

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

As the quorum has not been reached during the Extraordinary General Meeting of Shareholders of the Company held on 10 February 2017 (the "Meeting"), you are hereby reconvened to attend an Extraordinary General Meeting of Shareholders of the Company to be held in Luxembourg on 3 March 2017 at 2.20 p.m. CET (the "Reconvened Meeting") at the registered office of the Company with the following agenda:

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.

There is no quorum required for the Reconvened Meeting and the sole resolution on the agenda will be adopted if approved by two thirds of the votes cast. Votes cast shall not include votes attaching to shares 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, having the same agenda, unless expressly revoked. The voting rights of shareholders shall be determined by the number of shares held on 27 February 2017 12.00 p.m. CET (the "Record Date").

Shareholders may vote in person or by proxy. Shareholders wishing to attend and/or vote at the Reconvened Meeting 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 27 February 2017.

Shareholders who are not able to attend the Reconvened 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 1 March 2017.

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

The Board of Directors

Luxembourg, 13 February 2017