

**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, Luxembourg

盧森堡商業登記編號: B 58 959

(下稱「本公司」)

年度股東大會通知

掛號信函

2022 年 4 月 29 日，盧森堡

敬愛的股東：

本公司將於 2022 年 5 月 27 日下午 3 時，於盧森堡之註冊辦公室舉行年度股東大會（下稱「本會議」）。本會議之目的係為討論下述事項：

議程

1. 審議本公司 2021 年會計年度之董事會報告與法定會計師報告。
2. 審議與通過 2021 年會計年度經查核之年報。
3. 審議與通過 2021 年會計年度之各子基金收益分配。
4. 解除董事會（S.van Dootingh 女士、H.J. Ris 先生及 M.O. Nijkamp 先生分別自 2021 年 5 月 1 日、2021 年 9 月 1 日及 2022 年 1 月 1 日起辭任本公司董事一職）於 2021 年會計年度間履行之責任。
5. 認可前述辭任：
 - A. H.J. Ris 先生自 2021 年 9 月 1 日起辭任
 - B. M.O. Nijkamp 先生自 2022 年 1 月 1 日起辭任
6. 法定指派：
 - A. I.R.M. Frielink 先生擔任本公司董事會之新成員，惟以盧森堡監理機構，即盧森堡金融市場監督機構證券金融監督委員會（「CSSF」）無異議為前提，並自 2022 年 9 月 1 日或 CSSF 核准之日（視何者較晚）起生效，至下次審議截至 2027 年 12 月 31 日會計年度年報之年度股東大會，或至其與 Robeco 之間之僱傭契約結束為止（如該等契約應於其任期前終止）。
 - B. J.H. van den Akker 先生、C.M.A. Hertz 先生、P.F. van der Worp 先生及 J. F. Wilkinson 女士擔任本公司董事會之成員，至審議截至 2027 年 12 月 31 日會計年度年報之年度股東大會，或至其與 Robeco 之間的僱傭契約（如適用）結束為止（如該等契約應於其任期前終止）。
 - C. KPMG Luxembourg, Société coopérative 擔任法定會計師，至下次審議截至 2022 年 12 月 31 日會計年度年報為止，並授權本公司董事會同意 KPMG Luxembourg,

Société coopérative 之委派條款。

7. 任何其他業務及適宜於會議前提交之事項。

台端得向本公司之註冊辦公室索取董事會擬議之配息金額。

台端得向本公司之註冊辦公室或透過 www.robeco.com/riam 索取 2021 年之經查核年度財報及其副本。

本會議之議程所載決議無法定出席人數之要求，並得經簡單多數投票表決通過。多數決之要求係根據 2022 年 5 月 22 日晚間 12 時（「基準日」）之已發行股份總數為準，且股東之投票權應依基準日持有之股份數決定之。一股擁有一票表決權。

依據並遵循盧森堡大公國於2020年9月23日修正關於在公司及其他法律實體舉行會議之方法之規則，本公司為全體安全考量，已決定股東僅得依附件所附之委託書表格，委託本會議主席依台端的指示行使台端的投票權。

敬請至遲於 2022 年 5 月 27 日上午 9 時（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)回擲，再以普通郵寄方式寄到 6H route de Trèves, L-2633 Senningerberg, Luxembourg 給 J.P. Morgan SE 的 M Traynor 先生。為組織安排之目的，本公司得決定不納入 2022 年 5 月 27 日上午 9 時（盧森堡時間）後回擲之完整委託書表格。

您誠摯地，

荷寶資本成長基金
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, Luxembourg

盧森堡商業登記編號: B 58 959

(下稱「本公司」)

委託書

供本公司 2022 年 5 月 27 日下午 3 時之年度股東大會 (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/吾等之受託人，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：

編號.		贊成*	反對*	棄權*
1.	審議本公司 2021 年會計年度之董事會報告與法定會計師報告。	本項並非表決事項		
2.	審議與通過 2021 年會計年度經查核之年報。			
3.	審議與通過 2021 年會計年度之各子基金收益分配。			
4.	解除董事會 (S.van Dootingh 女士、H.J. Ris 先生及 M.O. Nijkamp 先生分別自 2021 年 5 月 1 日、2021 年 9 月 1 日及 2022 年 1 月 1 日起辭任本公司董事一職) 於 2021 年會計年度間履行之責任。			
5.	認可前述辭任： A. H.J. Ris 先生自 2021 年 9 月 1 日起辭任 B. M.O. Nijkamp 先生自 2022 年 1 月 1 日起辭任	本項並非表決事項		
6.	法定指派：			
	A. I.R.M. Frielink 先生擔任本公司董事會之新成員，惟以盧森堡監理機構，即盧森堡金融市場監督機構證券金融監督委員會 (「CSSF」) 無異議為前提，並自 2022 年 9 月 1 日或 CSSF 核准之日 (視何者較晚) 起生效，至下次審議截至 2027 年 12 月 31 日會計年度年報之年度股東大會，或			

	至其與 Robeco 之間之僱傭契約結束為止 (如該等契約應於其任期前終止)。			
	B. J.H. van den Akker 先生、C.M.A. Hertz 先生、P.F. van der Worp 先生及 J. F. Wilkinson 女士擔任本公司董事會之成員，至審議截至 2027 年 12 月 31 日會計年度年報之年度股東大會，或至其與 Robeco 之間的僱傭契約(如適用)結束為止(如該等契約應於其任期前終止)。			
	C. KPMG Luxembourg, Société coopérative 擔任法定會計師，至下次審議截至 2022 年 12 月 31 日會計年度年報為止，並授權本公司董事會同意 KPMG Luxembourg, Société coopérative 之委派條款。			

如無任何特定指示，代理人得完全依其裁量進行投票。

謹此通知各股東，為確保本會議中議程之事項有效通過，無法定出席人數之要求，並將以簡單多數投票表決通過議案。

下述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：2022 年_____月_____日

*請勾選適當欄位

附註：

1. 依據並遵循 2020 年 9 月 23 日修正之盧森堡法律，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），業經簽署或公證核實之副本）應於 2022 年 5 月 27 日上午 9 時（盧森堡時間）前寄回予地址位於 6H route de Trèves, L-2633 Senningerberg, Luxembourg 之 J.P. Morgan SE 的 M Traynor 先生（電子郵件：Luxembourg.Company.Admin@jpmorgan.com）。出於組織安排目的，本公司不納入 2022 年 5 月 27 日上午 9 時（盧森堡時間）後回擲之完整委託書表格。
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律師親簽。

Robeco Capital Growth Funds

Société d'Investissement à Capital Variable

Registered office: 6 route de Trèves, L-2633 Senningerberg, Luxembourg

RCS Luxembourg B 58 959

(the "Company")

Notice of Annual General Meeting of Shareholders

By registered mail

Luxembourg, 29 April 2022

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held at the registered office in Luxembourg on 27 May 2022 at 3.00 p.m. (the "**Meeting**"). The purpose of the Meeting is to discuss the following:

Agenda

1. Consideration of the report of the board of directors of the Company and the report of the approved statutory auditors for the financial year 2021
2. Consideration and approval of the audited annual accounts for the financial year 2021
3. Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2021
4. Discharge of the board of directors (including Mrs. S. van Dootingh, Mr. H.J. Ris and Mr. M.O. Nijkamp who resigned as directors of the Company effective 1 May 2021, 1 September 2021 and 1 January 2022, respectively) for the performance of their duties during the financial year 2021
5. Acknowledgment of the aforementioned resignations of:
 - A. Mr. H.J. Ris effective as per 1 September 2021
 - B. Mr. M.O. Nijkamp as per 1 January 2022
6. Statutory appointments of:
 - A. Mr. I.R.M. Frielink as new member of the board of directors of the Company, subject to the non-objection of the Luxembourg regulator, the Commission de Surveillance du Secteur Financier (the "CSSF") and effective as from 1 September 2022 or the date of CSSF approval, whichever is the latest, until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of his employment contract with Robeco, if this contract should terminate before the end of his term
 - B. Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp and Mrs. J.F. Wilkinson as members of the board of directors of the Company until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of their employment contracts with Robeco (where applicable), if their contracts should terminate before the end of their term
 - C. KPMG Luxembourg, *Société coopérative*, as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2022 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Luxembourg, *Société coopérative*
7. Any other business which may be properly brought before the Meeting

The amount for distribution proposed by the board of directors of the Company is available upon request at the registered office of the Company.

Copies of the audited annual report for the financial year 2021 are available at the registered office of the Company and via www.robeco.com/riam.

Resolutions on the agenda of the Meeting will not require a quorum and will be taken by a simple majority of the votes cast. The majority requirements will be determined in accordance with the outstanding shares at midnight on 22 May 2022 (the "**Record Date**") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date. Each share is entitled to one vote.

Pursuant to and in accordance with the provisions of the amended Luxembourg Law of 23 September 2020 on 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 may only express their votes by granting a proxy to the Chairman of the Meeting, who will exercise your voting rights in accordance with your instructions given by means of the enclosed proxy form.

Please kindly return the completed proxy form not later than 9.00 a.m. (Luxembourg time) on 27 May 2022 duly signed and dated, first by email (Luxembourg.Company.Admin@jpmorgan.com) and then by regular mail to the attention of Mr. M Traynor, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg. For organisational purposes, the Company may decide not to take into account the completed proxy forms sent to the Company after 9.00 a.m. (Luxembourg time) on 27 May 2022.

Yours sincerely,
Robeco Capital Growth Funds
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, Luxembourg

R.C.S. Luxembourg B 58 959

(the "Company")

Proxy

for use at the annual general meeting of shareholders of the Company (the "Meeting")

on 27 May 2022 at 3.00 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:

Nb.		For*	Against*	Abstain*
1.	Consideration of the report of the board of directors of the Company and the report of the approved statutory auditors for the financial year 2021	This item is not subject to vote		
2.	Consideration and approval of the audited annual accounts for the financial year 2021			
3.	Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2021			
4.	Discharge of the board of directors (including Mrs. S. van Dootingh, Mr. H.J. Ris and Mr. M.O. Nijkamp who resigned as directors of the Company effective 1 May 2021, 1 September 2021 and 1 January 2022, respectively) for the performance of their duties during the financial year 2021			
5.	Acknowledgment of the aforementioned resignations of: A. Mr. H.J. Ris effective as per 1 September 2021 B. Mr. M.O. Nijkamp as per 1 January 2022	This item is not subject to vote		
6.	Statutory appointments of:			
	A. Mr. I.R.M. Frielink as new member of the board of directors of the Company, subject to the non-objection of the Luxembourg regulator, the Commission de Surveillance du Secteur Financier (the "CSSF") and effective as from 1 September 2022 or the date of CSSF approval, whichever is the latest, until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of his employment contract with Robeco, if this contract should terminate before the end of his term			

	B. Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp and Mrs. J.F. Wilkinson as members of the board of directors of the Company until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2027 or the end of their employment contracts with Robeco (where applicable, if their contracts should terminate before the end of their term			
	C. KPMG Luxembourg, <i>Société coopérative</i> , as the approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2022 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Luxembourg, <i>Société coopérative</i>			

Failing any specific instruction, the proxy will vote at his/her complete discretion. Shareholders are informed that in order to deliberate validly on the items of the agenda of the Meeting, no quorum is required and the resolutions will be passed by a simple majority of the votes cast.

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 _____ 2022.

* Please tick the appropriate box.

Notes:

1. In accordance with the considerations of the amended Luxembourg Law of 23 September 2020, 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 Mr. M Traynor, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: Luxembourg.Company.Admin@jpmorgan.com) not later than 09.00 a.m. (Luxembourg time) on 27 May 2022. For organisational purposes, the Company may decide not to take into account the completed proxy forms sent to the Company after 9.00 a.m. (Luxembourg time) on 27 May 2022.

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.