

20210111-02

檔 號：
保存年限：

富盛證券投資顧問股份有限公司 函

地址：台北市信義區松德路 171 號 9 樓及 9 樓之一
承辦人：交易暨基金事務部
電子信箱：dealing@cgsice.com
電話：(02)2728-3222

受文者：各銷售機構

發文日期：中華民國 110 年 1 月 7 日

發文字號：(110)富顧字第 03210107001 號

速別：

密等及解密條件或保密期限：普通

附件：

一、MGIS plc - EGM Circular (2021)中英文版(共 2 份)。

主旨：先機環球基金（下稱「本公司」）將於西元 2021 年 2 月 8 日下午 2 時（愛爾蘭時間）召開股東常會，謹此公告。

說明：

- 一、先機環球基金將於西元 2021 年 2 月 8 日下午 2 時（愛爾蘭時間）於位於 33 Sir John Rogerson's Quay, Dublin 2, Ireland 之本公司登記營業處召開本公司股東臨時會開會通知，會中將提出特別決議案交付股東表決。
- 二、股東臨時會為下列目的舉行：
議決事項：
本公司名稱變更為先機環球基金（Jupiter Asset Management Series public limited company），並自 2021 年 2 月 15 日起生效。
- 三、在取得股東對開會通知所載特別決議案為同意之前提下，擬修訂公開說明書以反映前述相關變更。修訂後之公開說明書亦將涵蓋下列第 A 至 G 項所述之若干其他所擬修訂與更新以及其他雜項更新（包括更新本公司董事簡介及管理公司新任命董事等資訊）。該等變更將納入修訂後之公開說明書，該經修訂之公開說明書預計於 2021 年 2 月 15 日或其前後之日發行。
 - A. 基金之名稱變更；
 - B. 管理公司暨經銷商之名稱變更，將更名為木星資產管理（歐洲）有限公司（Jupiter Asset Management (Europe) Limited）；

- C. 投資管理公司之名稱變更，將更名為木星投資管理有限公司 (Jupiter Investment Management Limited)；
- D. 香港代表人之名稱變更，將更名為木星資產管理（亞太）有限公司 (Jupiter Asset Management (Asia Pacific) Limited)；
- E. 網址變更，www.merian.com 之網址將變更為 www.jupiteram.com.；
- F. 部分類股之名稱變更，所有基金之 A 股均將更名為 L 股。；
- G. 最低投資金額之變更。

四、 有關先機環球基金本次股東臨時會之通知暨其相關討論決議事項，請參閱股東通知書。

正本： 台灣銀行股份有限公司、台灣土地銀行股份有限公司、合作金庫商業銀行股份有限公司、華南商業銀行股份有限公司、彰化商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、國泰世華商業銀行股份有限公司、高雄銀行股份有限公司、兆豐國際商業銀行股份有限公司、花旗(台灣)商業銀行股份有限公司、台灣中小企業銀行股份有限公司、渣打國際商業銀行、台中商業銀行股份有限公司、京城商業銀行股份有限公司、華泰商業銀行股份有限公司、台灣新光商業銀行股份有限公司、聯邦商業銀行股份有限公司、遠東國際商業銀行、元大商業銀行股份有限公司、星展(台灣)商業銀行股份有限公司、日盛國際商業銀行股份有限公司、安泰商業銀行股份有限公司、匯豐(台灣)商業銀行股份有限公司、凱基商業銀行股份有限公司、板信商業銀行股份有限公司、陽信商業銀行股份有限公司、三信商業銀行股份有限公司、台新國際商業銀行股份有限公司、玉山商業銀行股份有限公司、瑞興商業銀行股份有限公司、中國信託商業銀行股份有限公司、王道商業銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、元大證券股份有限公司、元富證券股份有限公司、國泰綜合證券股份有限公司、日盛證券股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、統一綜合證券股份有限公司、華南永昌綜合證券股份有限公司、中租證券投資顧問股份有限公司、安睿宏觀證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、富達投信股份有限公司、新光證券投資信託股份有限公司、宏遠證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、群益金鼎證券股份有限公司、安聯人壽保險股份有限公司、宏泰人壽保險股份有限公司、合作金庫人壽保險股份有限公司、英屬百慕達商安達人壽保險股份有限公司台灣分公司、元大人壽保險股份有限公司、台灣人壽保險股份有限公司、國泰證券投資顧問股份有限公司、國泰證券投資信託股份有限公司。

副本：

董事長 蔡政宏

此為重要文件，需要 台端立即注意。台端如對應採取的行動有任何疑問，應向 台端的投資顧問、稅務顧問及/或法律顧問（視情況而定）尋求專業意見。

如 台端已出售或轉讓 台端在先機環球基金（下稱「本公司」）的所有股份，請立即將本文件送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。

本公司董事就本文件所載之資訊負責。於董事之最大所知所信範圍內（已盡一切合理注意確保此為真），本文件所載之資訊與事實相符且未遺漏任何可能影響該資訊意涵之內容。

除本文另有規定或本通知書另有變更或其他說明外，本文件內大寫的用語應與本公司2020年7月22日的公開說明書（下稱「公開說明書」）內大寫的用語具有相同定義。

先機環球基金

股東通知書

（為依據 2011 年歐洲共同體（可轉讓證券集體投資計畫）條例（2011 年 S.I.第 352 號及其修訂），於愛爾蘭成立之開放式可變資本有限責任投資公司，係一子基金間責任分離之可轉讓證券集體投資計畫）

訂於2021年2月8日下午2時（愛爾蘭時間）召開的本公司股東臨時會開會通知檢附於本通知書後。不論 台端是否參加本次股東臨時會，請依所載指示填妥並擲回委託書表格。

本通知書隨附之委託書表格，應以郵寄至Tudor Trust Limited（地址：33 Sir John Rogerson's Quay, Dublin 2，收件人：Martin McDonnell）或以電郵發送至tudortrust@dilloneustace.ie（正本應隨後郵寄）等方式擲回。委託書表格應於本次會議或其延會所訂開會時間至少48小時前送達至上述地址。股東填寫委託書表格時應特別注意。

2021年1月7日

親愛的股東，您好：

如 台端所知，先機環球基金（下稱「**本公司**」）為根據愛爾蘭法律成立的有限責任可變資本投資公司，各子基金之間責任分別獨立，且經愛爾蘭中央銀行（下稱「**中央銀行**」）依據2011年歐洲共同體（可轉讓證券集體投資計畫）條例及其修訂（下稱「**條例**」）於1997年10月10日許可。本公司為一傘型公司，由若干子基金（以下合稱或各稱為「**基金**」）所組成。

本公司董事將於2021年2月8日下午2時（愛爾蘭時間）召開本公司股東臨時會，屆時將提請股東同意下列事項：

A. 特別事項 — 變更本公司名稱

變更本公司名稱

謹尋求 台端同意本公司組織大綱及章程（下稱「**組織章程**」）之所擬修訂，以將本公司名稱由先機環球基金（Merian Global Investors Series plc）變更為先機環球基金（Jupiter Asset Management Series plc）。

如 台端所知，先機環球投資（歐洲）有限公司（Merian Global Investors (Europe) Limited）、先機環球投資（英國）有限公司（Merian Global Investors (UK) Limited）及先機環球投資（亞太）有限公司（Merian Global Investors (Asia Pacific) Limited）之最終母公司 - Merian Global Investors Limited（下稱「**MGIL**」），已於2020年7月被Jupiter Fund Management plc（係一家在倫敦證交所主板市場掛牌上市之公司，下稱「**JFM plc**」）所收購（下稱「**本案併購**」）。

JFM plc 已於2020年7月1日完成本案併購。作為兩家公司整合之一環，本公司之名稱擬變更為先機環球基金（Jupiter Asset Management Series plc）。本公司變更後之名稱將納入本公司設立文件，包括經更新之組織章程，並向中央銀行、愛爾蘭公司登記處及本公司股份註冊或銷售所在地司法轄區之其他相關主管機關辦理相關申報。本公司名稱變更之生效日預計為2021年2月15日或其前後之日（下稱「**生效日**」）。

B. 交付本公司股東表決之議案

因此，為通過本公司名稱之變更，附錄 A 所載之特別決議案（下稱「**特別決議案**」）應於股東臨時會上提交股東表決。

本次股東臨時會之正式開會通知列於本通知書之附錄 A，委託書表格則列於附錄 B。

C. 法定最低人數及投票規定

兩名股東親自出席或委託代理人出席，即符合本公司本次會議的法定最低人數。若於本次會議預定開會時間起半小時內仍不足法定最低人數，則會議將延至次一禮拜同一天，於同一時間和地點召開，或延至董事決定之其他日期、其他時間及地點召開。如該延會預定開會時間起半小時內仍不足法定最低人數，以出席股東人數為法定最低人數。

附錄 A 開會通知中所載之特別決議案將必須由股東親自或委由代理人於股東臨時會上以不低於 75% 表決票數通過。

D. 董事建議

董事認為前揭特別事項符合本公司股東整體之最佳利益，故建議 台端投票贊成所提議案。

E. 應採取之行動

為通過本文件所載提案，建議 台端先閱讀後附所有文件。

本公司股東臨時會 本文件附錄 A 為訂於 2021 年 2 月 8 日下午 2 時（愛爾蘭時間）於位於 33 Sir John Rogerson's Quay, Dublin 2, Ireland 之本公司登記營業處召開本公司股東臨時會開會通知，會中將提出特別決議案交付股東表決。股東應親自出席股東臨時會，或填妥並擲回本通知書附錄 B 所附委託書表格，以行使表決權。若台端希望透過代理人進行表決，則應填妥委託書表格，並以郵寄至 Tudor Trust Limited（地址：33 Sir John Rogerson's Quay, Dublin 2，收件人：Martin McDonnell）或以電郵發送至 tudortrust@dilloneustace.ie（正本應隨後郵寄）等方式擲回。委託書表格最遲必須於股東臨時會或其延會預定開會時間的 48 小時前送達方為有效，故最遲應於 2021 年 2 月 6 日下午 1 時 59 分（愛爾蘭時間）前送達。即便已指派代理人，台端仍可參加會議並行使表決權。台端之基金股份如以代名人之名義登記，則 台端僅得以指示登記持有人代您投票的方式，行使該等股份的表決權。

F. 更新公開說明書

在取得股東對附錄 A 開會通知所載特別決議案為同意之前提下，本公司擬修訂公開說明書以反映前述相關變更。

此外，修訂後之公開說明書亦將涵蓋下列第 G~M 項所述之若干其他所擬修訂與更新以及其他雜項更新（包括更新本公司董事簡介及管理公司新任命董事等資訊）。該等變更將納入修訂後之公開說明書，該經修訂之公開說明書預計於 2021 年 2 月 15 日或其前後之日發行。

修訂後之公開說明書，在取得相關監理機關核可後，將可於一般營業時間內向本公司之行政管理公司登記營業處免費索取。

G. 本公司基金之名稱變更

繼先機集團公司因上文所述之所有權變動而進行更名後，且在前揭特別決議案獲得通過之前提下，自生效日起，本公司下列基金之名稱將變更如下：

基金之現行名稱	提議之基金新名稱
Merian World Equity Fund 先機環球股票基金	Jupiter Merian World Equity Fund 先機環球股票基金
Merian North American Equity Fund 先機北美股票基金	Jupiter Merian North American Equity Fund (IRL) 先機北美股票基金
Merian US Equity Income Fund 先機美國入息基金	Jupiter Merian US Equity Income Fund 先機美國入息基金
Merian Pacific Equity Fund 先機亞太股票基金	Jupiter Pacific Equity Fund 先機亞太股票基金
Merian China Equity Fund 先機中國基金	Jupiter China Equity Fund 先機中國基金
Merian Global Emerging Markets Fund 先機全球新興市場基金	Jupiter Global Emerging Markets Focus Fund 先機全球新興市場基金
Merian Emerging Market Debt Fund 先機新興市場債券基金	Jupiter Emerging Market Debt Fund 先機新興市場債券基金
Merian Local Currency Emerging Market Debt Fund 先機新興市場本地貨幣債券基金	Jupiter Local Currency Emerging Market Debt Fund 先機新興市場本地貨幣債券基金

為免疑義，特此說明先機亞洲股票入息基金（Merian Asian Equity Income Fund）、先機歐洲股票基金（Merian European Equity Fund）及先機環球動態債券基金（Merian Global Dynamic Bond Fund）之名稱均未變更。

H. 管理公司暨經銷商之名稱變更

自生效日起，本公司之管理公司暨經銷商將更名為木星資產管理（歐洲）有限公司（Jupiter Asset Management (Europe) Limited）。

I. 投資管理公司之名稱變更

自生效日起，本公司及基金之投資管理公司將更名為木星投資管理有限公司（Jupiter Investment Management Limited）。

J. 香港代表人之名稱變更

自生效日起，本公司及基金之香港代表人將更名為木星資產管理（亞太）有限公司（Jupiter Asset Management (Asia Pacific) Limited）。

K. 網址變更

自生效日起，www.merian.com 之網址將變更為 www.jupiteram.com.。

L. 部分類股之名稱變更

為簡化並與木星（Jupiter）集團之其他基金保持一致，董事已決定對數個類股進行名稱變更。因此，所有基金之 A 股均將更名為 L 股。

M. 最低投資金額之變更

董事已決定變更特定股份類股之最低首次投資金額、最低後續投資金額及最低持股金額（下稱「最低金額」）。最低金額之變更將於生效日生效，且不適用於生效日前所作之任何既有投資。例如，倘若最低首次投資金額之變更導致 台端之持股低於本次修訂後之最低首次投資金額或最低持股金額者， 台端之現有持股不會因此而受到任何影響，且在遵守生效日前就相關股份類股所採納之最低金額規定之前提下， 台端仍可繼續持有或提高 台端對該等股份類股之投資。對基金其他類股之新投資則須遵守此等最低金額規定。

最低金額之變更將依照下表為之，公開說明書亦將據此更新：

股份類股	現行最低首次投資金額	新訂最低首次投資金額	現行最低後續投資金額	新訂最低後續投資金額	現行最低持股金額規定	新訂最低持股金額規定
現行 A 股	1,000 相關貨幣	500 相關貨幣	500 相關貨幣	250 相關貨幣	500 相關貨幣	500 相關貨幣

N. 結語

台端如對此等事項有任何疑問，應按上述地址聯絡我們，或聯絡 台端的投資顧問。

敬祝

鈞安

Adrian Waters
董事
代表先機環球基金

附錄 A

先機環球基金 (下稱「本公司」)

謹此通知，本公司股東臨時會將於 **2021 年 2 月 8 日星期一**下午 2 時在 33 Sir John Rogerson's Quay, Dublin 2, Ireland 為下列目的舉行：

議決事項

本公司名稱變更為先機環球基金 (Jupiter Asset Management Series public limited company) ，並自 2021 年 2 月 15 日起生效。

新冠肺炎疫情

- 本公司以股東與董事之健康安全為優先考量。
- 有關本公司為降低新冠肺炎於股東臨時會上之傳播所採取措施之通知，隨附於本股東臨時會開會通知書中。

承本公司董事會命

日期：2021 年 1 月 7 日

有權出席及投票之股東，得指派一名或數名代理人代其出席及投票。代理人毋須亦為股東。

於愛爾蘭都柏林登記 - 號碼：271517

附錄 B

股東臨時會
委託書表格

先機環球基金
(下稱「本公司」)

持有人身分證號	帳戶名稱與敘述

本人/吾等 _____
任職於/設址於 _____

係先機環球基金（下稱「本公司」） _____ 股之持有人），

茲指定 _____
其任職於/設址於 _____

，或如未指派特定人或經指定之代理人（備註 2&3）無法出席股東臨時會時，則委託會議主席，若其不克出席，則委託設址於 33 Sir John Rogerson's Quay, Dublin 2 之 Tudor Trust Limited 之任一代表，擔任本人/吾等之代理人，於 **2021 年 2 月 8 日星期一下午 2 時（愛爾蘭時間）** 於 33 Sir John Rogerson's Quay, Dublin 2, Ireland 召開之本公司股東臨時會及其任何延會，以下述方式代本人/吾等行使表決權。

簽名 _____

2021 年 ____ 月 ____ 日

請在下方標題為「議決事項」項下之空格處打「X」以指明 台端希望如何對議案進行表決；如為投票表決，請於下方議案之空格處填寫總票數中「贊成」、「反對」及/或「棄權」之票數。

議決事項：

特別決議案	贊成	反對	棄權
本公司名稱變更為先機環球基金（Jupiter Asset Management Series public limited company），並自 2021 年 2 月 15 日起生效。			

有權出席上述會議及投票之股東，得指派代理人代其出席及投票。代理人毋須為股東。除以上另有指示外，代理人應依其認為適當者進行表決。

先櫛環球基金 委託書表格

備註

1. 如 台端已出售或轉讓 台端之所有股份，請立即將本通知書及附隨之委託書表格送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。
2. 股東得於本次會議前透過委託書投票。
3. 股東可自行選擇指定代理人。如有指定，請刪除「會議主席」等文字，並於空格處填入指定之代理人姓名。
4. 委託人如為公司，則本表格必須蓋上公司印章或由獲正式授權指派之主管或代理人代表公司親筆簽署。請確實記載簽名人之權限。
5. 如指派代理人之文件係經授權書而簽訂，請確實檢附經公證人公證之該授權書正本於委託書表格後。
6. 如為共同持有人，應以行使表決權之共同持有人中排名為首位者之表決權為準（不論其係親自或透過代理人投票），排除其他共同持有人之表決權，且為此目的，排名首位以共同持有人之姓名列在股東名簿之順序決定之。
7. 本委託書擲回時如未指明指定之代理人應如何表決，則該代理人將自行審酌如何表決，或是否於表決時棄權。
8. 本委託書之「棄權」表決選項，係供股東得針對任一特定議案為棄權。根據法律及本公司章程規定，棄權不構成投票，且就針對任一特定議案計算「贊成」或「反對」票數比例時，棄權票均不計入。
9. 對本表格所為任何變動必須簽署姓名縮寫，方為有效。
10. 本表格（包括經公證人公證之授權書或權限文件正本）應於本次會議或其延會預定開會時間的 48 小時之前填妥並交回至本公司登記營業處之公司秘書處（**Tudor Trust Limited, 地址：33 Sir John Rogerson's Quay, Dublin 2, 收件人：Martin McDonnell, 電子郵件信箱：tudortrust@dilloneustace.ie**），方為有效。
11. 倘若有指定代理人因旅行限制、疾病或因防範措施之施行而臨時無法出席本次會議，且委託書表格已填妥並於本次會議或其延會預定召開時間 48 小時前交回至本公司登記營業處，則依照委託書規定，當該指定代理人無法出席時，將視同委託會議主席或 Tudor Trust Limited 之一名代表為其代理人。

先機環球基金
(下稱「本公司」)

本公司為降低新冠肺炎於股東臨時會上之傳播所採取之措施

- 本公司以股東與董事之健康安全為優先考量。
- 有鑑於新冠肺炎疫情大流行，本公司試圖儘可能降低即將召開之股東臨時會出席率，以符合有關保持社交距離之公共衛生指引。
- 請注意，由於正值新冠肺炎疫情盛行，股東臨時會之時間、日期與地點有可能變動，如有任何變動將以電子方式通知股東。
- 謹建議股東指派代理人。
- 謹進一步建議股東整合其代理人，以限制其使用之投票代理機構(proxy advisor)家數。
- 股東可於本次會議前透過委託書投票。
- 本次會議將實施肢體距離之限制。
- 股東如有問題，請於本次會議前提出。問題可透過郵寄、快遞方式或以電郵寄至 tudortrust@dilloneustace.ie，向本公司登記營業處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）提出。
- 由於疫情瞬息萬變，如有任何變化，本公司將以電子方式通知股東最新情況。
- 股東應了解新型冠狀病毒，並隨時掌握世界衛生組織（WHO）、愛爾蘭健康服務管理署（HSE）及愛爾蘭政府之最新建議。

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should seek professional advice from your investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your Shares in Merian Global Investors Series plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires and except as varied or otherwise specified in this Circular, capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company 22 July, 2020 (the "Prospectus").

**CIRCULAR TO SHAREHOLDERS OF
MERIAN GLOBAL INVESTORS SERIES PLC**

(An open-ended investment company with variable capital incorporated with limited liability in Ireland and with segregated liability between sub-funds established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No 352 of 2011 as amended))

NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING (THE "EGM") OF THE COMPANY, TO BE HELD ON 8 FEBRUARY, 2021 at 2.00PM (IRISH TIME) IS ATTACHED TO THIS CIRCULAR. WHETHER OR NOT YOU PROPOSE TO ATTEND THE EGM YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORMS IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.

The Proxy Form is attached to this Circular and should be returned by post for the attention of Martin McDonnell, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 or by email to tudortrust@dilloneustace.ie (with original to follow by post). To be valid the Proxy Forms must be received at the above address, not later than 48 hours before the time fixed for the holding of the meeting or adjourned meeting. Shareholders should pay particular attention when completing the proxy form.

7 January, 2021

Dear Shareholder,

As you are aware, Merian Global Investors Series plc (the "**Company**") is an investment company with variable capital and with segregated liability between sub-funds, incorporated with limited liability under the laws of Ireland, authorised on 10 October, 1997 by the Central Bank of Ireland (the "**Central Bank**") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as may be amended (the "**Regulations**"). The Company is an umbrella company, which comprises a number of sub-funds (collectively the "**Funds**"), or when referred to individually, (a "**Fund**").

The Directors of the Company will convene an Extraordinary General Meeting (the "**EGM**") of the Shareholders of the Company on 8 February, 2021 at 2.00PM (Irish time) at which Shareholders will be asked to approve the following:

A. Special Business – Change of name of the Company

Change of Name of the Company

We are seeking your approval of the proposed amendment to the Memorandum and Articles of Association of the Company (the "**M&A**") to change the name of the Company from Merian Global Investors Series plc to Jupiter Asset Management Series plc.

As you are aware, in July 2020, Merian Global Investors Limited ("MGIL"), the ultimate owner of Merian Global Investors (Europe) Limited, Merian Global Investors (UK) Limited and Merian Global Investors (Asia Pacific) Limited, was purchased by Jupiter Fund Management plc ("**JFM plc**"), a company listed on the Main Market of the London Stock Exchange (the "**Acquisition**").

JFM plc completed the Acquisition on 1 July, 2020, and as part of the integration of the two firms, it is proposed to change the name of the Company to Jupiter Asset Management Series plc. The revised name of the Company will be incorporated in the Company's constitutive documents including an updated M&A with appropriate filings being made with the Central Bank, the Irish Companies Registration Office and other relevant regulatory authorities in jurisdictions where the Shares of the Company are registered or otherwise available for sale. The effective date of the change of name of the Company is expected to be on or about 15 February, 2021 (the "**Effective Date**").

B. Resolutions to be put to Shareholders of the Company

Accordingly, in order to adopt the change of name of the Company, the special resolution (the "**Special Resolution**") as set out in Appendix A shall be put to the Shareholders at the EGM.

Formal notice of the EGM is set out in Appendix A and a Proxy Form for the EGM is set out in Appendix B attached to this Circular.

C. Quorum and Voting Requirements

Two Members present in person or by proxy shall be a quorum for the purposes of the meeting of the Company. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

The Special Resolution set out in the Notice in **Appendix A** will need to be duly passed by 75% or more of the votes cast in person or by proxy at the EGM.

D. Directors' recommendation

The Directors consider that the special business as described above is in the best interests of the Shareholders of the Company as a whole and recommend that you vote in favour of the proposed resolution.

E. Action to be taken

In order to consider the proposals set out in this document, you are advised first to read all the enclosed documentation.

EGM of the Company. In **Appendix A** to this document you will find a Notice of the EGM of the Shareholders of the Company to be held at the registered office of the Company at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 8 February, 2021 at 2.00PM (Irish time) at which the Special Resolution will be put to the Shareholders. Shareholders should vote either by attending the EGM or by completing and returning the form of proxy in Appendix B enclosed with this Circular. If you wish to vote by proxy you should complete and return the form by **post for the attention of Martin McDonnell, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 or by email to tudortrust@dilloneustace.ie (with original to follow by post)**. To be valid, forms of proxy must be received not later than 48 hours before the time fixed for holding the EGM (or any adjourned meeting) and therefore by 6 February 2021, at 1.59 PM (Irish time) at the latest. You may attend and vote at the meeting even if you have appointed a proxy. If your Shares in a Fund are registered in the name of a nominee, you can exercise your vote in relation to those Shares only by directing the registered holder to vote on your behalf.

F. Updating the Prospectus

Subject to the Shareholders' approval being obtained for the Special Resolution set out in the Notice in Appendix A, the Company proposes to amend the Prospectus to reflect the changes, where relevant, described above.

In addition, the revised Prospectus will contain a number of other proposed amendments and updates which are described at Sections G-M below, and other miscellaneous updates (including update to the profile of the director of the Company and appointment of new director

of the Manager). These changes will be incorporated into the revised Prospectus which is expected to be issued on or about 15 February, 2021.

Copies of the revised Prospectus, subject to the relevant regulatory approval, will be available free of charge upon request during normal business hours from the registered office of the Administrator of the Company.

G. Change of names of the Funds of the Company

Following the rebranding of the Merian group of companies as a result of their change of ownership as described above, and subject to the passing of the Special Resolution set out above, the names of the following Funds of the Company will be changed as follows with effect from the Effective Date:

Current names of the Funds	Proposed new names of the Funds
Merian World Equity Fund	Jupiter Merian World Equity Fund
Merian North American Equity Fund	Jupiter Merian North American Equity Fund (IRL)
Merian US Equity Income Fund	Jupiter Merian US Equity Income Fund
Merian Pacific Equity Fund	Jupiter Pacific Equity Fund
Merian China Equity Fund	Jupiter China Equity Fund
Merian Global Emerging Markets Fund	Jupiter Global Emerging Markets Focus Fund
Merian Emerging Market Debt Fund	Jupiter Emerging Market Debt Fund
Merian Local Currency Emerging Market Debt Fund	Jupiter Local Currency Emerging Market Debt Fund

For the avoidance of doubt, there is no change to the name of the Merian Asian Equity Income Fund, Merian European Equity Fund and Merian Global Dynamic Bond Fund.

H. Change of name of the Manager and Distributor

With effect from the Effective Date, the name of the Manager and Distributor of the Company will be changed to Jupiter Asset Management (Europe) Limited.

I. Change of name of the Investment Manager

With effect from the Effective Date, the name of the Investment Manager of the Company and the Funds will be changed to Jupiter Investment Management Limited.

J. Change of name of the Hong Kong Representative

With effect from the Effective Date, the name of the Hong Kong Representative of the Company and the Funds will be changed to Jupiter Asset Management (Asia Pacific) Limited.

K. Change of website

With effect from the Effective Date, the website www.merian.com will be changed to www.jupiteram.com.

L. Change of names of certain Share Classes

The Directors have determined to change the names of a number of Share Classes in order to create a simplified and consistent approach with other funds in the Jupiter group. Accordingly, all Class A Shares in the Funds will be re-named Class L Shares.

M. Change of Investment Minimum Amounts

The Directors have determined to change the Minimum Initial Investment, the Minimum Subsequent Investment and the Minimum Holding amounts (the "Minimum Amounts") in respect of certain Share Classes. The change of the Minimum Amounts will take effect on the Effective Date, and will not apply to any existing investments made prior to the Effective Date. For example, if the change of the Minimum Initial Investment amount results in your holding being below this revised Minimum Initial Investment amount, or the Minimum Holding amount, this will not affect your current shareholding, and you may continue to hold and top up your investment in these Share Classes subject to the Minimum Amounts of the relevant Share Classes adopted prior to the Effective Date. Any new investments in additional Classes of the Funds will be subject to these Minimum Amounts.

The Minimum Amounts will change in accordance with the below table and the Prospectus will be updated accordingly.

Share Class	Current Minimum Initial Investment	<i>New Minimum Initial Investment</i>	Current Minimum Subsequent Investment	<i>New Minimum Subsequent Investment</i>	Current Minimum Holding Requirement	<i>New Minimum Holding Requirement</i>
Current Class A Shares	1,000 in relevant currency	<i>500 in relevant currency</i>	500 in relevant currency	<i>250 in relevant currency</i>	500 in relevant currency	<i>500 in relevant currency</i>

N. Conclusion

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant.

Yours faithfully,

Adrian Waters

Director

For and on behalf of

Merian Global Investors Series plc

Appendix A

Merian Global Investors Series plc (the "Company")

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Shareholders of the Company will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on **Monday, 8 February, 2021 at 2.00 p.m.** (Irish time) for the following purpose:

Resolutions

That the name of the Company be changed to Jupiter Asset Management Series public limited company to take *effect* from 15 February 2021.

The COVID-19 Pandemic

- The Company considers the health and safety of shareholders and directors a priority.
- A notice setting out the measures adopted by the Company to reduce the transmission of COVID-19 at the Extraordinary General Meeting is annexed to this Notice of Extraordinary General Meeting.

By order of the Board of Directors of the Company

Dated this 7 January, 2021

A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him/her and a proxy need not also be a Member.

Registered in Dublin, Ireland – No: 271517

Appendix B

EXTRAORDINARY GENERAL MEETING
PROXY FORM

MERIAN GLOBAL INVESTORS SERIES PLC
(THE "COMPANY")

Holder ID	Account ID & Description

I/We _____

of _____

being (a) holder(s) of [_____] Shares in Merian Global Investors Series plc (the "Company"), hereby

appoint _____

of _____

or in the absence of the appointment of any specified person or in the event of a nominated proxy (note 2&3) being unable to attend the Extraordinary General Meeting, the Chairperson of the Meeting or failing him any representative of Tudor Trust Limited of 33 Sir John Rogerson's Quay, Dublin 2, Ireland as my/our proxy to vote for me/us on my/our behalf in the manner indicated below at the Extraordinary General Meeting of the members of the Company to be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on the **Monday 8 February, 2021 at 2.00 p.m. (Irish time)** and at any adjournment thereof.

Signed _____ Dated this _____ day of _____, 2021

Please indicate with an "X" in the spaces below, under the heading Resolution, how you wish your vote to be cast for the resolution or, in the event of a poll being called, insert the number of total votes to be cast "for", "against" and/or "abstain" for the resolution in the spaces below.

RESOLUTION:

Special Resolution	For	Against	Abstain
That the name of the Company be changed to Jupiter Asset Management Series public limited company to take effect from 15 February 2021.			

A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

**MERIAN GLOBAL INVESTORS SERIES PLC
FORM OF PROXY**

Notes

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A member may vote by proxy in advance of the meeting.
3. A member may appoint a proxy of his own choice. If the appointment is made delete the words "the Chairperson of the meeting" and insert the name of the person appointed as proxy in the space provided.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such Power of Attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Members.
7. If this form is returned without any indication as to how the person appointed proxy shall vote he will exercise his discretion as to how he votes or whether he abstains from voting.
8. The voting "Abstain" option on the Proxy Form is provided to enable a member to abstain from voting on any particular resolution. An abstention is not a vote in accordance with law or the Company's Articles of Association and will not be counted towards calculating the proportion of votes cast "for" or "against" a particular resolution.
9. Any alterations made to this form must be initialled to be valid.
10. To be valid, this form, including notarially certified copy of such power or authority must be completed and deposited at the Registered Office of the Company, Company Secretary (Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland, **Attn: Martin McDonnell**, or by email to Tudor Trust Limited at **tudortrust@dilloneustace.ie**) not less than 48 hours before the time fixed for holding

the meeting or adjourned meeting.

11. Should an appointed proxy be unable to attend the meeting at short notice due to travel restrictions, an illness or as a precautionary measure the proxy form, having being completed and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting or adjourned meeting, provides that in their absence the Chairperson of the Meeting or a representative of Tudor Trust Limited will be deemed to have been appointed as the proxy.

MERIAN GLOBAL INVESTORS SERIES PLC
(THE "COMPANY")

MEASURES TO REDUCE COVID-19 TRANSMISSION AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

- The Company considers the health and safety of shareholders and directors a priority.
- In light of the COVID-19 pandemic, the Company seeks to minimise attendance at the upcoming Extraordinary General Meeting, in line with public health guidance on social distancing.
- Please be advised that due to the ongoing COVID-19 pandemic the time, date and venue of the Extraordinary General Meeting are subject to change and that any changes to the time date or venue will be communicated to members electronically.
- Members are encouraged to appoint a proxy.
- Members are further encouraged to consolidate their proxies to a limited number of proxy advisors.
- A member may vote by proxy in advance of the meeting.
- Physical distancing restrictions will be implemented at the meeting.
- Members are invited to submit questions in advance of the meeting. Questions may be submitted by depositing same at the Registered Office of the Company (**33 Sir John Rogerson's Quay, Dublin 2, Ireland**), by post, courier or email at tudortrust@dilloneustace.ie.
- Due to the rapidly evolving nature of the pandemic, the Company will communicate further updates with the shareholders electronically as they arise.
- Members should be cognisant of the virus and should keep up to date with advice from the WHO, the HSE and the Government.