

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, 13 May 2024

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held at the registered office in Luxembourg on 14 June 2024 at 3.00 p.m. (the "**Meeting**"). The purpose of the Meeting is 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 2023;
2. Consideration and approval of the audited annual accounts for the financial year 2023;
3. Consideration and approval of the proposed profit appropriation (for each of the sub-funds) for the financial year 2023;
4. Discharge of the Board of Directors for the management performed during the financial year 2023;
5. Acknowledgement of the appointment of Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp, Mrs. J.F. Wilkinson and Mr. I.R.M. Frielink as Directors of the Company at the annual general meeting of shareholders held on 26 May 2023 until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2028 or the end of their employment contracts with Robeco (where applicable), if their contracts should terminate before the end of their term;
6. Reappointment of KPMG Audit S.à r.l., as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2024 and authorization of the Board of Directors of the Company to agree on the terms of appointment of KPMG Audit S.à r.l.;
7. Any other business

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 2023 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 07 June 2024 (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.

If you wish to participate in person at the Meeting, you are requested to inform the Company of your intention through your financial intermediary (bank, financial institution or other intermediary) or in writing through J.P. Morgan SE via the e-mail address mentioned below, not later than 07 June 2024.

In case you are unable to attend the Meeting in person, you may authorize the Chairman of the Meeting to exercise your voting rights in accordance with your instructions by means of the enclosed proxy form. In this case, please kindly return the completed proxy form not later than 9.00 a.m. (Luxembourg time) on 10 June 2024 duly signed and dated, first by email (Luxembourg.Company.Secretarial@jpmorgan.com) and then by regular mail to the attention of Company Secretarial, J.P. Morgan SE, 6H route de Trèves, L-2633

Senningerberg, Luxembourg. 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 10 June 2024.

The annual accounts 2023, 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 Bank, Belgium Branch, 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 14 June 2024 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 (the "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 2023	This item is not subject to vote		
2.	Consideration and approval of the audited annual accounts for the financial year 2023			
3.	Consideration and approval of the proposed profit appropriation (for each of the sub-funds) for the financial year 2023			
4.	Discharge of the Board of Directors for the management performed during the financial year 2023			
5.	Acknowledgement of the appointment of Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp, Mrs. J.F. Wilkinson and Mr. I.R.M. Frielink as Directors of the Company at the annual general meeting of shareholders held on 26 May 2023 until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2028 or the end of their employment contracts with Robeco (where applicable), if their contracts should terminate before the end of their term	This item is not subject to vote		
6.	Reappointment of KPMG Audit S.à r.l., as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2024 and authorization of the Board of Directors of the Company to agree the terms of appointment of KPMG Audit S.à r.l.			

Failing any specific instruction, the Proxy will vote at his/her 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 Proxy 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 _____ 2024.

* Please tick the appropriate box.

Notes:

1. 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.
2. 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 Company Secretarial, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: Luxembourg.Company.Secretarial@jpmorgan.com) or to the financial service Caceis Bank, Belgium Branch, Havenlaan 86C Bus 320, 1000 Brussels not later than 09.00 a.m. (Luxembourg time) on 10 June 2024. 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 10 June 2024.
3. 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.