

MIROVA FUNDS

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

Registered Office : 5 allée Scheffer, L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg : B 148004

CONVENING NOTICE

BY REGISTERED MAIL

Luxembourg, April 04, 2022

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 the office of CACEIS Bank, Luxembourg Branch, 5 Allée Scheffer, L-2520 Luxembourg - Grand Duchy of Luxembourg, on:

April 22, 2022 at 10.00 a.m. Luxembourg time

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, 2021.**
- 2. Approval of both the "Statement of Net Assets" and of the "Statements of changes in Net Assets" for the year ended December 31, 2021.**
- 3. Ratification of interim dividend payments made in certain sub-funds of the SICAV during the year ended on December 31, 2021.**
- 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, 2021.**
- 5. Renewal of the respective mandate of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS, in their capacity as directors of the SICAV until the next annual general meeting to be held in 2023.**
- 6. Approval of the re-election of the SICAV's Independent Auditor until the next annual general meeting to be held in 2023.**
- 7. Audit fees for the year ended on December 31, 2021.**
- 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.

With regard to and as a precautionary health measures to contain the Coronavirus epidemic (COVID-19), we will not be able to receive you to attend the General Meeting.

Due to the Covid-19 pandemic, the proxy you will send by post mail might be received late by CACEIS BLB Domicile Team. In order to ensure the treatment of the votes for the Annual General Meeting, we ask you to send us first your required proxy in scanned version, then to send it by post as soon as possible. Sending at first your proxy in scanned version will allow CACEIS BLB Domicile Team to process it upon receipt. Proxies received only by email will be taken into account for the Annual General Meeting.

Therefore, please kindly send the proxies **before April 20, 2022** in scanned version using the following e-mail address: lb-domicile@caceis.com and then by post to Domicile Department, CACEIS Bank,

Luxembourg Branch (“CACEIS BLB”), 5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

However, if we receive your voting form within the indicated deadline for sending by email (April 20, 2022), the vote will be taken into account

The proxy form is also available on request at the registered office of the Company or at the facilities agent CACEIS Ireland Limited, One Custom House Plaza, International Financial Services Centre, Dublin 1, IRELAND.

We draw your attention to the fact that, in accordance with article 26 (3) of the Luxembourg law of 17 December 2010 on undertakings for investment collective that the director’s report and auditor’s report, as well as the annual report of the Company (including the audited accounts) (the “Audited Annual Report”) for the fiscal year ended on December 31, 2021 will be available to shareholders at the registered office of the Company or at the facilities agent CACEIS Ireland Limited, One Custom House Plaza, International Financial Services Centre, Dublin 1, IRELAND.

The updated prospectus, the key investor information documents, the articles of association and the most recent periodic reports, may be obtained, without charge, at the facilities agent CACEIS Ireland Limited, One Custom House Plaza, International Financial Services Centre, Dublin 1, IRELAND.

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: 5, allée Scheffer, L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 148004

BY REGISTERED MAIL

VOTING FORMS

For the annual general meeting of shareholders of MIROVA Funds (hereinafter “the “SICAV”) which will take place at the premises of CACEIS Bank, Luxembourg Branch, 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, on April 22, 2022 at 10.00 a.m. (the “Annual General Meeting”)

To be sent **by email** to lb-domicile@caceis.com **no later than April 20, 2022 AND** then by mail at the following address: CACEIS Bank, Luxembourg Branch, 5 Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, to the attention of Julie Dye-Pellisson.
However, voting forms can be sent by post mail within the same deadline at the same address, as describe in the convening notice.

Whereas, in the context of the Covid-19 pandemic and the application of social distancing measures within the premises of Caceis Bank, Luxembourg Branch, the shareholders of the SICAV will attend to the Annual General Meeting by way of **proxies given to the chairman of the Annual General Meeting or by remote vote in writing by e-mail**, as described below, in accordance with the Luxembourg law of 10 August 1915, as amended, and the law of 17 December 2021 on measures for the holding of company and other legal person meetings.

Pursuant to article 450-1 (2) of the Law of 10 August 1915 on Commercial Companies, as amended, and the articles of association of the SICAV, each shareholder may vote through a voting form sent by post or facsimile to the SICAV's registered office or the address specified in the convening notice/voting form.

Each shareholder may also act at any meeting of shareholders by appointing the chairman as his proxy.

Instruction for voting :

- Each shareholder may use the enclosed “Postal Voting Form” or give a proxy to the chairman of the meeting by completing the enclosed Proxy.

Agenda and Proposed Resolutions submitted to 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, 2021**

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2021.

- 2. Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2021.**

The Meeting resolves to approve the “Statement of Net Assets” and the “Statements of changes in Net Assets” for the year ended December 31, 2021. 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, 2021.

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

- On April 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes : I/D*, R/D*, N/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: M/D*, N/D*, I/D*, RE/D*, R/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-USD)*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

**The share class is not registered in Ireland.*

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

- On July 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes : I/D*, RE/D*, R/D*, N/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes : M/D*, N/D*, I/D*, R/D*, RE/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

**The share class is not registered in Ireland.*

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

- On October 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*, RE/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: R/D*, N/D*, I/D*, M/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class** : R/D*)

**The share class is not registered in Ireland.*

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

- On January 19, 2022, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: M/D*, N/D*, I/D*)
 - Mirova Global Green Bond Fund (share classes : I/D*, N/D*, R/D*, SI/D, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

**The share class is not registered in Ireland.*

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

The Meeting resolves to ratify the payment of **annual dividends** on January 19, 2022 to the shareholders of the following sub funds:

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

**The share class is not registered in Ireland.*

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, 2021.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2021.

- 5. Renewal of the respective mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS, in their capacity as Directors of the SICAV until the next annual general meeting to be held in 2023.**

The Meeting resolves to renew the respective mandate of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS until the next annual general meeting to be held in 2023.

- 6. Approval of the re-election of the Company's Independent Auditors until the next annual general meeting to be held in 2023.**

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 2023.

- 7. Audit fees for the year ended December 31, 2021.**

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2021.

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

Other business.

MIROVA FUNDS

Société anonyme qualifying as *société d'investissement à capital variable* under the laws of the
Grand Duchy of Luxembourg
Registered Office: 5, allée Scheffer, L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 148004

BY REGISTERED MAIL

POSTAL VOTING FORM (or to be sent by e-mail)

To be sent by email at LB-domicile@caceis.com, then by post mail to the following address:
CACEIS Bank, Luxembourg Branch, 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, to the attention of Julie Dye-Pellisson no later than April 20, 2022.

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 Global Environmental Equity Fund, class _____
_____ shares of Mirova Global Green Bond Fund, class _____
_____ shares of Mirova Euro Green and Sustainable Bond Fund, class _____

Wishes to vote at the Annual General Meeting of Mirova Funds which will take place at the premises of CACEIS Bank, Luxembourg Branch, located at 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, on **April 22, 2022 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, 2021

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2021.

2. Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2021.

The Meeting resolves to approve the “Statement of Net Assets” and the “Statements of changes in Net Assets” for the year ended December 31, 2021. 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, 2021.

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

- On April 21, 2021, in the following sub-funds:
 - *Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes : I/D*, R/D*, N/D*)*
 - *Mirova Euro Green & Sustainable Bond Fund (share classes: M/D*, N/D*, I/D*, RE/D*, R/D*)*
 - *Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-USD)*, N/D (H-CHF)*)*
 - *Mirova Europe Sustainable Economy Fund** (share class: R/D*)*

**The share class is not registered in Ireland.*

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

- On July 21, 2021, in the following sub-funds:
 - *Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes : I/D*, RE/D*, R/D*, N/D*)*
 - *Mirova Euro Green & Sustainable Bond Fund (share classes : M/D*, N/D*, I/D*, R/D*, RE/D*)*
 - *Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)*
 - *Mirova Europe Sustainable Economy Fund** (share class: R/D*)*

**The share class is not registered in Ireland.*

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

- On October 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*, RE/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: R/D*, N/D*, I/D*, M/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class** : R/D*)

**The share class is not registered in Ireland.*

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

- On January 19, 2022, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: M/D*, N/D*, I/D*)
 - Mirova Global Green Bond Fund (share classes : I/D*, N/D*, R/D*, SI/D, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

**The share class is not registered in Ireland.*

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

The Meeting resolves to ratify the payment of **annual dividends** on January 19, 2022 to the shareholders of the following sub funds:

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

**The share class is not registered in Ireland.*

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, 2021.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2021.

5. Renewal of the respective mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS, in their capacity as Directors of the SICAV until the next annual general meeting to be held in 2023.

The Meeting resolves to renew the respective mandate of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS until the next annual general meeting to be held in 2023.

6. Approval of the re-election of the Company’s Independent Auditors until the next annual general meeting to be held in 2023.

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 2023.

7. Audit fees for the year ended December 31, 2021.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2021.

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

Other business.

The undersigned hereby votes:

FOR	<input type="checkbox"/>	Item 1 of the Agenda
	<input type="checkbox"/>	Item 2 of the Agenda
	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
	<input type="checkbox"/>	Item 6 of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda
	<input type="checkbox"/>	Item 8 of the Agenda

AGAINST	<input type="checkbox"/>	Item 1 of the Agenda
	<input type="checkbox"/>	Item 2 of the Agenda
	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
	<input type="checkbox"/>	Item 6 of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda
	<input type="checkbox"/>	Item 8 of the Agenda

Or ABSTAINS from voting the:	<input type="checkbox"/>	Item 1 of the Agenda
	<input type="checkbox"/>	Item 2 of the Agenda
	<input type="checkbox"/>	Item 3 of the Agenda
	<input type="checkbox"/>	Item 4 of the Agenda
	<input type="checkbox"/>	Item 5 of the Agenda
	<input type="checkbox"/>	Item 6 of the Agenda
	<input type="checkbox"/>	Item 7 of the Agenda
	<input type="checkbox"/>	Item 8 of the Agenda

Date: _____, 2022

Signature:

MIROVA FUNDS

Société anonyme qualifying as *société d'investissement à capital variable* under the laws of the
Grand Duchy of Luxembourg
Registered Office: 5, allée Scheffer, L-2520 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 148004

BY REGISTERED MAIL

PROXY FORM

To be sent **by email** to lb-domicile@caceis.com **AND** then by post mail to the following address:
CACEIS Bank, Luxembourg Branch, 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg to the attention of Julie Dye-Pellisson **no later than April 20 2022.**

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 Global Environmental Equity Fund, class _____
_____ shares of Mirova Global Green Bond Fund, class _____
_____ shares of Mirova Euro Green and Sustainable Bond Fund, class _____

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 to be held at the office of CACEIS Bank, Luxembourg Branch, 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, on **April 22, 2022 at 10:00 a.m.** 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, 2021

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2021.

2. Approval of both the "Statement of Net Assets" and of the "Statements of changes in Net Assets" for the year ended December 31, 2021.

The Meeting resolves to approve the "Statement of Net Assets" and the "Statements of changes in Net Assets" for the year ended December 31, 2021. 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, 2021.

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

- On April 21, 2021, in the following sub-funds:

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

*The share class is not registered in Ireland.

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

- On July 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes : I/D*, RE/D*, R/D*, N/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes : M/D*, N/D*, I/D*, R/D*, RE/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

*The share class is not registered in Ireland.

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

- On October 21, 2021, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*, RE/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: R/D*, N/D*, I/D*, M/D*)
 - Mirova Global Green Bond Fund (share classes: I/D*, N/D*, R/D*, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class** : R/D*)

*The share class is not registered in Ireland.

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

- On January 19, 2022, in the following sub-funds:
 - Mirova Euro Green & Sustainable Corporate Bond Fund** (share classes: R/D*, N/D*, I/D*)
 - Mirova Euro Green & Sustainable Bond Fund (share classes: M/D*, N/D*, I/D*)
 - Mirova Global Green Bond Fund (share classes : I/D*, N/D*, R/D*, SI/D, N/D (H-CHF)*)
 - Mirova Europe Sustainable Economy Fund** (share class: R/D*)

*The share class is not registered in Ireland.

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

The Meeting resolves to ratify the payment of **annual dividends** on January 19, 2022 to the shareholders of the following sub funds:

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

*The share class is not registered in Ireland.

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, 2021.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2021.

5. Renewal of the respective mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS, in their capacity as Directors of the SICAV until the next annual general meeting to be held in 2023.

The Meeting resolves to renew the respective mandate of Natixis Wealth Management Luxembourg represented by Mr. Patrick ROUGIER, Natixis Life represented by Mr. Frédéric LIPKA and Mirova represented by Mrs. Tara HANS until the next annual general meeting to be held in 2023.

6. Approval of the re-election of the Company's Independent Auditors until the next annual general meeting to be held in 2023.

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 2023.

7. Audit fees for the year ended December 31, 2021.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2021.

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: _____, 2022

Signature: _____