

(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

謹此通知，本公司特別股東大會將於 2019 年 4 月 25 日下午十二時(盧森堡時間)在公證人面前於 3, rue Jean Piret, L-2350 Luxembourg 召開(「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。

(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)

會議僅得於至少本公司發行之股本的 50%須出席或代表該比例之股數出席時始得有效審視議程。相關決議如經本公司股東於會議上至少三分之二投票同意，始得有效作成決議。一股代表一票。

若未達法定人數，將另再召開特別股東大會。無論出席或代表出席本公司已發行股本之比例為何，第二次特別股東大會應有效審視議程。

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 4 月 22 日(盧森堡時間)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

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4月22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

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 25 April 2019 at 12.00 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 only if at least 50% of the issued share capital of the Company is 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.

If the quorum is not reached, another Extraordinary General Meeting shall be convened. The second Extraordinary General Meeting shall validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company present or represented.

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 22 April 2019 Luxembourg time 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 25 April 2019 AT 12.00 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 25 April 2019 at 12.00 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.

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

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 22 April 2019, 05:00 p.m. Luxembourg time by fax (fax number: (+352) 474 066 401), followed by the original by regular mail.