

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

CONVENING NOTICE

Luxembourg, May 18, 2016

An Extraordinary General Meeting of the shareholders of the Company (the "Extraordinary General Meeting") was held, before notary, on April 11, 2016, at 11.00 a.m. (Luxembourg time), at the office of CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg with the agenda as set out below. The quorum required by article 67-1 (2) of the Luxembourg Law of 10 August 1915 on commercial companies, as amended, has not been reached and therefore no resolutions could be adopted.

As consequence thereof, you are invited to attend the reconvened Meeting, which will be held, before notary, **on June 30 2016, at 11.00 a.m.** (Luxembourg time) at the office of CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg with the following agenda:

1. Amendment of Article 11 - "Calculation of Net Asset Value per Share" by adding the following paragraphs after the first one:

"On any Valuation Day, the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity.

This alternative net asset value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact.

Where the board of directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by shareholders or potential shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis (which would include the factors referenced in the preceding paragraph)."

2. Amendment of Article 22 - "General Meetings of Shareholders of the Company", paragraph 4, so as to read as follows:

*"The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg City at a place specified in the notice of meeting, on the ~~third~~ **fourth** Friday ~~in~~ **of** the month of ~~May~~ **April** at 10.00 a.m."*

The above disposition will be effective as of the financial year beginning on January 1st, 2016.

3. Amendment of Article 18 - "Investment Policies and Restrictions", paragraph 6, by replacing the term "Prospectus" by the terms "sales documents for the shares of the Company" for consistency purposes.

4. Amendment of Article 17 - "Delegation of Power" and Article 25 - "Merger" by replacing the term "SICAV" by the term "Company" for consistency purposes.

5. Miscellaneous.

Shareholders are advised that, in accordance with Article 31 of the articles of association of the Company, (i) no quorum requirement will apply at the second call if the quorum is not reached at the first call and (ii) at least two thirds (2/3) of the votes validly cast of the shareholders present or represented.

Should you wish to attend this Extraordinary 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 Extraordinary General Meeting, you may vote by completing the enclosed proxy form and sending it by fax to Alexandra Schmitt or send it by fax to (+352) 47 67 33 45 or by e-mail to lb-domicile@caceis.com **no later than June 30, 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.

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

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VOTING FORMS

for the reconvened Extraordinary 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 June 30, 2016 at 11.00 a.m (the "Extraordinary General Meeting")

To be sent by post or Facsimile to the following address:
CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, to the attention of
[Alexandra Schmitt or send it by fax to (+352) 47 67 33 45 no later than June 27, 2016 .

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 Extraordinary General Meeting

1. Amendment of Article 11 - "Calculation of Net Asset Value per Share" by adding the following paragraphs after the first one:

"On any Valuation Day, the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity.

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alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis (which would include the factors referenced in the preceding paragraph)."

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5. Miscellaneous.

Name of the shareholder

Address of the Shareholder

Date & Signature

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POSTAL VOTING FORM (or to be sent by Fax)

To be sent by post or Facsimile to the following address:
CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, to the attention of Mrs.
Alexandra Schmitt or send it by fax to (+352) 47 67 33 45 **no later than June 27, 2016.**

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 reconvened Extraordinary General Meeting of Mirova Funds which will take place at the office of CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, on **June 30 , 2016 at 11.00 a.m** with the following agenda (the "Agenda"):

EXTRAORDINARY GENERAL MEETING AGENDA

1. Amendment of Article 11 - "Calculation of Net Asset Value per Share" by adding the following paragraphs after the first one:

"On any Valuation Day, the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity.

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4. Amendment of Article 17 – "Delegation of Power" and Article 25 – "Merger" by replacing the term "SICAV" by the term "Company" for consistency purposes.

5. Miscellaneous.

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

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

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

Date: _____, 2016

Signature:

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PROXY FORM

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CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, to the attention of Mrs. Alexandra Schmitt or send it by fax to (+352) 47 67 33 45 no later than June 27, 2016.

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 Extraordinary General Meeting to be held at the office of CACEIS Bank Luxembourg, 5 Allée Scheffer, L-2520 Luxembourg, on **June 30, 2016 at 11:00 a.m.** with the following agenda (the "Agenda"):

EXTRAORDINARY GENERAL MEETING AGENDA

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5. Miscellaneous.

The proxy authorizes to take part in the session of the Extraordinary 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: _____