

(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)

NN (L)

可變資本投資公司

80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記編號第 B 44.873 號

(「本公司」)

[節譯文]

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### 致股東通知書

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謹此通知，本公司股東臨時會將於 2020 年 11 月 11 日下午 3 時（盧森堡時間）在公證人面前於 27 Boulevard Marcel Cahen, L-1311 Luxembourg 召開（「會議」），以考量並決議下列議程，俾更新本公司之公司章程（「章程」）如下：

1. 於章程第 14 條「淨資產價值」第 14 段後新增段落如下，以符合相關規則與盧森堡金融監理委員會於 2019 年 7 月 30 日「常見問答集」中有關擺動訂價機制之規定：

「子基金申購或買回之交易包括實物交易，可造成基金資產之「稀釋」，這是因為當投資經理公司為提供大量現金流出及流入量而為證券交易時（如有），一名投資人申購或買回一子基金之股份之價格可能無法全盤反應出所生之交易與其它成本。為減輕影響並提升對於現有股東之保障，名為擺動單一訂價（Swinging Single Pricing, SSP）之機制得依董事會之決定，適用於本基金之個別子基金，詳如公開說明書所載。」

2. 修訂章程第 24 條「股東大會」第 1 段如下，以符合 1915 年 8 月 10 日商業公司法及其 2016 年之修訂：

「股東大會每年應於財務年度終了後六個月內，於盧森堡之本公司登記營業處或開會通知所列任何其他地點召開。如本公司董事會依其裁量權認為情況特殊，年度股東大會得於國外舉辦。」

3. 於章程第 26 條「子基金或股份級別之終止與合併及股份分拆及合併」末段新增釐清之段落如下：

「本公司董事會得，依據監管核准（如適用），決定合併或分割任一股份級別或子基金之股份級別。於盧森堡法律要求之範圍內，此等決定將於生效前，以上述條款所述之相同方式進行公告或通知，且該公告及/或通知將包

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含所擬之分割或合併相關資訊。本公司董事會亦得決定將該等股份級別合併或分割議題提交予該等股份之股東大會。為此目的召開的股東大會並無最低法定人數要求，且於該會議投票之人數達簡單多數即成決議。」

會議僅得於至少本公司發行之股本的 50% 須出席或代表該比例之股數出席時始得有效審視議程。相關決議如經本公司股東於會議上至少三分之二投票同意，始得有效作成決議。一股代表一票。會議之過半票數應依截至會議前五個日曆日午夜（盧森堡時間）所發行及流通在外之股數決定。

若未達法定人數，將另再召開股東臨時會。無論出席或代表出席本公司已發行股本之比例為何，第二次股東臨時會應有效審視議程。

謹請股東完成並簽署可於本公司登記辦公室取得之委託書，並請至遲於 2020 年 11 月 06 日下午 5 時（盧森堡時間）以電子郵件寄至位於 Schenkkade 65, 2595 AS Den Haag, Netherlands 之 Legal Department of NN Investment Partners B.V.（電子信箱：[Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)），並請隨後平信郵寄正本。

本公司董事會

NN (L)  
Société d'investissement à capital variable  
80, route d'Esch, L-1470 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873  
(the "Company")

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NOTICE TO SHAREHOLDERS

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Notice is hereby given that an Extraordinary General Meeting of the shareholders of the Company will be held before notary at, 27 Boulevard Marcel Cahen, L-1311 Luxembourg on **11 November 2020 at 03.00 p.m.** Luxembourg time (the "**Meeting**") to consider and resolve upon the following agenda so as to update the articles of incorporation of the Company (hereinafter the "**Articles**") as follows:

1. Insertion of a new paragraph after the 14<sup>th</sup> paragraph of the Article 14 "Net Assets Value" to comply with regulations and the Commission de surveillance du secteur financier's "Frequently Asked Questions" on swing pricing mechanisms of 30 July 2019, as follows:  
*"Transactions, including transactions in kind, in or out of a Sub-Fund can create "dilution" of a Sub-Fund's assets because the price at which an investor subscribes or redeems Shares in a Sub-Fund may not entirely reflect the dealing and other costs that arise when the investment manager, if any, has to trade in securities to accommodate cash inflows and outflows. In order to mitigate this effect and enhance the protection of existing shareholders, the mechanism known as "Swinging Single Pricing" ("SSP") may be applied at the discretion of the Board of Directors for each of the Sub-Funds of the Fund, as further described in the Prospectus."*
2. Amendment of the first paragraph of the Article 24 "General meetings of shareholders" to comply with the law on commercial companies of 10 August 1915, as modified in 2016, as follows:  
*"The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, within six (6) months of the end of each financial year. The annual general meeting may be held abroad if the Board of Directors, acting with sovereign powers, decides that exceptional circumstances warrant this."*
3. Insertion of a new paragraph at the end of the Article 26 "Termination and amalgamation of Sub-Funds or share classes and share splits and consolidations" for clarification purposes, as follows:  
*"The Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any Share(s) within a Share-Class or a Sub-Fund. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above in these Articles before it becomes effective and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of Share(s) to a meeting of holders of such Share(s). No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast."*

The Meeting will validly deliberate on the agenda only if at least 50% of the issued share capital of the Company is present or represented. The related resolutions will be validly adopted if approved by at least two thirds of the votes cast by shareholders of the Company at the Meeting. Each share is entitled to one vote. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five calendar days prior to the Meeting.

If the quorum is not reached, another Extraordinary General Meeting shall be convened. The second Extraordinary General Meeting shall validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company present or represented.

Shareholders are kindly asked to complete and sign a proxy available at the registered office of the Company and to return it to the Legal Department of NN Investment Partners B.V. at Schenkade 65, 2595 AS Den Haag, Netherlands, no later than by 06 November 2020, 5:00 p.m. Luxembourg time by email (email address: [Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)), followed by the original by regular mail.

The Board of Directors of the Company





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NN (L)

可變資本投資公司

註冊辦公室：80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號 - B 44.873

議程	同意	不同意	棄權
提供大量現金流出及流入量而為證券交易時（如有），一名投資人申購或買回一子基金之股份之價格可能無法全盤反應出所生之交易與其它成本。為減輕影響並提升對於現有股東之保障，名為擺動單一訂價（Swinging Single Pricing, SSP）之機制得依董事會之決定，適用於本基金之個別子基金，詳如公開說明書所載。」			
2. 修訂章程第24條「股東大會」第1段如下，以符合1915年8月10日商業公司法及其2016年之修訂： 「股東大會每年應於財務年度終了後六個月內，於盧森堡之本公司登記營業處或開會通知所列任何其他地點召開。如本公司董事會依其裁量權認為情況特殊，年度股東大會得於國外舉辦。」			
3. 於章程第26條「子基金或股份級別之終止與合併及股份分拆及合併」末段新增釐清之段落如下： 「本公司董事會得，依據監管核准（如適用），決定合併或分割任一股份級別或子基金之股份級別。於盧森堡法律要求之範圍內，此等決定將於生效前，以上述條款所述之相同方式進行公告或通知，且該公告及/或通知將包含所擬之分割或合併相關資訊。本公司董事會亦得決定將該等股份級別合併或分割議題提交予該等股份之股東大會。為此目的召開的股東大會並無最低法定人數要求，且於該會議投票之人數達簡單多數即成決議。」			

若未以書面向法務部門（聯繫方式詳參下述）進行明確指示，任何為出席會議而回傳之有效委託書，於本公司其他議程相同之股東會（稱為「續行股東會」）仍然有效，惟其須於續行股東會時仍符合有效之條件。為續行股東會而於期限內回傳之新的有效委託書，應視撤回就會議回傳之任何委託書。

日期：\_\_\_\_\_

簽署：\_\_\_\_\_

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請至遲於2020年11月6日下午五點前（盧森堡時間）以電子郵件（電子郵件信箱：Secretariat.Luxfunds@nnip.com）回傳委託書予地址位於Schenkkade 65, 2595 AS Den Haag, Netherlands之NN Investment Partners B.V.之法務部門，並請隨後以平信郵寄正本。



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Grand-Duchy of Luxembourg  
R.C.S. Luxembourg, B 44.873

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF NN (L) TO BE HELD ON 11 NOVEMBER 2020 AT 03.00 P.M. LUXEMBOURG TIME**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We \_\_\_\_\_ First Name(s) \_\_\_\_\_ Last Name \_\_\_\_\_ Account Number \_\_\_\_\_

First holder: \_\_\_\_\_

Second holder: \_\_\_\_\_  
(if applicable)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of \_\_\_\_\_ (number of) shares<sup>1</sup> of sub-fund \_\_\_\_\_ of NN (L) (the "Company") hereby appoint(s) the Chairman of the Extraordinary General Meeting of Shareholders (the "Meeting") of the Company or  
(insert name of representative:) \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held at 27 Boulevard Marcel Cahen, L-1311 Luxembourg, on 11 November 2020 at 03.00 p.m. (Luxembourg time).

If you have appointed the Chairman as your proxy, please indicate with an 'X' in the boxes below how you wish your votes to be cast on each of the resolutions on the agenda of the Meeting<sup>2</sup>. If you have appointed another representative, he or she will be entitled to attend the Meeting and to vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting and on any other business as may properly come before the Meeting.

AGENDA	For	Against	Abstain
1. Insertion of a new paragraph after the 14th paragraph of the Article 14 "Net Assets Value" to comply with regulations and the Commission de surveillance du secteur financier's "Frequently Asked Questions" on swing pricing mechanisms of 30 July 2019, as follows: <i>"Transactions, including transactions in kind, in or out of a Sub-Fund can create "dilution" of a Sub-Fund's assets because the price at which an investor subscribes or redeems Shares in a Sub-Fund may not entirely reflect the dealing and other costs that arise when the investment manager, if any, has to trade in securities to accommodate cash inflows and outflows. In order to mitigate this effect and enhance the protection of existing shareholders, the mechanism known as "Swinging Single Pricing" ("SSP") may be applied at the discretion of the Board of Directors for each of the Sub-Funds of the Fund, as further described in the Prospectus."</i>			
2. Amendment of the first paragraph of the Article 24 "General meetings of shareholders" to comply with the law on commercial companies of 10 August 1915, as modified in 2016, as follows: <i>"The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, within six (6) months of the end of each financial year. The annual general meeting may be held abroad if the Board of Directors, acting with sovereign powers, decides that exceptional circumstances warrant this."</i>			

<sup>1</sup> Please insert total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy.

<sup>2</sup> If the boxes are left blank, the proxy will be considered as giving a general mandate to the Chairman of the Meeting to vote on the resolutions.

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AGENDA	For	Against	Abstain
<p>3. Insertion of a new paragraph at the end of the Article 26 "Termination and amalgamation of Sub-Funds or share classes and share splits and consolidations" for clarification purposes, as follows:</p> <p><i>"The Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any Share(s) within a Share-Class or a Sub-Fund. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above in these Articles before it becomes effective and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of Share(s) to a meeting of holders of such Share(s). No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast."</i></p>			

Without specific instruction in writing to the Legal Department (see below for contact details), any valid proxy which was returned for attendance at the Meeting will remain valid in case of another shareholders' meeting of the Company with the same agenda (referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the Adjourned General Meeting. A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Meeting.

Date: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Proxy form to return to the Legal Department of NN Investment Partners B.V. at Schenkkade 65, 2595 AS Den Haag, Netherlands no later than by 06 November 2020, 5:00 p.m. Luxembourg time by email, (email address: [Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)), followed by the original by regular mail.