



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

Siège social: 4, rue Albert Borschette, L-1246, Luxembourg
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NOTICE TO SHAREHOLDERS

CONSOLIDATION OF CERTAIN SHARE CLASSES

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

Luxembourg, 25 October 2023

Notice is hereby given to the shareholders of MFS Meridian Funds (the "Company") that the Board of Directors¹ has resolved to make the following changes which relate to certain share classes of the sub-funds noted below (the "Funds"). Any reference to a Fund name shall be preceded with "MFS Meridian Funds –" which may not be stated throughout this Notice.

These changes will take effect on 12 January 2024 (the "**Effective Date**") following a two-month notice period.

You are not required to take any action in respect of this Notice, unless you wish to exercise your right to redeem or exchange your Fund shares prior to the Effective Date.

Consolidation of Selected Share Classes

The Board has determined to consolidate certain share classes of certain Funds, as described below. The share class consolidations are a result of a review by the Company's Board of Directors and its management company MFS Investment Management Company (Lux) S.à r.l. (the "Management Company") of the global market environment and expected demand for these share classes. This review considered the operational and administrative inefficiencies of maintaining share classes with minimal assets.

The consolidations will result in the liquidation and termination of certain share classes (each, a "Terminating Class") on the Effective Date, and the automatic conversion of any remaining holdings in each Terminating Class to the corresponding receiving class of the same Fund (each, a "Receiving Class"), all as indicated in **Appendix A**. Only the specified share classes of the indicated Funds will be affected. A shareholder of a Terminating Class who does not wish to participate in the consolidation may redeem or exchange such Terminating Class shares prior to the Effective Date.

¹ Capitalized terms, unless otherwise defined, shall have the same meaning given in the Prospectus of the Company dated 28 August 2023 prior to the date of this Notice.

On the Effective Date, any remaining shareholders of each Terminating Class will receive shares of the corresponding Receiving Class equal in total value to the shareholder's Terminating Class shares as of 11 January 2024, the business day immediately preceding the Effective Date.

New purchases and exchanges into the Terminating Classes will be suspended as of 8 November 2023 in anticipation of their termination. The Management Company may authorize exceptions upon request based on operational considerations.

The Receiving Class may differ from the corresponding Terminating Class as follows: (i) it may have a lower fee structure (but will not have a higher fee structure), (ii) it may have different dividend payment characteristics, (iii) it may be denominated in a different currency, and/or (iv) where one Class is hedged to the Fund's base currency, the other Class may not be hedged to the Fund's base currency. **Appendix A** provides a summary of the differences between each Terminating Class and the corresponding Receiving Class. Please refer to a description of the relevant Receiving Class included in the Prospectus of MFS Meridian Funds dated 28 August 2023.

Appendix A also includes a comparison of the total expense ratio (as set forth in the Key Investor Information Document ("KIID")) of each Terminating Class and the corresponding Receiving Class. Actual expenses may vary over time. **In each case, the total expense ratio of the Receiving Class is equal to, or lower than, the total expense ratio of the corresponding Terminating Class.**

Shareholders of Terminating Class shares should consult their financial intermediary or tax advisor as to the possible tax or other consequences of the automatic conversion. The Company, its Board of Directors and its agents including the Management Company will have no liability in respect of the individual tax affairs of any investors or shareholders.

General

Shareholders who do not wish to participate in the consolidations may redeem or exchange their Terminating Class shares at any time prior to the Effective Date according to the MFS Meridian Funds' usual redemption or exchange procedures. MFS Meridian Funds will not charge 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.

The Funds' offering documents (including Key Investor Information Documents and the Prospectus) reflecting the availability of the various Classes of the Funds, the Funds' financial reports and Articles of Incorporation are available free of charge at the website meridian.mfs.com or upon request from the Management Company at 4, rue Albert Borschette, L-1246, Luxembourg, as well as through the local representatives/agents of the Funds in other jurisdictions where the Funds are distributed.

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

By order of the Board of Directors

Appendix A

The total expense ratios provided below, for comparison purposes, are as set forth in the current Key Investor Information Document of the relevant share class. Actual expense ratios of a share class may vary over time.

| Fund | <u>Terminating Share Class</u> | <u>Total Expense Ratio</u> | | <u>Receiving Share Class</u> | <u>Total Expense Ratio</u> | <u>Summary of Differences between Terminating Class and Receiving Class</u> |
|----------------------------------|---------------------------------------|-----------------------------------|---|-------------------------------------|-----------------------------------|--|
| Continental European Equity Fund | A1GBP | 1.85% | → | WH1GBP | 0.85% | Receiving Class has lower ongoing expenses than Terminating Class. Receiving Class is hedged to euros, the base currency of the Fund; Terminating Class is not hedged. |
| Diversified Income Fund | AH2EUR | 1.60% | → | AH1EUR | 1.60% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Diversified Income Fund | AH4EUR | 1.60% | → | AH1EUR | 1.60% | Receiving Class does not distribute income; Terminating Class distributes income annually net of expenses. |
| Emerging Markets Debt Fund | AH2EUR | 1.55% | → | WH1EUR | 0.90% | Receiving Class has lower ongoing expenses than Terminating Class. Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Emerging Markets Debt Fund | WH2EUR | 0.90% | → | WH1EUR | 0.90% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Emerging Markets Debt Fund | WH2GBP | 0.90% | → | WH1GBP | 0.90% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| European Core Equity Fund | CH1USD | 2.80% | → | AH1USD | 2.05% | Receiving Class has lower ongoing expenses than Terminating Class. |
| European Research Fund | CH1USD | 2.73% | → | AH1USD | 1.96% | Receiving Class has lower ongoing expenses than Terminating Class. |
| European Research Fund | I3EUR | 0.84% | → | I1EUR | 0.84% | Receiving Class does not distribute income; Terminating Class distributes income gross of expenses. |
| European Smaller Companies Fund | CH1USD | 2.80% | → | AH1USD | 2.05% | Receiving Class has lower ongoing expenses than Terminating Class. |
| European Value Fund | A1GBP | 1.91% | → | W1GBP | 1.16% | Receiving Class has lower ongoing expenses than Terminating Class. |
| European Value Fund | WH1CHF | 1.25% | → | W1EUR | 1.16% | Terminating Class is denominated in Swiss francs and hedged to euros, the base currency of the Fund; Receiving Class is denominated in euros. |
| Global Equity Fund | A1GBP | 1.91% | → | W1GBP | 1.16% | Receiving Class has lower ongoing expenses than Terminating Class. |
| Global Equity Income Fund | AH2EUR | 1.70% | → | AH1EUR | 1.70% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |

| Fund | Terminating Share Class | Total Expense Ratio | | Receiving Share Class | Total Expense Ratio | Summary of Differences between Terminating Class and Receiving Class |
|--------------------------------|--------------------------------|----------------------------|---|------------------------------|----------------------------|--|
| Global High Yield Fund | A2EUR | 1.40% | → | A1EUR | 1.40% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Global High Yield Fund | AH2EUR | 1.40% | → | A1EUR | 1.40% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. Terminating Class is hedged to U.S. dollars, the base currency of the Fund; Receiving Class is not hedged. |
| Global Opportunistic Bond Fund | AH2EUR | 1.20% | → | AH1EUR | 1.20% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Global Opportunistic Bond Fund | I2USD | 0.55% | → | I1USD | 0.55% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Global Total Return Fund | AH2EUR | 1.92% | → | AH1EUR | 1.87% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |
| Global Total Return Fund | AH4EUR | 1.95% | → | AH1EUR | 1.87% | Receiving Class does not distribute income; Terminating Class distributes income annually net of expenses. |
| Prudent Capital Fund | AH4EUR | 2.02% | → | AH1EUR | 1.93% | Receiving Class does not distribute income; Terminating Class distributes income annually net of expenses. |
| Prudent Capital Fund | WH1CHF | 1.00% | → | WH1EUR | 0.94% | Terminating Class is denominated in Swiss francs; Receiving Class is denominated in euros. |
| U.K. Equity Fund | A1GBP | 1.85% | → | W1GBP | 0.85% | Receiving Class has lower ongoing expenses than Terminating Class. |
| U.K. Equity Fund | W2GBP | 0.85% | → | W1GBP | 0.85% | Receiving Class does not distribute income; Terminating Class distributes income net of expenses. |