

ING (L)

3, rue Jean Piret – L-2350 Luxembourg
R.C.S. n° B 44.873
(the « **Company** »)

ING (L)

註冊辦公室：3, rue Jean Piret, L-2350 盧森堡
盧森堡商業和公司註冊處號碼：R.C.S. n° B 44.873
(下稱「本公司」)

NOTICE TO THE SHAREHOLDERS

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 13 February 2015 at 3pm, 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 26 March 2015 at 3pm Luxembourg time (the "**Meeting**") with the following agenda:

鑑於在 2015 年 2 月 13 日下午 3 點舉行的特別股東大會上，出席人數未達 1915 年 8 月 10 日法律就商業公司(及其修正)規定的法定人數，茲通知將於 2015 年 3 月 26 日盧森堡時間下午 3 點，在公證人之見證下假本公司註冊辦公室召開第二次特別股東大會(下稱「會議」)以考慮並決議下列議程：

1. As from 7 April 2015 (hereinafter the "**Effective Date**"), change of the name of the Company from "ING (L)" to "NN (L)" in order to align with the rebranding of the other ING Investment Management investment entities.
1. 自 2015 年 4 月 7 日起(下稱「生效日」)，本公司名稱由「ING (L)」變更為「NN (L)」，以求與其他 ING 投資實體之新名稱一致。
2. As from the Effective Date, subsequent amendment to Article 1 – "Name and Form" of the articles of association of the Company (hereinafter the "**Articles**") so as to reflect the new name of the Company. Article 1 shall therefore read as follows:
2. 自生效日起，繼而修正本公司章程(下稱「章程」)第 1 條 – 「名稱與形式」，以反應本公司新名稱。第 1 條應替代如下：
"There exists among the existing shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of NN (L) (hereinafter the "Company"). The Company shall be governed by the Law of seventeenth of December two thousand and ten relating to undertakings for collective investments, and by these articles of association."
「於現有股東及未來可能成為股份所有者間存續之股份有限公司(「société anonyme」)，其符合可變資本投資公司(「société d'investissement à capital variable」)之資格，名為 NN (L)(下稱「本公司」)。本公司受 2010 年 12 月 17 日關於集合投資事業之法律以及此等章程之規管。」
3. As from the Effective Date, Article 8 – "Form of Shares" of the Articles shall be entirely reworded so as to comply with Luxembourg law of 28 July 2014 concerning the compulsory deposit and immobilisation of shares and units in bearer form (the "**Law**"). Consequently, Article 8 shall read as follows:
3. 自生效日起，章程第 8 條 – 「股份形式」應全部改寫以遵守 2014 年 7 月 28 日盧森堡關於強制寄存及集中化無記名股份及單位之法律(下稱「法律」)。因此，第 8 條應替代如下：
"Article 8: Form of Shares. The board of directors shall determine whether the Company shall issue bearer and/or registered shares, to the extent permitted by law and under the conditions specified in the sales documents of the Company."
「第 8 條：股份形式。董事會應於法律允許之範圍內按照本公司銷售文件所載之條件決定本公司是否應發行無記名及/或記名股份。」

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

The board of directors may decide, at its entire discretion, whether or not to issue certificates in respect of registered shares, as specified in the sales documents of the Company. In case the board of directors has elected to issue no certificates, a shareholder shall receive, upon his request, a written confirmation of his shareholding. 董事會得依其全權決定是否就記名股份發行股票，如同本公司銷售文件所載。若董事會決定不發行股票，則股東得請求就其持股發給書面確認書。

The share certificates, if issued, shall comply with the requirements set out under the law of 10 August 1915 on commercial companies, as amended.

若發行股票，應遵守 1915 年 8 月 10 日法律就商業公司(及其修正)所規定之要求。

In case share certificates are issued, the board of directors may decide, at its entire discretion, to replace a share certificate which has been mislaid, mutilated or destroyed, as specified in the sales documents of the Company.

倘若發行股票，董事會得全權決定就業已遺失、毀損或滅失之股票重新發行股票，如同本公司銷售文件所載。

All issued registered shares of the Company shall be registered in the register of shareholders, which shall be kept in compliance with applicable laws.

本公司所有記名股份應於股東名簿中登記，並應依適用法律保存股東名簿。

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares.

股東名簿所載之股東姓名證明其就該登記之股份享有所有權。

Shareholders entitled to receive registered shares shall provide the Company with all the information requested under applicable laws, including an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

有權收受登記股份之股東應提供所有法律要求之資料予本公司，包括所有通知及公告應寄送之地址。該地址亦將登載於股東名簿中。

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

倘若股東未提供地址，則本公司為此得允許於股東名簿中記載附註，而股東之地址將被視為位於本公司註冊辦公室，或其他本公司不定時登載之地址，直到該等股東提供其他地址予本公司。股東得隨時以書面通知寄送至本公司註冊辦公室或其他本公司不定時提供之地址，以變更其登載於股東名簿中之地址。

At the entire discretion of the board of directors, bearer shares may be issued in book entry bearer form or immobilised form, as specified in the sales documents of the Company.

依董事會之全權決定，得以帳簿無記名形式或集中化形式發行無記名股份，如本公司銷售文件所載。

All immobilised bearer shares of the Company shall be registered in the bearer share register which shall be kept by the bearer shares depositary in compliance with applicable laws, as further specified in the sales documents of the Company.

所有本公司集中化之無記名股份應登記於無記名股份名簿中，該名簿應依適用法律由無記名股份存託機構保存，如本公司銷售文件另行載明者。

Ownership of bearer shares will be evidenced by the registration in the bearer share register. Upon written request by the shareholder concerned, the bearer shares depositary may issue a written confirmation of the shares registered for such shareholder in the bearer share register.

無記名股份所有權將由無記名股份名簿中之記錄證明。經有關股東書面要求，無記名股份存託機構得向該等股東出具無記名股份名簿中所登記股份之書面確認書。

The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such shares.

本公司就每一股份僅認可單一所有人。若單一或多數股份為共同所有或股份之所有權存有爭議時，所有就該等股份主張權利之人須指派單一代理人對本公司代表該等股份。未能指派該等代理人則暫停所有該等股份所附權利之行使。

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund or class of shares on a pro rata basis.”

本公司得決定發行零股。該等零股不得享有表決權，但仍得參與淨資產按比例分配予相關子基金或股份類別。」

4. As from the Effective Date, amendment to Article 9 – “Classes of Shares” of the Articles so as to replace the third paragraph by the following:

4. 自生效日起，修正章程第 9 條 – 「股份類別」，以下列內容取代第三段：

“Within each class, there may be
– one or more capitalization share-types; and
– one or more distribution share-types.”

「於各股份類別，得有

- 一種或多種資本化之股份類型；及
- 一種或多種配息之股份類型。」

5. As from the Effective Date, amendment to Article 11 – “Redemption” of the Articles so as to re-arrange the allocation of costs in case of redemptions in kind. Consequently, the last sentence of Article 11 will be replaced as follows:

5. 自生效日起，修正章程第 11 條 – 「買回」，以重新安排一旦發生實物買回時之成本配置。因此，第 11 條最後一句將以下列文字取代之：

“Any costs resulting from such a redemption in kind are supported by the redeeming shareholders.”

「任何因實物買回所生之成本均由買回股東資助。」

6. As from the Effective Date, amendment to Article 13 – “Limitations on the Ownership of Shares” so as to replace letter b) third indent of the procedure as follows:

6. 自生效日起，修正第 13 條 – 「股份所有權之限制」，並以下列內容取代程序字母 b) 第三段縮行內容：

3. “payment of the purchase price will be made to the owner of such shares and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) for payment to such owner upon surrender, where applicable, of the share certificate or certificates representing the shares specified in such notice together with the unmatured coupons. Upon deposit of such price as aforesaid, no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owners thereof to receive the price so deposited (without interest)

from such bank upon effective surrender, where applicable, of the share certificate(s) and the unmatured coupons, if issued, as aforesaid;

3. 「購買價金將支付予該等股份所有人，並將由本公司存放於盧森堡或其他地區(如購買通知所載)之銀行，以於交付(若有)股票或代表該等通知所載股份之憑證連同未到期之息票時，支付予該等所有人。於存放上述價金後，就該等購買通知所載之股份享有利益之人，就該等股份或其任何部分將不再享有任何利益，亦不得向本公司或其有關資產為任何主張，惟股東作為所有人於交付(若有)上述股票或憑證及未到期之息票生效時向該等銀行收取被存放價金(無息)之權利不在此限。」

7. As from the Effective Date, amendment to Article 22 – “Delegation of Power” so as to remove the last paragraph as follows:

7. 自生效日起，修正第 22 條 – 「授權」，以刪除最後一段文字如下：

“In the event that no entity within the ING Group would be in a position to control the management of the Company, the Company shall change its name forthwith at the request of ING Luxembourg to a name not resembling the one specified in article 1 hereof.”

「倘若 NN 集團內之任一實體均未控制本公司之管理階層，則本公司應立即更名為不同於第 1 條所規定之名稱。」

8. As from the Effective Date, removal of Article 24 – “Indemnification” from the Articles.

8. 自生效日起，章程刪除第 24 條 – 「補償」。

9. As from the Effective Date, subsequent renumbering of articles 25 to 33 of the Articles and update of the relevant cross-references in the Articles.

9. 自生效日起，章程第 25 條至第 33 條重新編號，並更新章程中之交互參照。

10. As from the Effective Date, amendment to the former Article 29 – “Distributions” (to be renumbered 28) of the Articles so as to comply with the Law. The third paragraph shall now read as follows:

10. 自生效日起，修正章程中原第 29 條 – 「配息」(重新編號為 28)，以遵守法律。第三段應替代如下：

“Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of immobilised bearer shares shall be made to the bearer shares depositary for the benefit of the shareholder, as further specified in the sales documents of the Company.”

「支付予登記股份持有人之股息應於股東名簿所載之地址支付予該等股東。支付予集中化無記名股份持有人之股息應為股東之利益支付予無記名股份存託機構，如本公司銷售文件中另行載明者。」

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例，本會議將合法討論本議程。若經本公司股東於會議時至少三分之二表決權投票通過，則將合法採行相關決議。每一股享有一表決權。

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 ING Investment Management Luxembourg S.A. at 3, rue Jean Piret, L-2350 Luxembourg not later than 19 March 2015 5pm Luxembourg time by fax (fax number + 352 26 19 68 40), followed by the original by regular mail.

謹邀請股東親自出席本會議。倘若股東無法出席本會議，其得填寫並簽署委託書(可在本公司註冊辦公室索取)並至遲於 2015 年 3 月 19 日盧森堡時間下午 5 點前以傳真(傳真號碼+ 352 26 19 68 40)回傳至

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

3, rue Jean Piret, L-2350 盧森堡之 ING Investment Management Luxembourg S.A.法務部門，其後再以一般郵件寄回正本。

The Board of Directors of the Company
本公司董事會

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

ING (L)
Société d'Investissement à Capital Variable
R.C.S. n° B 44.873
Registered office: 3, rue Jean Piret, L-2350 Luxembourg
Grand Duchy of Luxembourg
ING (L)
可變資本投資公司 (SICAV)
R.C.S. n° B 44873
登記住址: 3, rue Jean Piret, L-2350 Luxembourg
盧森堡大公國

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ING (L)
TO BE HELD ON 26 MARCH 2015 AT 3 PM LUXEMBOURG TIME**
ING(L)股東於盧森堡時間2015年3月26日下午3時所舉行之特別股東大會使用之委託書表格

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

請以大寫粗體字填寫

| I/We 本人/我們 | First Name(s) 名 | Last Name 姓 | Account Number 帳戶號碼 |
|---------------|--------------------|----------------|------------------------|
|---------------|--------------------|----------------|------------------------|

First holder: _____
第一持有人

Second holder: _____
(if applicable)
第二持有人
(如適用)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)
(如有超過二名以上之共同持有股東，請檢附其他股東全名)

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

(insert name of representative:) _____
為ING(L)(下稱「本公司」)之子基金_____達_____股(數量)¹之持有人，茲指
派本公司特別股東大會(下稱「大會」)之主席，或_____ (填入代表人姓名)

as my/our proxy (i) to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held before notary at 3, rue Jean Piret, L-2350 Luxembourg, on 26 March 2015 at 3 PM Luxembourg time and at any adjournment thereof and any subsequent extraordinary general meeting with the same agenda (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following agenda with any such amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before such meeting and in general (ii) to perform any acts, sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation to the present proxy.

擔任本人/我們之代理人，(i)以代表本人/我們於盧森堡時間2015年3月26日下午3時整在公證人之見證下於3, rue Jean Piret, L-2350 Luxembourg舉行之特別股東大會或任何再舉行具相同議程之特別股東大會(若未明確撤銷委託)進行表決，並代表本人/我們對會議之議程與任何該等之修訂或變更，以及在該等會議中可能提出的該等其他事項，依下述所示代表本人/我們進行表決，及(ii)現有代理人認為或視為合適或有用時，代表以下簽署人作出任何一般的行動、簽署任何文件和採取任何決定。

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.

¹請填入持有之相關子基金之總股數。若您持有超過一子基金之股份，請於本委託書表格背面明列您所有之持股。

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

ING (L)

Société d'Investissement à Capital Variable
R.C.S. n° B 44.873

Registered office: 3, rue Jean Piret, L-2350 Luxembourg
Grand Duchy of Luxembourg

ING (L)

可變資本投資公司 (SICAV)
R.C.S. n° B 44873

登記住址: 3, rue Jean Piret, L-2350 Luxembourg
盧森堡大公國

If you have appointed the Chairman as your proxy, please indicate with an 'X' in one of the boxes below how you wish your votes to be cast on 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 vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting.

若您已指派主席為您的代理人，請以「X」之符號於下表指明就大會²之個別議案您希望如何投票。若您已指派其他人為您的代表人，其將有權參加大會並就大會之議案及其他大會前可能發生之事務依您的指示代表您進行投票。

| AGENDA 議程 | For 贊成 | Against 反對 | Abstain 棄權 |
|--|------------------|----------------------|----------------------|
| 1. As from 7 April 2015 (hereinafter the "Effective Date"), change of the name of the Company from "ING (L)" to "NN (L)" in order to align with the rebranding of the other ING Investment Management investment entities. 自 2015 年 4 月 7 日起(下稱「生效日」)，本公司名稱由「ING (L)」變更為「NN (L)」，以求與其他 ING 投資實體之新名稱一致。 | | | |
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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.

² 如該欄位留白，則本委託書將被視為就決議事項全權委託大會主席進行投票表決。

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

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Société d'Investissement à Capital Variable

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可變資本投資公司 (SICAV)

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The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares.

Shareholders entitled to receive registered shares shall provide the Company with all the information requested under applicable laws, including an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

At the entire discretion of the board of directors, bearer shares may be issued in book entry bearer form or immobilised form, as specified in the sales documents of the Company.

All immobilised bearer shares of the Company shall be registered in the bearer share register which shall be kept by the bearer shares depositary in compliance with applicable laws, as further specified in the sales documents of the Company.

Ownership of bearer shares will be evidenced by the registration in the bearer share register. Upon written request by the shareholder concerned, the bearer shares depositary may issue a written confirmation of the shares registered for such shareholder in the bearer share register.

The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such shares.

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund or class of shares on a pro rata basis."

自生效日起，章程第8條 – 「股份形式」應全部改寫以遵守2014年7月28

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

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日盧森堡關於強制寄存及集中化無記名股份及單位之法律(下稱「法律」)。

因此，第8條應替代如下：

「第8條：股份形式。董事會應於法律允許之範圍內按照本公司銷售文件所載之條件決定本公司是否應發行無記名及/或記名股份。

董事會得依其全權決定是否就記名股份發行股票，如同本公司銷售文件所載。若董事會決定不發行股票，則股東得請求就其持股發給書面確認書。

若發行股票，應遵守1915年8月10日法律就商業公司(及其修正)所規定之要求。

倘若發行股票，董事會得全權決定就業已遺失、毀損或滅失之股票重新發行股票，如同本公司銷售文件所載。

本公司所有記名股份應於股東名簿中登記，並應依適用法律保存股東名簿。

股東名簿所載之股東姓名證明其就該登記之股份享有所有權。

有權收受登記股份之股東應提供所有法律要求之資料予本公司，包括所有通知及公告應寄送之地址。該地址亦將登載於股東名簿中。

倘若股東未提供地址，則本公司為此得允許於股東名簿中記載附註，而股東之地址將被視為位於本公司註冊辦公室，或其他本公司不定時登載之地址，直到該等股東提供其他地址予本公司。股東得隨時以書面通知寄送至本公司註冊辦公室或其他本公司不定時提供之地址，以變更其登載於股東名簿中之地址。

依董事會之全權決定，得以帳簿無記名形式或集中化形式發行無記名股份，如本公司銷售文件所載。

所有本公司集中化之無記名股份應登記於無記名股份名簿中，該名簿應依適用法律由無記名股份存託機構保存，如本公司銷售文件另行載明者。

無記名股份所有權將由無記名股份名簿中之記錄證明。經有關股東書面要求，無記名股份存託機構得向該等股東出具無記名股份名簿中所登記股份之書面確認書。

本公司就每一股份僅認可單一所有人。若單一或多數股份為共同所有或股份之所有權存有爭議時，所有就該等股份主張權利之人須指派單一代理人對本公司代表該等股份。未能指派該等代理人則暫停所有該等股份所附權利之行使。

本公司得決定發行零股。該等零股不得享有表決權，但仍得參與淨資產按比例分配予相關子基金或股份類別。」

4. As from the Effective Date, amendment to Article 9 – “Classes of Shares” of the Articles so as to replace the third paragraph by the following:

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

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|---|--|--|--|
| <p><i>"Within each class, there may be</i> <i>– one or more capitalization share-types; and</i> <i>– one or more distribution share-types."</i> 自生效日起，修正章程第 9 條 – 「股份類別」，以下列內容取代第三段： <i>「於各股份類別，得有</i> <i>- 一種或多種資本化之股份類型；及</i> <i>- 一種或多種配息之股份類型。」</i></p> | | | |
| <p>5. As from the Effective Date, amendment to Article 11 – "Redemption" of the Articles so as to re-arrange the allocation of costs in case of redemptions in kind. Consequently, the last sentence of Article 9 will be replaced as follows: <i>"Any costs resulting from such a redemption in kind are supported by the redeeming shareholders."</i> 自生效日起，修正章程第 11 條 – 「買回」，以重新安排一旦發生實體買回時之成本配置。因此，第 11 條最後一句將以下列文字取代之： <i>「任何因實體買回所生之成本均由買回股東資助。」</i></p> | | | |
| <p>6. As from the Effective Date, amendment to Article 13 – "Limitations on the Ownership of Shares" so as to replace letter b) third indent of the procedure as follows: 3. <i>"payment of the purchase price will be made to the owner of such shares and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) for payment to such owner upon surrender, where applicable, of the share certificate or certificates representing the shares specified in such notice together with the unmatured coupons. Upon deposit of such price as aforesaid, no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owners thereof to receive the price so deposited (without interest) from such bank upon effective surrender, where applicable, of the share certificate or certificates and the unmatured coupons, if issued, as aforesaid;"</i> 自生效日起，修正第13條 – 「股份所有權之限制」，並以下列內容取代程序字母b)第三段縮行內容： 3. <i>「購買價金將支付予該等股份所有人，並將由本公司存放於盧森堡或其他地區(如購買通知所載)之銀行，以於交付(若有)股票或代表該等通知所載股份之憑證連同未到期之息票時，支付予該等所有人。於存放上述價金後，就該等購買通知所載之股份享有利益之人，就該等股份或其任何部分將不再享有任何利益，亦不得向本公司或其有關資產為任何主張，惟股東作為所有人於交付(若有)上述股票或憑證及未到期之息票生效時向該等銀行收取被存放價金(無息)之權利不在此限。」</i></p> | | | |
| <p>7. As from the Effective Date, amendment to Article 22 – "Delegation of Power" so as to remove the last paragraph as follows: <i>"In the event that no entity within the ING Group would be in a position to</i></p> | | | |

(註：本中譯文僅供參考，如與原文有異，應以原文為主)

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| <p><i>control the management of the Company, the Company shall change its name forthwith at the request of ING Luxembourg to a name not resembling the one specified in article 1 hereof.</i></p> <p>自生效日起，修正第22條 – 「授權」，以刪除最後一段文字如下： 「倘若ING集團內之任一實體均未控制本公司之管理階層，應ING盧森堡之要求，則本公司應立即更名為不同於第1條所規定之名稱。」</p> | | | |
| <p>8. As from the Effective Date, removal of Article 24 – “Indemnification” from the Articles.</p> <p>自生效日起，章程刪除第 24 條 – 「補償」。</p> | | | |
| <p>9. As from the Effective Date, subsequent renumbering of articles 25 to 33 of the Articles and update of the relevant cross-references in the Articles.</p> <p>自生效日起，章程第 25 條至第 33 條重新編號，並更新章程中之交互參照。</p> | | | |
| <p>10. As from the Effective Date, amendment to the former Article 29 – “Distributions” (to be renumbered 28) of the Articles so as to comply with the Law. The third paragraph shall now read as follows: “Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of immobilised bearer shares shall be made to the bearer shares depositary for the benefit of the shareholder, as further specified in the sales documents of the Company.”</p> <p>自生效日起，修正章程中原第29條 – 「配息」(重新編號為28)，以遵守法律。第三段應替代如下： 「支付予登記股份持有人之股息應於股東名簿所載之地址支付予該等股東。支付予集中化無記名股份持有人之股息應為股東之利益支付予無記名股份存託機構，如本公司銷售文件中另行載明者。」</p> | | | |

Date: _____

日期

Signature(s): _____

簽名

Proxy form to return to the Legal Department of ING Investment Management Luxembourg S.A. at 3, rue Jean Piret, L-2350 Luxembourg no later than by **19 March 2015, 05:00 p.m. Luxembourg time** by fax (fax number: (+352) 26 19 68 40), followed by the original by regular mail.

委託書表格請至遲於盧森堡時間**2015年3月19日**下午5時前傳真(傳真號碼: (+352) 26 19 68 40)至ING Investment Management Luxembourg S.A之法務部門，再以平信寄交正本，地址為3, rue Jean Piret, L-2350 Luxembourg。