

# MIROVA FUNDS

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 Luxembourg B 148004

## CONVENING NOTICE

Luxembourg, April 16, 2020

The shareholders of MIROVA Funds, (hereinafter the "Company") are kindly invited to participate in 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, on :

**April 24, 2020 at 10.00 a.m**

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

- 1. Presentation and approval of the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2019.**
- 2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2019.**
- 3. Ratification of payment of interim dividends of the SICAV's Sub-Funds.**
- 4. Discharge to be granted to the members of the Board of Directors (the "Directors") and to the SICAV's auditor for the fiscal year ended December 31, 2019.**
- 5. Renewal of Natixis Wealth Management Luxembourg represented by Patrick Rougier, Natixis Life represented by Frédéric Lipka and Mirova represented by Arnaud Grapin as directors of the SICAV until the next Annual General Meeting to be held in 2021.**
- 6. Approval of the re-election of the Company's Independent Auditors until the next Annual General Meeting to be held in 2021.**
- 7. Audit Fees for the Year ended December 31, 2019.**
- 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.

Several European countries have recently strengthened their measures to contain the Coronavirus epidemic (COVID-19). Indeed, due to these containment measures, the original proxies sent by you as shareholder might be received with delay by CACEIS BLB Domicile team. In order to ensure the follow-up and the treatment of the votes for the General Meeting, we ask you to send us the required proxy in scanned version in a first step. The usual shipment can follow by post as soon as possible. This procedure will allow CACEIS BLB Domicile team receiving the documentation and, as far as possible, to process it based on the scanned versions. Votes received only by email will be taken into account for the General Meeting. Therefore, please kindly send the proxies **before April 22, 2020** in scanned version using the following e-mail address: [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) and then by post to Domicile Department, CACEIS Bank, Luxembourg Branch ("CACEIS BLB"), 5, Allée Scheffer, L-2520 Luxembourg. However, if we receive your voting form within the indicated deadline for sending by email (April 22, 2020), the vote will be taken into account.

Please note that in relation to sub-funds registered as recognised schemes in Singapore, these forms may also be requested from the Singapore Representative, Ostrum Asset Management Asia Limited, at their registered office, 5 Shenton Way #22-06 UIC Building 068808.

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, 2019 will be available to shareholders at the registered office of the Company fifteen days before the Meeting. In relation to sub-funds registered as recognised schemes in Singapore, these documents may also be requested from the Singapore Representative, Ostrum Asset Management Asia Limited, at their registered office, 5 Shenton Way #22-06 UIC Building 068808.

In relation to sub-funds registered as recognised schemes in Singapore, the updated prospectus, the product highlights sheets, the articles of association and the most recent periodic reports may be obtained, without charge, from the Singapore Representative, Ostrum Asset Management Asia Limited, at their registered office, 5 Shenton Way #22-06 UIC Building 068808.

## **THE BOARD OF DIRECTORS**

# MIROVA FUNDS

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

## VOTING FORMS

**for the annual general meeting of shareholders of MIROVA Funds (hereinafter “the “Company”)  
which will take place at the office of CACEIS Bank, Luxembourg Branch, 5 Allée Scheffer, L-2520  
Luxembourg, on April 24, 2020 at 10.00 a.m (the “Annual General Meeting”)**

To be sent by fax to the attention of Julie Dye-Pellisson to (+352) 47 67 33 45 or by e-mail to  
[lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than April 22, 2020 AND** then by mail at the following address:

CACEIS Bank, Luxembourg Branch,

5 Allée Scheffer,

L-2520 Luxembourg

to the attention of Julie Dye-Pellisson

Voting forms can be sent by mail within the same deadline at the same address.

Whereas on 18 March 2020, the Luxembourg government declared the state of emergency for a period of three months in order to contain and slow the spread of Covid-19. This measure will impact the Annual General Meeting. In light of the Luxembourg government decree issued on 20 March 2020, the shareholders of the Company are invited to participate in the Annual General Meeting by way of proxies given to the chairman of the Annual General Meeting or by distance vote in writing or in an electronic format as described below.

Pursuant to article 67 of the Law on Commercial Companies dated August 10, 1915 (as amended from time to time) and the articles of incorporation of the Company, each shareholder may vote through voting forms sent by post or facsimile to the Company'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 completion:**

The shareholder may use the enclosed “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 and of the Independent Auditor for the year ended December 31, 2019**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2019.*

**2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2019.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2019. The Meeting resolves to bring forward the net result of the year.*

### 3. Ratification of payment of interim dividends of the SICAV's Sub-Funds.

The Meeting resolves to ratify the payment of **interim dividends**:

- On April 24, 2019:
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\*
  - Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)

\* This sub-fund is not registered in Singapore

- On July 24, 2019:
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\*
  - Mirova Global Green Bond Fund (share class I/D, N/D, R/D)

\* This sub-fund is not registered in Singapore

- On October 23, 2019:
  - 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)

\* This sub-fund is not registered in Singapore

- On January 22, 2020:
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes R/D, N/D, RE/D, I/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, RE/D)\*
  - Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)

\* This sub-fund is not registered in Singapore

The Meeting resolves to ratify the payment of **annual dividends** on January 22, 2020 to the shareholders of the following sub funds:

- Mirova Global Sustainable Equity Fund (share classes M/D, N/D USD NPF, H-SI/D NPF CHF, SI/D NPF CHF)
- Mirova Europe Sustainable Equity Fund (share classes I/D, M/D)
- Mirova Euro Sustainable Equity Fund (share classes M/D, I/D, R/D, SI/D NPF)
- Mirova Europe Environmental Equity Fund (share class M/D)\*

\* This sub-fund is not registered in Singapore

### 4. Discharge to be granted to the members of the Board of Directors (the "Directors") and to the SICAV's auditor for the fiscal year ended December 31, 2019.

The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2019.

### 5. Renewal of Natixis Wealth Management Luxembourg represented by Patrick Rougier, Natixis Life represented by Frédéric Lipka and Mirova represented by Arnaud Grapin as Directors of the Company until the next Annual General Meeting to be held in 2021.

The Meeting resolves to renew the director mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick Rougier, Natixis Life represented by Mr. Frédéric Lipka and Mirova represented by Mr. Arnaud Grapin until the next Annual General Meeting to be held in 2021.

### 6. Approval of the re-election of the Company's Independent Auditors until the next Annual General Meeting to be held in 2021.

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 2021.

### 7. Audit Fees for the Year ended December 31, 2019.

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2019.*

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

Other business.

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Name of the shareholder

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Address of the Shareholder

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Date & Signature

## MIROVA FUNDS

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

VOTING FORM (or to be sent by Fax)

To be sent by fax to the attention of Julie Dye-Pellisson (+352) 47 67 33 45 or by e-mail to [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than April 22, 2020 AND** then by mail at the following address:

CACEIS Bank, Luxembourg Branch,  
5 Allée Scheffer,  
L-2520 Luxembourg  
to the attention of Julie Dye-Pellisson

**Only the forms provided for by the Company and received by the Company 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(s) 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 Global Green Bond Fund, class \_\_\_\_\_

Wish(es) to vote at the Annual General Meeting of Mirova Funds which will take place at the office of CACEIS Bank, Luxembourg Branch, 5 Allée Scheffer, L-2520 Luxembourg, on **April 24, 2020 at 10.00 a.m** with the following agenda (the "Agenda"):

### **ANNUAL GENERAL MEETING AGENDA**

**1. Presentation and approval of the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2019**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2019.*

**2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2019.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2019. The Meeting resolves to bring forward the net result of the year.*

**3. Ratification of payment of interim dividends of the SICAV's Sub-Funds.**

The Meeting resolves to ratify the payment of **interim dividends**:

- On April 24, 2019:
  - *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\**
  - *Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\**
  - *Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)*

*\* This sub-fund is not registered in Singapore*

- On July 24, 2019 :
  - *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\**
  - *Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\**
  - *Mirova Global Green Bond Fund (share class I/D, N/D, R/D)*

*\* This sub-fund is not registered in Singapore*

- On October 23, 2019 :
  - *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)*

*\* This sub-fund is not registered in Singapore*

- On January 22, 2020 :
  - *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes R/D, RE/D, N/D, I/D)\**
  - *Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, RE/D)\**
  - *Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)*

*\* This sub-fund is not registered in Singapore*

The Meeting resolves to ratify the payment of **annual dividends** on January 22, 2020 to the shareholders of the following sub funds:

- *Mirova Global Sustainable Equity Fund (share classes M/D, N/D USD NPF, H-SI/D NPF CHF, SI/D NPF CHF)*
- *Mirova Europe Sustainable Equity Fund (share classes I/D, M/D)*
- *Mirova Euro Sustainable Equity Fund (share classes M/D, I/D, R/D, SI/D NPF)*
- *Mirova Europe Environmental Equity Fund (share class M/D)\**

*\* This sub-fund is not registered in Singapore*

**4. Discharge to be granted to the members of the Board of Directors (the "Directors") and to the SICAV's auditor for the fiscal year ended December 31, 2019.**

*The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2019.*

**5. Renewal of Natixis Wealth Management Luxembourg represented by Patrick Rougier, Natixis Life represented by Frédéric Lipka and Mirova represented by Arnaud Grapin as Directors of the Company until the next Annual General Meeting to be held in 2021.**

*The Meeting resolves to renew the director mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick Rougier, Natixis Life represented by Mr. Frédéric Lipka and Mirova represented by Mr. Arnaud Grapin until the next Annual General Meeting to be held in 2021.*

**6. Approval of the re-election of the Company's Independent Auditors until the next Annual General Meeting to be held in 2021.**

*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 2021.*

**7. Audit Fees for the Year ended December 31, 2019.**

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2019.*

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

Other business.

the undersigned hereby vote(s):

<b>FOR</b>	<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

<b>AGAINST</b>	<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 ABSTAIN 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

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Date: \_\_\_\_\_, 2020

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Signature:



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### PROXY FORM

To be sent by fax to the attention of Julie Dye-Pellisson (+352) 47 67 33 45 or by e-mail to [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than April 22, 2020 AND** then by mail at the following address:

CACEIS Bank, Luxembourg Branch,

5 Allée Scheffer,

L-2520 Luxembourg

to the attention of Julie Dye-Pellisson

By the present proxy form, the undersigned,

Holder(s) 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 Global Green Bond Fund, class \_\_\_\_\_

Hereby appoint 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, on **April 24, 2020 at 10:00 a.m.** with the following agenda (the "Agenda"):

## **ANNUAL GENERAL MEETING AGENDA**

### **1. Presentation and approval of the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2019**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2019.*

### **2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2019.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2019. The Meeting resolves to bring forward the net result of the year.*

### **3. Ratification of payment of interim dividends of the SICAV's Sub-Funds.**

The Meeting resolves to ratify the payment of **interim dividends**:

- On April 24, 2019 :
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\*
  - Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)

*\* This sub-fund is not registered in Singapore*

- On July 24, 2019:
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D, N/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, R/D)\*
  - Mirova Global Green Bond Fund (share class I/D, N/D, R/D)

*\* This sub-fund is not registered in Singapore*

- On October 23, 2019:
  - 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)

*\* This sub-fund is not registered in Singapore*

- On January 22, 2020:
  - Mirova Euro Green & Sustainable Corporate Bond Fund (share classes R/D, RE/D, N/D, I/D)\*
  - Mirova Euro Green & Sustainable Bond Fund (share classes M/D, N/D, I/D, RE/D)\*
  - Mirova Global Green Bond Fund (share classes I/D, N/D, R/D)

*\* This sub-fund is not registered in Singapore*

The Meeting resolves to ratify the payment of **annual dividends** on January 22, 2020 to the shareholders of the following sub funds:

- Mirova Global Sustainable Equity Fund (share classes M/D, N/D USD NPF, H-SI/D NPF CHF, SI/D NPF CHF)
- Mirova Europe Sustainable Equity Fund (share classes I/D, M/D)
- Mirova Euro Sustainable Equity Fund (share classes M/D, I/D, R/D, SI/D NPF)
- Mirova Europe Environmental Equity Fund (share class M/D)\*

*\* This sub-fund is not registered in Singapore*

### **4. Discharge to be granted to the members of the Board of Directors (the "Directors") and to the SICAV's auditor for the fiscal year ended December 31, 2019.**

*The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2019.*

**5. Renewal of Natixis Wealth Management Luxembourg represented by Patrick Rougier, Natixis Life represented by Frédéric Lipka and Mirova represented by Arnaud Grapin as Directors of the Company until the next Annual General Meeting to be held in 2021.**

*The Meeting resolves to renew the director mandates of Natixis Wealth Management Luxembourg represented by Mr. Patrick Rougier, Natixis Life represented by Mr. Frédéric Lipka and Mirova represented by Mr. Arnaud Grapin until the next Annual General Meeting to be held in 2021.*

**6. Approval of the re-election of the Company's Independent Auditors until the next Annual General Meeting to be held in 2021.**

*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 2021.*

**7. Audit Fees for the Year ended December 31, 2019.**

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2019.*

**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: \_\_\_\_\_, 2020

Signature: \_\_\_\_\_