

MIROVA FUNDS

Société anonyme qualifying as Société d'investissement à capital variable

Registered Office: 5 allée Scheffer, L-2520 Luxembourg

Grand-Duché de Luxembourg

R.C.S Luxembourg B 148 004

(the "**SICAV**")

NOTICE TO THE SHAREHOLDERS

Dear Shareholders,

The board of directors of the SICAV (the "**Board**"), which has appointed Natixis Investment Managers International¹ as management company (the "**Management Company**") has decided to proceed with the changes to the SICAV set out below.

Capitalised terms used in this notice shall have the meaning given to them in the prospectus of the SICAV (the "**Prospectus**").

As part of a review of its service providers, Natixis Investment Managers International ("**NIMI**"), in its capacity as Management Company, issued a Request for Proposal ("**RFP**") in 2021 for the servicing of its fund ranges, including the SICAV.

The aim of the RFP was to choose the service provider best suited to the needs of clients of the SICAV and management affiliates around the world and to continue to optimize the servicing of Natixis global fund platforms.

This RFP led of the Board to choose Brown Brothers Harriman (Luxembourg) S.C.A. ("**BBH**") who are already servicing other international fund ranges within the Natixis group. BBH will therefore replace CACEIS Bank, Luxembourg Branch ("**CACEIS**") as Depositary, Administrative Agent, Paying Agent, Listing Agent, Domiciliary and Corporate Agent and Registrar and Transfer Agent of the SICAV (the "**Service Providers**") (the "**Migration**").

BBH is a global financial services provider, with an established presence in Luxembourg and registered with the Luxembourg supervisory authority as a credit institution.

The Board and NIMI consider that BBH is well placed to meet the needs of investors and support the activities of the SICAV.

¹ Natixis Investment Managers International is a management company belonging to the BPCE Group and approved by the "*Autorité des Marchés Financiers*" (French financial markets authority) under number GP 90-009.

The Migration will be effective on 4 December 2023 (the “**Effective Date of Migration**”).

CACEIS will cease its activities and functions on 3rd of December 2023 at the relevant cut-off time of each Sub-Fund as indicated in the Prospectus.

BBH will take over the activities and functions currently exercised by CACEIS for the SICAV on 4th of December 2023 at the relevant cut-off time of each Sub-Funds as indicated in the Prospectus.

The Migration will not entail any disruption in the performance of the services performed by the Service Providers and will not have any impact on the management of the sub-funds of the SICAV.

The level of fees applicable to the Fund will not be increased due to the Migration.

In the perspective of the Migration, a temporary freeze period of shareholder dealings will be applied. Any orders for subscription, redemption and/or conversion orders on the SICAV shall be suspended as from two (2) Business Days prior to the Effective Date of the Migration *i.e* between **Thursday 30th November 2023 and Friday 01st December 2023** included. Any order received by CACEIS for trade date of 29th November 2023 after the cut-off time of each Sub-Fund as described in the Prospectus, and until Sunday 3rd December 2023 at 11:59pm CET will be rejected and the rejected order(s) will not be processed when subscriptions/redemptions and/or conversions are reopened by BBH. BBH will start accepting orders from Monday 4th December 2023, 12:00am. From then, orders will be executed according to the Sub-Fund's prospectus.

The dealings of orders shall restart as from the Migration Date according to the terms of subscriptions, redemptions and/or conversions indicated in the Prospectus.

As of 4th December 2023, new subscription, redemption and/or conversion applications must be submitted to Brown Brothers Harriman (Luxembourg) S.C.A., the contact details of which are the following:

Brown Brothers Harriman (Luxembourg) S.C.A.

80, route d'Esch L-1470 Luxembourg

+352 474 066 425

As a consequence of the aforementioned changes, the new registered office of the SICAV will be at 80, route d'Esch, L-1470 Luxembourg.

The Prospectus will be amended in order to reflect the foregoing.

The costs linked to the Migration will be borne by a Natixis entity.

The changes described above will become effective on 4th December 2023 and will be reflected in the Prospectus dated December 2023. Shareholders may ask for redemption and conversion² of their Shares free of Redemption Charge, as defined in the Prospectus, during a period starting from the date of this notice until the applicable Cut-Off Time on Wednesday 29 November 2023.

Shareholders are advised to consult their professional advisers concerning possible taxation consequences of redeeming their existing shares, under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The Key Investor Document(s) (KID) and/or the Key Investor Information Documents as applicable, the Prospectus, the Articles of Association of the SICAV and the most recent reports, which fully describe the features of the SICAV in full, may be obtained without any charge:

- At the registered office of Natixis Investment Managers International:
43 avenue Pierre Mendès France
75013 Paris, France
These will be sent to your attention within one week of receipt of a written request; or
- On the website www.im.natixis.com
- At the Facilities Agent in Ireland CACEIS Ireland Limited, One Custom House Plaza, International Financial Services Centre, Dublin 1, IRELAND.

Luxembourg, 20th October 2023
The Board

² Subject to the terms of the Prospectus and/or any restrictions on conversions in the Prospectus or any applicable eligibility criteria as set out therein.