

**Robeco Capital Growth Funds**  
*Société d'Investissement à Capital Variable*  
Registered office: 6, route de Trèves, L-2633 Senningerberg,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 58.959  
(the "Company")

Luxembourg, 19 November 2021

## Notice of Extraordinary General Meeting of Shareholders

Dear Shareholder,

You are hereby convened to attend an extraordinary general meeting of the Company to be held in Luxembourg before a notary on 30 November 2021 at 2:15 p.m. at the registered office of the Company with the following agenda (the "**Meeting**"):

### AGENDA

- I) Appointment of Mr Paul Frederik VAN DER WORP as director of the Company until the next annual general meeting of shareholders.
- II) Appointment of Ms Jane Fiona WILKINSON as director of the Company until the next annual general meeting of shareholders.
- III) Restatement of the articles of association of the Company (the "**Articles**") with effect from 1 January 2022 (or such other date as may be proposed by the chairman at the Meeting), comprising, *inter alia*, the amendment of Article 3 of the Articles to update the object clause of the Company so as to read as follows:

*"The exclusive object of the Company 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.*

*The Company may take any measures and carry out any operation which it may deem useful in the development and accomplishment of its purpose to the fullest extent permitted by the 2010 Law."*

Shareholders are informed that the full text of the proposed amendments to the Articles, as well as a summary of the changes, are available, free of charge, at the registered office of the Company and at the local representative office, and via the website of the Company's management company, Robeco Institutional Asset Management B.V. ([www.robeco.com/riam](http://www.robeco.com/riam)).

### VOTING

There is no quorum required for items I) and II) of the agenda and the resolutions will be passed by a simple majority 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.

In order to be able to deliberate validly on the restatement to the Articles (item III) of the agenda), the Meeting will require a quorum of at least 50% of the Company's capital. The resolution to restate the Articles and will be adopted if approved by two thirds of the votes cast.

The quorum and majority requirements will be determined in accordance with the outstanding shares on 25 November 2021 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 item III) of the agenda for lack of quorum, the Meeting will be reconvened at the registered office of the Company, on 20 December 2021 at 2:15 p.m. CET to deliberate and vote on item III) of the agenda. At such 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. The majority requirements will be determined in accordance with the outstanding shares on 15 December 2021 at 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.

### **VOTING ARRANGEMENTS**

Pursuant to and in accordance with the provisions of the amended Law of 23 September 2020 on the measures concerning the holding of meetings in companies and other legal entities, the Company has, in view of the safety of all, decided that shareholders are entitled to give their votes by proxies only. No physical presence will be accepted.

Shareholders wishing to vote at the Meeting should return the duly completed, signed and dated proxy form attached hereto not later than 5 p.m. (Luxembourg time) on 29 November 2021, first by email ([luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com)) or fax (+352 4626 85825), and then by regular mail for the attention of Ms. Karon Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

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 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,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 58 959  
(the "Company")

### PROXY

for use at the extraordinary general meeting of shareholders of the Company (the "**Meeting**")  
on 30 November 2021 at 2:15 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*
I)	Appointment of Mr Paul Frederik VAN DER WORP as director of the Company until the next annual general meeting of shareholders.			
II)	Appointment of Ms Jane Fiona WILKINSON as director of the Company until the next annual general meeting of shareholders.			
III)	Restatement of the articles of association of the Company (the " <b>Articles</b> ") with effect from 1 January 2022 (or such other date as may be proposed by the chairman at the Meeting), comprising, <i>inter alia</i> , the amendment of Article 3 of the Articles to update the object clause of the Company so as to read as follows:  <i>"The exclusive object of the Company 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.</i>  <i>The Company may take any measures and carry out any operation which it may deem useful in the development and accomplishment of its purpose to the fullest extent permitted by the 2010 Law."</i>			

Failing any specific instruction, the proxy will vote at his/her complete discretion.

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 \_\_\_\_\_ 2021

\* Please tick the appropriate box.

**Notes:**

1. In accordance with the provisions of the amended Law of 23 September 2020 on the measures concerning the holding of meetings in companies and other legal entities, 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. Karon Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg (email: [luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com) or fax: +352 4626 85825) not later than 5 p.m. (Luxembourg time) on 29 November 2021.
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.