

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.**

(les « Sociétés », sociétés d'investissement à capital variable de droit néerlandais)

Assemblées générales annuelles des actionnaires

Prévues 16 mai 2019, respectivement à 13h00 et à 15h00 dans les locaux des sociétés, Weena 850, à Rotterdam.

Ordre du jour pour les assemblées :

- Ouverture et communications
- Rapport du directoire sur la marche des affaires et sur la gestion de l'exercice écoulé
- Arrêt des comptes annuels pour l'exercice 2018 (décision)
- Détermination de la répartition du bénéfice (décision)
- Quitus au directoire (décision)
- Mandat de certification des comptes annuels à délivrer à KPMG Accountants N.V. pour l'exercice 2019 (décision)
- Proposition de modification des statuts (seulement Robeco Global Stars Equities Fund N.V., décision)
- Divers et clôture

Les ordres du jour, la texte intégral de la proposition de modification des statuts pour Robeco Global Stars Equities Fund N.V., les prospectus, les Informations clés pour l'investisseur et les rapports périodiques les plus récents peuvent être consultés et sont disponibles gratuitement auprès des bureaux des Sociétés (Weena 850, 3014 DA Rotterdam), via www.robeco.com/riam, ainsi qu'auprès de J.P. Morgan Bank Luxembourg S.A., 6 Route de Trèves, L-2633 Senningerberg. En cas d'approbation de la proposition de modification des statuts lors de l'assemblée, cette décision ne sera pas communiquée séparément.

La date à laquelle le rapport annuel 2018 sera disponible sera communiquée séparément.

Les personnes ayant droit de vote et étant habilitées à assister à une assemblée qui souhaitent assister à une assemblée ou qui désirent se faire représenter lors de l'assemblée, peuvent s'inscrire via leur banque à partir du 19 avril jusqu'au 9 mai 2019 inclus. Cette inscription doit être accompagnée d'une déclaration de la banque dans laquelle est indiqué le nombre d'actions détenues à la date d'enregistrement (18 avril 2019) par la personne concernée ayant droit de vote ou étant habilitée à assister à l'assemblée. Les personnes en question reçoivent un certificat d'enregistrement de leur banque.

Les actionnaires, les usufruitiers et créanciers gagistes dont les droits sont attachés à une action au porteur (titre K) sont informés qu'ils ne peuvent exercer les droits attachés à cette action tant que les actions n'ont pas été délivrées à une institution associée afin de faire partie d'un dépôt collectif. Les droits de vote et d'assister aux assemblées peuvent, si cela est souhaité, être exercés par un mandataire détenant une procuration écrite. À cette fin, l'actionnaire doit faire inscrire ses actions comme décrit ci-avant. Les formulaires de procuration sont disponibles gratuitement au siège de la société, via www.robeco.com/riam et auprès d'une des banques mentionnées. La procuration écrite, qui contient également une instruction de vote, doit être reçue au plus tard le 9 mai 2019 à l'une des adresses mentionnées sur le formulaire. Le jour de l'assemblée et avant le début de celle-ci, le mandataire doit fournir au guichet d'inscription le certificat d'enregistrement ainsi qu'une copie de la procuration.

Les directeurs

Rotterdam, le 28 mars 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

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|---------|---|------|--|
| 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. | |
|--|--|--|

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.