

Robeco Interest Plus Funds, SICAV (RCS Luxembourg B 40 490)

Société d'Investissement à Capital Variable

Registered office: 11/13 Boulevard de la Foire, L-1528 Luxembourg

(the "Company")

Extraordinary General Meeting of Shareholders

to be held in Luxembourg on 10 February 2017 at 2.20 p.m. at the registered office of the Company (the "Meeting").

Sole Resolution

Restatement of the articles of association of the Company (the "Articles"), such amendments to include, *inter alia*:

- (i) amendment of article 1 to change the name of the Company from "Robeco Interest Plus Funds" to "Robeco (LU) Funds III";
- (ii) amendment of the first paragraph of article 3 so as to read as follows: *"The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments and other assets permitted to an undertaking for collective investment under Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended (the "2010 Law") with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolio."*
- (iii) amendment of article 4 in relation to a transfer of the registered office of the Company to any other place in the Grand Duchy of Luxembourg;
- (iv) amendment of article 5 in order to provide, *inter alia*, that the Board may decide to reorganise a sub-fund or class of shares by means of a division;
- (v) amendment of articles 6, 8 and 11 in order to provide for the possibility for the Board to decide to issue shares in dematerialised form;
- (vi) amendment of article 6 by inserting a new paragraph relating to the data protection policy of the Company;
- (vii) amendment of article 8 to clarify the cases where the Company may restrict or prevent the ownership of shares;
- (viii) amendment of article 10 to reflect changes to Luxembourg company law;
- (ix) amendment of article 11 of the Articles to provide, *inter alia*, for the possibility under specific circumstances for the Board to suspend the voting right of a shareholder;
- (x) amendment of article 22 of the Articles to include a clarification the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation of the net asset value and carry out a second valuation;
- (xi) amendment of article 23 of the Articles, especially to clarify the valuation principles;
- (xii) amendment of the second paragraph of article 26 of the Articles on dividend payments;
- (xiii) introducing a new article 27 relating to applicable laws; and
- (xiv) general update of the Articles by amending current articles 2, 12, 13, 14, 15, 16, 17, 20, 21 and 25 to reflect especially new provisions set out in Luxembourg law of 10 August 1915 on commercial companies recently amended.

Shareholders are informed that the full text of the proposed amendments to the Articles is available, free of charge, at the registered office of the Company and at the local representative office. In order to be able to deliberate validly on the agenda, the Meeting will require a quorum of at least 50% of the capital. The sole resolution on the agenda will be adopted if approved by two thirds of the votes cast. Votes cast shall not include votes attached to shares represented at the meeting but in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. The quorum and majority requirements will be determined in accordance with the outstanding shares on 6 February 2017 at 12 p.m. CET (the "Record Date I") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date I. If the Meeting is not able to deliberate and vote on the agenda for lack of quorum, a further meeting will be reconvened at the registered office of the Company, on 3 March 2017 at 2.20 p.m. (CET) (the "Reconvened Meeting") to deliberate and vote on the same agenda. At the Reconvened Meeting, there will be no quorum required and the sole resolution on the agenda will be taken by a majority of two thirds of the votes cast. Votes cast shall not include votes attaching to shares represented at the Reconvened Meeting but in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. Proxy forms already received for the meeting will remain valid and be used at the Reconvened Meeting, if any, having the same agenda unless expressly revoked. The majority requirements will be determined in accordance with the outstanding shares on 27 February 2017 12 p.m. CET (the "Record Date II") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date II.

Shareholders may vote in person or by proxy. Shareholders wishing to attend and/or vote at the respective meetings should inform the Company through Mrs. V. Delvael, RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg (fax. +352 24603331) in writing not later than 6 February 2017 for the Meeting or not later than 27 February 2017 for the Reconvened Meeting.

Shareholders who are not able to attend the relevant meeting may appoint a proxy to attend and vote on their behalf. For these votes to be valid, a proxy form must be deposited at the above mentioned office of RBC Investor Services Bank S.A. not later than 9.00 a.m. (CET) on 8 February 2017 for the Meeting and not later than 9.00 a.m. (CET) on 1 March 2017 for the Reconvened Meeting.

The detailed letter to shareholders will be available at the registered office of the Company, the distributors and via www.robeco.com/luxembourg.