

## Annual General Meeting of Shareholders

Rolinco N.V.

To be held on 30 May 2024 at 15.30h

1. Advertisement
2. Agenda
3. Proxy Form

## **Robeco Sustainable Global Stars Equities Fund N.V. Rolinco 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, the Netherlands, on 30 May 2024 at:

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

15:30h for Rolinco N.V.

### **Agenda for the AGMs:**

1. Opening and announcements
2. Report of the management board regarding its management over the last financial year
3. Adoption of the financial statements for financial year 2023 (decision)
4. Adoption of the profit appropriation (decision)
5. Discharge of the management board (decision)
6. Assignment of the audit of the financial statements for the financial year 2024 to Mazars Accountants N.V. (decision)
7. Conclusion

The agendas for the meetings are available for viewing by shareholders and other authorized persons at the offices of the Companies (Weena 850, 3014 DA Rotterdam). These documents are also available free of charge via [www.robeco.com/riam](http://www.robeco.com/riam), and at Northern Trust Global Fund Services, Head of Investor Services, 50 Bank Street, Canary Wharf, London E14 5NT. The annual reports for the last three years, the prospectuses and Key Information documents are also available via [www.robeco.com/riam](http://www.robeco.com/riam). The 2023 annual reports will be available from 25 April 2024.

The management boards of the Companies have determined that those eligible to attend or vote at shareholder meetings are those registered on 2 May 2024 (the “Registration Date”) as shareholders of one or more of the aforementioned Companies. This takes into account the number of shares after processing of all credits and debits per the Registration Date in the accounting system of an institution affiliated with Euroclear Nederland.

Shareholders wishing to participate in a meeting or submit an authorization may, from 3 May 2024 through 23 May 2024, register with ING Bank N.V. via the financial institution where they hold a securities account for the share classes Robeco Sustainable Global Stars Equities Fund - EUR E and Rolinco - EUR E. Holders of all other share classes may register with the relevant Company from 3 May 2024 through 23 May 2024 via [meetings@robeco.nl](mailto:meetings@robeco.nl). These registrations must be accompanied by a statement from this financial institution indicating the number of shares held by the relevant shareholder on the Registration Date.

The parties eligible to attend or vote at shareholder meetings may, if required, exercise these rights through a written proxy. Proxy forms are available free of charge at the offices of the Companies and via [www.robeco.com/riam](http://www.robeco.com/riam). To submit a proxy, shareholders must have registered their shares in the way described above. The fully completed proxy form, including voting instructions, must have been received no later than 23 May 2024 at one of the addresses stated on the form. The proxy holder must submit proof of registration and a copy of the proxy to the registration desk on the day of the meeting before the meeting commences.

**Rolinco N.V.**  
*(the Company, investment company with variable capital)*

ANNUAL GENERAL MEETING  
OF  
SHAREHOLDERS

to be held on 30 May 2024 at 15:30 hours at the office of the Company, Weena 850, Rotterdam.

## AGENDA

**1. Opening and announcements**

**2. Report of the management board for the past 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 Rolinco – EUR E: EUR 0.60
- on shares Rolinco – EUR G: EUR 0.60

with payment date 1 July 2024.

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 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.

**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 and cumulative preference shares in Rolinco N.V.  
for the Annual General Meeting of Shareholders  
to be held on 30 May 2024 (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 – EUR E;
- 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 2023 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Granting of the assignment to audit the 2024 annual financial statements to Mazars 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](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.