

**Extraordinary General Meeting of Shareholders**

**Robeco Global Stars Equities Fund N.V.**

**To be held on 17 December 2025 at 11.30h**

- 1. Advertisement**
- 2. Agenda**
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# **Robeco Global Stars Equities Fund N.V.**

(la «Société»; société d'investissement à capital variable de droit néerlandais)

# **ROBECO**

**The Investment Engineers**

## **Assemblée générale extraordinaire des actionnaires**

se tiendra au siège de la Société, Weena 850 à Rotterdam aux Pays-Bas, le 17 décembre 2025 à 11h30.

### **Ordre du jour :**

1. Ouverture et communications
2. Proposition de modification des statuts (décision)
3. Clôture

L'ordre du jour et le changement proposé des statuts peuvent être consulté par les actionnaires et autres personnes autorisées à l'adresse du siège de la Société (Weena 850, NL-3014 DA Rotterdam). L'ordre du jour, le changement proposé des statuts, les rapports annuels des trois dernières années, le prospectus et le document d'information clé sont également disponibles gratuitement via [www.robeco.com/riam](http://www.robeco.com/riam) ainsi qu'auprès de BNP Paribas Securities Services, 9 rue du Débarcadère - 93500 Pantin (internet: [www.robeco.fr](http://www.robeco.fr).) En cas d'approbation de la proposition de modification des statuts lors de l'assemblée, cette décision ne sera pas communiquée séparément.

La directoire de la Société a déterminé comme ayant droit de vote et étant habilitées à assister à l'assemblée, les personnes qui au 19 novembre 2025 (la «Date d'enregistrement») sont enregistrées en tant qu'actionnaires de la Société. À cette fin, le nombre d'actions après traitement de tous les ajouts et suppressions à la Date d'enregistrement dans l'administration d'un établissement affilié à Euroclear Nederland sera pris en compte.

Les actionnaires qui souhaitent participer à cette assemblée ou donner une procuration peuvent s'inscrire à partir du 20 novembre 2025 jusqu'au 10 décembre 2025 inclus auprès d'ING Bank N.V. par l'intermédiaire de l'établissement financier où elles détiennent un compte-titres pour les séries d'actions de Robeco Global Stars Equities Fund - EUR E. Ces inscriptions doivent être accompagnées d'une déclaration de cet établissement financier dans laquelle est indiqué le nombre d'actions détenues à la Date d'enregistrement par l'actionnaire concerné.

Les droits de vote et d'assister aux assemblées peuvent, si cela est souhaité, être exercés par un mandataire détenant une procuration écrite. Les formulaires de procuration sont disponibles gratuitement au siège de la Société et via [www.robeco.com/riam](http://www.robeco.com/riam). Pour donner une procuration, l'actionnaire doit enregistrer ses actions de la manière décrite ci-dessus. Le formulaire de procuration dûment rempli, y compris les instructions de vote, doit être reçu à l'une des adresses indiquées dans le formulaire au plus tard le 10 décembre 2025. Le mandataire doit présenter la preuve de son inscription et une copie de la procuration au bureau d'inscription le jour de l'assemblée avant l'ouverture de l'assemblée.

La directoire

Rotterdam, le 3 novembre 2025

**Robeco Global Stars Equities Fund N.V.**  
*(investment company with variable capital under Dutch law)*

EXTRAORDINARY GENERAL MEETING  
OF  
SHAREHOLDERS

to be held on 17 December 2025 at 11:30 hours CET at the office of the Company, Weena 850, Rotterdam, The Netherlands.

**A G E N D A**

1. Opening and announcements
2. Proposal to amend the articles of association (decision)
3. Closure

Subject	Note to the agenda for the Extraordinary General Meeting of Shareholders to be held on 17 December 2025	From	Management board and meeting of priority shareholders of Robeco Global Stars Equities Fund N.V.
Date	November 2025	To	General meeting of shareholders of Robeco Global Stars Equities Fund N.V.

## Proposal to amend the articles of association (agenda item 2)

The meeting of Priority Shareholders (the “**Priority**”) of Robeco Global Stars Equities Fund N.V. (the “**Fund**”) proposes to amend the articles of association of the Fund (the “**Articles**”). The management board of the Fund endorses this proposal.

In order to facilitate more investors investing in the Fund, new share classes are needed, to implement the conditions that have been agreed with these parties, e.g. on fees or on hedging. Currently, all share classes of the Fund are in use. In order to add new share classes to the Fund, a change of the Articles is required.

This opportunity is being taken to make some amendments to align the Articles of association with recent legislation. The proposed amendment is included in a draft deed of amendment of the Articles, dated 13 October 2025, which was drawn up by Ploum, lawyers and public notaries in Rotterdam (document 801250647/Documents/STATW akte Robeco Global Stars Equities Fund N.V. - NL). This document is available for inspection at the office of the Fund until after the meeting. An overview of the current and proposed texts is attached as annex.

### Formal procedure

In accordance with the provisions of Article 16 of the Articles, the General Meeting of Shareholders (the “**General Meeting**”) is authorized to amend the Articles, only upon the proposal of the Priority. A resolution of the General Meeting to amend the Articles requires a majority of two-thirds of the valid votes cast.

The Priority decided on 14 October 2025 to propose to the General Meeting to amend the Articles.

### Proposal

The Priority proposes to the General Meeting to amend the Fund’s Articles in accordance with the draft deed drawn up by Ploum, attorneys and civil-law notaries in Rotterdam, with reference: 801250647/ Documents/STATW deed Robeco Global Stars Equities Fund N.V. – NL, dated 13 October 2025, and further to authorize each of the directors and each employee of Ploum to make necessary amendments to the draft deed and to have the notarial deed of amendment of the articles of association executed.

## ANNEX

### Verbatim text of the proposed amendment to the articles of association

Current text	Proposed text
1.2: Any reference in these Articles of Association to shares or shareholders without further indication shall include both priority shares, A shares and B shares, and holders thereof.	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.
4.1: The company's authorized share capital amounts to three hundred million euro (EUR 300,000,000), divided into ten (10) priority shares, one hundred fifty million (150,000,000) A shares and one hundred forty nine million, nine hundred and ninety-nine thousand nine hundred and ninety (149,999,990) B shares, each share having a nominal value of one euro (EUR 1).	4.1: The company's authorized share capital amounts to three hundred million euro (EUR 300,000,000.00), divided into ten (10) priority shares, one hundred million (100,000,000) A shares, one hundred million (100,000,000) B shares, ninety-nine million nine hundred ninety-nine thousand nine hundred and eighty (99,999,980) C shares and ten (10) D shares, each share having a nominal value of one euro (EUR 1.00).
4.2: The priority shares, A shares and B shares each form a separate share category. The A and B shares are also collectively referred to 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.	4.2: The priority shares, A shares, B shares, C shares and D shares each form a separate share category. The A shares, B shares, C shares and D shares are also collectively referred to 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 and numbered consecutively; the priority shares from P1, the A shares from A1 and the B shares from B1 onward.	4.3: The shares are registered and numbered consecutively; 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.
4.5: The management board can decide to increase the number of A or B shares included in the authorized share capital, where the maximum number of shares that can be added to one class of shares is the same as the number of ordinary shares included in the authorized share capital that has not been issued at the time of the aforementioned resolution.	4.5: The management board can decide to increase the number of A shares, B shares, C shares and D shares, included in the authorized share capital, where the maximum number of shares that can be added to one class of shares is the same as the number of ordinary shares included in the authorized share capital that has not been issued at the time of the aforementioned resolution.
4.13: As soon as a resolution has been passed by the management board, the A and B shares will be listed on Euronext Amsterdam by NYSE Euronext and traded via Euronext Fund Service. The company buys and sells	4.13: As soon as a resolution has been passed by the management board, the A shares, B shares, the C shares and the D shares will be listed on Euronext Amsterdam by NYSE Euronext and traded via Euronext

Current text	Proposed text
<p>its own A and B shares via Euronext Fund Service at a price equal to the intrinsic value of an A or B share with the addition of a surcharge or the deduction of a discount as determined by the management board. Any purchase or sale by the company of its own A and B shares, as soon as these are listed, outside Euronext Fund Service shall take place on the basis of the price referred to in the previous sentence. The intrinsic value of an ordinary share will be determined by dividing the sum of the assets and liabilities to which that share entitles the holder by the number of outstanding shares of the share class in question, corrected for the profit entitlement of the outstanding priority shares. All assets and liabilities will be valued at their nominal value unless the management board does not deem this to be representative. The financial investments are in principle valued at actual value. Listed investments are valued at the last available trading price, or if the management board does not deem this to be representative, in accordance with generally accepted standards. Investments in investment institutions that are managed by the Management Board or an Affiliated Entity of the Management Board, will be valued on the basis of intrinsic value. Income and expenses are allocated to the period to which they relate.</p>	<p>Fund Service. The company buys and sells its own A shares, B shares, C shares and D shares, via Euronext Fund Service at a price equal to the intrinsic value of an A or B share with the addition of a surcharge or the deduction of a discount as determined by the management board. Any purchase or sale by the company of its own A shares, B shares, C shares and D shares, as soon as these are listed, outside Euronext Fund Service shall take place on the basis of the price referred to in the previous sentence. The intrinsic value of an ordinary share will be determined by dividing the sum of the assets and liabilities to which that share entitles the holder by the number of outstanding shares of the share class in question, corrected for the profit entitlement of the outstanding priority shares. All assets and liabilities will be valued at their nominal value unless the management board does not deem this to be representative. The financial investments are in principle valued at actual value. Listed investments are valued at the last available trading price, or if the management board does not deem this to be representative, in accordance with generally accepted standards. Investments in investment institutions that are managed by the Management Board or an Affiliated Entity of the Management Board, will be valued on the basis of intrinsic value. Income and expenses are allocated to the period to which they relate.</p>
<p><i>4.14: Change in the Dutch text does not impact the English translation.</i></p>	<p><i>4.14: Change in the Dutch text does not impact the English translation.</i></p>
<p>--</p>	<p>8.4: In performing their duties, the directors shall act in the interests of the company and its affiliated business.</p>
<p>11.6: In all cases in which the company has a conflict of interests with one or more directors as referred to in Section 2:146 of the Dutch Civil Code, it will be represented by the person or persons designated by the holder of priority shares for this purpose.</p>	<p>11.6: A director shall not participate in deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the company and its affiliated business. If this prevents a management board resolution from being adopted, the decision shall be taken by the Priority.</p>
<p>--</p>	<p>11.8: If the management board consists of two or more directors, each director shall be entitled to cast one vote.</p>

Current text	Proposed text
<p>14.4: If the Management Board does not use the authority referred to in paragraph 2, persons with meeting rights must give advance written notice to the Management Board of their intention to do so in order to be allowed to attend the General Meeting of Shareholders and (insofar as they have voting rights) to participate in voting. As for the voting rights and the rights to attend a meeting, the company, applying the provisions of Articles 88 and 89 of Book 2 of the Civil Code mutatis mutandis, will regard as shareholders those persons mentioned in a written statement by an Affiliated Institution to the effect that the number of A and B shares mentioned in the statement are part of its Collective Deposit and that persons mentioned in this statement are Participants in its Collective Deposit in the number of A and B shares stated and will remain so until after the meeting, as long as the statement concerned is lodged at the offices of the company in a timely manner.</p> <p>The notice convening a meeting will state the last day on which notification to the Management Board or lodging of the statement by the Affiliated Institution may take place; this day may not be earlier than the seventh day prior to the day of the meeting.</p>	<p>14.4: If the Management Board does not use the authority referred to in paragraph 2, persons with meeting rights must give advance written notice to the Management Board of their intention to do so in order to be allowed to attend the General Meeting of Shareholders and (insofar as they have voting rights) to participate in voting. As for the voting rights and the rights to attend a meeting, the company, applying the provisions of Articles 88 and 89 of Book 2 of the Civil Code mutatis mutandis, will regard as shareholders those persons mentioned in a written statement by an Affiliated Institution to the effect that the number of A shares, B shares, C shares or D shares, mentioned in the statement are part of its Collective Deposit and that persons mentioned in this statement are Participants in its Collective Deposit in the number of A shares, B shares, C shares and D shares, stated and will remain so until after the meeting, as long as the statement concerned is lodged at the offices of the company in a timely manner.</p> <p>The notice convening a meeting will state the last day on which notification to the Management Board or lodging of the statement by the Affiliated Institution may take place; this day may not be earlier than the seventh day prior to the day of the meeting.</p>
<p>19.2: Each year the management board will draw up the company's annual financial statements and make them available at the company's office to Persons entitled to attend meetings not later than four (4) months after the close of the company's financial year, subject to an extension of this period by the General Meeting of Shareholders by at most five (5) months on account of exceptional circumstances. The Management Board will also submit its management report within the same period.</p>	<p>19.2: Each year the management board will draw up the company's annual financial statements and make them available at the company's office to Persons entitled to attend meetings not later than five (5) months after the close of the company's financial year, subject to an extension of this period by the General Meeting of Shareholders by at most five (5) months on account of exceptional circumstances. The Management Board will also submit its management report within the same period.</p>
<p>23.1: As per the twelfth day of August two thousand and ten, a shareholder, a usufructuary and a pledgee who derive their rights from a (sub-)share which until that date was in bearer form, cannot exercise or have exercised the rights attached to that share as long as the share has not been delivered to an Affiliated Institution for inclusion in a Collective Deposit. Sub-shares can only be delivered as referred to in the previous sentence if these form one or several shares. Onward delivery of shares was excluded by a decision</p>	<p>--</p>

Current text	Proposed text
of the management board passed on the twenty-sixth of August two thousand and nine.	
23.2: Delivery as referred to in the previous paragraph is only possible by issue of the share certificate together with the dividend coupon and talon belonging thereto. The company may charge fees for the delivery referred to above from thirteenth of August two thousand and twelve.	--



## Proxy form

For holders of ordinary shares in Robeco Global Stars Equities Fund N.V.  
for the Extraordinary General Meeting of Shareholders  
to be held on 17 December 2025 (the 'EGM')

The undersigned,

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

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

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

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

hereby declares that he/she:

- has registered for the EGM as a holder of \_\_\_\_\_ [number] shares Robeco Global Stars Equities Fund – EUR E;
  - has registered for the EGM as a holder of \_\_\_\_\_ [number] shares Robeco Global Stars Equities Fund – EUR G;
- and hereby gives mandate and power of attorney to:

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

☐ a proxy to be appointed by Robeco Global Stars Equities Fund N.V.

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

Meeting item	In favor*	Against*	Abstain*
2. Proposal to amend the articles of association			

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

Signed on \_\_\_\_\_

\_\_\_\_\_

Name and signature

This form must be sent to the Robeco Group Secretariat, preferably by e-mail to [Meetings@robeco.nl](mailto:Meetings@robeco.nl), or by regular mail to Weena 850, 3014 DA Rotterdam and must be received on **10 December 2025** at the latest.

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