

This document is important and requires your immediate attention.

If there is anything in this document that you do not understand, or if you are in any doubt as to what action to take, you should consult a professional financial adviser who is appropriately authorised under the Financial Services and Markets Act 2000 and who specialises in advising on investments in regulated collective investment schemes.

TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC

Proposal for a merger with Mirova Global Sustainable Equity, a sub-fund of Mirova Funds

Shareholder meeting. This document contains notice of a shareholder meeting to be held at **10:00am on 20 November 2024** at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP (see page 28).

Proxy voting form. This document also contains a proxy voting form (see pages 29 and 30). If you are unable to attend the shareholder meeting, please complete and return the proxy voting form, together with any power of attorney or other authority under which it is signed (or a copy certified by a solicitor), by post or email as soon as possible and, in any event, so that it is received **no later than 10:00am on 18 November 2024**. Completed proxy voting forms should be posted to Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP or emailed to projects@tutman.co.uk. Completing and returning a proxy voting form will not preclude you from attending the shareholder meeting and voting in person should you subsequently wish to do so.

Contents

Key dates and times.....	3
Glossary	4
Letter to shareholders	6
Information about the proposed merger.....	8
Comparison of the main features of the two funds	14
Scheme of arrangement.....	22
Consents, clearances and documents for inspection	26
Procedure for the shareholder meeting	27
Notice of shareholder meeting	28
Proxy voting form	29

Key dates and times

25 October 2024	qualification date for voting at shareholder meeting; if you were not on the register of shareholders on this date, you will not be eligible to vote
1 November 2024	circular sent to shareholders
10:00am on 18 November 2024	deadline for receipt of completed proxy voting forms
10:00am on 20 November 2024	shareholder meeting
20 November 2024	results of shareholder meeting published on www.tutman.co.uk

Then, if the merger is approved at the shareholder meeting:

11:59am on 28 November 2024	deadline to redeem or switch your holding if you do not wish to receive shares in Mirova Global Sustainable Equity; dealings in the TM Natixis Mirova Global Sustainable Equity Fund will be suspended after this point
12 noon on 29 November 2024	final valuation point to determine the value of shares in Mirova Global Sustainable Equity for the purposes of the merger
12:01pm on 29 November 2024	effective date and time of the merger
2 December 2024	first day of dealing in new shares of Mirova Global Sustainable Equity

Important note: these dates and times may be varied by the ACD and the Depositary in accordance with paragraph 14.1 of the Scheme (see pages 22 to 25 of this document).

Glossary

The following terms, which are used throughout this document, have the following meanings:

ACD	Thesis Unit Trust Management Limited, the authorised corporate director of the Merging Fund
AMF	the Autorité des marchés financiers, the financial supervisory authority in France
Articles	the articles of association of the Receiving Fund
Depository	State Street Trustees Limited, the depository of the Merging Fund or Brown Brothers Harriman (Luxembourg) S.C.A., the depository of the Receiving Fund, as the context requires
CSSF	the Commission de Surveillance du Secteur Financier, Luxembourg financial supervisory authority
Delegated Investment Manager	Mirova US LLC
Effective Date	the effective date of the merger of the Merging Fund with the Receiving Fund, being 29 November 2024 or such other date as may be agreed in accordance with the terms of the Scheme
Extraordinary Resolution	a resolution proposed at a shareholder meeting which, to be passed, requires a majority of at least 75% of the total number of votes validly cast at the meeting
FCA	the Financial Conduct Authority, UK financial supervisory authority
FCA Rules	the Collective Investment Schemes Sourcebook (COLL) that forms part of the FCA Handbook of Rules and Guidance, as amended from time to time
HMRC	HM Revenue & Customs
Instrument	the instrument of incorporation of the Merging Fund
Merging Fund	TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC (a UK FCA authorised open-ended investment company)
Natixis	Natixis Investment Managers International, the investment manager, co-manufacturer and sponsor of the Merging Fund
Prospectus	the current prospectus of the Merging Fund or the Receiving Fund, as the context requires
Receiving Fund	Mirova Global Sustainable Equity, a sub-fund of Mirova Funds (a Luxembourg CSSF authorised open-ended investment company)

Retained Amount	an amount estimated by the ACD (after consultation with the Depositary) as being necessary to meet the actual and contingent liabilities of the Merging Fund, and which is to be retained by the Depositary (as depositary of the Merging Fund) for the purpose of discharging those liabilities
Scheme	the scheme of arrangement for the merger of the Merging Fund with the Receiving Fund, the terms and conditions of which are set out on pages 22 to 25 of this document
Third-Party ISA Plan Manager	a third-party manager of an ISA (i.e. other than a Thesis ISA)
Transferred Property	the scheme property of the Merging Fund (together with all rights and claims attaching to or deriving from that property), less the Retained Amount

Letter to shareholders

Thesis Unit Trust Management Limited
Registered in England & Wales
Registered office: Exchange Building, St John's Street,
Chichester, West Sussex, PO19 1UP
Registered number: 03508646

To all shareholders of the
TM Natixis Mirova Global Sustainable Equity Fund,
a sub-fund of TM Natixis Investment Funds U.K. ICVC

1 November 2024

Dear shareholder

Proposal to merge the TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC with Mirova Global Sustainable Equity, a sub-fund of Mirova Funds

We write to you as a shareholder of the TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC (the “**Merging Fund**”) to inform you of our proposal to merge the Merging Fund with Mirova Global Sustainable Equity, a sub-fund of Mirova Funds (the “**Receiving Fund**”).

In this circular, we set out our reasons for proposing the merger and explain why we believe it to be in the best interests of shareholders. We also provide details of the process to implement the proposed merger (known as a scheme of arrangement), as well as information about the Receiving Fund (including a comparison of some of its key features as compared to the Merging Fund), the implications of the proposal for you as a shareholder, and the actions that you should take next.

The proposal cannot proceed unless it is first approved by an Extraordinary Resolution of shareholders passed at a shareholder meeting. This document therefore also includes, on page 28, notice of a shareholder meeting to be held at **10:00am on 20 November 2024** at which an Extraordinary Resolution to approve the merger will be proposed. To pass, the Extraordinary Resolution will require a majority in favour of at least 75% of the total number of votes validly cast at the meeting, so it is important that you exercise your right to vote.

As a shareholder, you can choose to attend the meeting and vote in person; alternatively, you can vote by proxy, in which case you should complete and submit a proxy voting form (see pages 29 and 30). If you choose to vote by proxy, please complete and submit your proxy voting form as soon as possible, and in any event so that it is received **no later than 10:00am on 18 November 2024**.

If you have any questions about the proposal, please contact our Customer Services team Monday to Friday between 9.00am and 5.00pm on 01243 531 234 or email us at projects@tutman.co.uk. As we are not able to give you financial or investment advice, you should consult your financial adviser if you are uncertain as to how the proposal may affect you.

If you require any special assistance with this circular or have additional needs (for example, you require this document in large print, braille or audio), please get in touch with us. If you are deaf, have hearing loss or are speech impaired, you can contact us by using the Relay UK service. You can do this either by using the app, or by dialling 18001 before our number using your textphone.

Yours faithfully

A handwritten signature in grey ink, consisting of a stylized 'J' followed by a 'V'.

For and on behalf of
Thesis Unit Trust Management Limited
authorised corporate director of the
TM Natixis Mirova Global Sustainable Equity Fund,
a sub-fund of TM Natixis Investment Funds U.K. ICVC

Information about the proposed merger

Background to and reasons for the merger

The Merging Fund has not attracted new investors to the extent expected in the UK, since its launch in October 2021. If this trend continues, then the Merging Fund will become commercially unviable. Smaller funds are typically more expensive to operate, as fixed costs are divided between fewer investors and assets.

The Receiving Fund is a sub-fund under an existing umbrella incorporated under the laws of the Grand Duchy of Luxembourg as a société d'investissement à capital variable, also known as a SICAV, which has over €5 billion of assets under management. The Merging Fund and the Receiving Fund share the same investment manager, Mirova US LLC and the investment approach and management style for both funds is very similar.

We believe the merger is in the best interests of shareholders in the Merging Fund as investing in a larger fund would reduce shareholder concentration and better safeguard the long-term viability of shareholders' investments.

Comparison of the two funds: similarities and differences

A table comparing some of the main features of the Merging Fund and the Receiving Fund is set out on pages 14 to 21, including their respective investment objectives and policies, as well as other important details.

For the most part, the features of the Merging Fund and the Receiving Fund are similar. In particular, the two funds share the following similarities:

- Legal structure – sub-fund of an umbrella: Both funds are sub-funds of umbrella open-ended investment companies.
- Investment objective – long-term capital growth: Both funds' investment objectives aim to provide capital growth over the long-term.
- Investment objective and policy – sustainable investment approach: Both funds seek to invest in assets in line with certain sustainability considerations:
 - The Merging Fund aims to contribute positively to the achievement of one or more of the UN Sustainable Development Goals (UNSDGs).
 - The Receiving Fund has a sustainable investment objective, classified as Article 9 under the Sustainable Finance Disclosure Regulation (SFDR). The Receiving Fund also implements its sustainable investment approach by seeking to invest in companies that contribute to the achievement of the UNSDGs.
- Investment policy – emerging markets: Both funds can invest up to 25% of the fund's assets into emerging markets.
- Investment policy – investment in shares: Both funds will invest at least 80% of the fund's net assets in shares of companies.
- Marketing: Both funds can be marketed to retail and institutional investors in the UK:
 - TM Natixis Investment Funds U.K. ICVC is a UK UCITS.
 - Mirova Funds is in the UK's Temporary Permissions and Marketing Regime, which means that the Receiving Fund was permitted to register to also enter the regime and become a "recognised scheme" so that it could be offered to UK retail investors.

- Investment manager: The investment manager of both funds is Mirova US LLC and the investment approach and management style for both funds is very similar.
- Comparator benchmark: Both funds have the same comparator benchmark; MSCI World Net Dividends Reinvested.

However, despite the similarities between the two funds, there are also some important differences between them, which we have highlighted below:

- Fees: Share classes in the Receiving Fund are subject to an annual subscription tax, referred to as a tax d'abonnement, which is payable out of scheme property in addition to the management fee and operating expenses in Luxembourg funds such as the Receiving Fund (the "**Subscription Tax**"). For retail share classes, the Subscription Tax is 0.05% and for institutional share classes, the Subscription Tax is 0.01%. The total fees (including the Subscription Tax) payable by:
 - Class N shareholders in the Merging Fund moving to Class N1R NPF in the Receiving Fund will decrease by 0.05% per annum;
 - Class S1 shareholders in the Merging Fund moving to Class S1 NPF in the Receiving Fund will increase by 0.01% per annum; and
 - Class Q shareholders in the Merging Fund (which are entities in the Natixis group which were the founding shareholders in the Merging Fund) moving to Class S1 NPF in the Receiving Fund will increase by 0.41% per annum.
- Performance fee: The Receiving Fund charges a performance fee of 20% on the following share classes: I, M1, N, R and RE. The Merging Fund does not have a performance fee and shareholders moving to the Receiving Fund as a result of the merger will not be charged a performance fee in relation to their investment in the Receiving Fund.
- Base currency: The base currency of the Merging Fund is GBP. The base currency of the Receiving Fund is EUR.
- Jurisdiction: The funds are authorised and regulated in different countries and consequentially are subject to different legal frameworks and jurisdictions:
 - The Merging Fund is authorised and regulated by the FCA in the UK and is subject to the laws of England and Wales.
 - The Receiving Fund is authorised and regulated by the CSSF in Luxembourg and is subject to Luxembourg laws and, given that Luxembourg is part of the European Union, EU law. As such, the Receiving Fund will be managed in compliance with the EU UCITS Directive. The management company of the Receiving Fund is regulated by the AMF in France and is subject to French laws and, given that France is part of the European Union, EU law.
- Regulatory regime differences:
 - *Structure:* Luxembourg corporate funds (including Mirova Funds) typically have a fund board and a separate management company, in contrast to the UK model where there is no fund board, there is only an authorised corporate director. The management company generally performs the functions which in the UK would be performed by the authorised corporate director, notably risk management and portfolio management oversight.
 - *Independent directors:* The CSSF often informally requires that independent directors be appointed to the board of directors of an authorised fund manager, though it is not currently a prescriptive requirement to do so. However, it is common practice and the CSSF usually reviews the actual independence of the independent directors. In the UK, authorised fund managers are required to ensure that at least one quarter of the members of its governing body are independent natural persons.

- *Assessments of value*: France does not currently require fund managers to conduct formal assessments of value. However, the AMF requires French fund managers to scrutinise performance and to act in a way which prevents the imposition of undue costs on the fund and its shareholders, which is likely to result in similar outcomes to the corresponding regulatory provisions in the UK.
- *Compensation scheme and complaints*: Shareholders should be aware that if the merger is effective and they become shareholders in the Receiving Fund, they will not be able to refer a complaint against its management company or its Depositary to the UK's Financial Ombudsman Service. They will be able to make a complaint to the Receiving Fund and its management company and will have the right to access the alternative dispute resolution schemes in Luxembourg. However, there is no equivalent compensation scheme in Luxembourg and so they will not have a right to access a compensation scheme in Luxembourg if either the Receiving Fund's management company or the Depositary should become unable to meet their liabilities to shareholders.

Shareholders who are not satisfied with the resolution of their complaint by the management company or Depositary have the right to refer the matter to the CSSF in its capacity as alternative dispute resolution entity. Complaints can be made in English and there are no costs associated with submitting a complaint. If the complaint is unsuccessful, shareholders will not be liable for any costs. The CSSF's decision in relation to a complaint is not binding on the shareholders, the Depositary or the management company. Further information can be found on the CSSF's website at <https://www.cssf.lu/en/customer-complaints/>. Complaints can be submitted to the CSSF through the online complaint form available on the CSSF's website, by e-mail to reclamation@cssf.lu or by post to:

Commission de Surveillance du Secteur Financier
Département Juridique CC
283, route d'Arlon
L-2991 Luxembourg

- *Consumer Duty*: The UK consumer duty regime has no direct equivalent in France. However, the general principles of the regime are reflected in market practice in France.

Additional information regarding recognised schemes

Non-UK funds, like the Receiving Fund, which are "recognised schemes" and can be marketed in the UK are additionally required to maintain facilities in the UK where UK persons can (i) inspect, and in certain cases obtain copies, of the instrument constituting the fund, Prospectus, KIIDs and reports (annual and half-yearly) (ii) obtain information about prices of shares, (iii) redeem or arrange the redemption of shares and obtain payment, or (iv) make a complaint about the operation of the Receiving Fund. The facilities agent of the Receiving Fund is Société Générale London Branch, who can be contacted by post as set out in the Prospectus.

How the merger will work

We propose that the merger be implemented by way of a process known as a scheme of arrangement (referred to in this document as the "**Scheme**"). The Scheme (and, therefore, the merger) can only proceed if it is first approved by an Extraordinary Resolution of shareholders passed at a shareholder meeting.

Under the Scheme, the assets of the Merging Fund will be transferred to, and become assets of, the Receiving Fund. In exchange, shareholders of the Merging Fund will receive new shares in, and become shareholders of, the Receiving Fund, and will then have their shares in the Merging Fund cancelled. No initial charge will be applied on the issue of new shares in the Receiving Fund, and no redemption charge will be applied on the cancellation of shares in the Merging Fund.

The value of each shareholder's shareholding in the Receiving Fund, immediately after the merger, will be the same as the value of the shareholder's shareholding in the Merging Fund immediately before the merger. Once the merger has completed, the Merging Fund will be terminated.

For full details of the merger, please read the merger terms and conditions which are set out on pages 22 to 25 of this document. Those terms and conditions will govern the merger.

If the merger is approved

If the Extraordinary Resolution is passed, the Scheme (and, therefore, the merger) will be binding on all shareholders, even those that voted against it or did not vote at all.

Shareholders who do not wish to participate in the merger and receive shares in the Receiving Fund will be able to redeem or switch their shares in the Merging Fund at any time **before 11:59am on 28 November 2024**. **Please note that such a redemption or switch may have tax implications. If you are in any doubt about your potential liability to tax you should seek professional advice.** Shareholders should be aware that they will have no cancellation rights with respect to any new shares in the Receiving Fund issued under the Scheme.

Should the shareholders moving to the Receiving Fund have any queries regarding the Receiving Fund following the merger, a copy of the Prospectus, Articles and key investor information document(s) are available free of charge at Brown Brothers Harriman (Luxembourg) S.C.A., 80 route d'Esch, L-1470 Luxembourg, between 10.00 am and 4.00 pm Luxembourg time on any business day in Luxembourg.

For any other queries regarding your shares in the Receiving Fund please contact Brown Brothers Harriman (Luxembourg) S.C.A. at Natixis_Lux@bbh.com, or ClientServicingAM@natixis.com or your usual Natixis representative.

If the merger is not approved

If the Extraordinary Resolution is not passed, the Scheme (and, therefore, the merger) will not proceed. We will continue to operate the Merging Fund as we do currently and will proceed to seek the necessary approvals from the FCA to terminate the Merging Fund.

Tax consequences

Based on our understanding of current UK tax legislation and the tax clearances that have been obtained with respect to the Scheme from HMRC, the Scheme should not involve a disposal of shares for capital gains tax purposes, regardless of the size of any given shareholding. The new shares in the Receiving Fund issued to shareholders under the Scheme should therefore have the same acquisition cost and acquisition date, for capital gains tax purposes, as the shares currently held by shareholders in the Merging Fund.

We have obtained non-statutory clearance from HM Revenue & Customs to the effect that the practice set out in sections STSM107070 to STSM107090 of the Stamp Taxes on Shares Manual applies to the merger, such that no charge to UK stamp duty or SDRT should arise. It is possible that the Merging Fund or Receiving Fund may each be subject to foreign transfer taxes on the acquisition of the new portfolio of assets prior to or following the Scheme. The exact transfer taxes position will depend on the nature of the assets acquired. However, if any SDRT or foreign transfer tax should be payable, it will be borne by the Merging Fund.

Details of the tax clearances obtained from HMRC are provided on page 26.

***Important:** This summary of the tax consequences of the Scheme is intended only as a general guide for shareholders who are tax resident in the UK and who hold shares in the Merging Fund as beneficial owners for investment purposes (and not as securities to be realised in the course of a trade) and may not apply to other shareholders. This summary reflects our understanding of current UK legislation and HMRC practice and is subject to change. If you are in any doubt about your potential liability to tax you should seek professional advice.*

Costs

All costs and expenses incurred in connection with the merger will be borne by Natixis. This includes the costs of convening and holding the shareholder meeting (and any adjourned meeting), the fees and

expenses of legal and other professional advisers, and the costs associated with the subsequent termination of the Merging Fund.

Information about the shareholder meeting

Information about the shareholder meeting, and the procedure to be followed at the meeting, is set out on page 27 of this document. The notice convening the meeting (which includes the text of the Extraordinary Resolution to be proposed at the meeting) is set out on page 28. For shareholders wishing to attend and vote at the meeting by proxy, a proxy voting form (together with notes explaining how the form should be completed and submitted) is provided on pages 29 and 30.

If you invest in the Merging Fund via a third-party intermediary/platform or Third-Party ISA Plan Manager, you are not entitled to attend and vote at the meeting and should not complete a proxy voting form. You should instead contact the relevant intermediary/platform or Third-Party ISA Plan Manager for details on how to place your vote.

Result of the vote

Details of the outcome of the vote will be available at www.tutman.co.uk shortly after the meeting.

Recommendation

For the reasons given above, we believe the proposed merger to be in the best interests of shareholders. We therefore encourage shareholders to support the proposal.

Reminder of action to be taken

You should:

- | | |
|--|--|
| <p>➤ read the whole of this circular carefully</p> | <ul style="list-style-type: none">- if you have any questions about the proposal, please contact please contact our Customer Services team Monday to Friday between 9:00am and 5:00pm on 01243 531 234 or email us at projects@tutman.co.uk.- if you are uncertain as to how the proposal may affect you or would like investment or financial advice regarding the proposal, you should contact your financial adviser |
| <p>➤ consider whether you wish to vote for or against the proposal</p> | <ul style="list-style-type: none">- we encourage you to vote- as noted above, we believe the proposal to be in the best interests of shareholders |
| <p>➤ decide whether you wish to attend and vote at the shareholder meeting in person or by proxy</p> | <ul style="list-style-type: none">- if you decide to attend and vote by proxy, please complete and submit your proxy voting form, together with any power of attorney or other authority under which it is signed (or a copy certified by a solicitor), as soon as possible, and in any event so that it is received no later than 10:00am on 18 November 2024- completed proxy voting forms should be posted to Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP or emailed to projects@tutman.co.uk- completing and returning a proxy voting form will not preclude you from attending the shareholder meeting and voting in person should you subsequently wish to do so (although your vote will only count once)- If you invest in the Merging Fund via a third-party intermediary/platform or Third-Party ISA Plan Manager, you are not entitled to attend and vote at the meeting |

and should not complete a proxy voting form. You should instead contact the relevant intermediary/platform or Third-Party ISA Plan Manager for details on how to place your vote

- consider what you would like to do with your investment in the Merging Fund (if the merger is approved but you do not wish to move over to the Receiving Fund)
- if you decide that you do not want to move over to the Receiving Fund, you may exercise one of the following options in accordance with the terms of the Prospectus:
 - redeem your investment. Redemption proceeds will be payable in accordance with the terms of the Prospectus; or
 - switch your investment to another fund or fund(s) in the TM Natixis UK range. Details of the funds available can be found at www.tutman.co.uk. The ACD will not charge you a fee for switching your existing shares to another TM Natixis fund.

Exercising one of the options outlined above may have tax implications. If you are in any doubt about your potential liability to tax you should seek professional advice.

- If we do not receive instructions from you to exercise one of the options outlined above **by 11:59am on 28 November 2024**, you will remain in the Merging Fund and receive shares in the Receiving Fund once the merger completes (assuming the Extraordinary Resolution is passed)

Comparison of the main features of the two funds

	Merging Fund	Receiving Fund
	TM Natixis Mirova Global Sustainable Equity Fund	Mirova Global Sustainable Equity
Investment objective	<p>The TM Natixis Mirova Global Sustainable Equity Fund (the “Fund”) seeks to grow your investment over the long term (at least 5 years) and aims to contribute positively to the achievement of one or more of the UN Sustainable Development Goals (the “Goals”).</p>	<p>The investment objective of Mirova Global Sustainable Equity (the “Sub-Fund”) is to provide long-term capital growth by investing in global equities securities through an investment process that fully integrates sustainability considerations.</p> <p>The Sub-Fund is actively managed. The Sub-Fund’s performance may be compared to the Reference index. In practice, the portfolio of the Sub-Fund is likely to include constituents of the Reference index, but the Delegated Investment Manager has full discretion in the selection of the securities comprising the portfolio within the limits of the Sub-Fund’s investment policy. However, it does not aim to replicate that Reference index and may therefore significantly deviate from it.</p> <p>The Reference index can be used to determine the performance fee that will possibly be levied.</p> <p>The Reference Index may be considered as a broad market index and does not intend to be consistent with the sustainable investment objective of the Sub-Fund which the Delegated Investment Manager aims to attain by applying the sustainable investment strategy described in the SFDR Annex.</p>

Investment policy

The Fund will invest at least two thirds of its portfolio (excluding money market instruments and cash) in companies which are contributing positively to achieving one or more of the Goals through developing products or services to respond to key sustainable issues or Themes (as defined below). At times there may be considerably more of the portfolio invested in such companies. The Fund can also invest up to a third of the portfolio in companies which have a low or no impact on one or more of the Goals. The Investment Manager may invest in such companies where they offer stable financial returns to help the Fund meet its financial objectives without detracting from the achievement of the Goals.

At least 80% of the Fund's assets will be invested in shares of companies listed on a stock exchange in an Eligible Market.

Investment in these equity securities may be direct or, for up to 20% of the Fund, indirect. Indirect investment will be via: depositary receipts (which give exposure to shares in companies) for up to 10% of the Fund; and investment in Collective Investment Schemes (which can include those managed by the ACD, the Investment Manager, or any of their affiliates) for up to 10% of the Fund.

The Fund can invest globally, including up to 25% in emerging markets.

Up to 10% of the Fund's assets can be invested in money market instruments and cash.

No more than 10% of the Fund's assets can be invested in equity securities which are not listed on a stock exchange in an Eligible Market.

Derivatives (financial contracts that derive their value from other investments) may be used to reduce the risks or costs which might be incurred through investing in a particular asset directly, or to generate additional income or capital (this is known as "efficient portfolio management" or "EPM"). For example, the Investment Manager may use currency futures and forwards in the Fund when seeking exposure to assets which are based in currencies other than sterling to reduce the risk of any losses caused by currency exchanges.

The Fund will invest in equity securities of companies in the following areas: energy, mobility, building and cities, management of natural resources, consumption, healthcare, IT and finance (the "Themes"). When selecting these companies, the Investment Manager will consider:

- how well a company is able to take advantage of opportunities to develop products or services to respond to key sustainable issues (e.g., technological innovation) whilst managing associated risks;
- the lifecycle of the products or services the company is developing, from raw material extraction to consumer use and disposal, and focus on the most pertinent issues to each investment; and
- data published by the companies and also from external sources (complemented by regular meetings, and active engagement, with

The Sub-Fund invests at least 80% of its net assets in equity securities of companies globally and seeks to invest in companies with exposure to economic tailwinds from the long-term transitions affecting the global economy over the next decade or longer (major demographic, technology, environmental and governance transitions). The Sub-Fund also implements a sustainable investment approach by seeking to invest in companies that contribute to the achievement of United Nations' Sustainable Development Goals (the "SDGs") through their products, services and/or practices.

The investment strategy relies on an active, fundamental investment process aimed at creating long-term value through a bottom-up approach. Stock selection is based on a deep fundamental analysis of companies combining both financial and sustainability considerations.

The Sub-Fund will seek to invest in companies benefiting from long term growth outlooks and whose stocks present attractive valuation over a medium-term period.

The portfolio construction is driven by the Delegated Investment Manager's conviction in the investment company case and sustainability profile, with liquidity and upside potential as additional considerations, without constraint regarding market capitalisations, sectors and weights compared to the Reference Index.

For further information with regard to the sustainable investment objective of the Sub-Fund, please refer to the SFDR Annex.

The Sub-Fund may invest up to 25% of its net assets into emerging markets.

The Sub-Fund may invest up to 10% of its net assets in money market and cash instruments.

The Sub-Fund may invest in India (directly), in China (directly through H-Shares issued in Hong Kong), in Russia (directly through the MICEX RTS).

Investment in undertakings for collective investment

The Sub-Fund may invest up to 10% of its assets into undertakings for collective investment.

Use of Derivatives or Other Investment Techniques and Instruments

The Sub-Fund may use derivatives for hedging and investment purposes as described in section "Use of Derivatives, Special Investment and Hedging Techniques" below. The Sub-Fund will not enter into securities lending and borrowing transactions as well as repurchase agreements and reverse repurchase agreements.

	Merging Fund	Receiving Fund
	TM Natixis Mirova Global Sustainable Equity Fund	Mirova Global Sustainable Equity
	<p>companies in relation to environmental, social, and governance (“ESG”) factors).</p> <p>It is expected that as a result of the investment process the Fund will invest in equity securities of between 40-60 companies.</p> <p>In the case of exceptional or adverse market conditions, instead of investing in line with the limits set out above, the Investment Manager can invest up to 100% of the Fund’s assets in cash. The Investment Manager will only invest in this way if it believes that this is necessary to try to protect the Fund from any risks and/or losses which could arise from these market conditions. It is not expected that the Investment Manager will do so for long periods. In the event that the Investment Manager takes this action, the Fund may not achieve its investment objective.</p> <p>The Investment Manager can invest the Fund’s assets in any currency</p>	
Benchmark/Reference index	<p>The ACD can compare the performance of the Fund against the MSCI World Net Dividends Reinvested Index (the “Comparative Benchmark”). The Comparative Benchmark is made up of large and medium market capitalisation sized companies in developed markets throughout the world. The ACD has selected the Comparative Benchmark for performance comparison because it broadly reflects the range of companies which the Fund can invest in. The Investment Manager does not have to invest in the same companies which make up the Comparative Benchmark. Where it does invest in the same companies it does not need to invest in the same amounts as the company’s weighting in the Comparative Benchmark. It is not intended that the Comparative Benchmark is consistent with the investment objective of the Fund.</p> <p>Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to help investors to compare funds with broadly similar characteristics (the “Peer Group”). The ACD may compare the Fund against the performance of funds in the Investment Association Global sector. Although they may not have exactly the same characteristics as the Fund, the funds in this sector invest at least 80% of their assets globally in shares.</p>	MSCI World Net Dividends Reinvested
Fund size (as at 30 August 2024)	£37,098,796.53	€5,431,004,444.49
Legal structure	Open-ended investment company established in the UK	Open-ended investment company established in Luxembourg
Fund type	UK UCITS	EU UCITS

	Merging Fund TM Natixis Mirova Global Sustainable Equity Fund	Receiving Fund Mirova Global Sustainable Equity
Share classes	<ul style="list-style-type: none"> - Class N accumulation - Class Q accumulation* - Class S1 accumulation <p>Each share class is available in GBP and USD except for class Q which is available in EUR.</p>	<ul style="list-style-type: none"> - Class CT NPF - Class F NPF - Class I - Class I NPF - Class M - Class M1 - Class N - Class N NPF - Class N1R NPF - Class P NPF - Class R - Class R NPF - Class RE - Class RE NPF - Class SI NPF - Class S1 NPF
Base currency	GBP	Euro
Valuation point	12 noon UK time	11:30am Luxembourg time
Dealing frequency	Daily on any business day (i.e any day on which banks are open for business in the U.K. and/or such other place or places and such other day or days as the ACD may determine)	Daily on each business day (i.e., any full bank business day in Luxembourg)
Pricing basis	Single priced	Single priced
Accounting dates	31 December and 30 June	31 December and 30 June
Performance fee	N/A	<p>20% with respect to Classes I, M1, N, R and RE.</p> <p>NPF in a share class name denotes that the share class has 'No Performance Fee'.</p>

	Merging Fund TM Natixis Mirova Global Sustainable Equity Fund	Receiving Fund Mirova Global Sustainable Equity										
Maximum initial charge	<ul style="list-style-type: none"> - Class N: 1% - Class Q: 1% - Class S1: 1% 	<ul style="list-style-type: none"> - Class N: 4% - Class N NPF: 4% - Class N1R NPF: 4% - Class R: 4%: N/A - Class R NPF: 4% <p>N/A for all other share classes.</p>										
Switch charge	N/A	N/A										
Redemption charge	N/A	<ul style="list-style-type: none"> - Class CT NPF: A contingent deferred sales charge (“CDSC”) will be payable by shareholders who redeem shares within three years from the date of their subscription, the rates of which are set out below. <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Years since purchase</th> <th>Applicable rate of CDSC</th> </tr> </thead> <tbody> <tr> <td>Up to 1 year</td> <td>3%</td> </tr> <tr> <td>Over 1 year up to 2 years</td> <td>2%</td> </tr> <tr> <td>Over 2 years up to 3 years</td> <td>1%</td> </tr> <tr> <td>Over 3 years</td> <td>0</td> </tr> </tbody> </table> <p>N/A for all other share classes.</p>	Years since purchase	Applicable rate of CDSC	Up to 1 year	3%	Over 1 year up to 2 years	2%	Over 2 years up to 3 years	1%	Over 3 years	0
Years since purchase	Applicable rate of CDSC											
Up to 1 year	3%											
Over 1 year up to 2 years	2%											
Over 2 years up to 3 years	1%											
Over 3 years	0											

	Merging Fund TM Natixis Mirova Global Sustainable Equity Fund	Receiving Fund Mirova Global Sustainable Equity
OCF (ongoing charges)**	<ul style="list-style-type: none"> - Class N: 1.00% - Class Q: 0.25% - Class S1: 0.65% 	<ul style="list-style-type: none"> - Class CT NPF: 2.05% - Class F NPF: 1.55% - Class I: 0.81% - Class I NPF: 1.01% - Class M: 0.66% - Class M1: 0.81% - Class N: 0.95% - Class N NPF: 1.15% - Class N1R NPF: 0.95% - Class P NPF: 1.75% - Class R: 1.85% - Class R NPF: 2.05% - Class RE: 2.45% - Class RE NPF: 2.60% - Class SI NPF: 0.81% - Class S1 NPF: 0.66%
Operating expenses for Merging Fund and Service Fee for Receiving Fund	<ul style="list-style-type: none"> - Class N: 0.15% - Class Q: 0.15% - Class S1: 0.15% 	<ul style="list-style-type: none"> - Class CT NPF: 0.20% - Class F NPF: 0.20% - Class I: 0.10% - Class I NPF: 0.10% - Class M: 0.10% - Class M1: 0.10% - Class N: 0.20% - Class N NPF: 0.20% - Class N1R NPF: 0.20% - Class P NPF: 0.20% - Class R: 0.20% - Class R NPF: 0.20% - Class RE: 0.20% - Class RE NPF: 0.20% - Class SI NPF: 0.10% - Class S1 NPF: 0.10%

	Merging Fund TM Natixis Mirova Global Sustainable Equity Fund	Receiving Fund Mirova Global Sustainable Equity
Management Fee	<ul style="list-style-type: none"> - Class N: 0.85% - Class Q: 0.10% - Class S1: 0.50% 	<ul style="list-style-type: none"> - Class CT NPF: 1.80% - Class F NPF: 1.30% - Class I: 0.70% - Class I NPF: 0.90% - Class M: 0.55% - Class M1: 0.70% - Class N: 0.70% - Class N NPF: 0.90% - Class N1R NPF: 0.70% - Class P NPF: 1.50% - Class R: 1.60% - Class R NPF: 1.80% - Class RE: 2.20% - Class RE NPF: 2.35% - Class SI NPF: 0.70% - Class S1 NPF: 0.55%
Minimum initial investment	<ul style="list-style-type: none"> - Class N: N/A - Class Q: €500,000,000 - Class S1: £100,000,000 / \$200,000,000 	<ul style="list-style-type: none"> - Class I: €50,000 - Class I NPF: €50,000 - Class M: €5,000,000 - Class M1: €5,000,000 - Class N1R NPF: €500,000 - Class SI NPF: €10,000,000 - Class S1 NPF: €200,000,000 <p>N/A for all other share classes.</p>
Minimum subsequent investment	N/A	N/A
Minimum redemption	N/A	N/A
Minimum holding	<ul style="list-style-type: none"> - Class N: N/A - Class Q: €500,000,000 - Class S1: £100,000,000 / \$200,000,000 	<ul style="list-style-type: none"> - Class I: 1 share - Class I NPF: 1 share - Class M: €1,000,000 - Class M1: €1,000,000 - Class N1R NPF: €500,000 - Class SI NPF: €10,000,000 - Class S1 NPF: €200,000,000 <p>N/A for all other share classes.</p>

* Note that the Class Q share class is only available to entities in the Natixis group that are founding shareholders.

** For the Receiving Fund, the OCF includes the applicable annual Subscription Tax payable out of scheme property in addition to the management fee and operating expenses in Luxembourg funds. For retail share classes, the Subscription Tax is 0.05% and for institutional share classes, the Subscription Tax is 0.01%.

For further details of the Receiving Fund, please refer to the key investor information document, available from the ACD on request or at www.tutman.co.uk. The Prospectus of the Receiving Fund is also available free of charge.

Scheme of arrangement

Terms and conditions

These terms and conditions will apply to, and govern, the merger of the Merging Fund with the Receiving Fund. The merger will be implemented by way of a process known as a scheme of arrangement (referred to in this document as the “**Scheme**”). In broad terms, the effect of the Scheme will be to transfer the assets of the Merging Fund to the Receiving Fund. In exchange, shareholders of the Merging Fund will receive new shares in, and become shareholders of, the Receiving Fund, and will then have their shares in the Merging Fund cancelled. These terms and conditions set out the details of how the Scheme will work; please read them carefully.

1 **Definitions and interpretation**

- 1.1 The definitions in the Glossary apply in these terms and conditions.
- 1.2 References to paragraphs are to paragraphs of these terms and conditions. References to “shares issued under the Scheme”, “shares to be issued under the Scheme” or similar expressions are to shares issued (or to be issued, as the case may be) under paragraph 7.1.2.
- 1.3 If there is any conflict between these terms and conditions and the Instrument and/or the Prospectus, these terms and conditions prevail. If there is any conflict between these terms and conditions and the FCA Rules, the FCA Rules prevail.

2 **Shareholder approval required**

For the Scheme (and, therefore, the merger) to proceed, shareholders of the Merging Fund must first pass an Extraordinary Resolution to approve the Scheme and to authorise the ACD and the Depositary to implement the Scheme.

3 **Scheme to be binding on all shareholders**

If the Extraordinary Resolution referred to in paragraph 2 is passed, the merger will be binding on all shareholders of the Merging Fund – whether or not they voted in favour of it, or voted at all – and the Scheme will be implemented as set out in these terms and conditions.

4 **End of dealing in the Merging Fund**

To facilitate the implementation of the Scheme, dealings in shares of the Merging Fund will cease at 11:59am on 28 November 2024.

5 **Treatment of income allocated to shares in the Merging Fund**

- 5.1 The current accounting period of the Merging Fund will end at 12 noon on 29 November 2024. Any income for this period which is available for allocation to shares in the Merging Fund will be added to the capital of the Merging Fund.

6 **Valuations for the purposes of the merger**

- 6.1 The ACD shall determine the value of the Merging Fund as at 12 noon on 29 November 2024, in accordance with the Instrument and the FCA Rules, and shall then deduct the Retained Amount.
- 6.2 The ACD shall determine the value of the Receiving Fund as at 11:30am (Luxembourg time) on 29 November 2024, in accordance with the Articles and applicable rules and regulations.

6.3 The valuations determined under this paragraph 6 shall then be used to calculate the number of shares to be issued under the Scheme.

7 **Merger: transfer of assets and issue of new shares**

7.1 On and from 12:01pm on the Effective Date:

7.1.1 the Transferred Property will cease to be scheme property of the Merging Fund and will become scheme property of the Receiving Fund, in accordance with paragraph 7.2;

7.1.2 the ACD will issue new shares in the Receiving Fund to shareholders of the Merging Fund (including the ACD in respect of any shares in the Merging Fund to which it is entitled), on the basis set out in paragraph 8; and

7.1.3 all shares in the Merging Fund will be cancelled and will cease to be of any value.

7.2 The transfer of ownership of the Transferred Property will be effected by the Depositary ceasing to hold the Transferred Property as depositary of the Merging Fund, and the Depositary instead holding the Transferred Property as depositary of the Receiving Fund, free and discharged from the terms of the Instrument. The Depositary will make (or ensure the making of) such transfers and re-designations as may be necessary to reflect this transfer of ownership from the Merging Fund to the Receiving Fund.

7.3 The Transferred Property will constitute full payment for the shares issued under the Scheme, and the shareholders of the Merging Fund will be treated as exchanging their shares in the Merging Fund for shares in the Receiving Fund.

8 **Basis on which new shares will be issued**

8.1 The class of shares to be issued under the Scheme to shareholders of the Merging Fund will be determined in accordance with the following table:

Class of shares held in the Merging Fund		Class of new shares to be issued in the Receiving Fund
Class N accumulation	▶	Class N1R NPF accumulation
Class Q accumulation	▶	Class S1 NPF accumulation
Class S1 accumulation	▶	Class S1 NPF accumulation

8.2 The number of shares to be issued under the Scheme to each shareholder will be determined by the price of shares in the Receiving Fund on the Effective Date.

8.3 The formula used to calculate the number of new shares to be issued under the Scheme to each shareholder is available on request.

8.4 The number of new shares to be issued under the Scheme to each shareholder will (if necessary) be rounded up to the nearest thousandth at the expense of the ACD.

8.5 The value of each shareholder's shareholding in the Receiving Fund, immediately after the merger, will be the same as the value of the shareholder's shareholding in the Merging Fund immediately before the merger.

9 **Notification of new shares issued under the Scheme**

9.1 The ACD shall notify each shareholder (or shall cause each shareholder to be notified) of the number and class of shares issued under the Scheme to that shareholder. This notification is expected to be despatched within ten days of the Effective Date and shall be sent by post to

the address listed for that shareholder in the Merging Fund's register of shareholders (or, in the case of joint shareholders, to the address of the first-named shareholder).

9.2 Certificates will not be issued in respect of shares issued under the Scheme.

9.3 Transfers or redemptions of shares issued under the Scheme may be effected from the business day immediately following the Effective Date, in accordance with the current Prospectus of the Receiving Fund.

10 Mandates and other instructions

Any mandates and other instructions to the ACD in force on the Effective Date in respect of shares in the Merging Fund will be deemed to be effective mandates and instructions in respect of shares issued under the Scheme.

11 Termination of the Merging Fund

11.1 Following the Effective Date and the implementation of the merger, the ACD will proceed to terminate the Merging Fund in accordance with the FCA Rules.

11.2 The Retained Amount (plus any income arising thereon) shall continue to be held by the Depositary as scheme property of the Merging Fund, and may be used by the Depositary to pay any outstanding liabilities of the Merging Fund in accordance with the FCA Rules, the Instrument, the Prospectus and these terms and conditions.

11.3 Any surplus monies remaining in the Merging Fund on completion of termination (plus any income arising thereon), shall be transferred to the Receiving Fund. No further issue of shares in the Receiving Fund shall be made as a result. The Depositary of the Merging Fund shall at that point cease to hold the Retained Amount and it shall instead be held by the Depositary of the Receiving Fund. The Depositary of the Receiving Fund shall make such transfers and re-designations as may be necessary as a result.

11.4 If the Retained Amount (plus any income arising thereon) is insufficient to discharge all the liabilities of the Merging Fund, the Depositary shall, where permitted under the FCA Rules, pay the amount of the shortfall out of the scheme property of the Receiving Fund, but only if the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the Effective Date. Otherwise any such shortfall shall be discharged by the ACD.

11.5 On completion of termination, the ACD and the Depositary shall be discharged from all their obligations and liabilities in respect of the Merging Fund, except those arising from a breach of duty before that time.

12 Charges and expenses

12.1 The ACD and the Depositary will continue to be paid their usual fees and expenses out of the scheme property of the Merging Fund for acting as authorised corporate director and depositary, respectively, of the Merging Fund until the Effective Date and, in the case of expenses properly incurred in connection with the termination of the Merging Fund in accordance with the Scheme, after the Effective Date.

12.2 All costs and expenses relating to the Scheme, will be borne by Natixis. These include legal and printing costs, and the costs of preparing and implementing the merger on the terms and conditions of the Scheme.

12.3 The ACD shall not be entitled to receive any preliminary charge in respect of any shares issued under the Scheme, nor shall it be entitled to levy any redemption charge on the cancellation of shares in the Merging Fund under paragraph 7.1.3.

13 Reliance on register and certificates

13.1 The ACD, the Depositary and the auditors of the Merging Fund shall each be entitled to assume that all information contained in the register of shareholders in the Merging Fund on and immediately prior to the Effective Date is correct, and to use the same in calculating the number of shares to be issued under the Scheme.

13.2 The ACD and Depositary may each act and rely upon any certificate, opinion, evidence or information furnished to it by the other or by its respective professional advisers or by the auditors of the Merging Fund in connection with the Scheme and shall not be liable or responsible for any resulting loss.

14 **Alterations to the Scheme**

14.1 The ACD and the Depositary may decide to change the Effective Date of the Scheme. If they do so decide, they may agree to make such further consequential adjustments to the Scheme timetable as they consider appropriate.

14.2 The ACD and the Depositary may agree to amend these terms and conditions at any time before the Effective Date.

15 **Governing law and jurisdiction**

The Scheme and these terms and conditions shall in all respects be governed by and construed in accordance with the laws of England and shall be subject to the exclusive jurisdiction of the English courts.

Consents, clearances and documents for inspection

ACD	<p>Natixis Investment Managers International, as management company of the Receiving Fund, confirms that, in its opinion, the receipt of property under the Scheme by the Receiving Fund is not likely to result in any material prejudice to the interests of shareholders in Receiving Fund, is consistent with the objectives of the Receiving Fund and can be effected without any breach of the rules of the CSSF.</p>
Depository	<p>The Depository of the Merging Fund has informed the ACD by letter that, while expressing no opinion as to the merits of the Scheme and not having been responsible for the preparation of this document and not offering any opinion on the fairness or merits of the Scheme, which are matters for the judgement shareholders of the Merging Fund, it consents to the references made to it in this document in the form and context in which those references appear.</p>
FCA	<p>The FCA has been informed of the proposal contained in this document.</p>
UK tax clearances	<p>HMRC has given clearance by letter that the capital gains 'no disposal' rule will not be prevented from applying to the Scheme by virtue of the anti-avoidance restrictions. Accordingly, the Scheme will not involve a disposal of shares in the Merging Fund for the purposes of tax on capital gains, and new shares in the Receiving Fund will have the same acquisition cost and acquisition date for capital gains tax purposes as the shares currently held by shareholders in the Merging Fund which they will replace.</p> <p>HMRC has given clearance by letter that the practice set out in sections STSM107070 to STSM107090 of the Stamp Taxes on Shares Manual applies to the merger, such that no charge to UK stamp duty or SDRT should arise.</p> <p>HMRC has also given clearance by letter that it will not serve a counteraction notice in respect of the Scheme pursuant to the transactions in securities rules.</p>
Documents for inspection	<p>Copies of the documents listed below are available for inspection during normal business hours, Monday to Friday (excluding bank holidays), at the offices of Thesis Unit Trust Management Limited, Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP until the date of the shareholder meeting (or the date of any adjourned meeting). They are also available on request; please contact our Customer Services team on 01243 531 234 to request copies:</p> <ul style="list-style-type: none">• the Instrument and Prospectus of the Merging Fund;• the Articles and the Prospectus of the Receiving Fund;• the key investor information documents for the Merging Fund and the Receiving Fund; and• the letters from the Depository, the FCA and HMRC referred to above.

Procedure for the shareholder meeting

General	<p>For the proposed merger to proceed, it must be approved by an Extraordinary Resolution passed by shareholders at a shareholder meeting. A notice convening a shareholder meeting, and including the terms of the Extraordinary Resolution to be proposed at that meeting, is set out on page 28 of this document. To pass, the Extraordinary Resolution must be carried by a majority in favour of at least 75% of the total number of votes cast at the meeting.</p>
Quorum	<p>The quorum for the meeting is two shareholders, present in person or by proxy. At any adjourned meeting, any one person present at the meeting shall constitute a quorum, provided that person is entitled to be counted in a quorum.</p>
Chair	<p>The Depositary has appointed a representative of the ACD to chair the meeting (and any adjourned meeting).</p>
Voting	<p>In view of the importance of the proposal, the chair of the meeting will order a poll to be taken in respect of the Extraordinary Resolution.</p> <p>On a poll, each shareholder may vote either in person or by proxy (or, if it is a corporation, by an authorised representative). The voting rights attaching to each share are proportional to the price of all shares in issue on 25 October 2024.</p> <p>A shareholder entitled to more than one vote on a poll need not use all its votes or cast all the votes in the same way.</p>
ACD	<p>The ACD is not entitled to be counted in the quorum of, or to vote at, the meeting (or any adjourned meeting), except in respect of any shares which it holds on behalf of or jointly with another person who, if that other person were the registered shareholder, would be entitled to vote and from whom the ACD has received voting instructions.</p> <p>Associates of the ACD are entitled to be counted in the quorum, but may only vote in the same circumstances as the ACD (that is, if they hold shares on behalf of or jointly with another person who, if that other person were the registered shareholder, would be entitled to vote and from whom they have received voting instructions).</p>
Appointing a proxy	<p>As a shareholder, you can choose to attend the meeting and vote in person; alternatively, you can attend and vote by proxy, in which case you should complete and submit a proxy voting form (see pages 29 and 30). The notes printed on the proxy voting form will help you to complete it.</p> <p>If you choose to attend and vote by proxy, please complete and submit your proxy voting form, together with any power of attorney or other authority under which it is signed (or a copy certified by a solicitor), as soon as possible, and in any event so that it is received no later than 10:00am on 18 November 2024.</p> <p>Completing and returning a proxy voting form will not preclude you from attending the shareholder meeting and voting in person should you subsequently wish to do so (although your vote will only count once)</p>

Notice of shareholder meeting

TM Natixis Mirova Global Sustainable Equity Fund

NOTICE IS HEREBY GIVEN that a meeting of the shareholders of TM Natixis Mirova Global Sustainable Equity Fund will be held at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP at 10:00am on 20 November 2024 to consider and, if thought fit, pass the following resolution which will be proposed as an Extraordinary Resolution:

Extraordinary Resolution

THAT the scheme of arrangement for the merger of the TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC with Mirova Global Sustainable Equity, a sub-fund of Mirova Funds, the terms and conditions of which are set out in the shareholder circular dated 1 November 2024 addressed by Thesis Unit Trust Management Limited to the shareholders of TM Natixis Mirova Global Sustainable Equity Fund (the "**Scheme**"), be approved and that the ACD and the Depositary be instructed to implement the Scheme.



For and on behalf of
Thesis Unit Trust Management Limited
authorised corporate director of
TM Natixis Mirova Global Sustainable Equity Fund,
a sub-fund of TM Natixis Investment Funds U.K. ICVC

Date: 1 November 2024

Notes

1. A shareholder entitled to attend and vote at the shareholder meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of the shareholder. To appoint a proxy, a shareholder must use the proxy voting form on pages 29 and 30 of this document. A proxy need not be a shareholder.
2. To be valid, a proxy voting form, together with any power of attorney or other authority under which it is signed (or a copy certified by a solicitor), must be received **no later than 10:00am on 18 November 2024**. Completed proxy voting forms should be posted to Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP or emailed to projects@tutman.co.uk. A valid proxy voting form will also be valid for any adjourned meeting.
3. The quorum for the shareholder meeting is two shareholders present in person or by proxy or (in the case of a corporation) by a duly authorised representative. The ACD cannot vote or be counted in the quorum, except if it holds shares on behalf of or jointly with another person who, if they were the registered shareholder, would be entitled to vote, and from whom the ACD has received voting instructions. An associate of the ACD is entitled to be counted in the quorum but may only vote in the same circumstances as the ACD.
4. To be passed, the Extraordinary Resolution must be carried by a majority in favour of not less than 75% of the total number of votes validly cast at the meeting.
5. At the meeting, the vote will be taken by poll. On a poll, the voting rights of each shareholder present in person or by proxy or (in the case of a corporation) by a duly authorised representative will be the proportion which the aggregate price of its shares bears to the aggregate price of all shares in issue on 25 October 2024. A shareholder entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use the same way.
6. In these notes, the expression "shareholder" refers to a person who was registered as a holder of shares on the date seven days before the notice of the shareholder meeting (or in the case of any adjournment, the adjourned meeting) was sent, but excluding any person known to the ACD not to be a shareholder at the time of the shareholder meeting or any adjourned meeting, and such expression shall be construed accordingly.

Proxy voting form

TM Natixis Mirova Global Sustainable Equity Fund

Proxy voting form for use in connection with the shareholder meeting to be held at 10:00am on 20 November 2024 (and at any adjournment thereof)

Name	_____	
Address	_____	
Post code	_____	
Account no.	_____	
No. of shares held		(if known)
Designated proxy	The chair of the meeting	(see note 1)

I/We being a shareholder/s of TM Natixis Mirova Global Sustainable Equity Fund hereby appoint the designated proxy named above to act as my/our proxy at the shareholder meeting to be held at 10:00am on 20 November 2024 (and at any adjournment thereof) and to attend and vote on a poll for me/us and in my/our name(s) on the Extraordinary Resolution set out in the notice of shareholder meeting dated 1 November 2024, in the manner indicated below.

Extraordinary Resolution

THAT the scheme of arrangement for the merger of the TM Natixis Mirova Global Sustainable Equity Fund, a sub-fund of TM Natixis Investment Funds U.K. ICVC with Mirova Global Sustainable Equity, a sub-fund of Mirova Funds, the terms and conditions of which are set out in the shareholder circular dated 1 November 2024 addressed by Thesis Unit Trust Management Limited to the shareholders of TM Natixis Mirova Global Sustainable Equity Fund (the “**Scheme**”), be approved and that the ACD and the Depositary be instructed to implement the Scheme.

For (see note 2)

Against (see note 2)

Signature(s) of shareholder(s)

Date

Proxy voting form

TM Natixis Mirova Global Sustainable Equity Fund

Notes

1. If you wish to appoint someone other than the chair of the meeting, please delete "The chair of the meeting" and insert, in the space provided, the name and address of your appointee. A proxy need not be a shareholder but must attend the meeting or any adjourned meeting in person to represent you. Please initial the amendment.

N.B. To allow effective constitution of the meeting, if it is apparent to the chair that no shareholders will be present in person or by proxy other than by proxy in the chair's favour, then the chair may appoint a substitute to act as proxy for any shareholder instead of the chair, provided that such substitute proxy shall vote on the same basis as the chair.
2. Please indicate with a cross (*) in the appropriate box how you wish your votes to be cast in respect of the Extraordinary Resolution. If you do not complete a box, your proxy will vote or abstain at their discretion. Additionally, if you wish to split your votes, please enter the number of votes you wish to cast for the Extraordinary Resolution, and the number of votes you wish to cast against the Extraordinary Resolution in the appropriate boxes.
3. In the case of a shareholder that is a corporate body, this proxy voting form must be executed under seal or under the hand of an officer or attorney authorised in writing to sign on its behalf.
4. In the case of joint shareholders, any such shareholder may sign but, in the event of more than one tendering votes, the votes of the shareholder whose name stands first in the register of shareholders will be accepted to the exclusion of the others.
5. To be valid, this proxy voting form must be completed and returned, together with any power of attorney or other authority under which it is signed (or a copy certified by a solicitor), so that it is received **no later than 10:00am on 18 November 2024**. Completed proxy voting forms should be posted to Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP or emailed to projects@tutman.co.uk.
6. Appointing a proxy does not preclude you from attending and voting in person at the meeting or any adjournment thereof.

End of proxy voting form