

MGI FUNDS PLC (THE “COMPANY”)

An open-ended investment company with variable capital incorporated in Ireland as a public limited company with segregated liability between sub-funds

Registered Office
70 Sir John Rogerson's Quay
Dublin 2
Ireland

THIS IS A COUNTRY SUPPLEMENT FOR INVESTORS IN LUXEMBOURG DATED 4 JANUARY 2022 (“COUNTRY SUPPLEMENT”) TO THE PROSPECTUS OF THE COMPANY DATED 31 DECEMBER 2021 AND THE LATEST VERSIONS OF THE SUPPLEMENTS FOR THE SUB-FUNDS OF THE COMPANY LISTED IN APPENDIX 1 (THE “SUB-FUNDS”, TOGETHER THE “PROSPECTUS”), AS MAY BE AMENDED FROM TIME TO TIME.

INFORMATION FOR INVESTORS IN LUXEMBOURG

This Country Supplement forms part of, and should be read in conjunction with, the Prospectus. It is authorised for distribution only when accompanied by the Prospectus. This Country Supplement is issued with respect to the offering of Shares in the Company. Unless otherwise defined, defined terms herein shall have the same meaning as set out in the Prospectus. If you are in any doubt about the contents of this Country Supplement you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser. Information relating to the fees and expenses of the Company is set out in the section of the Prospectus headed “Fees and Expenses”.

This Country Supplement constitutes neither an offer by the Company or by any other person to enter into an investment agreement with the recipient of this document nor an invitation to the recipient to respond to the document by making an offer to the Company, or to any other person, to enter into an investment agreement. Investors who have any doubt about or wish to discuss the suitability of an investment in the Shares and/or obtain further information on the Shares should contact an independent financial adviser. Nothing in this Country Supplement should be construed as investment advice.

The Sub-Funds of the Company listed in Appendix 1 to this Country Supplement have been registered in Luxembourg with the Commission de Surveillance du Secteur Financier (the “**CSSF**”).

LUXEMBOURG REPRESENTATIVE AGENT

Mercer Global Investments Management Limited (the “**Manager**”) has appointed Société Générale Luxembourg, having its registered office at 11, Avenue Emile Reuter, L- 2420 Luxembourg, Grand-Duchy of Luxembourg and its operational centre at 28-32, Place de la Gare, L-1616, Luxembourg, Grand-Duchy of Luxembourg, as its domestic paying agent and information agent in Luxembourg (the “**Representative Agent**”).

DOCUMENTS AND INFORMATION AVAILABLE FOR INSPECTION

The latest version of the Prospectus, the key investor information documents relating to the Shares of the Sub-Funds, copies of the Memorandum and Articles of Association of the Company and the annual and the semi-annual reports may be obtained free of charge at the offices of the Representative Agent.

Copies of the following material contracts as well as the other relevant documents will be available to view free of charge at the offices of the Representative Agent:

- (a) Management Agreement dated 18 August 2006 (as may be amended from time to time) between the Company and the Manager pursuant to which the Manager was appointed to provide management, administration and distribution services to the Company;

- (b) Administration Agreement dated 30 November 2009 (as amended) between the Manager and the Administrator pursuant to which the Administrator was appointed to provide administration, accounting, Shareholder registration and transfer agency services to the Company;
- (c) Depositary Agreement dated 1 June 2016 (as may be amended from time to time) between the Company and the Depositary pursuant to which the Depositary has been appointed as depositary and custodian of the Company's assets;
- (d) Investment Management Agreement with respect to each Sub-Fund dated 18 August 2006 (as may be amended from time to time) between the Manager and the Investment Manager pursuant to which the Investment Manager was appointed to provide investment management services to the Company with respect to the Sub-Funds;
- (e) Distribution Agreement dated 18 August 2006 (as may be amended from time to time) between the Company and the Distributor pursuant to which the Distributor was appointed to provide distribution and placing services to the Company; and
- (f) The UCITS-Regulations.

State Street Fund Services (Ireland) Limited has been appointed as the administrator in respect of all Shares (the "**Administrator**"). Investors may obtain information on how orders can be made and how repurchase and redemption proceeds are paid on request from the Administrator. Investors may also request the subscription, exchange and redemption of Shares and the payment of distributions from the Administrator in accordance with the provisions of the Prospectus. The Administrator may be contacted via e-mail at MercerInvestorServices@statestreet.com, or by telephone at +353 1 242 5515.

The latest subscription, redemption and conversion prices as well as possible notices to investors are available free of charge upon request at the offices of the Representative Agent. The subscription and redemption prices will also be published on www.bloomberg.com.

FEES AND EXPENSES

Information on fees and expenses is set out in the 'Fees and Expenses' section of the Prospectus.

TAXATION

The tax treatment for investors in Luxembourg depends in part on their particular situation. Before investing in Shares of the Company, potential investors are advised to consult their own tax advisor as to the tax consequences relating to their particular circumstances resulting from holding the Shares.

APPENDIX 1

1. Mercer Absolute Return Fixed Income Fund
2. Mercer Diversified Growth Fund
3. Mercer Global Buy & Maintain Credit Fund
4. Mercer Global High Yield Bond Fund
5. Mercer Global Small Cap Equity Fund
6. Mercer Low Volatility Equity Fund
7. Mercer Passive Emerging Markets Equity Fund
8. Mercer Passive Global Equity Fund
9. Mercer Short Duration Bond Fund 3
10. Mercer Short Duration Global Bond Fund 1
11. Mercer Short Duration Global Bond Fund 2
12. Mercer Sustainable Global Equity Fund
13. Mercer USD Cash Fund
14. MGI Emerging Markets Debt Fund
15. MGI Emerging Markets Equity Fund
16. MGI Euro Cash Fund
17. MGI Eurozone Equity Fund
18. MGI Global Equity Fund

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