

(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)

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

平信

2024年5月13日，盧森堡

敬愛的股東：

本公司將於2024年6月14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」）。本會議之目的係下述事項：

## 議程

1. 審議本公司2023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2023年會計年度經查核之年報；
3. 審議與通過2023年會計年度之各子基金擬議收益分配；
4. 解除董事會於2023年會計年度間履行之管理；
5. 認可於2023年5月26日舉行之年度股東大會指派J.H. van den Akker先生、C.M.A. Hertz先生、P.F. van der Worp先生、J. F. Wilkinson女士及I.R.M. Frielink先生擔任本公司董事，至審議截至2028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）；
6. 重新指派KPMG Audit S.à r.l.擔任法定會計師，至下次審議截至2024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。

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](http://www.robeco.com/riam) 索取2023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2024年6月7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。

如台端希望親自參加本會議，請台端至遲於2024年6月7日透過台端之金融中介機構（銀行、金融機構或其他中介機構）或藉由以下電子郵件透過J.P. Morgan SE以書面告知本公司台端之意向。

(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)

如台端無法親自參加本會議，台端得依附件所附之委託書表格授權本會議主席依台端的指示行使台端的投票權。如係此種情形，敬請台端至遲於 2024年6月10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.Secretarial@jpmorgan.com](mailto:Luxembourg.Company.Secretarial@jpmorgan.com)) 回擲，再以普通郵寄方式寄到 6H route de Trèves, L-2633 Senningerberg, Luxembourg 給公司秘書 J.P. Morgan SE。為組織安排之目的，本公司得決定不納入 2024年6月10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 2024 年 6 月 14 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 (下稱「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：

編號		贊成*	反對*	棄權*
1.	審議本公司 2023 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 2023 年會計年度經查核之年報			
3.	審議與通過 2023 年會計年度之各子基金擬議收益分配			
4.	解除董事會於 2023 年會計年度間履行之管理			
5.	認可於 2023 年 5 月 26 日舉行之年度股東大會指派 J.H. van den Akker 先生、C.M.A. Hertz 先生、P.F. van der Worp 先生、J. F. Wilkinson 女士及 I.R.M. Frielink 先生擔任本公司董事，至審議截至 2028 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)	本項並非表決事項		
6.	重新指派 KPMG Audit S.à r.l. 擔任法定會計師，至下次審議截至 2024 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			

如無任何特定指示，代理人得依其裁量進行投票。

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。

下述簽署人授權代理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：2024 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 2024 年 6 月 10 日上午 9 時（盧森堡時間）前寄回予地址位於 6H route de Trèves, L-2633 Senninger erg, Luxembourg 之公私秘書 J.P. Morgan SE（電子郵件：[Luxembourg.Company.Secretarial@jpmorgan.com](mailto:Luxembourg.Company.Secretarial@jpmorgan.com)）。出於組織安排目的，本公司不納入 2024 年 6 月 10 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, 13 May 2024

Dear Shareholder,

The annual general meeting of shareholders of the Company will be held at the registered office in Luxembourg on 14 June 2024 at 3.00 p.m. (the "Meeting"). The purpose of the Meeting is 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 2023;
2. Consideration and approval of the audited annual accounts for the financial year 2023;
3. Consideration and approval of the proposed profit appropriation (for each of the sub-funds) for the financial year 2023;
4. Discharge of the Board of Directors for the management performed during the financial year 2023;
5. Acknowledgement of the appointment of 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 as Directors of the Company at the annual general meeting of shareholders held on 26 May 2023 until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2028 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 2024 and authorization of the Board of Directors of the Company to agree on the terms of appointment of KPMG Audit S.à r.l.;
7. Any other business

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 2023 are available at the registered office of the Company and via [www.robeco.com/riam](http://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 07 June 2024 (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 07 June 2024.

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 10 June 2024 duly signed and dated, first by email ([Luxembourg.Company.Secretarial@jpmorgan.com](mailto:Luxembourg.Company.Secretarial@jpmorgan.com)) and then by regular mail to the attention of Company Secretarial, 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 10 June 2024.

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 14 June 2024 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 (the "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 2023	This item is not subject to vote		
2.	Consideration and approval of the audited annual accounts for the financial year 2023			
3.	Consideration and approval of the proposed profit appropriation (for each of the sub-funds) for the financial year 2023			
4.	Discharge of the Board of Directors for the management performed during the financial year 2023			
5.	Acknowledgement of the appointment of 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 as Directors of the Company at the annual general meeting of shareholders held on 26 May 2023 until the annual general meeting which will deliberate on the annual accounts for the financial year ending 31 December 2028 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 2024 and authorization 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 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 Proxy 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 \_\_\_\_\_ 2024.

\* 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 Company Secretariat, J.P. Morgan SE, 6H route de Trèves, L-2633 Senningerberg, Luxembourg (email: [Luxembourg.Company.Secretariat@jpmorgan.com](mailto:Luxembourg.Company.Secretariat@jpmorgan.com)) not later than 09.00 a.m. (Luxembourg time) on 10 June 2024. 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 10 June 2024.
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.