

ROBECO

Annual General Meeting of Shareholders

Robeco Global Stars Equities Fund N.V.

To be held on Thursday 16 May 2019 at 13.00h at the office of the company at Weena 850 Rotterdam, the Netherlands

1. Advertisement
2. Agenda
3. Proxy Form

**Robeco Global Stars Equities Fund N.V.
Rolinco N.V.**

(Investmentgesellschaften mit veränderlichem Kapital nach Niederländischen Recht, nachfolgend die "Gesellschaften")

Jährliche Hauptversammlungen der Anteilhaber

vorgesehen für den 16. Mai 2019 um 13.00 Uhr, beziehungsweise um 15.00 Uhr am Geschäftssitz der Gesellschaften, Weena 850 in Rotterdam (NL).

Tagesordnung für die Hauptversammlungen:

- Eröffnung und Mitteilungen
- Bericht des Vorstands über den Geschäftsgang und die Geschäftsführung im vergangenen Geschäftsjahr
- Beschluss des Jahresabschlusses für das Geschäftsjahr 2018 (zur Entscheidung)
- Feststellung der Gewinnverteilung (zur Entscheidung)
- Entlastung des Vorstands (zur Entscheidung)
- Vergabe des Auftrags zur Überprüfung des Jahresabschlusses für das Geschäftsjahr 2019 an KPMG Accountants N.V. (zur Entscheidung)
- Vorschlag einer Satzungsänderung (nur Robeco Global Stars Equities Fund N.V.; zur Entscheidung)
- Diverses und Abschluss

Die Tagesordnungen und der genaue Wortlaut der vorgesehenen Änderung der Satzung der Robeco Global Stars Equities Fund N.V., liegen zur Einsicht vor und sind kostenlos erhältlich am Geschäftssitz der Gesellschaften (Weena 850, NL-3014 DA Rotterdam), über www.robeco.com/riam sowie bei Acolin Fund Services AG, wie unten erwähnt. Wird in der Versammlung beschlossen, dem Vorschlag zur Satzungsänderung zuzustimmen, dann wird dies nicht gesondert bekannt gegeben.

Das Datum, an dem der Jahresbericht 2018 verfügbar ist, wird gesondert bekannt gegeben.

Jede stimm- und versammlungsberechtigte Person, die an der Hauptversammlung teilzunehmen wünscht, bzw. sich bei der Hauptversammlung vertreten lassen möchte, kann sich ab dem 19. April bis einschließlich 9. Mai 2019 über ihre Bank bei ACOLIN Fund Services AG, unten erwähnt, anmelden.

Diese Anmeldung muss zusammen mit einer Erklärung der Bank, welche die Anteile der Anteilhaber an den Gesellschaften hält, eingereicht werden, in der die Anzahl der durch den betreffenden Stimm- oder Versammlungsberechtigten gehaltenen Anteile am Registrierdatum (18. April 2019) angegeben ist. Die entsprechenden Personen erhalten von ihrer Bank eine Registrierbescheinigung.

Anteilhaber, Nutznießer und Pfandgläubiger, deren Rechte sich aus einem Inhaberanteil (K-Anteil) ableiten, seien darauf hingewiesen, dass die an diesen Anteil gebundenen Rechte nicht ausgeübt werden können, solange die Anteile nicht an eine assoziierte Institution zur Aufnahme in eine Sammelverwahrung übergeben wurden.

Die Stimm- und Versammlungsrechte können, sollte dies gewünscht werden, durch einen Vertreter, welcher über eine schriftliche Vollmacht verfügt, ausgeübt werden. Hierzu muss der Anteilhaber seine Anteile auf die oben beschriebene Weise anmelden. Vollmachtsformulare sind kostenlos am Geschäftssitz der Gesellschaft, über www.robeco.ch und bei ACOLIN Fund Services AG, unten erwähnt, erhältlich. Die schriftliche Vollmacht, die gleichzeitig eine Anweisung zur Stimmabgabe enthält, muss spätestens am 9. Mai 2019 bei einer der auf dem Formular angegebenen Adressen eingegangen sein. Der Vertreter muss die Registrierbescheinigung und eine Kopie der Vollmacht am Tag der Hauptversammlung vor deren Beginn beim Anmeldungsschalter abgeben.

Der Verkaufsprospekte, die wesentlichen Informationen für den Anleger, die Statuten sowie die Jahres- und Halbjahresberichte der Gesellschaften können kostenlos beim Vertreter in der Schweiz bezogen werden.

Zürich, 28. März 2019

Der Vertreter der Gesellschaften in der Schweiz:

ACOLIN Fund Services AG, Leutschenbachstrasse 50, CH-8050 Zürich

Die Zahlstelle der Gesellschaften in der Schweiz:

UBS Switzerland AG, Bahnhofstrasse 45, CH-8001 Zürich

(Postadresse: Badenerstrasse 574, Postfach, CH-8098 Zürich)

Robeco Global Stars Equities Fund N.V.
(investment company with variable capital)

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on Thursday, 16 May 2019 at 13:00 hours at the office of the company, Weena 850, Rotterdam, the Netherlands

A G E N D A

1. Opening and announcements
2. Report of the management board for the last financial year
3. Adoption of the annual financial statements for the 2018 financial year (decision)
4. Confirmation of the profit appropriation (decision)
5. Discharge of the management board (decision)
6. Granting of the assignment to audit the 2019 annual financial statements to KPMG Accountants N.V. (decision)
7. Proposal to amend the Articles of Association (decision)
8. Any other business and closure

Subject	Motion to amend the Articles of Association	From	Meeting of Priority Shareholders of Robeco Global Stars Equities Fund N.V.
Date	March 2019	To	General Meeting of Shareholders of Robeco Global Stars Equities Fund N.V.
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Explanation of the motion to amend the Articles of Association

The following amendments are hereby presented to the General Meeting of Shareholders:

Current text	Proposed new text	Explanation
<u>Article 2.1</u> The name of the company is: Robeco Global Stars Equities Fund N.V	<u>Article 2.1</u> The name of the company is: Robeco Sustainable Global Stars Equities Fund N.V.	It is proposed to add 'Sustainable' to the name to better reflect the fund's investment policy and positioning.
<u>Article 19.2</u> Annual accounts shall be prepared by the Management Board and deposited at the office of the company for inspection by the shareholders each year within four (4) months of the end of the financial year of the company, except where this period is extended by the General Meeting for a maximum of six (6) months on the grounds of special circumstances, and held available at the company's office for inspection by persons with meeting rights. The management board will also submit its annual report within the same period.	<u>Article 19.2</u> Each year the management board will draw up the company's annual financial statements and make them available at the company's office to Persons entitled to attend meetings not later than four (4) months after the close of the company's financial year, subject to an extension of this period by the General Meeting of Shareholders by at most five (5) months on account of exceptional circumstances. The Management Board will also submit its management report within the same period.	This concerns an amendment to the extension of the term for the drafting of the annual report; this was changed from six months to five months by legislative amendment.
<u>Article 23.1</u> After this amendment of the company's articles of association a shareholder, a usufructuary and a pledgee who derive their rights from a bearer (sub-)share cannot exercise or have exercised the rights attaching to that share as long as the shares have not been delivered to an Affiliated Institution for inclusion in a Collective Deposit.	<u>Article 23.1</u> As per the twelfth day of August two thousand and ten, a shareholder, a usufructuary and a pledgee who derive their rights from a (sub-)share which until that date was in bearer form, cannot exercise or have exercised the rights attached to that share as long as the share has not been delivered to an Affiliated Institution for inclusion in a Collective Deposit.	This text clarifies the provision to indicate on which date a share which up until that point was issued in bearer form, was converted into a registered share by means of a deed of amendment to the Articles of Association.

Sub-shares can only be delivered as referred to in the previous sentence if these form one or several shares. Onward delivery of shares was excluded by a decision of the management board passed on the twenty-sixth of August two thousand and nine.	Sub-shares can only be delivered as referred to in the previous sentence if these form one or several shares. Onward delivery of shares was excluded by a decision of the management board passed on the twenty-sixth of August two thousand and nine.	
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These amendments are included in the draft deed of amendment to the Articles of Association dated 19 February 2019, which was drawn up by De Brauw Blackstone Westbroek.

Formal procedure

A resolution by the General Meeting of Shareholders is required to approve the proposed amendment to the Articles of Association. In accordance with the provisions of Article 16 of the Articles of Association of Robeco Global Stars Equities Fund N.V., the General Meeting is authorized to do so, but only on the basis of a proposal by the Meeting of Priority Shareholders and within the limits set by the law. A two-thirds majority of the votes validly cast is required to adopt a resolution of the General Meeting of Shareholders to amend the Articles of Association.

On 25 March 2019, the Meeting of Priority Shareholders resolved to propose an amendment to the Articles of Association to the General Meeting of Shareholders.

Recommendation

The Meeting of Priority Shareholders recommends that the General Meeting of Shareholders resolve to amend the company's Articles of Association in line with the draft deed, drawn up by De Brauw Blackstone Westbroek dated 19 February 2019 and furthermore, to authorize each of the directors and each employee of De Brauw Blackstone Westbroek, mentioned above, to make the necessary amendments to the draft deed and to have the notarial deed of amendment to the Articles of Association executed.

Proxy form

For holders of ordinary shares in Robeco Global Stars Equities Fund N.V. ('the company')
for the Annual General Meeting of Shareholders ('AGM')
to be held on 16 May 2019 at the offices of the company in Rotterdam

The undersigned,

Name: _____

Address: _____

Place of residence: _____

Telephone number: _____

has registered for the meeting of shareholders mentioned above as a holder of _____ [number] shares and hereby gives mandate and power of attorney to the person mentioned below.

☐ Mr./Ms _____ [name and address]

☐ a proxy to be appointed by Robeco Global Stars Equities Fund N.V.

This proxy will represent him/her and speak and vote on his/her behalf at the AGM in the manner described below:

Meeting item	In favor*	Against*	Abstain*
3. Adoption of the annual financial statements for the 2018 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Granting of the assignment to audit the 2019 annual financial statements to KPMG Accountants N.V.			
7. Proposal to amend the Articles of Association			

Signed in _____ on _____

Name and signature

By submitting this form you indicate that you will not be present in person at the AGM. This form must be received by the Robeco Group Secretariat, Weena 850, 3014 DA Rotterdam no later than **9 May 2019**. It can also be sent by e-mail to Meetings@robeco.nl.

*Check the boxes as appropriate. Only fully completed forms will be processed. In case no voting instructions are given, the proxy may vote as he or she sees fit.