

## 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, 30 April 2019

Dear Shareholder,

We have the pleasure of inviting you to attend the annual general meeting of shareholders of the Company, to be held at 6H route de Trèves, L-2633 Senningerberg, Luxembourg on 31 May 2019 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 auditors' report for the financial year 2018
2. Consideration and approval of the annual accounts for the financial year 2018
3. Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2018
4. Discharge of the board of directors for the management performed during the financial year 2018
5. Statutory appointments of:
  - a. The members of the board of directors
  - b. The independent auditor
6. Any other business and closing

The annual accounts 2018 are available at the registered office of the Company and via [www.robeco.com/luxembourg](http://www.robeco.com/luxembourg).

Resolutions on the agenda will not require a quorum and will be taken by a simple majority of the votes cast. Shareholders may vote in person or by proxy. The quorum and majority requirements will be determined in accordance with the outstanding shares at midnight on 25 May 2019 (the "**Record Date**") and the voting rights of shareholders shall be determined by the number of shares held at the Record Date.

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 Bank Luxembourg S.A., at the address mentioned below, not later than 25 May 2019.

In case you are unable to attend the Meeting in person, you may authorize a proxy to exercise your voting rights in accordance with your instructions by means of the enclosed proxy form. In this case, please kindly return the proxy form not later than 9.00 a.m. (Luxembourg time) on 29 May 2019 duly signed and dated, first by email ([luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com)) or fax (+352 4626 85825), and then by mail to the attention of Ms. K. Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Luxembourg.

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 31 May 2019 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) \_\_\_\_\_ (insert name of proxy)

or failing him or failing such appointment, 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*
2.	Consideration and approval of the annual accounts for the financial year 2018			
3.	Consideration and approval of the profit appropriation (for each of the sub-funds) for the financial year 2018			
4.	Discharge of the board of directors for the management performed during the financial year 2018			
5.	Statutory appointments of:			
	a. the members of the board of directors			
	b. the independent auditor			

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 \_\_\_\_\_

\* Please tick the appropriate box.

**Notes:**

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, insert in block capitals the full name of the person of your choice. A proxy need not be a shareholder of the Company.
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. K. Scoines, J.P. Morgan Bank Luxembourg S.A., 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: [luxembourg.company.admin@jpmorgan.com](mailto:luxembourg.company.admin@jpmorgan.com) or fax: +352 4626 85825) not later than 09.00 a.m. (Luxembourg time) on 29 May 2019.
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.
5. The completion and return of the Proxy Form will not preclude shareholders from attending and voting at the Meeting, should they decide to do so.