

## **Mitteilung an alle Anteilseigner der Merian Fonds:**

Anbei finden Sie die Information der Fondsgesellschaft, folgende Fonds sind betroffen:

Alle ISIN's

Details können Sie der beigefügten Anlage entnehmen.

**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](http://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.

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*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](http://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**

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**Merian**  
GLOBAL INVESTORS

The art and science of investing™

4 JUN 20 6:44 EXP-HQW

28 May 2020

## Changes to the Ultimate Controlling Shareholder of Certain Merian Global Investors Companies

Dear Investor,

We are writing to you as an investor in one or more funds listed in the Appendix to this letter (the "**Funds**"), to inform you of proposed changes to the ultimate shareholding of (i) Merian Investment Management Limited, the authorised corporate director of the Funds ("**MIML**"); and (ii) Merian Global Investors (UK) Limited, the appointed investment adviser to the Funds ("**MGI UK**").

### What do you need to do?

This letter is for your information only. There is no need for you to take any action in response to this letter and no action on your part is necessary as a result of this information.

### Why are these changes being made?

Currently, MIML and MGI UK are wholly-owned subsidiaries within the Merian Global Investors group of companies ("**MGI Group**"), the ultimate holding company of which is Merian Global Investors Limited ("**MGIL**"). MGIL is currently owned by (i) funds managed by TA Associates, a global growth private equity firm; (ii) certain co-investors; and (iii) members of management of the MGI Group.

On 17 February 2020, it was announced that Jupiter Fund Management plc ("**JFM plc**"), a company listed on the Main Market of the London Stock Exchange, will acquire the entire shareholdings in MGIL. JFM plc will therefore become the owner of the entire shareholdings of MGIL and the MGI Group (the "**Acquisition**"). Each of the current owners of MGIL will receive newly issued shares in JFM plc as consideration for the Acquisition.

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### **What exactly is happening?**

As a result of the Acquisition, JFM plc will become the new ultimate controlling shareholder of MIML and MGI UK ("**Change in Controlling Shareholder**").

### **Background 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 AUM was in mutual funds, the majority of which are open-ended funds directed towards investors through intermediated distribution channels in the UK, EMEA, 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.

### **When will the changes come into effect?**

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. It is currently expected that the Acquisition will be completed 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.

An announcement on the actual completion date will be published on the website [www.merian.com](http://www.merian.com).

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

### **What are the cost implications of the changes?**

There are no cost implications for investors.

### **What should I do if I no longer wish to remain in the Funds?**

Investors who do not wish to remain in the relevant Fund(s) after the Change in Controlling Shareholder takes effect may request to redeem their shares in the relevant Fund(s) on any Dealing Day in accordance with the procedures set out in the relevant Fund's prospectus.

### **Are there any other changes I should be aware of?**

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

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**Where can I get more information?**

If you would like additional information regarding any of our funds or have any queries regarding the matter, please do not hesitate to contact us using the contact details at the top of this letter. Alternatively, please consult your financial adviser.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'A. Jones' or similar, written over a horizontal line.

**For and on behalf of Merian Investment Management Limited**



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## **APPENDIX**

### **Funds List**

#### **Merian Investment Funds Series I**

Merian Corporate Bond Fund  
Merian Monthly Income Bond Fund  
Merian UK Alpha Fund  
Merian UK Equity Income Fund  
Merian UK Mid Cap Fund  
Merian UK Smaller Companies Fund  
Merian UK Opportunities Fund

#### **Merian Investment Funds Series II**

Merian Asia Pacific Fund  
Merian European Equity (ex UK) Fund  
Merian Global Equity Fund  
Merian Global Strategic Bond Fund  
Merian North American Equity Fund