



Selection Policy Governing Intermediaries, Counterparties and Order Execution

March 2014



Introduction: Fundamental Principles adopted by MIROVA

MIROVA, in its capacity as a professional third-party asset manager, has a duty to conduct its activities independently, and in the sole interest of its clients.

- Pursuant to the Markets in Financial Instruments Directive (MiFID) MIROVA has opted to apply the following principles as guidelines:
 - to uphold the integrity, transparency and security of the financial markets;
 - to respect all applicable legislation, as well as general rules of good conduct endorsed by the profession;
 - to serve first and foremost the interests of its clients.
- The following policy presents an overview of MIROVA's structure and the basic principles the company applies, to the selection of intermediaries and the execution of orders placed on behalf of third parties, in keeping with the Financial Instruments Directive (MiFID), and the general regulations of the Autorité des Marché Financiers (RGAMF) in force, exclusive of structured products such as, for instance, formula funds.
- This policy applies to portfolios the asset management company manages directly.
- The terms of this policy are subject to change without notice at any time; the policy is available via MIROVA's website at the following URL: www.mirova.com

This document is also available by request from the Natixis Asset Management (NAM) Client Services department, which handles distribution for MIROVA. Requests may be addressed via email to nam-service-clients@am.natixis.com or by postal mail to: NATIXIS ASSET MANAGEMENT – MIROVA – “Services Clients,” – 21 Quai d’Austerlitz – 75634 PARIS CEDEX 13.

The policy described herein applies to professional and non-professional clients of MIROVA as per MiFID definitions.



Organization and procedures for MIROVA

Pursuant to the Directive on Financial Instruments and Markets (MiFiD), MIROVA has established procedures designed to ensure that transmission and execution of orders result in the best possible outcome for its clients.

MIROVA has opted for “professional client” standing with respect to intermediaries and counterparties.

● Products Covered

The policy applies to all financial instruments covered by the MiFiD, as defined in Article L.211-1 of the French Monetary and Financial Code.

● Order Handling

MIROVA takes all reasonable precautions to ensure that all financial instruments are delivered promptly and accurately to the appropriate portfolio account.

MIROVA determines the allocations of all orders before they are placed. When apprised of their execution, MIROVA immediately informs the account holder or depositary of the precise and final allocation attributed to the beneficiary of each executed order.

● Selection of Intermediaries

In the context of its asset management activities, MIROVA may place orders on behalf of the portfolios it manages. MIROVA transmits almost all orders ensuing from asset management decisions for execution by Natixis Asset Management Finance, which is a subsidiary of Natixis Asset Management accredited as a banking and investment service provider by the CECEI (Comité des Établissements et Entreprises d’Investissement), the competent regulating authority for France.

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MIROVA may, at any time, request to be treated as a non-professional client by Natixis Asset Management Finance, thereby benefiting from higher levels of protection. As concerns this choice, the determining factor will be total cost, comprised of the instrument or financial contract price and any additional costs associated with execution.

MIROVA employs services providers for execution and to support investment decision-making; such providers are compensated, either directly or via fee-sharing arrangements.

● Aggregate Orders

MIROVA may choose to pool the orders of several clients in accordance with Article 314-67 of the RGAMF (French financial authority’s General Regulations).

● Instructions from Clients

In such case as a client provides instructions as to execution procedure or choice of broker, whether applicable to the entire order or only a portion or aspect thereof, MIROVA cannot guarantee an optimal execution of the order.

● Primary Trading Venues

MIROVA submits its orders to Natixis Asset Management Finance, which, in accordance with its own execution policy, may choose from a number of execution venues in order to ensure the most appropriate intermediaries and the best execution.

- **Monitoring of intermediaries and counterparties**

MIROVA has established procedures for monitoring intermediaries and counterparties, and conducts an annual review of both its execution policy, and select intermediaries and counterparties. Reviews are also undertaken whenever significant changes take place that might affect the ability to secure the best possible outcomes for clients.

MIROVA takes steps on an as-needed basis to remedy any shortcomings brought to light by the review process.

Best execution and/or best selection may not be relevant on a transaction-specific basis (line-by-line); therefore, it is assessed for the sum of transactions executed in accordance with the policy presented in this document over a given period.

MIROVA maintains evidence of optimal execution for orders executed by Natixis Asset Management Finance, supplied by the latter in the form of regular disclosures and reports.

As concerns orders MIROVA submits to Natixis Asset Management Finance, the latter applies its own order execution policy, which contains a provision specifying access to a variety of execution venues.