourg.company.admin@jpmorgan.com](mailto:Luxembourg.company.admin@jpmorgan.com) no later than 10 January 2020 for the Meeting or no later than 31 January 2020 for the further meeting.

If you are not able to attend the Meeting, you are kindly requested to complete the proxy form and return it duly signed and dated, first by email to [Luxembourg.company.admin@jpmorgan.com](mailto:Luxembourg.company.admin@jpmorgan.com), and then by mail to the registered office of the Company to the attention of Sarah Boyes Derengowski no later than 10 January 2020 for the Meeting or no later than 31 January 2020 for the reconvened meeting.

For any further questions, you may contact your financial adviser or usual sales representative.

Yours faithfully,

Jupiter Merlin Funds

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**By order of the Board of Directors**