
COMMON DRAFT TERMS OF MERGER

The board of directors of Mirova Funds and of Natixis International Funds (Lux) I hereby approve the terms of the proposed merger

BETWEEN:

(1) **Mirova Funds**, a *société anonyme* qualifying as *société d'investissement à capital variable*, with registered office at 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 148 004 (the "**Fund**"), acting on behalf of its sub-fund "**Mirova Climate Equity**" (hereafter the "**Merging Sub-Fund**");

AND:

(2) **Natixis International Funds (Lux) I**, a *société anonyme* qualifying as *société d'investissement à capital variable*, with registered office at 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 53 023 ("**NIF (Lux) I**"), acting on behalf of its sub-fund "**Mirova Thematic Climate**" (hereafter the "**Receiving Sub-Fund**");

the Receiving Sub-Fund and the Merging Sub-Fund being hereafter together referred to as the "**Sub-Funds**".

WHEREAS:

1. In accordance with the conditions set out in the 2010 Law and the articles of incorporation of the Fund (the "Articles"), the Board of Directors of the Fund may decide to merge one or more of its sub-funds with another sub-fund of the Fund or another UCITS, either as a merging UCITS or as a receiving UCITS.

In this particular case, as "Mirova Climate Equity" is the Merging Sub-Fund, and in accordance with the Articles, the general meeting of shareholders of the Merging Sub-Fund must approve and decide on the effective date of such merger.

2. The board of directors of NIF (Lux) I may decide to merge one or more of NIF (Lux) I's sub-funds with another sub-fund of NIF (Lux) I or another UCITS.

In this particular case, "Mirova Thematic Climate" is the Receiving Sub-Fund, and in accordance with the articles of incorporation of NIF (Lux) I (the "**NIF Articles**"), the board of directors of the Receiving Sub-Fund is competent to resolve on the merger.

3. The planned merger is a domestic merger of the Merging Sub-Fund into the Receiving Sub-Fund (the "**Merger**"), resulting in a transfer of all the assets and liabilities of the Merging Sub-Fund into the Receiving Sub-Fund, as set out in **Appendix I**.
4. All legal advisory and other administrative costs and expenses related to the preparation and completion of the Merger will be borne by the management company of the Fund and NIF (Lux) I, i.e. Natixis Investment Managers International, a *société anonyme* organized under French law, with registered office at 43, avenue Pierre Mendès France, 75013 Paris, France, registered with the Paris Trade and Companies' Register under number 329 450 738 R.C.S. Paris (hereafter "**Natixis Investment Managers International**").
5. PricewaterhouseCoopers Assurance, *société coopérative*, with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 65 477 (the "**Auditor**"), as the approved statutory auditor (*réviseur d'entreprises agréé*) of the Fund and NIF (Lux) I, will be requested to validate the following elements in accordance with article 71 of the 2010 Law:

- the criteria adopted for the valuation of the assets and, where applicable, the liabilities on the date for calculating the exchange ratios;
- if applicable, the cash payment per unit; and
- the calculation method of the exchange ratios as well as the actual exchange ratios determined at the Effective Date.

A copy of the report from the Auditor shall be made available upon request and free of charge to the Shareholders of the Sub-Funds.

6 In accordance with articles 70 and 69 paragraph 1, points a), f), g) of the 2010 Law, the depositary bank of the Fund and of NIF (Lux) I shall establish a statement validating the compliance of the information listed below in these common draft terms of merger with the applicable laws and regulations and the respective constitutional documents:

- the identification of the type of Merger and the UCITS involved;
- the planned Effective Date of the Merger; and
- the rules applicable, respectively, to the transfer of assets and the exchange of Shares.

IT IS AGREED as follows:

1. Definitions and Interpretation

1.1 In these Terms of Merger, unless the subject or context requires otherwise, the following expressions shall bear the meanings respectively set opposite them:

2010 Law	the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended;
CSSF	the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> ;
Effective Date	the effective date of the Merger (expected to be on 25 June 2026 at 1.30 p.m. Luxembourg time) or such other time and/or date as may, prior to such other time and/or date, be agreed;
Fund Documents	the articles of incorporation and/or prospectus of the Fund and NIF (Lux) I;
KID	a document containing key information for investors, the so-called key information document according to EU Regulation No 1286/2014;
Merger	the merger of the Merging Sub-Fund into the Receiving Sub-Fund as set out in <u>Appendix I</u> hereto;
Merging Share Classes	the classes of the Merging Sub-Fund set out in <u>Appendix I</u> due to be merged on the Effective Date;
Receiving Share Classes	the classes of the Receiving Sub-Fund set out in <u>Appendix I</u> which will receive the Merging Share Classes on the Effective Date;
Shares	any share of any class of the Merging Sub-Fund and/or the Receiving Sub-Fund;
Shareholders	in respect of the Merging Sub-Fund and Receiving Sub-Fund, each person entered as a shareholder;

UCITS

an undertaking for collective investment in transferable securities established in accordance with the EU Directive 2009/65/EC.

2. Identification of the type of Merger and of the UCITS involved

- 2.1 The Merger constitutes a merger according to article 1 (20) a) of the 2010 Law and qualifies as a domestic merger pursuant to article 1 (22) of the 2010 Law.
- 2.2 The Merger is made in accordance with the relevant provisions of the Fund Documents and is governed by articles 65 to 76 of the 2010 Law and articles 3 to 7 of CSSF Regulation 10-5 transposing Directive 2010/44/EU implementing Directive 2009/65/EC.

3. Background and rationale of the Merger

The Merger aims at providing the Shareholders of the Sub-Funds with the best possible value proposition by merging the Merging Sub-Fund in the Receiving Sub-Fund which benefits from stronger historical performances and better perspective of growth.

4. Expected impact of the Merger on the Shareholders of the Sub-Funds

- 4.1 Upon the Effective Date, Shareholders who have not requested redemption or conversion of their Shares in the Merging Sub-Fund within the timeframe detailed in the notice to be sent to the Shareholders will receive Shares of the Receiving Sub-Fund as further detailed below.

The Shareholders of the Merging Sub-Fund will become Shareholders of the Receiving Sub-Fund as from the Effective Date and their Shares in the Merging Sub-Fund will be cancelled.

The Merger will not impact the Shareholders of the Receiving Sub-Fund.

The Merger is not expected to entail any dilution of the performance of the Sub-Funds.

- 4.2 A comparison of the principal features of the Merging Sub-Fund and the Receiving Sub-Fund is set out in **Appendix II** hereto.
- 4.3 The investment policies of the Receiving and the Merging Sub-Funds are quite similar. Therefore, no rebalancing of the portfolio of the Merging Sub-Fund will be needed before the Merger.
- 4.4 Prior to the Merger, the Receiving Sub-Fund will be registered for distribution and marketing in at least the same countries as the Merging Sub-Fund.

There will be no material impact on the Receiving Sub-Fund's investment portfolio or performance as a result of the Merger. The Receiving Sub-Fund will continue to exist following the Merger. Dealings in the Receiving Sub-Fund will not be interrupted by the Merger.

- 4.5 Upon implementation of the Merger, Shareholders in the Receiving Sub-Fund will continue to hold the same Shares in the Receiving Sub-Fund as before and there will be no change in the rights attached to such Shares. The implementation of the Merger will not affect the fee structure of the Receiving Sub-Fund.
- 4.6 Shareholders in the Merging Sub-Fund will be advised to consult their own professional advisers as to the tax implications of the Merger under the law of the countries of their nationality, residence, domicile or incorporation.

5. Criteria adopted for valuation of the assets and liabilities for calculating the net asset value of the Merging Sub-Fund

- 5.1 In respect of the Merger, the assets and liabilities of the Sub-Funds will be calculated as of the date for calculating the applicable share exchange ratios in accordance with the valuation principles described in the Funds Documents.

All assets and outstanding liabilities of the Merging Sub-Fund will be determined as at 1:30 p.m. (Luxembourg time) on the Effective Date. These outstanding liabilities generally comprise fees and expenses due but not paid as reflected in the net assets of the Merging Sub-Fund.

- 5.2 The Merging Sub-Fund will have accrued sum required to cover known liabilities. Any additional liabilities accruing after 1:30 p.m. Luxembourg time on the Effective Date, will be borne by the Receiving Sub-Fund.
- 5.3 In accordance with article 71 of the 2010 Law, the criteria adopted for valuation of the assets and liabilities on the date for calculating the exchange ratio will be validated by the Auditor.

6. Calculation method of exchange ratio

- 6.1 Shareholders who have not redeemed their Shares in the Merging Sub-Fund will become Shareholders of the Receiving Sub-Fund on the Effective Date and will receive corresponding new shares in the Receiving Sub-Fund in exchange for the transfer of the assets and liabilities of the Merging Sub-Fund to the Receiving Sub-Fund (the "**New Shares**"). Shares in the Merging Sub-Fund will be deemed to have been cancelled.

The exchange ratio will be calculated on the basis of the net asset values of the Merging Sub-Fund after deduction of the performance fee which will be accrued until the Effective Date and the net asset values of the Receiving Sub-Fund. Performance fees, if any, in the Merging Sub-Fund will be accrued in the net asset value per share before the Merger and paid to Natixis Investment Managers International.

The total value of the New Shares will correspond to the total value of the Shares held in the Merging Sub-Fund. While the overall value of the Shareholders' holdings will remain the same, Shareholders may receive a different number of shares in the Receiving Sub-Fund than they had previously held in the Merging Sub-Fund.

- 6.2 New Shares in the Receiving Sub-Fund to be allocated to Shareholders of the Merging Sub-Fund as part of the Merger will be free of any initial sales charge, redemption fee or switching commission.

7. Planned Effective Date of the Merger

- 7.1 The planned Effective Date of the Merger is 25 June 2026 at 1:30 p.m. Luxembourg time, subject to the approval of the Merging Sub-Fund's Shareholders, with the calculation of the exchange ratios as of the Effective Date.

8 Rules applicable, respectively, to the transfer of assets and the exchange of Shares

- 8.1 Shares of the Merging Sub-Fund can be subscribed, converted or redeemed until 1:30 p.m. Luxembourg time on 17 June 2026 (the "**Cut-Off Point**").
- 8.2 After the Cut-Off Point, dealing in the Merging Sub-Fund will be suspended up to and including the Effective Date. In the event that the suspension is required on another date and/or needs to be extended due to unforeseen circumstances, Shareholders will be informed accordingly.
- 8.3. On the Effective Date, the net assets attributable to the Merging Sub-Fund will be transferred to the Receiving Sub-Fund.
- 8.4 The administrative agent of the Fund will allocate the New Shares to the Shareholders of the Merging Sub-Fund on the basis of data contained in the register of Shareholders of the Merging Sub-Fund on the Effective Date.
- 8.5 As from the Effective Date, New Shares in the Receiving Sub-Fund issued to Shareholders of the Merging Sub-Fund will carry the same rights as those in issue prior to the Effective Date.
- 8.6 Simultaneously, on the Effective Date, Shares of the Merging Sub-Fund will be cancelled, and the Merging Sub-Fund shall cease to exist.

Done in Luxembourg, on 21 April 2026

**Mirova Funds, on behalf of its sub-fund "Mirova Climate Equity" (the Merging Sub-Fund)
Represented by Mirova, duly represented by Mr. Guillaume ABEL**

**Natixis International Funds (Lux) I, on behalf of its sub-fund "Mirova Thematic Climate" (the
Receiving Sub-Fund)
Represented by Mr. Jason TREPANIER**

Appendix I

The New Shares to be issued to Shareholders pursuant to the Merger are as follows:

Merging Share Class	ISIN code	Receiving Share Class	ISIN code
G/A (EUR)	LU2646175450	G/A (EUR)	LU3322398218
I/A (EUR)	LU2193677080	I/A (EUR)	LU2532884421
I/A-NPF (EUR)	LU2193677163		
Q/A (EUR)	LU2193676785	Q/A (EUR)	LU3351026730
R/A (EUR)	LU2193677676	R/A (EUR)	LU2532880510
RE/A (EUR)	LU2193677833	RE/A (EUR)	LU2532880783

Appendix II

Comparison of the principal features

Feature	Merging Sub-Fund Mirova Funds – Mirova Climate Equity	Receiving Sub-Fund Natixis International Funds (Lux) I – Mirova Thematic Climate
Company / Fund	Mirova Funds	Natixis International Funds (Lux) I
Sub-fund	Mirova Climate Equity	Mirova Thematic Climate
Type of Fund	UCITS	UCITS
Legal form	<i>Société anonyme</i> , investment company with variable capital subject to Part I of the 2010 Law	<i>Société anonyme</i> , investment company with variable capital subject to Part I of the 2010 Law
Reference currency of the Sub-Fund	EUR	USD
Reference currency at classes level	EUR	EUR
Management Company	Natixis Investment Managers International, acting as a UCITS Management Company under article 119 (3) of the 2010 Law.	Natixis Investment Managers International, acting as a UCITS Management Company under article 119 (3) of the 2010 Law.
Investment Manager	Mirova	Mirova
Depositary	Brown Brothers Harriman (Luxembourg) S.C.A.	Brown Brothers Harriman (Luxembourg) S.C.A.
Central Administration	Brown Brothers Harriman (Luxembourg) S.C.A.	Brown Brothers Harriman (Luxembourg) S.C.A.
Valuation Frequency	Each full bank business day in Luxembourg	Each full bank Business Day in Luxembourg on which the New York Stock Exchange and the NASDAQ are open.
Dealing Days	<p>Subscription, redemption or conversion are processed any full bank business day in Luxembourg</p> <p>Applications received by the SICAV's Registrar and Transfer Agent before 1:30 p.m. Luxembourg time on any full bank business day in Luxembourg will be processed on such day. Applications received after 1:30 p.m. Luxembourg time will be processed on the following full bank business day in Luxembourg.</p>	<p>Subscription, redemption or conversion are processed any full bank business day in Luxembourg on which the New York Stock Exchange and the NASDAQ are open.</p> <p>Applications received by the SICAV's Registrar and Transfer before 1:30 p.m. Luxembourg time on any full bank business day in Luxembourg on which the New York Stock Exchange and the NASDAQ are open will be processed on such day. Applications received after 1:30 p.m. Luxembourg time will be processed on the following full bank business day in Luxembourg on which the New York Stock Exchange and the NASDAQ are open.</p>

<p>Investment Objective and Policy</p>	<p><i>Investment objective:</i></p> <p>The investment objective of Mirova Climate Equity (the “Sub-Fund”) is to provide long term capital growth by investing in companies throughout the world providing solutions or adopting advanced practices to address environmental issues and mitigate climate change.</p> <p>The Sub-Fund is actively managed. The Sub-Fund’s performance may be compared to the Reference Index. In practice, the portfolio of the Sub-Fund is likely to include constituents of the Reference index, but the Delegated Investment Manager has full discretion in the selection of the securities comprising the portfolio within the limits of the Sub-Fund’s investment policy. However, it does not aim to replicate that Reference Index and may therefore significantly deviate from it.</p> <p>The Reference Index can be used to determine the performance fee that will possibly be levied.</p> <p>The Reference Index may be considered as a broad market index and does not intend to be consistent with the sustainable investment objective of the Sub-Fund which the Delegated Investment Manager aims to attain by applying the sustainable investment strategy described in the SFDR Annex</p> <p><i>Investment strategy:</i></p> <p>The Sub-Fund follows a thematic sustainable investment strategy and seeks to invest in companies that develop solutions or services to address environmental issues (such as energy efficiency, renewable energy, clean transportation) as well as companies enabling environmental transition or adopting advanced climate practices.</p> <p>The Delegated Investment Manager invests in companies listed in stock exchanges worldwide that meet the specific sustainability criteria defined for the investment theme.</p>	<p><i>Investment objective:</i></p> <p>The sustainable investment objective of Mirova Thematic Climate is to contribute to addressing environmental issues and mitigating climate change by investing in companies throughout the world which provide solutions or adopt advanced practices on such issues, while generating long-term growth of capital through an investment process systematically including Environmental, Social and Governance (“ESG”) considerations.</p> <p><i>Investment strategy:</i></p> <p>The Fund is actively managed and invests primarily in equity securities of companies around the world that have been identified by the Investment Manager as being participants in or having an exposure to the investment theme of Climate (hereinafter the “Investable Universe”) which are considered by the Investment Manager to be underpinned by secular growth trends. For further information with regard to the sustainable investment objective of the Fund, please refer to the SFDR Annex.</p> <p>The Fund invests at least two-thirds of its total assets in equity securities worldwide. The Fund’s equity investments may include</p>
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	<p>Use of Derivatives or Other Investment Techniques and Instruments</p> <p>The Sub-Fund may use derivatives for hedging and investment purposes as described under “Use of Derivatives, Special Investment and Hedging Techniques” below. The Sub-Fund will not enter into securities lending and borrowing transactions as well as repurchase agreements and reverse repurchase agreements.</p>	<p>Use of Derivatives or Other Investment Techniques and Instruments</p> <p>On an ancillary basis, the Fund may use derivatives for hedging, as described under “Use of Derivatives, Special Investment and Hedging Techniques” below.</p> <p>The Fund does not intend to enter into SFTs (as defined in the chapter “Use of Derivatives, Special Investment and Hedging Techniques”).</p> <p>For more details, please refer to the chapter entitled “Principal Risks” below.</p> <p>Defensive Strategies</p> <p>Under certain exceptional market conditions, the Fund may invest a significant amount of its assets in cash and cash equivalents, including money market instruments, if the Investment Manager believes that it would be in the best interests of the Fund and its Shareholders. When the Fund is pursuing a defensive strategy, it will not be pursuing its investment objective.</p>
<p>Reference Index</p>	<p>MSCI WORLD Net Dividends Reinvested</p>	<p>The Fund’s performance is not managed relative to a specific index. However, for indicative purposes only, the Fund’s performance may be compared to the Morgan Stanley Capital International All Country World Index (“MSCI ACWI”) index. In practice, the portfolio of the Fund is likely to include constituents of the reference index, however the Fund is unconstrained by the reference index and may therefore significantly deviate from it. The Reference Index is used as a representative of the broad market for financial purpose and does not intend to be consistent with the environmental or social characteristics promoted by the Fund.</p>
<p>Typical Investor’ Profile</p>	<p>The Sub-Fund is suitable for institutional and retail investors who:</p> <ul style="list-style-type: none"> • are looking for an exposure to the equity markets via investment in stocks; • are interested in investing in a fund having a sustainable investment objective; 	<p>The Fund is suitable for institutional and retail investors who:</p> <ul style="list-style-type: none"> • are looking for exposure to equity markets on a global basis; • are interested in investing in a responsible thematic fund, with a particular focus on climate;

	<ul style="list-style-type: none"> • can afford to set aside capital for a long-term investment horizon; • can accept temporary and/or potential capital losses; and • can tolerate volatility. 	<ul style="list-style-type: none"> • can afford to set aside capital for long term horizon; • can accept significant temporary losses; and • can tolerate volatility.
Global Exposure	Commitment approach	Commitment approach
Synthetic Risk Indicator (SRI)	5	4
SFDR Classification	Article 9	Article 9
Specific Risk Factors	<ul style="list-style-type: none"> • Capital Loss • Equity securities • ESG Driven Investments • Global Investing • Emerging Markets • Investments made in India • Small, Mid and Large Capitalization Companies • Exchange rates • Portfolio concentration • Changes in laws and/or tax regimes • Sustainability Risks • Financial Derivatives Instruments • Counterparty Risk 	<ul style="list-style-type: none"> • Equity securities • Exchange rates • Global investing • Large capitalization companies • Smaller capitalization companies • Geographic concentration • Portfolio concentration • Changes in laws and/or tax regimes • Emerging markets • Investing in A-Shares through Stock Connects • ESG Driven Investments • Real estate securities and REITs • Investments made in India
All in Fee (including Management Fee & Administration Fee)	G/A (EUR): 0.55% I/A (EUR): 0.80% I/A NPF (EUR): 1.00% Q/A (EUR): 0.65% R/A (EUR): 1.80% RE/A (EUR): 2.20%	G/A (EUR): 0.55% I/A (EUR): 1.20% Q/A (EUR): 0.20% R/A (EUR): 2.00% RE/A (EUR): 2.60%
Annual subscription tax (Taxe d'abonnement)	G, I, I NPF and Q: 0.01% per year R and RE: 0.05% per year	G, I, Q: 0.01% per year R and RE: 0.05% per year
Performance Fee	I, R and RE classes: 20% in case of outperformance of the Sub-Fund versus the MSCI World Net Dividends Reinvested	None
Maximum Sales Charge	R: 4.00% RE: none	R: 4.00% RE: 3.00%

	G, I, I NPF and Q: none	G, I and Q: none
Redemption Fee	G, I, I NPF, Q, R and RE: none	G, I, Q, R and RE: none
Conversion Fee	The conversion may be subject to a conversion fee equal to the difference in percentage of the sales charges of the relevant shares.	The conversion may be subject to a conversion fee equal to the difference in percentage of the sales charges of the relevant shares.
Minimum Initial Investment	G: none I: EUR 50,000 I NPF: EUR 50,000 Q: EUR 5,000,000 R: none RE: none	G: none I: USD 100,000 or equivalent Q: none R: USD 1,000 or equivalent RE: none
Minimum Holding	G: none I: 1 share I NPF: 1 share Q: EUR 1,000,000 R: none RE: none	G: none I: 1 share Q: none R: 1 share RE: none
Accounting year dates	1st January until 31st December each year	1st January until 31st December each year
Ongoing charges figure (OCF)	G/A (EUR): 0.57% I/A (EUR) 0.82% I/A NPF (EUR): 1.02% Q/A (EUR): 0.67% R/A (EUR): 1.86% RE/A (EUR) 2.26%	G/A (EUR): 0.56% I/A (EUR): 1.21% Q/A (EUR): 0.21% R/A (EUR): 2.05% RE/A (EUR): 2.65%