

**Robeco QI Global Dynamic Duration**  
*Société d'investissement à capital variable*  
Registered office: 6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 47.779  
(the "**Company**")

## Notice to shareholders

Luxembourg, 31 May 2024

Dear Shareholder,

We are writing to you as a shareholder of Robeco QI Global Dynamic Duration.

The purpose of this notice is to:

- inform you about the decision of the respective board of directors of both the Company and Robeco Capital Growth Funds to propose to the Company's shareholders to merge the Company into Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration (the "**Receiving Sub-Fund**"), a new sub-fund of Robeco Capital Growth Funds (the "**Receiving Fund**") with effect as of 20 September 2024 (the "**Effective Date**"), in accordance with the articles of incorporation and the prospectus of both the Company and Robeco Capital Growth Funds (the "**Receiving Fund**" and together with the Company, the "**Companies**") as well as Articles 65 et seq of the amended law of 17 December 2010 on undertakings for collective investment (the "**Law of 2010**") (the "**Merger**"),
- provide you with details of the Merger and its implications for you as shareholder of the Company and to convene you to an extraordinary general meeting of the Company to vote on the Merger (the "**Meeting**").

Subject to the approval of its shareholders, the Company shall be dissolved without going into liquidation and will cease to exist as a result of the Merger.

### 1. Rationale and background for the Merger

The Merger consists in transferring the Company to the Receiving Sub-Fund of the Receiving Fund, which is a larger and more extensively used SICAV, for the below listed reasons. Both the Company and the Receiving Fund are undertakings for collective investments in transferable securities ("**UCITS**") organized under the laws of the Grand Duchy of Luxembourg. The investment policy and other key characteristics of the Company and the Receiving Sub-Fund are essentially the same.

The decision to propose to merge the Company into the Receiving Sub-Fund has been taken by the boards of

directors of both Companies for the following reasons: (1) the Merger will lead to greater client centricity, as the Merger will result in efficiency benefits for existing and prospective shareholders and (2) both the Company and the Receiving Sub-Fund are managed by Robeco Institutional Asset Management B.V., therefore it is considered appropriate to transfer the Company to the Receiving Sub-Fund.

The board of directors of the Company (the "**Board**") has therefore decided, in accordance with Article 66 (4) of the Law of 2010 and Article 5 of the articles of incorporation of the Company, to submit the proposed Merger to a vote of the shareholders of the Company at an extraordinary general meeting (the "**Meeting**") to be held on 19 June 2024 at 2.00 p.m. (Luxembourg time) at the registered office of the Company (or at any reconvened Meeting).

The Board recommends that you vote in favour of the Merger. However, please note that the Board did not examine the suitability of the Merger in respect of shareholders' individual needs or risk tolerance. The Board advises shareholders of the Company to seek independent financial / tax advice in respect of their individual circumstances.

Details of the resolution to be considered at the Meeting, the notice of the Meeting and the voting procedure are set out in Appendix I. If you cannot attend the Meeting in person, you can appoint the chairperson or any other person to vote on your behalf by using the enclosed form of proxy (Appendix II).

## 2. Impact on shareholders and shareholders' rights

Upon the Effective Date and subject to the approval at the Meeting, shareholders who have not requested redemption of their shares in the Company will receive shares of the corresponding share class in the Receiving Sub-Fund and will be able to exercise their rights as shareholders of the Receiving Sub-Fund. The specific features of the relevant share classes will remain the same as those of the corresponding share classes of the Company.

Shareholders who do not agree with the Merger may redeem their shares in accordance with section 5 hereafter, without any additional charges. Please note that your financial adviser or distributor through which you hold the shares may charge additional fees.

The Receiving Sub-Fund and corresponding share classes will be launched on the Effective Date via the Merger.

Subject to the approval at the Meeting, shareholders of the Company shall become shareholders of the Receiving Sub-Fund as follows:

Existing share classes in the Company		Corresponding share classes in the Receiving Sub-Fund	
Robeco QI Global Dynamic Duration	DH CHF	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	DH CHF
Robeco QI Global Dynamic Duration	DH EUR	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	DH EUR
	DH USD		DH USD
	EH CHF		EH CHF
	EH EUR		EH EUR
	FH CHF		FH CHF

	FH EUR		FH EUR
	FH GBP		FH GBP
	FH USD		FH USD
	GH EUR		GH EUR
	GH GBP		GH GBP
	IBH JPY		IBH JPY
	IEH CHF		IEH CHF
	IEH EUR		IEH EUR
	IEH USD		IEH USD
	IH EUR		IH EUR
	IH USD		IH USD
	ZH EUR		ZH EUR

### 3. Comparison between the Company and the Receiving Fund

As a result of the Merger, the shareholders of the Company will hold shares of the Receiving Sub-Fund in a different Luxembourg SICAV, while still benefiting from the general safeguards applicable to UCITS. The procedures that apply to matters such as subscription, redemption and switching of shares, as well as the general investment restrictions and method of calculating the net asset value are comparable to the Company and are described in the prospectus of the Receiving Fund (the "**Prospectus**").

The Receiving Fund has appointed Robeco Institutional Asset Management B.V., a Dutch management company, as its management company within the meaning of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS). The assets of the Receiving Fund are held under the safekeeping controls of the depositary J.P. Morgan SE, Luxembourg Branch which also is appointed as the Transfer Agent and Administration Agent of the Receiving Fund.

### 4. Comparison between the Company and the Receiving Sub-Fund

As indicated above, the investment objectives and policies and other key characteristics of the Company and the Receiving Sub-Fund are essentially the same. Therefore, no change of portfolio composition is anticipated as a result of the Merger. All details are described in the prospectuses of the Companies.

The fee structures, other product features and available share classes will remain the same.

Furthermore, the Company will continue to be managed by the same entity, i.e. Robeco Institutional Asset Management B.V., which is in charge of the day-to-day management of the assets of the Receiving Sub-Fund, in which the Company will be merged.

For a complete description of the respective investment objectives and policies and related risks of the Company and the Receiving Sub-Fund, please refer as well to the prospectuses of the Companies and the attached Key Information Document ("**PRIIPs KID**") of the Receiving Sub-Fund. Shareholders are invited to carefully read the attached PRIIPs KID of the Receiving Sub-Fund and should note that the PRIIPs KIDs for the remaining share classes of the Receiving Sub-Fund can be found on the website of the Receiving Fund

<https://www.robeco.com/luxembourg/> and <https://www.robeco.com/en/>.

## 5. Terms of the Merger

As indicated above, the Merger shall be effective on is 20 September 2024, subject to the approval of the shareholders of the Company.

Robeco will notify shareholders about the result of the Meeting on or about 19 June 2024 via the following website: <https://www.robeco.com/luxembourg/>

Shareholders should note that the orders for subscriptions or redemptions into or out of the Company will be accepted until 13 September 2024, 3.00 p.m. (Luxembourg time) (the "**Cut-off time**").

Shareholders in the Company will not be able to request subscription, redemption or switches of their shares during the period from 13 September 2024 at 3.00 p.m. up to and including the Effective Date of the Merger indicated above (the "**Suspension Period**"). During the Suspension Period the Company may deviate from the investment policy as stated in the prospectus of the Company.

The portfolio of the Company is managed in line with the investment policy and restrictions of the Receiving Sub-Fund. Therefore, the impact of the Merger on the portfolio composition and as a consequence on the transaction costs is limited. Any transaction costs incurred in the Merger will be borne by the Company.

Shareholders of the Company who do not agree to any of the above changes may redeem their shares until the applicable Cut-off time without any additional charges. Please note that your financial adviser or distributor through which you hold the shares may charge additional fees.

**After the applicable Cut-off time, dealing in the Company will be suspended up to and including the applicable Effective Date. In the event that the suspension is required on another date and/or needs to be extended due to unforeseen circumstances, shareholders will be informed accordingly.**

Upon the applicable Effective Date, the Company will transfer its assets and liabilities to the corresponding Receiving Sub-Fund and shall cease to exist. The Company will have accrued sums required to cover known liabilities. Shares in the Company will be cancelled and shareholders of the Company will receive shares in the corresponding share classes in the Receiving Sub-Fund.

Any accrued income in the Company at the time of the Merger will be included in the calculation of its final net asset value per share, and such accrued income will be accounted for on an ongoing basis after the Merger in the net asset value per share of the relevant share classes of the Receiving Sub-Fund.

The number of shares to be received in the Receiving Sub-Fund is equal to the number of shares held in the respective share classes of the Company as on the Effective Date, i.e. the exchange ratio of the Merger will be 1:1 for all share classes. The intention is to launch the Receiving Sub-Fund and corresponding share classes on the Effective Date via the Merger.

All outstanding liabilities of the Company will be determined on the Effective Date. Generally, these liabilities

comprise fees and expenses which have accrued and are or will be reflected in the net asset value per share. Any additional liabilities occurring after the Effective Date will be borne by the Receiving Sub-Fund.

Subject to the Merger becoming effective on the Effective Date, shareholders of the Company on the Effective Date, will receive shares of the corresponding class in the Receiving Sub-Fund as set out in the table in Section 2 above and the shares in the Company will be cancelled simultaneously.

## **6. Costs of the Merger**

All legal, advisory and administrative costs and expenses incurred by the Company resulting from or incidental to the implementation of the Merger and the termination of the Company will be borne by the management company of the Receiving Fund, i.e. Robeco Institutional Asset Management B.V.

Any transaction costs incurred in the Merger as well as any taxes due in the transfer of securities from the Company to the Receiving Sub-Fund will be borne by the Company. Given that the investment policies of the Receiving Sub-Fund will be consistent with those of the Company, we anticipate no significant impact on the portfolio composition. Consequently, we anticipate that trading costs will be limited, primarily associated with derivative transactions and transaction taxes.

## **7. Additional information**

### **a. Registration**

Shareholders are advised that the Receiving Sub-Fund has been or will be registered as of or around the Effective Date in each of the countries in which the Company is currently registered.

### **b. Tax impact**

The Merger will not lead to taxation at the level of the Company or the Receiving Sub-Fund in Luxembourg.

With regard to the securities held in the portfolios of the Company, the transfer of the portfolios may trigger transfer taxes in certain countries, which will be borne by the Company. Exemptions may be applied where available.

On individual Shareholder level, due to the exchange of shares from the Company to the Receiving Sub-Fund, certain Shareholders may also be subject to income taxation or transfer taxes.

**Notwithstanding the above, as tax laws differ widely from country to country, Shareholders are advised to consult their tax advisers as to the tax implications of the Merger specific to their individual cases.**

### **c. General**

There are no substantial differences between the Company (and their share classes) and the Receiving Sub-Fund.

### **d. Auditor**

KPMG Audit S.à r.l., the approved statutory auditor of the Company shall validate the criteria adopted for

valuation of the assets, as the case may be, the liabilities on the Effective Date the method for calculating the exchange ratio as well as the actual exchange ratio determined at the Effective Date.

**Availability of Documents**

A PRIIPs KID of the Receiving Sub-Fund is attached to the present notice as Appendix III. It is intended that the classes of the shares of the Receiving Sub-Fund will continue to have the historical track record of the corresponding classes of shares of the Company reflected on the website and factsheets of the Receiving Sub-Fund.

Upon request, copies of the report of the approved statutory auditor of the Company relating to the Merger, as well as of the most recent prospectuses of the Companies may be obtained free of charge at the registered office of the Company and are available on the website of the Company <https://www.robeco.com/en/>.

In addition, the PRIIPs KIDs of the Receiving Sub-Fund as well as the most recent prospectuses of the Companies Fund and other documents related to the Merger (such as the common merger proposal and report of the statutory auditor of the Company relating to the Merger) can be found on the website of the Receiving Fund <https://www.robeco.com/luxembourg/> and <https://www.robeco.com/en/>.

Any further information in relation to the Merger may be obtained from your financial adviser or the registered office of the Company or the information agent in Germany, Robeco Deutschland, Taunusanlage 19, 60325 Frankfurt am Main. Furthermore you can visit the website at [www.robeco.com/riam](http://www.robeco.com/riam).

Yours faithfully,  
Robeco QI Global Dynamic Duration  
*The Board of Directors*

## APPENDIX I: CONVENING NOTICE

**Robeco QI Global Dynamic Duration**  
*Société d'investissement à capital variable*  
Registered office: 6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 47.779  
(the "**Company**")

### CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING

Luxembourg, 31 May 2024

Dear Shareholder,

You are hereby asked to attend an extraordinary general meeting (the "**Meeting**") of the shareholders of the Company to be held at the registered office of the Company on 19 June 2024 at 2.00 p.m. (Luxembourg time) for the purpose of deliberating and voting on the following agenda:

#### SOLE RESOLUTION

To approve, on the basis of the common merger proposal and in accordance with Article 5 of the articles of association of the Company, the merger of the Company into "Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration" (the "**Receiving Sub-Fund**") which will result in the merger of the Company with "Robeco Capital Growth Funds", a *société anonyme*, having its registered office at 6, route de Trèves, L-2633 Senningerberg, Luxembourg and qualifying as *société d'investissement à capital variable* organised as an umbrella fund subject to Part I of the amended Luxembourg Law of 17 December 2010 on undertakings for collective investment, with effect from 20 September 2024, as a consequence of which the Company will cease to exist.

#### VOTING

Shareholders are advised that the sole resolution to be voted upon at the Meeting requires no quorum and that a decision in favour of the sole resolution must be approved by the simple majority of the votes cast. Votes cast shall not include votes in relation to shares represented at the Meeting but in respect of which the Shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

If you are unable to attend the Meeting in person, you are kindly requested to complete the proxy form enclosed hereto and return it by email to [Luxembourg.Company.Secretarial@jpmorgan.com](mailto:Luxembourg.Company.Secretarial@jpmorgan.com) (followed by post) or by post to the registered office of the Company by 15 June 2024 at 9.00 a.m. (Luxembourg time) at the latest.

Shareholders are hereby advised that the Meeting may be held at such other place in Luxembourg than the registered office of the Company if exceptional circumstances so require in the absolute and final judgment of the Chairperson of the Meeting. In such latter case, the shareholders present at the registered office of the

Company on 19 June 2024, at 2.00 p.m. will be duly informed of the exact venue of the Meeting, which will then start at 3 p.m.

To attend the Meeting, shareholders shall be present at the registered office of the Company at 1.45 p.m. on 19 June 2024.

Yours faithfully,

The board of directors



## COMMON MERGER PROPOSAL

## Common Merger Proposal

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**Robeco QI Global Dynamic Duration**  
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L-2633 Senningerberg  
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R.C.S. Luxembourg B 47.779

**Robeco Capital Growth Funds**  
*Société d'investissement à capital variable*  
Registered office: 6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 58.959

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### COMMON MERGER PROPOSAL

Subject to the approval of the shareholders of Robeco QI Global Dynamic Duration (the "**Merging Fund**"), the board of directors of the Merging Fund (the "**Merging Board**") and the board of directors of Robeco Capital Growth Funds (the "**Receiving Board**" and together the "**Boards**") approve the terms of the proposed merger of the Merging Fund into Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration (the "**Receiving Sub-Fund**"), a new sub-fund of Robeco Capital Growth Funds (the "**Receiving Fund**") as follows:

1. The Merging Fund is incorporated in the Grand Duchy of Luxembourg as a *société anonyme*, having its registered office at 6 route de Trèves, L-2633 Senningerberg Luxembourg and qualifies as a *société d'investissement à capital variable* organised pursuant to Part I of the law of 17 December 2010 on undertakings for collective investments (the "**Law of 2010**").
2. The Receiving Fund is incorporated in the Grand Duchy of Luxembourg as a *société anonyme*, having its registered office at 6 route de Trèves, L-2633 Senningerberg, Luxembourg and qualifies as *société d'investissement à capital variable* organised as an umbrella fund pursuant to the Law of 2010.
3. The Merging Fund and the Receiving Fund are hereinafter referred to as the "**Companies**".
4. The Merging Fund has appointed Robeco Institutional Asset Management B.V., a Dutch management company, as its management company within the meaning of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) ("**Directive 2009/65/EC**").
5. The Receiving Fund has appointed Robeco Institutional Asset Management B.V., a Dutch management company, as its management company within the meaning of Directive 2009/65/EC.
6. The Receiving Sub-Fund is not launched yet and has no shareholders before the Effective Date.

#### I. Type of merger

Subject to the approval of its shareholders, the Merging Fund will be merged into the Receiving Sub-Fund in accordance with the terms of Article 1 (20) a) of the Law of 2010, which means that the Merging Fund will dissolve without going into liquidation, will transfer all of their assets and liabilities to the Receiving Sub-Fund in exchange for shares of the Receiving Sub-Fund (the "**Merger**").

## II. Background and Rationale

The Merging Board has decided, in accordance with Article 5 of the articles of incorporation of the Merging Fund, the provisions of the prospectus of the Merging Fund and in the best interests of shareholders to submit the proposed Merger to a vote of the shareholders of the Merging Fund at an extraordinary general meeting (the "**Meeting**") to be held on 19 June 2024 at 2.00 PM (Luxembourg time) at the registered office of the Merging Fund (or at any reconvened Meeting).

The Receiving Board has decided, in accordance with Article 5 of the articles of incorporation of the Receiving Fund and the provisions of the prospectus of the Receiving Fund to merge the Merging Fund with the Receiving Sub-Fund.

The decision to merge the Merging Fund into the Receiving Sub-Fund has been taken by the Boards for the following reasons: (1) the Merger will lead to greater client centricity, as the Merger will result in efficiency benefits for existing and prospective shareholders and (2) both the Merging Fund and the Receiving Sub-Fund are managed by Robeco Institutional Asset Management B.V., therefore it is considered appropriate to transfer the Merging Fund to the Receiving Sub-Fund.

## III. Expected impact of the Merger

Subject to the approval by the shareholders of the Merging Fund at the Meeting, shareholders of the Merging Fund shall become shareholders of the Receiving Sub-Fund as follows:

Existing share classes in the Merging Fund		Corresponding share classes in the Receiving Sub-Fund	
Robeco QI Global Dynamic Duration	DH CHF	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	DH CHF
Robeco QI Global Dynamic Duration	DH EUR	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	DH EUR
	DH USD		DH USD
	EH CHF		EH CHF
	EH EUR		EH EUR
	FH CHF		FH CHF
	FH EUR		FH EUR
	FH GBP		FH GBP
	FH USD		FH USD
	GH EUR		GH EUR
	GH GBP		GH GBP
	IBH JPY		IBH JPY
	IEH CHF		IEH CHF
	IEH EUR		IEH EUR
	IEH USD		IEH USD
	IH EUR		IH EUR
	IH USD		IH USD
ZH EUR	ZH EUR		

The Boards believe that shareholders of the Merging Fund will benefit from the Merger for the reasons stated under II. "Background and Rationale".

Furthermore, the proposed Merger will have no impact on the shareholders or the portfolio of the Receiving Sub-Fund as there are no shareholders. The Receiving Sub-Fund will be launched on the Effective Date of the Merger as defined hereafter. Upon the Effective Date, the Merging Fund will transfer their assets and liabilities to the Receiving Sub-Fund.

The Merging Fund and the Receiving Sub-Fund share the same management company, Depositary, Administration Agent and Transfer Agent. The investment objectives and policies of the Receiving Sub-Fund and other key characteristics closely align with those of the Merging Fund. No change of portfolio composition is anticipated as a result of the Merger. The fee structures, other product features, and available classes of shares will remain the same.

Furthermore, the Merging Fund will continue to be managed by the same entity, i.e., Robeco Institutional Asset Management B.V., which is in charge of the day-to-day management of the assets of the Receiving Sub-Fund, in which the Merging Fund will be merged.

Shareholders of the Merging Fund who do not wish to participate in the Merger may ask for redemption of their shares free from charge until 3.00 p.m. (Luxembourg time) (the "**Cut-off time**") on 13 September 2024.

#### **IV. Valuation criteria of assets and liabilities**

All outstanding assets and liabilities of the Merging Fund will be valued in accordance with the valuation principles contained in the articles of incorporation of the Merging Fund and its prospectus on the Effective Date (as defined hereafter).

These outstanding liabilities generally comprise fees and expenses (e.g. legal, administrative and advisory costs) due but not paid as reflected in the net assets of the Merging Fund.

Any additional liabilities accruing after the Effective Date (as defined hereafter), will be borne by the Receiving Sub-Fund.

All expenses related to the Merger as referred to in the Law of 2010 will be borne by Robeco Institutional Asset Management B.V.

#### **V. Calculation Method of Exchange Ratio**

On the applicable date as listed in section VI. "Effective Date" below, the Merging Fund will transfer its assets and liabilities to the Receiving Sub-Fund. Shares in the Merging Fund will be cancelled and shareholders of the Merging Fund will receive the same number of shares in the corresponding share classes in the Receiving Sub-Fund as described under III. above. The total value of the shares held by shareholders in the Merging Fund will correspond to the total value of the shares received in the Receiving Sub-Fund.

The Receiving Sub-Fund and corresponding share classes will be launched on the Effective Date via the Merger.

KPMG Audit S.à r.l., the approved statutory auditor of the Merging Fund and the Receiving Fund shall validate the criteria adopted for valuation of the assets and liabilities, the calculation method of the exchange ratio and the actual exchange ratio determined as of the Effective Date as provided for in Article 71 (1) of the Law of 2010. A copy of its report shall be made available on request and free of charge to the shareholders of the Merging Fund.

## VI. Effective Date

Subject to the approval of the shareholders of the Merging Fund, the Merger shall be effective on 20 September 2024 or any other date to be determined by the Companies and approved by the CSSF and the Meeting (the "**Effective Date**").

On the Effective Date, the Merging Fund shall automatically contribute all assets and liabilities of the Merging Fund to the Receiving Sub-Fund in accordance with Article 1 (20) a) of the Law of 2010. The issue and redemption of shares in the Merging Fund shall be suspended as from the Cut-off time (i.e. 3.00 p.m. (Luxembourg time)) on 13 September 2024.

If any event occurs after the signature of the Common Merger Proposal or the dispatch of the Notice (as defined below) and before the Effective Date that is likely to have a significant disadvantageous impact on the Companies, the Merging Fund, its portfolio or its shareholders, the Boards may decide to change the Effective Date or cancel the Merger. In case such a decision is taken, the board of directors of the Merging Fund will take the necessary steps to inform shareholders of the Merging Fund as well as the relevant regulatory authorities without delay.

## VII. Rules applicable to the transfer of assets and exchange of shares

On the Effective Date, the net assets attributable to each of the share classes of the Merging Fund will be transferred to the corresponding share classes of the Receiving Sub-Fund as described in section III. "Expected impact of the Merger".

In exchange for this transfer, holders of shares of the relevant share classes of the Merging Fund shall receive corresponding share classes of the Receiving Sub-Fund, i.e. the exchange ratio of the Merger will be 1:1 for all share classes.

Simultaneously, the Merging Fund will be dissolved without going into liquidation and its shares will be cancelled. The shareholders of the Merging Fund shall be further informed of the proposed Merger in the notice to shareholders which will also convene them to the Meeting (the "**Notice**").

It is intended that the share classes of the Receiving Sub-Fund will continue to have the historical track record of the corresponding share classes of the Merging Fund available via the link included in the key investor documents of the Receiving Sub-Fund.

Date: 16 May 2024

Signed by

Signed by

\_\_\_\_\_  
C.M.A. Hertz

Director

For and on behalf of **Robeco QI Global Dynamic Duration**

\_\_\_\_\_  
J.F. Wilkinson

Director

For and on behalf of **Robeco Capital Growth Funds**

## APPENDIX II: PROXY FORM

**Robeco QI Global Dynamic Duration**  
*Société d'investissement à capital variable*  
Registered office: 6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 47.779  
(the "**Company**")

### PROXY

The undersigned, .....,

holder of

..... shares in Robeco QI Global Dynamic Duration (the "**Company**")

hereby appoints ..... failing whom or failing such appointment, the Chairperson of the meeting (the "**Proxyholder**"),

to represent and vote for the undersigned at the extraordinary general meeting of shareholders of the Company to be held in Luxembourg, on 19 June 2024, at the registered office of the Company at 2.00 p.m. (Luxembourg time) and at any reconvened or adjourned meeting thereof with the same agenda.

### SOLE RESOLUTION

To approve, on the basis of the common merger proposal and in accordance with Article 5 of the articles of association of the Company, the merger of the Company into "Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration" (the "**Receiving Sub-Fund**") which will result in the merger of the Company with "Robeco Capital Growth Funds", a *société anonyme*, having its registered office at 6, route de Trèves, L-2633 Senningerberg, Luxembourg and qualifying as *société d'investissement à capital variable* organised as an umbrella fund subject to Part I of the amended Luxembourg Law of 17 December 2010 on undertakings for collective investment, with effect from 20 September 2024, as a consequence of which the Company will cease to exist.

The undersigned hereby instructs the Proxyholder to vote as follows:

Sole Resolution:	in favour	<input type="checkbox"/>
	against	<input type="checkbox"/>
	abstention	<input type="checkbox"/>

In case no specific instructions are given, the Proxyholder may vote as he/she deems fit.

The undersigned authorises the Proxyholder to do and perform any and all acts and deeds which may be necessary or useful in the accomplishment of this proxy.

The undersigned hereby expressly confirms that he/she/it hereby agrees to fully indemnify the Proxyholder, and shall keep the Proxyholder fully indemnified, against any costs, claims, expenses, losses, liabilities and damages suffered by the Proxyholder in connection with the powers granted to her/him in the present proxy or in the exercise of any of the powers conferred, or purported to be conferred, on her/him by this proxy. The undersigned further hereby expressly confirms that such undersigned agrees to ratify and confirm all documents, deeds, acts and things which the Proxyholder executes, does or purports to exercise or do in the exercise of any of the powers conferred, or purported to be conferred, by this proxy.

Given in ..... on ..... 2024

**APPENDIX III: KEY INVESTOR DOCUMENT (PRIIPs KID) OF THE RECEIVING SUB-FUND**



**Purpose:** This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

**Product:** Robeco QI Global Dynamic Duration DH EUR (LUxxxxxxxxxx)

A share class of Robeco QI Global Dynamic Duration, a sub-fund of Robeco Capital Growth Funds - Company With Variable Capital (SICAV)

<https://www.robeco.com/Call+31+10+224+1224> for more information. Robeco Institutional Asset Management B.V. is authorised in the Netherlands and regulated by the Autoriteit Financiële Markten. Release Date: 02/10/2023 PRIIPs Manufacturer: Robeco Institutional Asset Management B.V.

## What is this product?

<b>Type:</b>	Société d'Investissement à Capital Variable (SICAV) – Undertaking for Collective Investment in Transferable Securities incorporated under Luxembourg law.
<b>Objective:</b>	Robeco QI Global Dynamic Duration is an actively managed fund that invests worldwide in government bonds with investment grade quality. The fund's objective is to provide long term capital growth. The fund uses derivatives to dynamically adjust the duration (interest-rate sensitivity) of the portfolio. The duration positioning is based on our proprietary duration model, which predicts the direction of the bond markets using financial market data. The ESG scores of countries are an integral part of our bottom-up country allocation decisions. The fund promotes E&S (i.e. Environmental and Social) characteristics within the meaning of Article 8 of the European Sustainable Finance Disclosure Regulation, integrates sustainability risks in the investment process and applies Robeco's Good Governance policy. The fund applies sustainability indicators, including but not limited to, normative, activity-based and region-based exclusions.
<b>Benchmark:</b>	JPM GBI Global Investment Grade Index (hedged into EUR) The majority of bonds selected through this approach will be components of the benchmark, but bonds outside the benchmark index may be selected too. The fund can deviate from the weightings of the benchmark. The fund aims to outperform the benchmark over the long run, whilst still controlling relative risk through the applications of limits (on currencies) to the extent of deviation from the benchmark. This will consequently limit the deviation of the performance relative to the benchmark. The Benchmark is a broad market weighted index that is not consistent with the ESG characteristics promoted by the fund.
<b>Subscription and Redemption:</b>	You can purchase or sell (partial) units any given workday, with the exception of Fund Holidays. An overview of fund holidays can be retrieved from <a href="http://www.robeco.com/riam">www.robeco.com/riam</a> .
<b>Currency Risk:</b>	All currency risks are hedged.
<b>Dividend policy:</b>	Accumulating
<b>Intended Retail Investor:</b>	The Sub-fund is suitable for Investors who seek ESG considerations to be integrated as binding element in the investment process, while still seeking optimum returns. The Sub-fund is suitable for Investors who see funds as a convenient way of participating in capital market developments. It is also suitable for informed and/or experienced Investors wishing to attain defined investment objectives. The Sub-fund does not provide a capital guarantee. The Investor must be able to accept moderate volatility. The Sub-fund is suitable for Investors who can afford to set aside the capital for at least 2-3 years. It can accommodate the investment objective of capital growth, income and/or portfolio diversification.
<b>Product Term:</b>	The fund does not have a fixed term of existence or maturity period. In certain circumstances, as described in the fund documentation, the fund may be unilaterally terminated following written notice to shareholders subject to compliance with the fund documentation and applicable regulation.
<b>Other Information:</b>	The depository of the fund is J.P. Morgan SE. The English prospectus, the Dutch (half) yearly reports and details of the remuneration policy are documents required by law and are available free of charge via <a href="http://www.robeco.nl/riam">www.robeco.nl/riam</a> . The website also publishes the latest prices and other information.

## What are the risks & what could I get in return?



The risk indicator assumes you keep the product for 3 years. The actual risk can vary significantly if you cash in at an early stage and you may get back less.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you. We have classified this product as 2 out of 7, which is a low risk class. This rates the potential losses from future performance at a low level.

**Be aware of currency risk. If you receive payments in a currency different to that of your home jurisdiction, the final return you will get will depend on the exchange rate between the two currencies.** This risk is not considered in the risk indicator shown. If we are not able to pay you what is owed, you could lose your entire investment. This product does not include any protection from future market performance so you could lose some or all of your investment.

### Other relevant risks

The following data are deemed material for this fund, and are not (adequately) reflected by the indicator:

- A derivative counterparty may fail to fulfill its obligations which could result in a loss. Counterparty risk is reduced via the exchange of collateral.
- The fund invests or may invest in (contingent) convertible bonds. Upon materialization of a pre-defined trigger, these instruments can convert into equity or face full or partial write down.
- The fund is managed using quantitative models. Materialisation of the model risk may be detrimental to fund performance.
- For more details about portfolio risks, see Section 4. "Risk Considerations" of the prospectus.

## What are the risks & what could I get in return? (continued) Performance Scenarios

The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

**What you will get from this product depends on future market performance. Market developments in the future are uncertain and cannot be accurately predicted.**

The unfavourable, moderate, and favourable scenarios shown are illustrations using the worst, average, and best performance of the product and a suitable benchmark over the last 8 years.

Recommended holding period	3
Example investment	EUR 10,000

### Minimum Scenario

There is no minimum guaranteed return. You could lose some or all of your investments

Stress Scenario	1 Year	3 Years
The stress scenario shows what you might get back in extreme market circumstances.		
What you might get back after costs	€6,577	€7,341
Average return each year	-34.23%	-9.79%
Unfavourable Scenario	1 Year	3 Years
This type of scenario occurred for Robeco QI Global Dynamic Duration DH EUR between 2020-04-30 and 2022-10-31.		
What you might get back after costs	€8,227	€7,789
Average return each year	-17.73%	-7.99%
Moderate Scenario	1 Year	3 Years
This type of scenario occurred for Robeco QI Global Dynamic Duration DH EUR between 2018-11-30 and 2021-11-30.		
What you might get back after costs	€9,767	€10,139
Average return each year	-2.00%	0.46%
Favourable Scenario	1 Year	3 Years
This type of scenario occurred for Robeco QI Global Dynamic Duration DH EUR between 2013-06-30 and 2016-06-30.		
What you might get back after costs	€10,826	€11,566
Average return each year	8.00%	4.97%

## What happens if Robeco is unable to pay out?

The fund's assets are held separately from Robeco Institutional Asset Management B.V. (the "Manager"). A pay-out of the fund's assets is thus not affected by the financial position or potential default of the Manager. The financial instruments in the portfolio of the fund are placed in custody with J.P. Morgan SE, Luxembourg Branch (the "Depository"). The fund runs the risk that its assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the Depository. In that case the fund may suffer a financial loss. However this risk is mitigated to some extent as the Depository is required by law to keep the fund's assets separate from its own assets. An investor compensation or guarantee scheme is not applicable in case of such financial loss.

## What are the costs?

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs have on your investment over time.

### Costs over time

The tables show the amounts that are taken from your investment to cover different types of costs. These amounts depend on how much you invest; how long you hold the product and how well the product does. The amounts shown here are illustrations based on an example investment amount and different possible investment periods.

We have assumed:

- In the first year you would get back the amount that you invested. For the other holding periods we have assumed the product performs as shown in the moderate scenario.
- EUR 10,000 is invested.

	If you cash in after 1 year	If you cash in after 3 years
Total cost	€405	€608
Annual Cost Impact (*)	4.05%	1.97%

## Composition of Costs

One-off costs upon entry or exit		If you cash in after 1 year
Entry Costs	3.00% Maximum of your investments that you pay to your distributor when entering this investment.	Up to 309 EUR
Exit Costs	0.00% Maximum of your investments that you pay to your distributor when entering this investment.	0 EUR
Ongoing costs		
Management fees and other administrative or Operating Costs	0.81% of your investment that will be used for the payment of annual charges on your investment levied for managing the investment.	84 EUR
Transaction Costs	0.12% of your investment that will be used for the payment of estimated annual costs incurred when we buy and sell the underlying instruments for the product. The actual amount will vary depending on how much we buy and sell.	12 EUR
Incidental costs taken under specific conditions		
Performance fee	There is no performance fee for this product.	0 EUR

## How long should I hold it and can I take money out early?

We have determined the recommended holding period of this product to be 3 years.

The recommended holding period of this product is determined taking into consideration the nature of underlying investment securities and the volatility of thereof. The product can be traded daily and no minimum holding period applies. Exiting before the end of the recommended holding period does not bear any additional risks or costs other than those mentioned in the text above.

## How can I complain?

Complaints about the behaviour of the person who advised you on the product or sold it to you, should be addressed directly to that person. Complaints about the product or the behaviour of the manufacturer of this product should be directed to the following address:

### Postal Address:

Robeco Institutional Asset Management B.V  
Weena 850, 3014 DA Rotterdam, The Netherlands  
Tel: +31 10 224 1224

### Email:

complaints@robeco.nl

Your complaint will be taken care of with us and we will provide you with feedback as soon as possible. We have a summary of our complaints handling procedure available free of charge online at [www.robeco.com](http://www.robeco.com).

## Other Relevant Info

- The assets and liabilities of each subfund are segregated by law. Shares of one subfund may be exchanged with another subfund of the SICAV as further described in the prospectus. The SICAV may offer other share classes of the subfund. Information on these share classes is available in the prospectus under Appendix I.
- The tax legislation of the SICAV's home Member State may have an impact on the personal tax position of the investor.
- Robeco Institutional Asset Management B.V. may be held liable solely on the basis of any statement contained in this document that is misleading, inaccurate or inconsistent with the relevant parts of the prospectus of the SICAV.