

# Merger of Robeco QI Global Dynamic Duration

Shareholders of Robeco QI Global Dynamic Duration have been informed via a Notice to Shareholders of the proposal for merging Robeco QI Global Dynamic Duration into a Sub-Fund of Robeco Capital Growth Funds.

This Notice to Shareholders is available in various languages at: [www.robeco.com/riam](http://www.robeco.com/riam)

Information about the proposed merger process is included in the Notice to Shareholders. This Q&A is meant to provide the information in a Q&A format and provide also some more operational oriented details.

## GENERAL

### 1. Which funds are in scope for the fund merger?

The fund in scope for the merger is Robeco QI Global Dynamic Duration, a SICAV (hereafter also called the “Merging Fund”) which, if approved by the shareholders, will merge at the Effective Date with *Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration*, which is a Sub-Fund of the Robeco Capital Growth Funds SICAV (hereafter also called the “Receiving Sub-Fund”):

Merging Fund	Receiving Sub-Fund	Effective Date
Robeco QI Global Dynamic Duration	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	20 September 2024

### 2. Why will Robeco QI Global Dynamic Duration be merged with the Robeco Capital Growth Funds SICAV?

The decision to propose merging the Merging Fund into the Receiving Sub-Fund has been taken by the board of directors of both *Robeco QI Global Dynamic Duration* and *Robeco Capital Growth Funds* 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.

### 3. What is the impact on shareholders and shareholders' rights?

Subject to the approval of the merger proposal, upon the Effective Date of the merger, shareholders who have not requested redemption or a switch of their shares in the Merging Fund 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. This allows shareholders to maintain their investment in a fund with the same portfolio composition and investment strategy. The Receiving Sub-Fund and corresponding share classes will be launched on the Effective Date via the Merger. 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 (LU0239949760)	Robeco Capital Growth Funds – Robeco QI Global Dynamic Duration	DH CHF (LU2819787214)
	DH EUR (LU0084302339)		DH EUR (LU2819788964)
	DH USD (LU0239949414)		DH USD (LU2819787727)
	EH CHF (LU0239949844)		EH CHF (LU2819789269)
	EH EUR (LU0239950263)		EH EUR (LU2819788881)
	FH CHF (LU0832449507)		FH CHF (LU2819789186)
	FH EUR (LU0792901570)		FH EUR (LU2819788709)
	FH GBP (LU1377967911)		FH GBP (LU2819788295)
	FH USD (LU0832449689)		FH USD (LU2819787644)
	GH EUR (LU0792901737)		GH EUR (LU2819788618)
	GH GBP (LU1377967671)		GH GBP (LU2819788022)
	IBH JPY (LU1648456728)		IBH JPY (LU2819787990)
	IEH CHF (LU0239950180)		IEH CHF (LU2819789004)
	IEH EUR (LU0239950933)		IEH EUR (LU2819789699)
	IEH USD (LU1664640726)		IEH USD (LU2819787560)
	IH EUR (LU0239950693)		IH EUR (LU2819788535)
	IH USD (LU1377968059)		IH USD (LU2819787487)
ZH EUR (LU0517085808)	ZH EUR (LU2819788451)		

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 Merging Fund as on the Effective Date. No change of portfolio composition is anticipated as a result of the Merger.

#### 4. What is the comparison between the Merging Fund and the Receiving Sub-Fund?

The investment objectives and policies and other key characteristics of the Receiving Sub-Fund and the Merging 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 Funds.

The fee structures, other product features and available share classes 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.

For a complete description of the respective investment objectives and policies and related risks of the Merging Fund and the Receiving Sub-Fund, please refer as well to the prospectuses of the Merging Fund and of the Receiving Sub-Fund.

#### 5. When will the merger take place, and what is the relevant last and first Dealing Day?

Subject to the approval of the merger proposal, the merger will take place on 20 September 2024, the Effective Date. See the overview below for a complete overview with the Last Dealing Day of the Merging Fund and the First Dealing Day of the Receiving Sub-Fund (i.e. the last dealing day before the fund merger and the first dealing day after the fund merger):

<b>Merging Fund</b>	<b>Receiving Sub-Fund</b>	<b>Last Dealing Day</b> (order instruction before Cut-off time: 3:00 PM Luxembourg time)	<b>Effective Date</b> (Merger Date)	<b>First Dealing Day</b> (order instruction before Cut-off time: 3:00 PM Luxembourg time)
Robeco QI Global Dynamic Duration	Robeco CGF - Robeco QI Global Dynamic Duration	13/09/2024 (Friday)	20/09/2024 (Friday)	23/09/2024 (Monday)

## 6. Will costs be incurred in the merger process?

All legal, advisory and administrative costs and expenses incurred by the Merging Fund resulting from or incidental to the implementation of the Merger and the termination of the Merging Fund will be borne by 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 Merging Fund to the Receiving Sub-Fund will be borne by the Merging Fund. Given that the investment policies of the Receiving Sub-Fund will be consistent with those of the Merging Fund, 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. Is an external auditor involved in the merger process?

Yes, an external auditor is involved in the merger process. KPMG Audit S.à r.l., the approved statutory auditor of the Merging Fund 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.

## 8. How can I vote on the Extraordinary General Meeting?

Shareholders can attend the Extraordinary General Meeting (EGM) on 19 June 2024 to cast their vote. Meeting details are available in the Convening Notice, which is available in the appendix of the Notice to Shareholders. If you are unable to attend the EGM in person, you are able to complete the proxy form enclosed in the appendix of the Notice to Shareholders, and return it by fax, email or by post to the registered office of the Fund, as described in the Convening Notice.

## 9. How does Robeco notify shareholders about the result of the EGM?

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

CHANGE AREAS

## 10. Will there be any changes in investment policy or the portfolio composition?

There are no differences in the investment policy and sustainability features as this will be reflected in the prospectus and pre-contractual disclosures: see also the answer on question 4 above (*What is the comparison between the Merging Fund and the Receiving Sub-Fund?*). Therefore, no change of portfolio composition is anticipated as a result of the Merger.

## 11. Is there any change in the portfolio management team?

No, there will not be a change in the portfolio management team. The Fund will be managed by the same portfolio managers.

**12. Will my contact persons at Robeco be subject to change?**

No, there will be no change in contact persons at Robeco as a result of this merger.

**13. The Merging Fund is a standalone fund. Will the merger with the Receiving Sub-Fund, which is a Sub-fund of an umbrella fund with multiple sub-funds (compartments), expose investors to risk of other sub-funds of this umbrella fund?**

The company Robeco Capital Growth Funds (“the Company”) as a whole constitutes a single legal entity but the assets of any one Sub-fund (compartment) within the Company will only be available to satisfy the rights of investors in relation to that Sub-fund and the rights of creditors whose claims have arisen in connection with the creation, operation or liquidation of that specific Sub-fund. For the purpose of the relations as between shareholders, each Sub-fund in the Company is deemed to be a separate entity. This means that the Sub-funds within the Company are ringfenced.

**14. What can I do as an investor in the Merging Fund if I do not agree with the Merger?**

Shareholders of the Merging Fund who do not agree with the merger may redeem their shares until the applicable Cut-off time without any additional charges, or vote against the proposal. Please note that your financial adviser or distributor through which you have acquired shares may charge additional fees. Shareholders should note that the orders for subscriptions, redemptions or conversions into or out of each of the Merging Fund will be accepted until 3.00 p.m. (Luxembourg time) (the "Cut-off time") on 13 September 2024.

**15. What I need to do as an investor in the Merging Fund if I agree with the merger?**

Investors who agree with the merger can vote in favor of the proposal. After the EGM has approved the proposal, investors do not need to take any action: their shares in the Merging Fund will automatically be converted into shares of the Receiving Sub-Fund.

**16. I am a distributor, dealing platform or paying agent. How will my business processes and operations need to adapt?**

If you are a distributor, dealing platform or paying agent who distributes Robeco QI Global Dynamic Duration, you are expected to assess and manage all business processes and/or data changes (such as new fund names and new ISINs) to ensure that the positions in the Receiving Sub-Fund are reflected well after the merger date. Robeco will support and facilitate this by providing detailed information on the Merger. You can contact your Robeco account manager and/or Client Services if you need more information.

**17. Until when can I subscribe to or redeem from the Merging Fund and when can I subscribe to or redeem again from the Sub-Fund after the merger process?**

When the merger proposal is approved, Shareholders should note that the orders for subscriptions, redemptions or conversions into or out of each of the Merging Fund will be accepted until 3.00 p.m. (Luxembourg time) (the "Cut-off time") on the Last Dealing Day as listed below:

Merging Fund	Receiving Sub-Fund	Last Dealing Day (order instruction before Cut-off time: 3:00 PM Luxembourg time)	Effective Date (Merger Date)	First Dealing Day (order instruction before Cut-off time: 3:00 PM Luxembourg time)
Robeco QI Global Dynamic Duration	Robeco CGF - Robeco QI Global Dynamic Duration	13/09/2024 (Friday)	20/09/2024 (Friday)	23/09/2024 (Monday)

After the Effective Date (the merger date), clients can subscribe to the Receiving Sub-Fund on the following first Dealing Day as listed above.

**18. Why is there a freeze (non-trading) period?**

The freeze period, which is applicable between the Last Dealing Day and the First Dealing Day, as listed in the schedule in the answer above, will allow for all the necessary preparations to be made for the Merger. During this period, no investor inflows or outflows will be permitted.

**19. Will there be a change in ISIN?**

Yes, the Receiving Sub-Fund will have a different ISIN. See the answer on question 3 above for a full overview of all ISINs of the applicable share classes.

**20. Will there be a change of Depositary or Principal Paying Agent?**

No, the Depositary and Principal Paying Agent remain the same, which is J.P. Morgan SE, Luxembourg Branch.

**21. Will there be any changes in fund dealing cut-off times?**

No, all dealing cut-off times will remain unchanged.

**22. Will there be any changes in terms of the settlement cycle?**

No, all settlement cycles will remain unchanged.

**23. What will be the exchange ratio?**

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 Merging Fund as on the Effective Date. The exchange ratio is therefore 1.

**24. I have more questions which are not covered by this Q&A and the Notice to Shareholders. Who can I contact for further information?**

You can contact the Robeco Client Services team or your own Robeco account manager for further information. Robeco Client Services: [client.service@robeco.nl](mailto:client.service@robeco.nl)