



**MFS MERIDIAN FUNDS**  
Société d'Investissement à Capital Variable  
À Compartiments Multiples

Siège social: 4, rue Albert Borschette, L-1246 Luxembourg  
R.C.S. Luxembourg B 39.346

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**NOTICE TO SHAREHOLDERS**

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

Luxembourg, 21 October 2022

Notice is hereby given to the shareholders of MFS Meridian Funds that the Board of Directors<sup>1</sup> has resolved to make certain changes to MFS Meridian Funds' offering documents, including the Key Investor Information Documents and prospectus (the "**Prospectus**") which relate to certain sub-funds of MFS Meridian Funds as described below.

These changes will be effective on **21 November 2022**, one month following the date of this Notice (the "**Effective Date**") and will be reflected in the next update of the Prospectus.

*You are not required to take any action in respect of this Notice.*

**All Sub-Funds – Modification of Expense Cap Arrangement**

Massachusetts Financial Services Company as investment manager to the sub-funds (the "**Investment Manager**") currently maintains a voluntary arrangement to pay for certain of the sub-funds' expenses, so that such expenses do not exceed the threshold specified in the Prospectus under "Fund Profile – Fund's Ongoing Charges" for each share class of each sub-fund (the "**Expense Cap**"). As stated in the Prospectus, the Expense Cap arrangement excludes certain expenses, specifically, investment management fees, distribution and servicing fees, taxes (other than the Luxembourg *taxe d'abonnement*), brokerage and transaction costs, currency conversion costs, extraordinary expenses, and expenses associated with a sub-fund's investment activities including interest.

Sub-fund expenses may include contingency fees incurred in connection with tax reclaim recoveries. As a result of a series of decisions by the European Court of Justice, some sub-funds are eligible to file for reclaim of taxes previously withheld by certain jurisdictions within the European Union. To perform the administrative steps for pursuing such reclaims, an external service provider (who is not affiliated with the Investment Manager) has been retained on behalf of the relevant sub-funds and is compensated on a contingent fee basis, *i.e.*, the fees are a percentage of amounts successfully recovered and there is no expense to the sub-funds if there is no recovery ("**Tax Reclaim Recovery Expenses**").

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<sup>1</sup> Capitalized terms, unless otherwise defined, shall have the same meaning given in the Prospectus of MFS Meridian Funds dated 21 July 2022, prior to the date of this Notice.

As of the Effective Date, the Expense Cap arrangement will be modified such that Tax Reclaim Recovery Expenses are among those expenses excluded from the Expense Cap. As a result, in the event of a successful tax reclaim recovery by a sub-fund, the sub-fund (and not the Investment Manager) will bear the corresponding contingency fee as a percentage of the amount recovered. Disclosure throughout the Prospectus will be amended accordingly.

## **General**

Other than as stated above, there are no changes to any sub-fund's objective, investment policies/restrictions or fee structure.

Shareholders may redeem their shares free of any redemption fee; however, any applicable Back-End Load (e.g., contingent deferred sales charge, or "CDSC") will still apply. Your intermediary may separately charge a processing fee.

Updated Prospectuses reflecting all changes noted above (along with the Funds' financial reports and Articles of Incorporation) shall be available at 49, Avenue J.F. Kennedy, c/o State Street Bank International GmbH, Luxembourg Branch, L-1855 Luxembourg, Grand-Duchy of Luxembourg or at 4, rue Albert Borschette, L-1246 Luxembourg, the registered office of MFS Meridian Funds.

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

By order of the Board of Directors