

(節譯文)

NN (L)

Société Anonyme
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg – B 44.873
(the “Company”)

3, rue Jean Piret, L-2350 Luxembourg
盧森堡大公國
R.C.S. Luxembourg – B 44.873
(下稱「本公司」)

NOTICE TO SHAREHOLDERS

致股東通知書

Since the quorum required by the Luxembourg law on commercial companies dated 10 August 1915, as amended, was not reached at the previous Extraordinary General Meeting of the Company held on 11 July 2018 at 9:00 am, notice is hereby given that a second Extraordinary General Meeting of the shareholders of the Company will be held before notary at the registered office of the Company on 20 August 2018 at 9:00 am Luxembourg time (the “**Meeting**”) to consider and resolve upon the following agenda so as to update and align the articles of incorporation of the Company (hereinafter the “**Articles**”) in accordance with the provisions of the Luxembourg law of 10 August 1915 on commercial companies (the “**Law**”) as amended and supplemented from time to time:

緣先前於 2018 年 7 月 11 日上午 9 時舉行之特別股東會並未達到 1915 年 8 月 10 日盧森堡商業公司法及其修正所要求之最低出席成數，故本通知乃在此通知將於 2018 年 8 月 20 日盧森堡時間上午 9 時於本公司註冊辦公室在公證人前召開第二次特別股東會(下稱「會議」)，旨在考慮並就下列議程作成決議，以依據隨時修正並補充之 1915 年 8 月 10 日商業公司法(下稱「法律」)更新並調整本公司之公司章程(下稱「章程」)：

1. As from 20 August 2018 (hereinafter the “**Effective Date**”), amendment to paragraph 1 of article 4 “Registered office” regarding the transfer of the registered office of the Company;
自 2018 年 8 月 20 日起(下稱「生效日」)，修正第 4 條「登記辦公室」第 1 項有關本公司之登記辦公室之轉移事宜；
2. As from the Effective Date, addition of a new paragraph 2 to article 4 regarding the possibility for the Directors to create branches, subsidiaries, administrative centres, agencies or any other type of offices in Luxembourg or abroad;
自生效日起，新增第 4 條第 2 項有關董事於盧森堡或盧森堡境外設立分公司、子公司、行政管理中心、代理機構或任何其他類別之辦公室之事項；
3. As from the Effective Date, amendment to paragraph 1 of article 5 “Share capital” regarding the possibility to issue shares below their accounting par value and the reflection of the new minimum capital of the Company;
自生效日起，修正第 5 條「股本」第 1 項有關發行低於其面額股份之可能性以及反映本公司新的最低資本；

4. As from the Effective Date, update of the wording of article 8 “Form of shares” in accordance with the provisions of the law on immobilisation of bearer shares of 28 July 2014 and to include the rights of joint owners of shares;
自生效日起，依據 2014 年 7 月 28 日有關無記名股份集中化之盧森堡法律之條款更新第 8 條「股份形式」之用詞，並包括股份之共同所有人之權利；
5. As from the Effective Date, addition of new wording in article 9 “Share-Classes” to allow the issuance of tracking shares;
自生效日起，新增第 9 條「股份級別」之用詞以允許發行追蹤股份；
6. As from the Effective Date, amendment of paragraph 6 and addition of new paragraph 7 to Article 10 “Issue of shares” regarding contributions in kind to the capital of the Company and the issuance of non-voting shares;
自生效日起，修正第 10 條「股份發行」第 6 項以及新增第 7 項有關以實物挹注本公司資本，以及發行無投票權股份事宜。
7. As from the Effective Date, amendment of the article 15 “Allocation of assets and liabilities within Sub-Funds/Share-Classes” to clarify the principle of allocation of the assets at Sub Fund/Share-Class level by deleting the concept of “Unit” and replace it either by Sub-Fund or Share-Class when it is necessary.
自生效日起，修正第 15 條「子基金/股份級別內資產及負債配置」透過刪除「單位」之概念，並於必要時以子基金或股份級別替代，以釐清子基金或股份級別層級之資產配置之原則；
8. As from the Effective Date, amendment of paragraph 1 of article 18 “Operations and meetings” regarding the possibility of electing a chairman amongst the Directors;
自生效日起，修正第 18 條「作業及會議」第 1 項有關自董事中選派主席之可能性；
9. As from the Effective Date, deletion of old paragraph 7, addition of a new paragraph 5 and amendment of paragraphs 6 and 8 of article 18 regarding the telecommunication means available to the Directors when attending Board meetings;
自生效日起，刪除第 18 條第 7 項舊條文、新增第 5 項並修正第 6 及第 8 項有關出席董事會議時可使用之電信通訊方式；
10. As from the Effective Date, addition of new paragraph 9 to article 18 regarding the confidentiality duty of Directors, members of the management committee, managing executive officers and any persons invited to Board meetings;
自生效日起，新增第 18 條第 9 項有關董事、管理委員會成員、管理執行主管及任何董事會議受邀人士之保密職責；
11. As from the Effective Date, amendment to paragraph 1 of article 19 “Minutes” regarding the signature of the minutes of the Directors meetings in the absence of the Chairman;
自生效日起，修正第 19 條「會議記錄」第 1 項有關董事會議主席缺席時，會議記錄簽名之事宜；
12. As from the Effective Date, addition of new paragraph 5 to article 20 “Powers of the Board of Directors” regarding the right of shareholders representing 10% of the capital of the Company to ask questions to the Board of Directors;
自生效日起，新增第 20 條「董事會之權力」第 5 項有關代表本公司資本 10% 之股東所具有對董事會提問之權利；

13. As from the Effective Date, addition of a paragraph 3 to Article 21 “Corporate signature” regarding the indication of the capacity in which directors, managers and agents act on behalf of the Company when executing documents binding the Company;
自生效日起，新增第 21 條「公司簽名」第 3 項指出有關董事、經理及代理人為本公司簽署對本公司有拘束力文件時所具有之能力；
14. As from the Effective Date, amendment of paragraph 1 and addition of new paragraph 2 to Article 22 “Delegation of power” regarding delegations of the Board as well as the creation of internal committees;
自生效日起，修正第 22 條「權力委託」第 1 項以及新增第 2 項有關董事會之委託及內部委員會之創設；
15. As from the Effective Date, amendment to article 23 “Conflict of interests”;
自生效日起，修正第 23 條「利益衝突」；
16. As from the Effective Date, amendment of paragraphs 6 and 9 of article 24 “General meetings of the Company” regarding the new formalities for the convening notices for shareholders general meeting;
自生效日起，修正第 24 條「本公司股東常會」第 6 及第 9 項有關股東常會開會通知之新程序；
17. As from the Effective Date, addition of a new paragraph 11 to article 24 regarding the right of shareholders to inspect the documents and information before the annual meeting;
自生效日起，新增第 24 條第 11 項有關股東得於年度股東常會前檢視文件及資訊之權利；
18. As from the Effective Date, amendment to paragraph 12 of article 24 regarding the establishment of an attendance list;
自生效日起，修正第 24 條第 12 項有關簽到表之製作；
19. As from the Effective Date, addition of new paragraph 18 to article 24 regarding the possibility of shareholders holding 10% of the capital to request the Directors to adjourn the general meeting;
自生效日起，新增第 24 條第 18 項有關持有 10% 資本之股東要求董事延休股東常會之可能性；
20. As from the Effective Date, addition of new paragraph 19 to article 24 regarding the possibility for Directors to suspend the voting rights of defaulting shareholders;
自生效日起，新增第 24 條第 19 項有關董事暫停違約股東投票權之可能性；
21. As from the Effective Date, addition of new paragraph 20 to article 24 regarding the applicable provisions of the Law in case decisions of the general meeting are declared null and void;
自生效日起，新增第 24 條第 20 項有關股東常會之決定被宣布無效時適用之法律規定；
22. As from the Effective Date, addition of new paragraph 21 to article 24 regarding the right of shareholders representing 10% of the capital of the Company to bring actions against the Board of Directors;
自生效日起，新增第 24 條第 21 項有關代表本公司資本 10% 之股東對董事會提出訴訟之權利；

23. As from the Effective Date, amendment the first and second paragraph article 26 “Termination and amalgamation of Sub-Funds or Shares-Classes” to clarify the conditions when the Board of Directors may decide to automatically convert, one or several Share-Classes into other Share-Classes within the same Sub-Fund or in another Sub-fund of the Company;
自生效日起，修正第 26 條「子基金/股份級別之終止與整併」第 1 及第 2 項，以釐清特定情況下，董事會得決定自動將一個或數個股份級別轉換至本公司同一子基金或另一子基金之其他股份級別；
24. As from the Effective Date, amendment of the paragraph 5 of the article 26 “Termination and amalgamation of Sub-Funds or Share-Classes” regarding the possibility for the Board of Directors to merge, one or several Share-Classes, into one or several Share-Classes of a UCITS belonging to another Company;
自生效日起，修正第 26 條「子基金/股份級別之終止與整併」第 5 項有關董事會將一個或數個股份級別轉換至另一公司之 UCITS 之一個或數個股份級別之可能性；
25. As from the Effective Date, deletion of the last paragraph of the article 28, regarding the non-payment of interest in dividend declared by the Company and kept by it at the disposal of its beneficiary;
自生效日起，刪除第 28 條末項有關由本公司宣告並為受益人處置所保存之股息不予支付利息；
26. As from the Effective Date, amendment to article 30 “Winding up/ liquidation” regarding the dissolution and liquidation of the Company and the appointment of a liquidator.
自生效日起，修正第 30 條「解散/清算」有關本公司之解散及清算以及指定清算人之事宜；
27. As from the Effective Date, non-substantial amendments made for harmonisation and clarification purposes in almost all the articles of the Articles; addition, deletion or modification of definitions and defined terms and harmonisation of the layout.
自生效日起，為一致及釐清之目的，微修章程之所有條文，並新增、刪除或修改定義及已定義之名詞以及調整版面。

The Meeting will validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company 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.

無論本公司已發行股本出席或代表出席之比率為何，會議皆將為有效審議本會議議程。相關之決議，若經本公司股東以至少三分之二之表決權於本會議上同意者，將有效通過。每股份有一表決權。

Shareholders are invited to attend the Meeting in person. In case they cannot attend the meeting, they 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 Luxembourg S.A. at 3, rue Jean Piret, L-2350 Luxembourg not later than 15 August 2018, 5 pm Luxembourg time by fax (fax number + 352 26 19 68 40), followed by the original by regular mail.

歡迎股東親自出席會議。無法出席者，謹請於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 2018 年 8 月 15 日下午五點前(盧森堡時間)傳真至 NN Investment Partners Luxembourg S.A.之法務部門(地址為 3, rue Jean Piret, L-2350 Luxembourg)，傳真號碼為+ 352 26 19 68 40，並請隨後平信郵寄正本。

(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)

The Board of Directors of the Company

董事會