

## **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 29, 2016

The shareholders of MIROVA Funds, (hereinafter the "Company") are kindly invited to attend 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, 5 Allée Scheffer, L-2520 Luxembourg, on

**May 20, 2016 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, 2015.**
- 2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2015.**
- 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, 2015.**
- 5. Renewal of Natixis Bank, Natixis Life and Mirova as directors of the SICAV until the next Annual General Meeting to be held in 2017.**
- 6. Approval of the re-election of the Company's Independent Auditors.**
- 7. Audit Fees for the Year ended December 31, 2015.**
- 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.

Should you wish to attend this Annual General Meeting, we would be grateful if you could inform us of your intention at least 48 hours before the date of the Meeting.

Should you not be able to personally attend the Annual General Meeting, you may vote by completing the enclosed proxy form and sending it to Alexandra Schmitt by fax to (+352) 47 67 33 45 or by e-mail to [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than May 18, 2016 AND** by mail at the following address:

Caceis Bank Luxembourg  
5 Allée Scheffer  
L-2520 Luxembourg  
Grand Duchy of Luxembourg  
to the attention of Alexandra Schmitt

The proxy form is also available on request at the registered office of the Company or at the facilities agent Société Générale Securities Custody London, 9th Floor Exchange House 12 Primrose Street EC2A 2EG London England.

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, 2015 will be available to shareholders at the

registered office of the Company or at the facilities agent Société Générale Securities Custody London, 9th Floor Exchange House 12 Primrose Street EC2A 2EG London England, fifteen days before the Meeting.

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 Société Générale Securities Custody London, 9th Floor Exchange House 12 Primrose Street EC2A 2EG London England.

## **THE BOARD OF DIRECTORS**

## MIROVA FUNDS

Société d'investissement à capital variable under the laws of the Grand Duchy of  
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### VOTING FORMS

**for the annual general meeting of shareholders of MIROVA Funds which will take place at the office of CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, on May 20, 2016 at 10.00 a.m (the "Annual General Meeting")**

To be sent by fax to the attention of Alexandra Schmitt to (+352) 47 67 33 45 or by e-mail to [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than May 18, 2016 AND** by mail at the following address:  
CACEIS Bank Luxembourg,  
5 Allée Scheffer,  
L-2520 Luxembourg  
to the attention of Alexandra Schmitt

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 MIROVA Funds (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 another person as his proxy.

### **Instruction for completion:**

- If the shareholder wishes to attend the meeting personally, tick the box below.  
 I wish to attend the shareholders' meeting.
  
- Otherwise, the shareholder may use the enclosed "Postal Voting Form" or give a proxy to the chairman of the meeting and to another shareholder by completing the enclosed Proxy. (Please tick the box below)  
 I prefer to use the Postal Voting Form or the 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, 2015.**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2015.*

**2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2015.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2015. 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 to the shareholders on April 21, 2015, July 7 2015, October 7, 2015, January 22, 2016 of the following sub funds:*

- *Mirova Euro Sustainable Corporate Bond Fund, (share class I/D)*
- *Mirova Euro Sustainable Aggregate Fund, (share classes M/D\*, N/D\*, I/D).*

*\* This share-class is not registered in the United Kingdom*

*The Meeting resolves to ratify the payment of annual dividends on January 22, 2016 to the shareholders of the following sub funds:*

- *Mirova Global Sustainable Equity Fund (share class M/D\*)*
- *Mirova Europe Sustainable Equity Fund (share classes I/D, M/D\*)*
- *Mirova Euro Sustainable Equity Fund (share classes I/D, M/D\*)*
- *Mirova Europe Environmental Equity Fund (share class M/D\*)*
- *Mirova Europe Real Estate Securities Fund (share class M/D\*)*

*\* This share-class is not registered in the United Kingdom*

**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, 2015.**

*The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2015.*

**5. Renewal of Natixis Bank, Natixis Life and Mirova as Directors of the SICAV until the next Annual General Meeting to be held in 2017.**

*The Meeting resolves to renew the director mandates of Natixis Bank represented by Mr. Eric Théron, Natixis Life represented by Mr. Jean Marchès and Mirova represented by Mr. Philippe Zaouati until the next Annual General Meeting to be held in 2017.*

**6. Approval of the re-election of the Company's Independent Auditors.**

*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 2017.*

**7. Audit Fees for the Year ended December 31, 2015:**

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2015.*

**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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Luxembourg  
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POSTAL VOTING FORM (or to be sent by Fax)

To be sent by fax to the attention of Alexandra Schmitt to (+352) 47 67 33 45 or by e-mail to [lb-domicile@caceis.com](mailto:lb-domicile@caceis.com) **no later than May 18, 2016 AND** by mail at the following address:

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5 Allée Scheffer,  
L-2520 Luxembourg  
to the attention of Alexandra Schmitt

**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 favour, 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 Energy Transition Equity Fund, class \_\_\_\_\_  
\_\_\_\_\_ 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 Euro Sustainable Corporate Bond Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Euro Sustainable Aggregate Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Global Water & Agriculture Equity Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Europe Real Estate Securities 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, 5 Allée Scheffer, L-2520 Luxembourg, on **May 20, 2016 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, 2015.**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2015.*

**2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2015.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2015. 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 to the shareholders on April 21, 2015, July 7 2015, October 7, 2015, January 22, 2016 of the following sub funds:*

- Mirova Euro Sustainable Corporate Bond Fund, (share class I/D)
- Mirova Euro Sustainable Aggregate Fund, (share classes M/D\*, N/D\*, I/D).

*\* This share-class is not registered in the United Kingdom*

*The Meeting resolves to ratify the payment of annual dividends on January 22, 2016 to the shareholders of the following sub funds:*

- Mirova Global Sustainable Equity Fund (share class M/D\*)
- Mirova Europe Sustainable Equity Fund (share classes I/D, M/D\*)
- Mirova Euro Sustainable Equity Fund (share classes I/D, M/D\*)
- Mirova Europe Environmental Equity Fund (share class M/D\*)
- Mirova Europe Real Estate Securities Fund (share class M/D\*)

*\* This share-class is not registered in the United Kingdom*

**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, 2015.**

*The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2015.*

**5. Renewal of Natixis Bank, Natixis Life and Mirova as Directors of the SICAV until the next Annual General Meeting to be held in 2017.**

*The Meeting resolves to renew the director mandates of Natixis Bank represented by Mr. Eric Théron, Natixis Life represented by Mr. Jean Marchès and Mirova represented by Mr. Philippe Zaouati until the next Annual General Meeting to be held in 2017.*

**6. Approval of the re-election of the Company's Independent Auditors.**

*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 2017.*

**7. Audit Fees for the Year ended December 31, 2015:**

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2015.*

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

Other business.

the undersigned hereby vote(s):

**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

**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

**Or ABSTAIN 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

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Date: \_\_\_\_\_, 2016

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Signature:

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### PROXY FORM

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CACEIS Bank Luxembourg,  
5 Allée Scheffer,  
L-2520 Luxembourg  
to the attention of Alexandra Schmitt

By the present proxy form, the undersigned,

Holder(s) of:

\_\_\_\_\_ shares of Mirova Global Energy Transition Equity Fund, class \_\_\_\_\_  
\_\_\_\_\_ 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 Euro Sustainable Corporate Bond Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Euro Sustainable Aggregate Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Global Water & Agriculture Equity Fund, class \_\_\_\_\_  
\_\_\_\_\_ shares of Mirova Europe Real Estate Securities Fund, class \_\_\_\_\_

Hereby appoint the Chairman of the Meeting or

Mr./Mrs.

\_\_\_\_\_ 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, 5 Allée Scheffer, L-2520 Luxembourg, on **May 20, 2016 at 10:00 a.m.** with the following agenda (the "Agenda"):

### **ANNUAL 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, 2015.**

*The Meeting resolves to approve the reports of the Board of Directors and of the independent auditor for the year ended December 31, 2015.*

**2. Approval of the Statement of Net Assets and of the Statement of changes in Net Assets for the year ended December 31, 2015.**

*The Meeting resolves to approve the Statement of Net Assets and the Statements of changes in Net Assets for the year ended December 31, 2015. 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 to the shareholders on April 21, 2015, July 7 2015, October 7, 2015, January 22, 2016 of the following sub funds:*

- *Mirova Euro Sustainable Corporate Bond Fund, (share class I/D)*
- *Mirova Euro Sustainable Aggregate Fund, (share classes M/D\*, N/D\*, I/D).*

*\* This share-class is not registered in the United Kingdom*

*The Meeting resolves to ratify the payment of annual dividends on January 22, 2016 to the shareholders of the following sub funds:*

- *Mirova Global Sustainable Equity Fund (share class M/D\*)*
- *Mirova Europe Sustainable Equity Fund (share classes I/D, M/D\*)*
- *Mirova Euro Sustainable Equity Fund (share classes I/D, M/D\*)*
- *Mirova Europe Environmental Equity Fund (share class M/D\*)*
- *Mirova Europe Real Estate Securities Fund (share class M/D\*)*

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**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, 2015.**

*The Meeting resolves to give discharge to the members of the Board of Directors for the fiscal year ended December 31, 2015.*

**5. Renewal of Natixis Bank, Natixis Life and Mirova as Directors of the SICAV until the next Annual General Meeting to be held in 2017.**

*The Meeting resolves to renew the director mandates of Natixis Bank represented by Mr. Eric Théron, Natixis Life represented by Mr. Jean Marchès and Mirova represented by Mr. Philippe Zaouati until the next Annual General Meeting to be held in 2017.*

**6. Approval of the re-election of the Company's Independent Auditors.**

*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 2017.*

**7. Audit Fees for the Year ended December 31, 2015:**

*The Meeting resolves to acknowledge the audit fees regarding the audit of the annual accounts for the year ended December 31, 2015.*

**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: \_\_\_\_\_, 2016

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