

MIROVA FUNDS

Société anonyme qualifying as *société d'investissement à capital variable*

Registered Office: 80, route d'Esch, L-1470 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg : B 148 004

CONVENING NOTICE

Luxembourg, March 27, 2026

The shareholders of Mirova Funds (hereinafter the “**Company**”) 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:

April 24, 2026 at 10.00 a.m. CET

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

1. Presentation of the board of directors' report and the report of the independent auditor, PricewaterhouseCoopers Assurance, *Société Coopérative*, for the financial year ended on December 31, 2025.
2. Approval of the financial statements for the financial year ended on December 31, 2025.
3. Ratification of dividends payments made in certain sub-funds of the Company during the year ended on December 31, 2025.
4. Discharge to be granted to the directors of the Company for the performance of their duties during the financial year ended on December 31, 2025.
5. Renewal of the mandate of:
 - MIROVA, represented by Mr. Guillaume ABEL,
 - Mrs. Tara HANS, and
 - Mrs. Sophie MOSNIERas directors of the Company until the next annual general meeting to be held in 2027.
6. Approval of the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- withholding tax excluded.
7. Renewal of the mandate of PricewaterhouseCoopers Assurance, *Société Coopérative* as independent auditors of the Company, until the next annual general meeting of shareholders to be held in 2027.
8. Acknowledgment of the audit fees for the financial year ended on December 31, 2025.
9. 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 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 the proxy form enclosed and appointing the chairman of the Annual General Meeting as your proxy.

Only Shareholders on record at the close of business two (2) Luxembourg 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 Company (including the audited accounts) for the fiscal year ended on December 31, 2025.

THE BOARD OF DIRECTORS

PROXY FORM

For the annual general meeting of shareholders of Mirova Funds (hereinafter the “**Company**”) which will take place at the registered office of the Company, 80, route d’Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on April 24, 2026, at 10.00 a.m. CET (the “**Annual General Meeting**” or the “**Meeting**”).

To be sent **by facsimile** to the following number (+352) 47 40 66 6503 or **by email** to lux.cla@bbh.com or 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) Luxembourg business days before the Annual General Meeting (i.e. 22 April 2026).

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

For the resolution proposed by 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 in the Mirova Funds, hereby appoints as his (her) special proxy with power of substitution, the chairperson of the meeting to whom he (she) grants all powers in order to represent him (her) at the Annual General Meeting which is scheduled to take place at the registered office of the Company, 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on **April 24, 2026, at 10.00 a.m. CET** with the following agenda (the "Agenda"):

AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation of the board of directors' report and the report of the independent auditor, PricewaterhouseCoopers Assurance, Société cooperative, for the financial year ended on December 31, 2025

2. Approval of the financial statements for the financial year ended December on 31, 2025.

The Meeting resolves to approve the financial statements of the Company for the financial year ended on December 31, 2025. The Meeting further resolves to bring forward the net result of the year.

3. Ratification of dividend payments made in certain sub-funds of the Company during the year ended on December 31, 2025.

The Meeting resolves to ratify the payment of interim, monthly and annual dividends made to certain shareholders of the Company, as accounted for in the financial statements and disclosed under the corresponding notes to said statements.

4. Discharge to be granted to the directors of the Company for the performance of their duties during the financial year ended on December 31, 2025.

The Meeting resolves to give discharge to the directors of the Company for the performance of their duties during the financial year ended on December 31, 2025.

5. Renewal of the mandate of:

- **MIROVA, represented by Mr. Guillaume ABEL**
- **Mrs. Tara HANS, and**
- **Mrs. Sophie MOSNIER**

as directors of the Company until the next annual general meeting to be held in 2027.

The Meeting resolves to renew the mandate of:

- *MIROVA, represented by Mr. Guillaume ABEL*
- *Mrs. Tara HANS, and*
- *Mrs. Sophie MOSNIER*

as directors of the Company until the next annual general meeting to be held in 2027.

6. Approval of the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- withholding tax excluded

The Meeting resolves to approve the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- withholding tax excluded, until the next annual general meeting to be held in 2027.

7. Renewal of the mandate of PricewaterhouseCoopers Assurance, Société Coopérative, as the independent auditors of the Company, until the next annual general meeting to be held in 2027

The Meeting resolves to renew the mandate of PricewaterhouseCoopers Assurance, Société Coopérative (previously known as PricewaterhouseCoopers, Société Coopérative), as independent auditors of the Company until the next annual general meeting to be held in 2027.

8. Acknowledgement of the audit fees for the year ended December 31, 2025.

The Meeting acknowledges the audit fees regarding the audit of the annual accounts for the year ended December 31, 2025.

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

Other business.

The undersigned hereby votes:

<i>Items of the Agenda</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1	N/A	N/A	N/A
2			
3			
4			
5			
6			
7			
8	N/A	N/A	N/A
9	N/A	N/A	N/A

Date : _____, 2026

Signature :