

Annual General Meeting of Shareholders

Rolinco N.V.

To be held on 24 May 2023 at 15.30h

1. Advertisement
2. Agenda
3. Proxy Form

Robeco Afrika Fonds N.V.
Robeco Umbrella Fund I N.V.
Robeco Sustainable Global Stars Equities Fund N.V.
Rolinco N.V.
Robeco US Conservative High Dividend Equities N.V.
Robeco US Large Cap Equities N.V.

(the 'Companies', investment companies with variable capital under Dutch law)

Annual General Meetings of Shareholders (the "AGMs")

to be held at the offices of the Companies, Weena 850 in Rotterdam,

on 24 May 2023 at:

10:00h for Robeco Afrika Fonds N.V.

11:00h for Robeco Umbrella Fund I N.V.

14:00h for Robeco Sustainable Global Stars Equities Fund N.V.

15:30h for Rolinco N.V.

and on 26 May 2023 at:

11:30h for Robeco US Conservative High Dividend Equities N.V.

14:30h for Robeco US Large Cap Equities N.V.

Agenda for the AGMs:

- Opening and announcements
- Report of the management board regarding the past financial year
- Adoption of the financial statements for the financial year 2022 (by resolution)
- Adoption of the profit appropriation (by resolution)
- Discharge of the management board (by resolution)
- Assignment of the audit of the 2023 financial statements to KPMG Accountants N.V. (by resolution)
- Proposal to amend the articles of association (by resolution, only for Robeco Umbrella Fund I N.V.)
- Proposal to reduce the issued capital (by resolution, only for Robeco Umbrella Fund I N.V.)
- Questions and conclusion

The agendas and the proposal to amend the articles of association of Robeco Umbrella I N.V. are available for inspection by shareholders and other authorized persons at and can be obtained free of charge from the offices of the Companies (Weena 850, 3014 DA Rotterdam), via www.robeco.com/riam, as well as from ING Bank N.V. Issuer Services, Foppingadreef 7, 1102 BD Amsterdam (iss.pas@ing.com).

The date on which the 2022 annual reports are available will be announced separately.

Annual reports for the last three years as well as the prospectuses and the key information documents are also available via www.robeco.com/riam. If the meeting decides to approve the proposal to amend the articles of association and to reduce the issued capital of Robeco Umbrella I N.V., this will not be announced separately.

The management boards of the Companies have determined that to be entitled to vote and attend a meeting, shareholders must be registered as shareholders of the respective Companies in the administration of the Euroclear Nederland-affiliated institutions on 26 April 2023 (the "Registration Date") for Robeco Afrika Fonds N.V., Robeco Umbrella Fund I N.V., Robeco Sustainable Global Stars Equities Fund N.V. and Rolinco N.V. and on 28 April 2023 (the "Registration Date") for Robeco US Conservative High Dividend Equities N.V. and Robeco US Large Cap Equities N.V. and – after settlement of all deposits and withdrawals on that date – and must have applied in the manner described below.

Persons entitled to vote and attend a meeting and wishing to attend or be represented at a meeting can apply to ING Bank N.V. via their bank from 27 April 2023 through 17 May 2023 for Robeco Afrika Fonds N.V., Robeco Umbrella Fund I N.V., Robeco Sustainable Global Stars Equities Fund N.V. and Rolinco N.V., and from 29 April 2023 through 19 May 2023 for Robeco US Conservative High Dividend Equities N.V. and Robeco US Large Cap Equities N.V. This application should be accompanied by a statement from a Euroclear Nederland-affiliated institution specifying the number of shares the person concerned, who is entitled to vote and attend the meeting, held on the Registration Date.

Proxy forms are available free of charge at the offices of the Companies and via www.robeco.com/riam. The proxy form, which also includes voting instructions, must be received no later than 17 May 2023 for Robeco Afrika Fonds N.V., Robeco Umbrella Fund I N.V., Robeco Sustainable Global Stars Equities Fund N.V. and Rolinco N.V. and 19 May 2023 for Robeco US Conservative High Dividend Equities N.V. and Robeco US Large Cap Equities N.V. at one of the addresses given on the form. The authorized person shall submit the registration document and a copy of the proxy form at the registration desk on the day of the meeting prior to the start of the meeting.

Rolinco N.V.

(the Company, investment company with variable capital)

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on 24 May 2023 at 15:30 hours at the office of the Company, Weena 850, Rotterdam.

A G E N D A

1. Opening and announcements

2. Report of the management board for the past financial year

3. Adoption of the annual financial statements for the 2022 financial year (decision)

It is proposed to approve the annual financial statements for the year 2022 as published.

4. Confirmation of the profit appropriation (decision)

It is proposed to pay out the following (gross) dividends:

- on shares Rolinco: EUR 0.60 (previous year EUR 0.80)
- on shares Rolinco - EUR G: EUR 0.60 (previous year EUR 0.80)

with payment date 28 June 2023.

This proposal is based partly on the taxable profits for the purposes of the tax distribution requirement and the number of shares outstanding on 31 December 2022. If legislation and regulations or changes to the number of outstanding shares necessitate this, an amended dividend proposal will be submitted to the General Meeting of Shareholders.

The Funds are required to deduct 15% Dutch dividend tax on these dividend payments, which will be borne by the shareholders.

5. Discharge of the management board (decision)

It is proposed to grant a release from liability [*"decharge"*] to the management board for its management.

6. Granting of the assignment to audit the 2023 annual financial statements to KPMG Accountants N.V. (decision)

It is proposed to grant the assignment to audit the financial statements for the 2023 financial year to KPMG Accountants N.V.

7. Any other business and closure

Proxy form

For holders of ordinary and cumulative preference shares in Rolinco N.V.
for the Annual General Meeting of Shareholders
to be held on 24 May 2023 (the 'AGM')

The undersigned,

Name: _____

Address: _____

Place of residence: _____

Telephone number: _____

hereby declares that he/she:

- has registered for the meeting of shareholders mentioned above as a holder of _____ [number] shares Rolinco;
- has registered for the meeting of shareholders mentioned above as a holder of _____ [number] shares Rolinco – EUR G;
- has registered for the meeting of shareholders mentioned above as a holder of _____ [number] cumulative preference shares Rolinco;

and hereby gives mandate and power of attorney to:

☐ Mr./Ms _____ [name and address]

☐ a proxy to be appointed by Rolinco N.V.

This proxy will represent him/her and speak and vote on his/her behalf at the AGM in the manner described below:

Meeting item	In favor*	Against*	Abstain*
3. Adoption of the annual financial statements for the 2022 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Granting of the assignment to audit the 2023 annual financial statements to KPMG Accountants N.V.			

This proxy remains valid if the AGM is held on a later date.

Signed in _____ on _____

Name and signature

This form must be sent to the Robeco Group Secretariat, preferably by e-mail to Meetings@robeco.nl, or by regular mail to Weena 850, 3014 DA Rotterdam and must be received on **17 May 2023** at the latest.

* Check the boxes as appropriate. Only fully completed forms will be processed. In case no voting instructions are given, the proxy may vote as he or she sees fit.