

MIROVA FUNDS

Société anonyme qualifying as *société d'investissement à capital variable* under the laws of the Grand Duchy of Luxembourg

Registered Office: 80, route d'Esch, L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg : B 148 004

CONVENING NOTICE

Luxembourg, April 04, 2024

The shareholders of Mirova Funds (hereinafter the “**SICAV**”) are kindly invited to participate to the Annual General Meeting of the shareholders of the Company (the “**Annual General Meeting**”) which will take place at its registered office, 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on:

On April 26, 2024 at 10.00 a.m. CET

for the purpose of considering and voting upon the following agenda:

- 1. Presentation and approval of the reports of the board of directors of the SICAV (the “Board of Directors”) and of PricewaterhouseCoopers Société Coopérative (the “Independent Auditor”) for the year ended December 31, 2023.**
- 2. Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2023.**
- 3. Ratification of interim dividend payments made in certain sub-funds of the SICAV during the year ended on December 31, 2023.**
- 4. Discharge to be granted to the directors of the SICAV (the “Directors”) and to the SICAV’s Independent Auditor for the fiscal year ended December 31, 2023.**
- 5. Renewal of the respective mandate of Mirova represented by Mrs. Tara HANS, BPCE Life represented by Mr. Frédéric LIPKA, and Mr. Jean-Baptiste GUBINELLI in their capacity as directors of the SICAV until the next annual general meeting to be held in 2025.**
- 6. Approval of the re-election of the SICAV’s Independent Auditor until the next annual general meeting to be held in 2025.**
- 7. Audit fees for the year ended on December 31, 2023.**
- 8. Any other business which may be properly brought before the meeting.**

Shareholders are advised that no quorum is required for the adoption of resolutions by the Annual General Meeting and that resolutions will be passed by a majority of the votes validly cast of the shareholders present or represented at the Annual General Meeting.

Pursuant to article 450-1 of the Law of 10 August 1915 on commercial companies (the “**1915 Law**”), as amended from time to time, and the articles of association of the Company, the Shareholders may exercise their voting rights either personally, or through a proxy.

Should you not be able to personally attend the Annual General Meeting, you may vote:

- by completing a voting form; or
- by completing the proxy form enclosed and appointing the chairman of the Annual General Meeting as your proxy.

The proxy form is also available on request at the registered office of the Company.

Only Shareholders on record at the close of business two (2) business days before the Annual General Meeting are entitled to vote at the Annual General Meeting and at any adjournments thereof.

According to article 461-6 of the 1915 Law, each Shareholder is entitled to obtain free of charge, upon request and against evidence of his title, eight (8) days before the Annual General Meeting, a copy of the directors’ report and auditor’s report, as well as the annual report of the SICAV (including the audited accounts) (the “**Audited Annual Report**”) for the fiscal year ended on December 31, 2023.

The updated prospectus, the key information documents, the articles of association and the most recent periodic reports, may be obtained, without charge, on request at the registered office of the Company.

THE BOARD OF DIRECTORS

MIROVA FUNDS

Société anonyme qualifying as *société d'investissement à capital variable* under the laws of the
Grand Duchy of Luxembourg
Registered Office: 80, route d'Esch , L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 148 004

VOTING FORM

For the annual general meeting of shareholders of Mirova Funds (hereinafter the “**SICAV**”) which will take place at the registered office premises of Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on April 26, 2024, at 10.00 a.m. CET (the “**Annual General Meeting**”).

To be sent **by facsimile** to the following number (+352) 47 40 66 6503 or **by email** to lux.cla@bbh.com and subsequently by post to Brown Brothers Harriman (Luxembourg) S.C.A., 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, for the attention of Corporate & Legal Administration, no later than two (2) business days before the Annual General Meeting (i.e. 24 April 2024).

Only the forms provided for by the SICAV and received by the SICAV at least two business days before the meeting and within the conditions determined by law shall be taken into account. Voting forms which show neither a vote in favor, nor against the proposed resolution, nor an abstention are void.

For the resolution proposed or agreed by the board of directors (the “**Board of Directors**”), you can:

- either vote “for” by ticking the corresponding box (on the following page)
 - or vote “against” by ticking the corresponding box (on the following page)
 - or vote “abstention” by ticking the corresponding box (on the following page)
-

By the present voting form, the undersigned,

Holder of:

____ shares of Mirova Global Sustainable Equity Fund, class ____
____ shares of Mirova Europe Sustainable Equity Fund, class ____
____ shares of Mirova Euro Sustainable Equity Fund, class ____
____ shares of Mirova Europe Environmental Equity Fund, class ____
____ shares of Mirova Climate Solutions Equity Fund¹, class ____
____ shares of Mirova Global Green Bond Fund, class ____
____ shares of Mirova Euro Green and Sustainable Bond Fund, class ____
____ shares of Mirova Euro Green and Sustainable Corporate Bond Fund, class ____
____ shares of Mirova Europe Sustainable Economy Fund, class ____
____ shares of Mirova Women Leaders and Diversity Equity Fund² class ____
____ shares of Mirova US Sustainable Equity Fund, class ____
____ shares of Mirova Euro High Yield Sustainable Bond Fund, class ____
____ shares of Mirova Euro Short Term Sustainable Bond Fund, class ____
____ shares of Mirova Future of Food Fund, class ____
____ shares of Mirova Biodiversity Solutions Equity Fund**, class ____

***The sub-fund is not registered in Denmark.*

Wishes to vote at the Annual General Meeting of Mirova Funds which will take place at the registered office of the SICAV, 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on **April 26, 2024, at 10.00 a.m. CET** with the following agenda (the "**Agenda**"):

AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation and approval of the reports of the board of directors of the SICAV (the "Board of Directors") and of PricewaterhouseCoopers "Société Coopérative" (the "Independent Auditor") for the year ended December 31, 2023

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2023.

2. Approval of both the "Statement of Net Assets" and of the "Statements of changes in Net Assets" for the year ended December 31, 2023.

The Meeting resolves to approve the "Statement of Net Assets" and the "Statements of changes in Net Assets" for the year ended December 31, 2023. The Meeting resolves to bring forward the net result of the year.

3. Ratification of interim dividend payments made in certain sub-funds of the SICAV during the year ended on December 31, 2023.

The Meeting resolves to ratify the payment of interim dividends made to the shareholders on:

- **On April 26, 2023, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR)*, R/D (EUR), N/D (EUR)*, RE/D (EUR)*)
- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*, R/D (EUR), RE/D (EUR)*)
- Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), N/D (H-CHF)*, SI/D (EUR)*, SI/D (H-GBP)*)
- Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))

**The share-class is not registered in Denmark.*

- **On July 25, 2023, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR)*, R/D (EUR), N/D (EUR)*, RE/D (EUR)*)
- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*,

¹ Formerly Mirova Global Environmental Equity Fund

² Formerly Mirova Women Leaders Equity Fund

R/D (EUR), RE/D (EUR))*

- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), N/D (H-CHF)*, SI/D (EUR)*, SI/D (H-GBP)*)*
- *Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

- **On October 24, 2023, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR)*, I/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: R/D (EUR); N/D (EUR)*, I/D (EUR)*, M/D (EUR)*, RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), SI/D (EUR)*, N/D (H-CHF)*, SI/D (H-GBP)*, N/D (H-USD)*)*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

- **On January 23, 2024, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR)*, I/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*, R/D (EUR), RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), SI/D (EUR)*, N/D (H-CHF)*, SI/D (H-GBP)*, N/D (H-USD)*)*
- *Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

The Meeting resolves to ratify the payment of **annual dividends** on January 23, 2024, to the shareholders of the following sub funds:

- *Mirova Global Sustainable Equity Fund (share classes: M/D (EUR)*, I/D (EUR)*, N/D NPF (USD)*, SI/DNPF (EUR)*, , S1/D NPF (H-CHF)*, M1/D (EUR)*; SI/D NPF (CHF)*)*
- *Mirova Euro Sustainable Equity Fund (share classes: M/D (EUR)*, R/D (EUR), RE/D (EUR)*, SI/D NPF (EUR)*)*
- *Mirova Europe Environmental Equity Fund (share classes: M/D (EUR)*; I/D (EUR)*; R/D (EUR); SI/D NPF (EUR)*, M1/D (EUR)*)*
- *Mirova Europe Sustainable Equity Fund (share classes: I/D (EUR)*, R/D (EUR), M/D (EUR)*, RE/D (EUR)*)*
- *Mirova Future of Food (share classes: J-S1 /D (GBP)*, J-F/D (GBP)*, J-N1R/D (GBP)*)*

**The share-class is not registered in Denmark.*

4. Discharge to be granted to the directors of the SICAV (the “Directors”) and to the SICAV’s Independent Auditor for the fiscal year ended December 31, 2023.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2023.

5. Renewal of the respective mandates of Mirova represented by Mrs. Tara HANS, BPCE Life represented by Mr. Frédéric LIPKA and Mr. Jean-Baptiste GUBINELLI, in their capacity as Directors of the SICAV until the next annual general meeting to be held in 2025.

The Meeting resolves to renew the respective mandate of Mirova represented by Mrs. Tara HANS, BPCE Life represented by Mr. Frédéric LIPKA and Mr. Jean-Baptiste GUBINELLI until the next annual general meeting to be held in 2025.

6. Approval of the re-election of the Company’s Independent Auditors until the next annual general meeting to be held in 2025.

The Meeting resolves to renew the mandate of PricewaterhouseCoopers “Société Coopérative” as Independent Auditor of the Company until the next annual general meeting to be held in 2025.

7. Audit fees for the year ended December 31, 2023.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2023.

8. Any other business which may be properly brought before the meeting.

Other business.

The undersigned hereby votes:

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Item 1 of the Agenda
Item 2 of the Agenda
Item 3 of the Agenda
Item 4 of the Agenda
Item 5 of the Agenda
Item 6 of the Agenda
Item 7 of the Agenda
Item 8 of the Agenda

AGAINST

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Item 1 of the Agenda
Item 2 of the Agenda
Item 3 of the Agenda
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Item 8 of the Agenda

Or ABSTAINS from voting the:

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Item 1 of the Agenda
Item 2 of the Agenda
Item 3 of the Agenda
Item 4 of the Agenda
Item 5 of the Agenda
Item 6 of the Agenda
Item 7 of the Agenda
Item 8 of the Agenda

Date : _____, 2024

Signature :

MIROVA FUNDS

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Registered Office: 80, route d'Esch, L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 148004

PROXY FORM

For the annual general meeting of shareholders of Mirova Funds (hereinafter “the “**SICAV**”) which will take place at the premises of Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on April 26, 2024, at 10.00 a.m. CET (the “**Annual General Meeting**”).

To be sent **by facsimile** to the following number (+352) 47 40 66 6503 or **by email** to lux.cla@bbh.com and subsequently by post to: Brown Brothers Harriman (Luxembourg) S.C.A., 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, for the attention of Corporate & Legal Administration
No later than two (2) business days before the Annual General Meeting (i.e. 24 April 2024).

By the present proxy form, the undersigned,

Holder of:

____ shares of Mirova Global Sustainable Equity Fund, class ____
____ shares of Mirova Europe Sustainable Equity Fund, class ____
____ shares of Mirova Euro Sustainable Equity Fund, class ____
____ shares of Mirova Europe Environmental Equity Fund, class ____
____ shares of Mirova Climate Solutions Equity Fund¹, class ____
____ shares of Mirova Global Green Bond Fund, class ____
____ shares of Mirova Euro Green and Sustainable Bond Fund, class ____
____ shares of Mirova Euro Green and Sustainable Corporate Bond Fund, class ____
____ shares of Mirova Europe Sustainable Economy Fund, class ____
____ shares of Mirova Women Leaders and Diversity Equity Fund² class ____
____ shares of Mirova US Sustainable Equity Fund, class ____
____ shares of Mirova Euro High Yield Sustainable Bond Fund, class ____
____ shares of Mirova Euro Short Term Sustainable Bond Fund, class ____
____ shares of Mirova Future of Food Fund, class ____
____ shares of Mirova Biodiversity Solutions Equity Fund**, class ____

***The sub-fund is not registered in Denmark.*

Hereby appoints the Chairman of the Meeting

as its proxy to vote on its behalf on all items of the agenda of the Annual General Meeting which will take place at the premises of Brown Brothers Harriman (Luxembourg) S.C.A., at 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg on **April 26, 2024 at 10:00 a.m. CET** with the following agenda (the “**Agenda**”):

AGENDA FOR THE ANNUAL MEETING

- 1. Presentation and approval of the reports of the board of directors of the SICAV (the “Board of Directors”) and of PricewaterhouseCoopers “Société Coopérative” (the “Independent Auditor”) for the year ended December 31, 2023**

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2023.

¹ Formerly Mirova Global Environmental Equity Fund

² Formerly Mirova Women Leaders Equity Fund

2. Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2023.

The Meeting resolves to approve the “Statement of Net Assets” and the “Statements of changes in Net Assets” for the year ended December 31, 2023. The Meeting resolves to bring forward the net result of the year.

3. Ratification of interim dividend payments made in certain sub-funds of the SICAV during the year ended on December 31, 2023.

The Meeting resolves to ratify the payment of interim dividends made to the shareholders on:

• **On April 26, 2023, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR)*, R/D (EUR), N/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*, R/D (EUR), RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), N/D (H-CHF)*, SI/D (EUR)*, SI/D (H-GBP)*)*
- *Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))*

**The share-class is not registered in Denmark.*

• **On July 25, 2023, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR)*, R/D (EUR), N/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*, R/D (EUR), RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR); N/D (H-CHF)*; SI/D (EUR)* SI/D (H-GBP)*)*
- *Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

• **On October 24, 2023, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR)*, I/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: R/D (EUR); N/D (EUR)*, I/D (EUR)*, M/D (EUR)*, RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), SI/D (EUR)*, N/D (H-CHF)*, SI/D (H-GBP)*, N/D (H-USD)*)*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

• **On January 23, 2024, in the following sub-funds:**

- *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR)*, I/D (EUR)*, RE/D (EUR)*)*
- *Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR)*, I/D (EUR)*, R/D (EUR), RE/D (EUR)*)*
- *Mirova Global Green Bond Fund (share classes: I/D (EUR)*, N/D (EUR)*, R/D (EUR), SI/D (EUR)*, N/D (H-CHF)*, SI/D (H-GBP)*, N/D (H-USD)*)*
- *Mirova Europe Sustainable Economy Fund (share class: R/D (EUR))*
- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)*

**The share-class is not registered in Denmark.*

The Meeting resolves to ratify the payment of **annual dividends** on January 23, 2024, to the shareholders of the following sub funds:

- *Mirova Global Sustainable Equity Fund (share classes: M/D (EUR)*, I/D (EUR)*, N/D NPF (USD)*, SI/D NPF (EUR)*, S1/D NPF (H-CHF)*, M1/D (EUR)*, SI/D NPF (CHF)*)*
- *Mirova Euro Sustainable Equity Fund (share classes: M/D (EUR)*, R/D (EUR), RE/D (EUR)*, SI/D*

NPF (EUR)*)

- Mirova Europe Environmental Equity Fund (share classes: M/D (EUR)*; I/D (EUR)*; R/D (EUR); SI/D NPF (EUR)*, M1/D (EUR)*)
- Mirova Europe Sustainable Equity Fund (share classes: I/D (EUR)*, R/D (EUR), M/D (EUR)*, RE/D (EUR)*)
- Mirova Future of Food (share classes: J-S1 /D (GBP)*, J-F/D (GBP)*, J-N1R/D (GBP)*)

*The share-class is not registered in Denmark.

4. Discharge to be granted to the directors of the SICAV (the “Directors”) and to the SICAV’s Independent Auditor for the fiscal year ended December 31, 2023.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2023.

5. Renewal of the respective mandates of Mirova represented by Mrs. Tara HANS, BPCE Life represented by Mr. Frédéric LIPKA and Mr. Jean-Baptiste GUBINELLI, in their capacity as Directors of the SICAV until the next annual general meeting to be held in 2025.

The Meeting resolves to renew the respective mandate of Mirova represented by Mrs. Tara HANS, BPCE Life represented by Mr. Frédéric LIPKA and Mr. Jean-Baptiste GUBINELLI until the next annual general meeting to be held in 2025.

6. Approval of the re-election of the Company’s Independent Auditors until the next annual general meeting to be held in 2025.

The Meeting resolves to renew the mandate of PricewaterhouseCoopers “Société Coopérative” as Independent Auditor of the Company until the next annual general meeting to be held in 2025.

7. Audit fees for the year ended December 31, 2023.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2023.

8. Any other business which may be properly brought before the meeting.

Other business.

The proxy authorizes to take part in the session of the Annual General Meeting, and as the case may be, in the subsequent session if the first session of such meeting could not deliberate; to take part in all deliberations and to vote on all the items of the agenda; to take any measures, which the attorney considers as useful or necessary in the interest of the company and in particular the drafting and signing of the minutes or any other documents, which the attorney deems necessary for the execution of the present proxy.

Date: _____, 2024

Signature