



# ROBECO US LARGE CAP EQUITIES N.V.

An investment company with variable capital, incorporated under Dutch law established in Rotterdam.

A Shares: Robeco US Large Cap Equities - EUR G

B Shares: Robeco US Large Cap Equities - EUR X

14 April 2026

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## 2. DEFINITIONS

In this Prospectus, the following capitalized words and abbreviations have the following meanings:

Affiliated Entity	Any direct or indirect subsidiary of ORIX Corporation Europe N.V. within the meaning of section 2.24a Dutch Civil Code
Affiliated Fund	A fund that is affiliated with or managed by the Manager or another Affiliated Entity
Affiliated Institution	An affiliated institution as referred to in the Articles of Association
Affiliated Party	A natural or other person as defined in Section 1 of the BGfo
AFM	The Dutch Authority for the Financial Markets ( <i>Autoriteit Financiële Markten</i> )
Articles of Association	The Articles of Association of the Fund
Benchmark	An index that is used to measure the performance of a fund with the purpose of tracking the return of such index or defining the asset allocation of a portfolio or computing the performance fees
BGfo	Market Conduct Supervision (Financial Institutions) Decree ( <i>Besluit gedragstoezicht financiële ondernemingen Wft</i> )
CRS	Common Reporting Standard
Cut-off Time	Time (15:00h CET) before which orders must be received on a Dealing Day by the Fund Agent in order to be settled at the Transaction Price calculated on the next Dealing Day
Dealing Day	A Dealing Day is a day 1) on which Euronext Amsterdam is open for business, 2) on which the issue or purchase of Shares of an Fund is not limited or suspended and 3) which has not been designated as a non-Dealing Day, taking account of the opening hours of the stock markets and regulated markets in which the Fund invests. A list of non-Dealing Days is available on the website.
Depository	J.P. Morgan SE, Amsterdam Branch; a depository as referred to in Section 1:1 of the Wft appointed as UCITS depository by the Manager from time to time
Engagement	A long-term active dialogue between investors and companies, companies and other relevant stakeholders on environmental, social and governance factors. As per Directive (EU) 2017/828 (EU Shareholder Right Directive), it also encompasses

	monitoring of investee company on non-financial performance, social and environmental and corporate governance, voting and exercising other shareholder rights and managing of potential conflicts.
ESG Integration	The structural integration of information on Environmental, Social and Governance (ESG) factors into the investment decision making process.
EUR	Euro
EVIC	The sum, at fiscal year-end, of the market capitalisation of ordinary shares, the market capitalisation of preferred shares, and the book value of total debt and non-controlling interests, without the deduction of cash or cash equivalents.
Exclusions	The Robeco exclusion policy applies to the Fund. Robeco believes that some products and business practices are detrimental to society and incompatible with sustainable investment strategies. Therefore, a number of exclusion criteria are outlined in this policy. The criteria that apply to a Fund depend on the sustainability profile of the Fund. The most recent version of the Robeco Exclusion Policy can be found on <a href="https://www.robeco.com/exclusions">https://www.robeco.com/exclusions</a> , including the criteria and to which funds they apply.
Euronext Amsterdam	Euronext Amsterdam, Euronext NAV Trading Facility segment
FACTA	Foreign Account Tax Compliance Act
Financial Year	The financial year of the Fund as stated in the Articles of Association
Fund	Robeco US Large Cap Equities N.V., an investment institution as referred to in Section 1:1 of the Wft
Fund Agent	ING Bank N.V.
Fund Assets	All of the Fund's assets less all of its liabilities
Greenhouse Gas Emissions	The emissions in terms of tonnes of CO2 equivalent of carbon dioxide (CO2), methane (CH4), nitrous oxide (N2O), hydrofluorocarbons (HFCs), perfluorocarbons (PFCs), nitrogen trifluoride (NF3) and sulphur hexafluoride (SF6) as defined under point (1) of Article 3 of Regulation (EU) 2018/842 of the European Parliament and of the Council.
Intergovernmental Agreement	On 18 December 2013 the Netherlands and the U.S. concluded a Model 1 Intergovernmental Agreement and a memorandum of understanding, to improve international tax compliance and provide for the implementation of FATCA based on domestic reporting and reciprocal automatic exchange pursuant to the convention between the Netherlands and the U.S. for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income signed on 18 December

1992 as amended by the Protocols of 13 October 1993 and 8 May 2004. This Intergovernmental Agreement was approved by, and therefore transposed into, the Netherlands law of 20 March 2015 relating to FATCA.

Key Information Document	The key information document(s) as defined by the Law and applicable regulations, as may be amended from time to time.
Lending Agent	J.P. Morgan SE, Luxembourg Branch, the agent who concludes securities lending transactions for the account of the Fund
Management Board	Robeco Institutional Asset Management B.V., the sole director of the Fund under the Articles of Association
Manager	Robeco Institutional Asset Management B.V., the manager of the Fund within the meaning of Section 2:69b of the Wft
Net Asset Value	The net asset value per Share belonging to a specific Share Class of the Fund.
OECD	Organisation for Economic Co-operation and Development
Priority	Robeco Holding B.V., the holder of the Priority Shares
Priority Share	A Priority Share in the capital of the Fund
Prospectus	The Fund's most recent Prospectus, including the Registration Document and all of the Annexes
Proxy Voting	Equity holdings can grant the right to vote and Robeco exerts that right by voting according to Robeco's Proxy Voting Policy, unless impediments occur (e.g. shareblocking or when not considered cost efficient). Proxy Voting at Annual General Meetings of shareholders (AGMs) is aimed at influencing a company's governance, strategy or operations, including company's ESG practices, to address material sustainability risks and achieve more sustainable outcomes. More information can be found on <a href="https://www.robeco.com/files/docm/docu-robeco-stewardship-policy.pdf">https://www.robeco.com/files/docm/docu-robeco-stewardship-policy.pdf</a> .
Registration Document	The Manager's registration document as referred to in Section 4:48 of the Wft
RIAM	Robeco Institutional Asset Management B.V.
Share	An ordinary share in the capital of the Fund
Share Class	A series of Shares, specified in the Articles of Association with the letters A, B, C and D, the specific features of which are described in the Share Class Specifications
Share Class Assets	All the asset components of a Share Class less all the liabilities of that Share Class

Share Class Specifications	The section of the Prospectus that contains specific characteristics of a Share Class
Shareholder	A holder of one or more Shares
Sustainability Risk	Sustainability risk, as further described in Section 4. "Risk Considerations", means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment. More information with regards to the sustainability risk classification can be found on <a href="https://www.robeco.com/files/docm/docu-robeco-sustainability-risk-policy.pdf">https://www.robeco.com/files/docm/docu-robeco-sustainability-risk-policy.pdf</a> .
Sustainable Finance Disclosure Regulation (SFDR)	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.
Terms and Conditions	The conditions that apply between the Fund and the Shareholders, as included (inter alia) in the Prospectus and the Articles of Association
Transaction Price	The price at which the Fund repurchases or issues Shares. The Transaction Price is established per Share of a Share Class.
UCITS	An undertaking for collective investment in transferable securities as referred to in Section 1:1 of the Wft
United Nations Global Compact (UNGC)	These are the ten Principles of the United Nations Global Compact (UNGC) that are provided for responsible business and are derived from the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, and the United Nations Convention Against Corruption.
United Nations Guiding Principles (UNGP)	The UN Guiding Principles (UNGP) on Business and Human Rights are a set of guidelines for States and companies to prevent, address and remedy human rights abuses committed in business operations.
USD	United States Dollar
Website	The website of the Manager, <a href="http://www.robeco.com/riam">www.robeco.com/riam</a>
Wft	The Dutch Financial Supervision Act [ <i>Wet op het financieel toezicht</i> ]

Use of the singular form above may also mean the plural form and vice versa.

### 3. IMPORTANT INFORMATION

The Manager has prepared this Prospectus by virtue of Section 4:49 of the Wft and the decrees and regulations based upon it. This Prospectus provides information about the Fund and the Shares.

For every decision that the Manager takes in connection with the management of the Fund, the Manager will consider whether the consequences thereof are unfair vis-à-vis the Shareholders, given the contents of the Prospectus and the Articles of Association and what the Shareholders may reasonably expect based on these documents and based on the applicable rules and regulations.

Potential Shareholders should be aware that financial risks are involved in an investment in the Fund. Before deciding to purchase Shares, investors are advised to read this Prospectus carefully and to fully acquaint themselves with its content.

The Shares are offered on the basis of the information in this Prospectus only, in combination with – insofar as the period of existence of the Fund allows – the Fund's three most recently published annual reports and financial statements, together with any semiannual report issued after the most recently published annual report and financial statements. The information provided in this Prospectus is not investment advice.

Where return figures are stated or future expectations are expressed in this Prospectus, it should be understood that the value of a Share can fluctuate and past performance is no guarantee of future results.

With the exception of the Manager, no one is entitled to provide information or make statements that deviate from this Prospectus. A purchase carried out on the basis of information that deviates from this Prospectus takes place entirely at the investor's own risk.

The issue and distribution of this Prospectus and the offering, sale and delivery of Shares may be subject to legal or other restrictions in certain jurisdictions outside the Netherlands. This Prospectus does not constitute an offer to sell or an invitation to make an offer to buy, in any jurisdiction where such an offer or invitation is not permitted by virtue of the laws and regulations applicable there. The Fund requests everyone who receives a copy of this Prospectus to acquaint themselves and comply with such laws and regulations. The Manager, the Fund and/or any Affiliated Entity accept no responsibility for violation of the aforementioned restrictions by any third party.

The Shares are not registered under the Securities Act of 1933 ('Securities Act') of the United States of America ('US') and may not be offered, sold or delivered there unless such action takes place in accordance with regulation S of the Securities Act. In principle, the Fund will not accept Shareholders who are domiciled in the US or who act for the account of or for the benefit of any person in the US.

The Fund is a financial institution as defined by the Intergovernmental Agreement, FATCA and CRS. If required, the Fund or its designated representative may request documentation for this purpose from Shareholders in order to establish or re-establish their status under FATCA, the Intergovernmental Agreement, CRS or equivalent Dutch legislation. At the discretion of its management, the Fund moreover may take measures in connection with the requirements of FATCA,

the Intergovernmental Agreement, CRS or equivalent Dutch legislation in the interests of the Fund and its Shareholders to exclude certain shareholders from the Fund.

Shares may neither be offered nor sold to any US American benefit plan investor. For this purpose, a “benefit plan investor” means any (i) “employee benefit plan” within the meaning of Section 3(3) of the US Employee Retirement Income Security Act of 1974, as amended (“ERISA”) that is subject to the provisions of Part 4 of Title I of ERISA, (ii) individual retirement account, Keogh Plan or other plan described in Section 4975(e)(1) of the US Internal Revenue Code of 1986, as amended, (iii) entity whose underlying assets include “plan assets” by reason of 25% or more of any class of equity interest in the entity being held by plans described in (i) and (ii) above, or (iv) other entity (such as segregated or common accounts of an insurance company, a corporate group or a common trust) whose underlying assets include “plan assets” by reason of an investment in the entity by plans described in (i) and (ii) above.

The Fund focuses mainly on the retail market. In principle, the investment Institution is not intended for any parties that, directly or indirectly, pursuant to Article 10 of the 1965 Dutch Dividend Tax Act (Wet op de Dividendbelasting 1965), the Tax Regulation for the Kingdom of the Netherlands, the Tax Regulation for the country of the Netherlands, or a treaty preventing double taxation, have the right to deduction on or rebate of dividend taxes paid in the Netherlands. These might include domestic (to the Netherlands) or comparable foreign pension funds and other earnings-tax exempt investors.

This Prospectus may not be offered or sent to any person in the United Kingdom, unless the person in question is covered by Article 49 paragraph 2 of the Financial Service and Markets Act 2000 (Financial Promotion) Order 2001 of the United Kingdom, as last amended, or is otherwise a person to whom this Prospectus may legitimately be offered or sent.

This Prospectus is governed exclusively by Dutch law and replaces all previously published prospectuses of the Fund. This Prospectus is originally published in English, and in relation to any translations, the English Prospectus is binding except for the articles of association for which the Dutch text is binding.

A Key Information Document has been drawn up for each Share Class of the Fund with information about the product, the costs and the risks. Avoid unnecessary risk – read the Key Information Document.

The Fund expressly advises interested parties to consult their own tax advisor in order to obtain advice about the tax consequences associated with an investment in the Fund.

## 4. GENERAL INFORMATION ABOUT THE FUND

### Legal information

On 1 January 2023 the name of this fund changed from Robeco Customized US Large Cap Equities N.V. into Robeco US Large Cap Equities N.V. The Fund is an investment company with variable capital as defined by Section 2:76a of the Dutch Civil Code. It was incorporated under Dutch law by notarial deed executed on 5 August 2014 past before civil-law notary Mr. C.J. Groffen LL.M. The Fund has its registered office in Rotterdam, and is registered in the Trade Register of the Rotterdam Chamber of Commerce under number 6120668. The Legal Entity Identifier (LEI-code) of the Fund is 5493005UWYUHCCQ0EW87.

The Fund is a UCITS. Restrictions to the investment policy of UCITS are in place to help protect investors. The key restrictions mean, in short, that the aim of a UCITS is only to invest in financial instruments or other liquid financial assets while applying the principle of risk diversification. Based on the UCITS Directive, UCITS shares or units may be sold with few restrictions in other European Union member states, as well as in states that, though not EU members, are signatories to the European Economic Area.

### Management Board and The Manager

RIAM is the only director under the Articles of Association of the Fund. The Manager's board of directors consists of K. van Baardwijk and M.C.W. den Hollander. In addition I.R.M. Frielink, A. Eser, T. Ligtvoet, J. Gottmers and S. van den Akker have been appointed as day-to-day policymakers of the Manager. These persons may also be members of the management boards of Affiliated Entities.

RIAM is also the manager of the Fund within the meaning of Section 1:1 of the Wft. RIAM has been granted a license by the AFM to act as manager under the terms of Section 2:69b, with complementary services pursuant to Section 2:97, third paragraph of the Wft.

The Fund has entered into a Management Company Services agreement with RIAM whereby RIAM is appointed as Manager and the tasks delegated to RIAM include the following: (1) implementing the management of the Fund Assets in accordance with the investment policy, (2) performing the financial administration of the Fund and (3) marketing and distributing the Fund. Implementation of the management of the Fund Assets in accordance with the investment policy means the Manager may use (i) derivative instruments, and (ii) techniques and instruments for efficient portfolio management. The Manager receives a management fee for its activities as manager of the Fund. For the amount and method of calculation of the management fee, please refer to the section entitled 'Costs and fees'.

The Manager executes transactions in derivative financial instruments on behalf of the Fund. The Manager has obtained a license from the AFM. The Manager is a company incorporated under Dutch law. The result realized on transactions in derivative financial instruments (whether positive or negative) is exclusively for the account of the Fund (including costs) and will be further specified in the financial statements of the Fund.

In the event of a possible conflict of interests concerning the services, the Manager will inform the compliance officer of this in writing. Regardless of the above, the Manager shall have the freedom to act as a manager for any other person or persons considered to be suitable, and nothing in this document shall bar the Manager from concluding or entering

into financial, banking, commercial, advisory or other transactions (including but not limited to transactions in derivative financial instruments) or for the account of others as permitted by applicable laws and regulations.

RIAM sees sustainability as a long-term driver for structural change in countries, companies and markets. And RIAM believes companies with sustainable business practices are more successful.

RIAM acts in accordance with the United Nations Global Compact and the OECD Guidelines for Multinational Enterprises to assess the companies, where principles about human rights, labor standards, the environment and anti-corruption are taken into consideration and may lead to an exclusion of the companies from the investment universe if breached. Furthermore companies involved in the production or distribution of controversial weapons and companies involved in the production of tobacco are excluded from the investment universe of the fund. In addition to this financially material Environmental, Social and Governance issues are integrated into the investment decision making process of the fund. Lastly RIAM exercises its voting rights and engages with companies with the goal of improving sustainability practices and creating long term value. RIAM strongly believes taking these matters into account makes for better informed investment decisions. More information on this topic and policies can be found on [www.robeco.com/si](http://www.robeco.com/si).

#### *Boston Partners Global Investors Inc.*

RIAM has outsourced management of the Fund Assets to Boston Partners Global Investors Inc., an Investment Adviser incorporated under US law and domiciled in New York, in the United States of America.

RIAM is also director and manager under the Articles of Association of Affiliated Funds. Information about these funds can be found on the Website.

The AFM has reviewed this Prospectus. The Prospectus meets the provisions of Section 118, Subsection 1 and Appendix I to the BGfo.

#### **The Supervisory Board**

A Supervisory Board of RIAM was appointed in May 2016 to supervise RIAM and the investment institutions managed by RIAM. The Supervisory Board consists of M.F. Slendebroek, S. Barendregt-Roojers, S.H. Koyanagi, M.A.A.C. Talbot and I. Lurvink.

#### **Depositary**

The fund has appointed J.P. Morgan SE, Amsterdam Branch, operating from its Dutch branch office, as Depositary of the Fund within the meaning of Section 4:62m, Subsection 1 of the Wft. The Depositary is responsible for supervising the Fund insofar as required under and in accordance with the applicable legislation. The Manager and J.P. Morgan SE, Amsterdam Branch have concluded an agreement concerning custody (the Depositary Agreement). Upon request, the Depositary Agreement will be made available to Shareholders by the Manager at a charge equivalent to no more than the cost of producing a copy thereof.

The Depositary holds the assets of the Fund in custody. The Depositary confirms that these assets have been acquired by the Fund and that this is recorded in the accounts. The Depositary will carry out this custodial duty. Up-to-date information concerning any delegation will be provided at the request of Shareholders.

#### Key tasks

The main tasks the Depositary will carry out within the context of holding the Fund's investments in custody are as follows:

- (i) monitoring and checking the Fund's cash flows, including payments from and to entering and exiting Shareholders;
- (ii) holding in custody the assets of the Fund, including establishing that the assets have been acquired by the Fund and that this has been recorded in accounts;
- (iii) establishing that the issuance, repurchase, repayment and withdrawal of the Fund's Shares takes place in accordance with the Terms and Conditions and the applicable legislation and regulations;
- (iv) checking whether the net asset value of the Fund is determined in the correct manner and periodically checking whether the procedures followed for this meet requirements, as well as checking that the equivalent value of transactions relating to the Fund Assets is transferred;
- (v) checking that the income from the Fund is used as prescribed in the applicable legislation and regulations and in the Terms and Conditions;
- (vi) carrying out the Manager's instructions, unless these are in conflict with the Terms and Conditions or the applicable laws and regulations.

#### Dismissal/resignation of the Depositary

The Depositary may be dismissed by the Manager, or resign, for certain reasons and subject to the relevant conditions laid down in the Depositary Agreement. If the Depositary intends to step down or is to be dismissed, the Manager shall appoint a successor to the Depositary in accordance with the applicable legislation.

#### Depositary's liability

The Depositary is liable to the Fund and/or the Shareholders for the loss of any financial instrument held in custody by the Depositary or by a third party to whom custody has been delegated. The Depositary is not liable if it can prove that the loss is a result of an external event over which it has no reasonable control and the consequences of which were unavoidable, despite all reasonable efforts to prevent them.

The Depositary is also liable to the Fund and/or the Shareholders for all other losses that they incur because the Depositary fails intentionally or as a result of negligence to comply with its obligations under this Depositary Agreement. Shareholders may invoke the liability of the Depositary indirectly through the Manager. If the Manager is unwilling to cooperate with such a request, the Shareholders may submit the damages claim directly to the Depositary.

The current list of sub-custodians and other delegates used by the Depositary is available at the Website, and the latest version of such list may be obtained by investors upon request.

As part of the normal course of global custody business, the Depositary may from time to time have entered into arrangements with other clients, funds or other third parties for the provision of safekeeping and related services. Within a multi-service banking group such as JPMorgan Chase Group, from time to time conflicts may arise as a result of the relationship between the Depositary and its safekeeping delegates, for example, where an appointed delegate is an affiliated group company and is providing a product or service to a fund and has a financial or business interest in such product or service or where an appointed delegate is an affiliated group company which receives remuneration for other related custodial products or services it provides to the funds, for instance foreign exchange, securities lending, pricing or valuation services. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will at all times have regard to its obligations under applicable laws.

Up-to-date information regarding the description of the Depositary's duties and of conflicts of interest that may arise therefrom as well as from the delegation of any safekeeping functions by the Depositary will be made available to investors on request.

Depositary's background

J.P. Morgan SE has its registered office at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany and is registered with the commercial register of the local court of Frankfurt am Main under number HRB 126056. J.P. Morgan SE is a credit institution subject to direct prudential supervision by the European Central Bank (ECB), the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin) and Deutsche Bundesbank, the German Central Bank.

The Depositary carries out its duties from the Dutch branch that was established on 22 January 2022 and is located at Strawinskylaan 1135, 1077 XX Amsterdam. J.P. Morgan SE, Amsterdam Branch is registered in the Netherlands Chamber of Commerce under number 72610220 and is subject to the supervision of the aforementioned home State supervisory authorities as well as local supervision by the Dutch Supervisory Authority (Autoriteit Financiële Markten, "AFM") and the Dutch Central Bank (De Nederlandsche Bank, "DNB"). The Depositary is a 100% subsidiary of JPMorgan Chase Bank N.A. that is part of JPMorgan Chase & Co. For a schematic overview, please refer to the Website.

**Auditor**

Forvis Mazars Accountants N.V. has been appointed as the Fund's auditor.

**Address details**

<u>Fund</u>	<u>Manager</u>	<u>Depositary</u>	<u>Auditor</u>
Robeco US Large Cap Equities N.V.	Robeco Institutional Management B.V.	Asset J.P. Morgan SE, Amsterdam Branch	Forvis Mazars Accountants N.V.
Weena 850 3014 DA Rotterdam	Weena 850 3014 DA Rotterdam	Strawinskylaan 1135 1077 XX, Amsterdam	Watermanweg 80 3067 GG Rotterdam
Postbus 973 3000 AZ Rotterdam	Postbus 973 3000 AZ Rotterdam	The Netherlands	Postbus 23123 3001 KC Rotterdam
The Netherlands Tel. +31 (0)10 224 1224	The Netherlands Tel. +31 (0)10 224 7000	The Netherlands Tel. +31 (0)20546 9700	The Netherlands Tel. +31 (0)88 277 15 76

**Affiliated Entities and Affiliated Funds**

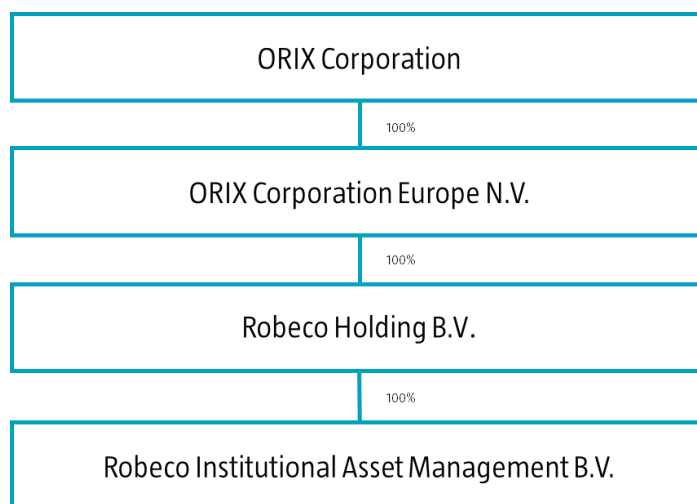
The Manager and the Fund are affiliated with Affiliated Entities or other Affiliated investment institutions. The Manager is a 100% subsidiary of Robeco Holding B.V. The latter company is a wholly owned subsidiary of ORIX Corporation Europe N.V. which is wholly owned by ORIX Corporation. ORIX Corporation does not have a meaningful say in or significant influence on the business policy of the Manager. Go to the Website for the relevant diagram.

In addition to services of other market parties, the Fund and the Manager may use the services of Affiliated Entities or Affiliated Parties. The services or transactions that will or may be performed by or with Affiliated Entities or Affiliated Parties may include: treasury management, derivatives transactions, custody of financial instruments, lending of financial instruments, issuance and repurchase of Shares, credit extension, the purchase and sale of financial instruments on regulated markets or through multilateral trading facilities. All these services and transactions are executed at market rates.

The Manager does not expect to execute any transactions with Affiliated Entities, Affiliated Funds or Allied Parties in financial instruments outside regulated markets or multilateral trading facilities. Insofar as such transactions do take place at any time, prices will always be based on an independent valuation.

### Structure RIAM

The chart below shows the position of the relevant entities referred to in the Prospectus and the relevant shareholding relationships between them .



### Outsourcing

#### Administration

The Manager has entered into a Fund Administration Specific Services Agreement with J.P. Morgan SE, Luxembourg Branch by virtue of which J.P. Morgan SE, Luxembourg Branch is responsible for the financial administration, calculating the Net Asset Value and maintaining the accounting records of the Fund. J.P. Morgan SE, Luxembourg Branch is registered in the Luxembourg Trade and Companies' Register (RCS) under number B255938 and is subject to the supervision of the aforementioned home State supervisory authorities as well as local supervision by the CSSF.

#### Transfer agent

The Manager has concluded a Transfer Agency Agreement with J.P. Morgan SE, Luxembourg Branch on behalf of the Fund by virtue of which J.P. Morgan SE, Luxembourg Branch will be responsible for evaluating, accepting, and processing of all off-exchange orders. In its capacity of Transfer Agent, J.P. Morgan SE, Luxembourg Branch is responsible for processing the issue and repurchase of Shares and updating the register.

### Fund Agent

The Manager has concluded a fund agency agreement with ING Bank N.V. on behalf of the Fund by virtue of which ING Bank N.V. will act as an agent on the stock exchange and be responsible for evaluating and accepting the sale and purchase orders entered in the securities order book in accordance with the conditions set out in this Prospectus. This agreement is available for inspection by Shareholders at the Manager's offices.

**ENL agent and Paying Agent**

The Fund and ING Bank N.V. have entered into an agreement whereby ING Bank N.V. is appointed as both the ENL (Euroclear Netherlands) agent and the principal paying agent of the Fund.

**Lending Agent**

The Manager has, on behalf of the Fund, appointed J.P. Morgan SE, Luxembourg Branch as Lending Agent to conclude securities lending transactions for the account of the Fund.

**Relationship with Robeco Nederland B.V.**

The Fund and RIAM do not employ personnel. RIAM has entered into an agreement with Robeco Nederland B.V., the central service entity, with respect to the provision of, among other things, personnel by Robeco Nederland B.V.

**Stichting Robeco Funds**

For various funds managed by (an Affiliated Entity of) RIAM, Robeco has centralized cash flows between investors and such funds via Stichting Robeco Funds ("SRF"). As a consequence, investors making (additional) subscriptions to various funds will only be required to make one aggregate payment to SRF and investors entitled to redemptions from various funds will receive only one aggregated redemption payment from SRF. Investors making a subscription for one fund but requesting a redemption for another fund at the same time, in principle will either be required to make or will receive a net payment. SRF may in its sole discretion decide not to net subscription and redemption amounts.

SRF functions at the instructions of the funds and has a passive, flow-through role. It is not envisaged to establish a legal relationship between the investors and SRF. Payments made to SRF will be regarded as payments made to the funds and an investor will be entitled to units in the fund(s) upon full and timely satisfaction of the investor's obligations towards the fund(s) as further described in the prospectus. In case of a redemption, the obligation to make the redemption payment is an obligation of the relevant fund and the investor will have recourse against the fund as long as the relevant redemption payment is not made by SRF. As a consequence, any non-performance by SRF will be for the account of the involved fund(s), which may hold SRF accountable in case of attributable failures.

Robeco Institutional Asset Management B.V. is the sole member of the management board of SRF.

**Data protection and voice recording**

The Manager and the Transfer Agent may process personal data of a Shareholder (such as the name, gender, e-mail address, postal address, address, account number) in connection with the management of the commercial relationship, processing of orders, the keeping of Shareholder's register of the Fund, provision of financial and other information to the Shareholders, compliance with applicable laws and regulations, including anti-money laundering and fiscal reporting obligations. The processing of personal data by the above-mentioned entities can imply the transfer to and processing of personal data by affiliated persons or entities that are established in countries outside of the European Union. In this case, a level of protection comparable to that offered by EU laws will be aimed for. Shareholders should be aware that personal data can be disclosed to service providers, only on a need to know basis and after the closure of a data processor agreement, or, if obliged by law, to foreign regulators and/or tax authorities.

The processing of personal data by the above-mentioned entities can imply the transfer to and processing of personal data by affiliated persons or entities that are established in countries outside of the European Union. In this case, a level

of protection comparable to that offered by EU laws will be aimed for. Shareholder's should be aware that personal data can be disclosed to service providers, only on a need to know basis and after the closure of a data processor agreement, or, if obliged by law, to foreign regulators and/or tax authorities.

The Manager and/or the Transfer Agent may disclose personal data to their agents, service providers located in the EU or outside the EU, only based on an EU Model Contract or Corporate Binding Rules. If required by force of law personal data can be disclosed to the regulatory authority indicated in the relevant laws and regulations, such as, but not limited to, Dutch or foreign (ultimately) tax authorities (including for the exchange of this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions as agreed in FATCA, the CRS, at OECD and EU levels or equivalent Dutch legislation), Dutch financial intelligence units.

Pursuant to the European General Data Protection Regulation (GDPR), Shareholders have a right of access to their personal data kept by the Manager or Transfer Agent and ask for a copy of the data. Besides that the shareholders have the right to rectify any inaccuracies in their personal data held by the Manager by making a request to the Manager in writing and to have it removed (as long as this is possible due to legal obligations).

The Manager and Transfer Agent will hold any personal information provided by investors in confidence and in accordance with Data Protection Legislation. Personal data shall not be held for longer than necessary with regard to the purpose of the data processing, subject always to applicable legal minimum retention periods.

Shareholder's are informed that telephone conversations with the Manager and the Transfer Agent or other service provider(s) may be recorded as a proof of a transaction or related communication or as otherwise required pursuant to applicable sectorial laws. Recordings will be conducted in compliance with and will benefit from protection under Dutch applicable laws and regulations and shall not be released to third parties, except in cases where the Manager and the Transfer Agent or other relevant service provider(s) are compelled or entitled by law or regulation to do so. Recordings may be produced in court or other legal proceedings with the same value in evidence as a written document.

Reasonable measures have been taken to ensure confidentiality of the personal data transmitted between the parties mentioned above.

The Manager will accept no liability to the fullest extent permitted by applicable laws with respect to any unauthorized third party receiving knowledge and/or having access to the Investors' personal data, except in the event of willful negligence or gross misconduct of the Manager.

Should you require additional details regarding the collection, utilization, disclosure, transfer, or processing of your personal data, or if you wish to exercise any rights in relation to personal data, please address questions and requests to: The Manager's Data Protection Officer, Weena 850, NL-3014 DA Rotterdam, The Netherlands or via [DPO@robeco.com](mailto:DPO@robeco.com).

Detailed and up-to-date information regarding the processing of the personal data related to an Investor (including any natural person in connection thereof) can be found in the privacy notice, a current version of which is available and can be accessed or obtained online at: <https://www.robeco.com/en/riam/privacy-and-cookie-statement>.

## 5. CAPITAL, SHARES AND PRIORITY SHARES

The Fund's authorized capital is described in detail in the Articles of Association.

### Share Classes

The ordinary Shares in the Fund are divided into four series specified by the letters A, B, C and D, whereby each series is referred to as a Share Class. A Share Class as referred to above invests according to the investment policy as described in the section entitled 'Investment Policy'. A Share Class as such is not a legal entity and the Share Classes do not constitute segregated assets. However, the price of each Share Class is formed separately due to the difference in the cost and fee structure. For specific information about each Share Class, see the relevant Share Class Specifications. For the time being, only Share Class A and B are available for trading. The Management Board reserves the right, with due observance of the provisions in the Articles of Association, to open, as it deems desirable, a new Share Classes in addition to (the) existing Share Class(es). Information about the opening and closing of Share Classes will be published on the Website.

**Robeco US Large Cap Equities – EUR G Share Class:** This Share Class is referred to in the Articles of Association with the letter A. The cost and fee structure of this Share Class does not include any distribution fee paid to distributors for the provision of investment services to Shareholders. There will be no currency hedging within this Share Class.

**Robeco US Large Cap Equities – EUR X Share Class:** This Share Class is referred to in the Articles of Association with the letter B. The cost and fee structure of this Share Class does not include any distribution fee paid to distributors for the provision of investment services to Shareholders. There will be no currency hedging within this Share Class. Access to the Share Class may only be obtained if agreed by the Manager.

### Registered shares

The Shares are in registered form and the Management Board maintains a Register of Shareholders that lists the holders of the registered shares in the Robeco US Large Cap Equities – EUR G Share Class and Robeco US Large Cap Equities – EUR X Share Class. *Necigef (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., [Netherlands Central Institute for Securities Giro Transactions])* operating under the trade name of Euroclear Nederland will - upon delivery by an admitted institution - be registered as holder of Shares in the Register of Shareholders. Under the Securities (Bank Giro Transactions) Act [*Wet giraal effectenverkeer*], rights of a Shareholder with respect to book-entry Shares take the form of a joint right of ownership (share) in a collective deposit. An admitted institution holds a collective deposit at Euroclear Nederland. Records of the rights of ownership are kept by the admitted institution in the Shareholder's account held at the relevant admitted institution.

<i>Designation</i>	<i>Share class</i>	<i>Share type</i>	<i>ISIN</i>
<i>Articles of Association</i>			
A	Robeco US Large Cap Equities – EUR G	Registered	NL0010831046
B	Robeco US Large Cap Equities – EUR X	Registered	NL0012650717

**Priority Shares**

The Priority Shares are held by Robeco Holding B.V. Special rights are associated with the Priority Shares. These rights are: (1) to draw up a binding recommendation for the appointment of managers under the Articles of Association, (2) to determine the remuneration and the terms of employment of each manager under the Articles of Association with due observance of remuneration policy confirmed by the General Meeting of Shareholders, (3) to make proposals to amend the Articles of Association and dissolve the Fund, and (4) to designate one or persons as representatives of the Fund in the event of a conflict of interest between the Fund and the Management Board.

**Stock-exchange listing**

The Robeco US Large Cap Equities – EUR G Share Class is admitted to trading on Euronext Amsterdam, segment Euronext NAV Fund Services Facility.

## 6. INVESTMENT POLICY

### Investment objective

The aim of the Fund is to provide long term capital growth while at the same time promoting certain ESG (i.e. Environmental, Social and corporate Governance) characteristics and integrating sustainability risks in the investment process. The Fund will invest at least two-thirds of its total assets in equities of large cap companies incorporated or exercising a preponderant part of their economic activities in the United States. The Fund will focus on investing in large cap companies that are undervalued and combine attractive valuation with a catalyst for change. The Fund defines large cap companies as companies with a market capitalization of USD 2 billion or more.

### Investment universe and stock selection

The investment universe mainly focuses on large companies in the US. Its bottom-up stock selection process identifies undervalued stocks and is guided by a disciplined investment approach, intensive internal research and risk aversion. The Fund promotes environmental and/or social characteristics within the meaning of Article 8 of the Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial sector. The Fund strives for economic results, while at the same time taking into account environmental, social and governance characteristics which are further explained in Appendix II. The Fund is actively managed. The majority of stocks selected will be components of the benchmark, but stocks outside the benchmark may be selected too. The investment policy is not constrained by a benchmark but the Fund may use a benchmark for comparison purposes. The Fund can deviate substantially from the issuer, country and sector weightings of the benchmark. There are no restrictions on the deviation from the benchmark. In addition to ESG Integration, other sustainability criteria, as defined and disclosed in Appendix II, are taken into account in the management of the Fund.

### Investment restrictions

As a UCITS, the Fund is bound by investment restrictions.

The key investment restrictions applying to a UCITS are stated in UCITS Directive 2009/65/EG and, for Dutch UCITS, as adopted in the Dutch Market Conduct Supervision (Financial Institutions) Decree (BGfo). The provisions of this Decree that are valid on the prospectus date are given in Appendix I. The Fund may invest up to 10% of the assets under management in Affiliated Funds and other investment institutions.

### Investments portfolio

For an overview of the investment portfolio and various divisions on the basis of this portfolio (such as sector and country allocation), reference is made to the Fund's Website, annual reports and financial statements.

### Benchmark

This Fund is actively managed and does not use a Benchmark for its investment policy. The Russell 1000 Value Index (Total Return) (EUR) Index is used as a reference to compare the Fund's performance.

### Currency policy

The fund mainly invests in stocks issued in foreign currencies (USD). The fund does not have an active currency policy.

**Derivative instruments**

Exchange traded and over-the-counter derivatives are permitted, including but not limited to futures, swaps, options and currency forwards. The Fund will invest in derivatives for investment purposes as well as for hedging and efficient portfolio management.

**Collateral**

The Fund may request counterparties to provide collateral on a daily basis to cover the exposure to the counterparties in question arising from derivative financial instruments. The collateral received by the Fund must meet the requirements of the applicable laws and regulations, in particular with regard to liquidity, valuation, creditworthiness of the issuer, correlation and diversification.

Non-monetary collateral received by the Fund for these transactions shall not be sold, reinvested or pledged.

The collateral received in connection with these transactions must meet the criteria as defined in relevant legislation and regulations. The collateral may not consist of financial instruments issued by the counterparty or one of its legal entities. The collateral may not be strongly correlated with the counterparty's performance.

Eligible collateral includes:

- (i) bonds issued or guaranteed by an EU Member State, a state that is a member of the OECD, local authorities thereof or by supranational institutions and organizations with a community, regional or international;
- (ii) investment-grade corporate bonds issued by a company in an EU Member State or a member state of the OECD;
- (iii) shares or units issued by money-market UCITS which calculate their net asset value daily and are rated at 'AAA' or equivalent;
- (iv) shares or units issued by UCITS that invest chiefly in bonds or equities stated under (v) and (vi) below;
- (v) equities included in an index listed on a stock exchange in an EU Member State, a member state of the OECD Hong Kong or Singapore;
- (vi) equities admitted to trading or which will be traded on a regulated market of an EU Member State or on a stock exchange in a member state of the OECD, on condition that these equities are included in an index; or
- (vii) cash.

Cash collateral received from a derivative transaction is not subject to a 'haircut'. The term 'haircut' means that the value of collateral provided in cash would be assigned a lower value than the face value.

Cash collateral received from securities lending is subject to a margin grid that reflects the haircut (see paragraph "Lending of financial instruments").

The Fund may re-invest cash it receives in relation with these transactions in accordance with the Fund's investment objectives in:

- (a) shares issued by money-market UCITS, as defined in the applicable laws and regulations, that calculate a net asset value on a daily basis and have a rating of 'AAA' or similar;

(b) short-term bank deposits at a credit institution established in an EU Member State or, if its registered office is located in a third country, is subject to prudential regulations that the AFM considers to be equivalent to the regulations of EC legislation;

(c) high-rated bonds issued or guaranteed by an EU Member State, Switzerland, Canada, Japan or the United States, or by the local authorities or supranational institutions and institutions with EU-wide, regional or global scope; and

(d) reverse repurchase agreement transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund can recall at any time the full amount of cash on an accrued basis. Such reinvestment will be taken into account for the calculation of the Fund's global exposure, in particular if it creates a leverage effect.

None of these actions may in any event lead to the Fund deviating from its investment policy and restrictions.

Regarding transactions in derivative financial instruments, the Manager is responsible for the administration of the transactions and the collateral, the valuation of the transactions and the collateral at the market price and the substitution of the collateral. The transactions and the collateral are measured at the market price on a daily basis.

#### **Selection of counterparties**

In terms of counterparty risk, procedures have been established relating to the selection of counterparties. More information about these procedures is provided in the section entitled 'Management of Financial Risks'.

#### **Cash policy**

The Fund may hold a limited position in cash, for example, to provide for inflow and outflow of capital. As a debtor, the Fund may enter into temporary loans to a maximum of 10% of the Fund Assets.

#### **Reverse repurchase agreements**

Reverse repurchase agreements may be used to collateralise cash positions and mitigate counterparty exposure. The expected proportion of the Fund Assets that could be subject to reverse repurchase transactions is 0-5% and subject to a maximum of 15%. The Manager may appoint a third party, that may be related to the Depositary, to conduct these transactions. The net revenues from reverse repurchase transactions will be solely for the account of the Fund, net of reasonable operational costs and fees. The annual report shall contain details of the revenues arising from the reverse repurchase transactions, together with the direct and indirect operational costs and fees incurred.

#### **Total risk**

Since the Fund may use derivative instruments and may enter into temporary loan agreements, on which basis borrowed money can be invested, leveraged financing may arise. The total risk to the Fund, measured on the basis of obligations incurred (Commitment Method), is set to a maximum of 210% (as a ratio between the exposure of the Fund and the Fund Assets). This is a maximum level, intended for exceptional circumstances. In the absence of leveraged financing, the percentage will be 100%. The expectation is that the average level of the total risk under normal conditions will be around 100%. An overview of the actual levels of leveraged financing will be given in the annual financial statements.

#### **Lending of financial instruments**

To increase the total investment result of its investment portfolio, the Fund may lend financial instruments from the investment portfolio to other financial institutions (securities lending). Securities lending transactions are entered into

almost exclusively on the basis of standard contracts developed by the International Securities Lending Association ('ISLA'). The Fund may enter into securities-lending transactions up to a maximum value of 100% of the investment portfolio, irrespective of the type of investment. The expectation is that the average portion of the portfolio lent out annually shall be limited (<20%). The Fund will ensure that the risks arising from these securities-lending transactions (exposures – including counterparty risks) will be limited by means of collateral, as is normal market practice. In addition, the creditworthiness of lending counterparties will be monitored. The collateral received by the Fund must meet the requirements of the applicable laws and regulations, in particular with regard to liquidity, valuation, creditworthiness of the issuer, correlation and diversification.

The collateral obtained in connection with the lending of financial instruments must meet the criteria stated in the section 'Collateral'. To mitigate counterparty exposures, cash received from securities lending will be collateralised via short term reverse repurchase transactions.

For transactions involving securities lending, the standard practice is that collateral is received by a tri-party agent, and in specific cases (e.g. government bonds) bilateral collateral may also be received. In case of received bilateral collateral, the collateral is administered, monitored and valued by the Lending Agent. Received bilateral collateral will be held in custody in a separate account of the Depositary.

If collateral is received by a tri-party agent, the ownership of the collateral is transferred to and held in custody for the Fund in a tri-party account by the Depositary in accordance with applicable laws and the Depositary's obligations under the Depositary Agreement. Collateral is valued by the tri-party agent that acts as intermediary between the two parties in a securities lending transaction. In this case, the tri-party agent is responsible for the administration of the collateral, the valuation at market price and the substitution of the collateral. The securities lent and the collateral are valued at market prices on a daily basis in a similar manner and frequency as the shares of the Fund and are monitored by the Lending Agent.

The collateral margin received by the Fund from its counterparties typically ranges between 102% and 110%. The margin may be changed without notice to reflect current market conditions. Margin depends on the type of securities being lent and the type of collateral received (equities, bonds or cash), the type of issuer (government or corporate), currency mismatches and the correlation between the securities lent and the collateral received. In normal circumstances, the collateral received as security for the lending of securities will exceed the market value of the securities lent. Every day, the collateral is assessed to determine whether it provides adequate cover for the value of the financial instruments that have been lent (mark-to-market). Additional collateral is requested if the collateral held is no longer adequate to cover the securities that have been lent. An assessment is made on a daily basis to what extent the received collateral is sufficient in relation to the margin; in addition, it is also assessed on a daily basis whether the margins are still sufficient. No other reevaluations of the collateral take place. The collateral may be executed if the securities-lending agreement in question is not complied with. The collateral may be subject to a right of pledge if this is established in the agreement in question.

The entire asset base of the Fund is potentially available for securities lending, as long as the assets are sufficient for securities lending and the Fund can meet redemption requests at all times. Securities-lending transactions may not affect the management of the Fund in accordance with the investment policy.

**Voting policy**

The Manager aspires to exercise its voting right on shares held by the Fund throughout the world. The Manager does this because it is convinced that good corporate governance in the longer term is beneficial to shareholder value. The Manager's corporate governance policy is based on the internationally accepted principles of the International Corporate Governance Network (ICGN). These principles form a broad framework for the assessment of companies' corporate governance. They provide enough scope for companies to be assessed on the basis of local standards, national legislation and codes of conduct for corporate governance. Circumstances specific to individual companies are also taken into account, as is the management's explanation of the company's policies.

If the shares of an investment position have been lent out, the voting rights attached to those shares may not be exercised during general meetings of shareholders. If an important event were to occur, the shares that have been lent out may be recalled in order for the voting rights attached to these shares to be able to be exercised. More information about the voting policy is published on [www.robeco.com](http://www.robeco.com).

**Performance**

Please refer to the Fund's annual reports and annual financial statements for the return achieved, a comparative overview of the development of the Fund Assets and the Fund's income and expenditure over the last three Financial Years.

## 7. RISK CONSIDERATIONS

### Risk profile of the Shareholder

The Fund is suitable for investors who see investment institutions as an easy way to benefit from developments in the capital markets. The Fund is also appropriate for more experienced investors with well-defined investment objectives and who must be able to absorb sizeable temporary losses. Investors in this Fund should have experience with volatile products. The Fund is suitable for investors who can afford to set aside the capital that they have invested in the Fund for at least five to seven years.

### Sustainability risk profile of the Fund

The sustainability risk profile can be split into different sustainability risk sources and expressed using five categories, ranging from (1) very low risk till (5) very high risk. The risk classification relates to both the probability and potential negative impact of sustainability risk on the portfolio return. The classification relates to the portfolio only: there is no comparison to any benchmark.

Robeco distinguishes between sustainability risk of companies and governments. For companies, there is a total risk classification, a classification of environmental risks, a classification of social risks, and a classification of governance risk. The classifications are based on a variety of Environmental, Social, and Governance (ESG) issues provided by a third party that is specialized in the assessment of sustainability risks. The classification provides an indication of the probability and potential impact of an ESG event in the period of one year.

<i>Company Risk</i>	<i>Very Low</i>	<i>Low</i>	<i>Medium</i>	<i>High</i>	<i>Very High</i>
Sustainability Risk (Overall)			X		
Environmental Risk		X			
Social Risk			X		
Governance Risk		X			

Robeco makes use of a climate risk metric provided by a third party specialized in climate risk. Based on a 1.5-degrees decarbonization pathway, the potential impact of climate transition risk is estimated. This is a reflection of the potential decarbonization costs for the next 80 years, of which the heavy point is estimated to be approximately in 15 years. This impact on return is compared to the market risk profile of the fund and turned into risk classification.

<i>Company Risk</i>	<i>Very Low</i>	<i>Low</i>	<i>Medium</i>	<i>High</i>	<i>Very High</i>
Climate Transition Risk		X			

Climate change leads to extreme weather events that may have a negative economic impact on investments. Based on a climate risk model provided by a third party specialized in climate risk, the physical risks that the portfolio is most vulnerable to are assessed. This fund's primary physical risks are (1) Extreme Heat, (2) Coastal Flooding, and (3) Tropical Cyclone.

Climate risk models are complex and surrounded by a high degree of uncertainty as result of assumptions and availability of data. As result, a change in the methodology may lead to a change in the risk classification. The climate risk model assesses the potential costs for decarbonizing for companies. Active policies and ambitions of companies are not taken into account contrary to the 'ESG' scores that focus on policies and ambitions.

**Risks associated with the Fund**

Potential investors in Shares should be aware that considerable financial risks are involved in an investment in the Fund. The value of the Shares may increase or decrease. For this reason, potential investors must carefully consider all information in the Prospectus before deciding to buy Shares. In particular, they should take due account of the following significant and relevant risks as well as the investment policy (see 'Investment Policy' section). The risks below relate to the Fund, either through direct investments, or through investments in other investment institutions (indirect investments).

**a) General investment risk**

The value of investments may fluctuate. Past performance is no guarantee of future results. The value of a share depends upon developments in the financial markets and may both rise and fall. Shareholders run the risk that their investments may end up being worth less than the amount invested or even worth nothing. General investment risk can be broken down into different types of risk:

Market Risk

The value of the Shares is sensitive to market fluctuations in general, and to fluctuations in the price of individual financial instruments in particular. In addition, investors should be aware of the possibility that the value of investments may vary as a result of changes in political, economic or market circumstances, as well as changes in an individual business situation. Therefore no guarantee can be given that the investment objective of the Fund will be realized. Nor can it be guaranteed that the value of a Share will never fall to below the value at which the Shareholder purchased the Share.

Concentration risk

Based on its investment policy, the Fund may invest in financial instruments from issuing institutions that operate entirely or mainly within the same sector or region, or in the same market. If this is the case – due to the concentration of the investment portfolio of the Fund – events that have an effect on these issuing institutions may have a greater effect on the Fund Assets than in the case of a less concentrated investment portfolio.

Currency risk

The currency in which a share class is denominated can differ from the currency / currencies of the financial instruments in which the Fund invests. If this currency risk is not hedged, currency fluctuations may occur that may have either a negative or a positive effect on the investment result of the Fund.

Risk of premature termination

In case of dissolution of the Fund, the balance on liquidation will be distributed to the Shareholders in proportion to the number of Shares they hold. It is possible that on liquidation the value of a Share will have fallen to below the value at which the Shareholder purchased the Share.

Inflation risk

As a result of inflation (reduction in value of money), the actual investment income of the Fund may be eroded.

**b) Counterparty risk**

A counterparty of the Fund may fail to fulfill its obligations towards the Fund.

### Over The Counter (OTC) transactions

In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which cash deposits, currency, forwards, spots and options, credit default swaps and, total return swaps are generally traded) than of transactions entered into on organized exchanges. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, a fund entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that a fund will sustain losses.

OTC derivatives may expose the Fund to the risk that the counterparty will not settle a transaction in accordance with its terms, or will delay the settlement of the transaction, because of a dispute over the terms of the contract (whether or not bona fide) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. Counterparty risk is generally mitigated by the transfer or pledge of collateral. The value of the collateral may fluctuate, however, there are no assurances that the value of collateral held will be sufficient to cover the amount owed to the Fund.

The Fund may enter into OTC derivatives cleared through a clearinghouse that serves as a central counterparty. Central clearing is designed to reduce counterparty risk and increase liquidity compared to bilaterally-cleared OTC derivatives, but it does not eliminate those risks completely. For OTC derivatives that are cleared by a central counterparty clearing house (CCP), the Fund is required to post margin with the clearing broker of the CCP. This margin is subsequently transferred by the clearing broker to the CCP. As a result thereof, the Fund is temporarily subjected to counterparty risk on the clearing member of the CCP. During the return of margin by the CCP to the clearing member, the Fund is again temporarily subject to counterparty risk on the clearing member until the clearing member has posted the margin back to the Fund.

There is a risk of loss by the Fund of its initial and variation margin deposits in the event of default of the clearing broker with which the Fund has an open position or if margin is not identified and correctly reported to the Fund, in particular where margin is held in an omnibus account maintained by the clearing broker with the central counterparty. In the event that the clearing broker becomes insolvent, the Fund may not be able to transfer or "port" its positions to another clearing broker.

### Exchange Traded Derivatives (ETD)

For listed derivatives, such as futures and options, where the Fund is not a direct member of various exchanges, clearing services are required from a third party that is a clearing member. This clearing member is required by the clearing house to post margin, which in turn requires the Fund to post margin. Because of risk premiums and netting margins across a multitude of clients, the actual margin posted by the clearing member at the clearing house can be significantly lower than the margin posted by the Fund, implying the Fund runs residual counterparty credit risk on the clearing member.

Counterparty risk may also arise as a result of the lending of instruments. This is described further in the section on the 'Risk of lending financial instruments'.

### Settlement risk

For the Fund, incorrect, non or late payment or delivery of financial instruments by a counterparty may mean that settlement via a trading system cannot take place on time or in line with expectations.

### Custodian risk

The financial instruments in the securities portfolio of the Fund are placed in custody with a reputable bank (Custodian). The Fund runs the risk that its assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the Custodian or sub-custodian appointed by it.

### Outsourcing risk

The risk of outsourcing activities is that the third party cannot meet its obligations, despite existing contracts and that the Fund incurs a loss that cannot or cannot always be recovered from the third party.

## **c) Sustainability risk**

The Manager systematically incorporates sustainability factors, to the extent these present a material risk to a fund, into its investment and portfolio construction processes, alongside traditional financial risk factors. This is done through ESG scoring methodologies using proprietary sustainability research and external resources which are built into the portfolio construction process.

Processes and controls for sustainability risk integration are embedded in a designated Sustainability Risk Policy which is maintained by the risk management function and governed by the Risk Management Committee (RMC). The Sustainability Risk Policy is built on three pillars. The environmental or social characteristics promoted by a fund or sustainable investment objective of a fund is used to identify and assess the relevant material sustainability risk topics. Based on these characteristics or investment objectives sustainability risk is monitored. Sensitivity and scenario analyses are conducted on a frequent basis to assess any material impact climate change risk may have on the portfolio of a fund.

### Impact of sustainability risk on returns

The financial position of investments in the portfolios managed by the Manager may deteriorate due to material sustainability related risks, depending on the investment universe. Sustainability risks can be described using Environmental, Social and Governance (“ESG”) factors.

- Environmental risks reflect how a company or government performs as a steward of nature. Examples of underlying factors to this category are air and water pollution, biodiversity, deforestation, energy efficiency, waste management and water scarcity.
- Social risks reflect how a company or government manages relationships with civilians, employees, suppliers, and the communities where they operate. A few examples are customer satisfaction, data protection and privacy, gender and diversity, employee engagement, community relations, human rights, and labor standards.
- Governance risk deals with a company or governments leadership. This relates to elements such as board composition, audit committee structure, bribery and corruption, executive compensation, lobbying, political contributions, conflicts of interest, and whistleblowers schemes.
- In case any of these dimensions are not managed well, a sustainability risk occurs that may affect the value of the investment. The sustainability risk classification for each element is described per fund.

Climate risk refers to the potential impact on return due to climate change. The distinction is made between climate transition risk and climate physical risk.

Climate transition risk refers to the inherent risk from changing strategies, policies, or investment as society and industry work to reduce its reliance on greenhouse gasses and the impact on climate. The costs that a company could incur to reduce emissions can be either the costs of transitioning towards greener activities or direct costs of carbon taxes. There are also gains from technological opportunities in the transition towards a carbon-neutral economy. This is due to the potential revenue increases that may occur based on market demand. The net result of risks and opportunities reflects the total climate transition risk. Per fund a risk classification of the transition risk is provided. Climate physical risk represents the potential impact on returns due to extreme weather events. These weather events can be classified as acute risk or chronic risk. Chronic refer to longer-term shifts in climate patterns (e.g., sustained higher temperatures) that may cause sea level rise or chronic heat waves. They manifest primarily via reduction in labor productivity/availability or changes in the efficiency of production processes. Acute physical risks occur from rare natural catastrophes such as tropical cyclones in distinct time intervals. Within Robeco the distinction is made between a total of 10 physical risk scenarios. The three most vulnerable weather scenarios are described per fund. The extreme weather scenarios are described in the table below.

<i>Type</i>	<i>Climate Hazards</i>	<i>Description</i>
Acute	Tropical cyclone	Tropical cyclones typically cause severe wind and flood damage.
	Coastal flooding	Sea level rise is the dominating climatic driver of coastal flooding impacts. The impacts can manifest in severe asset damage and prolonged business interruption.
	Fluvial flooding	The core of the fluvial flooding model is very similar to the coastal flooding model. Local flood protection measures are considered, and the same depth damage functions are used to estimate asset damage and business interruption from inundation
	River low flow	Water scarcity on the power production sector, specifically on thermal and hydro power plants, which rely on large amounts of water.
	Wildfire	Wildfires are driven by weather conditions such as drought, high temperatures and evaporation and strong wind, with humans being the dominant force of wildfire ignition.
Chronic	Extreme heat	Extreme heat temperatures reflect the rising mean temperatures overtime, which can impact both productivity and damage costs for companies.
	Extreme cold	Extreme cold has an opposite effect in some assets: as large areas of the northern hemisphere are projected to experience a significant temperature increase, cold extremes become less frequent and the corresponding costs are reduced.
	Heavy precipitation	This is the impact caused on companies' cash flows by the stronger precipitation levels.
	Strong snowfall	This is a factor influenced by impacts on productivity changes caused by strong snowfall levels.
	Severe wind	Severe wind is the impact on companies' cash flows caused by extreme wind levels.

#### **d) Risks attached to the use of derivative instruments**

The value (or price) of a financial derivative instrument is dependent on one or more underlying assets as defined in the instruments standardised or tailored contract. Financial derivatives are subject to a variety of risks mentioned in this section.

**Basic risk**

The ability of the Fund to utilise futures or options for hedging or investment purposes will depend on the degree of correlation between the value of the instrument or market being hedged, or to which exposure is sought and the value of the futures or option contract. Because the instrument underlying a futures contract or option will often be different from the instrument or market being hedged or to which exposure is sought, the correlation risk could be significant. The use of futures and options involves the risk that changes in the value of the underlying instrument will not be fully reflected in the value of the futures contract or option.

**Leverage risk**

Financial derivative instruments may present a leverage effect, which will increase the Fund's sensitivity to market fluctuations. Given the leverage effect embedded in financial derivative instruments, such investments may result in higher volatility or even a total loss of the Fund's assets within a short period of time.

**Risk introduced by synthetic short positions**

The Fund may use financial derivative instruments to take synthetic short positions in the underlying value of the derivative. Should the value of such investment increase, it will have a negative effect on the Fund's value. Depending on the market movement of the underlying value, short positions may expose the Fund to theoretically unlimited losses.

**Counterparty and Collateral risks**

With regard to derivative instruments, investors should particularly be aware that in the event of counterparty default there is a risk that the proceeds of the collateral received may be less than the exposure to the counterparty, whether this is the result of inaccurate pricing, adverse market movements, a downgrade of the credit rating of the issuer of the collateral, or insufficient liquidity in the market in which the collateral is traded. Potential delays in recovering cash collateral placed out, or difficulty in realizing collateral may restrict the ability of the Fund to meet redemption requests, security purchases or, more generally, reinvestment.

**e) Liquidity risk****Asset Liquidity Risk**

The actual buying and selling prices of financial instruments in which the Fund invests partly depend upon the liquidity of the financial instruments in question. Due to a (temporary) lack of liquidity in the market in terms of supply and demand, there is a risk that a position taken on behalf of the Fund (1) will be valued at an outdated price and (2) cannot be liquidated (in time) at a reasonable price. In addition, the liquidity of the investment institutions which the Fund invests in may be limited, as these investment institutions may suspend or limit the issue and purchase of shares under specific circumstances. The lack of liquidity may potentially lead to the limitation or deferral of the issue and repurchase of Shares.

Financial derivative transactions are also subject to liquidity risk. Given the bilateral nature of OTC positions, liquidity of these transactions cannot be guaranteed. The operations of OTC markets may affect the Funds' investment via OTC markets.

From time to time, the counterparties with whom the Fund enters into transactions may stop performing market-making activities or quoting prices for certain financial instruments. In such cases it is possible that the Fund might be unable to

enter into a desired transaction or carry out an offsetting transaction for an open position, which may have a negative effect on the Fund's performance.

Large redemption risk

As the Fund has an open-ended character, it can in theory be confronted at any time with a large number of redemptions. In such situations, investments must be sold in the short term to comply with the repayment obligation towards the redeeming Shareholders. This may have negative impact on the results of the Fund and potentially result in the suspension or restriction of purchase and issue of Shares.

Risk of suspension or restriction of repurchase and issuance

Under specific circumstances, for example if one of the risks referred to in this section occurs, the issuance and repurchase of Participating Units may be restricted or suspended. Shareholders run the risk that they cannot always buy or sell shares in the short term.

The Fund has a number of liquidity management tools available to help mitigate liquidity risk in the best interests of investors as defined in Section *Issuance and repurchase of shares*.

**f) Valuation risk**

Investments of the Fund are subject to valuation risk, the financial risk that an investment is incorrectly valued. Valuation risk could be the result of using incorrect data or valuation methods.

Derivative instruments are subject to valuation risk as a result of various permitted methods of valuation and the fact that derivative instruments do not always correlate perfectly with the underlying securities, prices and indices. Many derivative instruments, in particular those that are not traded via official markets, are complex and are often valued subjectively. Furthermore, only a limited number of market professionals can deliver a valuation. As they usually also act as counterparty in the transaction to be valued, this may jeopardize the independence of such valuations. Inaccurate valuations may require higher cash payments to counterparties or a loss of value for the Fund.

**g) Risk related to the use of efficient portfolio management techniques**

Risk of lending financial instruments

The Fund may make use of lending transactions. In the case of financial-instrument lending transactions, the Fund runs the risk that the recipient cannot comply with its obligation to return the lent financial instruments on the agreed date or furnish the requested collateral. The policy of the Manager of the Fund is designed to control these risks as far as possible.

In relation to securities lending transactions, investors should take into account the following risks:

- (A) if the borrower of securities lent by the Fund fails to return them, there is a risk that the collateral received may be less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration of the credit rating of the issuers of the collateral, or insufficient liquidity in the market in which the collateral is traded.

- (B) in case of reinvestment of cash collateral, such reinvestment may (i) create leverage with corresponding risks and the risk of losses and volatility, (ii) introduce market exposures that are inconsistent with the objectives of the Fund, or (iii) generate a lower return than the amount of the collateral to be repaid;
- (C) delays in the return of securities on loan may have restrict the ability of the Fund to meet its delivery obligations in relation to the sale of securities.

Next to this risk there is a legal risk of the interpretation or inconsistency of the legal documentation, insecurity with respect to the law and general difficulty in getting laws recognised and/or passed.

The financial instruments lent by the Fund, are placed in custody with a reputable bank or its duly appointed sub-custodians. There is always the risk that the assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the bank or the sub-custodian appointed by it.

#### Risk of repurchase and reverse repurchase agreements

In relation to repurchase and reverse repurchase agreements, investors must notably be aware that (A) in the event of the failure of the counterparty with which securities (or cash in case of a reverse repurchase transaction) of a Fund has been placed, there is the risk that collateral received may yield less than the securities or cash placed out, whether because of inaccurate pricing of a traded instrument or, adverse market movements, or the illiquidity of the market in which the securities are traded; and that (B) difficulty in realizing and/or liquidating collateral may restrict the ability of the Fund to meet its obligations or investment objectives.

Next to this risk there is a legal risk of the interpretation or inconsistency of the legal documentation, insecurity with respect to the law and general difficulty in getting laws recognised and/or passed.

The securities (cash) are placed by a counterparty in custody with a reputable bank or its duly appointed sub-custodians. There is always the risk that these assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the bank or the sub-custodian appointed by it.

#### Risk of investing with borrowed money

By investing with borrowed money the total return on the investments of the Fund may increase. However, there are risks associated with investing with borrowed money. If the Fund uses borrowed money to make investments and these investments do not achieve the desired result, the loss will be greater than if the investment had not been financed with borrowed money. The use of borrowed money for making investments not only increases the chance of profit but also the chance of loss. The section entitled Investment Policy describes the maximum extent of the subsequent total risk (partially) resulting from this.

#### **h) Operational risk**

The operational infrastructure used by the Fund involves the inherent risk of potential losses, such as resulting from processes, systems, employees and external events.

#### **i) Other risks**

*Fiscal risk*

During the existence of the Fund, the applicable tax regime may change such that the tax treatment at the time of subscription could change, whether or not with retroactive effect. A number of important tax features of the Fund are described in the chapter on “Tax features”. The Fund expressly advises (potential) Shareholders to consult their own tax advisor in order to obtain advice about the tax implications associated with any investment in the Fund.

The Fund may be subject to withholding and other taxes, including but not limited to capital gains and transaction taxes. Tax laws and regulations are subject to change, and changes may have a retroactive effect. The interpretation and applicability of tax law and regulation by tax authorities is not as consistent and transparent in some jurisdictions as in others. The Fund may in practice not be able to obtain relief of tax formally entitled to.

*Fund risk*

The Fund is a single legal entity with undivided equity. This means that a negative Capital Balance in one Share Class can affect another Share Class. In the event that liquidation of a Share Class or the effecting of payments results in a negative capital balance in a Share Class, the deficit will be transferred to the other Share Classes.

*Model risk*

The Fund may use models to make investment decisions. There is a risk that these models are not in line with the objectives for which they are used.

## 8. MANAGEMENT OF FINANCIAL RISKS

On behalf of the Fund, the Manager has set up a risk-management process that enables it to measure and monitor the financial risk of the positions and their contribution to the total risk profile. On behalf of the Fund, the Manager has implemented a process to establish an accurate and independent assessment of the value of derivative instruments not traded on official markets.

An independent risk-management team is responsible for monitoring the financial risks on the Manager's behalf. The term 'financial risk' can be divided into four main categories: market risk, counterparty risk, liquidity risk and sustainability risk. These are explained separately below.

### Market Risk

Risk controls are designed to limit the Fund's market risk. The internal risk management methodology applied by the Manager focuses on the tracking error, relative volatility versus the benchmark, and absolute volatility. Where appropriate, the extent to which the funds are exposed to market risk is restricted by means of limits on these risk measures. Derivative positions are included in the market risk calculations, by taking into account the economic exposures of each instrument to its underlying value(s). The use of market risk limits implicitly caps the economic exposure introduced by derivatives that can be part of the portfolio. In circumstances where the market risk of a fund is measured relative to an appropriate benchmark, where possible, the fund uses a widely accepted index as benchmark. On top of the above mentioned risk measures, results of stress scenarios are analyzed and monitored. Both the absolute and relative (to the benchmark) stress test results are measured and monitored. In addition, concentration limits (e.g. on countries or sectors) vis-a-vis the benchmark may apply.

As well as describing internal market risk, the section entitled Investment Policy also describes the total risk of the Fund.

### Counterparty risk

With respect to counterparty risk, procedures have been established relating to the selection of counterparties, specified on the basis of external credit ratings and credit spreads. Counterparty risk exposure and concentration limits are computed and monitored on a frequent basis. In addition, counterparty risk is mitigated by securing appropriate collateral.

Counterparties for cash, deposits and transactions in derivative instruments not traded on official markets are assessed on their creditworthiness prior to acceptance using the short- and long-term ratings of external sources, on the basis of credit spread, and based on any guarantees issued by the counterparty's parent company. The minimum acceptance level for approving a counterparty is a long-term mid-rating equal to or higher than A3, and a short-term mid-rating equal to or higher than P-1. In addition to external ratings, qualitative indicators are also used when assessing a new counterparty.

Although no predetermined legal status or geographical criteria are applied in the selection of the counterparties, these elements are normally taken into account in the selection process. The creditworthiness of the counterparty for derivative instruments shall determine whether transactions using derivative instruments may be entered into with the counterparty concerned. The Fund shall only enter into transactions in derivative financial instruments with counterparties specializing in this sort of transaction and in observance of the acceptance criteria stated above. The use of financial derivative instruments must also comply with the objectives, policies and risk profile of the Fund.

Counterparties for lending financial instruments are assessed on their creditworthiness using the short- and long-term ratings of external sources, on the basis of credit spread, and where necessary also based on guarantees issued by the counterparty's parent company. The observed creditworthiness of the counterparty determines the maximum lending level of this counterparty. If the counterparty has a short-term mid-rating lower than P-1, the maximum lending level shall be reduced. Although no predetermined legal status or geographical criteria are applied in the selection of the counterparties, these elements are normally taken into account in the selection process.

If the supply of a financial instrument by the Fund to a counterparty should take place as a result of a derivative instrument, then the Fund should either supply it directly, or obtain it in such a way that supply takes place in time. If payment by the Fund to a counterparty should take place as a result of a derivative instrument, then the Fund should have enough liquidity to meet its obligations.

The above-mentioned guidelines relating to counterparties have been drawn up by the Fund in the best interests of its customers and may be changed without prior warning.

### **Liquidity risk**

The Manager employs a liquidity risk framework that reflects the dynamic that exists between asset liquidity risk and funding liquidity risk.

Asset liquidity risk arises when transactions cannot be executed in a timely fashion at quoted market prices and/or at acceptable transaction cost levels due to the size of the trade. Or in more extreme cases, when they cannot be conducted at all. Asset liquidity risk is a function of transaction size, transaction time and transaction cost. The Fund's asset liquidity risk is evaluated by calculating how much of the portfolio can be sold within a certain timeframe against acceptable transaction costs.

Funding liquidity risk occurs when the redemption requirements of clients or other liabilities cannot be met without significantly impacting the value of the portfolio. Funding liquidity risk will only arise if there is also asset liquidity risk. Funding liquidity risk is estimated by applying several redemption scenarios, and taking into account funding obligations that arise due to collateral or margin requirements from derivative positions.

Both asset and funding liquidity risks are estimated in normal and in stressed conditions. In compliance with ESMA Guidelines on liquidity stress testing in UCITS and AIFs (Final Guidelines published on 16/07/2020; ESMA34-39-897 EN) and CSSF Circular 19/733 regarding the IOSCO recommendations on liquidity risk management for open-ended UCIs, the liquidity risk management framework incorporates liquidity stress testing, which is conducted on a regular basis. The liquidity stress testing is applied separately on asset and on funding side. The results are combined in order to determine the overall effect on the Fund's liquidity.

Liquidity coverage ratio is used to measure the ability of the Fund's assets to meet funding obligations. If the Fund's liquidity coverage ratio falls below defined thresholds it will be discussed in relevant risk committees and, if deemed necessary, appropriate measures are taken. The liquidity risk management framework is applicable at all stages of the Fund's lifecycle.

**Sustainability risk**

The Manager systematically incorporates sustainability factors, to the extent these present a material risk to a fund, into its investment and portfolio construction processes, alongside traditional financial risk factors. This is done through ESG scoring methodologies using proprietary sustainability research and external resources which are built into the portfolio construction process.

Processes and controls for sustainability risk integration are embedded in a designated Sustainability Risk Policy which is maintained by the risk management function and governed by the Risk Management Committee (RMC). The Sustainability risk policy is built on three pillars. The environmental or social characteristics promoted by a fund or sustainable investment objective of a fund is used to identify and assess the relevant material sustainability risk topics. Based on these characteristics or investment objectives sustainability risk is monitored. Sensitivity and scenario analyses are conducted on a frequent basis to assess any material impact climate change risk may have on the portfolio of a fund.

*Assessment of the likely impact of sustainability risks on returns*

The financial position of investments in the portfolios the Manager manages, may deteriorate due to material sustainability related risks, depending on the investment universe.

The financial position of the securities owned by a fund in the portfolios the Manager manages, may deteriorate due to geological or environmental risks these companies are exposed to, which in turn may impact the market value of these investments referred to as physical climate risk. Furthermore the financial position of investments in the portfolio's the Manager manages, may deteriorate due to increasing government regulation or a shift in consumer behavior that in turn may impact the market value of these investments referred to as climate transition risk.

Failing to mitigate against the consequences of climate change could potentially have a negative impact on the underlying assets of a fund. A fund may also experience liquidity risk after a natural disaster in a relevant market, potentially resulting in redemptions.

A climate risk scenario analysis for the funds is performed as a quantitative assessment of the potential impact of climate transition scenarios. In addition, sustainable investment objectives of a fund, i.e. carbon reduction, may reduce the impact on the market value of the portfolio and is less impacted by any climate transition or physical risks in general and/or market risk stemming from issuers with insufficient environmental management.

## 9. ISSUANCE AND REPURCHASE OF SHARES

The Fund has an open-ended character. This means that, subject to statutory provisions and barring exceptional circumstances, it issues and repurchases Shares on every Dealing Day, insofar as this is not in conflict with the Articles of Association or laws and regulations. Shares may be issued in fractions of up to four decimal places. Purchases or sales of Shares can be made through various systems, though not all systems may support transactions in four decimal places.

### Cut-off Time

According to the rules of Euronext Amsterdam, the Fund has one trading time per Dealing Day ('D'). A subscription or redemption order for Shares must be received by the Fund Agent no later than the Cut-off Time at 'D' to be settled at the Transaction Price of that Dealing Day (on the basis of the Net Asset Value plus or minus the swing) that will be calculated on the next Dealing Day ('D+1'). The Transaction Price may differ for each Share Class.

After the Cut-off Time at 'D', the Fund Agent will pass on the balance of all purchase and sell orders to the Fund. The Transaction Price at which these purchase and sell orders are settled will be supplied on the next Dealing Day ('D+1') by the Manager to Euronext Amsterdam through the Fund Agent. The standard settlement of these orders will take place on 'D+3'.

### Example: Trade cycle for a Dealing Day on Tuesday

Monday (D-1)	Tuesday (D)	Wednesday (D+1)	Thursday (D+2)	Friday (D+3)
	Cut-off Time (15.00)	Net Asset Value publication		
	Dealing day (D)	Execution Euronext		
	Valuation date			Settlement date

### Limitation or suspension

In exceptional circumstances, the Manager may temporarily limit or suspend the issue or purchase of Shares in the interests of the Fund or Shareholders. See Section *Valuations and determination of result*. The Manager shall announce this on the Website and inform the applicable regulators.

### Guarantees for repurchase and repayment

Except insofar as not required on the basis of statutory provisions or in the case of limitation or suspension, there are at all times sufficient guarantees available within the Fund to be able to comply with the repurchase and repayment obligation with a view to the repurchase of Shares.

### Time of deposit

Shares are only issued if the issue price is deposited in the capital of the Fund within the period set for this.

### Liquidity Management Tools

The Manager's primary responsibility for liquidity risk management includes the selection, calibration, activation and deactivation of Liquidity Management Tools (LMTs). These tools are designed to ensure that a fund can deal with redemption requests under both normal and stressed market conditions without compromising the interests of the fund shareholders.

The Manager has selected a comprehensive range of LMTs to appropriately manage the fund's liquidity risk under different market conditions, taking into consideration, but not limited to: the investment strategy, investor base, dealing terms and the results of liquidity stress testing of the Fund.

The Manager has put in place appropriate governance and policies for the use of the LMTs. The Manager may decide on the calibration and activation of the selected LMTs in the best interest of the Shareholders and as appropriate in light of market conditions and the relevant characteristics of the Fund. The Manager shall assess whether to activate LMTs individually or in combination with additional LMTs or other liquidity measures.

The LMTs will be applied at the level of the Fund and will therefore be applicable for all Share classes of the Fund. The following Liquidity Management Tools are available for selection by the Manager as referred to Annex IIA of the UCITS Directive:

**1. Suspension of subscriptions, switches and redemptions**

Suspension of subscriptions, switches and redemptions means temporarily disallowing the subscription, switch and redemption of the Fund's shares. This LMT is described in Section *Valuation and determination of result*.

**2. Extension of notice period**

The extension of notice period means extending the period of notice that Shareholders must give, beyond a minimum period which is appropriate to the Fund, when redeeming their shares.

The Manager may decide to temporarily invoke a period of advance notice that Shareholders must give to the Fund when redeeming their Shares in order to give the Manager more time to meet redemption requests during exceptionally deteriorated market conditions. The announcement of such a change to the notice period will be published on the website <https://www.robeco.com/en/riam>.

**3. Swing pricing**

Swing pricing means a pre-determined mechanism by which the net asset value of the shares of an investment fund is adjusted by the application of a factor ("swing factor") that reflects the cost of liquidity. This LMT is described in a separate paragraph below.

**4. Redemption in kind**

Redemption in kind means transferring assets held by the fund, instead of cash, to meet redemption requests of the shareholders. This LMT is described in a separate paragraph below.

**5. Side pockets**

A side pocket means separating certain assets, whose economic or legal features have changed significantly or become uncertain due to exceptional circumstances, with the view to keep the fund open.

In exceptional circumstances and where justified having regard to the interests of its investors the Manager may consider the activation of side-pockets via any means and to the largest extent authorized pursuant to applicable laws and regulations. The side pocket is closed for subscriptions and redemptions.

### Swing pricing

The Manager may, at its discretion apply swing pricing to reduce the effect of dilution and potential first mover advantage. Dilution occurs when the actual cost of purchasing or selling financial instruments for a fund deviate from the latest available price or net asset value used, as appropriate, in calculating the Net Asset Value per Share Class due to e.g. bid-ask spreads, market impact, broker commissions, fiscal charges, foreign exchange costs and custody transaction charges. Dilution may have an adverse effect on the value of a fund and therefore impact Shareholders.

Swing pricing is an investor protection tool which seeks to protect Shareholders from dilution and potential first mover advantage by ensuring that transacting investors bear the transaction costs caused by their trading activity. It is a pre-determined mechanism by which the Net Asset Value of the Share Classes of an investment fund is adjusted by the application of a swing factor.

The swing factor will be set to such figure as the Manager deems appropriate to reflect the estimated costs, expenses and potential impact on security prices related to dealing for the Fund. The Manager applies full swing pricing, which means that swing pricing is normally applied on any Valuation Day, when the total volume of trading in the Fund's Share Classes (including both subscriptions and redemptions) is not zero.

The swing factor shall be expressed as a percentage of the NAV. The direction of the swing pricing adjustment is determined by the net capital activity on the dealing date. Swing pricing will increase the NAV per share by the swing factor when the Fund is in a net subscription position and decrease the NAV per share by the swing factor when the Fund is in a net redemption position. Where deemed necessary the Manager can apply progressively increasing swing factors depending on the amount of the net capital activity.

The methodology for the calculation of the swing factors is determined by the Manager. The swing factors may be amended from time to time depending on market conditions or any other situation where the Manager is of the opinion that the interests of the Shareholders require such amendment(s). The swing factors are periodically reviewed.

Generally, the swing factor is not expected to exceed 2% of the Net Asset Value. In exceptional circumstances, the Manager may, in the best interest of Shareholders, decide to temporarily increase the maximum level. Such exceptional circumstances can be triggered by (but are not limited to) high market volatility, disruption of markets or slowdown of the economy caused by terrorist attack or war (or other hostilities), serious pandemic or a natural disaster (such as a hurricane or a super typhoon). In this case, Shareholders will be notified on the website [www.robeco.com/riam](http://www.robeco.com/riam) of any such increase of the maximum swing factor.

For the avoidance of doubt, Shareholders placed in the same situation will be treated in an identical manner and the

Administrator will continue to use the unadjusted Net Asset Value per Share Class when calculating the expenses based on the Net Asset Value per Share Class (including any applicable Performance Fee).

Shareholders should note that due to adjustments being made to the Net Asset Value per Share Class, the volatility of the Fund's Net Asset Value per Share Class may not fully reflect the true performance of the Fund's underlying assets.

Details on swing pricing and actual swing factors can be found on [www.robeco.com/riam](http://www.robeco.com/riam).

### **Subscriptions and Redemptions in Kind**

The Manager may authorize the Shares of the Fund to be subscribed/redeemed in kind by a transfer of securities, if it is on an equitable basis and not conflicting with the interests of the other Shareholders. The subscribing/ redeeming Shareholder or a third party will bear the costs associated with such redemption in kind, unless the Manager considers the subscription/redemption in kind to be in the interest of the Fund or to protect the interest of the Fund. Any such in kind transaction will be valued in accordance with the rules set out in the Section 9 *Valuation and determination of result* and may be the subject to a report drawn up by an auditor.

In kind subscriptions/redemptions may not always be possible, practicable or cost efficient and may have an adverse impact on existing Shareholders. In kind subscriptions/redemptions can be applied to professional investors only.

## 10. VALUATION AND DETERMINATION OF RESULT

The administration of the Fund is conducted such that movements, proceeds and costs can be attributed (pro rata) to a Share Class and the distribution obligation for each Share Class under tax legislation can be calculated. Capital gains and losses will be added to or deducted from the Share Class Assets to which the capital gains and losses relate pro rata.

The Net Asset Value is established per Share of a Share Class. The Net Asset Value is determined by dividing the Share Class Assets by the number of outstanding Shares of the relevant Share Class. The Net Asset Value of each Share Class may vary due to the difference in the cost and fee structure that applies.

The Net Asset Value of each Share Class is published on the Website and is calculated on each Dealing Day. The Net Asset Value is calculated at least once every Dealing Day in euros. Additionally, a Net Asset Value per Share for each Share Class will be calculated and published for the last weekday of the year for the Fund if the last week day of the year is a Non-Dealing Day. No dealing requests will however be accepted for the Fund.

The assets and liabilities belonging to the Fund are in principle valued as follows:

- unless indicated otherwise, all assets and liabilities are valued at their nominal value;
- financial investments are in principle valued at fair value;
- listed investments are valued at the last known market price after the Cut-off Time and before the trading time (forward pricing principle). If this price is not considered representative for the current market value, the instrument in question is valued in accordance with generally accepted standards; and
- investments in Affiliated Funds are valued at Net Asset Value.
- Income and expenses are allocated to the period to which they pertain.

The Manager may decide to calculate the Net Asset Value according to the fair-value pricing principle. The Manager may decide to do this (1) if no data are available for the valuation of financial instruments in which the Fund invests, (2) in the event of exceptional market circumstances or (3) if in times of great volatility in the financial markets major fluctuations occur in the prices of financial instruments in which the Fund invests. Besides the actual prices, other relevant factors that may influence prices on the financial markets are taken into account in the calculations according to the fair-value principle. In the case of no data being available, the valuation of a fund shall be assessed in relation to the futures market or a reference index, for instance. Particularly when prices fluctuate sharply, or are unavailable for a long time, it is important that the Net Asset Value can always be accurately determined so that Shareholders do not suffer losses because the Net Asset Value was calculated on the basis of outdated information.

### **Temporary Suspension of the determination of the Net Asset Value, Subscriptions, Switches and Redemptions**

The Manager may, at its discretion and in the best interests of the Shareholders, temporarily suspend the calculation of the Net Asset Value and/or suspend the subscription, switch, and redemption of Shares of the Fund whenever it considers that exceptional circumstances provide compelling reasons to do so.

The Manager may decide to activate these measures in exceptional circumstances, including but not limited to:

- (a) if any exchange or Regulated Market on which a substantial portion of the Fund's investments is quoted or dealt in, is closed other than for ordinary holidays, or if dealings on any such exchange or market are restricted or suspended;
- (b) if the disposal of investment by the Fund cannot be effected normally or without seriously prejudicing the interests of the Shareholders or the Fund;
- (c) during any breakdown in the communications normally employed in valuing any of the Fund's assets or when for any reason the price or value of any of the Fund's assets cannot promptly and accurately be ascertained;
- (d) during any period when the Fund is unable to repatriate funds for the purpose of making payments on redemption of Shares or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot in the opinion of the Manager be effected at normal rates of exchange;
- (e) in case of a critical cyber incident that impacts the Fund, the Manager or the Manager's service provider capacity to operate;
- (f) in case of severe liquidity issues where executing the sale of the underlying assets could cause significant liquidity issues for the Fund;
- (g) in case of a decision to liquidate the Fund or a Share class hereof on or after the day of publication of the announcement;
- (h) during any period when the determination of the net asset value per share of investment funds representing a material part of the assets of the relevant Share class is suspended;
- (i) in the case of a merger with another UCITS (or a Sub-fund thereof), if the Manager deems this to be justified for the protection of the Shareholders;
- (j) during any period when in the opinion of the Manager there exist circumstances outside of the control of the Manager where it would be impracticable or unfair towards the Shareholders to continue dealing in the Fund or Share classes of the Fund.

Notice of the suspension and lifting it will be published on the website [www.robeco.com/riam](http://www.robeco.com/riam) and - if appropriate - in such newspapers of the countries where the Fund is offered for sale, as decided by the Manager.

Shareholders who have applied to purchase or redeem Classes of Shares will be notified (if possible) of any such suspension and the open orders will in principle be cancelled.

In accordance with the applicable laws and regulations, the issue and redemption of Shares shall be suspended:

- (a) during any period where the Fund has no depositary;
- (b) where the Depositary is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

#### **Compensation for incorrectly calculated Net Asset Value**

If the Net Asset Value is calculated incorrectly, the Manager will compensate the existing Shareholders in the Fund – or the disadvantaged entering or exiting Shareholders – for any adverse consequences if the deviation with respect to the correct Net Asset Value is at least 1%.

## 11. COSTS AND FEES

The costs mentioned in this section are charged to the result of the Fund and therefore paid indirectly (pro rata) by the Shareholders. For the costs charged specifically to the Share Classes, as well as a list of the principal cost items, please refer to the section 'Share Class Specifications'. For the costs of issuance and repurchase of Shares, please refer to the section entitled 'Issuance and purchase of Shares'.

### **Transaction costs**

Costs relating to the purchase and sale of assets of the Fund (transaction costs) may consist of (transaction) taxes, broker commission (explained further below), spreads between offer and bid prices and the change in the market price as a result of the transaction (market impact). An accurate estimate of the amount of the transaction costs over the longer term cannot be given in advance. The transaction costs for some financial instruments are incorporated in the (gross) price. Furthermore, the market impact per transaction and per period can fluctuate strongly. The purchase costs may form part of the purchase price of the relevant financial instruments and are incorporated in the unrealized price results if the valuation is at market value. Sales costs are accounted for in the realized capital gain. Transactions performed for the Fund are executed at market rates. The average commission paid to brokers does not exceed 0.10% of the average Fund Assets. Costs associated with transactions in derivative instruments are for the account of the Fund (as are any gains and/or losses).

### **Brokers services**

Brokers charge a transaction fee consisting of two components: a fee for the execution of an order and a fee for the investment research. The total costs charged by brokers are included in the transaction costs mentioned above. This may be charged on the basis of full services or commission sharing arrangements. In the case of commission-sharing arrangements it is agreed with a broker that the costs of investment research are separated from the execution costs. The fee for investment research then becomes a credit balance for the Fund at that broker. The Fund can have all or part of this fee transferred to another broker or research provider which also provides investment research but which is less suitable for order execution or which does not provide execution services. The broker or research provider that in the opinion of the Fund produces the best investment research is properly rewarded. By separating execution and investment research, it is possible to select the best service providers in both fields. Through the Manager, the Fund may make use of full service and commission-sharing arrangements. The execution and investment research of full service arrangements or provided by the same broker, with payment taking place without delinking. Any use of these arrangements will be disclosed in the financial statements.

### **Lending of financial instruments and reverse repo transactions**

The Lending Agent concludes lending transactions for the account of the Fund. The gross income of these securities-lending transactions will be for the benefit of the Fund except for a fee applied by the Lending Agent, based on the securities lending returns. This fee amounts to (A) 25% of the gross income from these securities-lending transactions for any loans which generate a return of 0.5% or less and (B) 10% of the gross income from these securities-lending transactions for any loans which generate a return greater than 0.5%.

If cash collateral is received, the Lending Agent will conduct reverse repurchase transactions, the result generated by these transactions will be for the benefit of the Fund except for a fee applied by the Lending Agent (i.e. the percentage of the income of the reverse repurchase transactions that is retained by the Lending Agent), based on the returns. This

fee amounts to (A) 25% of the income from these transactions if the return is 0,5% or less and (B) 10% of the income from these transactions if the return is greater than 0,5%.

Further information on the financial results of these activities is provided in the Fund's financial statements. The Fund regularly takes advice from an external consultant in order to assess whether the fee is in accordance with current market practice, on the basis of (i) the relative/absolute value that the Manager adds as the agent for securities lending for the Fund, and (ii) the fees charged by other agencies for securities lending.

#### **Costs of taxation**

Costs in respect of taxes and duties, such as withholding tax on income, taxes on price gains, sales taxes on certain services used, or any corporate taxes payable, stamp duties, transfer taxes and similar levies are deducted from the Fund's earnings.

#### **Costs in the case of investment in Affiliated Funds**

If the Fund invests in an Affiliated Fund, the costs that are charged to the Fund Assets of that Affiliated Fund are indirectly for the account of the Shareholders. However the management fee, the service fee and the costs of entry and exit (explicitly excluding any surcharges or discounts applied by the Affiliated Fund to cover transaction costs and any performance fees) for the right of participation in the Affiliated Fund held by the Fund will be repaid to the Fund by the Manager.

#### **Costs in the case of investments in other funds**

If the Fund invests in a fund that is not an Affiliated Fund, all costs at the level of these funds (including management fees, service fees, performance fees and/or transaction costs) are indirectly for the account of the Shareholders.

#### **Costs associated with investments in financial instruments that are fully or partly issued by Affiliated Entities**

If the Fund invests in financial instruments that are fully or partly issued by Affiliated Entities, other than in rights of participation in Affiliated Funds, all costs associated with this will be repaid to the Fund by the Manager.

#### **Costs associated with investments in financial instruments that are not fully or partly issued by Affiliated Entities**

If the Fund invests in financial instruments that are not fully or partly issued by Affiliated Entities, all costs associated with this will be charged to the result of the Fund.

#### **Costs in the case of dividend payments**

The costs that are charged by third parties with respect to dividend payments are charged to the result of the Fund.

#### **Costs of incorporation**

The costs of incorporating the Fund are not born by the Fund but are paid by the Manager.

## 12. SHARE CLASS SPECIFICATIONS

Certain specific features applying to each Share Class are described below.

### **Robeco US Large Cap Equities – EUR G Share Class**

#### Currency policy

There will be no currency hedging within this Share Class.

#### Management fee

The Fund pays a management fee for this Share class of 0.63% per year (excluding VAT) to the Manager. The pro rata part of the management fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The management fee covers (among other things) the costs of (1) management of the Fund Assets and (2) marketing and is exempt from VAT if, and insofar as the exemption of Article 11, section 1, part i, 3° of the 1968 Dutch Value-added Tax Act (Wet op de Omzetbelasting) will apply. If it turns out that services provided by the Manager to the Fund are not exempt from VAT due to changes in legislation and regulation or developments in jurisprudence, then the Manager may claim back the VAT still owed to it by the Fund.

#### Service fee

For this Share Class, the Fund pays an annual service fee (excluding VAT) to the Manager of:

- 0.16% of the Share Class Assets increased or reduced by the net cash flow to EUR 1 billion;
- 0.14% of the surplus of the Share Class Assets increased or reduced by the net cash flow to EUR 5 billion; and
- 0.12% of the surplus of the Share Class Assets increased or reduced by the net cash flow above EUR 5 billion;

The pro rata percentage of the service fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The service fee serves to cover the costs, incurred by the Management Company in relation to providing its management services to the Company, of among other things (1) administration, (2) custody (which includes custody fees and bank charges), (3) depositary services, (4) Fund Agent, (5) auditors, tax advisors and legal advisors, (6) preparation and distribution of the documentation required for the Fund, (7) regulators and stock exchanges, (8) price publication, (9) meetings of Shareholders and (10) exercise of the voting rights in accordance with the voting policy. The service fee should be exempt from VAT on the basis of article 11, section 1, part i, 3° of the 1968 Dutch Value Added Tax Act (Wet op de omzetbelasting 1968). Should the service fee become subject to VAT (including with retroactive effect), for example due to changes in legislation, a change in position of the tax office or developments in case law, the Manager reserves the right to charge the Fund for such VAT .

The service fee should be exempt from VAT on the basis of article 11, section 1, part i, 3° of the 1968 Dutch Value Added Tax Act (Wet op de omzetbelasting 1968). Should the service fee become subject to VAT (including with retroactive effect), for example due to changes in legislation, a change in position of the tax office or developments in case law, the Manager reserves the right to charge the Fund for such VAT.

The Manager will bear the excess of any such expenses above the rate of the service fee. Conversely, the Manager will be entitled to retain any amount by which the rate of the service fee exceeds the actual expenses incurred by the Share Class.

#### Sum of the most important costs

The sum of the management fee, the service fee, and the broker commissions, amount to not more than 0.89% of the average Share Class Assets during the Financial Year.

#### Ongoing charges

The ongoing charges are stated in the Key Information Document. This expense ratio expresses the estimated or actual expenses that have been or will be charged to the Share Class Assets in a Financial Year excluding the costs of transactions in financial instruments and interest expense. The ongoing charges are calculated at the end of the Financial Year and comprise the management fee and the service fee. This is a requirement of the AFM. The Key Information Document and the ongoing charges stated therein are updated at least once a year. The expense ratio of the Fund will be included in the annual financial statements.

#### Payment of distribution fee

No distribution fee is paid to distributors for the provision of investment services to Shareholders out of the management fee for the Robeco US Large Cap Equities – EUR G Share Class.

### **Robeco US Large Cap Equities – EUR X Share Class**

#### Currency policy

There will be no currency hedging within this Share Class.

#### Management fee

The Fund pays a management fee for this Share class of 0.50% per year (excluding VAT) to the Manager. The pro rata part of the management fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The management fee covers (among other things) the costs of (1) management of the Fund Assets and (2) marketing and is exempt from VAT if, and insofar as the exemption of Article 11, section 1, part i, 3° of the 1968 Dutch Value-added Tax Act (Wet op de Omzetbelasting) will apply. If it turns out that services provided by the Manager to the Fund are not exempt from VAT due to changes in legislation and regulation or developments in jurisprudence, then the Manager may claim back the VAT still owed to it by the Fund.

### Service fee

For this Share Class, the Fund pays an annual service fee (excluding VAT) to the Manager of:

- 0.12% of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Fund) increased or reduced by the net cash flow to EUR 1 billion;
- 0.10% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Fund) increased or reduced by the net cash flow to EUR 5 billion; and
- 0.08% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Fund) increased or reduced by the net cash flow above EUR 5 billion;

The pro rata percentage of the service fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The service fee serves to cover the costs, incurred by the Management Company in relation to providing its management services to the Company, of among other things (1) administration, (2) custody (which includes custody fees and bank charges), (3) depositary services, (4) Fund Agent, (5) auditors, tax advisors and legal advisors, (6) preparation and distribution of the documentation required for the Fund, (7) regulators and stock exchanges, (8) price publication, (9) meetings of Shareholders and (10) exercise of the voting rights in accordance with the voting policy. The service fee should be exempt from VAT on the basis of article 11, section 1, part i, 3° of the 1968 Dutch Value Added Tax Act (Wet op de omzetbelasting 1968). Should the service fee become subject to VAT (including with retroactive effect), for example due to changes in legislation, a change in position of the tax office or developments in case law, the Manager reserves the right to charge the Fund for such VAT .

The service fee should be exempt from VAT on the basis of article 11, section 1, part i, 3° of the 1968 Dutch Value Added Tax Act (Wet op de omzetbelasting 1968). Should the service fee become subject to VAT (including with retroactive effect), for example due to changes in legislation, a change in position of the tax office or developments in case law, the Manager reserves the right to charge the Fund for such VAT.

### Sum of the most important costs

The sum of the management fee, the service fee, and the broker commissions amount to not more than 0.72% of the average Share Class Assets during the Financial Year.

### Ongoing charges

The ongoing charges are stated in the Key Information Document. This expense ratio expresses the estimated or actual expenses that have been or will be charged to the Share Class Assets in a Financial Year excluding the costs of transactions in financial instruments and interest expense. The ongoing charges are calculated at the end of the Financial Year and comprise the management fee and the service fee. This is a requirement of the AFM. The Key Information

Document and the ongoing charges stated therein are updated at least once a year. The expense ratio of the Fund will be included in the annual financial statements.

*Payment of distribution fee*

No distribution fee is paid to distributors for the provision of investment services to Shareholders out of the management fee for the Robeco US Large Cap Equities – EUR X Share Class.

## 13. DIVIDEND POLICY

The Fund will, distribute the profit for each Share Class established as available for distribution to the Shareholders within eight months of the close of the Financial Year in accordance with the conditions of its status as fiscal investment institution. The dividend is subject to 15% Dutch dividend withholding tax.

The amount of the dividend may fluctuate from year to year and for this reason could also be zero in any one Financial Year. The dividend may also vary for each Share Class due to the difference in the cost and fee structure. The Fund may distribute an interim dividend.

In accordance with the Articles of Association, the profit available for distribution is at the disposal of the General Meeting of Shareholders and payment is made to Shareholders pro rata to their Shares.

### **Payment of dividend**

The payment of dividend, the composition thereof and the method of payment will be published in a nationally available Dutch newspaper and on the Website.

## 14. TAX FEATURES

A general summary of the most important tax features of the Fund and the investment in its Shares is provided below. The description of the tax aspects is based on fiscal legislation, jurisprudence and policy rules in the Netherlands as in force and known on the publication date of the Prospectus. The summary does not constitute advice about a specific situation. The Fund expressly advises (potential) Shareholders to consult their own tax advisor to obtain advice about the tax implications associated with any investment in the Fund.

## 15. TAX ASPECTS OF THE FUND

### Corporate income tax

By virtue of Section 28 of the 1969 Dutch Corporate Income Tax Act, the Fund holds the status of an investment institution (fiscale belegginstelling). This means that the Fund, under certain conditions, pays 0% corporate-income tax on its results. One of the requirements is that its established profit is distributed to the Shareholders within eight months of the close of the Financial Year.

The balance of capital gains and losses (both realized and unrealized) on securities and profits and losses in respect of the disposal of other investments are booked via the so-called reinvestment reserve and therefore do not have to be distributed. A portion of the costs associated with the management of the investments must be deducted from the reinvestment reserve.

### Dividend tax on payments

In principle, the Fund is required to withhold 15% Dutch dividend withholding tax on any distribution.

### Dutch and foreign withholding tax on income

On dividends received on investments in shares of companies established in the Netherlands the Fund may be subject to Dutch dividend withholding tax at a rate of 15%.

Dividends that the Fund receives from its foreign investments may also be subject to foreign withholding tax in the source country. The fiscal investment institution in principle has access to the Dutch treaties to avoid double taxation. Insofar as a tax treaty applies to the dividends received, the Fund may recover (part of) the withholding tax by relief at source or through refund. Interest income may also be subject to withholding tax.

For Dutch dividend withholding tax and the remainder of foreign withholding tax after application of tax treaties (up to 15%) that is withheld at the expense of the Fund, the Fund may apply a tax credit within the meaning of Section 11a of the 1965 Dividend Withholding Tax Act. This tax credit is settled against the Dutch dividend withholding tax withheld on distributions by the Fund.

With respect to foreign withholding tax, the tax credit is reduced in proportion of the number of Shares in the Fund held by Shareholders who are not subject to tax and entitled to a reduction or refund of the Dutch dividend withholding tax withheld on distributions by the Fund (including exempt domestic and foreign pension funds, foundations and associations). Such Shareholders are not allowed to invest in the Fund.

### **Tax aspects for Shareholders**

Shareholders are advised to acquaint themselves with all tax aspects applicable to their own situation. The Fund expressly advises (potential) Shareholders both established and not established in The Netherlands to consult their own tax advisor in order to obtain advice about the tax consequences associated with an investment in the Fund.

## Tax aspects for Shareholders resident in the Netherlands

### Private investors

For private investors residing in the Netherlands, the participations are typically subject to Dutch tax in box 3. Private investors, in principle, pay tax each year on a notional yield (*'forfaitair rendement'*) calculated on the value of their assets as of 1 January.

The yield is a blended notional yield, depending on the pro-rata allocation between the asset categories savings and other assets, and reduced by a notional yield on debts. The participations qualify as other assets. The notional yield percentages for the various asset categories as well as debts are set annually by law.

The balance of the various asset categories is called the yield basis (*'rendementsgrondslag'*). Certain qualifying liabilities may be offset against assets in so far as they exceed a certain threshold (amounts set annually by law).

The effective yield percentage is calculated by dividing the yield by the yield basis. This effective yield percentage is applied to the savings and investment basis (*'grondslag sparen en beleggen'*) to calculate the benefit from savings and investments. The savings and investment basis is equal to the yield basis minus the tax-free allowance. Investors pay income tax on this calculated benefit from savings and investments at the applicable rates.

Alternatively, private investors may demonstrate that the actual yield (*'werkelijk rendement'*) was lower than the notional yield, in which case the private investor is taxed on the basis of the actual yield.

More information on the taxation on box 3, including applicable yield percentages, liability offset thresholds, tax-free allowance amounts, and tax rates for respective years, is available on the website of the Dutch tax office (*'Belastingdienst'*).

Private investors subject to Dutch tax can offset withheld Dutch dividend tax (15%) against the income tax payable and obtain a refund for an amount of Dutch dividend tax in excess of the income tax payable, if applicable.

### Taxable corporate investors

Investors who are subject to Dutch corporate income tax or Dutch income tax as an entrepreneur (and the Shares are part of the business capital) can be taxed for the result achieved on their investment in the fund, including dividend income and price results.

Dutch corporate income taxable entities can in principle offset the dividend tax withheld on dividends (15%) against corporate income tax and offset the excess under certain conditions in later years.

Investors who are subject to Dutch income tax as an entrepreneur (and the Shares are part of the business capital) can fully reclaim the dividend tax withheld (15%) on dividends.

### Exempt corporate investors

Investors who are not subject to (exempt from) Dutch corporate income tax (including Dutch pension funds) are not taxed for the result achieved. Dutch exempt investors can fully reclaim the dividend tax (15%) withheld on dividends.

***Tax aspects for Shareholders not resident in the Netherlands***

Investors outside the Netherlands are subject to their own national tax legislation with regard to foreign investment funds. Shareholders who are not liable to tax in the Netherlands and who are resident in countries that have a treaty to prevent double taxation can, depending on the treaty, reclaim (part of) the Dutch dividend tax from the Dutch tax authorities. A pension fund established in another EU Member State or country that has concluded an information exchange treaty with the Netherlands that is comparable to a Dutch pension fund is also entitled to a refund of Dutch dividend tax.

**VAT**

The management and service fees the Manager charges for the management exclude VAT. These services are exempt from VAT.

**Foreign Account Tax Compliance Act (FATCA) / Common Reporting Standard (CRS)**

The Hiring Incentives to Restore Employment Act (hereinafter the 'HIRE ACT') is US legislation that was adopted in March 2010. FATCA forms part of this legislation. The purpose of FATCA is to prevent tax evasion by US taxpayers with financial assets held outside the United States by having financial institutions cooperate in the provision of information to the US Internal Revenue Service ('US IRS'). Financial institutions registered outside the United States that do not cooperate with FATCA run the risk of being subject to a 30% US levy on proceeds of sales and income.

In part to avoid the risk of Dutch financial institutions not being able to meet FATCA requirements and being subject to a 30% US levy, the Netherlands entered into an agreement with the US on 18 December 2013 in order to effect the automatic exchange of information concerning US taxpayers with the US (Intergovernmental Agreement). This agreement is incorporated in Dutch law, under which Dutch financial institutions in scope are obliged to register with the US IRS and to provide the Dutch tax authorities with information on clients in scope. The Dutch tax authorities will in turn pass on this information to the IRS. The Fund is a financial institution in the sense of FATCA and Dutch implementing legislation. The Fund is also registered with the IRS as a financial institution that shall meet the FATCA requirements and the obligations under Dutch law and arising from Dutch legislation.

To be able to comply with the FATCA requirements, and by extension the requirements of Dutch laws and regulations, the Fund is obliged to identify 'Account Holders'. Accordingly, the Fund must request its new (direct) Shareholders to provide (additional) information in order to establish whether Shareholder is a "Specified US Person" in the sense of the above-mentioned legislation and regulation or a financial institution within the meaning of FATCA. Furthermore, the Fund assumes that, in line with its AML/KYC processes, it only has to further identify Shareholders who are directly included in the register of the Fund. This would normally be financial institutions registered under their own name but trading on behalf of and for the account of their account holders / customers. If and insofar as a Shareholder that is included in the register of the Fund as a 'Specified US person' or a financial institution, in the sense of the Intergovernmental Agreement, that fails to comply with FATCA, the Fund is legally obliged to pass on the details of this party to the Dutch tax authorities who will then as a matter of course share this information with the US authorities. The Fund has the freedom to outsource its identification and reporting obligations to an external party identified by the Manager.

The Fund is also a financial institution within the meaning of the CRS and the Dutch implementing legislation of CRS, as prescribed in the European Mutual Assistance Directive (2014/107/EU).

Under CRS, participating countries will exchange information concerning financial accounts held by natural persons and entities that are subject to tax in another CRS country on the basis of automatic data exchange. As with the FATCA, the aim of CRS is to prevent tax evasion. Under the Directive 2014/107/EU of 9 December 2014, all member states within the EU are required to implement the CRS. This means that the Fund is required to establish the residence for tax purposes of every Shareholder prior to participation in the Fund. Furthermore, the Fund assumes that, in line with its AML/KYC processes for Shareholders, it only has to further identify Shareholders who are directly included in the register of the Fund. This applies inter alia to Shareholders not being financial institutions that are found to be resident for tax purposes in another CRS country. The Fund is required to inform the Dutch Tax Administration of certain details of Shareholders that are resident for tax purposes in another CRS country, which in turn will automatically share this information with the relevant CRS country. The Fund has the freedom to outsource its identification and reporting obligations to an external party identified by the Manager.

In the interests of the Fund and its Shareholders, the management of the Fund has the discretion to take measures to reject certain Shareholders from the Funds based on the requirements of FATCA, CRS and the relevant Dutch laws and regulations.

## 16. REPORTS AND OTHER DATA

### Regular reports

The annual report and financial statements of the Fund are published on the Website each year within four (4) months of the close of the Financial Year. This will also be publicized by means of an advertisement in a national newspaper. The financial statements report the performance of the Share Classes of the Fund in the Financial Year. In addition, within nine (9) weeks of the close of the first half of the Financial Year, a semiannual report on the progress of the Fund will be published on the Website.

Copies of the last three published annual reports, the latest three financial statements and the semiannual report that was published after the latest annual report and the latest financial statements are available free of charge at the offices of the Fund and on the Website. The three latest annual reports and financial statements form an integral part of the Prospectus. These annual reports give an overview of changes in the Fund's assets and its income and expenses over the last three Financial Years.

### Documentation about the Fund

A copy of the Articles of Association will be provided free of charge to everyone upon request. Information concerning the Manager and the Fund, which by virtue of any statutory regulation must be included in the Trade Register in Rotterdam, will upon request be supplied to anyone at no more than the cost price. The Shareholders will be provided with the following information upon request at no more than the cost price: (1) a copy of the Manager's license, (2) where applicable, a copy of a decision taken by the AFM to exempt the Manager and/or the Fund from the provisions under the Wft and (3) a copy of the monthly statement of the Manager as referred to in Section 50, Subsection 2 of the BGfo.

The documents listed above can also be consulted on the Website. Further information and recent developments are also listed on the website.

### General Meeting of Shareholders

A General Meeting of Shareholders will be held in Rotterdam by the Fund at least once a year, not later than six (6) months after the close of the Financial Year. The convening notice of the General Meeting of Shareholders will be published by the Management Board by means of an advertisement in at least one nationally available Dutch newspaper and on the Website. Notice will be given at least forty-two (42) days before the date of the General Meeting of Shareholders, not including the day on which the convening notice is published. The registration date set for the Fund is the 28th day before the date of the General Meeting of Shareholders. All Shareholders with voting rights are entitled to attend the General Meeting of Shareholders, express their views and exercise their voting right. Each Share entitles its holder to cast one vote.

### Remuneration policy

The Manager has a remuneration policy in compliance with the applicable requirements set out in the Dutch Financial Supervision Act (Wet op het financieel toezicht, Wft). The objectives of the policy are amongst others to stimulate employees to act in the best interest of the Fund and its clients, to avoid conflicts of interest and avoid taking undesirable

risks and to attract and retain good employees. The remuneration policy is consistent with and promotes a sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profile of the Fund or with its Articles of Incorporation.

The remuneration policy appropriately balances fixed and variable components of total remuneration. Each individual employee's fixed salary is determined on the basis of function and experience according to Robeco's salary ranges and in reference to the Benchmarks of the portfolio management industry in the relevant region. The fixed salary is deemed adequate remuneration for the employee to properly execute his or her responsibilities, regardless of whether or not variable remuneration is received. The total available variable remuneration pool is established annually by and on behalf of RIAM and approved by its supervisory board. The pool is, in principle, determined as a certain percentage of the operational profit. To ensure that the total variable remuneration is an accurate representation of performance, the total amount of variable remuneration is determined taking inter alia the following factors into account:

1. The financial result compared to the budgeted result and long-term objectives;
2. The required risk-minimization measures and the measurable risks.

Variable remuneration can be paid in cash and/or in instruments. Deferral schemes might be applicable, depending on the amount of the variable remuneration and categories of staff benefiting thereof. Additional requirements apply to employees who qualify as risk takers, are part of senior management or of control functions or other persons identified in accordance with UCITS guidelines. In order to mitigate identified risks, control measures, such as malus and clawback provisions, are in place.

Further details relating to the current remuneration policy of the Manager are available on the Website. This includes a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration. A paper copy will be made available upon request and free of charge by the Manager.

### **Amendment of the Terms and Conditions**

The Management Board is authorized to amend the Terms and Conditions (with the exception of the Articles of Association). A proposal to amend the Terms and Conditions will be made known by the Manager in a nationally available Dutch newspaper and on the Website. The proposal to amend the Terms and Conditions will be explained on the Website. An amendment to the Terms and Conditions will be made known by the Manager in a nationally available Dutch newspaper and on the Website. Amendments to these Terms and Conditions that reduce the rights and securities of Shareholders, or inflict charges upon them, or which change the investment policy of the Fund, will not come into effect until one month after the aforementioned publication. During this period Shareholders may have their Shares repurchased in accordance with the Terms and Conditions currently in force. Amendments to the Articles of Association can only be made at the proposal of the Holder of priority Shares and following approval thereof with a two-thirds majority of the votes cast at the General Meeting of Shareholders.

### **Liquidation**

The Fund may only be discontinued after the Holder of priority Shares has submitted a proposal to this effect to the General Meeting of Shareholders. Such a proposal can be submitted only after the Holder of priority Shares has approved it with an absolute majority of votes cast. A decision to discontinue the Fund can only be taken with a two-thirds majority of the votes cast at the General Meeting of Shareholders. The General Meeting of Shareholders may appoint one or more persons as liquidator. The liquidation takes place in accordance with book 2 of the Netherlands Civil Code. During

the liquidation the Articles of Association remain in force as much as possible. For a period of seven years following the liquidation, the books of account, documents and other information carriers of the Fund are vested with a person designated by the General Meeting of Shareholders.

**Legal actions and settlements**

The Fund may, if it is in the best interests of its Shareholders, commence or participate in legal or extra-judicial procedures and/or settlements.

**Complaints**

Shareholders may submit complaints with respect to the Fund in writing to the Manager. The Manager has in place a procedure which aims at facilitating the resolution of complaints. Information regarding the Manager's complaint procedure is available to Shareholders free of charge upon request at [www.robeco.com/en-int/complaints-policy](http://www.robeco.com/en-int/complaints-policy). Shareholders may file complaints about the Fund free of charge at the registered office of the Manager.

## STATEMENT OF THE MANAGER

The Manager declares that Robeco Institutional Asset Management B.V., the Fund and the Prospectus comply with the provisions from or pursuant to the Wft. To cover possible professional liability risks, the Manager has arranged a professional liability insurance, appropriate to the risks covered that result from professional negligence.

Rotterdam, 14 April 2026

Robeco Institutional Asset Management B.V.

## ASSURANCE REPORT OF THE INDEPENDENT AUDITOR

**To: the Manager of Robeco US Large Cap Equities N.V.**

### Our opinion

In accordance with Article 4:49(2)(c) of the Wet op het financieel toezicht (Wft, Act on Financial Supervision), we have examined the prospectus of Robeco US Large Cap Equities N.V. based in Rotterdam.

In our opinion the prospectus dated 14 April 2026 of Robeco US Large Cap Equities N.V. contains, in all material respects, at least the information required by or pursuant to the Wft for a prospectus of an undertaking for collective investment in transferable securities.

### Basis for our opinion

We performed our examination in accordance with Dutch law, including Dutch Standard 3000A 'Assurance-opdrachten anders dan opdrachten tot controle of beoordeling van historische financiële informatie (attest-opdrachten) (assurance engagements other than audits or reviews of historical financial information (attestation engagements)). This engagement is aimed to obtain reasonable assurance. Our responsibilities in this regard are further described in the 'Our responsibilities for the examination of the prospectus' section of our report

We are independent of Robeco US Large Cap Equities N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence requirements in The Netherlands. Furthermore we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Relevant matters relating to the scope of our examination

Our examination consists of determining whether the prospectus contains the required information, which means we did not examine the accuracy of the information included in the prospectus.

Article 4:49(2)(a) of the Wft requires that the prospectus of an undertaking for collective investment in transferable securities contains the information which investors need in order to form an opinion on the undertaking for collective investment in transferable securities and the costs and risks attached to it.

Based on our knowledge and understanding, acquired through our examination of the prospectus or otherwise, we have considered whether material information is omitted from the prospectus. We did not perform additional assurance procedures with respect to Article 4:49(2)(a) of the Wft.

Our opinion is not modified in respect of these matters.

*Responsibilities of the Manager for the prospectus*

The Manager is responsible for the preparation of the prospectus that contains at least the information required by or pursuant to the Wft for a prospectus of an undertaking for collective investment in transferable securities.

Furthermore, the Manager is responsible for such internal control as it determines is necessary to enable the preparation of the prospectus that is free from material omission, whether due to fraud or error.

*Our responsibilities for the examination of the prospectus*

Our objective is to plan and perform our examination in a manner that allows us to obtain sufficient and appropriate assurance evidence for our opinion.

Our examination has been performed with a high, but not absolute, level of assurance, which means we may not detect all material omissions in the prospectus due to error and fraud.

We apply the ‘Nadere voorschriften kwaliteitssystemen’ (NVKS, regulations for quality management systems) and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our examination included amongst others:

- identifying and assessing the risks of material omissions of information required by or pursuant to the Wft in the prospectus, whether due to errors or fraud, designing and performing assurance procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material omission resulting from fraud is higher than for one resulting from errors, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the examination in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Manager of Robeco US Large Cap Equities N.V.

Rotterdam, 14 April 2026

Forvis Mazars Accountants N.V.

C.A. Harteveld RA

# REGISTRATION DOCUMENT OF ROBECO INSTITUTIONAL ASSET MANAGEMENT B.V.

## REGISTRATION DOCUMENT OF ROBECO INSTITUTIONAL ASSET MANAGEMENT B.V. (the “MANAGER”)

The Manager is obliged to prepare and publish a Registration Document in accordance with article 4:48 Wft and with the requirements as described in article 117 Bgfo. This Registration Document provides information regarding the Manager, the managed collective investment schemes and the concerned depositaries.

### 1. General information about the activities of the Manager

- a. The Manager manages collective investment schemes (both UCITS and AIFs) and provides certain MiFID investment services, being portfolio management, investment advice and receipt and transmission of orders in financial instruments.

The Manager may establish offices in other countries and currently has offices in Germany, Italy, Spain, the United Kingdom and in Dubai.

- b. For the UCITS under management, the Manager invests among others in equities of companies, fixed income products (both in developed and emerging markets), derivatives, asset-backed securities, or a combination thereof. The fund range consists of equities, government bonds, high yield bonds and multi-asset funds.

### 2. Information about (daily) policy makers and members of supervisory body's

#### 2.1.

	<i>Daily policy maker (dagelijks beleidsbepaler)</i>	<i>Co-Policy maker (medebeleidsbepaler)</i>	<i>Members supervisory body</i>
<b>Robeco Institutional Asset Management B.V.</b> (Manager)	K. van Baardwijk M.C.W. den Hollander I.R.M. Frielink A. Eser T. Ligtvoet J. Gottmers S. van den Akker	ORIX Corporation Europe N.V.	S. Barendregt- Roojers S.H. Koyanagi M.F. Slendebroek M.A.A.C. Talbot I. Lurvink
<b>J.P. Morgan SE, Amsterdam Branch</b> (depositary for all Dutch UCITS, except Robeco Institutional Umbrella Fund)	W. Hohmann	S.M. Behr N. Conron P. Garnica A. Barbarisi D. Fellows-Freeman J. Kaffrén C. Tarantino D. Manibardo	

<b>Northern Trust Global Services SE</b> , Amsterdam Branch (depository for Robeco Institutional Umbrella Fund)	R. Hamen	J.R. Davie
	O. Noel	O. Noël
	R. Remond	M. Saluzzi
		C.A. Bellows
		N. Gilbert
		V. Ballouhey-Dauphin
		F. Mouchel
<b>J.P. Morgan SE, Luxembourg Branch</b> (depository for all Luxembourg UCITS)	M. Wallmann	S.M. Behr
		N. Conron
		P. Garnica
		A. Barbarisi
		D. Fellows-Freeman
		J. Kaffrén
		C. Tarantino
D. Manibardo		
<b>J.P. Morgan SE -Dublin Branch</b> (depository for Robeco UCITS ICAV)	M. Hussey	S.M. Behr
		N. Conron
		P. Garnica
		A. Barbarisi
		D. Fellows-Freeman
		J. Kaffrén
		C. Tarantino
D. Manibardo		
<b>Caceis Bank</b> (depository for French UCITS)	C. Echelard	J.P. Michalowski
		C. Rodriguez de Robles
		J. Saliba
		P. Renard
		F. Coudreau

2.2. The daily policy makers of the Manager may also be board members of other Robeco companies.

### 3. General information about the Manager and the Depository

- 3.1. The Manager is a private company with limited liability having its registered office in Rotterdam, the Netherlands. It was established on 21 May 1974 under the name Rotrusco B.V.
- 3.2. The Manager is registered with the Trade Register of Rotterdam under number 24123167.
- 3.3. The Manager is a 100% subsidiary of Robeco Holding B.V. The latter company is a wholly owned subsidiary of ORIX Corporation Europe N.V. 100% of the shares of ORIX Corporation Europe N.V. are held by ORIX Corporation. Go to the website at [www.robeco.com/riam](http://www.robeco.com/riam) (“Website”) for the relevant diagram.
- 3.4. J.P. Morgan SE, Amsterdam Branch is the depository for all Dutch UCITS, except for Robeco Institutional Umbrella Fund. The Amsterdam Branch forms part of a *Societas Europaea* incorporated under German law. The registered office of J.P. Morgan SE is in Frankfurt. J.P. Morgan SE carries out its duties from the Dutch branch that was established on 22 January 2022 and is located at Strawinskylaan 1135, 1077 XX Amsterdam. J.P. Morgan SE, Amsterdam Branch is registered in the Dutch trade register under number 72610220.

Northern Trust Global Services SE, Amsterdam Branch is depositary for Robeco Institutional Umbrella Fund. The branch forms part of a *Societas Europaea* incorporated under Luxembourg law. Northern Trust Global Services SE carries out its duties from the Dutch branch that was established on 23 December 2005 and is located at Viñoly, 7th floor, Claude Debussylaan 18A, 1082 MD Amsterdam where it is registered in the Dutch trade register under number 34247992. Northern Trust Global Services SE is registered in the Registre de Commerce et des Sociétés in Luxembourg under number B232281.

J.P. Morgan SE, Luxembourg Branch is the depositary for all Luxembourg UCITS. The Luxembourg Branch forms part of a *Societas Europaea* incorporated under German law. The registered office of J.P. Morgan Bank SE is in Frankfurt. J.P. Morgan SE carries out its duties from the Luxembourg branch that was established on 22 January 2022 and is located at European Bank & Business Center, 6, route de Trèves, L-2633 Senningerberg. J.P. Morgan SE, Luxembourg Branch is registered in the Registre de Commerce et des Sociétés in Luxembourg number B 10 958.

Caceis Bank S.A. France is depositary for a French fund. Caceis Bank S.A. France is structured as a société anonyme under French law. The registered office is at 12 place des États-Unis, CS 40083 – 92549 Montrouge Cedex where it is registered with the Registre Commerce et des Sociétés under number 92024722.

J.P. Morgan SE - Dublin Branch is the depositary for Robeco UCITS ICAV. The Dublin Branch forms part of a *Societas Europaea* incorporated under German law. The registered office of J.P. Morgan Bank SE is in Frankfurt. J.P. Morgan SE carries out its duties from the Irish branch that was established on 22 January 2022 and is located at 200 Capital Dock, 79 sir John Rogerson's Quay, Dublin 2, Ireland. J.P. Morgan SE - Dublin Branch is registered in the Financial Service Provider Register Data number C150776.

For schematic overviews, please refer to the Website.

#### **4. Financial information about the Manager and the Depositaries**

- 4.1. The Manager's shareholders' equity meets the requirements of Section 3:53 Wft. The Manager has sufficient solvency as referred to in Section 3:57 Wft. For the latest auditor's report(s) covering this, please see the Website.
- 4.2. For the latest annual reports of the Manager and the depositaries please see the website.

#### **5. Provision of information**

- 5.1. The prospectus of each UCITS indicates the way in which the Manager informs the shareholders periodically.
- 5.2. The financial year of the Manager coincides with the calendar year. The Manager shall publish a report and financial statements annually within four months of the close of the financial year,

including the statement by the auditor that the financial statements have been audited. In addition, a semiannual report will be published by the Manager each year before 1 September.

- 5.3. The financial year of the depositaries coincide with the calendar year. The annual report and financial statements shall be published via the website [www.robeco.com/riam](http://www.robeco.com/riam).
- 5.4. The Manager's articles of association, annual reports and financial statements and semiannual reports are available to shareholders/participants at the offices of the Manager and on the website [www.robeco.com/riam](http://www.robeco.com/riam).

## **6. Information about the replacement of the manager or the depositary**

- 6.1. If the agreement pursuant to which the Manager is appointed, is terminated, the Manager will continue to perform his work for a reasonable period until a new manager has been appointed. If the agreement with the depositary is terminated, the depositary involved will continue to perform his duties during a reasonable period until a new depositary has been appointed.
- 6.2. Should a request be made to the AFM to revoke the license in accordance with Section 1:104 (1) at (a) Wft, this will be made known in at least one nationally available Dutch newspaper or to every shareholder/participant, as well as on the Website.

**Robeco Institutional Asset Management B.V.**

30 January 2026

## APPENDIX I - SUMMARY OF THE KEY INVESTMENT RESTRICTIONS APPLYING TO UCITS

**Summary of the key investment restrictions applying at the date of this prospectus as stated in the Dutch Market Conduct Supervision of Financial Enterprises Decree (Bgfo).**

### Article 130

The assets under management of a UCITS as referred to in Section 4:61, first paragraph of the law are only invested in:

a. Securities and money market instruments admitted to listing or trading on a regulated market or multilateral trading facility;

b. securities and money market instruments admitted to listing or trading on a system comparable to a regulated market or multilateral trading facility in a country that is not a Member State, to the extent that the Articles of Association or the fund regulations of the UCITS permit investment in these financial instruments;

c. securities which are likely within one year of issue to be admitted to listing or offered for trading on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility in a country that is not a Member State, to the extent that the Articles of Association or the fund regulations of the UCITS permit investment in these financial instruments;

d. rights of participation in UCITS for which a license has been granted pursuant to Section 2:65 of the law or in UCITS that are permitted in accordance with the Investment Institutions Directive in another Member State, if under their articles of association or fund regulations the UCITS in question invest not more than ten per cent of their assets under management in rights of participation in other investment institutions;

e. rights of participation in investment institutions domiciled in a designated state or in UCITS subject to supervision that in the opinion of the supervisory agencies in other Member States is equivalent to the Investment Institutions Directive and with respect to which cooperation between the supervisors and the supervisory agencies is adequately assured, if:

1°. the rights of participation in the investment institutions or UCITS are repurchased or redeemed directly or indirectly at the expense of the assets at the request of the participants;

2°. the purpose of the investment institutions or UCITS as specified in their regulations or Articles of Association is exclusively to invest in securities, money market instruments, deposits or financial derivatives, following the principle of diversification of risk;

3°. the regulations applying to the investment institutions or UCITS regarding segregation of assets, taking out and granting loans and sale of securities and money-market instruments with an uncovered position are equivalent to the provisions of the Investment Institutions Directive; and

4°. under their Articles of Association or fund regulations, the investment institutions or UCITS invest not more than ten per cent of their assets under management in rights of participation in other investment institutions or UCITS;.

f. deposits;

g. derivative financial instruments admitted to listing or trading on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, to the extent that the value depends on the financial instruments and deposits, financial indices, interest rates, exchange rates or currencies mentioned in this article in which the UCITS may invest pursuant to its Articles of Association or regulations;

h. Derivative financial instruments that are not traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, if:

1°. the value depends on the financial instruments and deposits, financial indices, interest rates, exchange rates or currencies mentioned in this article in which UCITS may invest pursuant to their Articles of Association or regulations;

2°. The counterparty is an institution subject to prudential supervision and belongs to the categories recognized by the AFM or a supervisory agency in another Member State; and

3°. it is subject to reliable and verifiable daily valuation and at all times can be sold at its economic value on the initiative of the UCITS, liquidated or closed by means of an offsetting transaction; or

i. Money market instruments that are not traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, if the issue or the issuer of these instruments is itself subject to regulation designed to protect investors and their savings, and these instruments:

1°. are issued or guaranteed by a central, regional or local government authority, the central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a state that is not a Member State, a sub-state of a federal state or an international public-law institution in which one or more Member States participate;

2°. are issued by a company whose securities are traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State;

3°. are issued or guaranteed by an institution subject to prudential supervision in a Member State or by an institution that is subject to prudential supervision that in any case is equivalent to the prudential supervision applying under EC law; or

4°. are issued by other institutions to which equivalent investor protection applies as established in this subsection, opening remarks and items 1°, 2° and 3°, if the issuer is a company whose capital and reserves amount in total to at least EUR 10,000,000 and presents and publishes its financial statements in accordance with the Financial Statements Directive, or is a legal entity belonging to a group comprising one or more companies whose shares are admitted to listing on a regulated market, a multilateral trading facility or a system comparable to a regulated market or a multilateral

trading facility from a state that is not a Member State, with the specific purpose of funding the group, or a is a legal entity with the specific purpose of funding securitization instruments for which a banking liquidity line has been provided.

**Article 131**

1. Contrary to Article 130, the assets under management of a UCITS may:

- a. be invested for no more than ten percent in securities and money-market instruments not admitted to or traded on a regulated market or another market in financial instruments;
- b. be invested, if in relation to a UCITS, in business directly required for the operation of its activities; or
- c. be offered in ancillary liquid assets.

2. Contrary to Article 130 the assets under management of a feeder UCITS may, up to a maximum of fifteen percent:

- a. be invested in financial derivatives, as referred to in Article 130, parts g and h, that are used for the sole purpose of hedging risk;
- b. be invested, if in relation to a UCITS, in business directly required for the operation of its activities; or
- c. be offered in ancillary liquid assets.

**Article 132**

The assets under management of UCITS in securities, as referred to in Section 4:61, first paragraph, of the law, are not invested in precious metals or in certificates representing these metals.

**Article 133**

1. The UCITS as referred to in Section 4:61, first paragraph of the law reports at least once a year to the Authority for the Financial Markets on the types of financial derivatives encompassed by its assets, the underlying risks, the quantitative limitations and the methods chosen to assess the risks related to the transactions in these financial instruments.

2. The Authority for the Financial Markets evaluates the frequency and completeness of the information, as referred to in the first paragraph.

3. The total risk of a UCITS is calculated daily.

4. To calculate the total risk in financial derivatives of a feeder UCITS, the proprietary direct risk in financial derivatives, as referred to in Section 131, second paragraph, part a, of the feeder UCITS combined with:

- a. the market risk in financial derivatives of the master UCITS in proportion to the rights of participation the feeder UCITS possesses in the master UCITS; or
  - b. the potential total maximum risk in financial derivatives that the master UCITS may incur in accordance with its fund regulations or Articles of Association, in proportion to the investment of the feeder UCITS in rights of participation in the master UCITS.
5. The total risk the UCITS bears does not amount to twice the total net asset value. The total risk of an investment institution is increased by no more than ten percent of the total net value of its portfolio by short-term loans, in which case the total risk of the UCITS amounts to no more than 210 percent of the total net value of its portfolio.
6. The total risk the UCITS bears in financial derivatives does not exceed the total net asset value. To calculate the risk, the market value of the underlying assets, the counterparty risk, future market trends and the time required to liquidate positions must be taken into consideration.
7. The assets under management of the UCITS may be invested, within the framework of investment policy and the limitations stated in Article 137, in financial derivatives insofar as the risk relating to the underlying assets does not exceed in total the limitations stated in Articles 134, 135, 136, first paragraph, and 137. If the assets under management of the UCITS are invested in index-based financial derivatives, then these investments are not subject to the upper limitations stated in articles 134, 135, 136, first paragraph, and 137.
8. The Authority for the Financial Markets may draw up rules relating to calculating risk, the method for establishing the market value of underlying assets, the types of obligation that lead to counterparty risk, the inclusion of future market trends, and the methods used to calculate risk that are partially dependent on the nature of the financial instrument invested in.

#### **Article 134**

1. The assets under management of the UCITS, as referred to in Section 4:61, first paragraph of the law, are invested for no more than ten percent in securities and money-market instruments issued by the same body. A UCITS invests no more than twenty percent of assets under management in deposits at a single bank.
2. The counterparty risk of the UCITS for a transaction in financial derivatives not traded on a regulated market or another market in financial instruments, amounts to no more than:
  - a. percent of its assets when the counterparty is a bank; or
  - b. five percent of its assets in other cases.
3. The total value of the securities and money-market instruments the UCITS holds in issuing bodies, in which it invests more than five percent per body, amounts to no more than forty percent of the assets under management of the UCITS. This limitation does not apply to deposits and transactions in financial derivatives that are not traded on a regulated market or another market in financial instruments, or in bodies subject to prudential supervision.

4. Notwithstanding the individual limitations stated in the first and second paragraphs, the assets under management of the UCITS are invested for no more than twenty percent in a single body in a combination of:

- a. securities and money-market instruments issued by that body;
- b. deposits at that body; or
- c. risks resulting from transactions in financial derivatives not traded on a regulated market or another market in financial instruments, in relation to that body.

5. When calculating the investment risk exposure, as referred to in the first to the fourth paragraphs, of the UCITS, the risk is determined using the maximum loss for the UCITS in the event of counterparty default. The Authority for the Financial Markets may draw up further rules relating to the calculation of counterparty risk and the associated collateral to be taken into consideration as a limit on the counterparty risk borne by the UCITS.

#### **Article 135**

1. Contrary to Article 134, the assets under management of a UCITS may be invested for up to twenty-five percent in the registered covered bonds, as referred to in Wft Decree on Prudential Rules, of a given issuing bank.

2. If the assets under management of a UCITS is invested in bonds (as referred to in the first paragraph) of a single issuing body for more than five percent, then the total value of these investments may not exceed eighty percent of the assets of the issuing body.

#### **Article 136**

1. Contrary to Article 134, first paragraph, the assets under management of a UCITS may be invested for up to thirty-five percent in securities and money-market instruments issued or guaranteed by a member state, a public body with statutory powers in a member state, a non-member state, or an international organization in which one or more member-states participate.

2. The Authority for the Financial Markets may grant a UCITS an exemption from the first paragraph if:

- a. it has in its portfolio securities and money-market instruments from at least six different issues of an issuing state, public body or international organization as referred to in the first paragraph;
- b. the financial instruments of one and the same issue do not exceed thirty per cent of the assets under management of the UCITS;
- c. the issuing state, public body or international organization is stated in the Articles of Association or the fund regulations of the UCITS; and
- d. the participants in the UCITS enjoy protection that is equivalent to the protection described in the first paragraph and articles 134, 135 and 137.

**Article 137**

1. The financial instruments referred to in articles 135 and 136, first paragraph, are not subject to the intended limit of forty percent as stated in Article 134, third paragraph.
2. Investments made in accordance with articles 134, 135, and 136, first paragraph, in securities and money-market instruments of a single issuing body or deposits in or financial derivatives of that body, must never exceed thirty-five percent of the assets under management of the UCITS.
3. To calculate the stated limits referred to in articles 134, 135, and 136, first paragraph, companies belonging to a group are considered as one organization on the basis of the consolidated financial statements, in accordance with the Directive on Consolidated Accounts or other recognized international financial reporting guidelines, on the understanding that the investments, as referred to in Article 134, first paragraph, first full sentence, in the separate companies belonging to that group do not exceed twenty percent of the assets under management of the UCITS.
4. The assets of the investment body in whose rights of participation the UCITS invests are not added to the investments of the UCITS when establishing the limits as referred to in articles 134, 135, 136, first paragraph, and 137.

**Article 138**

1. Contrary to Article 134, first paragraph, the assets under management of a UCITS may be invested for no more than twenty percent in equities and bonds of the same issuing body if the fund provisions and articles of association of the UCITS state that the investment policy of the UCITS aims to follow the composition of a certain equity or bond index, and if said index meets the following conditions:
  - a. the composition of the index is diversified;
  - b. the index is representative of the market to which it relates; and
  - c. the index is published appropriately.
2. The Authority for the Financial Markets may grant exemption to the first paragraph on request if exceptional market conditions give sufficient cause. In that case, the assets under management of the UCITS may be invested for no more than thirty-five percent in equities and bonds of a single issuing body.

**Article 139**

1. The assets under management of the UCITS, as referred to in Section 4:61, first paragraph of the law, are invested for no more than twenty percent in rights of participation in investment institutions or UCITS as referred to in Article 130, parts d or e, that are issued by the same investment organization or UCITS.
2. The investments in rights of participation in investment institutions or UCITS as referred to in Article 130, part e, do not exceed a total of thirty percent of the assets under management of the UCITS.

**Article 140**

1. A manager of a UCITS obtains on behalf of the UCITS he manages, as referred to in Section 4:61, first paragraph of the law jointly, no more than twenty percent of the shares with voting rights in the same issuing body.
2. The assets under management of a UCITS as referred to in Section 4:61, first paragraph of the law are not invested in more than:
  - a. ten percent of the shares with voting rights of the same issuing body;
  - b. ten percent of the bonds of the same issuing body;
  - c. twenty-five percent of the rights of participation in an investment institution or UCITS of which the rights of participation are at the request of the participants bought or repaid directly or indirectly from the same investment body or UCITS on the account of the assets; or
  - d. ten percent of the money-market instruments of the same issuing body.
3. The limitations, as referred to in the second paragraph, introduction and arts b, c and d, do not apply if the gross value of the bonds or money-market instruments or the net value of the rights of participation in an investment institution or UCITS cannot be calculated at the point of purchase.

**Article 141**

Article 140, first and second paragraph, does not apply to the purchase of or investment in:

- a. securities and money market instruments issued or guaranteed by a Member State, a public body with regulatory authority in a Member State, a state that is not a Member State or an international organization in which one or more Member States participate;
- b. shares in the capital of a legal entity domiciled in a state that is not a Member State which subject to the limitations stated in articles 134, 135, 136, first paragraph, 137, 139 and 140 chiefly invests its assets in securities of issuers domiciled in that state, if under the laws of that state such participation is the only possibility for the UCITS to invest in the securities of issuers in that state; or
- c. shares in the capital of a subsidiary of the UCITS that provides management, advisory or trading services exclusively on behalf of the UCITS in the state in which the subsidiary is domiciled with the purpose of repurchasing rights of participation at the request of participants.



## APPENDIX II: SUSTAINABILITY DISCLOSURES

Pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Product name: Robeco US Large Cap Equities N.V.

Legal entity identifier: 5493005UWYUHCCQ0EW87

### Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

**Yes**                         **No**

<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective</b> : ___%</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul>	<p><input checked="" type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 35% of sustainable investments</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input checked="" type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul>
<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective</b>: ___%</p>	<p><input type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b></p>



## What environmental and/or social characteristics are promoted by this financial product?

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

The Fund has the following E/S characteristics:

1. The Fund promotes certain minimum environmental and social standards and therefore applies exclusion criteria with regards to products and business practices that Robeco believes are detrimental to society, such as investments in controversial behaviour, controversial weapons, and certain fossil fuel-related activities.
2. The Fund promotes adherence to and conducting business activities in accordance with the United Nations Universal Declaration of Human Rights, the International Labor Organization's (ILO) labor standards, the United Nations Guiding Principles for Business and Human Rights (UNGPs), the United Nations Global Compact (UNGC) and the OECD Guidelines for Multinational Enterprises, by scrutinizing companies that violate these principles.
3. The Fund promotes good governance and sustainable corporate practices through proxy voting, which contributes to long-term shareholder value creation. This includes taking an active stance on social and environmental topics through Robeco's proxy voting policy.
4. The Fund limits investing in companies with an elevated sustainability risk based on ESG risk scores whereas all such investments require approval from the Sustainable Investment Center of Expertise that oversees that all investments are substantiated and eligible based on a fundamental review on the sustainability risk.

There is no reference benchmark designated for the purpose of attaining the environmental or social characteristics promoted by the Fund.

### ● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The Fund has the following sustainability indicators:

1. The % of investments in securities that are on Robeco's Exclusion list as result of the application of Robeco's Exclusion policy.
2. The number of companies that are in violation of the ILO standards, UNGPs, UNGC or OECD Guidelines for Multinational Enterprises and hence become a part of the Enhanced Engagement program.
3. The number of holdings and agenda items voted.
4. The % of holdings with an elevated sustainability risk profile.

### ● **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

The sustainable investments aim to contribute to the UN Sustainable Development Goals, that have both social and environmental objectives. Robeco uses its proprietary SDG Framework and related SDG scores to determine which issuers constitute a sustainable investment as referred to in art 2(17) SFDR. Positive SDG scores (+1, +2, +3) are regarded as sustainable investments.

***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

The sustainable investments do no significant harm to any environmental or social sustainable investment objective by considering a principal adverse impact and aligning with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights. In addition, sustainable investments score positively on Robeco's SDG Framework, and therefore do not cause significant harm.

***How have the indicators for adverse impacts on sustainability factors been taken into account?***

A detailed description of the incorporation of principal adverse impacts is available via Robeco's Principal Adverse Impact Statement published on the Robeco website. In this statement, Robeco sets out its approach to identifying and prioritizing principal adverse impact, and how principal adverse impacts are considered as part of Robeco's investment due diligence process and procedures relating to research and analysis, exclusions and restrictions and/or voting and engagement. For sustainable investments, the PAI indicators have been taken into account by ensuring that the investments do no significant harm to any environmental or social objective. For this purpose, many PAI indicators are either directly or indirectly included in Robeco's SDG Framework to determine whether a company has significant impacts on the SDGs related to the PAI indicators.

***How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:***

The sustainable investments are aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights via both Robeco's Exclusion Policy and Robeco's SDG Framework.

Robeco's Exclusion Policy includes an explanation of how Robeco acts in accordance with the International Labor Organization (ILO) standards, United Nations Guiding Principles (UNGPs), United Nations Global Compact (UNGC) Principles and the Organization for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises and is guided by these international treaties to assess the behavior of companies. Robeco continuously screens its investments for breaches of these principles. In case of a breach, the company will be excluded or engaged with, and is not considered a sustainable investment.

Robeco's SDG Framework screens for breaches on these principles in the final step of the framework. In this step, Robeco checks whether the company concerned has been involved in any controversies. Involvement in any controversy will result in a negative SDG score for the company, meaning it is not a sustainable investment.

*The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



**Does this financial product consider principal adverse impacts on sustainability factors?**

Yes, \_\_\_\_\_

The Fund considers principal adverse impacts on sustainability factors as referred to in Annex I of the SFDR Delegated Act.

Pre-investment, the following principal adverse impacts on sustainability factors are considered:

- Via the applied normative and activity-based exclusions, the following PAIs are considered:
  - Investments in companies active in the fossil fuel sector (PAI 4, Table 1)
  - Violations of the UN Global Compact Principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises (PAI 10, Table 1)
  - Activities negatively affecting biodiversity-sensitive areas (PAI 7, Table 1). The consideration of this PAI is currently restricted to applying exclusions to palm oil

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

producing companies and for any breaches to the UNGC, UNGP and OECD Guidelines for Multinational Enterprises in relation to biodiversity.

- Investments in controversial weapons (anti-personnel mines, cluster munitions, chemical weapons (PAI 14, Table 1)
- o Via the ESG integration process, as part of the investment due diligence policies and procedures, the following PAIs are considered:
  - All indicators related to GHG emissions, as part of the required Climate Risk analysis (PAI 1-6, Table 1, PAI 4, Table 2)
  - Biodiversity, water and waste indicators (PAI 7-9, Table 1)
  - Board gender diversity (PAI 13, Table 1)

Post-investment, the following principal adverse impacts on sustainability factors are taken into account:

- o Via the application of the voting policy, the following PAIs are considered:
  - All indicators related to GHG emissions (PAI 1-6, Table 1)
  - Indicators related to social and employee matters (PAI 10-13, Table 1; PAI 5-8, Table 3)
- o Via Robeco's entity engagement program, the following PAIs are considered:
  - All indicators related to Climate and other environment-related indicators (PAI 1-9, Table 1)
  - Violations of the UN Global Compact Principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises (PAI 10, Table 1). On an ongoing basis, the investment universe is scanned for controversial behavior in relation to the aforementioned principles and guidelines.
  - In addition, based on a yearly review of Robeco's performance on all mandatory and selected voluntary indicators, holdings of the Fund that cause adverse impact might be selected for engagement.

More information is available via Robeco's Principal Adverse Impact Statement, published on Robeco's website. The Fund will periodically report how it has considered the principal adverse impacts of its investments in the Company's annual report, which will be made available each year on or before 30 April at the Fund page highlighted in final section of this document.

No



**What investment strategy does this financial product follow?**

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

Robeco US Large Cap Equities is an actively managed fund that invests in large-cap stocks in the United States. The selection of these stocks is based on fundamental analysis as described in the Investment policy strategy paragraph in then vestment objective paragraph of this prospectus. The strategy integrates sustainability indicators on a continuous basis as part of the stock selection process. Amongst others, the Fund applies norms-based and activity-based exclusions, Robeco's good governance policy and considers Principal Adverse Impacts in the investment process.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund has the following binding elements:

1. The Fund's portfolio complies with Robeco's Exclusion Policy Level 1 (<https://www.robeco.com/files/docm/docu-exclusion-policy.pdf>) that is based on exclusion criteria with regards to products and business practices that Robeco believes are detrimental to society. This means that the Fund has 0% investments in excluded securities, taking into account a grace period. Information with regards to the effects of the exclusions on the Fund's universe can be found at <https://www.robeco.com/docm/docu-exclusion-list.pdf>.
2. The Fund's holdings become a part of the Enhanced Engagement program if there is a breach to one of the international guidelines during the investment period: ILO standards, UNGPs, UNGC or OECD Guidelines for Multinational Enterprises. When engagement is deemed highly unlikely to succeed, the company might be excluded directly.
3. All equity holdings have a granted right to vote and Robeco exerts that right by voting according to Robeco's Proxy Voting Policy, unless impediments occur (e.g. share blocking or when not considered cost efficient). Robeco's Proxy Voting Policy can be found at <https://www.robeco.com/files/docm/docu-robeco-stewardship-policy.pdf>.
4. Investments with an elevated sustainability risk are defined by Robeco as companies with an ESG Risk Rating of 40 and higher. The Fund is limited to a maximum exposure of 3% to investments with an elevated sustainability risk. Each investment with an ESG Risk rating of higher than 40 requires approval from the Sustainable Investment Center of Expertise.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

The Fund does not commit to a minimum rate to reduce the scope of investments prior to the application of the investment strategy.

● ***What is the policy to assess good governance practices of the investee companies?***

Robeco has a Good Governance policy to assess governance practices of companies. The policy describes how Robeco determines if and when a company does not follow good governance

**Good governance** practices include

sound management structures, employee relations, remuneration of staff and tax compliance.

practices and is therefore excluded from the initial investment universe for Article 8 and 9 products. Robeco’s Good Governance policy applies to the Fund and tests on a set of governance criteria that reflect widely recognized industry- established norms and include topics as employee relations, management structure, tax compliance and remuneration. A link to the good governance test is made available in the final section of this document.



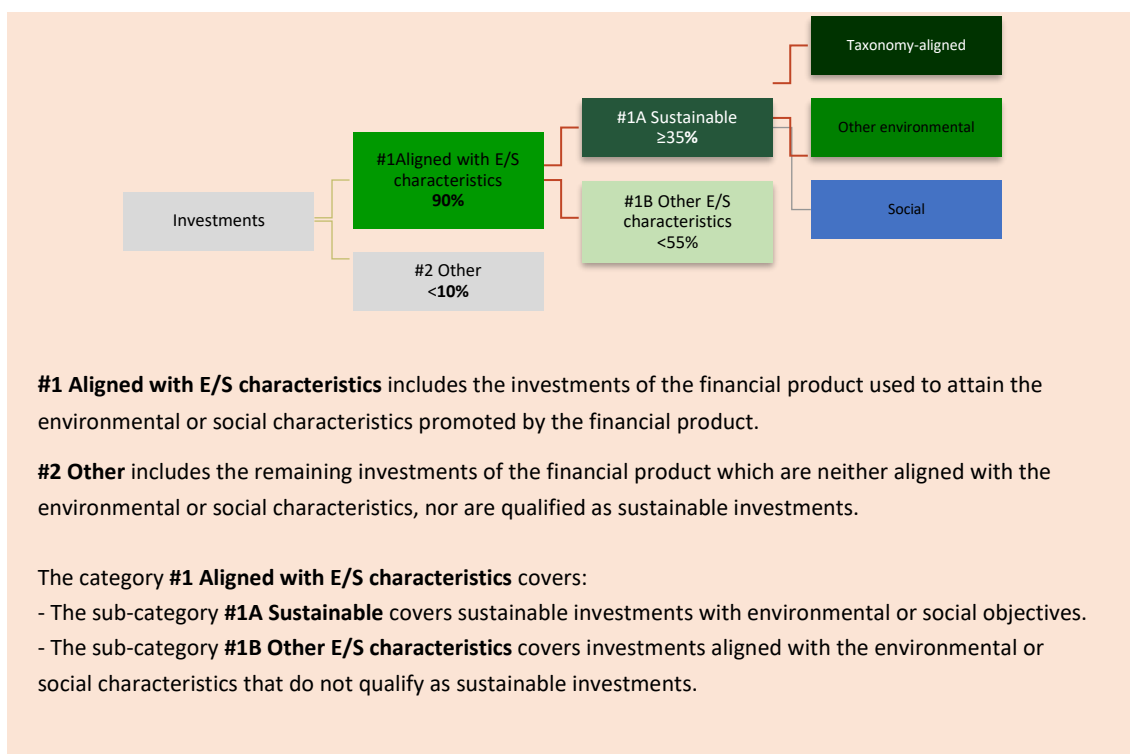
### What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

At least 90% of the investments are aligned with the E/S characteristics of the Fund. The Fund plans to make a minimum of 35% sustainable investments, measured by positive scores via Robeco’s SDG Framework. These percentages are minimum commitments. Hence the two subsets do not equal the total minimum proportion of sustainable investments in the asset allocation section. The Fund does not specifically target a minimum percentage of its sustainable investments with an environmental objective but it cannot be ruled out that sustainable investments may include those with an environmental objective. The investments in the category Other, estimated between 0-10%, are mostly in cash and cash equivalents. The planned asset allocation is monitored continuously, and evaluated on a yearly basis.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx)



reflecting green operational activities of investee companies.

● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

The Fund does not make use of derivatives to attain the environmental or social characteristics promoted by the financial product. The Fund may make use of derivatives for both hedging, liquidity and efficient portfolio management as well as investment purposes. Exchange traded and over-the-counter derivatives are permitted, including but not limited to futures, swaps, options and currency forwards. Whilst the Fund may use derivatives both for investment purposes as well as for hedging and efficient portfolio management, it does not utilize derivatives for such purposes outside the intended share of investments allocated to the 'Other' category.

In case the Fund uses derivatives, the underlying shall comply with the investment policy. Where relevant, minimum environmental or social safeguards are taken into account.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

0%.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?<sup>1</sup>**

Yes

In fossil gas

In nuclear energy

No


To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to

<sup>1</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

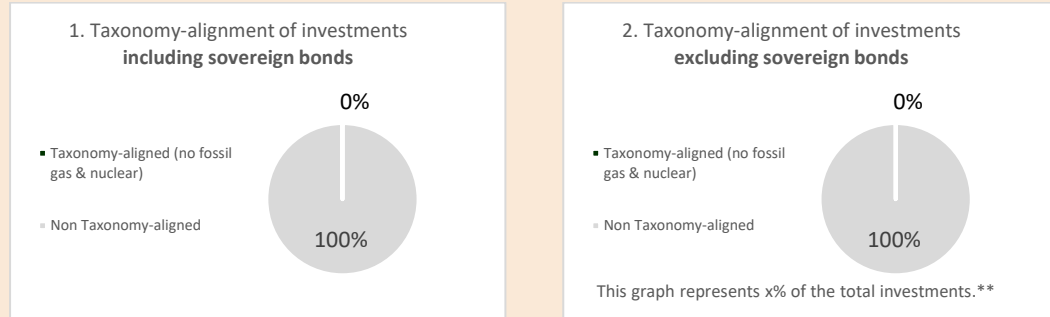
renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have Greenhouse Gas Emission levels corresponding to the best performance.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



*\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures  
 \*\* As the investments are not Taxonomy-aligned, the exclusion of sovereign bonds has no impact on the graph and therefore no such percentage is shown here.*

**What is the minimum share of investments in transitional and enabling activities?**

0%.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

The Fund does not commit towards a minimum percentage of sustainable investments with an environmental objective; therefore, the fund does not commit to a minimum percentage of investments that are aligned or not aligned with the Taxonomy-alignment.



**What is the minimum share of socially sustainable investments?**

0%.



### What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The type of instruments included under “#2 Other” and their purpose are outlined in Annex I of this Prospectus under the header ‘Financial instruments and investment restrictions’. Amongst others, the use of cash, cash equivalents and derivatives is included under “#2 Other”. The Fund may make use of derivatives for hedging, liquidity and efficient portfolio management as well as investment purposes (in line with the investment policy). Where relevant, minimum environmental or social safeguards apply to the underlying securities.



### Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

- *Not applicable*

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



### Where can I find more product specific information online?

- More product-specific information can be found on the website: <https://www.robeco.com/en-int/products/funds>
- Robeco's PAI Statement can be accessed via the following link: <https://www.robeco.com/files/docm/docu-principal-adverse-impact-statement-summary-entity-level.pdf>
- Robeco's Good Governance test can be accessed via the following link: <https://www.robeco.com/files/docm/docu-robeco-good-governance-policy.pdf>

## ARTICLES OF ASSOCIATION

### Definitions and terminology.

#### Article 1.

1.1. The following terms have the meanings described below in these Articles of Association, unless expressly stated otherwise:

**Affiliated institution:** which, pursuant to the Dutch Securities Book-Entry Transfer Act ("Wge", *Wet giraal Effectenverkeer*), is certified as an affiliated institution and authorized to maintain a Collective Deposit (*Verzameldepot*);

**General Meeting of Shareholders:** the body of the general meeting of shareholders;

**Central Institute** : the central institute (*centraal instituut*) within the meaning of the Wge;

**Participant** : a participant in the Collective Deposit;

**Subsidiary** : a subsidiary within the meaning of Article 2:24a of the Dutch Civil Code;

**Giro deposit** : a giro deposit within the meaning of the Wge;

**Capital account** : an account held for each class of ordinary share referred to using the same letter as the ordinary shares in question and to which the deposited sums are booked together with the actual value of the deposits on the shares belonging to each class of ordinary share (including the capital/paid-in surplus);

**Priority** : the meeting of priority shareholders;

**Persons entitled to attend meetings:** all shareholders, the usufructuaries and pledgees of shares, with the exception of those whose right to vote is withheld on establishment of the usufruct or pledge or the transfer or change of ownership of the usufruct or pledge;

**Collective deposit** : a collective deposit within the meaning of the Wge;

**Wge** : the Dutch Securities Book-Entry Transfer Act [*Wet giraal effectenverkeer*, or 'Wge'];

**Retained earnings account** : the account described in Article 20 which is held by the company for each class of ordinary share.

1.2. Any reference in these articles of association to shares or shareholders without further indication shall include both priority shares, A shares, B shares, C shares and D shares and holders thereof.

### Name – registered office – type.

#### Article 2.

2.1. The name of the company is: **Robeco US Large Cap Equities N.V.**

2.2. Its registered office is located in Rotterdam.

2.3. The company is an investment company with variable capital.

### Objective.

#### Article 3

3.1. The company aims only to invest assets in financial instruments under the terms of sub 1 or article 4:60 of

the Wft, following the principle of diversification, in order to share the returns of the company with shareholders, taking account of the provisions applying to UCITS.

- 3.2. The company is authorized, taking account of sub 1 of this article, to execute all activities involved in realizing or promoting the objective stated above, in the widest possible sense.

### **Capital and Shares.**

#### **Article 4**

- 4.1. The company's authorized share capital amounts one million five hundred thousand euros (EUR 1,500,000) , divided into ten (10) priority shares, nine hundred ninety-nine thousand nine hundred and seventy (999,970) A shares, five hundred thousand (500,000) B shares, ten (10) C shares and ten (10) D shares each share having a nominal value of one euro (EUR 1).
- 4.2. The priority shares, A shares, B shares, C shares and D shares each form a separate share class. A shares, B shares, C shares and D shares are together designated as ordinary shares. The monies and other goods that are deposited in and/or attributed to a Capital Account corresponding to an ordinary share class will be managed separately for the holders of shares in the class concerned and invested in the manner determined by the board for the class of ordinary shares in question.
- 4.3. The shares are registered shares and are numbered consecutively per class, the priority shares from P1, the A shares from A1, the B shares from B1, the C shares from C1, and the D shares from D1 onward.
- 4.4. Insofar as delivery of shares is possible pursuant to the Wge, a Participant has the right to delivery of one or more shares to the amount for which he is a Participant and also in accordance with the relevant provisions stated in the Wge.
- 4.5. The company may only issue shares following a decision by the management.  
Article 2:96 of the Dutch Civil Code does not apply.  
Issuance is only executed against full payment and not earlier than after the issue price has been received by the company.  
The decision to issue involves the price (which pursuant to article 2:80 sub 2 of the Dutch Civil Code may not be below par) and the remaining conditions.
- 4.6. The Management Board may decide to increase the number of A, B, C or D shares included in the authorized capital, where the maximum number of shares that can be added to one class of shares is equal to the number of ordinary shares included in the authorized capital that were not yet issued at the time of the aforementioned decision.
- 4.7. In the event of a resolution as referred to in paragraph 6 to increase the number of shares of a certain ordinary share class included in the authorized share capital, the number of shares in the authorized capital of the class for which the aforementioned increase occurs will simultaneously be reduced by a number of shares such that the total authorized capital remains the same.
- 4.8. A resolution as referred to in paragraph 6 can only be taken on the precondition that a certified copy of the resolution is immediately deposited with the trade register. The resolution referred to in paragraph 6 states:
- a. the amount by which the number of shares in the authorized capital of the class of shares in question will be increased; and

- a. the amount by which the numbers of shares in the authorized capital of the class of shares in question will be reduced.
- 4.9. Unless the contrary is explicitly stated or appears to be apparent from the context, what is determined in these Articles of Association relating to shares and shareholders applies to every share and each shareholder, irrespective of class.
- 4.10. The company is not authorized to cooperate in issuing of depositary receipts for shares.
- 4.11. The Management Board has the express authority to enter into legal transactions as referred to in Section 94, Subsection 1 of Book 2 of the Dutch Civil Code.
- 4.12. The Management Board is authorized to acquire the company's own shares for valuable consideration. The total issued capital, less the amount of the shares held by the company itself, will amount to at least one tenth of the total authorized share capital.  
The Management Board is authorized to alienate the shares thus acquired.
- 4.13. At the General Meeting, no votes can be cast in respect of a share owned by the company or a Subsidiary of the company, nor in respect of a share for which one of these parties owns depositary receipts. Usufructuaries and pledgees of shares belonging to the company or its Subsidiaries are, however, not precluded from exercising their right to vote if the usufruct or pledge was created before the share belonged to the company or a Subsidiary thereof.  
When it is determined to what extent shareholders cast votes, are present or represented, or to what extent the share capital is provided or represented, no account shall be taken of shares for which no vote may be cast.  
No distributions will be made on these shares and they will not count when calculating the distribution of the amount intended for allocation to shares.
- 4.14. The ordinary shares are admitted to Euronext Amsterdam and are traded via Euronext Fund Service. The net asset value of an ordinary share is calculated by dividing the assets and liabilities an ordinary share is entitled to by the number of outstanding shares of the class concerned, corrected for the profit entitlement of the outstanding priority shares.
- 4.15. The Management Board can decide to convert a share of a certain class of ordinary shares held by the company into another class of shares. In carrying out such a conversion each share will be exchanged for one share of another class. The Management Board decides on conversion: The Management Board determines in a resolution of conversion: (i) which class of shares will be converted (ii) the number of shares to be converted (iii) and into which class of shares the shares will be converted. Conversion as referred to in this paragraph cannot take place if the shares in question are subject to limited rights. Insofar as such a resolution of conversion leads to more shares of one class being placed than the number of that class of shares included in the authorized share capital, paragraphs 6 to 7 apply mutatis mutandis.
- 4.16. The company may, with due observance of the legal provisions in this respect, grant loans with a view to any other party subscribing to or acquiring shares in the company's capital or depositary receipts thereof.

### **Register of shareholders.**

#### **Article 5**

The Management Board will maintain a register including the names and addresses of all shareholders, stating the number of type shares they hold, and insofar as applicable, the date of acknowledgement or service and the amount paid on each share and all further information to be included therein by law.

The register also contains the names and addresses of those who have a right of usufruct or pledge on bearer shares, stating the date they obtained the right and the date of acknowledgement or service, as well as the rights in accordance with subsections 2 and 4 of articles 2:88 and 89 of the Dutch Civil Code accrue to them, all pursuant to and in accordance with article 2:85 of the Dutch Civil Code.

The register shall be regularly updated.

### **Delivery of a bearer share.**

#### **Article 6**

The transfer of shares or the transfer of a restricted right to such a share requires a certificate for this purpose as well as the company's written acknowledgement of the transfer, except in the event that the company itself is a party in this legal act.

The acknowledgment will be made on the deed, or by means of a dated declaration mentioning the acknowledgment on the deed or on an extract or copy thereof signed as a true copy by a notary or the transferor.

Official service of said deed or said copy or extract on the Company will rank as acknowledgment.

### **Joint property.**

#### **Article 7**

If shares are part of a community of property, the combined joint participants may only be represented vis-à-vis the company by a person who has been appointed by them in writing. The persons jointly entitled may also designate more than one person.

If the community of property includes shares, the joint participants can specify – unanimously – at the designation or later, that if a participant so requires, such number of votes will be cast according to his directions as corresponds with the part he is entitled to in the community of property.

This article does not apply to shares belonging to a community as stated in the Wge.

### **Management Board.**

#### **Article 8.**

- 8.1. The company is managed by a Management Board consisting of one or more directors.
- 8.2. The holders of priority shares will set the number of directors.
- 8.3. A legal entity can be appointed as a director.

### **Appointment of directors.**

#### **Article 9.**

- 9.1. Directors are appointed by the General Meeting on the basis of a recommendation to be drawn up by the Priority, which shall include at least the number of persons required by law.
- 9.2. If a vacancy arises, the Management Board will invite the Priority to draw up a recommendation within three months of the invitation.

- 9.3. The General Meeting is free to make an appointment if the Priority has not acted on the invitation within the required time limit.
- 9.4. A recommendation drawn up by the Priority in due time is binding.  
The General Meeting may reject the recommendation with a majority of at least two thirds of the votes cast representing at least one half of the issued capital. If the General Meeting rejects the recommendation with a majority of at least two thirds of the votes cast, but this majority does not represent at least half of the issued capital, a new meeting can be convened where the recommendation can be rejected with a majority of at least two thirds of the votes cast.
- 9.5. A director may at any time be suspended or dismissed by the General Meeting.
- 9.6. The General Meeting may only suspend or dismiss a director - unless this is proposed by the Priority - by a resolution passed with at least two-thirds of the votes cast representing more than one half of the issued capital.
- 9.7. Any suspension may be extended one or more times, but may not last longer than a total of three months. The suspension shall expire on lapse of this period if no resolution has been adopted either to lift the suspension or to dismiss the director.

### **Remuneration of the Management Board.**

#### **Article 10.**

- 10.1. The company has a policy covering remuneration of the Management Board. The policy will be determined by the General Meeting. The remuneration policy will at least contain the information included in Section 383c through 383e of Book 2 of the Dutch Civil Code insofar as this relates to the Management Board.
- 10.2. The remuneration and other terms of employment of each director are determined by the Priority, subject to the policy mentioned in paragraph 1 of this article.
- 10.3. In the case of share schemes or rights to take shares, a proposal for approval to the Priority. The proposal should at least contain the number of shares or rights to take shares that may be granted to the Management Board and the criteria for granting or amending. A failure to gain approval from the General Meeting does not affect the representative authority of the Priority.

### **Decision-making - Representation.**

#### **Article 11.**

- 11.1. Subject to the limitations laid down in these articles of association, the Management Board will be in charge of the management of the company's business, which will include the investing of the company's assets in such a way that the risks thereof are spread in order to allow shareholders to share in the profits.
- 11.2. Resolutions of the Management Board that are subject to the approval of the General Meeting are resolutions that drastically change the identity or character of the company or business, including in any case:

- a. transfer of the business or almost all of the business to a third party;
  - b. entry into or termination of a long-lasting cooperation of the company or a Subsidiary with another legal body or company either as a general partner in a limited or commercial partnership, if this cooperation or termination thereof is of major importance to the company;
  - c. acquisition or disposal of a participating interest in the capital of a company with a value of at least one fourth of the amount of assets according to the balance sheet and the accompanying notes or, if the company has a consolidated balance sheet, according to the consolidated balance sheet with accompanying notes according to the company's last adopted financial statements, of the company itself or a subsidiary.
- 11.3. Failure to gain approval as referred to in paragraph 2 does not affect the representative authority of the Management Board or its members.
- 11.4. The Management Board will represent the company. The company will also be represented by two managing directors, by one managing director and one 'procuratiehouder' (i.e. a holder of power to represent and bind the company), or by two 'procuratiehouders', however, in the case of two 'procuratiehouders' acting jointly, such representation will be with due observance of the limitations of their authority and as recorded in the trade register.
- 11.5. The Management Board is authorized to appoint one or more 'procuratiehouders'. The board will determine their duties of office, as well as the manner in which they may represent the company against third parties, and the cases in which they may do so. If desired, the Management Board can grant 'procuratiehouders' the title of assistant managing director or any other title which they think fit. The Management Board can appoint a company secretary. If proof of a resolution having been taken by a company body is required towards third parties, a resolution signed by the secretary will suffice.
- 11.6. A director does not take part in the discussion and decision-making process if he has a direct or indirect personal interest that is in conflict with the interests of the company or its affiliated enterprises. If, as a result of this no board resolution can be taken, such a resolution will then be taken by the Priority.
- 11.7. In the event of default or prevention of a director, the remaining director(s) will be temporarily charged with the entire management.
- In the event of default or prevention of all the directors or the sole director, the management of the company shall be temporarily entrusted to the person who has been or will be designated for this purpose by the Priority.
- In the event of a permanent absence, the person referred to in the previous sentence shall, as soon as possible, take such measures as may be needed to cause definitive provision to be made for this.

### **General Meeting of Shareholders – convening notices.**

#### **Article 12.**

- 12.1. General Meetings of Shareholders will be held whenever the Management Board deems desirable, or statute or the provisions of these Articles of Association so prescribe.
- 12.2. A General Meeting of Shareholders shall also be convened as soon as one or more persons, who are together entitled to cast at least ten per cent of the total number of votes that can be cast, have requested this in writing to the Management Board, stating the matters to be discussed.

- 12.3. General meetings of shareholders shall be convened by the Management Board. Such meetings shall be convened in the legally permitted manner, including a written letter convening the meeting, a readable and reproducible message dispatched electronically or an announcement made by electronic means.
- 12.4. If the Management Board fails to convene the required General Meeting of Shareholders prescribed by Article 17 or fails to act on the request referred to in paragraph 2, the persons with meeting rights who are authorized to do so by law may be authorized in the manner prescribed by law by the presiding judge of the district court within whose jurisdiction the company is situated to convene the meeting themselves.
- 12.5. The meeting shall be convened with due observance of the convening period prescribed by law.
- 12.6. The notice convening the meeting must state the items to be discussed and any further information required by law or by these articles of association.
- 12.7. An item requested in writing to be placed on the agenda by one or more Persons entitled to attend meetings and legally authorized to do so will be included in the notice convening the meeting or announced in the same manner, provided the company receives such request no later than the sixtieth day before the day of the meeting and provided no significant interest of the company opposes such request.
- 12.8. Written requests as referred to in Section 110, paragraphs 1 and Section 114a, paragraph 1 of Book 2 of the Dutch Civil Code may be made by electronic means.

#### **General meeting of shareholders – venue, minutes and agenda.**

##### **Article 13.**

- 13.1. The general meeting of shareholders will be held at Rotterdam.
- 13.2. The General Meetings of Shareholders will be presided over by the chairman of the Management Board. In his absence the directors present shall appoint a chairman from among their midst.  
If no director is present, then the meeting shall appoint its own chairman.  
The secretary of the company will act as secretary of the meeting. If he is absent, the chairman may designate another person to act as secretary to the meeting.
- 13.3. The secretary will prepare the minutes of the meeting which will be agreed by him with the chairman and signed as proof thereof.
- 13.4. The chairman can also arrange for a notary to attend the meeting, and instruct him to establish the minutes by a notarial deed.
- 13.5. The chairman of the relevant meeting will decide in all matters regarding admission to the General Meeting, the exercise of voting rights and all other matters relating to meetings, notwithstanding Article 113 of Book 2 of the Civil Code.

#### **General meeting of shareholders – exercising voting rights.**

##### **Article 14.**

- 14.1. Persons with meeting rights may have themselves represented at the meeting by a proxy who has been appointed in writing.
- 14.2. Only if no registration date is prescribed by law, the Management Board will stipulate a registration date for the General Meeting with due observance of legal provisions in this respect. Persons entitled to attend meetings are those who have this entitlement on the registration date and who are registered as such in a

register designated by the Management Board, irrespective of who at the time of the General Meeting would have meeting rights if a registration date as referred to in this paragraph had not been fixed. The convening notice specifies the registration date, the manner in which the Persons entitled to attend meetings may be registered and the manner in which they may exercise their rights.

- 14.3. The Management Board may resolve that Persons entitled to attend meetings and vote may cast their vote via an electronic means of communication to be determined by the Management Board and/or by letter, within a period prior to the General Meeting to be determined by the Management Board, which period may not commence before the registration date referred to in the previous paragraph. Votes cast in accordance with the provisions of the foregoing sentence shall be treated on an equal basis as votes that are cast at the time of the meeting.
- 14.4. A Person who is entitled to attend meetings and wishes to attend the General Meeting of Shareholders by proxy is obliged to lodge the proxy for the meeting at the offices of the company not later than the period stated in the convening notice.
- 14.5. Disputes about whether or not a person entitled to attend the meeting or a proxy holder has furnished sufficient proof of identity to attend the General Meeting and to exercise their voting right, and any other questions regarding proper procedure during the meeting, will be decided by the chairman of the meeting.
- 14.6. The Management Board may resolve to make the business of the meeting accessible via an electronic means of communication.
- 14.7. The Management Board may resolve that every person entitled to attend the meeting and vote is authorized to exercise that voting right and/or to take part in the General Meeting via an electronic means of communication, either in person, or via a proxy appointed in writing. The requirement for this is that the person entitled to attend the meeting and vote can be identified via the electronic means of communication and can have direct access to the business of the meeting. The Management Board may attach conditions to the use of the electronic means of communication, which conditions shall be made known in the convocation for the General Meeting and shall be published on the company's website.

#### **Decision-making General Meeting.**

##### **Article 15.**

- 15.1. Each share will entitle the holder thereof to cast one vote.
- 15.2. All resolutions, in respect of which the law or these articles of association do not prescribe a larger majority, will be taken by an absolute majority of votes.

#### **Amendment of the Articles of Association - Dissolution.**

##### **Article 16.**

- 16.1. The General Meeting is authorized, but only upon the proposal of the Priority, to decide to change the articles of association and dissolve the company.
- 16.2. Adoption of a resolution to alter the Articles of Association or to dissolve the company requires a majority of two-thirds of the valid votes cast.

- 16.3. Whenever a proposal to amend the Articles of Association is submitted to a General Meeting, this will be reported in the notice convening the meeting and, at the same time, a copy of that proposal containing a verbatim transcript of the proposed amendment will be made available at the company's offices to be viewed by any person entitled to attend the meeting until after the conclusion of the meeting. They may obtain a free copy of that proposal.

### **Annual General Meeting of Shareholders.**

#### **Article 17.**

- 17.1. A General Meeting of Shareholders will be held at least once a year, not later than six (6) months after the close of the company's financial year.
- 17.2. The agenda for this annual General Meeting of Shareholders will in all cases include the following items:
- a. the report of the Management Board on the state of the company's affairs and the management thereof;
  - b. consideration and confirmation of the financial statements for the past financial year;
  - c. discharge of the directors for their management of the company;
  - d. appointments to vacancies;
  - e. proposals submitted in accordance with the provisions of these Articles of Association.

### **Meeting of shareholders of a specific class**

#### **Article 18.**

- 18.1. Meetings of holders of shares of a specific class will be held whenever provisions of law or of these Articles of Association so require.
- 18.2. Then a meeting as referred to in the previous paragraph will be convened whenever the Management Board deems this to be necessary or if one or more shareholders, who collectively represent at least one tenth of the issued share class in question, make a written request to the Management Board requesting this and clearly specifying the nature of the business to be transacted. If the Management Board does not follow up such a request by ensuring that a meeting takes place within four weeks, those making the request are authorized to convene a meeting themselves.
- 18.3. All resolutions of shareholder meetings referred to in this article are adopted by an absolute majority of the valid votes cast.
- 18.4. A unanimous written declaration made collectively by the priority shareholders has the same legal effect as a resolution adopted unanimously in a meeting where all the issued priority shares are represented.
- 18.5. Otherwise the provisions relating to the General Meeting apply mutatis mutandis as far as possible, on the understanding that the notice calling the meeting of shareholders of a specific class is published no later than fifteen days before the meeting is scheduled.

### **Financial year, annual accounts and profit appropriation.**

**Article 19.**

- 19.1. The financial year of the company runs from the first of January through the thirty-first of December of each year.
- 19.2. Annually, not later than four (4) months after the end of the company's financial year, the Management Board shall draw up annual accounts and hold these available at the company's office for inspection by those entitled to attend meetings. The Management Board will also submit its annual report within the same period.
- 19.3. The financial statements shall be signed by all the directors; if any of their signatures are missing, this fact and the reason for this omission must be stated.
- 19.4. The financial statements are adopted by the General Meeting.

**Profit appropriation and distribution. Payments.****Article 20.**

- 20.1. The company keeps a Retained Earnings Account for each class of ordinary share, indicated by the letter of the class of ordinary shares to which it relates.
- 20.2. Out of the profit appearing in the adopted annual accounts, the amount of income (including interest) that is realized with the assets attributed to each class of ordinary shares, determined after deduction of costs and taxes relating to the amounts deposited in each Capital Account and which is added to the Retained Earnings Account bearing the same letter, as well as other costs (including management fees in particular) relating to the class of shares concerned, and after deduction of the proportion of the company's costs and expenses attributable to the share class concerned.  
The Management Board determines for each class of ordinary shares which amount as defined in the previous sentence is added to the Retained Earnings Account held for the class of shares concerned. After the aforementioned addition to the Retained Earnings Account, priority shareholders will receive a dividend of six (6) percent of the nominal amount of those shares wherever possible. There will be no further profit pay-out on priority shares. What remains after the aforementioned addition has taken place is distributed among the holders of the class of shares concerned pro rata to each of their shareholding in these shares. (Price) losses suffered on the assets that are attributed to an ordinary share class are charged to the Retained Earnings Account bearing the same letter as that class of ordinary shares and, if the balance therein is insufficient, to the Capital Account bearing the same letter as the respective class of ordinary shares.
- 20.3. Holders of an ordinary share class are entitled to the balance on the Retained Earnings Account bearing the same letter, in proportion to the nominal amount of their holding in the share class in question. Payments charged to or closing a Retained Earnings Account can be made at any time if proposed by the priority shareholder(s) and the meeting of shareholders of the relevant class, providing the contents of paragraphs 5 and 6 are observed and pursuant to a decision by the General Meeting.
- 20.4. Profit distribution takes place to holders of shares according to their shareholding in the relevant share class. The Management Board can decide that distributions are to be made entirely or partially in a form other than in cash, including participation rights in investment institutions of which the Management Board or an Affiliated Entity of the Management Board is the manager.

- 20.5. Profit distributions will be made only in so far as the equity of the company exceeds the sum of the fully paid-up capital and the partially paid-up capital increased by the reserves which will be kept in virtue of the law or the Articles of Association.
- 20.6. Profits will be allocated and distributed after confirmation of the financial statements which show that such distribution is permissible. Payments charged to Capital Account and/or Retained Earnings Account and a complete cancellation of a Capital Account and/or Retained Earnings Account may occur at all times, providing the contents of paragraph 5 are observed and pursuant to a decision by the General Meeting, but only if proposed by the Management Board and the meeting of shareholders of the relevant class of shares.
- 20.7. The declared dividend will be payable on the date fixed therefor by the General Meeting following a proposal from the Management Board at the time of the declaration or otherwise immediately after any such dividend has been declared.
- 20.8. After authorization by the Priority Shareholders, the Management Board can decide to pay an interim dividend or to make interim payments from the reserves with due observance of Section 105 of Book 2 of the Dutch Civil Code.
- 20.9. Payments not claimed within five (5) years after they are payable will lapse by limitation of time.

### **Dissolution and liquidation.**

#### **Article 21.**

- 21.1. In the event that the company is wound up by virtue of a resolution of the General Meeting, the Management Board shall be charged with the liquidation of the company's assets in accordance with article 2:23, sub 2 of the Dutch Civil Code.
- 21.2. During the winding-up proceedings the provisions of these articles of association shall remain in force as far as possible.
- 21.3. If there is any balance of capital left after payment of all the company's debts, the holders of the priority shares will receive the nominal value of the priority shares. The remaining balance will then be paid to holders of ordinary shares in the following manner:
- a. if possible the holders of ordinary shares will receive the balances of the Capital Account and Retained Earnings Account relating to the class of shares they hold, this after deduction of the Retained Earnings Account's share in the costs, including the costs referred to article 20, paragraph 2 and the costs of winding up and the expenses of the company;
  - b. any remaining sum will be distributed to all holders of ordinary shares;
  - c. all distributions, which are made to holders of ordinary shares pursuant to this article, shall be made, in the event that there are several holders of the class of shares in question, in proportion to their shareholding in the class in question.
- 21.4. After the company has ceased to exist, the books, records and other data carriers shall be kept for seven years by the person designated thereto by the liquidators.

### **Transitional Provision I.**

#### **Article 22.**

- 22.1. After filing of a statement by the Management Board with the trade register that at least two hundred thousand euros (EUR 200,000) of the company's capital have been issued, the company's authorized share capital amounts to nine hundred thousand euros (EUR 900,000), divided into ten (10) priority shares, and for the remainder divided among the classes of ordinary shares in proportion to the number of ordinary shares of a class that was included in the authorized capital at the time of the aforementioned increase, which division shall be notified to the trade register.
- 22.2. After filing of a statement by the Management Board with the trade register that at least eight hundred thousand euros (EUR 800,000) of the company's capital have been issued, the company's authorized share capital amounts to three million six hundred thousand euros (EUR 3,600,000), divided into ten (10) priority shares, and for the remainder divided among the classes of ordinary shares in proportion to the number of ordinary shares of a class that was included in the authorized capital at the time of the aforementioned increase, which division shall be notified to the trade register.
- 22.3. After filing a statement by the Management Board with the trade register that at least three million five hundred thousand euros (EUR 3,500,000) of the company's authorized share capital have been issued, the authorized share capital amounts to ten million euros (EUR 10,000,000) divided into ten (10) priority shares with the rest divided pro rata among the classes of ordinary shares included in the authorized capital at the time of the aforementioned increase, which distribution will be recorded in the trade register.
- 22.4. After filing a statement by the Management Board with the trade register that at least eight million euros (EUR 8,000,000) of the company's authorized share capital have been issued, the authorized share capital amounts to twenty five million euros (EUR 25,000,000) divided into ten (10) priority shares with the rest divided pro rata among the classes of ordinary shares included in the authorized capital at the time of the aforementioned increase, which distribution will be recorded in the trade register.
- 22.5. After filing a statement by the Management Board with the trade register that at least twenty-two million euros (EUR 22,000,000) of the company's authorized share capital have been issued, the authorized share capital amounts to seventy million euros (EUR 70,000,000) divided into ten (10) priority shares with the rest divided pro rata among the classes of ordinary shares included in the authorized capital at the time of the aforementioned increase, which distribution will be recorded in the trade register.

### **Transitional Provision II.**

#### **Article 23.**

The first financial year ends on the thirtieth of December two thousand and fourteen.

This article expires together with its heading after the first financial year has ended.