

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
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受文者：如行文單位

發文日期：中華民國 108 年 7 月 24 日
發文字號：(108)富顧字第 03190724001 號
速別：最速件
密等及解密條件或保密期限：普通
附件：



- 一、金融監督管理委員會中華民國 108 年 7 月 22 日金管證投字第 1080323234 號函文。
- 二、先機環球基金股東通知書中英文版(共 2 份)。

主 旨： 謹通知本公司總代理之先機環球基金系列—先機歐洲股票基金(Merian European Equity Fund)合併事宜，謹依法通知並說明如後，敬請 查照。

說 明：

- 一、本公司總代理之先機環球基金系列子基金「先機歐洲股票基金」(下稱「存續基金」)擬與未在台註冊募集之「先機歐洲精選股票基金」(下稱「消滅基金」)進行合併，本案業經金融監督管理委員會 108 年 7 月 22 日金管證投字第 1080323234 號函核准。
- 二、本合併案係基於消滅基金之投資顧問—Quilter Investors Ltd 已通知投資管理公司其擬辭任投資顧問一職，此外，消滅基金之主要股東亦通知投資管理公司其擬贖回其持股。在對消滅基金進行檢視後認為，一旦其主要股東贖回持股，消滅基金之規模將會低於可向股東提供最佳服務之最適規模，故決定將消滅基金併入存續基金。本合併案對於存續基金投資組合將不會有重大影響，對於存續基金投資政策亦不會產生重大影響。

三、存續基金不會因合併案而暫停交易。消滅基金之最後交易日為108年8月27日。

四、合併生效日期訂於108年8月30日。釐定撥入消滅子基金股東之股份數時，將依據本公司公開說明書與相關法令之規定，按生效日中午12時（愛爾蘭時間）計算之消滅基金與存續基金各自資產淨值所對應之換股比率計算。合併生效日以後，消滅基金投資人將持有存續基金之對應股份，並可自108年9月2日起繼續如常進行交易。

五、股東如不欲繼續作為存續基金之股東，可於任一交易日依據公開說明書所載程序請求贖回對存續基金之股份。存續基金股份之贖回毋須支付贖回費用。

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、元大寶來證券股份有限公司、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、先鋒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、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。

董事長 蔡政宏

檔 號：
保存年限：

金融監督管理委員會 函

地址：新北市板橋區縣民大道二段7號18樓
聯絡人：翁谷倫
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受文者：富盛證券投資顧問股份有限公司【代表人：蔡政宏先生
】

發文日期：中華民國108年7月22日
發文字號：金管證投字第1080323234號
速別：普通件
密等及解密條件或保密期限：
附件：

主旨：所請貴公司擔任總代理人之先機環球基金下之「先機歐洲股票基金（Merian European Equity Fund）」與未核備之「先機歐洲精選股票基金（Old Mutual European Best Ideas Fund）」合併，並以「先機歐洲股票基金」為存續基金一案，准予照辦，並請依說明事項辦理，請查照。

說明：

- 一、依據境外基金管理辦法第12條第6項規定及貴公司108年7月9日富顧字第02190709001號函辦理。
- 二、貴公司應依境外基金管理辦法第12條第4項規定，於事實發生日起3日內經由本會指定之資訊傳輸系統（www.fundclear.com.tw）辦理公告。
- 三、旨揭基金合併尚須經註冊地主管機關核准及先機歐洲精選股票基金（Old Mutual European Best Ideas Fund）股東臨時會決議通過，如註冊地主管機關或股東臨時會有未同意本案變更事項之情事，請儘速向本會申報。
- 四、另查境外基金機構係於108年5月27日向愛爾蘭主管機關提

出申請旨揭基金合併案，惟貴公司遲於108年7月9日始向本會申請，核有未符境外基金管理辦法第12條第6項規定。請嗣後確實注意改善，並應加強與境外基金管理機構之聯繫，及轉知境外基金管理機構應確實瞭解並遵循境外基金管理辦法相關規範。

正本：富盛證券投資顧問股份有限公司【代表人：蔡政宏先生】

副本：中華民國證券投資信託暨顧問商業同業公會



授權單位主管決行並鈐印



裝

訂



線

先機環球基金
33 Sir John Rogerson's Quay
Dublin 2, Ireland

此為重要文件，需要 台端立即注意。倘若 台端對應採取的行動有任何疑問，應諮詢 台端的股票經紀人、律師、稅務顧問、會計師或其他獨立財務顧問（視情況而定）。

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。

本文件內大寫的用語應與經不時修訂之日期為 2018 年 9 月 28 日的本公司公開說明書（含基金增補文件）（下稱「公開說明書」）中大寫的用語具有相同定義。公開說明書將於一般營業時間在本公司之登記營業處以及 www.merian.com 網站提供索閱。

2019 年 7 月 24 日

親愛的股東，您好：

關於：先機環球基金（下稱「本公司」）

消滅子基金併入存續子基金之合併案

謹此致函通知 台端，關於先機歐洲精選股票基金（下稱「消滅子基金」）與先機歐洲股票基金（下稱「存續子基金」）之合併事宜（下稱「本合併案」）。

消滅子基金與存續子基金均係先機環球基金（下稱「本公司」）旗下之子基金。本公司係一在愛爾蘭成立之可變資本傘型投資公司基金，各子基金之間責任分別獨立，且為愛爾蘭中央銀行（下稱「中央銀行」）所核准之 UCITS。

在取得消滅子基金股東同意之前提下，擬將消滅子基金併入存續子基金。本合併案將導致消滅子基金財產歸入存續子基金財產，以此換取向消滅子基金股東發行存續子基金股份，請詳見附錄之說明。

本合併案之背景及緣由

消滅子基金之投資顧問—Quilter Investors Ltd 已通知投資管理公司其擬辭任投資顧問一職，此外，消滅子基金之主要股東亦通知投資管理公司其擬贖回其持股。在對消滅子基金進行檢視後，本公司認為，一旦其主要股東贖回持股，消滅子基金之規模將會低於可向股東提供最佳服務之最適規模，故決定將消滅子基金併入存續子基金。

對存續子基金股東之影響

本公司董事並不預期本合併案會對存續子基金之營運造成任何重大影響。

應採取之行動

本合併案訂於 2019 年 8 月 30 日左右（下稱「生效時間」）生效，且毋須 台端同意即可生效。

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本通知書僅為提供資訊之用，旨在向 台端提供充分資訊，俾 台端可就本合併案對 台端所持有投資之影響作出適當之判斷。

本公司建議 台端完整閱讀本通知書附錄中所載關於本合併案之詳細資訊。

台端如不欲繼續作為存續子基金之股東，可於任一交易日依據公開說明書所載程序請求贖回 台端對存續子基金之股份。存續子基金股份之贖回毋須支付贖回費用。

進一步之資訊

台端如對本通知書內容有任何疑問，請聯繫 台端之投資經理，或致電 020 7332 7500 與 台端之先機環球投資（英國）有限公司客戶關係經理聯繫。通話內容將可能進行錄音以確認 台端之指示。

Jessica Brescia

董事

代表先機環球基金

董事：Adrian Waters、Tom Murray、Nicola Stronach (英國)、Jessica Brescia (英國)
與Bronwyn Wright

登記營業處：見上文 公司註冊編號271517(子基金之間責任分別獨立之傘型基金)

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附錄：本合併案之詳細資訊

1. 本合併案之摘要說明

- (i) 本合併案訂於 2019 年 8 月 30 日左右生效。
- (ii) 本公司董事認為本合併案符合存續子基金股東之最佳利益。
- (iii) 本合併案業經中央銀行核准。
- (iv) 台端毋須就本合併案進行表決，但本合併案仍須經消滅子基金投資人表決通過。
- (v) 本合併案將導致消滅子基金關閉。
- (vi) 請參考本通知書「應採取之行動」一節中有關 台端就本合併案可採取之選項說明，尤其是，台端有權於本合併案生效前贖回 台端對存續子基金之投資而毋須負擔任何費用。
- (vii) 存續子基金不會因本合併案而暫停交易。
- (viii) 消滅子基金股東自 2019 年 8 月 30 日起將取得存續子基金股東之權利。合併生效日以後，消滅子基金投資人將持有存續子基金股份，並可自 2019 年 9 月 2 日起繼續如常進行交易。
- (ix) 本合併案對於存續子基金投資組合將不會有重大影響，對於存續子基金投資政策亦不會產生重大影響。

2. 消滅子基金財產之移轉

- 2.1. 自生效時間起，將對消滅子基金股東發行存續子基金股份，以作為消滅子基金財產以實物移轉方式移轉至存續子基金，並交由存續子基金存託機構代為保管之交換。消滅子基金財產將依後述第 5 條計值。
- 2.2. 存託機構將從消滅子基金財產中保留一筆現金作為保留金額（如後述第 5.2 條之定義）。若董事（經徵詢存託機構與查核會計師後）認為保留金額（連同其收益）大幅超過消滅子基金負債，則該超出之金額將於消滅子基金終止後分配給生效時間當時之消滅子基金股東。若董事（經徵詢存託機構與查核會計師後）認為保留金額中之超額部分並不多，則該超額部分將移轉至存續子基金，惟，倘若保留金額不足以支付消滅子基金負債，則將由投資顧問負責補足該差額。

3. 消滅子基金股份之最後交易日

為使行政管理公司能正確計算生效時間當時擬移轉至存續子基金之消滅子基金財產價值，本公司董事認定生效時間前 3 個營業日不屬於消滅子基金之交易日（依公開說明書定義），該期間內將不得交易消滅子基金股份。故消滅子基金股份之最後交易日將為 2019 年 8 月 27 日。

4. 存續子基金股份之發行及交易

- 4.1. 消滅子基金股東將於生效時間收到存續子基金之對應股份。

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- 4.2. 釐定撥入消滅子基金股東之股份數時，將依據本公司公開說明書與相關法令之規定，按生效日中午 12 時（愛爾蘭時間）計算之消滅子基金與存續子基金各自資產淨值所對應之換股比率計算。
- 4.3. 在本合併案完成後，依本合併案而發行之存續子基金股份將可於 2019 年 9 月 2 日起依照本公司公開說明書及存續子基金增補文件之規定開始交易。

5. 計值

- 5.1. 為本合併案之目的，本公司之行政管理公司將依照本公司組織大綱及章程（下稱「**組織章程**」）之相關條款，於 2019 年 8 月 30 日之生效時間計算消滅子基金之資產價值，並交由查核會計師覆核。
- 5.2. 為本合併案目的而計算消滅子基金之價值時，本公司之行政管理公司將從消滅子基金資產中提撥一筆「**保留金額**」作為準備金，即依據董事預估並經存託機構同意，為支付生效時間當時所知之消滅子基金負債之必要，而保留消滅子基金之一部分現金與資產。
- 5.3. 存續子基金於本合併案完成後的第一次計值時點將為 2019 年 9 月 2 日中午 12 時（愛爾蘭時間）。

6. 查核會計師覆核

查核會計師將於生效時間覆核下列事項：

- (i) 為計算生效時間當時之資產負債而採行之計值準則；及
- (ii) 前述第 4.2 條所述換股比率之計算方法以及生效時間釐定之實際換股比率。

7. 成本、費用及負債

在生效時間以後如發生保留金額所未涵蓋之任何其他負債，將由存續子基金負擔，惟，倘該等負債係與消滅子基金之終止／撤銷有關者，則由投資管理公司負擔。

8. 消滅子基金股份註銷與終止

本合併案完成後，消滅子基金全部股份將予以註銷，消滅子基金股東持有之所有權確認通知書亦不再有效。之後，消滅子基金將依本公司組織章程予以終止及解散，並向中央銀行申請撤銷消滅子基金之許可。

9. 條件

就消滅子基金而言，本合併案之前提條件如下：

- (i) 於消滅子基金股東臨時會上由消滅子基金股東以特別決議通過本合併案；以及
- (ii) 經中央銀行核准本合併案。

10. 修改

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如有必要或適宜時，得依中央銀行規定就消滅子基金修改本合併案之條款及實施方法，但前提是前述修改必須是董事（經徵詢存託機構與查核會計師後）認為非屬重大性質之修改。

MERIAN GLOBAL INVESTORS SERIES PLC
33 Sir John Rogerson's Quay
Dublin 2, Ireland

This document is important and requires your immediate attention. If you are in doubt as to the action you should take, you should seek advice from your stockbroker, solicitor, tax adviser, accountant or other independent financial adviser where 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.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 28 September 2018 including the Supplements of the Funds (as amended from time to time) (the "Prospectus"). A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company and on the website www.merian.com.

24 July 2019

Dear Shareholder,

Re: Merian Global Investors Series plc (the "Company")

Proposed Merger of the Merging Sub-Fund into the Receiving Sub-Fund

We are writing to advise you of a proposed merger between the Old Mutual European Best Ideas Fund (the "**Merging Sub-Fund**") and the Merian European Equity Fund (the "**Receiving Sub-Fund**") (the "**Merger**").

The Merging Fund and the Receiving Fund are sub-funds of Merian Global Investors Series plc (the "**Company**"), an umbrella investment company fund with segregated liability between sub-funds and variable capital incorporated in Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**") as a UCITS.

Subject to approval of the shareholders of the Merging Fund, it is proposed that the Merging Sub-Fund be merged with the Receiving Sub-Fund. The Merger will result in the property of the Merging Sub-Fund becoming the property of the Receiving Sub-Fund in exchange for the issue of Shares in the Receiving Sub-Fund to the shareholders in the Merging Sub-Fund, as more particularly described in the Appendix hereto.

Background and Rationale for Proposed Merger

*Directors: Adrian Waters, Tom Murray, Nicola Stronach (UK), Jessica Brescia (UK),
and Bronwyn Wright*

Registered Office: as above Company Registration No. 271517 (umbrella fund with segregated liability between sub-funds)

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Quilter Investors Ltd, the Investment Adviser of the Merging Sub-Fund, has notified the Investment Manager of its intention to resign as Investment Adviser. Furthermore, the principal shareholders of the Merging Sub-Fund have also notified the Investment Manager of their intention to redeem their holdings in the Merging Sub-Fund. Following a review of the Merging Sub-Fund, it has been determined that once the principal shareholders redeem their holdings, the Merging Sub-Fund will be below the optimal size to deliver the best service to shareholders and accordingly, it has been decided to merge the Merging Sub-Fund into the Receiving Sub-Fund.

Impact on Shareholders of the Receiving Sub-Fund

The Directors of the Company do not expect the Merger to have any material impact on the operation of the Receiving Sub-Fund.

Action to be taken

The Merger is proposed take effect on or about 30th August 2019 (the "**Effective Time**") and does **not** require your approval to take effect.

This notice is merely for information purposes and is aimed at providing you with sufficient information to enable you to make an informed judgment on the impact of the Merger on your investments.

We recommend that you read the details of the proposed Merger in full as stated in the Appendix to this notice.

If you do not wish to remain in the Receiving Sub-Fund you may redeem your Shares in the Receiving Sub-Fund on any Dealing Day of the Receiving Sub-Fund in accordance with the procedures set out in the Prospectus. No redemption charge will be payable for redemption of Shares in the Receiving Sub-Fund.

Further information

For any queries regarding this Notice, please contact your investment manager, or your relationship manager at Merian Global Investors (UK) Limited at 020 7332 7500. Telephone calls may be recorded to confirm your instructions.

Jessica Brescia

Director

For and on behalf of

Merian Global Investors Series plc

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APPENDIX: DETAILS OF THE MERGER

1. SUMMARY OF THE MERGER

- (i) The Merger is proposed to take effect on or about 30th August 2019.
- (ii) The directors of the Company believe that the Merger is in the best interests of shareholders of the Receiving Sub-Fund.
- (iii) The Merger has been approved by the Central Bank.
- (iv) You are not required to vote on the Merger. The Merger is, however, subject to the investors in the Merging Sub-Fund voting in favour of the Merger.
- (v) The Merger will lead to the closure of the Merging Sub-Fund.
- (vi) Please refer to the 'Action to be Taken' section of this Notice for a description of your options in relation to the Merger, including, in particular, your right to redeem your investment in the Receiving Sub-Fund before the Merger without any charge.
- (vii) There will be no suspension of dealings in the Receiving Sub-Fund as a result of the Merger.
- (viii) Shareholders of the Merging Sub-Fund will acquire rights as shareholders of the Receiving Sub-Fund from 30th August 2019. After the effective date of the Merger, investors in the Merging Sub-Fund will hold Shares in the Receiving Sub-Fund and may continue to deal as usual from 2nd September 2019.
- (ix) The Merger will not have a material impact on the portfolio of the Receiving Sub-Fund; nor will the Merger have a material impact on the investment policies of the Receiving Sub-Fund.

2. Transfer of Property of the Merging Sub-Fund

- 2.1 As at the Effective Time, Shares in the Receiving Sub-Fund will be issued to Shareholders in the Merging Sub-Fund in exchange for the transfer of the property of the Merging Sub-Fund to the Receiving Sub-Fund by way of a contribution in kind to the Receiving Sub-Fund, to be held by the Depositary of the Receiving Sub-Fund on behalf of the Receiving Sub-Fund. The property of the Merging Sub-Fund will be valued in accordance with clause 5 below.
- 2.2 The Depositary will retain out of the property of the Merging Sub-Fund such amount of cash as shall equal the Retained Amount (as defined in section 5.2 below). If, in the opinion of the Directors (upon consultation with the Depositary and the Auditors) the Retained Amount (together with income thereon) significantly exceeds the liabilities of the Merging Sub-Fund, then such excess shall, upon termination of the Merging Sub-Fund, be distributed to the Shareholders of the Merging Sub-Fund present as at the Effective Time. Any excess within the Retained Amount which is not considered by the Directors (upon consultation with the Depositary and the Auditors) to be significant shall be transferred to the Receiving Sub-Fund.

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In the event, however, the Retained Amount is insufficient to meet the liabilities of the Merging Sub-Fund, the Investment Advisor will be responsible for the shortfall.

3. Last Dealing Day for Shares in the Merging Sub-Fund

In order to allow the Administrator to accurately calculate the value of the property of the Merging Sub-Fund to be transferred into the Receiving Sub-Fund at the Effective Time, the Directors of the Company shall determine that the 3 Business Days immediately prior to the Effective Time will not be Dealing Days (as defined in the Prospectus) in respect of the Merging Sub-Fund and that no dealing in the Shares of the Merging Sub-Fund will take place on those days. Accordingly, the last Dealing Day for Shares in the Merging Sub-Fund shall be 27th August, 2019.

4. Issue of Shares and Dealings in the Receiving Sub-Fund

4.1 As at the Effective Time, Shareholders will receive corresponding Shares in the Receiving Sub-Fund.

4.2 The number of Shares to be allocated to the shareholders of the Merging Fund will be determined on the basis of the exchange ratio corresponding to the respective net asset value of the Merging Fund and the Receiving Fund, calculated as of 12.00 noon (Irish Time) on the Effective Date in accordance with the provisions of the prospectus of the Company and applicable laws and regulations.

4.3 Following the Merger, dealings in Shares of the Receiving Sub-Fund issued pursuant to the Merger shall commence on 2nd September, 2019 in accordance with the prospectus of the Company and the Receiving Sub-Fund Supplement.

5. Valuation

5.1 For the purposes of the Merger, the value of the Assets of the Merging Sub-Fund will be calculated on 30th August, 2019 at the Effective Time by the Administrator of the Company in accordance with the relevant provisions of the Memorandum & Articles of Association of the Company ("**M&A**"), which value will be validated by the Auditor.

5.2 When valuing the Merging Sub-Fund for the purposes of the Merger, the Administrator of the Company will make provision for the "**Retained Amount**" which means a retention of cash and assets with respect to the Merging Sub-Fund which is estimated by the Directors and agreed with the Depositary to be necessary to meet the liabilities of the Merging Sub-Fund, which liabilities are known as at the Effective Time.

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- 5.3 The first valuation point of the Receiving Sub-Fund after the Merger will be 12.00 noon (Irish time) on 2nd September, 2019.

6. Auditor Validation

The Auditor will validate the following as at the Effective Time:

- (i) the criteria adopted for the valuation of the assets and liabilities as at the Effective Time; and
- (ii) the calculation method of the exchange ratio referred to in section 4.2 above as well as the actual exchange ratio determined at the Effective Time.

7. Costs, Charges and Liabilities

Any additional liabilities not met by the Retained Amount, should they occur after the Effective Time, will be borne by the Receiving Sub-Fund unless they relate to the termination/revocation of the Merging Sub-Fund in which case they will be borne by the Investment Manager.

8. Cancellation of Shares and Termination of the Merging Sub-Fund

Following the Merger, all of the Shares of the Merging Sub-Fund will be cancelled and contract notes held by Shareholders in the Merging Sub-Fund will no longer be valid. Thereafter, the Merging Sub-Fund will be terminated and wound-up in accordance with the M&A of the Company and application will be made by the Central Bank to seek withdrawal of approval of the Merging Sub-Fund.

9. Conditions

The Merger in respect of the Merging Sub-Fund is conditional upon: -

- (i) approval of the Merger by way of Special Resolution of the Shareholders of the Merging Sub-Fund at an Extraordinary General Meeting of the Shareholders of the Merging Sub-Fund; and
- (ii) clearance and approval of the Merger by the Central Bank.

10. Amendments

In circumstances where it becomes necessary or advisable to do so, alterations in the terms and method of implementation of the Merger in respect of the Merging Sub-Fund may be made in accordance with the requirements of the Central Bank provided that any such

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alterations are, in the opinion of the Directors and in consultation with the Depositary and the Auditors, of a non-material nature.

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