

**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

普通信函

2023 年 5 月 3 日，盧森堡

敬愛的股東：

本公司將於 2023 年 5 月 26 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 2022 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 2022 年會計年度經查核之年報。
3. 審議與通過 2022 年會計年度之各子基金收益分配。
4. 解除董事會(包括 M.O. Nijkamp 先生自 2022 年 1 月 1 日起辭任本公司董事一職)於 2022 年會計年度間履行之責任。
5. 認可 J.H. van den Akker 先生、C.M.A. Hertz 先生、P.F. van der Worp 先生、J.F. Wilkinson 女士和 I.R.M. Frielink 先生於 2022 年 5 月 27 日舉行的年度股東大會上被任命為公司董事，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）。
6. 重新委任 KPMG Audit S.à r.l 擔任法定會計師，至下次審議截至 2023 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 Audit S.à r.l 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 2022 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 2023 年 5 月 21 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。

如果您希望親自參加會議，請您於2023年5月21日前透過您的金融中介機構（銀行、金融機構或其他中介機構）或透過摩根大通證券由下述電子郵件地址以書面形式告知公司您的意向。

如果您不能親自出席會議，您可以透過隨附的委託書授權會議主席根據您的指示行使表決權。在此情況下，請於2023年5月26日上午9時(盧森堡時間)之前將填妥的委託書寄回，並首先透過電子郵件（Luxembourg.Company.Secretarial@jpmorgan.com），其次透過普通郵件寄至M Traynor 先生，J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg。為組織安排之目的，本公司得決定不納入2023年5月26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 2023 年 5 月 26 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 2022 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 2022 年會計年度經查核之年報。			
3.	審議與通過 2022 年會計年度之各子基金收益分配。			
4.	解除董事會(包括 M.O. Nijkamp 先生自 2022 年 1 月 1 日起辭任本公司董事一職)於 2022 年會計年度間履行之責任。			
5.	認可 J.H. van den Akker 先生、C.M.A. Hertz 先生、P.F. van der Worp 先生、J.F. Wilkinson 女士和 I.R.M. Frielink 先生於 2022 年 5 月 27 日舉行的年度股東大會上被任命為公司董事，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)。	本項並非表決事項		
6.	重新委任 KPMG Audit S.à r.l 擔任法定會計師，至下次審議截至 2023 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 Audit S.à r.l 之委派條款。			

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)



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：2023 年_____月_____日

*請勾選適當欄位

附註：

1. 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。
2. 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 2023 年 5 月 26 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.Secretarial@jpmorgan.com）。出於組織安排目的，本公司不納入 2023 年 5 月 26 日上午 9 時（盧森堡時間）後回擲之完整委託書表格。
3. 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 regular mail

Luxembourg, 3 May 2023

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held at the registered office in Luxembourg on 26 May 2023 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 2022
2. Consideration and approval of the audited annual accounts for the financial year 2022
3. Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2022
4. Discharge of the board of directors (including Mr. M. O. Nijkamp who resigned as director of the Company effective 1 January 2022) for the performance of their duties during the financial year 2022
5. Acknowledgement that Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp, Mrs. J.F. Wilkinson and Mr. I.R.M. Frielink were appointed directors of the Company at the annual general meeting of shareholders held on 27 May 2022 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
6. Reappointment of KPMG Audit S.à r.l., as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2023 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Audit S.à r.l.
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 2022 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 21 May 2023 (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.

If you wish to participate in person at the Meeting, you are requested to inform the Company of your intention through your financial intermediary (bank, financial institution or other intermediary) or in writing through J.P. Morgan SE via the e-mail address mentioned below, not later than 21 May 2023.

In case you are unable to attend the Meeting in person, you may authorize the Chairman of the Meeting to exercise your voting rights in accordance with your instructions by means of the enclosed proxy form. In this case, please kindly return the completed proxy form not later than 9.00 a.m. (Luxembourg time) on 26 May 2023 duly signed and dated, first by email (Luxembourg.Company.Secretarial@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 26 May 2023.

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 26 May 2023 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 2022	This item is not subject to vote		
2.	Consideration and approval of the audited annual accounts for the financial year 2022			
3.	Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2022			
4.	Discharge of the board of directors (including Mr. M. O. Nijkamp who resigned as director of the Company effective 1 January 2022) for the performance of their duties during the financial year 2022			
5.	Acknowledgment that Mr. J.H. van den Akker, Mr. C.M.A. Hertz, Mr. P.F. van der Worp, Mrs. J.F. Wilkinson and Mr. I.R.M. Frielink were appointed directors of the Company at the annual general meeting of shareholders held on 27 May 2022 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	This item is not subject to vote		
6.	Reappointment of KPMG Audit S.à r.l., as approved statutory auditor until the next annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2023 and authorisation of the board of directors of the Company to agree the terms of appointment of KPMG Audit S.à r.l.			

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 _____ 2023.

* Please tick the appropriate box.

Notes:

1. 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.
2. 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.Secretarial@jpmorgan.com not later than 09.00 a.m. (Luxembourg time) on 26 May 2023. 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 26 May 2023.
3. 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.