

## Robeco Capital Growth Funds

*Société d'Investissement à Capital Variable*

Registered office: 6 route de Trèves, L-2633 Senningerberg, Luxembourg  
RCS Luxembourg B 58 959  
(the "Company")

### Notice of Annual General Meeting of Shareholders

By registered mail

Luxembourg, 30 April 2020

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held in Luxembourg on 28 May 2020 at 3.00 p.m. (the "**Meeting**"). The purpose of the Meeting is to discuss the following:

#### Agenda

1. Consideration of the report of the board of directors of the Company and auditors' report for the financial year 2019
2. Consideration and approval of the annual accounts for the financial year 2019
3. Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2019
4. Discharge of the board of directors for the management performed during the financial year 2019
5. Statutory appointments of:
  - a. The members of the board of directors
  - b. The independent auditor
6. Any other business and closing

The annual accounts 2019 are available at the registered office of the Company and via [www.robeco.com/luxembourg](http://www.robeco.com/luxembourg). Resolutions on the agenda will not require a quorum and will be taken by a simple majority of the votes cast. Shareholders may vote by proxy. The quorum and majority requirements will be determined in accordance with the outstanding shares at midnight on 22 May 2020 (the "**Record Date**") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date.

Pursuant to and in accordance with the Grand Ducal Regulation of 20 March 2020 introducing measures concerning the holding of meetings of companies and other legal entities, the Company has, in view of the safety of all, decided that Shareholders may only express their votes by granting a proxy to the Chairman of the Meeting, who will exercise your voting rights in accordance with your instructions by means of the enclosed proxy form.

Please kindly return the completed proxy form not later than 9.00 a.m. (Luxembourg time) on 26 May 2020 duly signed and dated, first by email ([luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com)) or fax (+352 4626 85825), and then by regular mail to the attention of Ms. C. Biondi, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Luxembourg or to the financial service in Belgium mentioned below.

The annual accounts 2019, the prospectus, the Key Investor Information Document (in Dutch and French) and the latest periodical reports are available free of charge at the registered office of the Company and the financial service in Belgium, CACEIS Belgium N.V., Havenlaan 86C Bus 320, 1000 Brussels, and are also available via intranet [www.robeco.be](http://www.robeco.be). The net asset value is published on the website of BEAMA ([www.beama.be/niw](http://www.beama.be/niw)).

Yours sincerely,  
Robeco Capital Growth Funds  
The board of directors

## Proxy Form

**Robeco Capital Growth Funds**  
*Société d'Investissement à Capital Variable*  
 Registered office at 6 route de Trèves, L-2633 Senningerberg, Luxembourg  
 R.C.S. Luxembourg B 58 959  
 (the "Company")

Proxy  
 for use at the annual general meeting of shareholders of the Company (the "Meeting")  
 on 28 May 2020 at 3.00 p.m. or any reconvening or adjournment thereof

I/We \_\_\_\_\_  
 (insert name)  
 at \_\_\_\_\_  
 (insert address)  
 shareholder account number \_\_\_\_\_ (insert account number)

holder(s) of \_\_\_\_\_ (insert number) shares in the Company

hereby appoint(s) the Chairman of the Meeting as my/our proxy to vote as indicated below on my/our behalf at the Meeting and any reconvening or adjournment thereof:

Nb.		For*	Against*	Abstain*
2.	Consideration and approval of the annual accounts for the financial year 2019			
3.	Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2019			
4.	Discharge of the board of directors for the management performed during the financial year 2019			
5.	Statutory appointments of:			
	a. the members of the board of directors			
	b. the independent auditor			

Failing any specific instruction, the proxy will vote at his/her complete discretion.  
 Shareholders are informed that in order to deliberate validly on the items of the agenda of the Meeting, no quorum is required and the resolutions will be passed by a simple majority of the votes cast.

The undersigned authorises the proxyholder to do and perform any and all acts and deeds necessary or useful in the accomplishment of the present proxy.

Signature \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_

\* Please tick the appropriate box.

**Notes:**

1. In accordance with the considerations of the Grand Ducal regulation of 20 March 2020, shareholders who are entitled to attend and vote at the Meeting are requested to appoint the Chairman of the Meeting as their proxy to attend and vote on his/her behalf.
2. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolutions referred to above if no instruction is given in respect of the resolutions and on any business considered at the Meeting.
3. This Proxy Form (and the power of attorney or other authority, if any, under which it is signed or a certified copy by a notary thereof) must be returned to Ms. C. Biondi, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: [luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com) or fax: +352 4626 85825) or to the financial service CACEIS Belgium N.V., Havenlaan 86C Bus 320, 1000 Brussels not later than 09.00 a.m. (Luxembourg time) on 26 May 2020.
4. If the shareholder is a corporation, this Proxy Form must be executed by the authorized representative(s) of the corporation under the seal or under the hand of an officer or attorney duly authorized on its behalf.