

Robeco N.V.

(an investment company with variable capital incorporated under Dutch law)
established in Rotterdam

A Shares: Robeco

B Shares: Robeco – EUR G

Prospectus

30 January 2015

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Definitions

In this Prospectus, words written with an initial capital, and abbreviations have the following definitions:

Share	A share in the capital of the Investment Institution, with the exception of the Priority Shares. The Shares are divided into A Shares and B Shares.
Shareholder	A holder of one or more Shares
Share Class	A series of Shares, specified in the Articles of Association with the letters A and B, the specific features of which are described in the Share Class Specifications
Affiliated Institution	An affiliated institution as referred to in the Articles of Association
AFM	The Netherlands Authority for the Financial Markets [<i>Autoriteit Financiële Markten</i>]
Manager	Robeco Institutional Asset Management B.V., the manager of the Investment Institution within the meaning of Article 2:69b of the Wft
Investment Institution	Robeco N.V.
Benchmark	The benchmark used by the Investment Institution
Management Board	The only director under the Articles of Association of the Investment Institution, i.e. Robeco Institutional Asset Management B.V.
Trading Day	A Trading Day is a day 1) on which Euronext Amsterdam is open for business, 2) on which the issue or purchase of Shares of an Investment Institution is not limited or suspended and 3) which has not been designated as a non-Trading Day, taking account of the opening hours of the stock markets and regulated markets in which the Investment Institution invests. A list of non-Trading Days is available on the website.
BGfo	Decree on the Market Conduct Supervision of Financial Enterprises under the Wft [<i>Besluit gedragstoezicht financiële ondernemingen</i>]
Financial Year	The financial year of the Investment Institution as stated in the Articles of Association
Cut-off Time	Time (15:00h CET) before which orders must be received on a Trading Day by the Fund Agent in order to be accepted for trade on the following Trading Day
EUR	Euro
Euronext Amsterdam	Euronext Amsterdam, Euronext NAV Trading Facility segment
FATCA	Foreign Account Tax Compliance Act
Fund assets	All assets of the Investment Institution less all liabilities of the Investment Institution
Fund Agent	Rabobank International, a trade name used by Rabobank Nederland

Affiliated Party	A natural or other person as defined in Section 1 of the Bgfo
Group company	An entity that forms part of the Robeco Group
UCITS	An undertaking for collective investment in transferable securities as referred to in Article 1:1 of the Wft
Intergovernmental Agreement	Treaty between the Netherlands and the United States to establish further rules in relation to the implementation of FATCA, if and insofar as the Netherlands and the United States have reached agreement on this
Net Asset Value	The net asset value per Share belonging to a specific Share Class of the Investment Institution.
OECD	Organisation for Economic Co-operation and Development
OP	Online Publishing Channel of Euronext Amsterdam N.V., at www.onlinepublishingchannel.com
Priority	The holder of Priority Shares, i.e. Robeco Groep N.V.
Priority Share	A priority share with a nominal value of EUR 1 in the capital of the Investment Institution
Prospectus	The Investment Institution's most recent Prospectus, including the Registration Document and all annexes
Registration Document	The Manager's registration document as referred to in Article 4:48 of the Wft
RIAM	Robeco Institutional Asset Management B.V.
Robeco Group	The economic entity with Robeco Groep N.V. at its head in which legal entities and companies are organizationally affiliated
Share Class Specifications	The chapter of the Prospectus that contains specific characteristics of a Share Class
Articles of Association	The Articles of Association of the Investment Institution
Transaction Price	The price at which the Investment Institution repurchases or issues Shares. The Transaction Price is established per Share of a Share Class.
Affiliated Investment Institution	An investment institution that is affiliated with or managed by the Manager or another Group Company
Assets of the Share Class	All the asset components of a Share Class less all the liabilities of that Share Class
Terms and Conditions	The conditions that apply between the Investment Institution and the Shareholders, as included (inter alia) in the Prospectus and the Articles of Association
Website	The website of the Manager is www.robeco.nl/riam
Wft	The Dutch Financial Supervision Act [<i>Wet op het financieel toezicht</i>]

Important information

The Manager has prepared this Prospectus by virtue of article 4:49 of the Wft and the decrees and regulations based upon it. This Prospectus provides information about the Investment Institution and the Shares.

Potential Shareholders should be aware that financial risks are involved in an investment in the Investment Institution. Before deciding to purchase Shares, investors are advised to read this Prospectus carefully and to fully acquaint themselves with its content.

The Shares are offered on the basis of the information in this Prospectus only, in combination with – insofar as the period of existence of the Investment Institution allows – the Investment Institution's three most recently published annual reports and financial statements, together with any semiannual report issued after the most recently published annual report and financial statements. The information provided in this Prospectus is not investment advice.

Where return figures are stated or future expectations are expressed in this Prospectus, it should be understood that the value of a Share can fluctuate and past performance is no guarantee of future results.

With the exception of the Manager, no one is entitled to provide information or make statements that deviate from this Prospectus. A purchase carried out on the basis of information that deviates from this Prospectus takes place entirely at the investor's own risk.

The issue and distribution of this Prospectus and the offering, sale and delivery of Shares may be subject to legal or other restrictions in certain jurisdictions outside the Netherlands. This Prospectus does not constitute an offer to sell or an invitation to make an offer to buy in any jurisdiction where such an offer or invitation is not permitted by virtue of the legislation and regulations applicable there. The Investment Institution requests everyone who comes into possession of this Prospectus to acquaint themselves and comply with such legislation and regulations. The Manager, the Investment Institution, Robeco Groep N.V. and/or any Group Company accept no responsibility for violation of the aforementioned restrictions by any third party.

The Shares are not registered under the Securities Act of 1933 ('Securities Act') of the United States of America ('US') and may not be offered, sold or delivered there unless such action takes place in accordance with regulation S of the Securities Act. In principle, the Investment Institution will not accept Shareholders who are domiciled in the US or who act for the account of or for the benefit of any person in the US.

The Investment Institution is a financial institution as defined by both the Intergovernmental Agreement and FATCA. If required, the Investment Institution or its designated representative may request documentation for this purpose from Participants in order to be able to establish or re-establish their status under FATCA, the Intergovernmental Agreement or equivalent Dutch legislation. At the discretion of its management, the Investment Institution moreover may take measures in connection with the requirements of FATCA, the Intergovernmental Agreement or equivalent Dutch legislation in the interests of the Investment Institution and its Participants to exclude certain participants from the Investment Institution.

This Prospectus is governed exclusively by Dutch law and replaces all previously published prospectuses of the Investment Institution.

A Key Investor Information document has been drawn up for each Share Class of the Investment Institution with information about the product, the costs and the risks. Avoid unnecessary risk – read the Key Investor Information.

The Investment Institution expressly advises interested parties to consult their own tax advisor in order to obtain advice about the tax consequences associated with an investment in the Investment Institution.

General information about the Investment Institution

Legal information

The Investment Institution is an investment company with variable capital as defined by Article 2:76a of the Netherlands Civil Code. It was incorporated under Dutch law by notarial deed executed on 24 March 1933 before civil-law notary Mr. G. Nauta. The Articles of Association were most recently amended by notarial deed executed on 17 January 2013 before civil-law notary Drs. C.J. Groffen. The Investment Institution has its registered office in Rotterdam and is listed in the Trade Register of the Chamber of Commerce in Rotterdam, under number 24041906.

Management Board and Manager

RIAM is the only director of the Investment Institution under the Articles of Association. The management board of RIAM consists of the following members:

Drs. L.M.T. Boeren;

Drs. H.W.D.G. Borrie; and

Drs. H.A.A. Rademaker.

These persons may also be members of the management boards of other institutions belonging to the Robeco Group. RIAM is also the manager of the Investment Institution within the meaning of article 1:1 of the Wft. RIAM has been granted a license by the AFM to act as manager under the terms of Article 2:69b, with complementary services pursuant to Article 2:97 paragraph 3 of the Wft.

RIAM is also director and manager under the Articles of Association of other investment institutions of the Robeco Group. For a current summary of these investment institutions and information about them, please refer to the Website.

The AFM has reviewed this Prospectus. The Prospectus meets the provisions of Article 118:1 and Appendix I to the BGfo.

UCITS

The Investment Institution is a UCITS. UCITS have to comply with restrictions to the investment policy in order to protect investors. The key restrictions mean, in short, that the aim of a UCITS is only to invest in financial instruments or other liquid financial assets while applying the principle of risk diversification. Based on the UCITS Directive, UCITS shares or units may be sold with few restrictions in other European Union member states, as well as in states that, though not EU members, are signatories to the European Economic Area.

Auditors

KPMG Accountants N.V. has been appointed auditor of the Investment Institution.

Address details

Investment Institution

Robeco N.V.
Coolensingel 120
NL-3011 AG Rotterdam
Postbus 973
3000 AZ Rotterdam
The Netherlands
Telephone: +31 (0)10 224 1224

Manager

Robeco Institutional Asset Management B.V.
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NL-3011 AG Rotterdam
Postbus 973
3000 AZ Rotterdam
The Netherlands
Telephone: +31 (0)10 224 7000

Auditors

KPMG Accountants N.V.
Laan van Langerhuize 1
NL-1186 DS Amstelveen
Postbus 7883
1186 DA Amstelveen
The Netherlands
Telephone: (+31) 20 656 7890

Group Companies and Affiliated Investment Institutions

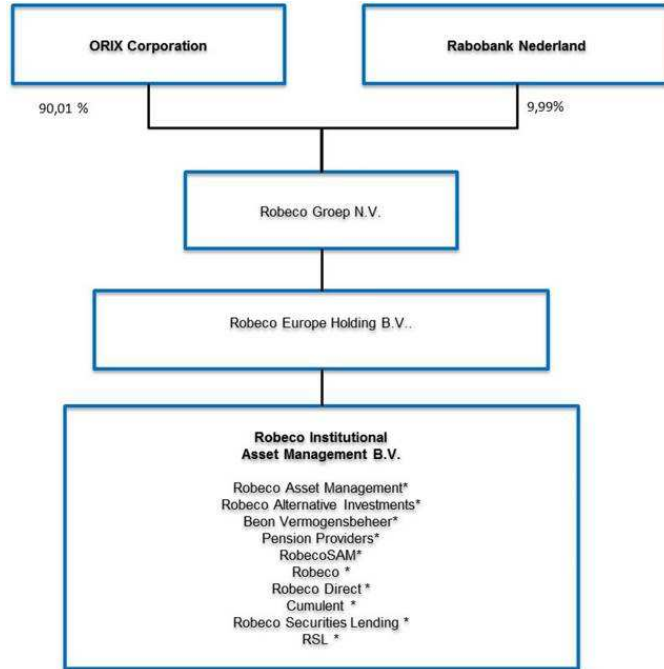
The Manager and the Investment Institution are affiliated with Group Companies or other investment institutions that are managed by Group Companies. ORIX Corporation holds a majority shareholding in Robeco Groep N.V. The management structure of Robeco Groep N.V., in which significant authority is assigned to its supervisory board, is such that ORIX Corporation does not have a meaningful say in or significant influence on the business policy of the Investment Institution.

In addition to services of other market parties, the Investment Institution and the Manager may use the services of Group Companies or Affiliated Parties. The services or transactions that will or may be performed by or with Group Companies or Affiliated Parties may include: treasury management, derivatives transactions, custody of financial instruments, lending of financial instruments, issuance and repurchase of Shares, credit extension, the purchase and sale of financial instruments on regulated markets or through multilateral trading facilities. All these services and transactions are executed at market rates.

With the exception of transactions in participating units of Affiliated Investment Institutions that are only available to professional investors within the meaning of section 1:1 of the Wft, or unlisted participating units of other Affiliated Investment Institutions, the Manager does not expect to execute any transactions with Group Companies, Affiliated Investment Institutions or Allied Parties in financial instruments outside regulated markets or multilateral trading facilities. Insofar as such transactions do take place at any time, prices will always be based on an independent valuation.

Structure of Robeco Group

The chart below shows the position of the relevant entities referred to in the Prospectus together with their mutual relationship within the Robeco Group.



Outsourcing

With due observance of the provisions in Article 4:16 of the Wft, the Investment Institution has outsourced the following activities:

RIAM

The Investment Institution has entered into a *Management Company Services* agreement with RIAM whereby RIAM is appointed as Manager and the tasks delegated to RIAM include the following: (1) implementation of the management of the Fund Assets in accordance with the investment policy, (2) the performance of the financial administration of the Investment Institution and (3) the marketing and distribution of the Investment Institution. Implementation of the management of the Fund Assets in accordance with the investment policy means the Manager may use (i) derivative instruments, and (ii) techniques and instruments for efficient portfolio management. The Manager receives a management fee for its activities as manager of the Investment Institution. For the amount and method of calculation of the management fee, please refer to the chapter on “Costs and fees”.

The Manager executes transactions in derivative financial instruments on behalf of the Investment Institution. The Manager has obtained a license from the Netherlands Authority for the Financial Markets in Amsterdam (AFM). The Manager is a company incorporated under Dutch law. The result realized on transactions in derivative financial instruments (whether positive or negative) is exclusively for the account of the Investment Institution (including costs) and will be further specified in the financial statements provided by the Investment Institution.

If a conflict of interest arises in relation to the provision of services, the Manager will report this in writing to the compliance officer of the Manager. Regardless of the above, the Manager shall have the freedom to act as a manager for any other person or persons considered to be suitable, and nothing in this document shall bar the Manager from concluding or entering into financial, banking, commercial, advisory or other transactions (including but not limited to transactions in derivative financial instruments) or for the account of others as permitted by relevant legislation and regulation.

The Investment Institution has by agreement charged the Manager to conclude lending transactions for the account of the Investment Institution at market rates. For the amount and method of calculation of this fee, please refer to the chapter on ‘Costs and fees’. Further information on the financial results of these activities is given in the Investment Institution’s financial statements. The Manager does not effect transactions for its own account, it acts as an agent for securities lending transactions on behalf of other clients. The Manager takes all reasonable measures to avoid any conflicts of interest that may arise from the fact that the Manager acts for various clients, and to limit any impact of this on the results of the Investment Institution as far as possible.

Rabobank International

The Manager has concluded a fund agency agreement with Rabobank International on behalf of the Investment Institution by virtue of which Rabobank International will act as an agent on the stock exchange and be responsible for evaluating and accepting the sale and purchase orders entered in the securities order book in accordance with the conditions referred to in this Prospectus. This agreement is available for inspection by Shareholders at the Manager’s offices.

ABN Amro Bank N.V.

The Investment Institution and ABN Amro Bank N.V. have entered into an agreement whereby ABN Amro Bank N.V. is appointed as the Investment Institution’s transfer agent. In its capacity as transfer agent, ABN Amro Bank N.V. functions as both the exchange agent and the principal paying agent of the Investment Institution.

Relationship with Robeco Nederland B.V.

The Investment Institution and RIAM do not employ personnel. RIAM has entered into an agreement with Robeco Nederland B.V., the central service entity within the Robeco Group, with respect to the provision of, among other things, personnel by Robeco Nederland B.V.

Capital, Shares and Priority Shares

The nominal amount of the Investment Institution's authorized capital at the time of the last amendment of the Articles of Association is EUR 600,000,000 and is divided into 599,999,990 Shares, each having a nominal value of EUR 1, and 10 Priority Shares, each having a nominal value of EUR 1. The Shares are divided into 500,000,000 A Shares and 99,999,990 B Shares.

Share Classes

The ordinary Shares of the Investment Institution are divided into two series designated with the letters A and B, whereby each series is known as a Share Class. A Share Class as referred to above invests according to the investment policy as described in the chapter 'Investment Policy'. A Share Class as such is not a legal entity and the Share Classes do not constitute segregated assets. However, the price of each Share Class is formed separately due to the difference in the cost and fee structure. For specific information about each Share Class, see the relevant Share class specifications. The Management Board reserves the right, with due observance of the provisions in the Articles of Association, to open, as it deems desirable, a new Share Classes in addition to (the) existing Share Class(es). Information about the opening and closing of Share Classes will be published on the Website.

Robeco Share Class: This Share Class is referred to in the Articles of Association with the letter A. The cost and fee structure of this Share Class includes a distribution fee that is paid by the Manager to distributors for the provision of investment services to Shareholders. The management fee for this Share Class is therefore higher than the management fee for the Robeco – EUR G Share Class.

Share class Robeco – EUR G: This Share Class is referred to in the Articles of Association with the letter B. The cost and fee structure of this Share Class does not include any distribution fee paid to distributors for the provision of investment services to Shareholders. The management fee for this Share Class is therefore lower than the management fee for the Robeco Share Class.

Registered shares

The Shares are in registered form and the Management Board maintains a Register of Shareholders that lists the holders of the registered shares in both the Robeco Share Class and the Robeco – EUR G Share Class. Necigef (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., [Netherlands Central Institute for Securities Giro Transactions]) operating under the trade name of Euroclear Nederland will - upon delivery by an Affiliated Institution - be registered as a holder of Shares in the Register of Shareholders. Under the Securities (Bank Giro Transactions) Act [Wet giraal effectenverkeer], rights of a Shareholder with respect to book-entry Shares take the form of a joint right of ownership (share) in a collective deposit. An affiliated institution holds a collective deposit at Euroclear Nederland. Records of the rights of ownership are kept by the affiliated institution in the Shareholder's account held at the relevant affiliated institution.

In accordance with the stipulations of Article 26 of the Securities Act (Bank Giro Transactions) it was decided to cease issuing book-entry securities as of 26 September 2009.

Designation in Articles of Association	Share Class	Share type	ISIN
A	Robeco	Bearer	NL0000289783
B	Robeco – EUR G	Bearer	NL0010366407

K Certificates

In the past, the Investment Institution issued Shares in the form of K certificates to bearer. These K certificates belong to the Robeco Share Class. As a result of an amendment to the Articles of Association dated 12 August 2010, holders of K certificates may only exercise the rights attached to Shares after issuance of the certificate of the Robeco Share Class. To this end, the K certificates must be delivered first to an Affiliated Institution to be placed in a collective depository. After delivery of the K certificates to the Affiliated Institution, the Affiliated Institution will be registered as a Shareholder in the Register of Shareholders. Subsequently, the Affiliated Institution will deliver the K certificates to Euroclear Nederland for inclusion in the book-entry depository. The Affiliated Institution will then be removed as a Shareholder from the Register of Shareholders, and Euroclear Nederland will be registered as a Shareholder in the Register of Shareholders.

The principal entitlements are the right to dividend and the right to vote. If holders of K certificates do not register their certificates, their right to dividend paid over a financial year will superannuate five years after the payment date for the dividend concerned. The certificate will continue to exist, but it will no longer be possible to exercise voting rights. The certificate will however retain its value.

Priority Shares

The Priority Shares are held by the Holder of Priority Shares. Special rights are associated with the Priority Shares. These rights are: (1) to draw up a binding recommendation for the appointment of managers under the Articles of Association, (2) to determine the remuneration and the terms of employment of each manager under the Articles of Association with due observance of remuneration policy confirmed by the General Meeting of Shareholders, (3) to make proposals to amend the Articles of Association and dissolve the Investment Institution, and (4) to designate one or persons as representatives of the Investment Institution in the event of a conflict of interest between the Investment Institution and the Management Board.

Stock-exchange listing

Both the Robeco and the Robeco – EUR G Share Classes are admitted for trade on Euronext Amsterdam, in the segment Euronext NAV Trading Service. In addition, the Shares are admitted for trade in Berlin, Dusseldorf, Frankfurt, Hamburg, Luxembourg, Munich, Paris, Vienna and Zurich.

Investment policy

Introduction

The Investment Institution is an equity fund investing worldwide that has existed since 1929. The Investment Institution is thus the oldest still-existing investment company in the Netherlands. The investment policy with regard to regional and sector selection is top-down, whereby the most attractive regions and sectors are selected on the basis of an economic view. In the selection of individual stocks, bottom-up elements play an important part: each company is assessed individually.

Investment objective

The Investment Institution's objective is to offer a well-diversified global equity portfolio with the aim of achieving a higher return than its benchmark.

Responsible Investing

The Manager advocates sustainable investing. This means that the Investment Institution invests responsibly, taking into account environmental, social and governance perspectives. For further information, go to www.robeco.com/nl/si.

Investment restrictions

The Investment Institution invests mainly in equities of large and well-known companies. As a UCITS, the Investment Institution is bound by investment restrictions.

The key investment restrictions applying to a UCITS are stated in UCITS Directive 2009/65/EG and, for Dutch UCITS, as adopted in the Dutch Market Conduct Supervision of Financial Enterprises Decree (BGfo). The applicable provisions of this decree as of the date of this prospectus are included in Appendix I.

Investment universe and stock selection

Most of the investments are in liquid shares of companies listed on stock exchanges around the world, mainly in North America and developed countries in Europe, Oceania and Southeast Asia. In addition, there may be limited investments in liquid shares in companies in emerging markets. Stock selection focuses on the shares of medium-sized and large companies. Stocks are selected on the basis of above-average earnings prospects in the medium to long term, with valuation also forming an important consideration. In the selection of investments, choices are made regarding diversification across regions, sectors, individual stocks and currencies. This diversification limits the Investment Institution's risk. Investors in the Investment Institution therefore acquire a well-balanced equity portfolio at a stroke.

Investment portfolio

An overview of the investment portfolio and various divisions on the basis of this portfolio (such as country and sector distribution) is given in the Investment Institution's annual reports and financial statements.

Benchmark

The benchmark for the Investment Institution is the MSCI World Index. The benchmark is weighted by market capitalization, thus it is aimed at larger companies. The fund's base currency is the euro. Information on the benchmark is available on the Website.

Currency policy

An active currency policy is pursued with the euro as base currency. The currency weights in the Benchmark serve as the starting point. The Investment Institution may use forward exchange transactions to adjust the currency weights. The management of currency risk is part of the Investment Institution's total risk management. The currency policy pursued will be accounted for in the annual report and the financial statements of the Investment Institution.

Derivatives

Under the conditions and within the limits of (i) the relevant legislation and regulation and (ii) the Investment Policy and associated investment restrictions (as listed in Appendix I), the Investment Institution may use derivative financial instruments (such as options, futures and swaps) for efficient portfolio management, for hedging currency and market risks and for investment purposes.

The transactions in relation to derivative financial instruments and the collateral exchanged in connection with these transactions are subject to the ISDA Master Agreement 1992 or 2002 and the Credit Support Annex in the schedule of the ISDA Master Agreement respectively. The International Swaps and Derivatives Association ("ISDA") has prepared the standard documentation for these transactions.

In order to gain rapid exposure to the market in the event of a net cash inflow, the Investment Institution may invest in derivative financial instruments with a financial index as their underlying security. Since these investments are not designed to replicate the financial index in question, a reweighting of the index will (probably) not mean that the Investment Institution has to bring the portfolio into line with the reweighted index, and this will therefore not entail additional costs for the Investment Institution.

In the event of extreme market conditions, and within the limits of the investment policy and applicable investment restrictions, the Investment Institution may use total return swaps, either to an index or to a customized composition of equities, to temporarily take exposure to the market when other instruments are inadequate.

Collateral

The Investment Institution may request counterparties to provide collateral on a daily basis to cover the exposure to the counterparties in question arising from derivative financial instruments. The collateral received by the Investment Institution must meet the requirements of the relevant legislation and regulation, in particular with regard to liquidity, valuation, creditworthiness of the issuer, correlation and diversification.

Non-monetary collateral received by the Investment Institution for these transactions shall not be sold, reinvested or pledged.

The collateral received in connection with these transactions must meet the criteria as defined in relevant legislation and regulation. Eligible collateral includes:

- (i) bonds issued or guaranteed by an EU Member State, a state that is a member of the OECD, local authorities thereof or by supranational institutions and organizations with community, regional or international character, in any case with a rating of not less than 'BBB';
- (ii) investment-grade corporate bonds issued by a company in an EU Member State or a member state of the OECD;
- (iii) shares or units issued by money-market UCITS which calculate their net asset value daily and are rated at 'AAA' or equivalent;

- (iv) shares or units issued by UCITS that invest chiefly in bonds or equities stated under (v) and (vi) below;
- (v) equities included in an index listed on a stock exchange in an EU Member State or a member state of the OECD;
- (vi) equities admitted to trading or which will be traded on a regulated market of an EU Member State or on a stock exchange in a member state of the OECD, on condition that these equities are included in an index; or
- (vii) cash.

Currently the Investment Institution only requests collateral in the form of cash (EUR or USD) to hedge exposure to a counterparty as a result of derivative financial instruments. No 'haircut' is applied to cash. The term 'haircut' means that the value of collateral provided in cash would be assigned a lower value than the face value. Cash provided as collateral may be reinvested.

The Investment Institution may re-invest cash received in relation to these transactions in accordance with the investment objectives of the Investment Institution:

- (a) units issued by money-market UCITS as defined in the relevant legislation and regulation that calculate a net asset value on a daily basis and have a rating of 'AAA' or similar;
- (b) short-dated bank deposits at a credit institution domiciled in a Member State or that, if the registered office is located in a third country, is subject to the prudential rules the AFM considers as equivalent to the rules of EC legislation;
- (c) bonds with a high rating issued or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by local governments or supranational bodies and institutions at EU, regional or global level; and
- (d) reverse repurchase agreements, provided these are concluded with credit institutions that are subject to prudential supervision and the full cash amount accrued is payable to the Investment Institution on demand at all times. Such reinvestment shall be taken into account in the calculation of the total exposure of the Investment Institution, especially if this creates a leverage effect.

None of these actions may in any event lead to the Investment Institution deviating from its investment policy and restrictions.

Regarding transactions in derivative financial instruments, the Manager is responsible for the administration of the transactions and the collateral, the valuation of the transactions and the collateral at the market price and the substitution of the collateral. The transactions and the collateral are measured at the market price on a daily basis.

Selection of counterparties

In terms of counterparty risk, procedures have been established relating to the selection of counterparties. Details of this are included in the chapter on the "Management of Financial Risks".

Cash policy

The Investment Institution may hold a limited position in cash, for example, to provide for inflow and outflow of capital. As a debtor, the Investment Institution may enter into temporary loans to a maximum of 10% of the Fund's Assets.

Total risk

As the Investment Institution may use derivative instruments, and because the Investment Institution may as a debtor temporarily enter loan contracts to invest with borrowed money, leveraged financing may arise. The total risk to the Investment Institution, measured on the basis of obligations incurred (Commitment Method), is set to a maximum of

210% (as a ratio between the exposure of the Investment Institution and the Fund's assets). This relates to a maximum level, intended for exceptional circumstances. In the absence of leveraged financing, the percentage will be 100%. An overview of the actual levels of leveraged financing are given in the annual financial statements.

Investing in (affiliated) investment institutions and Affiliated Parties

The Investment Institution may invest up to 10% of the assets under management in Affiliated Investment Institutions and other investment institutions. Subject to statutory limitations, the Investment Institution may invest in financial instruments which are wholly or jointly issued by Affiliated Parties. If this is the case, it will be reported in the financial statements of the Investment Institution in accordance with the relevant transparency regulations. Investments in Affiliated Investment Institutions are made subject to the conditions as included in the relevant fund documentation of the relevant Affiliated Investment Institution.

Lending of financial instruments

To increase the total investment result of its investment portfolio, the Investment Institution may lend financial instruments from the investment portfolio to other financial institutions (*securities lending*). The Investment Institution enters into such lending transactions almost exclusively on the basis of standard contracts developed by the International Securities Lending Association ('ISLA'). The Investment Institution may conclude securities lending transactions to a maximum value of 100% of the investment portfolio. The Investment Institution will ensure that the risks arising from these securities-lending transactions (*exposures* – including counterparty risk) will be limited as much as possible by setting strict requirements for the creditworthiness of the financial institution with which lending transactions are concluded and by obtaining *collateral* as is normal market practice. The collateral received by the Investment Institution must meet the requirements of the relevant legislation and regulation, in particular with regard to liquidity, valuation, creditworthiness of the issuer, correlation and diversification.

The collateral obtained in connection with the lending of financial instruments must meet criteria i through vii as stated in the section "Collateral".

Any cash received by the Investment Institution as collateral will not be reinvested.

For collateral for transactions involving securities lending, standard practice is that it is valued by a tri-party agent, and in specific cases (e.g. government bonds) bilateral collateral may also be received. In case of bilateral collateral, the collateral is administered, monitored and valued by the Manager. Collateral that is received in the tri-party account is valued by a tri-party agent that acts as intermediary between the two parties in a securities lending transaction. In this case, the tri-party agent is responsible for the administration of the collateral, the valuation at market price and the substitution of the collateral. The securities lent and the collateral are valued at market prices on a daily basis and are monitored by the Manager.

The amount of collateral received by the Investment Institution from its counterparties depends on the type of securities being lent and the type of collateral received (equities or bonds), the type of issuer (government or corporate) and the correlation between the securities lent and the collateral received. In normal circumstances, the collateral received as security for the lending of securities must represent at least 105% of the market value of the securities lent. Every day, the collateral is assessed to determine whether it provides adequate cover for the value of the financial instruments that have been lent (mark-to-market). Additional collateral is requested if it emerges that the collateral held is no longer adequate to cover the securities that have been lent. The collateral may be executed if the securities-lending agreement in question is not complied with. The collateral may be subject to a right of pledge if this is established in the agreement in question.

The entire asset base of the Investment Institution is potentially available for securities lending, as long as the assets are sufficient for securities lending and the Investment Institution can meet repurchase requests at all times. Securities-lending transactions may not affect the management of the Investment Institution in accordance with the investment policy.

The Investment Institution may use total return equity swaps for which it charges a fee. Similarly to securities lending transactions, these swaps are used as a technique for efficient portfolio management and are used to generate extra income for the Investment Institution. The Investment Institution uses total return equity swaps to replace a physical long position with an economically identical, synthetic long position (hedged with collateral) that does not add extra exposure to the market.

When swaps are used, the Investment Institution sells the stock concerned. When paid out in local currency, the proceeds of this sale are converted to American dollars (USD) or euros (EUR) and placed on a bank deposit or reinvested on a one-day basis. At the same time, the Investment Institution enters a total return equity swap (at the same price as the physical sale) with a selected broker in accordance with an ISDA contract between the parties. The swap is set up in such a way as to reflect the movements of the underlying stock and any forex fluctuations in the local currency relative to the USD or EUR. Moreover, the swap is reviewed at least once a month and the parties' exposure is hedged with collateral throughout the month. The broker shall not possess any discretionary investment authority relating to the underlying stock.

The swap may be terminated at either party's discretion. After termination of the swap, the Investment Institution replaces the synthetic position with a physical position using the proceeds obtained from the original sale of the physical position and the development of the collateral.

RIAM is the Investment Institution's designated Broker for swaps. Because the total return equity swap is identical in economic terms to a physical securities-lending transaction, the fee income is shared in the same way between RIAM and the Investment Institution as for securities lending (30% of gross income for the Manager, with Investment Institution receiving 70%; see section "Costs and Fees", under "Lending of Financial Instruments").

Voting policy

The Manager aspires to exercise its voting right on shares held by the Investment Institution throughout the world. The Manager does this because it is convinced that good corporate governance in the longer term is beneficial to shareholder value. Robeco bases its voting policy on the internationally accepted principles of the International Corporate Governance Network (ICGN). These principles form a broad framework for assessing the corporate governance of businesses. They offer enough room for companies to be assessed against local standards, national legislation and codes of conduct for corporate governance. They also take account of company-specific circumstances and the management explanations of their corporate policy.

If the shares of an investment position have been lent out, the voting rights attached to those shares may not be exercised during general meetings of shareholders. If an important event were to occur, the shares that have been lent out may be recalled in order for the voting rights attached to these shares to be able to be exercised. More information about the voting policy is published on www.robeco.com.

Returns

Please refer to the annual reports and the financial statements of the Investment Institution for the realized return, a comparative overview of the development of the Fund Assets as well as the income and expenditure of the Investment Institution over the last three financial years that are published on the website.

Risk factors

Risk profile of the Shareholder

The Investment Institution is suitable for investors who see investment institutions as an easy way to benefit from developments in the stock markets, and who must be able to absorb sizeable temporary losses. Investors in this Fund should have experience with volatile products. The Investment Institution is suitable for investors who can afford to set aside the capital that they have invested in the Investment Institution for at least five years.

Risks associated with the Investment Institution

Potential investors in Shares should be aware that considerable financial risks are involved in an investment in the Investment Institution. The value of the Shares may increase or decrease. For this reason, potential investors must carefully consider all information in the Prospectus before deciding to buy Shares. In particular, they should take due account of the following significant and relevant risks as well as the investment policy (see chapter on 'Investment Policy').

General investment risk

The value of investments may fluctuate. Past performance is no guarantee of future results. The value of a Share depends upon developments on the financial markets and may both rise and fall. Shareholders run the risk that their investments may end up being worth less than the amount invested, or even worth nothing. General investment risk can be broken down into different types of risk:

Market Risk

The value of the Shares is sensitive to market fluctuations in general, and to fluctuations in the price of individual financial instruments in particular. In addition, investors should be aware of the possibility that the value of investments may vary as a result of changes in political, economic or market circumstances, as well as changes in an individual business situation. Therefore no guarantee can be given that the investment objective of the Investment Institution will be realized. Nor can it be guaranteed that the value of a Share will never fall to below the value at which the Shareholder purchased the Share.

Concentration risk

Based on its investment policy, the Investment Institution may invest in financial instruments from issuing institutions that (mainly) operate within the same sector or region, or on the same market. If this is the case – due to the concentration of the investment portfolio of the Investment Institution – events that have an effect on these issuing institutions may have a greater effect on the Fund Assets than in the case of a less concentrated investment portfolio.

Currency risk

All or part of the securities portfolio of the Investment Institution may be invested in currencies other than the euro or in financial instruments denominated in currencies other than the euro. As a result, fluctuations in the exchange rate may have both a negative and a positive effect on the investment result of the Investment Institution. Currency risks may be hedged with currency forward transactions and currency options.

Inflation risk

As a result of inflation (reduction in value of money), the actual investment income of the Investment Institution may be eroded.

Risk of premature termination

In case of dissolution of the Investment Institution, the balance on liquidation will be distributed to the Shareholders in proportion to the number of Shares they hold. It is possible that on liquidation the value of a Share will have fallen to below the value at which the Shareholder purchased the Share.

Counterparty risk

A counterparty of the Investment Institution may fail to fulfill its obligations towards the Investment Institution. This risk is limited as much as possible by taking every possible care in the selection of counterparties.

In general, transactions via other channels than the official market are subject to fewer regulations and less supervision than transactions on official and regulated markets. Derivative financial instruments such as currencies, forward contracts, spot and option contracts, credit-default swaps, total-return swaps and certain currency options are traded mainly via the unofficial channels. Furthermore, much of the protection which investors have on certain regulated markets, such as the performance guarantee of a market's clearing institute, may not be available for transactions via unofficial markets. For transactions on unofficial markets the Investment Institution thus runs the risk that a direct counterparty will not be able to fulfill the obligations attached to the transactions and that the Investment Institutions will suffer a loss as a result.

For derivative instruments not traded on official markets and which are cleared by a central counterparty (CCP), the Investment Institution is obliged to deposit collateral with an institution affiliated to the CCP. On behalf of the Investment Institution, this collateral is then transferred by the affiliated institution to the CCP. As a result of this, the Investment Institution suffers temporary counterparty risk with regard to the affiliated institution during the transfer and continuing counterparty risk on the CCP. When collateral is refunded by the CCP to the affiliated institution, the Investment Institution once again runs temporary counterparty risk on the affiliated institution until the affiliated institution has refunded the collateral back to the Investment Institution.

For derivative instruments traded on official markets (such as options and futures) for which the Investment Institution is not an affiliated institution, the services of an affiliated third party will be used for clearing. This affiliated institution is required to deposit collateral. Because the affiliated institution charges a risk premium and deposits the collateral as a net amount from all the clients for whom it performs the clearing, the amount of collateral deposited by the Investment Institution is higher than the amount of collateral deposited by the affiliated institution. As a result of this, the Investment Institution suffers counterparty risk with regard to the affiliated institution.

Counterparty risk may also arise as a result of the lending of instruments. This is described further in the section on the "Risk of lending financial instruments".

Settlement risk

For the Investment Institution, incorrect, non or late payment or delivery of financial instruments by a counterparty may mean that settlement via a trading system cannot take place on time or in line with expectations.

Custodian risk

The financial instruments in the securities portfolio of the Investment Institution are placed in custody with a reputable bank (*depository*). The Investment Institution runs the risk that its assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the (sub-)depository appointed by it.

Risks attached to the use of derivative instruments

Derivative financial instruments are subject to the risks described in this chapter and no guarantee can be given that the intended result of the use of these instruments will be achieved. The following risks also apply specifically to derivative instruments:

Basic risk

Derivative instruments may be subject to basic risk: in unfavorable market conditions, the price of a derivative instrument, such as futures and total return swaps, may not be perfectly correlated with the price of the underlying financial instrument. This may be detrimental to the results of the Investment Institution.

Leverage risk

The Investment Institution may make use of derivative instruments, techniques or structures. They may be used for hedging risks, and for achieving investment objectives and ensuring efficient portfolio management. These instruments may present a leverage effect, which will increase the Investment Institution's sensitivity to market fluctuations. The risk of derivative instruments, techniques or structures will always be limited within the conditions of the Investment Institution's integral risk management. The chapter on Investment Policy describes the total risk of the Investment Institution.

Synthetic short positions

The Investment Institution may use derivative instruments to take synthetic short positions in some investments. If the value of such an investment rises, this will have a negative effect on the value of the Investment Institution. In exceptional market circumstances, the Investment Institution may theoretically face unlimited losses. Such exceptional market circumstances may mean that, under certain circumstances, investors could be confronted with minimal or no return, or even suffer a loss on such investments.

Collateral risk

With regard to derivative instruments, investors should particularly be aware that in the event of counterparty default there is a risk that the proceeds of the collateral received may be less than the exposure to the counterparty, whether this is the result of inaccurate pricing, adverse market movements, a downgrade of the credit rating of the issuer of the collateral, or insufficient liquidity in the market in which the collateral is traded.

Furthermore, (i) delays in recovering the invested liquid collateral or (ii) difficulties in selling the collateral may limit the ability of the Investment Institution to carry out requests for repurchase, the purchase of securities or, more generally, reinvestment.

Liquidity risk***Liquidity risk of underlying financial instruments***

The valuation and the actual buying and selling prices of financial instruments in which the Investment Institution invests partly depend upon the liquidity of the financial instruments in question. Due to a (temporary) lack of liquidity in the market in terms of supply and demand there is a risk that a position taken on behalf of the Investment Institution (1) will be valued at an outdated price and (2) cannot be liquidated (in time) at a reasonable price. In addition, the liquidity of the investment institutions which the Investment Institution invests in may be limited, as these investment institutions may suspend or limit the issue and purchase of participating units under specific circumstances. The lack of liquidity may potentially lead to the limitation or deferral of the issue and repurchase of Shares.

Transactions in derivative financial instruments are also subject to liquidity risk. Given the bilateral character of positions in non-official markets, the liquidity of these transactions cannot be guaranteed. The functioning of official markets may influence investments of the Investment Institution via non-official markets.

From time to time, the counterparties with whom the Investment Institution enters into transactions may stop performing market-making activities or quoting prices for some of the financial instruments. In such cases it is possible that the Investment Institution will have been unable to carry out a desired transaction or carry out a compensating transaction for an open position, which may have a negative effect on the Investment Institution's performance.

Inflexibility risk

As the Investment Institution has an open-ended character, it can in theory be confronted at any time with a large number of redemptions. In such situations, investments must be sold in the short term to comply with the repayment obligation towards the redeeming Participants. This may be detrimental to the results of the Investment Institution.

Risk of suspension or restriction of repurchase and issuance

Under specific circumstances, for example if one of the risks referred to in this chapter occurs, the issuance and repurchase of Participating Units may be restricted or suspended. Participants run the risk that they cannot always buy or sell Participating Units in the short term.

Valuation risk

Investments of the Investment Institution are subject to valuation risk, the financial risk that an investment is incorrectly valued. Valuation risk could be the result of using incorrect data or valuation methods.

Derivative instruments are subject to valuation risk as a result of various permitted methods of valuation and the fact that derivative instruments do not always correlate perfectly with the underlying securities, prices and indices. Many derivative instruments, in particular those that are not traded via official markets, are complex and are often valued subjectively. Furthermore, only a limited number of market professionals can deliver a valuation. As they usually also act as counterparty in the transaction to be valued, this may jeopardize the independence of such valuations. Inaccurate valuations may require higher cash payments to counterparties or a loss of value for the Investment Institution.

Risk of lending financial instruments

In the case of financial-instrument lending transactions, the Investment Institution runs the risk that the recipient cannot comply with its obligation to return the lent financial instruments on the agreed date or furnish the requested collateral. The policy of the Manager of the Investment Institution is designed to control these risks as far as possible.

Relating to securities lending, investors should take into account the following risks:

- (A) if the borrower of securities lent by the Investment Institution fails to return them, there is a risk that the collateral received may be less than the value of the securities lent, whether this is the result of inaccurate pricing, adverse market movements, a downgrade of the credit rating of the issuing institution, or insufficient liquidity in the market in which the collateral is traded.
- (B) in the case of reinvestment of liquid collateral, such a reinvestment may (i) create a leverage effect with associated risks and the risk of losses and volatility, (ii) involve market exposures that are not in line with the objectives of the Investment Institution, or (iii) generate a lower return than the amount of the collateral to be repaid;
- (C) delays in repaying lent securities may have deleterious effects on the capacity of the Investment Institution to meet its obligations in relation to the sale of securities.

Generally, securities lending transactions may be effected or entered into in order to enhance the Investment Institution's overall performance, but an event involving failure or default (especially when this concerns a counterparty) may adversely affect the Investment Institution's performance. The risk management procedures carried out by the Manager are designed to mitigate such risks.

Country risk

The Fund may invest in securities from issuers domiciled in various countries and geographical regions. The economies of individual countries may differ from one another in positive or negative terms. These differences can relate to gross domestic product or gross national product, inflation, reinvestment of capital, self-sufficiency relating to commodities and the state of the balance of payments. The standards for reporting, accounting and supervision of issuing institutions may differ on important points in each country. These differences may be substantial. As a result, in some countries less information may be available for investors in securities or other assets. Nationalization, expropriation or confiscatory tax, currency blocking, political changes, government regulations, political or social instability or diplomatic developments may have a negative impact on a country's economy or the investments of the Fund in such a country. In case of expropriation, nationalization or another form of confiscation, the Fund may lose its entire investment in the country concerned.

Risk attached to emerging and less developed markets

The Investment Institution is permitted to make limited investments in emerging markets. In emerging and less developed markets, the legal, judicial and regulatory infrastructure is still being developed and as a result of this, there may be a degree of legal uncertainty for both local and foreign market participants. In some markets the risks for investors may be higher.

Investors should be aware that potential social, political and economic in some frontier and emerging markets in which the Investment Institution invests may impact the value and liquidity of the Investment Institution's investments. In some countries, investments may also be exposed to currency risks, as the currencies concerned will have been weak at times or may have depreciated repeatedly.

More specifically, investors should take into account the following risk warnings:

- Economic and/or political instability may result in legal, fiscal or regulatory changes, or in a reversal of legal, fiscal or market reforms and regulations. Assets may be compulsorily expropriated without adequate compensation;
- The interpretation and implementation of directives and acts may often be contradictory and unclear, especially relating to fiscal matters;
- Administrative and control systems may not comply with international standards;
- Conversion to a foreign currency, or transfer of income received from the sale of assets in some markets cannot be guaranteed. The value of the currency in some markets in relation to other currencies may fall, and the value of the investment can therefore be negatively affected;
- The stock markets of some countries lack the liquidity, efficiency, regulation and supervision seen in more developed markets, and a lack of liquidity may have a negative impact on the value of and the ease with which assets can be disposed of; and
- in some markets there may be no safe method of delivery against payment that avoids exposure to counterparty risk. It may be necessary to make payments for a purchase or delivery on a sale prior to receiving the assets or, depending on the situation, the proceeds of a sale.

Risk of Russian and Eastern European markets

In addition to the risks referred to earlier with regard to emerging markets, there are specific risks attached to investments in Russian and East European markets. These risks and how they apply specifically to Russian markets are explained below. Investors should be aware that markets in such countries may involve specific risks relating to the administrative processing and custody of securities, as well as the registration of securities, since registrars are not always subject to effective government control.

Securities in such markets (including Russian securities) may not have been physically placed in custody with the Depositary or its local (Russian) agents. Neither the Depositary nor the local agents handle physical custody or custody in the customary manner. The Depositary can only be held responsible for his own negligence or intentional mismanagement, or that of the local (Russian) agents, and not for loss due to liquidation, bankruptcy, negligence or intentional mismanagement by a registrar. In case of such a loss, the Investment Institution will have to enforce its rights directly towards the issuing institution and/or its appointed registrar.

Risk of investments in other investment institutions

When investing in other investment institutions, the Investment Institution is partly dependent upon the quality of services and the risk profile of the investment institutions in which they invest. This risk is limited by means of a careful selection of the investment institutions in which the Investment Institution will invest.

Risk of investing with borrowed money

By investing with borrowed money the total return on the investments of the Investment Institution may increase. However, there are risks associated with investing with borrowed money. If the Investment Institution uses borrowed money to make investments and these investments do not achieve the desired result, the loss will be greater than if the investment had not been financed with borrowed money. The use of borrowed money for making investments not only increases the chance of profit but also the chance of loss. The chapter on Investment Policy describes the maximum extent of the subsequent total risk (partially) resulting from this.

Fiscal risk

During the existence of the Investment Institution, the applicable tax regime or relevant tax regulation relating to the investments of the Investment Institution may change such that a favorable circumstance at the time of subscription could later become less favorable, whether or not with retroactive effect. A number of important fiscal aspects of the Investment Institution are described in the chapter on “Tax features”. The Investment Institution expressly advises (potential) Shareholders to consult their own tax advisor in order to obtain advice about the tax implications associated with any investment in the Investment Institution.

Operational risk

The operational infrastructure used by the Investment Institution involves the inherent risk of potential losses, such as resulting from processes, systems, employees and external events.

Outsourcing risk

The risk of outsourcing activities is that the third party cannot meet its obligations, despite existing contracts and that the Investment Institution faces losses that cannot always be recovered from the third party.

Model risk

The Investment Institution may use models to make investment decisions. There is a risk that these models are not in line with the objectives for which they are used.

Management of financial risks

On behalf of the Investment Institution, the Manager has set up a risk-management process that enables it to measure and monitor the financial risk of the positions and their contribution to the total risk profile. On behalf of the Investment Institution, the Manager has implemented a process to establish an accurate and independent assessment of the value of derivative instruments not traded on official markets.

On behalf of the Manager, an independent risk-management team is responsible for supervising the financial risks. Financial risk can be divided into three main categories: market risk, counterparty risk and liquidity risk. These are explained separately below.

Market Risk

Management measures are drawn up to limit the market risk of the Investment Institution. The internal risk-management methodology used by the Manager focuses on measures related to tracking error. The degree to which the Investment Institution is exposed to market risk is limited using limits based on tracking error. The use of market-risk limits implicitly also limits the use of leveraged financing. In addition to the above-mentioned risk measures, the results of stress tests, in both absolute and relative terms (versus the benchmark), are used to monitor financial risks.

As well as describing internal market risk, the chapter on Investment Policy also describes the total risk of the Investment Institution.

Counterparty risk

In terms of counterparty risk, procedures have been established relating to the selection of counterparties, specified on the basis of external credit ratings and credit spreads. Counterparty risk exposure and concentration limits are calculated and checked frequently. Moreover, counterparty risk is reduced by using appropriate collateral.

Counterparties for cash, deposits and transactions in derivative instruments not traded on official markets are assessed on their creditworthiness prior to acceptance using the short- and long-term ratings of external sources, on the basis of credit spread, and based on any guarantees issued by the counterparty's parent company. Apart from in exceptional cases or circumstances, the minimum acceptance level for approving a counterparty is a long-term mid-rating equal to or higher than A3, and a short-term mid-rating equal to or higher than P-1. In addition to external ratings, qualitative indicators are also used when assessing a new counterparty.

The creditworthiness of the counterparty for derivative instruments shall determine whether derivative instruments may be entered into with the counterparty concerned. The Investment Institution shall only enter into transactions in derivative financial instruments with counterparties specializing in this sort of transaction and in observance of the acceptance criteria stated above. The use of financial derivative instruments must also comply with the objectives, policies and risk profile of the Investment Institution.

Counterparties for lending financial instruments are assessed on their creditworthiness using the short- and long-term ratings of external sources, on the basis of credit spread, and where necessary also based on guarantees issued by the counterparty's parent company. The observed creditworthiness of the counterparty determines the maximum lending level of this counterparty. If the counterparty has a short-term mid-rating lower than P-1, the maximum lending level shall be reduced.

If the supply of a financial instrument by the Investment Institution to a counterparty should take place as a result of a derivative instrument, then the Investment Institution should either supply it directly, or obtain it in such a way that supply takes place in time. If payment by the Investment Institution to a counterparty should take place as a result of a derivative instrument, then the Investment Institution should have enough liquidity to meet its obligations.

The above-mentioned guidelines relating to counterparties have been drawn up by the Investment Institution in the best interests of its customers and may be changed without prior warning.

Liquidity risk

The market liquidity of the Investment Institution is measured and monitored on a regular basis using trading volumes. The funding liquidity risk is also measured and monitored. Liquidity risk is classified as high if the portfolio consists of illiquid investments (market liquidity risk), with the customer base being relatively concentrated (funding liquidity risk). If the portfolio has market or funding liquidity risks, it will be discussed in the relevant risk committees, with appropriate measures being taken where necessary.

Issuance and repurchase of Shares

The Investment Institution has an open-ended character. This means that, subject to statutory provisions and barring exceptional circumstances, it issues Shares on every Trading Day if the demand exceeds the supply, and repurchases Shares if the supply exceeds the demand, insofar as this is not in conflict with the Articles of Association or legislation and regulations.

Costs of issuance and repurchase of Shares

For the Investment Institution, there are costs associated with the repurchase and issuance of its own Shares. These are direct purchase and sales costs, such as transaction costs and any market-impact costs for the Fund Agent. There is a market impact if orders cannot be executed without this having an influence on the prices of securities. In order that these costs should not be borne by the existing Shareholders, they are paid out of a surcharge to the Net Asset Value in case of a (net) sale of Shares (the balance of the Robeco and Robeco – EUR G Share Classes) or a deduction in case of a (net) purchase of Shares (the balance of the Robeco and Robeco – EUR G Share Classes). The price determined in this manner is referred to as the 'Transaction Price'.

Surcharge or deduction

For reasons of transparency and simplicity the Manager has set a maximum percentage of 0.35% of the Net Asset Value for the surcharge and deduction to cover the costs referred to in the previous paragraph. This percentage rate applies to both the repurchase and the issuance of Shares (the balance of the Robeco and Robeco – EUR G Share Classes) by the Investment Institution. The Manager calculates the surcharge and deduction on the basis of the average costs that it incurs during the repurchase and issuance, and the amount is determined on the basis of an estimate of the actual purchase and sale costs with respect to the securities in which the Investment Institution invests. The Manager may adjust this percentage rate if, for example, the long-term average is changed as a result of market circumstances or if, in the opinion of the Manager, exceptional market circumstances necessitate this, taking into account, among other things, the interests of the Shareholders. The Manager will publicize the current percentage rate via the Website. The result of this surcharge or deduction accrues entirely to the Investment Institution so that it can pay the purchase and sale costs of the underlying financial instruments. Any surplus or deficit that remains after payment of the actual transaction costs or any long-term market impact accrues or is charged to the Investment Institution in full.

Cut-off Time

According to the rules of Euronext Amsterdam, the Investment Institution has one trading time per Trading Day. A purchase or sale order for Shares must be received by the Manager no later than the Cut-off Time ('T-1') if it is to be performed at the Transaction Price (on the basis of the Net Asset Value calculated between the Cut-off Time at 'T-1' and the trading time of 10:00h (CET) on the following Trading Day ('T'), plus or minus the surcharge or deduction) that will be set on the following trading day ('T'). The Transaction Price may differ for each Share Class. Orders that are received after the Cut-off Time are processed at the Transaction Price on the following Trading Day 'T+1'.

After the Cut-off Time at 'T-1', the Fund Agent will pass on the balance of all purchase and sale orders to the Investment Institution. The Transaction Price for 'T' at which these purchase and sale orders are settled on the following Trading Day will be supplied by the Manager to Euronext Amsterdam through the Fund Agent. The standard *settlement* of these orders will take place on 'T+3'¹.

¹ As of 14 April 2015, this will be changed to T+2

Limitation or suspension

In exceptional circumstances, the Manager may temporarily limit or suspend the issue or purchase of Shares in the interests of the Investment Institution or Shareholders. The Manager shall immediately announce this on the Website and inform the authorized regulators.

Guarantees for repurchase and repayment

Except insofar as not required on the basis of statutory provisions or in the case of limitation or suspension, there are at all times sufficient guarantees available within the Investment Institution to be able to comply with the repurchase and repayment obligation with a view to the repurchase of Shares.

Time of deposit

Shares are only issued if the issue price is deposited in the capital of the Investment Institution within the period set for this.

Valuation and determination of result

The administration of the Investment Institution is conducted such that movements, proceeds and costs can be attributed (pro rata) to a Share Class and the distribution obligation for each Share Class under tax legislation can be calculated. Capital gains and losses will be added to or deducted from the Share Class Assets to which the capital gains and losses relate pro rata.

The Net Asset Value is established per Share of a Share Class. The Net Asset Value is determined by dividing the Share Class Assets by the number of outstanding Shares of the relevant Share Class. The Net Asset Value of each Share Class may vary due to the difference in the cost and fee structure that applies.

The Net Asset Value of each Share Class is published on the Website and is calculated on each Trading Day. The Net Asset Value is established at least once on each Trading Day and expressed in euros. The assets and liabilities belonging to the Investment Institution are in principle valued as follows:

- unless indicated otherwise, all assets and liabilities are valued at nominal value;
- financial investments are in principle valued at fair value;
- listed investments are valued at the last known market price after the Cut-off Time and before the trading time (forward pricing principle). If this price is not considered representative for the current market value, the instrument in question is valued in accordance with generally accepted standards; and
- investments in Affiliated Investment Institutions are valued at net asset value.

Income and expenses are allocated to the period in which they occurred.

The Manager may decide to calculate the Net Asset Value according to the fair-value pricing principle. The Manager may decide to do this (1) in case no data are available for the valuation of financial instruments in which the Investment Institution invests, (2) in case of exceptional market circumstances or (3) if in times of great volatility in the financial markets major fluctuations occur in the prices of financial instruments in which the Investment Institution invests. Besides the actual prices, other relevant factors that may influence prices on the financial markets are taken into account in the calculations according to the fair-value principle. In the case of no data being available, the valuation of a fund shall be assessed in relation to the futures market or a reference index, for instance. Particularly when prices fluctuate sharply, or are unavailable for a long time, it is important that the Net Asset Value can always be accurately determined so that Shareholders do not suffer losses because the Net Asset Value was calculated on the basis of outdated information.

Compensation for incorrectly calculated Net Asset Value

If the Net Asset Value is calculated incorrectly, the Manager will compensate (the existing shareholders in) the Investment Institution – or the aggrieved entering or exiting Shareholders – for any adverse consequences if the deviation with respect to the correct Net Asset Value is at least 1%.

Costs and fees

The following cost items are charged to the result of the Investment Institution and therefore paid indirectly (pro rata) by the Shareholders of the Share Classes. For the costs charged specifically to the Share Classes, as well as a list of the principal cost items, please refer to the chapter 'Share Class Specifications'. For the costs of issuance and repurchase of Shares, please refer to the chapter on "Issuance and purchase of Shares".

Transaction costs

Costs relating to the purchase and sale of assets of the Investment Institution (transaction costs) may consist of (transaction) taxes, broker commission (explained further below), spreads between offer and bid prices and the change in the market price as a result of the transaction (market impact). An accurate estimate of the amount of the transaction costs over the longer term cannot be given in advance. The transaction costs for some financial instruments are incorporated in the (gross) price. Furthermore, the market impact per transaction and per period fluctuate strongly. The purchase costs may form part of the purchase price of the relevant financial instruments and are incorporated in the unrealized capital gains if the valuation is at market value. Sales costs are accounted for in the realized capital gain. Transactions performed for the Investment Institution are executed at market rates. The average commission paid to brokers does not exceed 0.30% of the Fund Assets. Costs associated with transactions in derivative instruments are for the account of the Investment Institution (as are any gains and/or losses).

Brokers services Brokers charge a transaction fee consisting of two components: a fee for the execution of an order and a fee for the investment research. The total costs charged by brokers are included in the transaction costs mentioned above. This may be charged on the basis of full services or commission sharing arrangements. In the case of commission-sharing arrangements it is agreed with a broker that the costs of investment research are separated from the execution costs. The fee for investment research then becomes a credit balance for the Investment Institution at that broker. The Investment Institution can have all or part of this fee transferred to another broker or research provider which also provides investment research but which is less suitable for order execution or which does not provide execution services. The broker or research provider that in the opinion of the Investment Institution produces the best investment research is properly rewarded. By separating execution and investment research, it is possible to select the best service providers in both fields. Through the Manager, the Investment Institution uses full service and commission-sharing arrangements. The execution and investment research of full service arrangements or provided by the same broker, with payment taking place without delinking. Use of these arrangements is disclosed in the financial statements.

Lending of financial instruments

The Manager concludes lending transactions for the account of the Investment Institution for a fee charged at market rates, which amounts to 30% of the gross income from these securities-lending transactions. The Investment Institution receives 70% of the gross income from securities lending transactions. Further information on the financial results of these activities is given in the Investment Institution's financial statements. The Investment Institution regularly takes advice from an external consultant in order to assess whether the fee is in accordance with current market practice, on the basis of (i) the relative/absolute value that the Manager adds as the agent for securities lending for the Investment Institution, and (ii) the fees charged by other agencies for securities lending.

Custody costs

The custody costs of the financial instruments in the portfolio of the Investment Institution amount to a maximum per year of 0.02% (excluding VAT) of the average Fund Assets during the Financial Year and are charged to the result of the Investment Institution. The custody costs include a custody fee for the Depositary and bank charges.

Costs of taxation

Costs in respect of taxes and duties, such as withholding tax on income, taxes on price gains, sales taxes on certain services used, or any corporate taxes payable, are deducted from the Investment Institution's earnings.

Costs for the Fund Agent

The costs for the Fund Agent are deducted from the Investment Institution's earnings. These costs amount to a maximum of 0.02% of the average Fund Assets over the Financial Year. In so far as this is possible, surcharge and discount options will be used to recover the Fund Agent's costs from the Shareholder who places a purchase or sale order.

Costs in the case of investment in Affiliated Investment Institutions

If the Investment Institution invests in an Affiliated Investment Institution, the costs that are charged to the fund assets of that Affiliated Investment Institution are indirectly for the account of the Shareholders. However, the management fee, the service fee and the costs of entry and exit (explicitly excluding any surcharges or discounts applied by the Affiliated Investment Institution to cover transaction costs and any performance fees) for the right of participation in the Affiliated Investment Institution held by the Investment Institution will be repaid to the Investment Institution by the Manager.

Costs in the case of investments in other investment institutions

If the Investment Institution invests in an investment institution that is not an Affiliated Investment Institution, all costs at the level of these investment institutions (including management fees, service fees, performance fees and/or transaction costs) are indirectly for the account of the Shareholders.

Costs associated with investments in financial instruments that are fully or partly issued by Group Companies

If the Investment Institution invests in financial instruments that are fully or partly issued by Group Companies, other than in rights of participation in Affiliated Investment Institutions, all costs associated with this will be repaid to the Investment Institution by the Manager.

Costs associated with investments in financial instruments that are not fully or partly issued by Group Companies

If the Investment Institution invests in financial instruments that are not fully or partly issued by Group Companies, all costs associated with this will be charged to the result of the Investment Institution.

Costs in the case of dividend payments

The costs that are charged by third parties with respect to dividend payments are charged to the result of the Investment Institution.

Share Class Specifications

Certain specific features applying to each Share Class are described below.

Robeco Share Class

Management fee

The Investment Institution pays a management fee for this share class of 1.00% per year (excluding VAT) to the Manager. The pro rata part of the management fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The management fee partly serves to cover the costs of (1) management of the Fund Assets, (2) marketing and (3) distribution, and is exempt from VAT.

Service fee

For this Share Class, the Investment Institution pays an annual service fee (excluding VAT) to the Manager of:

- 0.12% of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow to EUR 1 billion;
- 0.10% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow to EUR 5 billion; and
- 0.08% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow above EUR 5 billion;

The pro rata percentage of the service fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The service fee serves among other things to cover the costs of (1) administration, (2) auditors, tax advisors and legal advisors, (3) preparation and distribution of the documentation required for the Investment Institution, (4) registration of the Investment Institution with government bodies or stock exchanges, (5) publication of prices, (6) meetings of Shareholders and (7) exercise of the voting rights in accordance with the voting policy. The service fee is exempt from VAT.

Sum of the most important costs

The sum of the management fee, the service fee, the broker commissions, the costs of the Fund Agent and the costs of custody amount to not more than 1.46% of the average Share Class Assets during the Financial Year.

Current expenses

The current expenses are stated in the Key Investor Information. This expense ratio expresses the estimated or actual expenses that have been or will be charged to the Share Class Assets in a Financial Year excluding the costs of

transactions in financial instruments and interest expense. The current expenses are calculated at the end of the Financial Year and comprise the Management Fee, the Service Fee, the custody costs and the costs of the Fund agent. This is required by the AFM. The Key Investor Information and the current expenses stated therein are updated at least once a year. The expense ratio for the Robeco Share Class in the period July 2013 – June 2014 was 1.12%. For the cost ratio in recent Financial Years, see the relevant financial statements of the Investment Institution.

Payment of distribution fee

A distribution fee may be paid to distributors for the provision of investment services to Shareholders out of the management fee for the Robeco Share Class.

Share class Robeco – EUR G

Management fee

The Investment Institution pays a management fee for this share class of 0.50% per year (excluding VAT) to the Manager. The pro rata part of the management fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The management fee covers (among other things) the costs of (1) management of the Fund Assets, (2) marketing and (3) distribution, and is exempt from VAT.

Service fee

For this Share Class, the Investment Institution pays an annual service fee (excluding VAT) to the Manager of:

- 0.12% of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow to EUR 1 billion;
- 0.10% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow to EUR 5 billion;
- 0.08% of the surplus of the Share Class Assets (without deduction of the obligations arising from the management fee and the service fee not yet charged to the result of the Investment Institution) increased or reduced by the net cash flow above EUR 5 billion;

The pro rata percentage of the service fee is determined daily on the basis of the Share Class Assets (without deduction of the obligation arising from the management fee and service fee for the previous day not yet charged to the result of the Share Class). The sum of the pro rata percentages from the beginning to the end of the month is subsequently charged to the result of the Share Class.

The service fee serves among other things to cover the costs of (1) administration, (2) auditors, tax advisors and legal advisors, (3) preparation and distribution of the documentation required for the Investment Institution, (4) registration of the Investment Institution with government bodies or stock exchanges, (5) publication of prices, (6) meetings of Shareholders and (7) exercise of the voting rights in accordance with the voting policy. The service fee is exempt from VAT.

Sum of the most important costs

The sum of the management fee, the service fee, the broker commissions, the costs of the Fund Agent and the costs of custody amount to not more than 0.96% of the average Share Class Assets during the Financial Year.

Current expenses

The current expenses are stated in the Key Investor Information. This expense ratio expresses the estimated or actual expenses that have been or will be charged to the Share Class Assets in a Financial Year excluding the costs of transactions in financial instruments and interest expense. The current expenses are calculated at the end of the Financial Year and comprise the Management Fee, the Service Fee, the custody costs and the costs of the Fund agent. This is required by the AFM. The expense ratio for the Robeco Share Class – EUR G in the period July 2013 – June 2014 was 0.63%. The Key Investor Information and the current expenses stated therein are updated at least once a year.

No payment of distribution fee

No distribution fee is paid to distributors for the provision of investment services to Shareholders out of the management fee for the Robeco – EUR G Share Class.

Dividend policy

The Investment Institution will, in accordance with the conditions of its status of fiscal investment institution, distribute the profit for each Share Class established as available for distribution to the Shareholders within eight months of the close of the Financial Year, with due observance of the provisions in the Articles of Association, after withholding 15% Dutch dividend tax.

The amount of the dividend may fluctuate from year to year and for this reason could also be zero in any one Financial Year. The dividend may also vary for each Share Class due to the difference in the cost and fee structure. The company may distribute an interim dividend.

In accordance with the Articles of Association, the profit available for distribution is at the disposal of the General Meeting of Shareholders and payment is made to Shareholders pro rata to their Shares.

Payment of dividend

The payment of dividend, the composition thereof and the method of payment will be published in at least one nationally available Dutch newspaper, in the OP and on the Website.

Tax features

A general summary of the most important tax aspects for the Investment Institution and the investment in its Shares is provided below. The description of the tax aspects is based on fiscal legislation, jurisprudence and policy rules in the Netherlands as in force and known on the publication date of the Prospectus. The summary does not constitute advice about a specific situation.

Tax aspects of the Investment Institution

Corporate income tax

By virtue of Article 28 of the 1969 Dutch Corporate Income Tax Act [Wet op de vennootschapsbelasting 1969], the Investment Institution has the fiscal status of an investment institution. This means that the Investment Institution, under certain conditions, pays 0% corporate-income tax on its attained results. One of the requirements for this is that its established profit is distributed to the Shareholders within eight months of the close of the Financial Year. In order to comply with this distribution requirement, it will be proposed to the General Meeting of Shareholders that the entire profit from investments available for distribution be paid to the Shareholders after the deduction of costs.

The distribution requirement is limited by use of the reinvestment reserve and the rounding-off reserve by the Investment Institution. The positive balance of price gains and losses (both realized and unrealized) on securities and profits and losses in respect of the disposal of other investments will be added to the reinvestment reserve after deduction of a proportionate share of the costs that are associated with the management of the investments. In addition, a maximum of 1% of the paid-up capital of the Shares in circulation at the close of the Financial Year will be added to the rounding-off reserve.

Dividend tax on payments

All payments to the Shareholders from the (taxable) profit of the Investment Institution are, insofar as required by law, subject to 15% dividend tax.

Dutch and foreign withholding tax on income

15% Dutch dividend tax may be deducted from dividend received on investments in shares of companies established in the Netherlands.

Dividends that the Investment Institution receives from its foreign investments may also be subject to foreign withholding tax in the source country in question. The fiscal investment institution in principle has access to the Dutch treaties to avoid double taxation. Insofar as a tax treaty applies to the dividends received, the Investment Institution may recover part of the withholding tax or request that the withholding-tax rate be reduced to the rate of the relevant tax treaty. Interest payments may also be subject to withholding tax.

For Dutch dividend tax and the remainder of foreign withholding tax (up to 15%) that is withheld at the expense of the Investment Institution, the Investment Institution may apply the reduced remittance within the meaning of Article 11a of the Dividend Withholding Tax Act 1965. This reduced remittance means that the Investment Institution may, under certain conditions, apply a reduction to the Dutch dividend tax withheld at source that is payable on the return on account of Dutch dividend tax and foreign withholding tax (up to 15%) that is deducted from the Investment Institution. This reduced remittance increases the dividend distributed by the fund.

Tax aspects for Dutch Shareholders

Shareholders are advised to acquaint themselves with all fiscal aspects applicable to their own situation. For Shareholders not domiciled in the Netherlands, a general summary of certain aspects is given in the country schedule(s) that form part of this prospectus.

Income tax and corporate-income tax

Shares held by private Shareholders residing in the Netherlands will generally be taxed under box 3 of the Dutch Personal Income Tax Act 2001. The so-called yield tax is payable on these assets. The interest, dividends or investment gains actually received are not important in this context.

The yield tax is payable annually on a (fixed) return of 4% of the value of the asset components in box 3 at the beginning of the calendar year. These are the box 3 assets less the box 3 liabilities, taking account of particular exemptions and less the net wealth exemption and any additions to the net wealth exemption. This (fixed) yield is taxed at a fixed rate of 30%. This therefore means an annual tax burden of 1.2% of the value of the net assets in box 3 at the beginning of the calendar year.

Corporate income tax

If the Shares belong to the business capital of the Shareholder, the profit (dividends and capital gains) from these Shares form part of the taxable profit. This applies to both entrepreneurs established in the Netherlands for income tax and to entities established in the Netherlands that are subject to Dutch corporate-income tax.

Dutch dividend tax

For Shareholders resident or registered in the Netherlands, the Dutch dividend tax withheld is considered as an advance payment of income tax or corporate-income tax. This means that the dividend tax withheld is offset against the income tax or corporate-income tax that is due.

Foreign Account Tax Compliance Act (FATCA)

The Hiring Incentives to Restore Act (hereinafter the 'HIRE ACT') is US legislation which was adopted in March 2010. Part of this regulatory framework is the FATCA legislation. The purpose of FATCA is to prevent tax evasion by US taxpayers with financial assets held outside the United States by getting financial institutions to cooperate in the provision of information to the US Internal Revenue Service ("US IRS"). Financial institutions registered outside the United States which do not cooperate with the FATCA run the risk of being subject to a 30% US levy on proceeds of sales and income.

Partly to prevent Dutch financial institutions from failing to comply with the FATCA requirements and thus becoming subject to a 30% levy by the US, on 18 December 2013, the Netherlands concluded an agreement with the United States whereby information on US taxpayers will be exchanged with the United States on an automatic basis (the Intergovernmental Agreement). This agreement shall be further specified in Dutch legislation, with Dutch financial institutions that are in scope being obliged to register with the US Internal Revenue Service (IRS) and to provide the Dutch tax authorities with the details of clients that are in scope. The Dutch tax authorities then submit these data to the IRS. The Investment Institution is a financial institution in the sense of FATCA and the Intergovernmental Agreement. The Investment Institution is also registered with the IRS as a financial institution that wishes to comply with the requirements of FATCA and the obligations stemming from Dutch legislation based on the Intergovernmental Agreement.

FATCA will take force in phases starting in 2014.

In order to be able to comply with the FATCA requirements, and by extension the requirements of upcoming Dutch legislation and regulation, stemming from the Intergovernmental Agreement, the Investment Institution is obliged to

identify so-called “Account Holders”. From 1 July, 2014, this means the Investment Institution must request its direct Participants to provide additional information in order to be able to establish whether they are a so-called “Specified US Person” in the sense of the above-mentioned legislation and regulation or is a financial institution that complies with the requirements of FATCA. Furthermore, the Investment Institution assumes that, in line with its ALM/KYC processes, it only has to further identify parties who are directly included in the register of the Investment Institution. This would normally be financial institutions registered under their own name but trading on behalf of and for the account of their account holders / customers. If and insofar as a party that is included in the register of the Investment Institution as a “Specified US person” or a financial institution, in the sense of the aforementioned agreement concluded between the Netherlands and the US, fails to comply with FATCA, the Investment Institution is legally obliged to pass on the details of this party to the Dutch tax authorities who will then as a matter of course share this information with the US authorities. The Investment Institution has the freedom to outsource its identification and reporting obligations to an external party identified by the Manager.

In the interests of the Investment Institution and its Participants, the management of the Investment Institution has the discretion to take measures to turn away certain new Participants from the Investment Institutions based on the requirements of FATCA, the Intergovernmental Agreement and the associated Dutch legislation and regulation.

Reports and other data

Regular reports

The annual report and financial statements of the Investment Institution are published on the Website each year within four (4) months of the close of the Financial Year. This will also be publicized by means of an advertisement in a nationally available newspaper. The financial statements report the performance of the Share Classes of the Investment Institution in the Financial Year. In addition, within nine (9) weeks of the close of the first half of the Financial Year, a semiannual report on the progress of the Investment Institution will be published on the Website.

Copies of the last three published annual reports, the latest three financial statements and the semiannual report that was published after the latest annual report and the latest financial statements are available free of charge at the offices of the Investment Institution and on the Website. The three latest annual reports and financial statements form an integral part of the Prospectus. These annual reports give an overview of the development of the Investment Institution's assets and its income and expenses over the last three Financial Years.

Documentation about the Investment Institution

A copy of the Articles of Association will be provided free of charge to everyone upon request. Information concerning the Manager and the Investment Institution, which by virtue of any statutory regulation must be included in the Trade Register in Rotterdam, will upon request be supplied to anyone at no more than the cost price. The Shareholders will be provided with the following information upon request at no more than the cost price: (1) a copy of the Manager's license, (2) where applicable, a copy of a decision taken by the AFM to exempt the Manager and/or the Investment Institution from the provisions by virtue of the Wft and (3) a copy of the monthly statement of the Manager as referred to in Article 50 paragraph 2 of the BGfo.

The documents listed above can also be consulted on the Website. Further information and recent developments are also listed on the website.

General Meeting of Shareholders

A General Meeting of Shareholders will be held in Rotterdam by the Investment Institution at least once a year, not later than six (6) months after the close of the Financial Year. The convening notice of the General Meeting of Shareholders will be published by the Management Board by means of an advertisement in at least one nationally available Dutch newspaper and on the website of Euronext at www.onlinepublishingchannel.com. Notice will be given at least forty-two (42) days before the date of the General Meeting of Shareholders, not including the day on which the convening notice is published. The convening notice will also be published on the Website. The registration date set for the Investment Institution is the 28th day before the date of the General Meeting of Shareholders. All Shareholders with voting rights are entitled to attend the General Meeting of Shareholders, express their views and exercise their voting right. Each Share will entitle the holder to cast one vote.

Amendment of the Terms and Conditions

The Management Board is authorized to amend the Terms and Conditions (with the exception of the Articles of Association). A proposal to amend the Terms and Conditions will be made known by the Manager in a nationally available Dutch newspaper and on the Website. The proposal to amend the Terms and Conditions will be explained on the Website. An amendment to the Terms and Conditions will be made known by the Manager in a nationally available Dutch newspaper and on the Website. Amendments to these Terms and Conditions that reduce the rights and securities of Shareholders, or inflict charges upon them, or which change the investment policy of the Investment Institution, will not come into effect until one month after the aforementioned publication. During this period Shareholders may have

their Shares repurchased in accordance with the Terms and Conditions currently in force. Amendments to the Articles of Association can only be made at the proposal of the Holder of priority Shares and following approval thereof with a two-thirds majority of the votes cast at the General Meeting of Shareholders.

Liquidation

The Investment Institution may only be discontinued after the Holder of priority Shares has submitted a proposal to this effect to the General Meeting of Shareholders. Such a proposal can be submitted only after the Holder of priority Shares has approved it with an absolute majority of votes cast. A decision to discontinue the Investment Institution can only be taken with a two-thirds majority of the votes cast at the General Meeting of Shareholders. The General Meeting of Shareholders may appoint one or more persons as liquidator. The liquidation takes place in accordance with book 2 of the Netherlands Civil Code. During the liquidation the Articles of Association remain in force as much as possible. For a period of seven years following the liquidation, the books of account, documents and other information carriers of the Investment Institution are vested with a person designated by the General Meeting of Shareholders.

Legal actions and settlements

The Investment Institution may, if it is in the best interests of its Shareholders, commence or participate in legal or extra-judicial procedures and/or settlements.

Complaints

Shareholders may submit complaints with respect to the Investment Institution in writing to the Manager.

If the Shareholder's complaint is not satisfactorily resolved by the Manager, the Shareholder may submit the complaint to the Financial Services Ombudsman at the Financial Services Complaints Board (*Stichting Klachteninstituut Financiële Dienstverlening*, or KiFiD). The Ombudsman intermediates between the Manager and the Shareholder. The engagement of the Ombudsman does not involve charges for the Shareholder.

If the dispute is not brought to a satisfactory conclusion by means of intermediation of the Ombudsman, the complaint may be submitted to the Financial Services Disputes Committee of KiFiD. The Shareholder must do this within three months after the Ombudsman's opinion is communicated to the Shareholder. The submission of a complaint to the Financial Services Disputes Committee involves charges. There is an option to appeal to the Appeals Tribunal within six weeks of the ruling by the Financial Services Disputes Committee. Charges apply for the submission of an appeal to the Appeals Tribunal.

The address of KiFiD is:

Postbus 93257

2509 AG THE HAGUE

www.kifid.nl

Statement of the Manager

The Manager declares that Robeco Institutional Asset Management B.V., the Investment Institution and the Prospectus comply with the provisions from or pursuant to the Wft. To hedge possible professional liability risks, the Manager has arranged a professional liability insurance, appropriate to the risks hedged that result from professional negligence.

Rotterdam, 30 January 2015

Robeco Institutional Asset Management B.V.

Assurance report

To: the management board of Robeco Institutional Asset Management B.V.

Introduction and responsibilities

We have performed the assurance engagement concerning the content of the prospectus of Robeco N.V. In this respect we have examined whether the prospectus dated 30 January 2015 for Robeco N.V. contains at least the information prescribed in accordance with Section 4:49, paragraphs 2a to 2e, of the Wet op het financieel toezicht (hereinafter referred to as Wft) in force as of 22 July 2014. This assurance engagement, which relates to Section 4:49, Paragraphs 2b through 2e of the Wft, aims to secure a reasonable degree of assurance. Unless the prospectus explicitly states the contrary, the information contained therein has not been subjected to an audit.

The responsibilities are divided as follows:

1. The manager of the fund is responsible for the preparation of the prospectus, which contains at least the information prescribed by the Wft;
2. Our responsibility is to issue a statement within the meaning of Section 4:49, Paragraph 2c of the Wft.

Activities

Our audit was performed in accordance with Dutch law, including the Dutch Standard 3000 'Assurance engagements other than audits or reviews of historical financial information' [Standaard 3000 'Assurance-opdrachten anders dan opdrachten tot controle of beoordeling van historische financiële informatie']. On the basis of this, we have performed the activities considered necessary by us in the given circumstances in order to be able to formulate an opinion.

We have examined whether the prospectus contains the information prescribed in accordance with Section 4:49, Paragraphs 2b through 2e, of the Wft. This law does not require the auditor to perform additional tasks relating to Section 4:49, Paragraph 2a.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the prospectus contains at least the information prescribed in Section 4:49 paragraphs 2b through 2e of the Wet op het financieel toezicht as in force at 22 July, 2014.

With reference to Section 4:49, Paragraph 2a, of the Wft as in force at 22 July, 2014, we declare that to the best of our knowledge the prospectus contains the requisite information.

Utrecht, 30 January 2015

KPMG Accountants N.V.

W.L.L. Paulissen RA

REGISTRATION DOCUMENT OF ROBECO INSTITUTIONAL ASSET MANAGEMENT B.V.

Robeco Institutional Asset Management B.V. has been appointed manager ('the Manager') for various investment institutions within the Robeco Group.

Robeco Institutional Asset Management B.V. is a private limited-liability company, having its registered office in Rotterdam, the Netherlands. Robeco Institutional Asset Management B.V. was established on 21 May 1974 under the name Rotrusco B.V. and is registered in the Trade Register of Rotterdam under number 24123167. The Manager is licensed to act as manager by the AFM under the terms of Section 2:69b (UCITS) with associated services deriving from Section 2:97 sub 3, and a license based on Section 2:65 (alternative investment institutions) with the stated services based on Section 2:67a sub 2 of the Wft.

The management board of the Manager currently consists of Mrs L.M.T. Boeren, Mrs H.W.D.G. Borrie and Mr H.A.A. Rademaker.

These persons may also be members of the management boards of other institutions belonging to the Robeco Group.

The Manager is a 100% subsidiary of Robeco Europe Holding B.V. This company is a 100% subsidiary of Robeco Groep N.V. The shares of Robeco Groep N.V. are held by Orix Corporation (90.01%; 90% plus 1 share) and by Rabobank (9.99%; 10% minus 1 share). Go to the website at www.robeco.nl/riam for the relevant diagram.

The Manager is authorized to perform the following activities or have them performed:

- collective asset management on behalf of investment companies with variable capital (UCITS and non-UCITS) and mutual funds according to Dutch law (together: the 'Investment Institution(s)');
- administration of Investment Institutions. This includes but is not limited to the valuation of assets and recording of transactions This list is not exhaustive
- marketing and distribution of shares/participating units in the Netherlands and internationally.

If necessary, the Manager may establish offices in other countries for this purpose.

The Manager can manage Investment Institutions which invest, directly or indirectly, in:

- shares and other rights of participation: listed and unlisted, including private equity;
- bonds and other fixed-income securities;
- real estate: direct and indirect;
- cash instruments and deposits;
- commodity futures contracts,

and all financial instruments and financial products derived from the above.

The tasks assigned to the Manager include the following:

- implementation of the investment policy of Investment Institutions;
- management of the assets of Investment Institutions as well as the financial administration;
- marketing and distribution of Investment Institutions.

The Manager has agreed with the management boards of investment companies that it will adhere to the provisions of the Prospectus, the Articles of Association and the guidelines of the management board of the investment company, insofar as this is in accordance with the interests of the shareholders as well as the applicable laws and regulations. The Manager will also provide the management board with regular reports on its work.

If the Manager terminates the agreement appointing it as manager, it will continue to perform its work for a reasonable period until a new manager has been appointed.

The Manager shall annually publish a report and annual accounts within four months of the close of the financial year. In

addition, a semiannual report will be published by the Manager each year before 1 September.

The Articles of Association, financial statements and semiannual reports of the Manager are available for shareholders/participants at the offices of the Manager as well as on the website, www.robeco.nl/riam.

Should a request be made to the AFM to revoke the license in accordance with Article 1:104, paragraph 1, subsection a, of the Wft, this will be made known in at least one nationally available Dutch newspaper or to the address of every shareholder/participant, as well as on the website, www.robeco.nl/riam.

The equity of the Manager meets the requirements of Article 3:53 of the Wft. The Manager has sufficient solvency as referred to in Article 3:57 of the Wft. For the latest auditor's report(s) covering this, please see the website, www.robeco.nl/riam.

For the latest information on the Manager or the Investment Institutions it manages, as well as for the most recent registration document, please see the website, www.robeco.nl/riam.

Robeco Institutional Asset Management B.V.

January 2015

Appendix I

Summary of the key investment restrictions applying to UCITS at the date of this prospectus as stated in the Dutch Market Conduct Supervision of Financial Enterprises Decree (Bgfo).

Article 130

The assets under management of a UCITS as intended in Article 4:61, first paragraph, of the law are only invested in:

- a. Securities and money market instruments admitted to listing or trading on a regulated market or multilateral trading facility;
- b. securities and money market instruments admitted to listing or trading on a system comparable to a regulated market or multilateral trading facility in a country that is not a Member State, to the extent that the Articles of Association or the fund regulations of the UCITS permit investment in these financial instruments;
- c. securities which are likely within one year of issue to be admitted to listing or offered for trading on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility in a country that is not a Member State, to the extent that the Articles of Association or the fund regulations of the UCITS permit investment in these financial instruments;
- d. rights of participation in UCITS for which a license has been granted pursuant to Article 2:65 of the law or in UCITS that are permitted in accordance with the Investment Institutions Directive in another Member State, if under their Articles of Association or fund regulations the UCITS in question invest not more than ten per cent of their assets under management in rights of participation in other investment institutions;
- e. rights of participation in investment institutions domiciled in a designated state or in UCITS subject to supervision that in the opinion of the supervisory agencies in other Member States is equivalent to the Investment Institutions Directive and with respect to which cooperation between the supervisors and the supervisory agencies is adequately assured, if:
 - 1°. the rights of participation in the investment institutions or UCITS are repurchased or redeemed directly or indirectly at the expense of the assets at the request of the participants;
 - 2°. the purpose of the investment institutions or UCITS as specified in their regulations or Articles of Association is exclusively to invest in securities, money market instruments, deposits or financial derivatives, following the principle of diversification of risk;
 - 3°. the regulations applying to the investment institutions or UCITS regarding segregation of assets, taking out and granting loans and sale of securities and money-market instruments with an uncovered position are equivalent to the provisions of the Investment Institutions Directive; and
 - 4°. under their Articles of Association or fund regulations, the investment institutions or UCITS invest not more than ten per cent of their assets under management in rights of participation in other investment institutions or UCITS;.
- f. deposits;

g. derivative financial instruments admitted to listing or trading on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, to the extent that the value depends on the financial instruments and deposits, financial indices, interest rates, exchange rates or currencies mentioned in this article in which the UCITS may invest pursuant to its Articles of Association or regulations;

h. Derivative financial instruments that are not traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, if:

1°. the value depends on the financial instruments and deposits, financial indices, interest rates, exchange rates or currencies mentioned in this article in which UCITS may invest pursuant to their Articles of Association or regulations;

2°. The counterparty is an institution subject to prudential supervision and belongs to the categories recognized by the AFM or a supervisory agency in another Member State; and

3°. it is subject to reliable and verifiable daily valuation and at all times can be sold at its economic value on the initiative of the UCITS, liquidated or closed by means of an offsetting transaction; or

i. Money market instruments that are not traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State, if the issuer or the issuer of these instruments is itself subject to regulation designed to protect investors and their savings, and these instruments:

1°. are issued or guaranteed by a central, regional or local government authority, the central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a state that is not a Member State, a sub-state of a federal state or an international public-law institution in which one or more Member States participate;

2°. are issued by a company whose securities are traded on a regulated market, a multilateral trading facility or a system comparable to a regulated market or multilateral trading facility from a state that is not a Member State;

3°. are issued or guaranteed by an institution subject to prudential supervision in a Member State or by an institution that is subject to prudential supervision that in any case is equivalent to the prudential supervision applying under EC law; or

4°. are issued by other institutions to which equivalent investor protection applies as established in this subsection, opening remarks and items 1°, 2° and 3°, if the issuer is a company whose capital and reserves amount in total to at least EUR 10,000,000 and presents and publishes its financial statements in accordance with the Financial Statements Directive, or is a legal entity belonging to a group comprising one or more companies whose shares are admitted to listing on a regulated market, a multilateral trading facility or a system comparable to a regulated market or a multilateral trading facility from a state that is not a Member State, with the specific purpose of funding the group, or is a legal entity with the specific purpose of funding securitization instruments for which a banking liquidity line has been provided.

Article 131

1. Contrary to Article 130, the assets under management of a UCITS may:

a. be invested for no more than ten percent in securities and money-market instruments not admitted to or traded on a regulated market or another market in financial instruments;

- b. be invested, if in relation to a UCITS, in business directly required for the operation of its activities; or
 - c. be offered in ancillary liquid assets.
2. Contrary to Article 130 the assets under management of a feeder UCITS may, up to a maximum of fifteen percent:
- a. be invested in financial derivatives, as referred to in Article 130, parts g and h, that are used for the sole purpose of hedging risk;
 - b. be invested, if in relation to a UCITS, in business directly required for the operation of its activities; or
 - c. be offered in ancillary liquid assets.

Article 132

The assets under management of UCITS in securities, as intended in Article 4:61, first paragraph, of the law, are not invested in precious metals or in certificates representing these metals.

Article 133

1. The UCITS as referred to in Article 4:61, first paragraph, of the law reports at least once a year to the Authority for the Financial Markets on the types of financial derivatives encompassed by its assets, the underlying risks, the quantitative limitations and the methods chosen to assess the risks related to the transactions in these financial instruments.
2. The Authority for the Financial Markets evaluates the frequency and completeness of the information, as referred to in the first paragraph.
3. The total risk of a UCITS is calculated daily.
4. To calculate the total risk in financial derivatives of a feeder UCITS, the proprietary direct risk in financial derivatives, as referred to in Article 131, second paragraph, part a, of the feeder UCITS combined with:
 - a. the market risk in financial derivatives of the master UCITS in proportion to the rights of participation the feeder UCITS possesses in the master UCITS; or
 - b. the potential total maximum risk in financial derivatives that the master UCITS may incur in accordance with its fund regulations or Articles of Association, in proportion to the investment of the feeder UCITS in rights of participation in the master UCITS.
5. The total risk the UCITS bears does not amount to twice the total net asset value. The total risk of an investment institution is increased by no more than ten percent of the total net value of its portfolio by short-term loans, in which case the total risk of the UCITS amounts to no more than 210 percent of the total net value of its portfolio.
6. The total risk the UCITS bears in financial derivatives does not exceed the total net asset value. To calculate the risk, the market value of the underlying assets, the counterparty risk, future market trends and the time required to liquidate positions must be taken into consideration.

7. The assets under management of the UCITS may be invested, within the framework of investment policy and the limitations stated in Article 137, in financial derivatives insofar as the risk relating to the underlying assets does not exceed in total the limitations stated in articles 134, 135, 136, first paragraph, and 137. If the assets under management of the UCITS are invested in index-based financial derivatives, then these investments are not subject to the upper limitations stated in articles 134, 135, 136, first paragraph, and 137.

8. The Authority for the Financial Markets may draw up rules relating to calculating risk, the method for establishing the market value of underlying assets, the types of obligation that lead to counterparty risk, the inclusion of future market trends, and the methods used to calculate risk that are partially dependent on the nature of the financial instrument invested in.

Article 134

1. The assets under management of the UCITS, as referred to in Article 4:61, first paragraph, of the law, are invested for no more than ten percent in securities and money-market instruments issued by the same body. A UCITS invests no more than twenty percent of assets under management in deposits at a single bank.

2. The counterparty risk of the UCITS for a transaction in financial derivatives not traded on a regulated market or another market in financial instruments, amounts to no more than:

- a. percent of its assets when the counterparty is a bank; or
- b. five percent of its assets in other cases.

3. The total value of the securities and money-market instruments the UCITS holds in issuing bodies, in which it invests more than five percent per body, amounts to no more than forty percent of the assets under management of the UCITS. This limitation does not apply to deposits and transactions in financial derivatives that are not traded on a regulated market or another market in financial instruments, or in bodies subject to prudential supervision.

4. Notwithstanding the individual limitations stated in the first and second paragraphs, the assets under management of the UCITS are invested for no more than twenty percent in a single body in a combination of:

- a. securities and money-market instruments issued by that body;
- b. deposits at that body; or
- c. risks resulting from transactions in financial derivatives not traded on a regulated market or another market in financial instruments, in relation to that body.

5. When calculating the investment risk exposure, as referred to in the first to the fourth paragraphs, of the UCITS, the risk is determined using the maximum loss for the UCITS in the event of counterparty default. The Authority for the Financial Markets may draw up further rules relating to the calculation of counterparty risk and the associated collateral to be taken into consideration as a limit on the counterparty risk borne by the UCITS.

Article 135

1. Contrary to Article 134, the assets under management of a UCITS may be invested for up to twenty-five percent in the registered hedged bonds, as referred to in Wft Decree on Prudential Rules, of a given issuing bank.

2. If the assets under management of a UCITS is invested in bonds (as referred to in the first paragraph) of a single issuing body for more than five percent, then the total value of these investments may not exceed eighty percent of the assets of the issuing body.

Article 136

1. Contrary to Article 134, first paragraph, the assets under management of a UCITS may be invested for up to thirty-five percent in securities and money-market instruments issued or guaranteed by a member state, a public body with statutory powers in a member state, a non-member state, or an international organization in which one or more member-states participate.

2. The Authority for the Financial Markets may grant a UCITS an exemption from the first paragraph if:

- a. it has in its portfolio securities and money-market instruments from at least six different issues of an issuing state, public body or international organization as referred to in the first paragraph;
- b. the financial instruments of one and the same issue do not exceed thirty per cent of the assets under management of the UCITS;
- c. the issuing state, public body or international organization is stated in the Articles of Association or the fund regulations of the UCITS; and
- d. the participants in the UCITS enjoy protection that is equivalent to the protection described in the first paragraph and articles 134, 135 and 137.

Article 137

1. The financial instruments referred to in articles 135 and 136, first paragraph, are not subject to the intended limit of forty percent as stated in Article 134, third paragraph.

2. Investments made in accordance with articles 134, 135, and 136, first paragraph, in securities and money-market instruments of a single issuing body or deposits in or financial derivatives of that body, must never exceed thirty-five percent of the assets under management of the UCITS.

3. To calculate the stated limits referred to in articles 134, 135, and 136, first paragraph, companies belonging to a group are considered as one organization on the basis of the consolidated financial statements, in accordance with the Directive on Consolidated Accounts or other recognized international financial reporting guidelines, on the understanding that the investments, as referred to in Article 134, first paragraph, first full sentence, in the separate companies belonging to that group do not exceed twenty percent of the assets under management of the UCITS.

4. The assets of the investment body in whose rights of participation the UCITS invests are not added to the investments of the UCITS when establishing the limits as referred to in articles 134, 135, 136, first paragraph, and 137.

Article 138

1. Contrary to article 134, first paragraph, the assets under management of a UCITS may be invested for no more than twenty percent in equities and bonds of the same issuing body if the fund provisions and Articles of Association of the

UCITS state that the investment policy of the UCITS aims to follow the composition of a certain equity or bond index, and if said index meets the following conditions:

- a. the composition of the index is diversified;
- b. the index is representative of the market to which it relates; and
- c. the index is published appropriately.

2. The Authority for the Financial Markets may grant exemption to the first paragraph on request if exceptional market conditions give sufficient cause. In that case, the assets under management of the UCITS may be invested for no more than thirty-five percent in equities and bonds of a single issuing body.

Article 139

1. The assets under management of the UCITS, as referred to in Article 4:61, first paragraph, of the law, are invested for no more than twenty percent in rights of participation in investment institutions or UCITS as referred to in Article 130, parts d or e, that are issued by the same investment organization or UCITS.
2. The investments in rights of participation in investment institutions or UCITS as referred to in Article 130, part e, do not exceed a total of thirty percent of the assets under management of the UCITS.

Article 140

1. A manager of a UCITS obtains on behalf of the UCITS he manages, as referred to in Article 4:61, first paragraph, of the law jointly, no more than twenty percent of the shares with voting rights in the same issuing body.
2. The assets under management of a UCITS as intended in Article 4:61, first paragraph, of the law are not invested in more than:
 - a. ten percent of the shares with voting rights of the same issuing body;
 - b. ten percent of the bonds of the same issuing body;
 - c. twenty-five percent of the rights of participation in an investment institution or UCITS of which the rights of participation are at the request of the participants bought or repaid directly or indirectly from the same investment body or UCITS on the account of the assets; or
 - d. ten percent of the money-market instruments of the same issuing body.
3. The limitations, as referred to in the second paragraph, introduction and arts b, c and d, do not apply if the gross value of the bonds or money-market instruments or the net value of the rights of participation in an investment institution or UCITS cannot be calculated at the point of purchase.

Article 141

Article 140, first and second paragraph, does not apply to the purchase of or investment in:

- a. securities and money market instruments issued or guaranteed by a Member State, a public body with regulatory authority in a Member State, a state that is not a Member State or an international organization in which one or more Member States participate;
- b. shares in the capital of a legal entity domiciled in a state that is not a Member State which subject to the limitations stated in articles 134, 135, 136, first paragraph, 137, 139 and 140 chiefly invests its assets in securities of issuers domiciled in that state, if under the laws of that state such participation is the only possibility for the UCITS to invest in the securities of issuers in that state; or
- c. shares in the capital of a subsidiary of the UCITS that provides management, advisory or trading services exclusively on behalf of the UCITS in the state in which the subsidiary is domiciled with the purpose of repurchasing rights of participation at the request of participants.

Articles of Association

Definitions and terminology.

Article 1.

- 1.1. The following terms will have the meaning defined below in these Articles of Association, unless expressly stated otherwise:

Affiliated institution	: a party which, pursuant to the Dutch Securities Book-Entry Transfer Act ("Wge", Wet giraal Effectenverkeer), is certified as an affiliated institution and authorized to maintain a Collective Deposit (Verzameldepot);
General Meeting	: the corporate body, the General Meeting of Shareholders;
Central Institute	: the central institute (centraal instituut) as referred to in the Wge;
Participant	: a joint owner in the Collective Deposit;
Subsidiary	: a subsidiary as referred to in Article 2:24a Dutch Civil Code;
Capital Account	: An account held for each class of ordinary share which is referred to using the same letter as the ordinary shares in question and to which the deposited sums are booked together with the actual value of the deposits on the shares belonging to each class of ordinary share (including the capital/paid in surplus)
Priority	: the meeting of holders of priority shares;
Persons with meeting rights	: all shareholders, the usufructuaries and pledgees of shares, with the exception of those whose right to vote is withheld on establishment of the usufruct or pledge or the transfer or change of ownership of the usufruct or pledge;
Collective Deposit	: a collective deposit within the meaning of the Wge;
Wge	: The Dutch Securities Book-Entry Transfer Act (Wet giraal Effectenverkeer)
Retained Earnings Account	: the account described in article 20 which is held by the company for each class of ordinary share.

- 1.2. Any reference in these articles of association to shares or shareholders without further indication shall include not only priority shares, but also A shares and B shares and holders thereof.

Name – registered office – type.

Article 2.

- 2.1. The name of the foundation is: **Robeco N.V.**
 2.2. Its registered office is located in Rotterdam.
 2.3. The company is an investment company with a variable capital.

Objectives.

Article 3.

The object of the company is to invest its assets in financial instruments, deposits and claims, including those arising from mortgages, in such a way that the risks of these are spread in order to enable the shareholders to share in the proceeds, and moreover to do everything which in the broadest sense may be regarded as pertaining to, furthering, or related to such purpose.

Capital and Shares.

Article 4.

- 4.1. The company's authorized share capital amounts to six hundred million euros (EUR 600,000,000), divided into ten (10) priority shares, five hundred million (EUR 500,000,000) A shares, and ninety-nine million nine hundred and ninety-nine thousand nine hundred and ninety (99,999,990) B shares, each share having a nominal value of one euro (EUR 1).
- 4.2. The priority shares, A shares and B shares each form a separate share class. A shares and B shares are together designated as ordinary shares. The monies and other goods that are deposited in and/or attributed to a Capital Account corresponding to an ordinary share class will be managed separately for the holders of shares in the class concerned and invested in the manner determined by the board for the class of ordinary shares in question.
- 4.3. The shares are registered shares and are numbered consecutively, the priority shares from P1, the A shares from A1, and the B shares from B1.
- 4.4. The Management Board is authorized to issue unsubscribed shares in whole or in part upon such terms and conditions as it decides. Issue below par and otherwise than upon payment in full will not be allowed, subject to the provisions of Article 80, paragraph 2 of Book 2 of the Dutch Civil Code.
- 4.5. The Management Board may decide to increase the number of A and B shares included in the authorized capital, where the maximum number of shares that can be added to one class of shares is equal to the number of ordinary shares included in the authorized capital that were not yet issued at the time of the aforementioned decision.
- 4.6. When taking a decision as referred to in paragraph 5 to increase the number of shares of a certain class of ordinary shares that is included in the authorized capital, the number of shares of the class of ordinary shares included in the authorized capital at whose expense the aforementioned increase occurs shall be reduced by such a number of shares that the total authorized capital remains the same.
- 4.7. A resolution as referred to in paragraph 5 may only be taken under the conditional precedent that an extract from the resolution is deposited at the Trade Register without delay. The resolution referred to in paragraph 5 states:
 - a. the number by which the number of ordinary shares of the class in question included in the authorized capital is increased; and
 - b. the numbers by which the numbers of ordinary shares of the class in question included in the authorized capital are reduced.
- 4.8. Unless the opposite is stated explicitly or is evident from the context, that which is determined in these articles of association with regard to shares and shareholders shall apply to each share and each shareholder, regardless of the class of share.
- 4.9. The company is not authorized to cooperate in issuing of depositary receipts for shares.
- 4.10. The Management Board has the express authority to enter into legal transactions as referred to in Article 94, paragraph 1 of Book 2 of the Dutch Civil Code.
- 4.11. The Management Board is authorized to acquire the company's own shares for valuable consideration. The total capital in issue, less the amount of shares held by the company itself, will amount to at least one tenth part of the total authorized capital.

The Management Board is authorized to alienate the shares thus acquired.
- 4.12. At the General Meeting, no votes can be cast in respect of a share owned by the company or a Subsidiary of the company, nor in respect of a share for which one of these parties owns depositary receipts. Usufructuaries and pledgees of shares belonging to the company or its subsidiaries are, however, not precluded from exercising their right to vote if the usufruct or pledge was created before the share belonged to the company or a subsidiary thereof.

When it is determined to what extent the shareholders vote or are present or represented or to what extent the share capital is provided or represented, no account will be taken of shares for which no vote may be cast. No distributions will be made on these shares and they will not count when calculating the distribution of the amount intended for allocation to shares.

- 4.13. At the discretion of the Management Board, the A shares and B shares are listed on Euronext Amsterdam by NYSE Euronext and are traded via the Euronext Fund Service. The company buys and sells its own A shares and B shares via Euronext Fund Service at a price equal to the intrinsic value of an A share and a B share, with the application of a surcharge or discount determined by the Management Board. The purchase and sale by the company of its own A shares and B shares as soon as they are listed outside Euronext Fund Service, shall take place on the basis of the price referred to in the previous sentence. The net asset value of an ordinary share is calculated by dividing the assets and liabilities an ordinary share is entitled to by the number of outstanding shares of the class concerned, corrected for the profit entitlement of the outstanding priority shares. All assets and liabilities are valued at nominal value unless the Management Board decides this is not representative. Financial investments are in principle valued at fair value. Listed investments are valued against the last known market price, or if the management does not deem this to be representative, on the basis of measures that are generally considered as socially acceptable. Investments in investment institutions that are managed by the Management Board or a group company of the Management Board, will be valued on the basis of intrinsic value. Income and expenses are allocated to the period to which they relate.
- 4.14. The management board can decide to convert a share of a certain class of ordinary shares held by the company into another class of shares. In carrying out such a conversion each share will be exchanged for one share of another class. When resolving to convert, the management board stipulates: (i) which class of shares will be converted (ii) the number of shares to be converted (iii) and into which class of shares the shares will be converted. Conversion as referred to in this paragraph cannot take place if the shares in question are subject to limited rights. Insofar as such a resolution of conversion leads to more shares of one class being placed than the number of that class of shares included in the authorized share capital, the provisions outlined in paragraphs 5-7 apply mutatis mutandis.
- 4.15. The company may, with due observance of legal provisions in this respect, grant loans with a view to any other party subscribing to or acquiring shares in the company's shares or depositary receipts thereof.

Register of shareholders.

Article 5.

- 5.1. The Management Board will maintain a register including the names and addresses of all shareholders who are not Participants, stating the number of type shares they hold, and insofar as applicable, the date of acknowledgment or service and the amount paid on each share and all further information to be included therein by law.
- 5.2. In the event that the shares have been delivered to an Affiliated Institution for inclusion in a Collective Deposit, or to the Central Institute for inclusion in the Giro Deposit, the name and address of the Affiliated Institution or of the Central Institute shall be included in the register, whilst stating the date on which such shares started to form part of a Collective Deposit or of the Giro Deposit and, insofar as applicable, the date of acknowledgment or service.

Delivery.

Article 6.

The transfer of registered shares or the transfer of a restricted right to such a share requires a certificate for this purpose as well as the company's written acknowledgment of the transfer, except in the event that the company itself is a party in this legal act.

Acknowledgment is effected in the deed, or by means of a dated statement containing this acknowledgment on the deed or a notarial deed, or by means of a copy or extract thereof authenticated by the alienator.

Acknowledgment is tantamount to service of this deed or copy or extract to the company.

Joint property.

Article 7.

If shares form part of a community, the persons jointly entitled may be represented in relation to the company only by a person designated by them in writing for that purpose. The joint participants may also appoint more than one person.

If the community of property includes shares, the joint participants can specify – unanimously – at the designation or later, that if a participant so requires, such number of votes will be cast according to his directions as corresponds with the part he is entitled to in the community of property.

Management Board.

Article 8.

- 8.1. The company will be managed by a management board, consisting of one or more members.
- 8.2. The number of directors will be determined at the Priority Shareholders' Meeting.
- 8.3. A legal entity can be appointed as a director.

Appointment of directors.

Article 9.

- 9.1. Directors are appointed by the General Meeting on the basis of a recommendation to be drawn up by the Priority Shareholders' Meeting, which shall include at least the number of persons required by law.
- 9.2. If a vacancy arises, the Management Board will invite the Priority to draw up a recommendation within three months of the invitation.
- 9.3. The General Meeting is free to make an appointment if the invitation has not been acted upon by the Priority shareholders' Meeting within the required time limit.
- 9.4. A recommendation drawn up by the Priority Shareholders' Meeting in due time is binding.
The General Meeting may reject the recommendation with a majority of at least two thirds of the votes cast representing at least one half of the issued capital. If the General Meeting rejects the recommendation with a majority of at least two thirds of the votes cast, but this majority does not represent at least half of the issued capital, a new meeting can be convened where the recommendation can be rejected with a majority of at least two thirds of the votes cast.
- 9.5. A director may at any time be suspended or dismissed by the General Meeting.
- 9.6. The General Meeting may only suspend or dismiss a director - unless this is proposed by the Priority - by a resolution passed with at least two-thirds of the votes cast representing more than one half of the issued capital.
- 9.7. Each suspension may be prolonged one or more times, but in total will never last longer than three (3) months. If no decision has been taken after the said period on discontinuing the suspension or removal, the suspension will terminate.

Remuneration of the Management Board.

Article 10.

- 10.1. The company has a policy covering remuneration of the Management Board. The policy will be determined by the General Meeting. The remuneration policy will at least contain the information included in article 2:383c through 2:383e of the Dutch Civil Code insofar as this relates to the management board.
- 10.2. The remuneration and other terms of employment of each director are determined by the Priority Shareholders' Meeting, subject to the policy mentioned in paragraph 1 of this article.
- 10.3. In the case of share schemes or rights to take shares, a proposal for approval to the General Meeting by the Priority Shareholders' Meeting. The proposal should at least contain the number of shares or rights to take shares that may be granted to the management board and the criteria for granting or amending. A failure to gain approval from the General Meeting does not affect the representative authority of the Priority Shareholders' Meeting.

Decision-making - Representation.

Article 11.

- 11.1. Subject to the limitations laid down in these articles of association, the Management Board will be in charge of the management of the company's business, which will include the investing of the company's assets in such a way that the risks thereof are spread in order to allow shareholders to share in the profits.
- 11.2. Resolutions of the management board that are subject to the approval of the General Meeting are resolutions that drastically change the identity or character of the company or business, including in any case:
 - a. transfer of the business or almost all of the business to a third party;
 - b. the initiation or termination of a long-term cooperation of the company or a subsidiary company with another legal entity or partnership, or as fully liable partners in a limited partnership or a commercial partnership, if this cooperation or the termination thereof is of material significance to the company;
 - c. acquisition or disposal of a participating interest in the capital of a company with a value of at least one fourth of the amount of assets according to the balance sheet and the accompanying notes or, if the company has a consolidated balance sheet, according to the consolidated balance sheet with accompanying notes according to the company's last adopted financial statements, of the company itself or a subsidiary.
- 11.3. Failure to gain approval as referred to in paragraph 2 does not affect the representative authority of the Management Board or its members.
- 11.4. The management board represents the company. The company will also be represented either by two managing directors, by one managing director and one 'procuratiehouder' (i.e. a holder of power to represent and bind the company), or by two 'procuratiehouders', however, in the case of two 'procuratiehouders' acting jointly, such representation will be with due observance of the limitations of their authority and as recorded in the trade register.
- 11.5. The Management Board is authorized to appoint one or more 'procuratiehouders'. It determines their duties and the manner and cases in which they may represent the company as against third parties. If desired, the management board may award to 'procuratiehouders' the title of Assistant Managing Director or such other title as it deems desirable. The Management Board can appoint a company secretary. If proof of a resolution having been taken by a company body is required towards third parties, a resolution signed by the secretary will suffice.
- 11.6. In all cases in which the company has a conflict of interest with one or more directors as referred to in Section 2:146 of the Dutch Civil Code, the company shall be represented by the person or persons designated by the Priority.
- 11.7. In the absence of or disqualification of one of the directors, the remaining director(s) will be temporarily charged with the entire management.

In the absence of or disqualification of all the directors or the sole director, the management of the company shall be temporarily entrusted to the person who has been or will be designated for this purpose by the Priority Shareholders' Meeting.

In the event of a permanent absence, the person referred to in the previous sentence shall, as soon as possible, take such measures as may be needed to cause definitive provision to be made for this.

General Meeting of Shareholders – convening notices.

Article 12.

- 12.1. General meetings of shareholders will be held whenever the Management Board considers such desirable or as statute or these articles of association prescribe.
- 12.2. A General Meeting of Shareholders shall also be convened as soon as one or more persons who are together entitled to cast at least ten per cent of the total number of votes that can be cast, have requested this in writing to the Management Board, stating the matters to be discussed.
- 12.3. General Meetings of shareholders shall be convened by the Management Board. Convocation shall take place in the manner allowed by law, including a written letter of convocation, a readable and reproducible message dispatched electronically or an announcement made by electronic means.
- 12.4. If the Management Board fails to convene the required General Meeting of Shareholders prescribed by Article 17 or fails to act on the request referred to in paragraph 2, the persons with meeting rights who are authorized to do so by law may be authorized in the manner prescribed by law by the presiding judge of the district court within whose jurisdiction the company is situated to convene the meeting themselves.
- 12.5. The convocation shall occur with due observance of the notice for calling the meeting prescribed by law.
- 12.6. The convocation must state the items to be discussed and any further information required by law or by these Articles of Association.
- 12.7. An item requested in writing to be placed on the agenda by one or more persons entitled to attend the meeting and legally authorized to do so, will be included in the convocation or announced in the same manner, provided the company receives such request no later than the sixtieth day before the day of the meeting and provided no significant interest of the company opposes such request.
- 12.8. Written requests as referred to in article 110, paragraph 1 and article 114a, paragraph 1 of Book 2 of the Civil Code may be made by electronic means.

General meeting of shareholders – venue, minutes and agenda.

Article 13.

- 13.1. The general meeting of shareholders will be held at Rotterdam.
- 13.2. The General Meetings of Shareholders will be presided over by the chairman of the Management Board. If the chairman is absent, the management-board members present will choose a chairman from among themselves. If none of the management-board members is present, the meeting itself will choose its chairman. The secretary of the company will act as secretary of the meeting. If the secretary of the company is absent, the chairman may designate another person as secretary of the meeting.
- 13.3. The secretary will take the minutes of the meeting, which will be confirmed and in witness thereof be signed by him and the chairman.
- 13.4. The chairman can also arrange for a notary to attend the meeting, and instruct him to confirm the minutes by a notarial deed.
- 13.5. The chairman of the relevant meeting will decide in all matters regarding admission to the General Meeting of Shareholders, the exercise of voting rights and all other matters relating to meetings, notwithstanding Article 113 of Book 2 of the Civil Code.

General Meeting of shareholders – exercising voting rights.**Article 14.**

- 14.1. Persons entitled to attend meetings may have themselves represented at the meeting by a proxy who has been appointed in writing.
- 14.2. Only if no registration date is prescribed by law, the Management Board will stipulate a registration date for the General Meeting of Shareholders with due observance of legal provisions in this respect. Persons entitled to attend meetings are those who have this entitlement on the registration date and who are registered as such in a register designated by the Management Board, irrespective of who at the time of the General Meeting of Shareholders would have meeting rights if a registration date as referred to in this paragraph had not been fixed. The convening notice specifies the registration date, the manner in which the Persons entitled to attend meetings may be registered and the manner in which they may exercise their rights.
- 14.3. The management board may resolve that Persons entitled to attend meetings and vote may cast their vote via an electronic means of communication to be determined by the management board and/or by letter, within a period prior to the General Meeting of Shareholders to be determined by the management board, which period may not commence before the registration date referred to in the previous paragraph. Votes cast in accordance with the provisions of the foregoing sentence shall be treated on an equal basis as votes that are cast at the time of the meeting.
- 14.4. In case the Management Board does not use the authority referred to in paragraph 2, persons with meeting rights must give advance written notice to the Management Board of their intention to do so in order to be allowed to attend the General Meeting of Shareholders and (insofar as they have voting rights) to participate in voting.
- As for the voting rights and the rights to attend meetings, the company, applying the provisions of Articles 88 and 89 of Book 2 of the Civil Code *mutatis mutandis*, will regard as shareholders those persons mentioned in a written statement by an Affiliated Institution to the effect that the number of A shares or B shares mentioned in the statement are part of its Collective Deposit and that persons mentioned in this statement are Participants in its Collective Deposit in the number of A shares or B shares stated and will remain so until after the meeting, as long as the statement concerned is lodged at the offices of the company in a timely manner.
- The notice convening a meeting will state the last day on which notification to the Management Board or lodging of the statement by the Affiliated Institution may take place; this day may not be earlier than the seventh day prior to the day of the meeting.
- 14.5. A Person who is entitled to attend meetings and wishes to attend the General Meeting of Shareholders by proxy is obliged to lodge the proxy for the meeting at the offices of the company not later than the day stated in the convening notice.
- 14.6. Disputes about whether or not a person entitled to attend the meeting or a proxy holder has furnished sufficient proof of identity to attend the General Meeting of Shareholders and to exercise their voting right, and any other questions regarding proper procedure during the meeting, will be decided by the chairman of the meeting.
- 14.7. The management board may resolve to make the business of the meeting accessible via an electronic means of communication.
- 14.8. The Management Board may resolve that every person entitled to attend the meeting and vote is authorized to exercise that voting right and/or to take part in the General Meeting of Shareholders via an electronic means of communication, either in person, or via a proxy appointed in writing. The requirement for this is that the person entitled to attend the meeting and vote can be identified via the electronic means of communication and can have direct access to the business of the meeting. The Management Board may attach conditions to

the use of the electronic means of communication, which conditions shall be made known in the convocation for the General Meeting of Shareholders and shall be published on the company's website.

Decision-making General Meeting.

Article 15.

- 15.1. Each share will entitle the holder thereof to cast one vote.
- 15.2. All resolutions, in respect of which the law or these articles of association do not prescribe a larger majority, will be taken by an absolute majority of votes.

Amendment of the Articles of Association - Dissolution.

Article 16.

- 16.1. The General Meeting may, but only upon the proposal of the Priority, resolve within the limits set by statute upon amendments of the articles of association and upon dissolution of the company.
- 16.2. Adoption of a resolution to alter the Articles of Association or to dissolve the company requires a majority of two-thirds of the valid votes cast.
- 16.3. Whenever a proposal to amend the Articles of Association is submitted to a General Meeting, this will be reported in the notice convening the meeting and, at the same time, a copy of that proposal containing a verbatim transcript of the proposed amendment will be made available at the company's offices to be viewed by any Person entitled to attend meetings until after the conclusion of the meeting. They may obtain a free copy of that proposal.

Annual General Meeting of Shareholders.

Article 17.

- 17.1. A General Meeting of Shareholders will be held at least once a year, not later than six (6) months after the close of the company's financial year.
- 17.2. The agenda for this annual General Meeting of Shareholders will in all cases include the following items:
 - a. the report of the management board on the state of the company's affairs and the management thereof;
 - b. consideration and confirmation of the annual accounts for the past financial year;
 - c. approval of the management carried out by the management Board;
 - d. appointments to vacancies;
 - e. proposals presented in accordance with the provisions of these Articles of Association.

Meeting of shareholders of a specific class

Article 18.

- 18.1. Class shareholder meetings shall be held as often as required by law or these articles of association make this necessary.
- 18.2. Furthermore a meeting as referred to in the previous paragraph shall be held as often as the Management Board believes such to be necessary, and finally if one or more shareholders jointly representing at least one tenth part of the class of shares in the issued capital make such written request to the Management Board, precisely stating the subjects to be discussed. If the Management Board does not comply with such a request such that the meeting is held within four weeks after the request, the persons making the request are authorized to call the meeting themselves.
- 18.3. All decisions of the meetings of shareholders as referred to in this article are taken with an absolute majority of the valid votes cast.

- 18.4. A unanimous written declaration of the joint holders of priority shares has the same legal force as a decision taken with general votes in a meeting in which all priority shares issued are represented.
- 18.5. Otherwise the provisions relating to the General Meeting of Shareholders apply mutatis mutandis as far as possible, on the understanding that the notice calling the meeting of shareholders of a specific class is published no later than fifteen days before the meeting is scheduled.

Financial year, annual accounts and profit appropriation.

Article 19.

- 19.1. The financial year of the company runs from the first of January through the thirty-first of December of each year.
- 19.2. Annual accounts shall be prepared by the Management Board and deposited at the office of the company for inspection by the shareholders each year within four (4) months of the end of the financial year of the company, except where this period is extended by the General Meeting for a maximum of six (6) months on the grounds of special circumstances, and held available at the company's office for inspection by persons with meeting rights. Within this term, the Management Board will also submit the annual report.
- 19.3. The annual accounts shall be signed by all the directors; if the signature of any of them is missing, this fact and the reason for such omission shall be stated.
- 19.4. The annual accounts are approved by the General Meeting.
- 19.5. Approval by the General Meeting of the management conducted by the Management Board will constitute a discharge to the directors in respect of all acts evidenced by the annual accounts or the result whereof is therein incorporated, unless express provisos have been made and subject to present or future legal provisions in this respect.

Profit appropriation and distribution. Payments.

Article 20.

- 20.1. The company keeps a Retained Earnings Account for each class of ordinary share, indicated by the letter of the class of ordinary shares to which it relates.
- 20.2. Out of the profit appearing in the adopted annual accounts, the amount of income (including interest) that is realized with the assets attributed to each class of ordinary shares, determined after deduction of costs and taxes relating to the amounts deposited in each Capital Account and which is added to the Retained Earnings Account bearing the same letter, as well as other costs (including management fees in particular) relating to the class of shares concerned, and after deduction of the proportion of the company's costs and expenses attributable to the share class concerned.

The management board determines for each class of ordinary shares which amount as defined in the previous sentence is added to the Retained Earnings Account held for the class of shares concerned. After the aforementioned addition to the Retained Earnings Account, priority shareholders will receive a dividend of six (6) percent of the nominal amount of those shares wherever possible. There will be no further payment from profit on priority shares. What remains after the aforementioned addition has taken place is distributed among the holders of the class of shares concerned pro rata to each of their shareholding in these shares.
(Price) losses suffered on the assets that are attributed to an ordinary share class are charged to the Retained Earnings Account bearing the same letter as that class of ordinary shares and, if the balance therein is insufficient, to the Capital Account bearing the same letter as the respective class of ordinary shares.
- 20.3. Holders of an ordinary share class are entitled to the balance on the Retained Earnings Account bearing the same letter, in proportion to the nominal amount of their holding in the share class in question. Payments charged to or closing a Retained Earnings Account can be made if proposed by the priority shareholder(s) and

- the meeting of shareholders of the relevant class, providing the contents of paragraphs 5 and 6 are observed and pursuant to a decision by the General Meeting.
- 20.4. Profits are paid to shareholders in accordance with the class of share they hold. The Management Board can decide that distributions are to be made entirely or partially in a form other than in cash, including participation rights in investment institutions of which the Management Board or a group company of the Management Board is the manager.
- 20.5. Profit distributions will be made only in so far as the equity of the company exceeds the sum of the fully paid-up capital and the partially paid-up capital increased by the reserves which will be kept in virtue of the Law or the Articles of Association.
- 20.6. Profits will be allocated and distributed after confirmation of the financial statements which show that such distribution is permissible. Distributions at the expense of the Capital Account and/or the Retained Earnings Account and a full lifting of a Capital Account and/or Retained Earnings Account may, in accordance with sub 5, be carried out at any time pursuant to a resolution of the General Meeting, but solely on a proposal made by both the Management Board and the meeting of holders of shares of the class in question.
- 20.7. The declared dividend will be payable on the date fixed therefor by the General Meeting following a proposal from the Management Board at the time of the declaration or otherwise immediately after any such dividend has been declared.
- 20.8. After approval by the Priority, the Management Board can decide to pay an interim dividend or to make interim payments from the reserves with due observance of Article 105 of Book 2 of the Civil Code.
- 20.9. Payments not claimed within five years after they are payable, will lapse by limitation of time.

Dissolution and liquidation.

Article 21.

- 21.1. In the event that the company is wound up by virtue of a resolution of the General Meeting, the Management Board shall be charged with the liquidation of the company's assets in accordance with that which is stated in article 2:23, sub 2 of the Dutch Civil Code.
- 21.2. During the winding-up proceedings the provisions of these articles of association shall remain in force as far as possible.
- 21.3. From the surplus remaining after payment of the debts the holders of priority shares shall be paid the nominal amount of their priority shares. The remaining balance will be distributed to holders of ordinary shares in the following manner:
- the holders of ordinary shares shall if possible receive the sum of the balances on the Capital Account and the Retained Earnings Account for the class of shares that they hold, after deduction of the share in the costs of the Retained Earnings Account in question, including the costs and liquidation costs and expenses of the company referred to in Article 20, paragraph 2;
 - any remaining balance will be distributed to all holders of ordinary shares;
 - all distributions, which are made to holders of ordinary shares pursuant to this Article, shall be made, in the event that there are several holders of the class of shares in question, in proportion to their shareholding in the class in question.
- 21.4. After the company has ceased to exist the books, records and other data carriers shall be kept by the person designated thereto by the liquidators for seven years.

Transitional Provision I.

Article 22.

- 22.1. After filing of a statement by the Management Board with the Trade Register that at least four hundred and eighty million euros (EUR 480,000,000) of the company's capital has been issued, the company's authorized share capital amounts to nine hundred and sixty million euros (EUR 960,000,000), divided into ten (10) priority shares, and for the remainder divided among the classes of ordinary shares in proportion to the number of ordinary shares of a class that was included in the authorized capital at the time of the aforementioned increase, which division shall be notified to the Trade Register.
- 22.2. After filing of a statement by the Management Board with the Trade Register that at least seven hundred and sixty eight million euros (EUR 768,000,000) of the company's capital has been issued, the company's authorized share capital amounts to one billion five hundred and thirty six million euros (EUR 1,536,000,000), divided into ten (10) priority shares, and for the remainder divided among the classes of ordinary shares in proportion to the number of ordinary shares of a class that was included in the authorized capital at the time of the aforementioned increase, which division shall be notified to the Trade Register.
- 22.3. After filing of a statement by the Management Board with the Trade Register that at least one billion two hundred and twenty eight million euros (EUR 1,228,800,000) of the company's capital has been issued, the company's authorized share capital amounts to two billion four hundred and fifty seven million six hundred thousand euros (EUR 2,457,600,000), divided into ten (10) priority shares, and for the remainder divided among the classes of ordinary shares in proportion to the number of ordinary shares of a class that was included in the authorized capital at the time of the aforementioned increase, which division shall be notified to the Trade Register.

Transitional Provision II.**Article 23.**

After the Act of 6 June 2011 amending book 2 of the Dutch Civil Code in relation to the application of rules on management and supervision in public limited companies and private limited-liability companies, Section 11 sub 6 states as follows:

- "11.6. A director shall not take part in any discussion or decision-making if he has a direct or indirect personal interest therein that is in conflict with the interest of the company or its associated business. If no management resolution can be passed as a result, the decision will be taken by the Priority."

Transitional Provision II.**Article 24.**

- 24.1. After this amendment of the company's articles of association a shareholder, a usufructuary and a pledgee who derive their rights from a bearer (sub-)share cannot exercise or have exercised the rights attaching to that share as long as the shares have not been delivered to an Affiliated Institution for inclusion in a Collective Deposit. Sub-shares can only be delivered as referred to in the previous sentence if these form one or several shares. Onward delivery of shares was excluded by a decision of the Management Board passed on the twenty-sixth of August two thousand and nine.
- 24.2. Delivery as referred to in the previous paragraph is only possible by issue of the share certificate together with the dividend coupon and talon belonging thereto. The company may charge fees for the delivery referred to above from 13 August 2012.

Transitional Provision III.**Article 25.**

By the execution of this deed, every ordinary share in the capital of the company will be converted into an A share.