

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

The Investment Engineers

Robeco Global Stars Equities Fund N.V.

(la "Sociedad" Sociedad de Inversión de Capital Variable de conformidad con el derecho holandés e inscrita en el Registro de la CNMV de IIC Extranjeras comercializadas en España)

Junta General Anual de Accionistas

Se celebrará el jueves 16 de mayo de 2019 a las 13:00 horas en las oficinas de la Sociedad, situadas en Weena 850, Róterdam, Países Bajos.

Agenda:

- Orden del día
- Informe del Consejo de Administración del último ejercicio
- Aprobación de las Cuentas Anuales del ejercicio 2018 (decisión)
- Confirmación del reparto de beneficios (decisión)
- Renovación del Consejo de Administración (decisión)
- Asignación de la auditoría de las cuentas anuales para el ejercicio 2019 a KPMG Accountants N.V. (decisión)
- Modificación de los estatutos (decisión)
- Otros asuntos y cierre

Las agendas y el texto completo de la enmienda de los estatutos propuesta se pueden obtener, de forma gratuita, en el domicilio de la Sociedad (Weena 850, 3014 DA Rotterdam), a través de www.robeco.com/riam y en las oficinas designadas: ING Bank N.V. Issuer Services, Foppingadreef 7, NL-1102 BD Amsterdam, e-mail Iss.Pas@mail.ing.nl. No se efectuará un anuncio independiente si la Junta decide aprobar la propuesta de modificación de los Estatutos Sociales.

La fecha en la que estará disponible el informe anual de 2018 se dará a conocer próximamente.

Las personas con derecho a voto que deseen acudir a o ser representadas en la Junta pueden solicitarlo a través de su banco a partir del 19 de abril y hasta el 9 de mayo de 2019. Esta solicitud debe ir acompañada por un estado de participaciones emitido por el banco custodio, indicando el número de participaciones que posee el interesado con derecho a voto en la fecha de registro (18 de abril 2019). Recibirá un documento de registro de su banco.

Se informa a los titulares de participaciones al portador que los derechos asociados a dichas participaciones no pueden ser ejecutados hasta que las participaciones hayan sido entregadas a una entidad afiliada con el fin de ser incluido en un depósito colectivo.

Si se desea, el derecho a asistir y a votar en la Junta puede ser ejercido por un representante debidamente autorizado. Para este fin, los inversores deben reportar sus participaciones de la manera anteriormente descrita. Los formularios de representación se encuentran disponibles sin coste en las oficinas de la Sociedad y a través de www.robeco.com/riam. Estos incluyen las instrucciones de voto y deben ser recibidos a más tardar el 9 de mayo de 2019 en una de las direcciones indicadas en el mismo. La persona autorizada deberá entregar el documento de registro y una copia del formulario de representación en el mostrador de inscripción el día de la Junta, antes de su inicio.

El Consejo de Administración

Róterdam, 28 de marzo de 2019

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.