

(郵寄)

荷寶資本成長基金

可變資本投資公司

註冊辦公室: 6 route de Trèves, L-2633 Senningerberg

盧森堡大公國

盧森堡商業登記編號: B 58 959

(下稱「本公司」)

2021 年 12 月 10 日，盧森堡

特別股東大會通知

敬愛的股東：

由於 2021 年 11 月 30 日之特別股東大會因法定人數不足而未能就議程第三項進行有效審議及表決，謹召集您出席本公司於 2021 年 12 月 20 日下午 2 時 15 分於本公司註冊辦公室於公證人面前舉行之再行召集之特別股東大會（「會議」），議程如下：

議程

重述本公司之公司章程（「章程」），其自 2022 年 1 月 1 日或主席可能於會議上提議之其他日期生效，除其他事項外，其中包含修正本公司章程第 3 條，以更新本公司之目標條款，使其內容如下：

「本公司之唯一目標係將其可用資金用於根據 2010 年 12 月 17 日盧森堡法律第 I 部分就集體投資計劃允許之可轉讓證券、貨幣市場工具及其他資產（「2010 年法例」），其目的為分散投資風險及提供其股東管理其投資組合之成果。

本公司得於 2010 年法例允許之最大程度內，就其認為對其目標發展及完成具有助益者採取任何措施並從事營業。」

謹告知股東，可向本公司註冊辦公室及當地代表處，及透過本公司之管理公司 Robeco Institutional Asset Management B.V.之網站(www.robeco.com/riam)免費索取擬議修正章程之全文及變更摘要。

投票

此等再行召集之會議並無法定人數之要求，議程上之唯一決議將由三分之二投票之多數決通過。投票表決不包含已出席會議但股東未參加表決、棄權或投下空白或無效票

之投票。

多數決要求將根據 2021 年 12 月 15 日下午 12 點（歐洲中部時間）（「基準日」）之已發行股份決定，且股東之投票權應由於基準日持有之股份數決定之。

投票安排

依據並遵循2020年9月23日關於公司及其他法律實體舉行會議之方法之法律修正規定，本公司為全體安全考量，已決定股東僅得以委託書投票。恕不接受實體出席。

欲於會議投票之股東敬請至遲於2021年12月20日中午前（盧森堡時間）前，於簽名並載明日期後，將完整之委託書表格先以電子郵件 (luxembourg.company.admin@jpmorgan.com) 或傳真方式(+352 4626 85825)擲回，再以普通郵寄方式寄到6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 給J.P. Morgan Bank Luxembourg S.A.的Karon Scoines 女士。

除非明確撤回，已收到之為2021年11月30日舉行之會議委託書表格將持續有效，並將使用於此等再行召集之會議。

董事會

委託書表格

荷寶資本成長基金

可變資本投資公司

註冊辦公室: 6 route de Trèves, L-2633 Senningerberg,

盧森堡大公國

盧森堡商業登記編號: B 58 959

(下稱「本公司」)

委託書

供本公司 2021 年 12 月 20 日下午 2 時 15 分之特別股東大會 (下稱「本會議」)

或其任何再行召集或延會使用

本人/吾等 _____ (填入姓名)，居住
於 _____ (填入地址)，
股東帳戶號碼 _____ (填入帳戶號碼)，
為本公司 _____ 股 (填入股數) 股份之持有人，
茲指定本會議之主席為本人/吾等之代理人，代理本人/吾等於本會議及其任何再行召集
或延會，依下列指示代為投票：

.	議程	贊成*	反對*	棄權*
	<p>重述本公司之公司章程 (「章程」)，自 2022 年 1 月 1 日或主席可能於會議上提議之其他日期生效，除其他事項外，其中包含修正本公司章程第 3 條，以更新本公司之目標條款，內容如下：</p> <p>「本公司之唯一目標係將其可用資金用於根據 2010 年 12 月 17 日盧森堡法律第 I 部分就集體投資計劃允許之可轉讓證券、貨幣市場工具及其他資產 (「2010 年法例」)，其目的為分散投資風險及提供其股東管理其投資組合之成果。</p> <p>本公司得於 2010 年法例允許之最大程度內，就其認為對其目標發展及完成具有助益者採取任何措施並從事營業。」</p>			

如無任何特定指示，代理人得完全依其裁量進行投票。

簽署人授權委託書持有人採取及執行任何及所有為完成代表委託所必需或有效之行為。

簽署 _____

日期：2021 年_____月_____日

*請勾選適當欄位

附註：

1. 依據 2020 年 9 月 23 日關於公司及其他法律實體舉行會議之方法之法律修正規定，有權出席並於本會議中投票之股東，須委任本會議之主席為其代理人代理出席並代為投票。
2. 若未就本會議之議案及其他會議中審酌之事項作出指示，代理人得依其裁量決定如何表決或是否對上述議案放棄投票。
3. 此委託書表格（及授權書或其他授權（如有），業經簽署或經公證核實之副本）應於 2021 年 12 月 20 日中午（盧森堡時間）前寄回予地址位於 6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 之 J.P. Morgan Bank Luxembourg S.A. 予 Karon Scoines 女士(電子郵件：luxembourg.company.admin@jpmorgan.com 或傳真：+352 4626 85825)。
4. 若股東為公司法人，此委託書表格應經其授權代表人以印鑑簽署，或經合法授權可代表其之高階人員或代理人親簽。

Robeco Capital Growth Funds
Société d'Investissement à Capital Variable
Registered office: 6, route de Trèves, L-2633 Senningerberg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 58.959
(the "Company")

Luxembourg, 10 December 2021

Notice of Extraordinary General Meeting of Shareholders

Dear Shareholder,

As the extraordinary general meeting of the Company on 30 November 2021 could not validly deliberate and vote on the third item of the agenda due to lack of quorum, you are hereby convened to attend the reconvened extraordinary general meeting of the Company to be held in Luxembourg before a notary on 20 December 2021 at 2:15 p.m. at the registered office of the Company with the following agenda (the "**Meeting**"):

AGENDA

Restatement of the articles of association of the Company (the "**Articles**") with effect from 1 January 2022 (or such other date as may be proposed by the chairman at the Meeting), comprising, *inter alia*, the amendment of Article 3 of the Articles to update the object clause of the Company so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets permitted to an undertaking for collective investment under Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended (the "2010 Law") with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the development and accomplishment of its purpose to the fullest extent permitted by the 2010 Law."

Shareholders are informed that the full text of the proposed amendments to the Articles, as well as a summary of the changes, are available, free of charge, at the registered office of the Company and at the local representative office, and via the website of the Company's management company, Robeco Institutional Asset Management B.V. (www.robeco.com/riam).

VOTING

There is no quorum required at this reconvened Meeting and the sole resolution on the agenda will be passed by a majority of two thirds of the votes cast. Votes cast shall not include votes attached to shares represented at the Meeting but in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote.

The majority requirements will be determined in accordance to the outstanding shares on 15 December 2021 at 12 p.m. CET (the "**Record Date**") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date.

VOTING ARRANGEMENTS

Pursuant to and in accordance with the provisions of the amended Law of 23 September 2020 on the measures concerning the holding of meetings in companies and other legal entities, the Company has, in view of the safety of all, decided that shareholders are entitled to give their votes by proxies only. No physical presence will be accepted.

Shareholders wishing to vote at the Meeting should return the duly completed, signed and dated proxy form attached hereto not later than noon (Luxembourg time) on 20 December 2021, first by email (luxembourg.company.admin@jpmorgan.com) or fax (+352 4626 85825), and then by regular mail for the attention of Ms. Karon Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

Proxy forms already received for the meeting held on 30 November 2021 will remain valid and will be used at this reconvened Meeting, unless expressly revoked.

The Board of Directors

PROXY FORM

Robeco Capital Growth Funds
Société d'Investissement à Capital Variable
Registered office at 6 route de Trèves, L-2633 Senningerberg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 58 959
(the "**Company**")

PROXY

for use at the extraordinary general meeting of shareholders of the Company (the "**Meeting**")
on 20 December 2021 at 2:15 p.m. or any reconvening or adjournment thereof.

I/We _____ (insert name)

at _____ (insert address)

shareholder account number _____ (insert account number)

holder(s) of _____ (insert number) shares in the
Company

hereby appoint(s) the Chairman of the Meeting as my/our proxy to vote as indicated below on my/our
behalf at the Meeting and any reconvening or adjournment thereof:

	AGENDA	For*	Against*	Abstain*
	<p>Restatement of the articles of association of the Company (the "Articles") with effect from 1 January 2022 (or such other date as may be proposed by the chairman at the Meeting), comprising, <i>inter alia</i>, the amendment of Article 3 of the Articles to update the object clause of the Company so as to read as follows:</p> <p><i>"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets permitted to an undertaking for collective investment under Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended (the "2010 Law") with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolio.</i></p> <p><i>The Company may take any measures and carry out any operation which it may deem useful in the development and accomplishment of its purpose to the fullest extent permitted by the 2010 Law."</i></p>			

Failing any specific instruction, the proxy will vote at his/her complete discretion.

The undersigned authorises the proxyholder to do and perform any and all acts and deeds necessary or useful in the accomplishment of the present proxy.

Signature_____

Dated this_____day of _____2021

* Please tick the appropriate box.

Notes:

1. In accordance with the provisions of the amended Law of 23 September 2020 on the measures concerning the holding of meetings in companies and other legal entities, shareholders who are entitled to attend and vote at the Meeting are requested to appoint the Chairman of the Meeting as their proxy to attend and vote on his/her behalf.
2. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolutions referred to above if no instruction is given in respect of the resolutions and on any business considered at the Meeting.
3. This Proxy Form (and the power of attorney or other authority, if any, under which it is signed or a certified copy by a notary thereof) must be returned to Ms. Karon Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg (email: luxembourg.company.admin@jpmorgan.com or fax: +352 4626 85825) not later than noon (Luxembourg time) on 20 December 2021.
4. If the shareholder is a corporation, this Proxy Form must be executed by the authorized representative(s) of the corporation under the seal or under the hand of an officer or attorney duly authorized on its behalf.