

**Natixis AM 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: B177509

(the "**Company**")

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING**

**OF SHAREHOLDERS OF THE COMPANY**

**TO BE HELD AT 80, ROUTE D'ESCH – L-1470 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

**ON 23 OCTOBER 2026 AT 10.30 A.M. LUXEMBOURG TIME**

Luxembourg, 25 September 2026

Dear Shareholder,

The board of directors of the Company (the "**Board**") has the pleasure of inviting you to the extraordinary general meeting of the shareholders of the Company (the "**Meeting**") to be held on 23 October 2026 at 10.30 a.m. Luxembourg time at the registered office of the Company at 80, route d'Esch, L-1470 Luxembourg, Grand-Duchy of Luxembourg, to deliberate and vote on amendments to the articles of incorporation of the Company (the "**Articles**") as described in the following agenda (the "**Agenda**"):

**AGENDA**

- 1) Approval of the amendments to article 2 paragraph 2 of the Articles in order to allow the Board to transfer the registered office of the Company in any municipality in the Grand Duchy of Luxembourg and to amend the Articles if necessary to reflect such change of registered office;
- 2) Approval of the amendments to article 5 paragraph 1 of the Articles to provide that the minimum share capital of the Company shall be as provided by law, one million two hundred and fifty thousand euros (EUR 1,250,000) and paragraph 6 to provide that in case of a sub-fund prorogation, shareholders will be notified by email should they have accepted of being notified by email;
- 3) Approval of the amendments of item 4) of article 6 of the Articles to, *inter alia*, provide that shareholders should provide the Company with an email address to be entered into the register of shareholders if they have accepted to be notified by email;
- 4) Approval of the amendments of article 7 paragraph 6 to remove the requirement of having a valuation report from the auditor of the Company in case of a contribution in kind;
- 5) Approval of the amendments to article 8 paragraph 2 to provide that the redemption price will be paid within a period provided in the prospectus of the Company or any documents that regulation shall substitute;
- 6) Approval of the deletion of article 8 paragraph 5 and replacement of this paragraph by a paragraph relating to the possibility for the Company to temporarily limit, suppress or attach conditions to the right of redemption or conversion if it is in the interest of the Company, of a sub-fund or of the shareholders;

- 7) Approval of the amendments of the last paragraph of article 8 of the Articles to provide that (i) an auditor report shall be issued by the auditor of the Company in case of a redemption in kind if legally required and (ii) the costs linked to the redemption in kind will not be borne by the Company unless the operation is in the interest of the Company or made to protect the interest of the Company;
- 8) Approval of the amendments to article 10 paragraph 1 of the Articles to provide that the Company may restrict or prevent the ownership of shares by any person, firm or corporate body if as a result the Company may become exposed to any disadvantages, including but not limited to pecuniary, administrative or operational disadvantages;
- 9) Insertion of a new paragraph at the end of article 10 of the Articles to, *inter alia*, provide that the Board may (i) restrict the issue and transfer of shares of a class to institutional investors or may impose any other eligibility criteria, (ii) proceed to the conversion or the compulsory redemption of shares held by shareholders that do not comply with the eligibility criteria applying to the shares;
- 10) Approval of the full restatement of article 11 of the Articles in order to, *inter alia*, comply with recent changes to the Luxembourg Law of 17 December 2010 on undertakings for collective investment (the “**2010 Law**”) as regards liquidity management tools;
- 11) Approval of the amendments to article 12 of the Articles to, *inter alia*, add circumstances under which the net asset value and/or the issue, conversion or redemption of shares may be temporarily suspended;
- 12) Approval of the amendments to article 13 of the Articles to, *inter alia*, provide that directors may be re-appointed for successive terms (not exceeding six years);
- 13) Approval of the amendments to article 14 of the Articles in order to update its provisions in accordance with the Luxembourg Law of 10 August 1915 on commercial companies, as amended (the “**1915 Law**”);
- 14) Approval of the addition of a last paragraph in article 15 of the Articles to provide that the Board may suspend the voting rights of any shareholder in breach of its obligations;
- 15) Approval of the amendments to article 18 of the Articles to provide that the Company may invest (i) in any type of assets to the extent permitted by the 2010 Law and as detailed in the prospectus and (ii) up to 100% of its net assets in transferable securities and money market instruments issued or guaranteed by the Hong-Kong Special Administrative Region of the People’s Republic of China or any other non-EU member States accepted by the CSSF in addition to the countries and institutions already mentioned in the Articles;
- 16) Restatement of article 19 of the Articles in order to update its provisions in accordance with the 1915 Law;
- 17) Approval of the amendments to the first paragraph of article 21 of the Articles to provide that the Board is authorised to determine the terms of the auditor’s engagement;
- 18) Restatement of article 22 of the Articles in order to provide, *inter alia*, that:
  - the annual general meeting of shareholders will be held no later than six months from the end of the Company’s previous financial year;
  - the removal of the provision providing that, if the annual general meeting falls on a legal or bank holiday in Luxembourg, it shall be convened on the next following business day;
  - shareholders may be convened to any meeting by any other means of communication than the registered mail should they have accepted it;
  - any proxy shall be deemed valid if not revoked for any reconvened meeting;
  - a shareholder may decide not to exercise temporarily or permanently all or part of his voting rights; and
  - an attendance list must be kept at all general meetings of the shareholders.

- 19) Simple restatement of article 24 of the Articles allowing the Board to proceed with the liquidation of a sub-fund or share class if justified in the interests of the shareholders;
- 20) Insertion of a new article 25 to the Articles allowing the Board to decide on the reorganisation of classes of shares in certain circumstances and consequently renumbering all following articles of the Articles;
- 21) Replacement of the former article 25 of the Articles by a new article 26 allowing the Board to (i) decide on any merger involving a sub-fund of the Company in accordance with the 2010 Law; (ii) decide on the compulsory redemption of shares held by shareholders in countries where the absorbing UCITS or sub-fund is not registered for distribution.
- 22) Insertion of a new article 27 to the Articles regarding the division of sub-funds and consequently renumbering all following articles of the Articles;
- 23) Amendment to article 28 (formerly article 26) of the Articles to remove the reference to the first fiscal year of the Company;
- 24) Amendment to article 29 (formerly article 27) of the Articles to specify that distributions may be made out of income, capital gains and/or capital;
- 25) General update of the Articles by amending, *inter alia*, articles 4, 9 and 31 (formerly article 29) of the Articles.

### **Quorum and voting requirements**

In accordance with the Articles and the 1915 Law, a quorum of at least fifty per cent (50%) of the shares capital must be represented at the Meeting to decide on the matters of the Agenda and a majority of two-thirds (2/3) of the votes validly cast is required to adopt a resolution on such matters.

If the abovementioned quorum is not reached at the Meeting, the Board will reconvene the Meeting with the same Agenda to be held on 20 November 2026. At such reconvened meeting, no quorum will be required but the above majority requirement will remain unchanged.

### **Record Date**

The quorum and the majority at the Meeting will be determined according to the shares issued by the Company and outstanding at midnight (Luxembourg time) on the fifth Luxembourg business day prior to the Meeting (the “**Record Date**”). The rights of a shareholder to attend and vote at the Meeting are determined in accordance with the shares held by such shareholder at the Record Date.

### **Voting Arrangements**

Should you wish to attend this Meeting in person, please contact and confirm your attendance to the Corporate & Legal Administration, by email at [lux.cla@bbh.com](mailto:lux.cla@bbh.com) no later than two business days before the Meeting.

Should you not be able to attend this Meeting or if you do not expect to attend it in person, please sign the attached proxy form in **Appendix** and return it by mail at the registered office of the Company indicated above to the attention of Corporate & Legal Administration, by email at [lux.cla@bbh.com](mailto:lux.cla@bbh.com), and subsequently

by post to the following address: Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg.

The following document is available for inspection, if required, and can be obtained free of charge at the registered office of the Company:

- Copy of the project of the updated Articles.

Yours sincerely,

**The Board**

**Enclosed: Appendix “Proxy Form”**

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

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B177509

(the "**Company**")

### **PROXY**

For use at the extraordinary general meeting of the shareholders of the Company, to be held on 23 October 2026 at 10.30 a.m. Luxembourg time at the registered office of the Company at 80, route d'Esch, L-1470 Luxembourg, Grand-Duchy of Luxembourg (the "**Meeting**").

To be sent by email at 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 business days before the Meeting.**

**Only full shares are entitled to vote.**

By the present proxy form, the undersigned,

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Holder of: \_\_\_\_\_ shares of the Company, 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 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, 23 October 2026, at 10.30. a.m. CET with the following agenda (the "**Agenda**"):

### **AGENDA**

- 1) Approval of the amendments to article 2 paragraph 2 of the Articles in order to allow the Board to transfer the registered office of the Company in any municipality in the Grand Duchy of Luxembourg and to amend the Articles if necessary to reflect such change of registered office;
- 2) Approval of the amendments to article 5 paragraph 1 of the Articles to provide that the minimum share capital of the Company shall be as provided by law, one million two hundred and fifty thousand euros (EUR 1,250,000) and paragraph 6 to provide that in case of a sub-fund prorogation, shareholders will be notified by email should they have accepted of being notified by email;

- 3) Approval of the amendments of item 4) of article 6 of the Articles to, *inter alia*, provide that shareholders should provide the Company with an email address to be entered into the register of shareholders if they have accepted to be notified by email;
- 4) Approval of the amendments of article 7 paragraph 6 to remove the requirement of having a valuation report from the auditor of the Company in case of a contribution in kind;
- 5) Approval of the amendments to article 8 paragraph 2 to provide that the redemption price will be paid within a period provided in the prospectus of the Company or any documents that regulation shall substitute;
- 6) Approval of the deletion of article 8 paragraph 5 and replacement of this paragraph by a paragraph relating to the possibility for the Company to temporarily limit, suppress or attach conditions to the right of redemption or conversion if it is in the interest of the Company, of a sub-fund or of the shareholders;
- 7) Approval of the amendments of the last paragraph of article 8 of the Articles to provide that (i) an auditor report shall be issued by the auditor of the Company in case of a redemption in kind if legally required and (ii) the costs linked to the redemption in kind will not be borne by the Company unless the operation is in the interest of the Company or made to protect the interest of the Company;
- 8) Approval of the amendments to article 10 paragraph 1 of the Articles to provide that the Company may restrict or prevent the ownership of shares by any person, firm or corporate body if as a result the Company may become exposed to any disadvantages, including but not limited to pecuniary, administrative or operational disadvantages;
- 9) Insertion of a new paragraph at the end of article 10 of the Articles to, *inter alia*, provide that the Board may (i) restrict the issue and transfer of shares of a class to institutional investors or may impose any other eligibility criteria, (ii) proceed to the conversion or the compulsory redemption of shares held by shareholders that do not comply with the eligibility criteria applying to the shares:
- 10) Approval of the full restatement of article 11 of the Articles in order to, *inter alia*, comply with recent changes to the Luxembourg Law of 17 December 2010 on undertakings for collective investment (the “**2010 Law**”) as regards liquidity management tools;
- 11) Approval of the amendments to article 12 of the Articles to, *inter alia*, add circumstances under which the net asset value and/or the issue, conversion or redemption of shares may be temporarily suspended;
- 12) Approval of the amendments to article 13 of the Articles to, *inter alia*, provide that directors may be re-appointed for successive terms (not exceeding six years);
- 13) Approval of the amendments to article 14 of the Articles in order to update its provisions in accordance with the Luxembourg Law of 10 August 1915 on commercial companies, as amended (the “**1915 Law**”);
- 14) Approval of the addition of a last paragraph in article 15 of the Articles to provide that the Board may suspend the voting rights of any shareholder in breach of its obligations;
- 15) Approval of the amendments to article 18 of the Articles to provide that the Company may invest (i) in any type of assets to the extent permitted by the 2010 Law and as detailed in the prospectus and (ii) up to 100% of its net assets in transferable securities and money market instruments issued or guaranteed by the Hong-Kong Special Administrative Region of the People’s Republic of China or any other non-EU member States accepted

by the CSSF in addition to the countries and institutions already mentioned in the Articles;

- 16) Restatement of article 19 of the Articles in order to update its provisions in accordance with the 1915 Law;
- 17) Approval of the amendments to the first paragraph of article 21 of the Articles to provide that the Board is authorised to determine the terms of the auditor's engagement;
- 18) Restatement of article 22 of the Articles in order to provide, *inter alia*, that:
  - the annual general meeting of shareholders will be held no later than six months from the end of the Company's previous financial year;
  - the removal of the provision providing that, if the annual general meeting falls on a legal or bank holiday in Luxembourg, it shall be convened on the next following business day;
  - shareholders may be convened to any meeting by any other means of communication than the registered mail should they have accepted it;
  - any proxy shall be deemed valid if not revoked for any reconvened meeting;
  - a shareholder may decide not to exercise temporarily or permanently all or part of his voting rights; and
  - an attendance list must be kept at all general meetings of the shareholders.
- 19) Simple restatement of article 24 of the Articles allowing the Board to proceed with the liquidation of a sub-fund or share class if justified in the interests of the shareholders;
- 20) Insertion of a new article 25 to the Articles allowing the Board to decide on the reorganisation of classes of shares in certain circumstances and consequently renumbering all following articles of the Articles;
- 21) Replacement of the former article 25 of the Articles by a new article 26 allowing the Board to (i) decide on any merger involving a sub-fund of the Company in accordance with the 2010 Law; (ii) decide on the compulsory redemption of shares held by shareholders in countries where the absorbing UCITS or sub-fund is not registered for distribution.
- 22) Insertion of a new article 27 to the Articles regarding the division of sub-funds and consequently renumbering all following articles of the Articles;
- 23) Amendment to article 28 (formerly article 26) of the Articles to remove the reference to the first fiscal year of the Company;
- 24) Amendment to article 29 (formerly article 27) of the Articles to specify that distributions may be made out of income, capital gains and/or capital;
- 25) General update of the Articles by amending, *inter alia*, articles 4, 9 and 31 (formerly article 29) of the Articles.

The undersigned hereby votes:

| <b>Items of the Agenda</b>                    | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|-----------------------------------------------|------------|----------------|----------------|
| 1 Amendments to article 2, paragraph 2        |            |                |                |
| 2 Amendments to article 5, paragraphs 1 and 6 |            |                |                |
| 3 Amendments to article 6, item 4)            |            |                |                |

|    |                                                                                                            |  |  |  |
|----|------------------------------------------------------------------------------------------------------------|--|--|--|
| 4  | Amendments to article 7, paragraph 6                                                                       |  |  |  |
| 5  | Amendments to article 8, paragraph 2                                                                       |  |  |  |
| 6  | Replacement of article 8, paragraph 5                                                                      |  |  |  |
| 7  | Amendments to article 8, last paragraph                                                                    |  |  |  |
| 8  | Amendments to article 10, paragraph 1                                                                      |  |  |  |
| 9  | Insertion of a new paragraph at the end of article 10                                                      |  |  |  |
| 10 | Full restatement of article 11                                                                             |  |  |  |
| 11 | Amendments to article 12                                                                                   |  |  |  |
| 12 | Amendments to article 13                                                                                   |  |  |  |
| 13 | Amendments to article 14                                                                                   |  |  |  |
| 14 | Amendments to article 15                                                                                   |  |  |  |
| 15 | Amendments to article 18                                                                                   |  |  |  |
| 16 | Restatement of article 19                                                                                  |  |  |  |
| 17 | Amendments to article 21, paragraph 1                                                                      |  |  |  |
| 18 | Restatement of article 22                                                                                  |  |  |  |
| 19 | Restatement of article 24                                                                                  |  |  |  |
| 20 | Insertion of a new article 25                                                                              |  |  |  |
| 21 | Replacement of the former article 25 by a new article 26                                                   |  |  |  |
| 22 | Insertion of a new article 27                                                                              |  |  |  |
| 23 | Amendments to article 28 (formerly article 26)                                                             |  |  |  |
| 24 | Amendments to article 29 (formerly article 27)                                                             |  |  |  |
| 25 | General update of the Articles by amending, <i>inter alia</i> , articles 4, 9 and 31 (formerly article 29) |  |  |  |

A quorum of the shareholders representing at least fifty percent (50%) of the share capital of the Company is required and the decisions thereon shall be adopted by the affirmative vote of at least two-thirds (2/3) of the votes cast in respect of any item of the Agenda.

In case the Meeting cannot validly deliberate on all or part of the items included in the Agenda, this proxy will remain valid for all other extraordinary general meetings of shareholders of the Company with the same agenda.

This proxy will remain in force if the Meeting, for whatsoever reason is to be continued or postponed.

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder, shall be governed by the laws of the Grand Duchy of Luxembourg.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder in the courts of Luxembourg City, and the undersigned and the proxyholder hereby submit to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

Given and signed in \_\_\_\_\_, on \_\_\_\_\_

Name: