

(節譯文)

NN (L)

股份有限公司

80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號 – B 44.873

(「本公司」)

致股東通知書

緣先前於 2019 年 4 月 25 日下午 12 點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 2019 年 5 月 15 日盧森堡時間下午 2 點在公證人面前於 3, rue Jean Piret, L-2350 Luxembourg 召開第二次特別股東會(下稱「會議」)，以考量並決議下列議程，以依據歐洲議會及理事會 2017 年 6 月 14 日之貨幣市場基金規則 (EU)2017/1131 (「MMFR」)更新並調整本公司之公司章程(「章程」)：

1. 自 2019 年 5 月 15 日起(「生效日」)，修正第 1 條「名稱與形式」，以指明本公司於應適用之範圍內亦受 MMFR 規管；
2. 自生效日起，修正第 3 條「目的」，以指明本公司亦應於 MMFR 許可之範圍內投資高品質短期流動性資產；
3. 自生效日起，修正第 7 條「子基金」，以指明本公司之董事會已創設並得創設符合貨幣市場基金資格之額外子基金(標準或短期可變淨資產價值)；
4. 自生效日起，修正第 14 條「淨資產價值」，以明確指明適用於非貨幣市場基金以及貨幣市場基金之淨資產價值計算規則；
5. 自生效日起，修正第 20 條「董事會權力」，以明確指明董事會得決定投資於何種非貨幣市場基金及貨幣市場基金資產；
6. 自生效日起，修正第 32 條「適用法律」，以指明所有未受章程規範之事項亦應受 MMFR 規管；以及

7. 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。

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。

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 2019 年 5 月 12 日(盧森堡時間)下午 5 點前傳真至位於 80, route d'Esch, L-1470 Luxembourg 之 Brown Brothers Harriman (Luxembourg) S.C.A. (傳真號碼為+ 352 474 066 401)，並請隨後平信郵寄正本。

本公司董事會

(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)
NN (L)

可變資本投資公司

註冊辦公室：80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號 - B 44.873

(節譯文)

供NN (L)於2019年5月15日下午二點(盧森堡時間)召開之特別股東大會使用之委託書

請以正楷中文填寫

本人/我們 名 姓 帳戶號碼

第一持有人： _____

第二持有人： _____

(如適用)

(若有超過二位之共同股東，請完整填寫其他持有人姓名)

本人持有NN (L) (「本公司」) _____ 子基金 _____ (數量)¹ 股份，本人茲指定本公司特別股東大會(「會議」)之主席或 _____ (填寫代表人姓名)擔任本人/我們之代理人，以於2019年5月15日下午二點(盧森堡時間) 在3, rue Jean Piret, L-2350 Luxembourg舉行之會議就其議程進行表決。

若業已指定主席為代理人者，請在下表其中一格中填入「X」以表示您對會議議程之決議希望作出之投票結果²。若另有指定其他代理人，該代理人將有權出席會議並依您的指示對會議議程之決議或其他會議前適當提出之業務事項為您投票。

如會議因任何原因中止或延後，或為決議相同議程之第二次股東會議再次召開，本委託書仍然有效。

議程	同意	不同意	棄權
1. 自2019年5月15日起(「生效日」)，修正第1條「名稱與形式」，以指明本公司於應適用之範圍內亦受MMFR規管；			

¹請填入持有相關子基金股份之總數量。若持有超過一個子基金股份，請於本委託書背面列出所有持股。

²若空格留白，本委託書將視為授予會議主席概括授權，使其得就前開議程投票。

(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)

NN (L)

可變資本投資公司

註冊辦公室：80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號 - B 44.873

議程	同意	不同意	棄權
2.自生效日起，修正第3條「目的」，以指明本公司亦應於MMFR許可之範圍內投資高品質短期流動性資產；			
3.自生效日起，修正第7條「子基金」，以指明本公司之董事會已創設並得創設符合貨幣市場基金資格之額外子基金（標準或短期可變淨資產價值）；			
4.自生效日起，修正第14條「淨資產價值」，以明確指明適用於非貨幣市場基金以及貨幣市場基金之淨資產價值計算規則；			
5.自生效日起，修正第20條「董事會權力」，以明確指明董事會得決定投資於何種非貨幣市場基金及貨幣市場基金資產；			
6.自生效日起，修正第32條「適用法律」，以指明所有未受章程規範之事項亦應受MMFR規管；以及			
7.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。			

日期： _____

簽署： _____

請至遲於2019年5月12日下午五點前(盧森堡時間)以傳真回傳委託書予地址位於80, route d'Esch, L-1470 Luxembourg之Brown Brothers Harriman (Luxembourg) S.C.A. (傳真號碼：(+352) 474 066 401)，隨後以平信郵寄正本。

NN (L)
Société Anonyme
80, route d'Esch, L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg – B 44.873
(the “**Company**”)

NOTICE TO SHAREHOLDERS

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 25 April 2019 at 12.00 p.m., notice is hereby given that an Extraordinary General Meeting of the shareholders of the Company will be held before notary at 3, rue Jean Piret, L-2350 Luxembourg on 15 May 2019 at 2.00 p.m. 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 Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the “**MMFR**”):

1. As from 15 May 2019 (hereinafter the “**Effective Date**”), amendment of article 1 “Name and Form” to indicate that the Company shall be governed, to the extent applicable, by the MMFR;
2. As from the Effective Date, amendment of article 3 “Purpose” to indicate that the Company shall also invest in high quality short-term liquid assets as permitted by the MMFR;
3. As from the Effective Date, amendment of article 7 “Sub-Funds” to indicate that the Board of Directors of the Company has created and may also create additional Sub-Funds qualifying as Money Market Funds (Standard or Short Term Variable NAV);
4. As from the Effective Date, amendment of article 14 “Net Asset Value” to precisely indicate the net asset value calculation rules applicable to non-Money Market Funds and Money Market Funds;
5. As from the Effective Date, amendment of article 20 “Powers of The Board of Directors” to precisely indicate in which non-Money Market Funds and Money Market Funds assets the Board of Directors may decide to invest;
6. As from the Effective Date, amendment of article 32 “Applicable Law” to indicate that all matters not governed by the Articles shall also be governed by the MMFR;
7. As from the Effective Date, non-substantial amendments made for harmonization and clarification purposes in almost all the articles of the Articles; addition, deletion or modification of definitions and defined terms and harmonization of the layout.

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.

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 Brown Brothers Harriman (Luxembourg) S.C.A. at 80, route d'Esch, L-1470 Luxembourg not later than 12 May 2019 before 5.00 p.m. Luxembourg time Luxembourg by fax (fax number + 352 474 066 401), followed by the original by regular mail.

The Board of Directors of the Company

NN (L)
Société d'investissement à capital variable
 Registered office: 80, route d'Esch, L-1470 Luxembourg
 Grand-Duchy of Luxembourg
 R.C.S. Luxembourg, B 44.873

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
 OF NN (L) TO BE HELD ON 15 MAY 2019 AT 2.00 p.m. LUXEMBOURG TIME**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We _____ First Name(s) _____ Last Name _____ Account Number _____

First holder: _____

Second holder: _____
 (if applicable)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of _____ (number of) shares¹ of sub-fund _____ of **NN (L)** (the "Company") hereby appoint(s) the Chairman of the Extraordinary General Meeting of Shareholders (the "Meeting") of the Company or

(insert name of representative:) _____

as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held at 3, rue Jean Piret, L-2350 Luxembourg, on 15 May 2019 at 2.00 p.m. (Luxembourg time).

If you have appointed the Chairman as your proxy, please indicate with an 'X' in the boxes below how you wish your votes to be cast on each of the resolutions on the agenda of the Meeting². If you have appointed another representative, he or she will be entitled to attend the Meeting and to vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting and on any other business as may properly come before the Meeting.

This proxy will remain in force if the Meeting is, for whatsoever reason, to be adjourned or postponed or if a second general meeting is to be convened in order to decide on the same agenda.

AGENDA	For	Against	Abstain
1. As from 15 May 2019 (hereinafter the "Effective Date"), amendment of article 1 "Name and Form" to indicate that the Company shall be governed, to the extent applicable, by the MMFR;			
2. As from the Effective Date, amendment of article 3 "Purpose" to indicate that the Company shall also invest in high quality short-term liquid assets as permitted by the MMFR;			
3. As from the Effective Date, amendment of article 7 "Sub-Funds" to indicate that the Board of Directors of the Company has created and may also create additional Sub-Funds qualifying as Money Market Funds (Standard or Short Term Variable NAV);			
4. As from the Effective Date, amendment of article 14 "Net Asset Value" to precisely indicate the net asset value calculation rules applicable to non-Money Market Funds and Money Market Funds;			
5. As from the Effective Date, amendment of article 20 "Powers of The Board of Directors" to precisely indicate in which non-Money Market Funds and Money Market Funds assets the Board of Directors may decide to invest;			

¹ Please insert total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy.

² If the boxes are left blank, the proxy will be considered as giving a general mandate to the Chairman of the Meeting to vote on the resolutions.

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AGENDA	For	Against	Abstain
6. As from the Effective Date, amendment of article 32 "Applicable Law" to indicate that all matters not governed by the Articles shall also be governed by the MMFR;			
7. As from the Effective Date, non-substantial amendments made for harmonization and clarification purposes in almost all the articles of the Articles; addition, deletion or modification of definitions and defined terms and harmonization of the layout.			

Date: _____

Signature(s): _____

Proxy form to return to Brown Brothers Harriman (Luxembourg) S.C.A. at 80, route d'Esch, L-1470 Luxembourg no later than by 12 May 2019, 05:00 p.m. Luxembourg time by fax (fax number: (+352) 474 066 401), followed by the original by regular mail.