

富達證券投資信託股份有限公司(函)

受文者：各銷售機構/通路客戶

發文日期：中華民國 108 年 8 月 30 日

主旨：富達基金年度股東大會通知，說明如文，敬請查照。

說明：

1. 謹通告富達基金（「本基金」）謹訂於 2019 年 10 月 3 日（星期四）盧森堡時間正午十二點假本基金於盧森堡之註冊辦事處舉行股東年度大會，茲通知各股東有關基金事項，請詳見附件。
2. 若您有任何相關問題，歡迎聯絡您專屬的業務專員，或撥打富達投信客戶服務專線 0800-009911 洽詢。

董事長陳思伊

富達證券投資信託股份有限公司

董事長：陳思伊

2019年8月

親愛的股東您好：

富達基金（簡稱「本基金」）截至2019年4月30日止之年度報告和報表與股東年度大會

隨函附上富達基金召開股東年度大會的通知，該大會將於當地時間 2019年10月3日（星期四）在本基金於盧森堡的註冊辦事處召開。股東年度大會將於當地時間正午十二點開始。

隨函附上一份委託書，供您記錄自身基於股東身份在本屆股東年度大會上將予審議之事項的投票。為了協助您決定提呈供您審議之決議案，請在下方查看有關每項決議案的若干附加資訊。所有提呈股東批准之決議案皆屬標準業務。

第1項及第2項涉及截止至 2019 年 4 月 30 日年度之年度財務報表中所載董事會報告及會計師查核報告之報告。無需為決議。

第3至8項（詳情如下）需要股東批准，敬請全體股東對此等事項行使投票權。為了表明您對每項決議案之批准或其他意見，請您在隨附的委託書上說明您希望如何對每項決議案進行表決，抑或選擇由主席或代表自行決定表決。無論股東是否親自出席股東年度大會，都請務必填妥委託書，簽署並註明日期，然後以隨函所附之信封寄回本公司。

第9項指可能提呈大會的任何其他事務。您無需就委託書上的這一項進行投票。

提呈股東批准的事項

第3項： 核准截止至 2019 年 4 月 30 日財政年度之年度財務報表

公司法規定年度財務報表須在股東年度大會上提呈股東核准。年度財務報表已由基金審計與風險委員會及董事會審議，並由董事會建議您批准。

第4項： 批准董事會就截止至 2019 年 4 月 30 日年度之職務履行狀況解除責任

在年度財務報表通過後，股東大會還應專門投票表決是否批准董事會解除責任。只有當年度帳目中不存在隱瞞公司真實情況之遺漏或虛假資訊時，准予解除責任方才有效。

第5項： 推選／重新推選下列董事，任期直至將於2020年舉行的下一屆股東年度大會。根據公司章程，所有現任董事都將在股東年度大會上卸任。下列董事獲膺選連任：

- i. Simon Fraser 先生
- ii. Yousef Al-Awadi 博士
- iii. Didier Cherpitel 先生
- iv. Carine Feipel 女士
- v. Simon Haslam 先生
- vi. Abby Johnson 女士
- vii. Glen Moreno 先生
- viii. Jon Skillman 先生
- ix. Amy Yip 女士
- x. FIL (Luxembourg) S.A. (以 Nishith Gandhi 女士為代表)

此外，董事會建議您投票贊成委任富達國際執行長 Anne Richards 女士為董事會成員：

- xi. Anne Richards 女士 (須經 CSSF 核准)

本函附錄中載有每位董事的簡短履歷，以供參考。據董事會所知，在本屆股東年度大會上推選/膺選連任的11名董事中，有4名獨立董事、5名非執行董事和2名執行董事。

請注意，Arno Morenz 博士和 Barclay Simmons 先生將在 2019 年 10 月 3 日的股東年度大會上退出董事會，並不會膺選連任。董事會謹此感謝Morenz 博士及 Simmons 先生對本基金管理所作的貢獻。Morenz 博士自 1999 年以來一直擔任本基金董事，並為審計與風險委員會資深成員。

董事會的組成定期接受檢討，確定其具備多元化的專業知識、技能和背景。

第6項： 批准支付截止至 2019 年 4 月 30 日年度之董事費用。

如年度財務報表所述，董事會主席可獲年費100,000歐元。其他董事每位獲年費50,000歐元，及出席每次會議之額外費用5,000歐元。審計與風險委員會主席可收取每年20,000歐元的額外費用，而委員會其他成員可收取每年10,000歐元的額外費用。

考量已放棄支領費用的董事(特別是Haslam先生、Johnson女士和FIL(Luxembourg)S.A.，以及Skillman先生，從2018年5月1日至2019年3月17日(包括首尾兩日))，董事就截止至 2019 年 4 月 30 日年度所提供服務賺取的總費用為 604,075 美元。

費用水準定期接受檢討，最近一次檢討是在 2018 年 7 月。我們相信，費用水準與董事會成員的經驗和專業水準有相符。

第7項： 推選 Deloitte Audit S.á r.l. 為本基金會計師（會計師亦同意），任期直至將於 2020 年舉行的下一屆股東年度大會。

法定審計師之委任須由股東聽取董事會的建議後予以批准。

在本次股東年度大會上，董事會建議委任德勤會計師事務所(Deloitte)為本基金會計師。資誠會計師事務所(PricewaterhouseCoopers) 作為現任會計師，將在截止至2019年4月30日財政年度之會計查核工作結束後卸任。

審計與風險委員會和董事會對於建議更換富達基金會計師一事已予周詳考慮。為達致良好的公司治理，已執行一套廣泛的審計招標程序。

德勤會計事務所之所以獲提名，除考量其承諾並分派專責人員、一流的科技實力和卓越的全球會計查核品質。此外，鑑於資誠會計師事務所長期擔任本基金的會計師，德勤會計師事務所上任後將為本基金帶來不同的會計查核方法、注入新的客觀性和活力，將符合公司治理之最佳實踐。

第8項： 批准支付截止至 2019 年 4 月 30 日年度之股利及宣佈截止至 2020 年 4 月 30 日財政年度之股利。

本決議案旨在批准支付截止至 2019 年 4 月 30 日年度之股利，並准許董事會宣佈下一財政年度之股利，後者將在下一屆股東年度大會上徵求批准。

依照2010年12月17日宣佈之盧森堡法律的規定，股東可於富達網站www.fidelityworldwideinvestment.com/statutory/index.html 下載經查核之年度報告和帳目。

股東如需免費收到經查核之年度報告和帳目的印刷本，可聯絡本基金的註冊辦事處或逕向富達客服專員索取。

如您對股東年度大會、年度財務報表或對本基金投資之任何方面有任何疑問，請聯絡您通常往來之獨立財務顧問或富達國際。

此致



Nishith Gandhi

代表 FIL (Luxembourg) S.A.

富達基金，法人董事 謹啟

附錄

董事履歷

Yousef A. Al-Awadi 博士，K.B.E.

科威特；YAA Consultancy 董事長兼執行長，科威特海灣銀行 (Gulf Bank) 前執行長，以及 Kuwait Investment Office 倫敦總裁兼執行長；歷任科威特和國際上許多公私部門的董事。

Didier Cherpitel

瑞士；現任 Swiss Philanthropy Foundation 理事，曾任 Association François-Xavier Bagnoud 財務長、Fondation Mérieux 理事兼財務長；J.P. Morgan 法國公司前董事長、紅十字會與日內瓦紅新月會國際聯合會之前執行長、Atos Origin 前董事長。無國界管理人組織 (Managers Without Borders) 的創辦人兼理事長。

Carine Feipel

盧森堡；在盧森堡及紐約 Arendt & Medernach 事務所服務 20 年，擔任合夥人職務，該所在商事法律事務所中名列前茅。她現為獨立律師及多家公司的非常務董事，包括 Banque de Luxembourg、Morgan Stanley Investment Funds 及多家保險和人身保險公司。她是歐洲工商管理學院 (INSEAD) 和盧森堡公司董事會 (ILA) 的認可董事。2019 年 6 月，她獲委任為盧森堡公司董事會主席。

Simon Fraser

英國；現任 Foreign and Colonial Investment Trust plc、Merchants Trust plc 及 McNroy and Wood plc 董事長、蘇格蘭國民信託副會長，還兼任投資論壇理事長主席及 Scope Ratings 的顧問。他在富達效力 27 年之久，已於 2008 年底退任執行職務。

Simon Haslam

英國；資深顧問。他在富達國際工作逾二十年，最初擔任財務長，目前任富達國際臨時總裁。他是 FIL Limited（以及富達集團旗下的其他多家公司）董事、富達薪酬委員會主席和富達審計與風險委員會成員，還是聖馬丁室內樂團 (The Academy of St Martin's in the Fields) 主席兼董事會成員；以往曾是德勤會計師事務所 (Deloitte) 的查核及顧問合夥人。

Abby Johnson

美國；FMR LLC 總裁兼執行長；Fidelity Management & Research Company (FMRCo) 董事長；FIL Limited 董事長；美國富達投資固定收益基金/資產配置基金理事會主席。

Glen Moreno

美國；1987 年加入 FIL 董事會，現任 FIL 資本委員會主席、FIL 審計與風險委員會及薪酬委員會成員；此前，曾擔任 Virgin Money and Pearson PLC 董事長、駿懋銀行集團 (Lloyds Banking Group) 副主席兼財務報告委員會副主席。現任 Ditchley Foundation 理事長、英國皇家戲劇藝術學院院長。1987 年至 1991 年間，曾擔任富達國際執行長；此前曾在花旗集團效力 18 年，期間出任集團執行主管和政策委員會成員。

Jon Skillman

盧森堡；資深顧問。歷任全球企業投資與股票計畫服務處常務董事、主管以及富達歐洲大陸常務董事。他於 1994 年加入富達，擔任富達管理與研究部規畫總監。在 2012 年獲委任為歐洲大陸常務董事之前，他曾在富達投資波士頓公司擔任富達股票計畫服務處總裁。

Amy Yip

中國；目前是 Deutsche Börse 監事會的一員以及美亞保險香港有限公司和 Temenos Group 的非常務董事。她曾在亞洲為多家大型跨國金融服務企業效力，包括 Rothschild Asset Management、花旗銀行及星展銀行；還在香港金融管理局供職十年。

FIL (Luxembourg) S.A.

1988 年 10 月 14 日在盧森堡註冊成立，公司名稱為 Fidelity International Service (Luxembourg) S.A.，RCS 編號為 B 29 112，註冊辦公室地址為：2a, Rue Albert Borschette, BP 2174, L-1021 Luxembourg；該公司擔任本基金的經銷商、總經銷商 FIL Distributors 之代理人。FIL (Luxembourg) S.A. 現由歐洲大陸財務長 Nishith Gandhi 作為代表。他於 2002 年加入富達，擔任高級專案經理。於 2017 年 1 月獲委任為歐洲大陸的財務長之前，他曾歷任多個與財務相關的高級職務，譬如最近期的投資服務及基金會計處 (Investment Services and Fund Accounting) 主管，負責富達歐洲基金系列的所有基金管理及投資服務事務，特別是盧森堡與英國。

Anne Richards

英國；於 2018 年 12 月加入富達國際，擔任執行長；此前任 M&G Investments 執行長，並兼任其母公司 Prudential plc 的董事。她自 1992 年以來一直在資產管理行業工作，擁有近三十年的分析師、投資組合經理和資訊長經驗，是 ESG 投資的堅定擁護者。她的職業生涯涵蓋了金融部門的許多國際藍籌企業，包括 Alliance Capital、摩根大通 (JP Morgan)、美林證券 (Merrill Lynch Investment Managers) 及 安本資產管理 (Aberdeen Asset Management)。

Anne 是一名特許工程師，最初在歐洲核子研究組織 (CERN) 任研究員。她曾任英國金融行為監理總署從業者小組組長，還是美國 2020 Women on Boards 理事會成員，後者致力於提高女性在公司董事會中的比例。

Anne 先後於 2014 年獲授皇家維多利亞勳章 (CVO)，於 2015 年獲授大英帝國司令勳章 (CBE)，以表彰其對志願者事業和金融服務業的傑出貢獻。

富達基金
Société d'Investissement à Capital Variable
2a rue Albert Borschette
L-1246 Luxembourg
R.C.S B 34036

股東年度大會通知

謹通告富達基金（「本基金」）謹訂於 2019 年 10 月 3 日（星期四）當地時間正午十二點假本基金於盧森堡之註冊辦事處舉行股東年度大會，商議下列事項：

- 第1項 提呈截止至 2019 年 4 月 30 日年度之董事會報告。
- 第2項 提呈截止至 2019 年 4 月 30 日年度之會計師查核報告。
- 第3項 核准截止至 2019 年 4 月 30 日會計年度的資產淨值表，以及營運及淨資產變動表。
- 第4項 批准董事會就截止至 2019 年 4 月 30 日年度解除責任。
- 第5項 推選／重新推選十一 (11) 位董事，具體為重新推選以下現任董事：

- i. Yousef Al-Awadi 博士
- ii. Didier Cherpitel 先生
- iii. Carine Feipel 女士
- iv. Simon Fraser 先生
- v. Simon Haslam 先生
- vi. Abby Johnson 女士
- vii. Glen Moreno 先生
- viii. Jon Skillman 先生
- ix. Amy Yip 女士及
- x. FIL (Luxembourg) S.A.（作為法人董事）；

並推選：

- xi. Anne Richards 女士（須經 CSSF 核准）。

- 第6項 批准支付截止至 2019 年 4 月 30 日年度之董事費用。
- 第7項 推選盧森堡 Deloitte Audit SARL 為截止至 2020 年 4 月 30 日年度之會計師（須經 CSSF 核准）。
- 第8項 批准支付截止至 2019 年 4 月 30 日年度之股利及宣佈截止至 2020 年 4 月 30 日財政年度之股利。
- 第9項 臨時動議審議。

除本基金章程所定合計持有本基金百分之三 (3%) 以上流通在外股份，或美籍人士持有本基金股份之相關限制外，每股股份享有一票投票權。敬請股東踴躍出席並投票，或可書面委託他人代為出席大會並投票。該代理人毋須為本基金之股東。

舉行股東年度大會沒有法定人數要求，除另有說明外，決議案將以簡單多數決通過。投票表決不得計入股東未參與表決抑或已棄權或已退回空白或無效投票的股票為之附投票。基金的每一股股份在大會上有一票表決權，無論該股份價值為何。

2019 年 7 月 25 日

經董事會授權

委託書
股東年度大會

本人／我們 名稱
地址

客戶帳號：AB*****1234

為註冊辦事處位於2a rue Albert Borschette, B.P. L-1246 Luxembourg之富達基金股份之登記持有人，茲委任大會主席，或

為本人／我們之代表，代表本人／我們出席訂於2019年10月3日盧森堡時間正午十二點在盧森堡註冊辦事處舉行之富達基金股東年度大會及任何延期會議並投票。請於下文適當方框內畫上「X」號，表明您對股東年度大會通知內所載決議案之投票意願。

		贊成	反對	棄權
第 3 項	決議 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 4 項	決議 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 5 項	i.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ii.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iii.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iv.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	v.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vi.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vii.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	viii.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ix.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	x.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	xi.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 6 項	決議 14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 7 項	決議 15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第 8 項	決議 16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

本委託書進一步授權該代表就議程第9項決議案投票。如帳戶持有人是未成年人，則本委託書須由其法定代理人簽署。如帳戶持有人是一家公司，則本委託書須由其法定代理人或委託授權簽署人簽署。

簽名：

日期：

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本人擬親自出席股東年度大會

附註

1. 如欲委任大會主席以外之任何人為代表，則請刪去「大會主席」，並在空格內填上擬委任代表之姓名，代表無須為富達基金之另一股東。
2. 請表明您的投票意願。如無指示，您的代表可於會上自行酌情進行投票或放棄投票。
3. 若為聯名持有股份，則任何一名聯名持有人均可委任一名代表，但在股東名冊排名首位之持有人之投票（親自或由代表投出）可優先於其他聯名股東。
4. 請簽署本表格及署明日期，並在2019年10月1日正午十二點（盧森堡時間）前交還富達基金，地址為：2a rue Albert Borschette, B.P. 2174, L-1021 Luxembourg。
5. 您於本表格內提供之資料，將由富達或其關係企業持有，並於電腦中處理。這可能涉及以網際網路等電子媒體傳送資料。您的資料將獲保密處理，未經您同意，除非法律要求進行揭露，否則不會向任何其他第三方揭露。
6. 關於大會議程第5項（推選／重新推選董事），請注意：倘若董事／候選人於股東年度大會舉行日期或之前退出選舉，您委任其他董事／候選人之相關投票仍將有效。

August 2019

Dear Shareholder,

Annual Report and Accounts for the year ended 30 April 2019 & Annual General Meeting of Fidelity Funds ("the Fund")

Please find enclosed the Notice convening the Annual General Meeting of the Fund, that will be held on Thursday 3 October 2019 at the registered office of the Fund in Luxembourg. The Annual General Meeting will commence at 12 noon local time.

Also enclosed is a Form of Proxy for you to record your vote in respect of the matters to be considered by shareholders at this Annual General Meeting.

In order to help with your decision regarding the resolutions being presented for your consideration, please find below some additional information around each resolution.

All resolutions being presented for shareholder approval are standard business.

Point 1 and **Point 2** relate to the presentation of the Report of the Board of Directors and Report of the Auditors as contained in the Annual Financial Statements for the year ended 30 April 2019. No resolution is required.

Points 3 to 8, as detailed below, require shareholder approval and we would like to encourage all shareholders to exercise their right to vote on these matters. In order to indicate your approval or otherwise for each resolution, you are asked to indicate how you wish to vote on each resolution on the enclosed Form of Proxy or elect the Chairman or proxy to vote at their discretion. Please sign and date the Form of Proxy once completed and return it to us in the envelope provided, irrespective of whether you intend on attending the meeting in person or not.

Point 9 to any other business that may come to the meeting. You are not required to vote on this point on the form of proxy.

Matters being presented to Shareholders for approval

Point 3: Approval of the Annual Financial Statements for the financial year ended 30 April 2019

Company law requires that the Annual Financial Statements are presented to shareholders at the AGM for approval. The Annual Financial Statements have been considered by the Fund Audit and Risk Committee and the Board and are recommended to you by the Board for approval.

Point 4: Discharge of the Board of Directors with respect to the performance of their duties for the year ended 30 April 2019

After the adoption of the Annual Financial Statements, the general meeting should also vote specifically on whether discharge is to be given to the Directors. Such discharge is only valid if the annual accounts contain no omission or false information concealing the true situation of the company.

Point 5: Election/re-election of the following Directors until the next annual general meeting of shareholders, which will be held in 2020.

In accordance with the Articles of Incorporation of the Company, all current Directors will retire at the Annual General Meeting. The following Directors are standing for re-election:

- i. Mr Simon Fraser
- ii. Dr Yousef Al-Awadi
- iii. Mr Didier Cherpitel
- iv. Ms Carine Feipel
- v. Mr Simon Haslam
- vi. Ms Abby Johnson
- vii. Mr Glen Moreno
- viii. Mr Jon Skillman
- ix. Ms Amy Yip
- x. FIL (Luxembourg) S.A., represented by Mr Nishith Gandhi

In addition, the Board has recommended that you vote in favour of the appointment to the Board of Ms Anne Richards, Chief Executive of Fidelity International:

- xi. Ms Anne Richards, subject to no objection from the CSSF

A short biography for each of the Directors is provided as an appendix to this letter for information. Out of the eleven Directors offering themselves for (re)-election at this Annual General Meeting, four are considered by the Board to be independent, five non-executive and two executive.

It should be noted that Dr Arno Morenz and Mr Barclay Simmons will retire from the Board at the Annual General Meeting on 3 October 2019 and will not be offering themselves for re-election. The Board thanks both Dr Morenz and Mr Simmons for their contributions to the governance of the Fund. In particular, Dr Morenz has been on the Board of the Fund since 1999 and has been a long-standing member of the Audit and Risk Committee.

The composition of the Board is kept under regular review and it is considered that it has a diverse mix of expertise, skills and backgrounds.

Point 6: Approval of the payment of Directors' fees for the year ended 30 April 2019.

As detailed in the Annual Financial Statements, the Chairman of the Board is entitled to an annual fee of €100,000. Each of the other Directors are entitled to an annual fee of €50,000. There is an additional attendance fee of €5,000 for each meeting attended. The Chairman of the Audit and Risk Committee receives an additional fee of €20,000 per annum and the other members of the Committee receive an additional fee of €10,000 per annum.

Taking into account those Directors that have waived their fees (specifically Mr Haslam, Ms Johnson and FIL (Luxembourg) S.A. and Mr Skillman from 1 May 2018 to 17 March 2019 inclusive), the total fees earned by the Directors in respect of services rendered for the year ended 30 April 2019 was \$604,075.

The level of fees is reviewed on a regular basis, most recently in July 2018. It is believed that the level of fee is appropriate for the level of experience and expertise of the Board members.

Point 7: Election of Deloitte Audit S.á r.l. as Auditor of the Fund (Reviseur d'entreprises agree) until the next annual general meeting of shareholders, which will be held in 2020.

The appointment of the statutory auditor is subject to the approval of shareholders, on the recommendation of the Board.

At this Annual General Meeting, the Board is recommending the appointment of Deloitte as Auditor of the Fund. PricewaterhouseCoopers, as incumbent auditor, will step down as auditor at the conclusion of the audit for the financial year ended 30 April 2019.

The proposed change of auditor for Fidelity Funds has been considered in detail by the Audit and Risk Committee and by the Board. An extensive audit tender process, which included the incumbent auditor, has been undertaken as a matter of good corporate governance.

Deloitte is being proposed for appointment due to their commitment and allocation of dedicated personnel, best in class technology offering and robust global audit quality. Furthermore, given the length of time that PricewaterhouseCoopers has been the Fund's Auditor, the appointment of Deloitte will bring a different audit approach, fresh objectivity and renewed vigour to the audit of the Fund in-line with corporate governance best practise.

Point 8: Approval of the payment of dividends for the year ended 30 April 2019 and to declare dividends in respect of the financial year ending 30 April 2020.

This resolution is to approve the dividends paid for the year ended 30 April 2019 and to permit the Board to declare dividends for the subsequent financial year, for which approval will be sought at the subsequent AGM.

Consistent with the provisions of the Luxembourg law dated 17 December 2010, the audited Annual Report and Accounts will be accessible to Shareholders on Fidelity's website www.fidelityinternational.com/statutory/index.html.

Shareholders may request to continue to receive hard copy audited Annual Report and Accounts free of charge by contacting the registered office of the Fund or their usual Fidelity service centre.

Should you have any queries about the Annual General Meeting, the Annual Financial Statements or about any aspect of your investment in the Fund, please contact your Independent Financial Adviser or Fidelity International in the usual manner.

Yours sincerely,



Nishith Gandhi
Representative of FIL (Luxembourg) S.A.
Corporate Director, Fidelity Funds

APPENDIX

DIRECTORS' BIOGRAPHIES

Dr. Yousef A. Al-Awadi K.B.E.

Kuwait; Chairman and Chief Executive Officer of YAA Consultancy and previously Chief Executive Officer of Gulf Bank in Kuwait and President and Chief Executive Officer of Kuwait Investment Office in London. His board directorships included many public and private sector entities in Kuwait and internationally.

Didier Cherpitel

Switzerland; currently Director of the Swiss Philanthropy Foundation; Chairman and former Treasurer of the Association François-Xavier Bagnoud; Director and Treasurer of Fondation Mérieux; former Chairman of J.P. Morgan in France, former Chief Executive Officer of the Federation of the Red Cross and Red Crescent societies in Geneva and former Chairman of Atos Origin. Founder and Chairman of Managers Without Borders.

Carine Feipel

Luxembourg; after 20 years at leading independent business law firm, Arendt & Medernach in Luxembourg and New York, where she was a partner, she is now an independent attorney and non-executive director of several companies including Banque de Luxembourg, Morgan Stanley Investment Funds and several life and non-life insurance companies. She is a Certified Director by INSEAD and by the Luxembourg Institute of Directors ('ILA'). In June 2019, she was appointed Chair of ILA.

Simon Fraser

United Kingdom; Chairman of Foreign and Colonial Investment Trust plc, Merchants Trust plc and McInroy and Wood plc. He is Vice President of the National Trust of Scotland. He is also the Chairman of The Investor Forum and an Advisor to Scope Ratings. He spent 27 years at Fidelity but retired from his executive responsibilities at the end of 2008.

Simon Haslam

United Kingdom; Senior Advisor. He has worked at Fidelity International for over twenty years, initially as Chief Financial Officer, and most recently served as interim President of Fidelity International. He is a director of FIL Limited (and various other companies within the FIL group), is Chairman of the FIL Remuneration Committee and a member of the FIL Audit and Risk Committee. He is also Chairman and board member at The Academy of St Martin's in the Fields. He was formerly an audit and a consulting partner at Deloitte.

Abby Johnson

United States; President and Chief Executive Officer of FMR LLC; chairman of Fidelity Management & Research Company (FMRCo); chairman of the Board of FIL Limited; chairman of the Board of Trustees of US Fidelity Investments Fixed-Income/Asset Allocation funds.

Glen Moreno

United States; He joined the FIL Board in 1987 and is the Chairman of the FIL Capital Committee, and a member of the FIL Audit and Risk Committee and the Remuneration Committee. Glen was previously chairman of Virgin Money and Pearson PLC, Deputy Chairman of the Financial Reporting Council and Deputy Chairman of Lloyds Banking Group. He is a governor of The Ditchley Foundation and a director of the Royal Academy of Dramatic Art. From 1987 to 1991 he was Chief Executive of Fidelity International and prior to that spent 18 years at Citigroup, where he was a Group Executive and Member of the Policy Committee.

Jon Skillman

Luxembourg; Senior Advisor. Previously Managing Director, Head of Global Workplace Investing and Stock Plan Services and Managing Director, Continental Europe at Fidelity. He joined Fidelity in 1994 as Director of Planning, Fidelity Management & Research. Prior to his appointment as Managing Director, Continental Europe in 2012, he was President of Fidelity Stock Plan Services at Fidelity Investments in Boston.

Amy Yip

China, currently a member of the Supervisory Board of Deutsche Börse and a non-executive director of AIG Insurance Hong Kong and Temenos Group. She has had a distinguished career working principally in Asia for numerous major international financial services businesses including Rothschild Asset Management, Citibank and DBS Bank. She also spent ten years at the Hong Kong Monetary Authority.

FIL (Luxembourg) S.A.

A company incorporated in Luxembourg on 14 October 1988 under the name of Fidelity International Service (Luxembourg) S.A. with RCS number B 29 112 and having its registered office at 2a, Rue Albert Borschette, BP 2174, L-1021 Luxembourg; the company acts as a Distributor of the Fund as agent of the General Distributor, FIL Distributors. FIL (Luxembourg) S.A. is currently **represented by Nishith Gandhi**, Chief Financial Officer, Continental Europe. He joined Fidelity in 2002 as Senior Project manager. Before being appointed Chief Financial Officer - Continental Europe in January 2017, he performed a number of senior finance roles within Fidelity, most recently as Head of Investment Services and Fund Accounting responsible for all aspects of fund administration and Investment services across the FIL European Fund ranges, most notably Luxembourg and UK operations.

Anne Richards

United Kingdom; Anne joined Fidelity International as CEO in December 2018 from M&G Investments where she was CEO and a director of its parent company Prudential plc. She has worked in the asset management industry since 1992. Anne has almost three decades of experience as an analyst, portfolio manager and CIO and is a strong proponent of ESG investing. Her career path spans many blue chip global names in the financial sector including Alliance Capital, JP Morgan, Merrill Lynch Investment Managers and Aberdeen Asset Management.

Anne is a Chartered Engineer and began her career as a research fellow at CERN, the European Organisation for Nuclear Research. She is a former chair of the UK Financial Conduct Authority's Practitioner Panel and is also a member of the US-based Board of Leaders of 2020 Women on Boards, which works to increase the proportion of women on corporate boards.

Anne was publicly recognised in the UK for her services to the voluntary sector and to the Financial Services industry by being appointed a Commander of the Royal Victorian Order (CVO) in 2014 and a Commander of the Order of the British Empire (CBE) in 2015.

Fidelity Funds
Société d'Investissement à Capital Variable
2a rue Albert Borschette
L-1246 Luxembourg
R.C.S B 34036

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Fidelity Funds ("the Fund") will be held at the registered office of the Fund in Luxembourg on Thursday 3 October 2019 at 12 noon local time to consider the following agenda:

- Point 1 Presentation of the Report of the Board of Directors for the year ended 30 April 2019.
- Point 2 Presentation of the Report of the Auditors for the year ended 30 April 2019.
- Point 3 Approval of the statement of net assets and statement of operations and changes in net assets for the financial year ended 30 April 2019.
- Point 4 Discharge of the Board of Directors for the year ended 30 April 2019.
- Point 5 Election/re-election of eleven (11) Directors, specifically the re-election of the following present Directors:
- i. Dr Yousef Al-Awadi
 - ii. Mr Didier Cherpitel
 - iii. Ms Carine Feipel
 - iv. Mr Simon Fraser
 - v. Mr Simon Haslam
 - vi. Ms Abby Johnson
 - vii. Mr Glen Moreno
 - viii. Mr Jon Skillman
 - ix. Ms Amy Yip and
 - x. FIL (Luxembourg) S.A. as Corporate Director;
- And the election of:
- xi. Ms Anne Richards (subject to no objection from the CSSF).
- Point 6 Approval of the payment of Directors' fees for the year ended 30 April 2019.
- Point 7 Election of Deloitte Audit SARL, Luxembourg as Auditors for the year ending 30 April 2020, subject to no objection from the CSSF).
- Point 8 Approval of the payment of dividends for the year ended 30 April 2019 and to declare dividends in respect of the financial year ending 30 April 2020.
- Point 9 Consideration of such other business as may properly come before the meeting.

Subject to the limitations imposed by the Articles of Incorporation of the Fund with regard to ownership of shares by US persons or of shares which constitute in the aggregate more than three percent (3%) of the outstanding shares, each share is entitled to one vote. Shareholders are invited to attend and vote at the meeting or may appoint another person in writing to attend and vote on their behalf. Such proxy need not be a shareholder of the Fund.

There is no quorum requirement for the holding of the Annual General Meeting and, unless otherwise indicated, resolutions will be passed by a simple majority of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. Each share of the Fund carries a single vote at the meeting, irrespective of the value of such a share.

25 July 2019

By Order of the Board

**Form of Proxy
 Annual General Meeting**

I/We **Name**
 Address

CLIENT ACCOUNT NUMBER: AB*****1234

being the registered holder(s) of shares in Fidelity Funds, having its registered office at 2a rue Albert Borschette, B.P. L-1246 Luxembourg, APPOINT the Chairman of the meeting, or

.....
 as my/our proxy to vote on my/our behalf at the Annual General Meeting of Fidelity Funds to be held at 12 noon Luxembourg time on 3 October 2019 at the registered office in Luxembourg and at any adjournments thereof. Please indicate how you wish your votes to be cast on the resolutions set out in the Notice of Annual General Meeting by placing an "X" in the relevant box below:

		FOR	AGAINST	ABSTAIN
Point 3	Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 4	Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 5	i. Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ii. Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iii. Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	iv. Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	v. Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vi. Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	vii. Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	viii. Resolution 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ix. Resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	x. Resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	xi. Resolution 13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 6	Resolution 14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 7	Resolution 15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 8	Resolution 16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is further empowered to vote on resolutions concerning item 9 of the agenda. If the account holder is a minor, the proxy must be signed by a legal representative. If the account holder is a company, the proxy must be signed by its legal representative or by a delegated authorised signatory.

Signature:

Dated:

D	D	M	M	Y	Y	Y	Y
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I intend to attend the meeting in person

Notes

1. If you wish to appoint another person to represent you in place of the Chairman please delete "the Chairman of the meeting" and insert in the space provided the name of the appointee, who need not be another shareholder in Fidelity Funds.
2. Please indicate how you wish your proxy to vote. If you do not do so, your proxy may vote, or may abstain from voting, at the meeting at his/her discretion.
3. In the case of joint holdings, any of the joint holders may appoint a proxy but the vote (in person or by proxy) of the most senior, in the order in which names appear in the register, shall be accepted to the exclusion of the other joint holders.
4. Please date and sign the form and return it to Fidelity Funds at 2a rue Albert Borschette, B.P. 2174, L-1021 Luxembourg, so as to arrive not later than 12.00 noon (Luxembourg time) on 1 October 2019.
5. The information you provide on this form will be held and processed on computer by Fidelity or associated companies. This may involve the transfer of data by electronic media including the Internet. Your information will be held in confidence and not passed to any third party without your permission or unless we are required to do so by law.
6. With regard to point 5 of the agenda (election/re-election of Directors), please note that in case a Director/candidate withdraws from election on or before the date of the Annual General Meeting, your votes will remain valid with regard to the appointment of the other Directors/candidates.