

(中譯本)

NN (L)

可變資本投資公司 3, rue Jean Piret – L-2350 Luxembourg  
R.C.S. Luxembourg B 44 873  
(下稱「本公司」)

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### 致股東通知書

親愛的股東，

我們在此感謝您基於對我們的信任而投資本公司。

為持續改善本公司之募集、簡化其法律及營運結構，並基於 NN Investment Partners 集團重組其組織架構，我們在此通知您本公司之結構將進行變更，詳如後述。

#### 1. 更換本公司之管理公司 NN Investment Partners Luxembourg S.A. (下稱「原管理公司」)

本公司業經決定以依法進行合併之方式，自生效日 2019 年 4 月 1 日起，將原管理公司更換為 NN Investment Partners B.V. (下稱「NNIP B.V.」)。基此，原管理公司將消滅，且其業務將移轉至合併後之存續公司 NNIP B.V.。

##### 1.1. NN Investment Partners B.V.之介紹

NN Investment Partners Luxembourg S.A.及 NN Investment Partners B.V.均為 NN 集團之成員。NN Investment Partners B.V.為依荷蘭法成立之有限責任公司，其登記地址為 65, Schenkade, 2595 AS, The Hague, The Netherlands。NNIP B.V.為可轉讓證券集體投資計畫指令(UCITS)及另類投資基金經理人指令(AIFMD)定義下之管理公司，受荷蘭金融市場管理局監督，其登記於荷蘭商會之號碼為 27132220。其目的係管理集體投資計畫並提供投資服務。NNIP B.V.係依據歐盟 2011/61/EU 號指令第 33 條規定，得自由提供歐盟 2009/65/EC 號指令所定之服務，經依法核可於盧森堡進行業務。

##### 1.2. 因該更換所產生之變更

實際上，本公司管理公司之變更將不會對本公司之管理或本公司負擔之費用及收費產生任何影響。

NNIP B.V.已擔任本公司之投資經理公司。

NNIP B.V.使用、且將繼續使用 NN 集團內所施行之投資程序及風險管理程序，並採取 NN 集團有關其組織之政策。因此，將妥適確保本公司管理之連續性。

NNIP B.V.將負擔更換原管理公司之相關成本，因此該更換對本公司而言將不會有任何財務上之影響。

### 1.3. 中央行政管理職務之委任

NNIP B.V.會將中央行政管理職務委任回盧森堡予 Brown Brothers Harriman (Luxembourg) S.C.A. (下稱「**BBH**」)，其為依盧森堡大公國法律組織之股份合夥有限公司且登記地址為 80, Route D'Esch, L-1470 Luxembourg。BBH 係於盧森堡公司登記處(RCS)登記之銀行（登記號碼為 B29923），且於 1989 年 2 月 9 日依盧森堡法律設立。本委任將不會對本公司負擔之費用及收費產生任何影響。

### 1.4. 登記地址

自合併生效日起，本公司之登記地址將改為 80 route d'Esch, L-1470 Luxembourg。

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原管理公司與（包括但不限於）存託機構、登記機構、過戶與付款代理機構、（次）投資經理公司或投資顧問間之契約將依法移轉至 NNIP B.V.。

相關之變更將列入本公司之公開說明書中。

本公司更新之公開說明書將於 BBH 之註冊辦公室免費提供，並將於 [www.nnip.com](http://www.nnip.com) 公告。

2019 年 3 月 28 日，於盧森堡

代表董事會

NN (L)  
Société d'Investissement à Capital Variable  
3, rue Jean Piret – L-2350 Luxembourg  
R.C.S. Luxembourg B 44 873  
(the "Company")

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**NOTICE TO THE SHAREHOLDERS**

Dear Shareholder,

We would like to thank you for the trust you have placed in us by investing in the Company.

To continuously improve its offering and streamline its legal and operational structure and in the framework of the reorganisation of the NN Investment Partners Group, we would like to inform you that the Company's structure will undergo changes, as further described below.

1. Replacement of NN Investment Partners Luxembourg S.A. (the "**Management Company**") as management company of the Company

It has been decided to replace, with effect as from 1<sup>st</sup> April 2019, the Management Company with NN Investment Partners B.V. ("**NNIP B.V.**") by way of a legal merger. As a consequence thereof the Management Company will cease to exist and its activities will be transferred to NNIP B.V. acting as the absorbing company in the context of the merger.

1.1. Presentation of NN Investment Partners B.V.

NN Investment Partners Luxembourg S.A. and NN Investment Partners B.V. are part of NN Group. NN Investment Partners B.V. is a limited liability company setup under the laws of The Netherlands with its registered office at 65, Schenkade, 2595 AS, The Hague, The Netherlands. NNIP B.V. is a management company within the meaning of the UCITS and AIFMD subject to the supervision of the *Autoriteit Financiële Markten* and is registered in the Dutch chamber of commerce under the number 27132220. Its purpose is to manage undertakings for collective investments as well as providing investment services. NNIP B.V. is duly authorised to perform its activities in Luxembourg under the freedom to provide services provided by article 16 of the Directive 2009/65/EC respectively by article 33 of the Directive 2011/61/EU.

1.2. Changes resulting from the replacement

In practice, the change of the Company's management company will not have any impact on the management of the Company nor on the fees and charges borne by the Company.

NNIP B.V. already acts as investment manager of the Company.

NNIP B.V. uses, and will continue to use, the investment processes and risk management processes implemented within NN Group and applies NN Group's policies in respect of its organisation. As a result, the continuity of the management of the Company will be duly ensured.

NNIP B.V. will bear the costs associated with the replacement of the Management Company by NNIP B.V. There won't be any financial impact as a result thereof on the Company.

### 1.3. Delegation of central administration functions

NNIP B.V. will delegate central administration functions back to Luxembourg to Brown Brothers Harriman (Luxembourg) S.C.A. ("**BBH**"), which is organised as a *société en commandite par actions* in and under the laws of Grand Duchy of Luxembourg and which has its registered office at 80, Route D'Esch, L-1470 Luxembourg. BBH is a bank registered with the Luxembourg Company Register (RCS) under number B29923 and has been incorporated under the laws of Luxembourg on 9 February 1989. The delegation will have no impact on the fees and charges borne by the Company.

### 1.4. Registered office

As from the effective date of the merger, the registered office of the Company will be changed to 80 route d'Esch, L-1470 Luxembourg.

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The agreements with (*inter alia*) the depositary, registrar, transfer and paying agent, the (sub)investment managers or advisors will be transferred to NNIP B.V. by operation of law.

The changes will be inserted in the Company's prospectus.

The updated prospectus of the Company will be available free of charge at the registered office of BBH and will be published on [www.nnip.com](http://www.nnip.com).

Luxembourg, 28<sup>th</sup> March 2019

Yours faithfully,

On behalf of the Board