

Country Supplement

MGI Funds plc ("the Company")

Additional Information for Investors in the Federal Republic of Germany

This Country Supplement dated 31 March 2014 forms part of and should be read in conjunction with the prospectus for MGI Funds plc (the "Company") dated 12 February 2014 and the supplements for MGI Eurozone Equity Fund, MGI Japanese Equity Fund, MGI Pacific Basin (Ex Japan) Equity Fund, MGI U.S. Equity Fund, MGI UK Equity Fund dated 28 February 2014 and the supplements for MGI Euro Bond Fund, MGI Euro Cash Fund, MGI Emerging Markets Equity Fund, MGI Global Equity Fund, MGI Emerging Markets Debt Fund, Mercer Global Small Cap Equity Fund, Mercer Low Volatility Equity Fund, Mercer Diversified Growth Fund, Mercer Global High Yield Bond Fund, Mercer Short Duration Global Bond Fund 1, Mercer Global Buy and Maintain Credit Fund, Mercer Passive Global Equity Fund, MGI UK Long Gilt Fund, MGI U.S. Equity Growth Fund, MGI UK Equity High Alpha Fund, MGI U.S. Equity Value Fund, MGI Global Bond Fund, MGI UK Inflation Linked Bond Fund, MGI Bond Fund, MGI UK Equity Active Fund, MGI UK Bond Fund, MGI Euro Long Bond Fund, MGI UK Cash Fund, MGI DAM Multi-Manager Global Equity Fund, Mercer Short Duration Global Bond Fund 2, Mercer Euro Over 5 Year Bond Fund and Mercer Euro Nominal Bond Long Duration Fund sub-funds of the Company (together the "Funds") dated 12 February 2014 (together the "Prospectus").

The offering of the shares of

MGI UK Long Gilt Fund
MGI Japanese Equity Fund
MGI U.S. Equity Growth Fund
MGI Pacific Basin (Ex Japan) Equity Fund
MGI U.S. Equity Fund
MGI UK Equity High Alpha Fund
MGI U.S. Equity Value Fund
MGI Global Bond Fund
MGI UK Inflation Linked Bond Fund
MGI Bond Fund
MGI UK Equity Fund
MGI UK Equity Active Fund
MGI UK Bond Fund
MGI Euro Long Bond Fund
MGI UK Cash Fund
MGI DAM Multi-Manager Global Equity Fund
Mercer Short Duration Global Bond Fund 2
Mercer Euro Over 5 Year Bond Fund
Mercer Euro Nominal Bond Long Duration Fund

has not been notified to the German Financial Services Supervisory Authority in accordance with Section 310 of the German Investment Code (*Kapitalanlagegesetzbuch – KAGB*). Shares of these sub-funds may not be offered to investors in the Federal Republic of Germany.

The offering of the shares of the remaining sub-funds of the Company made available through the Prospectus has been notified to the German Financial Supervisory Authority in accordance with section 310 of the German Investment Code.

1. *Information Agent in the Federal Republic of Germany*

Mercer Deutschland GmbH, Lyoner Straße 36, 60528 Frankfurt am Main, has undertaken the role of information agent in the Federal Republic of Germany in accordance with section 309 para. 2 of the Investment Code.

The latest version of the Prospectus, the supplements with respect to MGI Eurozone Equity Fund, MGI Euro Bond Fund, MGI Euro Cash Fund, MGI Emerging Markets Equity Fund, MGI Global Equity Fund, MGI Emerging Markets Debt Fund, Mercer Global Small Cap Equity Fund, Mercer Low Volatility Equity Fund, Mercer Diversified Growth Fund, Mercer Global High Yield Bond Fund, Mercer Short Duration Global Bond Fund 1, Mercer Global Buy and Maintain Credit Fund, Mercer Passive Global Equity Fund, MGI UK Long Gilt Fund, MGI Japanese Equity Fund, MGI U.S. Equity Growth Fund, MGI Pacific Basin (Ex Japan) Equity Fund, MGI U.S. Equity Fund, MGI UK Equity High Alpha Fund, MGI U.S. Equity Value Fund, MGI Global Bond Fund, MGI UK Inflation Linked Bond Fund, MGI Bond Fund, MGI UK Equity Fund, MGI UK Equity Active Fund, MGI UK Bond Fund, MGI Euro Long Bond Fund, MGI UK Cash Fund, MGI DAM Multi-Manager Global Equity Fund, Mercer Short Duration Global Bond Fund 2, Mercer Euro Over 5 Year Bond Fund and Mercer Euro Nominal Bond Long Duration Fund, the key investor information documents relating to the shares of the Company that are admitted to be distributed in Germany, copies of the Memorandum and Articles of Association of the Company and the annual and the semi-annual reports will be available free of charge in paper form at the offices of Mercer Deutschland GmbH.

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 Mercer Deutschland GmbH:

- (a) Management Agreement dated 18 August 2006 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 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) Custodian Agreement dated 30 November 2009 between the Company and the Custodian pursuant to which the Custodian has been appointed as custodian of the Company's assets;
- (d) Investment Management Agreement with respect to each Sub-Fund dated 18 August 2006 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; and
- (e) Distribution Agreement dated 18 August 2006 between the Company and the Distributor pursuant to which the Distributor was appointed to provide distribution and placing services to the Company.
- (f) The UCITS-Regulations; and
- (g) A list of past and current directorships and partnerships held by each Director over the last five years.

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 Mercer Deutschland GmbH.

2. *Redemption requests from and payments to shareholders in Germany*

Investors in Germany can submit their redemption and conversion requests relating to the shares of the Company that are admitted to be distributed in Germany to the respective entity in Germany maintaining their custody accounts (*depotführende Stelle*) which will in turn forward the requests for processing to the Administrator or will request the redemption in its own name for the account of the investor.

Distributions of the Company, the payments of redemption proceeds and other payments to the investors in Germany will also be made through the respective entity in Germany maintaining the client's custody account (*depotführende Stelle*) which will credit the payments to the investor's account.

3. *Publications*

The subscription and redemption prices will be published on www.bloomberg.com. Notices to shareholders will be published in the Federal Gazette ("*Bundesanzeiger*").

The shareholders in Germany will be informed additionally through a durable medium in the meaning of section 167 of the Investment Code about:

- (a) the suspension of the redemption of the Shares,
- (b) the termination of the management of the Company or a Fund or its liquidation,
- (c) changes to the Articles of Association of the Company that are incompatible with the existing investment policies, that affect material investor rights or that affect the fees and reimbursement of expenses that can be paid out of the assets of the fund,
- (d) the merger of a Fund in the form of the information on the merger that is required to be prepared according to article 43 of the Directive 2009/65/EC,
- (e) the conversion of a Fund into a feeder fund or changes to a master fund in the form of the information that are required to be prepared according to article 64 of the Directive 2009/65/EC.

4. *Taxation*

Shareholders should seek professional advice concerning the tax consequences of the investment in the Funds prior to making an investment decision.

Dated: 31 March 2014