

## Annual General Meeting of Shareholders

Robeco Afrika Fonds N.V.

To be held on 30 May 2024 at 10.00h

1. Advertisement
2. Agenda
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## **Robeco Afrika Fonds N.V.** **Robeco Sustainable Global Stars Equities Fund N.V.**

*(las «Sociedades»; sociedades de inversión de capital variable)*

### **Las Juntas Generales de Accionistas anuales (las «JGA»)**

se celebrarán en la oficina de las Sociedades (Weena 850, Róterdam, Países Bajos), el 30 de mayo de 2024 a las:  
10:00 horas para Robeco Afrika Fonds N.V.

14:00 horas para Robeco Sustainable Global Stars Equities Fund N.V.

### **Orden del día de las JGA:**

1. Apertura y comunicados
2. Informe de la dirección sobre el devenir de los negocios y la política llevada a cabo en el último ejercicio fiscal
3. Aprobación de las cuentas anuales del ejercicio 2023 (decisión)
4. Aprobación del reparto de beneficios (decisión)
5. Inmunidad del Consejo de Administración por su gestión durante el ejercicio fiscal (decisión)
6. Concesión del encargo de auditoría de las cuentas anuales del ejercicio 2024 a Mazars Accountants N.V. (decisión)
7. Clausura

Los órdenes del día de las reuniones se encuentran a disposición de los accionistas y demás personas y entidades autorizadas para ello, para su consulta, en la oficina de las Sociedades (Weena 850, 3014 DA Róterdam, Países Bajos). Estos documentos se pueden obtener gratuitamente a través de [www.robeco.com/riam](http://www.robeco.com/riam) y en ING Bank N.V. Issuer Services, Foppingadreef 7, 1102 BD Ámsterdam, Países Bajos ([iss.pas@ing.com](mailto:iss.pas@ing.com)). Los informes anuales de los últimos tres años, los folletos y el documento de datos fundamentales para el inversor también están disponibles en internet a través de [www.robeco.com/riam](http://www.robeco.com/riam). Los informes anuales de 2023 estarán disponibles a partir del 25 de abril de 2024.

Las Direcciones de las Sociedades han establecido que toda persona que esté registrada como accionista de una o más de las Sociedades mencionadas el 2 de mayo de 2024 (la «Fecha de registro») tendrá derecho a votar y a asistir a las juntas. Para ello, se tendrá en cuenta el número de acciones, una vez procesadas todas las altas y bajas en la Fecha de registro en la administración de una institución vinculada a Euroclear Nederland.

Las personas con derecho de voto o de asistencia a las juntas que deseen participar en una junta personalmente o mediante la designación de un representante podrán solicitarlo a ING Bank N.V. a partir del 3 de mayo de 2024 y hasta el 23 de mayo de 2024 inclusive a través de la institución vinculada a Euroclear Nederland en la que sean titulares de una cuenta de valores. La solicitud deberá ir acompañada de una declaración de dicha institución vinculada en la que se recoja el número de acciones que posee la persona en cuestión con derecho de voto o de asistencia a la junta en la Fecha de registro.

Los derechos de voto y de asistencia se pueden ejercer mediante un representante designado formalmente por escrito si así se desea. Los formularios de delegación se pueden obtener gratuitamente en la oficina de las Sociedades, a través de [www.robeco.com/riam](http://www.robeco.com/riam) y en ING Bank N.V. Para designar un representante, el accionista debe registrar sus acciones de la manera descrita anteriormente. El formulario de delegación de voto debidamente cumplimentado, incluidas las instrucciones de voto, deberá recibirse en una de las direcciones indicadas en el formulario antes del 23 de mayo de 2024. El representante deberá presentar un justificante de registro y una copia del formulario de delegación en el mostrador de inscripción el día de la junta, antes de que esta dé comienzo.

**Robeco Afrika Fonds N.V.**  
*(the 'Company', investment company with variable capital)*

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on 30 May 2024 at 10:00 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 last financial year**

**3. Adoption of the annual financial statements for the 2023 financial year (decision)**

It is proposed to approve the annual financial statements for the year 2023 as published.

**4. Confirmation of the profit appropriation (decision)**

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

- on shares Robeco Afrika Fonds – EUR E: EUR 4.80

- on shares Robeco Afrika Fonds – EUR G: EUR 5.00

with payment date 1 July 2024.

This proposal is based mainly on the taxable profits for the purposes of the distribution requirement under the applicable tax regime and the number of shares outstanding on 31 December 2023. 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 fund is 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 of the Company.

**6. Assignment of the audit of the financial statements for the financial year 2024 to Mazars Accountants N.V. (decision)**

Following the regulatory obligation to rotate auditors, KPMG can no longer audit the annual financial statements of Robeco's listed Dutch funds as from the financial year 2024. Therefore, it is proposed to grant the assignment to audit the financial statements for the 2024 financial year to Mazars Accountants N.V. For further explanation please refer to the Annex.

**7. Closure**

## Annex

Audit firm rotation for Public Interest Entities (“PIEs”) every 10 years is required based on European regulation. Listed funds qualify as PIEs. KPMG’s maximum audit tenure for the Dutch listed Robeco funds ended with the financial year 2023 as the last one. The Audit & Risk Committee (“ARC”) advises the Supervisory Board of Robeco Institutional Asset Management (“SB”) on the appointment of auditors at Robeco, including the auditor of the Robeco funds. The ARC is responsible for the audit selection process and selection is based on predefined criteria, including criteria related to audit quality.

The number of audit firms that have a license to audit PIEs, is very limited. Because it is not allowed for an audit firm to combine audit engagements and non-audit engagements for the same client, some of the audit firms could not be included in the Request for Proposal because of independence issues relating to their existing non-audit engagements at Robeco.

In August 2023, Robeco received the audit proposal documents of the last two remaining candidates. Both auditors presented their proposal and after the presentations, the Robeco auditor selection panel and the ARC evaluated the proposals and prepared the advice for the selection of the auditor to the SB. Based on the predefined audit proposal criteria, Mazars Accountants N.V. scored the best. The SB endorses the nomination of Mazars Accountants N.V.

Based on the advice, Robeco Institutional Asset Management B.V. in its capacity of management board of the Company proposes to the Annual General Meeting of Shareholders to appoint Mazars Accountants N.V. as auditor for the financial year 2024.

## Proxy form

For holders of ordinary shares in Robeco Afrika Fonds N.V. ('the company') for the  
Annual General Meeting of Shareholders ('AGM')  
to be held on 30 May 2024

The undersigned,

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Place of residence: \_\_\_\_\_

Telephone number: \_\_\_\_\_

- has registered for the meeting of shareholders mentioned above as a holder of \_\_\_\_\_ [number] shares Robeco Afrika Fonds – EUR E;
- has registered for the meeting of shareholders mentioned above as a holder of \_\_\_\_\_ [number] shares Robeco Afrika Fonds – EUR G;

and hereby gives mandate and power of attorney to the person mentioned below.

Mr./Mrs. \_\_\_\_\_  
\_\_\_\_\_ [name and address]

a proxy to be appointed by Robeco Afrika Fonds 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 2023 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Assignment of the audit of the financial statements for the financial year 2024 to Mazars Accountants N.V.			

This proxy remains valid if the meeting 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](mailto:Meetings@robeco.nl), or by regular mail to Weena 850, 3014 DA Rotterdam and must be received on **23 May 2024** 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.