

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 regular mail

Luxembourg, 29 April 2022

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held at the registered office in Luxembourg on 27 May 2022 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 the report of the approved statutory auditors for the financial year 2021
2. Consideration and approval of the audited annual accounts for the financial year 2021
3. Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2021
4. Discharge of the board of directors (including Mrs. S. van Dootinh, Mr. H.J. Ris and Mr. M.O. Nijkamp who resigned as directors of the Company effective 1 May 2021, 1 September 2021 and 1 January 2022, respectively) for the performance of their duties during the financial year 2021
5. Acknowledgment of the aforementioned resignations of:
 - A. Mr. H.J. Ris effective as per 1 September 2021
 - B. Mr. M.O. Nijkamp as per 1 January 2022
6. Statutory appointments of:
 - A. Mr. I.R.M. Frielink as new member of the board of directors of the Company, subject to the non-objection of the Luxembourg regulator, the Commission de Surveillance du Secteur Financier (the "CSSF") and effective as from 1 September 2022 or the date of CSSF approval, whichever is the latest, until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of his employment contract with Robeco, if this contract should terminate before the end of his term
 - B. Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp and Mrs. J.F. Wilkinson as members of the board of directors of the Company until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of their employment contracts with Robeco (where applicable), if their contracts should terminate before the end of their term
 - C. KPMG Luxembourg, *Société coopérative*, as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2022 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Luxembourg, *Société coopérative*
7. Any other business which may be properly brought before the Meeting

The amount for distribution proposed by the board of directors of the Company is available upon request at the registered office of the Company.

Copies of the audited annual report for the financial year 2021 are available at the registered office of the Company and via www.robeco.com/riam.

Resolutions on the agenda of the Meeting will not require a quorum and will be taken by a simple majority of the votes cast. The majority requirements will be determined in accordance with the outstanding shares at

midnight on 22 May 2022 (the “**Record Date**”) and the voting rights of shareholders shall be determined by the number of shares held at the Record Date. Each share is entitled to one vote.

Pursuant to and in accordance with the provisions of the amended Luxembourg Law of 23 September 2020 on 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 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 given by means of the enclosed proxy form.

Please kindly return the completed proxy form not later than 9.00 a.m. (Luxembourg time) on 27 May 2022 duly signed and dated, first by email (Luxembourg.Company.Admin@jpmorgan.com) and then by regular mail to the attention of Mr. M Traynor, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg or to the financial service in Belgium mentioned below. For organisational purposes, the Company may decide not to take into account the completed proxy forms sent to the Company after 9.00 a.m. (Luxembourg time) on 27 May 2022.

The annual accounts 2021, 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.

The net asset value is published on the website of BEAMA (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 27 May 2022 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* |
|-----|--|----------------------------------|----------|----------|
| 1. | Consideration of the report of the board of directors of the Company and the report of the approved statutory auditors for the financial year 2021 | This item is not subject to vote | | |
| 2. | Consideration and approval of the audited annual accounts for the financial year 2021 | | | |
| 3. | Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2021 | | | |
| 4. | Discharge of the board of directors (including Mrs. S. van Doottingh, Mr. H.J. Ris and Mr. M.O. Nijkamp who resigned as directors of the Company effective 1 May 2021, 1 September 2021 and 1 January 2022, respectively) for the performance of their duties during the financial year 2021 | | | |
| 5. | Acknowledgment of the aforementioned resignations of: A. Mr. H.J. Ris effective as per 1 September 2021 B. Mr. M.O. Nijkamp as per 1 January 2022 | This item is not subject to vote | | |
| 6. | Statutory appointments of: | | | |
| | A. Mr. I.R.M. Frielink as new member of the board of directors of the Company, subject to the non-objection of the Luxembourg regulator, the Commission de Surveillance du Secteur Financier (the "CSSF") and effective as from 1 September 2022 or the date of CSSF approval, whichever is the latest, until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of his employment contract with Robeco, if this contract should terminate before the end of his term | | | |
| | B. Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp and Mrs. J.F. Wilkinson as members of the board of directors of the Company until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of their employment contracts with Robeco (where applicable, if their contracts should terminate before the end of their term | | | |
| | C. KPMG Luxembourg, <i>Société coopérative</i> , as the approved statutory auditor until the next annual general meeting | | | |

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|--|--|--|--|--|
| | which will deliberate on the annual accounts for the financial year ending 31 December 2022 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Luxembourg, Société coopérative | | | |
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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 _____ 2022.

* Please tick the appropriate box.

Notes:

1. In accordance with the considerations of the amended Luxembourg Law of 23 September 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 Mr. M Traynor, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: Luxembourg.Company.Admin@jpmorgan.com) 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 27 May 2022. For organisational purposes, the Company may decide not to take into account the completed proxy forms sent to the Company after 9.00 a.m. (Luxembourg time) on 27 May 2022.
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.