

檔 號：
保存年限：

富盛證券投資顧問股份有限公司 函

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發文日期：中華民國 109 年 5 月 28 日

發文字號：(109)富顧字第 03200528001 號

速別：最速件

密等及解密條件或保密期限：普通

附件：

一、Jupiter - Shareholder Notice - MGIS plc 中英文版(共 2 份)

主旨：謹通知本公司總代理先機環球基金系列之管理公司-先機環球投資（歐洲）有限公司及投資管理公司-先機環球投資（英國）有限公司控股股東之變更，詳如說明，敬請 查照。

說明：

- 一、先機環球投資（歐洲）有限公司目前擔任先機環球基金及子基金之管理機構（下稱「管理公司」）。管理公司已委任先機環球投資（英國）有限公司擔任先機環球基金及子基金之全權委託投資管理機構（下稱「投資管理公司」）。Merian Global Investors Limited（下稱「MGIL」）為先機環球投資資產管理集團之最終控股公司。MGIL 目前係由 TA Associates（下稱「TA」，係一家全球成長型私募股權公司）所管理之基金、若干共同投資人及先機集團管理階層之成員所持有。TA 與前揭共同投資人係透過 Mintaka L.P. 持有 MGIL 之股權。TA Associates Cayman, Ltd（下稱「TA Cayman」）目前是管理公司與投資管理公司之最終控股股東。
- 二、2020 年 2 月，Mintaka L.P. 與先機集團管理階層成員（以下合稱「賣方」）宣布將於 2020 年 2 月 17 日與 Jupiter Fund Management plc（下稱「JFM plc」）簽訂買賣協議，根據該協議，賣方將出售其於 MGIL 之所有持股予 JFM plc，JFM plc 將因此成為 MGIL 和先機集團全部股權之所有者（下稱「併購案」）。作為併購案之對價，賣方將取得 JFM plc 之新發行股份。因併購案之故，TA Cayman 將不再是管理公司與投資管理公司之最終控股股東，而 JFM plc

將成為管理公司與投資管理公司之新任最終控股股東（下稱「控股股東變更」）。

- 三、完成併購案之前提是滿足或（如經許可）豁免若干條件，包括相關主管機關之核准以及取得 JFM plc 股東對併購案之同意。因此，控股股東變更應於滿足（或豁免（如適用））為完成併購案所需之所有條件後方為生效。目前預計併購案之完成日期以及控股股東變更之生效日期將為 2020 年下半年（最早的預計完成日期是 2020 年 7 月 1 日），即自本通知所載日期起不少於一個月（下稱「控股股東變更生效日」）。控股股東變更如未實現，則將另行向股東發布通知。
- 四、控股股東變更不會造成子基金投資目標與政策及風險概況之變更以及子基金管理費用水位/支出之變更。上述事項如有變更，則將另行通知股東。
- 五、股東如不欲於控股股東變更生效後繼續持有相關子基金，得透過發出買回交易指示之方式要求買回其持有之相關子基金股份。此等買回可在控股股東變更生效日之前，於任一交易日依據公開說明書所載程序為之。

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



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

此為重要文件，需要 台端立即之注意。倘若 台端對應採取的行動有疑問，應諮詢 台端之股票經紀人、銀行經理人、律師、稅務顧問、會計師或其他獨立財務顧問（視情況而定）。

如 台端已出售或轉讓您對先機環球基金（下稱「本公司」）之所有股份，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。於本公司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。

除另有定義外，本文件內大寫的用語應與經不時修訂之現行本公司公開說明書（下稱「公開說明書」）中大寫的用語具有相同定義。公開說明書可在一般營業時間向本公司之登記營業處或管理公司—先機環球投資（歐洲）有限公司索取，亦可在www.merian.com網站上取得該文件。

2020年5月28日

親愛的股東，您好：

關於：本公司及其子基金（下稱「子基金」）之管理公司與投資管理公司控股股東之變更

A. 引言

本公司經愛爾蘭中央銀行許可為 UCITS 傘型基金，各子基金之間責任分別獨立，並為根據愛爾蘭法律成立的有限責任開放式投資公司。

本函旨在通知 台端，即本公司相關子基金之股東，關於本公司及子基金之管理公司與投資管理公司最終控股股東之所擬變更。

B. 本公司及子基金之管理公司與投資管理公司控股股東之所擬變更

(1) 背景

先機環球投資（歐洲）有限公司目前擔任本公司及子基金之管理機構（下稱「管理公司」）。管理公司已委任先機環球投資（英國）有限公司擔任本公司及子基金之全權委託投資管理機構（下稱「投資管理公司」）。

目前，管理公司與投資管理公司均為先機環球投資資產管理集團之全資子公司，而 Merian Global Investors Limited（下稱「MGIL」）則為集團之最終控股公司。MGIL 目前係由(i) TA Associates（下稱「TA」，係一家全球成長型私募股權公司）所管理之基金；(ii) 若干共同投資人，及(iii) 先機集團管理階層之成員所持有。TA 與前揭共

同投資人係透過 Mintaka L.P. 持有 MGIL 之股權，而 Mintaka L.P. 則是一家於 2018 年成立之特殊目的機構。TA Associates Cayman, Ltd (下稱「TA Cayman」) 目前是管理公司與投資管理公司之最終控股股東。

2020 年 2 月，Mintaka L.P. 與先機集團管理階層成員 (以下合稱「賣方」) 宣布將於 2020 年 2 月 17 日與 Jupiter Fund Management plc (下稱「JFM plc」，係一家在倫敦證交所主板市場掛牌上市之公司) 簽訂買賣協議，根據該協議，賣方將出售其於 MGIL 之所有持給予 JFM plc，JFM plc 將因此成為 MGIL 和先機集團全部股權之所有者 (下稱「併購案」)。作為併購案之對價，賣方將取得 JFM plc 之新發行股份。

(2) 控股股東之所擬變更

因併購案之故，TA Cayman 將不再是管理公司與投資管理公司之最終控股股東，而 JFM plc 將成為管理公司與投資管理公司之新任最終控股股東 (下稱「**控股股東變更**」)。

完成併購案之前提是滿足或 (如經許可) 豁免若干條件，包括相關主管機關之核准以及取得 JFM plc 股東對併購案之同意。因此，控股股東變更應於滿足 (或豁免 (如適用)) 為完成併購案所需之所有條件後方為生效。目前預計併購案之完成日期以及控股股東變更之生效日期將為 2020 年下半年 (最早的預計完成日期是 2020 年 7 月 1 日)，即自本通知所載日期起不少於一個月 (下稱「**控股股東變更生效日**」)。

控股股東變更生效日之實際日期將於 www.merian.com 網站上公告。

控股股東變更如未實現，則將另行向股東發布通知。

(3) 控股股東變更之可能影響

控股股東變更不會造成 (i) 子基金投資目標與政策及風險概況之變更；以及 (ii) 子基金管理費用水位/支出之變更。上述事項如有變更，則將另行通知股東。

(4) Jupiter 之背景資料

Jupiter 是一家獨立、高信念之主動式資產管理事業，其為英國及全球個人與法人機構管理共同基金、獨立委託帳戶及投資信託。Jupiter 之主要宗旨是透過為客戶資產締造優異之扣除費用後報酬，協助客戶達成其長期投資目標。Jupiter 之基金所涵蓋之資產類別包括股票、固定收益、多元資產、多重經理人及另類投資 (含絕對報酬基金)。

Jupiter 是一家居市場領先地位之基金管理機構，在英國、歐洲及亞洲均設有據點。截至 2019 年 12 月 31 日止，Jupiter 受託管理資產中約有 88% 屬於共同基金，其中多數為透過在英國、EMEA (即歐洲、中東及非洲地區)、亞洲與拉丁美洲之中介行銷通路對投資人銷售之開放型基金。此外，Jupiter 也向法人客戶及投資信託提供投

資管理服務。Jupiter 在倫敦、香港、新加坡、奧地利、德國、義大利、盧森堡、西班牙、瑞典與瑞士等地均設有辦公室。

C. 股份之買回

股東如不欲於控股股東變生效後繼續持有相關子基金，得透過發出買回交易指示之方式要求買回其持有之相關子基金股份。此等買回可在控股股東變生效日之前，於任一交易日依據公開說明書所載程序為之。

D. 結語

台端如對此等事宜有任何疑問，應按上述地址聯絡本公司，或聯絡 台端之投資顧問。

敬祝

鈞安

Nicola Stronach

董事

代表先機環球基金

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, bank manager, 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.

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 of the Company (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.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the current prospectus for the Company (as amended from time to time) (the "Prospectus"), unless otherwise defined. A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company or from the manager, Merian Global Investors (Europe) Limited, and on the website www.merian.com.

28 May 2020

Dear Shareholder,

Re: Changes of controlling shareholder of the manager and investment manager of the Company and its sub-funds (the "Sub-Funds")

A. INTRODUCTION

The Company is authorised by the Central Bank of Ireland as a UCITS umbrella fund with segregated liability between sub-funds and is established as an open-ended investment company incorporated with limited liability under the laws of Ireland.

The purpose of this letter is to inform you, as a Shareholder of the relevant Sub-Funds of the Company, of a proposed change of ultimate controlling shareholder of the manager and the investment manager of the Company and the Sub-Funds.

B. PROPOSED CHANGES OF CONTROLLING SHAREHOLDER OF THE MANAGER AND THE INVESTMENT MANAGER OF THE COMPANY AND THE SUB-FUNDS

(1) Background

Merian Global Investors (Europe) Limited currently acts as the manager ("Manager") of the Company and the Sub-Funds. The Manager has appointed Merian Global Investors (UK) Limited to act as the discretionary investment manager ("Investment Manager") of the Company and the Sub-Funds.

Directors: Adrian Waters, Tom Murray, Nicola Stronach (UK) and Bronwyn Wright
Registered Office: as above Company Registration No. 271517 (umbrella fund with segregated liability between sub-funds)

Currently, the Manager and the Investment Manager are wholly-owned subsidiaries within the Merian Global Investors asset management group, the ultimate holding company of which is Merian Global Investors Limited ("**MGIL**"). MGIL is currently owned by (i) funds managed by TA Associates ("**TA**"), a global growth private equity firm, (ii) certain co-investors; and (iii) members of management of the Merian group. TA and the co-investors hold their shareholdings in MGIL via Mintaka L.P., which is a special purpose vehicle set up in 2018. TA Associates Cayman, Ltd ("**TA Cayman**") is the current ultimate controlling shareholder of the Manager and the Investment Manager.

In February 2020, Mintaka L.P. and the members of management of the Merian group (collectively, "**Sellers**") announced the signing of a sale and purchase agreement on 17 February 2020 with Jupiter Fund Management plc ("**JFM plc**"), a company listed on the Main Market of the London Stock Exchange, under which the Sellers will sell their entire shareholdings in MGIL to JFM plc such that JFM plc will become the owner of the entire shareholdings of MGIL and the Merian group (the "**Acquisition**"). Each of the Sellers will receive newly issued shares in the JFM plc as consideration for the Acquisition.

(2) Proposed Change of Controlling Shareholder

As a result of the Acquisition, TA Cayman will cease to be the ultimate controlling shareholder of the Manager and the Investment Manager, and JFM plc will become the new ultimate controlling shareholder of the Manager and the Investment Manager ("**Change in Controlling Shareholder**").

Completion of the Acquisition is subject to the satisfaction (or where permitted, waiver) of certain conditions including relevant regulatory approvals and the approval of the Acquisition by the shareholders of JFM plc. Thus, the Change in Controlling Shareholder will only take effect after all the conditions to the completion of the Acquisition are satisfied (or waived, if applicable). It is currently expected that the Acquisition will be completed and the Change in Controlling Shareholder will take effect in the second half of 2020, with the earliest expected completion date being 1 July 2020, being no less than one month from the date of this notice ("**Effective Date of the Change in Controlling Shareholder**").

An announcement on the actual Effective Date of Change of Controlling Shareholder will be published on the website www.merian.com.

In the event that the Change in Controlling Shareholder does not materialise, a separate notice will be issued to the Shareholders.

(3) Implications of the Change in Controlling Shareholder

The Change in Controlling Shareholder will not result in any change to (i) the investment objective and policies and risk profile of the Sub-Funds and (ii) the fee level / cost in managing the Sub-Funds. Should there be any changes to the above, Shareholders will be notified of the relevant changes separately.

(4) Background Information on Jupiter

Jupiter is an independent, high conviction, active asset management business, managing mutual funds, segregated mandates and investment trusts on behalf of individuals and institutions across the UK and internationally. Jupiter's primary purpose is to help clients achieve their long-term investment objectives through delivering superior returns after all fees on client assets. Asset classes covered by Jupiter's funds include equities, fixed income, multi-asset, multi-manager and alternatives (including absolute return funds).

Jupiter is a market-leading fund manager, with a presence in the UK, Europe and Asia. As at 31 December 2019, approximately 88 per cent. of Jupiter's asset under management was in mutual funds, the majority of which are open-ended funds directed towards investors through intermediated distribution channels in the UK, EMEA (i.e. Europe, Middle East and Africa regions), Asia and Latin America. In addition, Jupiter provides investment management services to institutional clients and investment trusts. Jupiter has offices in London, Hong Kong, Singapore, Austria, Germany, Italy, Luxembourg, Spain, Sweden and Switzerland.

C. REPURCHASE OF SHARES

Shareholders who do not wish to remain in the relevant Sub-Fund(s) after the Change in Controlling Shareholder take effect may request to repurchase their Shares in the relevant Sub-Fund(s) by placing a repurchase order. Such repurchase can be made on any Dealing Day prior to the Effective Date of Change in Controlling Shareholder in accordance with the procedures set out in the Prospectus.

D. 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 sincerely,

Nicola Stronach

**Director
For and on behalf of
Merian Global Investors Series plc**

