

MIROVA 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 : B 148 004

CONVENING NOTICE

Luxembourg, April 09, 2025

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 its registered office, 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on:

April 25, 2025 at 10.00 a.m. CET

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, 2024.**
2. **Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2024.**
3. **Ratification of dividends payments made in certain sub-funds of the SICAV during the year ended on December 31, 2024, and on January 7, 2025 and February 3, 2025**
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, 2024.**
5. **Acknowledgement of the resignation of BPCE Life as Director, represented by Mr. Frédéric LIPKA, from its position as Director of the SICAV.**
6. **Acknowledgement of the resignation of Mrs. Tara HANS as permanent representative of MIROVA within the Board of Directors of the SICAV.**
7. **Acknowledgement of the resignation of Mr. Jean-Baptiste GUIBINELLI as Director of the SICAV.**
8. **Renewal of the mandate of MIROVA in its capacity as Director of the SICAV until the next annual general meeting to be held in 2026.**
9. **Ratification of the appointment of Mrs. Tara HANS as Director, from the date of her agreement by the *Commission de Surveillance du Secteur Financier* (the “CSSF”), until the next annual general meeting to be held in 2026.**
10. **Ratification of the appointment of Mrs. Sophie MOSNIER as independent Director, from the date of her agreement by the CSSF, until the next annual general meeting to be held in 2026.**
11. **Approval of the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- net of withholding tax.**
12. **Ratification of the appointment of Mr. Guillaume ABEL as new permanent representative of MIROVA, from the date of his agreement by the CSSF, until the next annual general meeting to be held in 2026.**
13. **Approval of the re-election of the SICAV’s Independent Auditor until the next annual general meeting to be held in 2026.**
14. **Audit fees for the year ended on December 31, 2024.**
15. **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.

Pursuant to article 450-1 of the Law of 10 August 1915 on commercial companies (the “**1915 Law**”), as amended from time to time, and the articles of association of the Company, the Shareholders may exercise their voting rights either personally, or through a proxy.

Should you not be able to personally attend the Annual General Meeting, you may vote:

- by completing a voting form; or
- by completing the proxy form enclosed and appointing the chairman of the Annual General Meeting as your proxy. The proxy form is also available on request at the registered office of the Company or at the facilities agent Société Générale London Branch, One Bank Street, Canary Wharf, London E14 4SG, United Kingdom.

Only Shareholders on record at the close of business two (2) business days before the Annual General Meeting are entitled to vote at the Annual General Meeting and at any adjournments thereof.

According to article 461-6 of the 1915 Law, each Shareholder is entitled to obtain free of charge, upon request and against evidence of his title, eight (8) days before the Annual General Meeting, a copy of the directors’ report and auditor’s report, as well as the annual report of the SICAV (including the audited accounts) (the “**Audited Annual Report**”) for the fiscal year ended on December 31, 2024.

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 Société Générale London Branch, One Bank Street, Canary Wharf, London E14 4SG, United Kingdom.

THE BOARD OF DIRECTORS

MIROVA 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 B 148 004

VOTING FORM

For the annual general meeting of shareholders of Mirova Funds (hereinafter the “**SICAV**”) which will take place at the registered office premises of Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on April 25, 2025, at 10.00 a.m. CET (the “**Annual General Meeting**”).

To be sent **by facsimile** to the following number (+352) 47 40 66 6503 or **by email** to 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 (2) business days before the Annual General Meeting (i.e. 23 April 2025).

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 Equity¹, class _____
_____ shares of Mirova US Sustainable Equity², class _____
_____ shares of Mirova Europe Sustainable Equity³, class _____
_____ shares of Mirova Euro Sustainable Equity⁴, class _____
_____ shares of Mirova Climate Equity^{***5}, class _____
_____ shares of Mirova Europe Environmental Equity⁶, class _____
_____ shares of Mirova Future of Food Fund, class _____
_____ shares of Mirova Women Leaders and Diversity Equity⁷ class _____
_____ shares of Mirova Global Green Bond Fund, class _____
_____ shares of Mirova Euro Green and Sustainable Bond Fund, class _____
_____ shares of Mirova Euro Green and Sustainable Corporate Bond Fund, class _____
_____ shares of Mirova Euro High Yield Sustainable Bond Fund, class _____
_____ shares of Mirova Euro Short Term Sustainable Bond Fund, class _____
_____ shares of Mirova Defensive Allocation^{**}, class _____
_____ shares of Mirova Europe Sustainable Economy Fund, class _____
_____ shares of Mirova Biodiversity Equity⁸, class _____

*** This sub-fund is not registered in the United Kingdom.*

**** The sub-fund is only registered to professional investors under the National Private Placement Regime in the United Kingdom.*

Wishes to vote at the Annual General Meeting of Mirova Funds which will take place at the registered office of the SICAV, 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on **April 25, 2025, 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, 2024

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2024.

2. Approval of both the "Statement of Net Assets" and of the "Statements of changes in Net Assets" for the year ended December 31, 2024.

The Meeting resolves to approve the "Statement of Net Assets" and the "Statements of changes in Net Assets" for the year ended December 31, 2024. The Meeting resolves to bring forward the net result of the year.

3. Ratification of dividend payments made in certain sub-funds of the SICAV during the year ended on December 31, 2024, and on January 7, 2025 and February 3, 2025

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

- **On April 5, 2024, in the following sub-funds:**
 - *Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR), R/D (EUR), N/D (EUR), RE/D (EUR)*)*

¹ Formerly Mirova Global Sustainable Equity Fund

² Formerly Mirova US Sustainable Equity Fund

³ Formerly Mirova Europe Sustainable Equity Fund

⁴ Formerly Mirova Euro Sustainable Equity Fund

⁵ Formerly Mirova Climate Solutions Equity Fund^{***}

⁶ Formerly Europe Environmental Equity Fund

⁷ Formerly Mirova Women Leaders and Diversity Equity Fund

⁸ Formerly Mirova Biodiversity Solutions Equity Fund

**** The sub-fund is only registered to professional investors under the National Private Placement Regime in the United Kingdom.*

- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR), I/D (EUR), R/D (EUR))
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), N/D (H-CHF)*, SI/D (EUR), SI/D (H-GBP), N/D (H-USD))
- Mirova Europe Sustainable Economy Fund (share class: R/D (EUR)*)
- Mirova Euro High Yield Sustainable Bond Fund (share class: **EI/D-NPF (EUR)***)

* This share class is not registered in the United Kingdom.

- **On July 5, 2024, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR), R/D (EUR), N/D(EUR))
- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR), I/D (EUR), R/D (EUR))
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), N/D (H-CHF)*, SI/D (EUR), SI/D (H-GBP), SI/D (H-USD))
- Mirova Europe Sustainable Economy Fund (share class: R/D (EUR)*)
- Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)

* This share class is not registered in the United Kingdom.

- **On October 4, 2024, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR), I/D (EUR))
- Mirova Euro Green & Sustainable Bond Fund (share classes: R/D (EUR); N/D (EUR), I/D (EUR), M/D (EUR))
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), SI/D (EUR), N/D (H-CHF), SI/D (H-GBP), N/D (H-USD))
- Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR))
- Mirova Europe Sustainable Economy Fund (share class R/D (EUR))

* This share class is not registered in the United Kingdom.

- **On January 2, 2025, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR), I/D (EUR))
- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR), I/D (EUR), R/D (EUR))
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), SI/D (EUR), N/D (H-CHF)*, SI/D (H-GBP), N/D (H-USD))
- Mirova Europe Sustainable Economy Fund (share class: R/D (EUR)*)
- Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)

* This share class is not registered in the United Kingdom.

The Meeting resolves to ratify the payment of **annual dividends** on January 7, 2025, to the shareholders of the following sub funds:

- Mirova Global Sustainable Equity Fund (share classes: M/D (EUR)*, I/D (EUR), SI/D NPF (EUR), S1/D NPF (H-CHF), M1/D (EUR)*; SI/D NPF (CHF)*, H-SI/D (GBP-NPF))
- Mirova Euro Sustainable Equity Fund (share classes: M/D (EUR)*, R/D (EUR), RE/D (EUR)*, SI/D NPF (EUR)*)
- Mirova Europe Environmental Equity Fund (share classes: M/D (EUR)*, I/D (EUR), R/D (EUR), M1/D (EUR)*)
- Mirova Future of Food Fund (share classes: J-S1 /D (GBP), J-F/D (GBP)*, J-N1R/D (GBP))

The Meeting resolves to ratify the payment of **monthly dividends** on February 3, 2025, to the shareholders of the following sub fund:

- Mirova Global Sustainable Equity (share classes: R-NPF/DIVM (USD)*, H-R-NPF/DIVM (SGD)*)

* This share class is not registered in the United Kingdom.

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, 2024.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2024.

5. Acknowledgement of the resignation of BPCE Life as Director, represented by Mr. Frédéric LIPKA, from its position as Director of the SICAV.

The Meeting acknowledges the resignation of BPCE Life, from its position as Director of the SICAV, pursuant to a letter dated 3 October 2024.

6. Acknowledgement of the resignation of Mrs. Tara HANS as permanent representative of MIROVA within the Board of Directors of the SICAV.

The Meeting acknowledges the resignation of Mrs. Tara HANS, from her position as permanent representative of MIROVA within the Board of Directors of the SICAV, pursuant to a letter dated 11 November 2024.

7. Acknowledgement of the resignation of Mr. Jean-Baptiste GUIBINELLI as Director of the SICAV.

The Meeting acknowledges the resignation of Mr. Jean-Baptiste GUBINELLI, from his position as Director of the SICAV, pursuant to a letter dated 14 November 2024.

8. Renewal of the mandate of MIROVA in its capacity as Director of the SICAV until the next annual general meeting to be held in 2026.

The Meeting resolves to renew the mandate of MIROVA, in its capacity as Director of the SICAV, until the next annual general meeting to be held in 2026.

9. Ratification of the appointment of Mrs. Tara HANS as Director, from the date of her agreement by the Commission de Surveillance du Secteur Financier (the "CSSF"), until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mrs. Tara HANS as Director in lieu of BPCE Life, represented by Mr. Frédéric LIPKA, decided by the Board during the Board meeting held on 14 October 2024.

10. Ratification of the appointment of Mrs. Sophie MOSNIER as independent Director, from the date of her agreement by the CSSF, until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mrs. Sophie MOSNIER as Director in lieu of Mr. Jean-Baptiste GUBINELLI, decided by the Board during the Board meeting held on 14 October 2024.

11. Approval of the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- net of withholding tax.

The Meeting resolves to approve the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- net of withholding tax, starting from the date of her agreement by the Commission de Surveillance du Secteur Financier in her role as independent Director, until the next annual general meeting to be held in 2026.

12. Ratification of the appointment of Mr. Guillaume ABEL as new permanent representative of MIROVA, from the date of his agreement by the CSSF, until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mr. Guillaume ABEL as permanent representative of MIROVA within the Board of Directors of the SICAV, in lieu of Mrs. Tara HANS, decided by the Board during the Board meeting held on 14 October 2024.

13. Approval of the re-election of the Company's Independent Auditors until the next annual general meeting to be held in 2026

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 2026.

14. Audit fees for the year ended December 31, 2024.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2024.

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

Other business.

The undersigned hereby votes:

FOR

- Item 1 of the Agenda
- Item 2 of the Agenda
- Item 3 of the Agenda
- Item 4 of the Agenda
- Item 5 of the Agenda
- Item 6 of the Agenda
- Item 7 of the Agenda
- Item 8 of the Agenda
- Item 9 of the Agenda
- Item 10 of the Agenda
- Item 11 of the Agenda
- Item 12 of the Agenda
- Item 13 of the Agenda
- Item 14 of the Agenda
- Item 15 of the Agenda

AGAINST

- Item 1 of the Agenda
- Item 2 of the Agenda
- Item 3 of the Agenda
- Item 4 of the Agenda
- Item 5 of the Agenda
- Item 6 of the Agenda
- Item 7 of the Agenda
- Item 8 of the Agenda
- Item 9 of the Agenda
- Item 10 of the Agenda
- Item 11 of the Agenda
- Item 12 of the Agenda
- Item 13 of the Agenda
- Item 14 of the Agenda
- Item 14 of the Agenda
- Item 15 of the Agenda

Or ABSTAINS from voting the:

- Item 1 of the Agenda
- Item 2 of the Agenda
- Item 3 of the Agenda
- Item 4 of the Agenda
- Item 5 of the Agenda
- Item 6 of the Agenda
- Item 7 of the Agenda
- Item 8 of the Agenda
- Item 9 of the Agenda
- Item 10 of the Agenda
- Item 11 of the Agenda
- Item 12 of the Agenda
- Item 13 of the Agenda
- Item 14 of the Agenda
- Item 15 of the Agenda

Date : _____, 2025

Signature :

MIROVA 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: B 148004

PROXY FORM

For the annual general meeting of shareholders of Mirova Funds (hereinafter "**the "SICAV"**") which will take place at the premises of Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, on April 25, 2025, at 10.00 a.m. CET (the "**Annual General Meeting**").

To be sent **by facsimile** to the following number (+352) 47 40 66 6503 or **by email** to 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 (2) business days before the Annual General Meeting (i.e. 23 April 2025).

By the present proxy form, the undersigned,

Holder of:

- _____ shares of Mirova Global Sustainable Equity¹, class _____
- _____ shares of Mirova US Sustainable Equity², class _____
- _____ shares of Mirova Europe Sustainable Equity³, class _____
- _____ shares of Mirova Euro Sustainable Equity⁴, class _____
- _____ shares of Mirova Climate Equity^{***5}, class _____
- _____ shares of Mirova Europe Environmental Equity⁶, class _____
- _____ shares of Mirova Future of Food Fund, class _____
- _____ shares of Mirova Women Leaders and Diversity Equity⁷ class _____
- _____ shares of Mirova Global Green Bond Fund, class _____
- _____ shares of Mirova Euro Green and Sustainable Bond Fund, class _____
- _____ shares of Mirova Euro Green and Sustainable Corporate Bond Fund, class _____
- _____ shares of Mirova Euro High Yield Sustainable Bond Fund, class _____
- _____ shares of Mirova Euro Short Term Sustainable Bond Fund, class _____
- _____ shares of Mirova Defensive Allocation^{**}, class _____
- _____ shares of Mirova Europe Sustainable Economy Fund, class _____
- _____ shares of Mirova Biodiversity Equity⁸, class _____

*** This sub-fund is not registered in the United Kingdom.*

**** The sub-fund is only registered to professional investors under the National Private Placement Regime in the United Kingdom.*

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 which will take place at the premises of Brown Brothers Harriman (Luxembourg) S.C.A., at 80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg on **April 25, 2025 at 10:00 a.m. CET** with the following agenda (the "**Agenda**"):

¹ Formerly Mirova Global Sustainable Equity Fund

² Formerly Mirova US Sustainable Equity Fund

³ Formerly Mirova Europe Sustainable Equity Fund

⁴ Formerly Mirova Euro Sustainable Equity Fund

⁵ Formerly Mirova Climate Solutions Equity Fund^{***}

⁶ Formerly Europe Environmental Equity Fund

⁷ Formerly Mirova Women Leaders and Diversity Equity Fund

⁸ Formerly Mirova Biodiversity Solutions Equity Fund

**** The sub-fund is only registered to professional investors under the National Private Placement Regime in the United Kingdom.*

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, 2024

The Meeting resolves to approve the reports of the Board of Directors and of the Independent Auditor for the year ended December 31, 2024.

2. Approval of both the “Statement of Net Assets” and of the “Statements of changes in Net Assets” for the year ended December 31, 2024.

The Meeting resolves to approve the “Statement of Net Assets” and the “Statements of changes in Net Assets” for the year ended December 31, 2024. 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, 2024.

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

• **On April 5, 2024, in the following sub-funds:**

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

* This share class is not registered in the United Kingdom.

• **On July 5, 2024, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: I/D (EUR), R/D (EUR), N/D (EUR))
- Mirova Euro Green & Sustainable Bond Fund (share classes: M/D (EUR)*, N/D (EUR), I/D (EUR), R/D (EUR))
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), N/D (H-CHF)*, SI/D (EUR), SI/D (H-GBP), SI/D (H-USD))
- Mirova Europe Sustainable Economy Fund (share class: R/D (EUR)*)
- Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)

* This share class is not registered in the United Kingdom.

• **On October 4, 2024, in the following sub-funds:**

- Mirova Euro Green & Sustainable Corporate Bond Fund (share classes: R/D (EUR), N/D (EUR), I/D (EUR))
- Mirova Euro Green & Sustainable Bond Fund (share classes: R/D (EUR); N/D (EUR), I/D (EUR), M/D (EUR)*)
- Mirova Global Green Bond Fund (share classes: I/D (EUR), N/D (EUR), R/D (EUR), SI/D (EUR), N/D (H-CHF)*, SI/D (H-GBP), N/D (H-USD))
- Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR)*)
- Mirova Europe Sustainable Economy Fund (share class R/D (EUR)*)

* This share class is not registered in the United Kingdom.

• **On January 2, 2025, in the following sub-funds:**

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

- *Mirova Euro High Yield Sustainable Bond Fund (share class EI/D-NPF (EUR))**
- * *This share class is not registered in the United Kingdom.*

The Meeting resolves to ratify the payment of **annual dividends** on January 7, 2025, to the shareholders of the following sub funds:

- *Mirova Global Sustainable Equity Fund (share classes: M/D (EUR)*, I/D (EUR), SI/D NPF (EUR), S1/D NPF (H-CHF), M1/D (EUR)*, SI/D NPF (CHF)*, H-SI/D (GBP-NPF))*
- *Mirova Euro Sustainable Equity Fund (share classes: M/D (EUR)*, R/D (EUR), RE/D (EUR)*, SI/D NPF (EUR)*)*
- *Mirova Europe Environmental Equity Fund (share classes: M/D (EUR)*, I/D (EUR), R/D (EUR), M1/D (EUR)*)*
- *Mirova Future of Food (share classes: J-S1 /D (GBP), J-F/D (GBP)*, J-N1R/D (GBP))*

The Meeting resolves to ratify the payment of **monthly dividends** on February 3, 2025, to the shareholders of the following sub fund:

- *Mirova Global Sustainable Equity (share classes: R-NPF/DIVM (USD)*, H-R-NPF/DIVM (SGD))**
- * *This share class is not registered in the United Kingdom.*

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, 2024.

The Meeting resolves to give discharge to the Directors and the Independent Auditor for the fiscal year ended December 31, 2024.

5. Acknowledgement of the resignation of BPCE Life as Director, represented by Mr. Frédéric LIPKA, from its position as Director of the SICAV.

The Meeting acknowledges the resignation of BPCE Life, from its position as Director of the SICAV, pursuant to a letter dated 3 October 2024.

6. Acknowledgement of the resignation of Mrs. Tara HANS as permanent representative of MIROVA within the Board of Directors of the SICAV.

The Meeting acknowledges the resignation of Mrs. Tara HANS, from her position as permanent representative of MIROVA within the Board of Directors of the SICAV, pursuant to a letter dated 11 November 2024.

7. Acknowledgement of the resignation of Mr. Jean-Baptiste GUIBINELLI as Director of the SICAV.

The Meeting acknowledges the resignation of Mr. Jean-Baptiste GUBINELLI, from his position as Director of the SICAV, pursuant to a letter dated 14 November 2024.

8. Renewal of the mandate of MIROVA in its capacity as Director of the SICAV until the next annual general meeting to be held in 2026.

The Meeting resolves to renew the mandate of MIROVA, in its capacity as Director of the SICAV, until the next annual general meeting to be held in 2026.

9. Ratification of the appointment of Mrs. Tara HANS as Director, from the date of her agreement by the Commission de Surveillance du Secteur Financier (the “CSSF”), until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mrs. Tara HANS as Director in lieu of BPCE Life, represented by Mr. Frédéric LIPKA, decided by the Board during the Board meeting held on 14 October 2024.

10. Ratification of the appointment of Mrs. Sophie MOSNIER as independent Director, from the date of her agreement by the CSSF, until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mrs. Sophie MOSNIER as Director in lieu of Mr. Jean-Baptiste GUBINELLI, decided by the Board during the Board meeting held on 14 October 2024.

11. Approval of the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- net of withholding tax.

The Meeting resolves to approve the fees for the mandate of Mrs. Sophie MOSNIER for an amount of EUR 25,000- net of withholding tax, starting from the date of her agreement by the Commission de Surveillance du Secteur Financier in her role as independent Director, until the next annual general meeting to be held in 2026.

12. Ratification of the appointment of Mr. Guillaume ABEL as new permanent representative of MIROVA, from the date of his agreement by the CSSF, until the next annual general meeting to be held in 2026.

The Meeting resolves to ratify the appointment of Mr. Guillaume ABEL as permanent representative of MIROVA within the Board of Directors of the SICAV, in lieu of Mrs. Tara HANS, decided by the Board during the Board meeting held on 14 October 2024.

13. Approval of the re-election of the Company's Independent Auditors until the next annual general meeting to be held in 2026.

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 2026.

14. Audit fees for the year ended December 31, 2024.

The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2024.

15. 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: _____, 2025

Signature