

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

---

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NN (L) TO BE HELD ON 20 August 2018 at 9:00 am Luxembourg time, please note that if you voted for the first General Meeting held of July 11<sup>th</sup>, 2018 the Proxies given can be re-used for the second General Meeting :**  
供NN (L) 於2018年8月20日上午九時(盧森堡時間)召開特別股東大會使用之委託書。請注意，若您已經在2018年7月11日舉行的第一次特別股東大會使用委託書進行表決，該份委託書亦可於第二次特別股東大會使用：

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS  
請以正楷中文填寫

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

First holder: \_\_\_\_\_  
第一持有人：

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

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)  
(若有超過二位之共同股東，請完整填寫其他持有人姓名)

holder(s) of \_\_\_\_\_ (number of) shares<sup>1</sup> of \_\_\_\_\_ sub-fund of  
**NN (L)** (the "Company") hereby appoint the Chairman of the Extraordinary General Meeting of Shareholders (the  
"Meeting") of the Company or

(insert name of representative:) \_\_\_\_\_

as my/our proxy (i) to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held before notary at 3, rue Jean Piret, L-2350 Luxembourg, on 20 August 2018 at 9 am Luxembourg time and at any adjournment thereof and any subsequent extraordinary general meeting with the same agenda (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following agenda with any such amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before such meeting and in general (ii) to perform any acts, sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation to the present proxy.

本人持有**NN (L)** (下稱「本公司」) \_\_\_\_\_子基金 \_\_\_\_\_ (數量)<sup>1</sup> 股份，本人茲指定本公司特別股東大會(下稱「會議」) 之主席或 \_\_\_\_\_ (填寫代表人姓名)

---

<sup>1</sup> Please insert total number of shares held in the relevant Sub-Fund. If you hold shares in more than one Sub-Fund, please list all your holdings on the reverse side of this form of proxy.

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

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

擔任本人/我們之代理人，以(i)於2018年8月20日上午九時(盧森堡時間)在公證人面前於3, rue Jean Piret, L-2350 Luxembourg舉行之會議，及其任何之延會，以及後續相同議程之特別股東大會(於此委託並未明示撤銷之情況)，就任何議程之決議為本人/我們投票，並依本表所示就下列議程依委託書持有人視其適當之任何修正或變更以及就該等會議可能提出之該等其他事項為本人/我們投票；並(ii)就代理出席相關且視情況或委託書持有人認為適當或有用之事項，概括為簽署人執行、簽署任何文件以及作出任何決定。

If you have appointed the Chairman as your proxy, please indicate with an 'X' in one of the boxes below how you wish your votes to be cast on the resolutions on the agenda of the Meeting<sup>2</sup>. If you have appointed another representative, he or she will be entitled to attend the meeting and vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting.

若業已指定主席為代理人者，請在下表其中一格中填入「X」以表示您對會議議程之決議希望作出之投票結果<sup>2</sup>。若另有指定其他代理人，該代理人將有權出席會議並依您的指示對會議議程之決議為您投票。

AGENDA 議程	For 同意	Against 不同意	Abstain 棄權
1. As from 20 August 2018 (hereinafter the "Effective Date"), amendment to paragraph 1 of article 4 "Registered office" regarding the transfer of the registered office of the Company. 自 2018 年 8 月 20 日起(下稱「生效日」)，修正第 4 條「登記辦公室」第 1 項有關本公司之登記辦公室之轉移事宜。			
2. As from the Effective Date, addition of a new paragraph 2 to article 4 regarding the possibility for the Directors to create branches, subsidiaries, administrative centres, agencies or any other type of offices in Luxembourg or abroad. 自生效日起，新增第 4 條第 2 項有關董事於盧森堡或盧森堡境外設立分公司、子公司、行政管理中心、代理機構或任何其他類別之辦公室之事項。			
3. As from the Effective Date, amendment to paragraph 1 of article 5 "Share capital" regarding the possibility to issue shares below their accounting par value and the reflection of the new minimum capital of the Company. 自生效日起，修正第 5 條「股本」第 1 項有關發行低於其面額股份之可能性以及反映本公司新的最低資本。			
4. As from the Effective Date, update of the wording of article 8 "Form of shares" in accordance with the provisions of the law on immobilisation of bearer shares of 28 July 2014 and to include the rights of joint owners of shares. 自生效日起，依據2014年7月28日有關無記名股份集中化之盧森堡法律之條款更新第8條「股份形式」之用詞，並包括股份之共同所有人之權利。			

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

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

5. As from the Effective Date, addition of new wording in article 9 “Share-Classes” to allow the issuance of tracking shares. 自生效日起，新增第9條「股份級別」之用詞以允許發行追蹤股份。			
6. As from the Effective Date, amendment of paragraph 6 and addition of new paragraph 7 to Article 10 “Issue of shares” regarding contributions in kind to the capital of the Company and the issuance of non-voting shares. 自生效日起，修正第10條「股份發行」第6項以及新增第7項有關以實物挹注本公司資本，以及發行無投票權股份事宜。			
7. As from the Effective Date, amendment of the article 15 “Allocation of assets and liabilities within Sub-Funds/Share-Classes” to clarify the principle of allocation of the assets at Sub Fund/Share-Class level by deleting the concept of “Unit” and replace it either by Sub-Fund or Share-Class when it is necessary. 自生效日起，修正第15條「子基金/股份級別內資產及負債配置」透過刪除「單位」之概念，並於必要時以子基金或股份級別替代，以釐清子基金或股份級別層級之資產配置之原則。			
8. As from the Effective Date, amendment of paragraph 1 of article 18 “Operations and meetings” regarding the possibility of electing a chairman amongst the Directors. 自生效日起，修正第18條「作業及會議」第1項有關自董事中選派主席之可能性。			
9. As from the Effective Date, deletion of old paragraph 7, addition of a new paragraph 5 and amendment of paragraphs 6 and 8 of article 18 regarding the telecommunication means available to the Directors when attending Board meetings. 自生效日起，刪除第18條第7項舊條文、新增第5項並修正第6及第8項有關出席董事會議時可使用之電信通訊方式。			
10. As from the Effective Date, addition of new paragraph 9 to article 18 regarding the confidentiality duty of Directors, members of the management committee, managing executive officers and any persons invited to Board meetings. 自生效日起，新增第18條第9項有關董事、管理委員會成員、管理執行主管及任何董事會議受邀人士之保密職責。			
11. As from the Effective Date, amendment to paragraph 1 of article 19 “Minutes” regarding the signature of the minutes of the Directors meetings in the absence of the Chairman. 自生效日起，修正第19條「會議記錄」第1項有關董事會議主席缺席時，會議記錄簽名之事宜。			
12. As from the Effective Date, addition of new paragraph 5 to article 20 “Powers of the Board of Directors” regarding the right of shareholders representing 10% of the capital of the Company to ask questions to the Board of Directors. 自生效日起，新增第20條「董事會之權力」第5項有關代表本公司資			

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

本10%之股東所具有對董事會提問之權利			
13. As from the Effective Date, addition of a paragraph 3 to Article 21 “Corporate signature” regarding the indication of the capacity in which directors, managers and agents act on behalf of the Company when executing documents binding the Company. 自生效日起，新增第21條「公司簽名」第3項指出有關董事、經理及代理人為本公司簽署對本公司有拘束力文件時所具有之能力。			
14. As from the Effective Date, amendment of paragraph 1 and addition of new paragraph 2 to Article 22 “Delegation of power” regarding delegations of the Board as well as the creation of internal committees. 自生效日起，修正第22條「權力委託」第1項以及新增第2項有關董事會之委託及內部委員會之創設。			
15. As from the Effective Date, amendment to article 23 “Conflict of interests”. 自生效日起，修正第23條「利益衝突」。			
16. As from the Effective Date, amendment of paragraphs 6 and 9 of article 24 “General meetings of the Company” regarding the new formalities for the convening notices for shareholders general meeting. 自生效日起，修正第24條「本公司股東常會」第6及第9項有關股東常會開會通知之新程序。			
17. As from the Effective Date, addition of a new paragraph 11 to article 24 regarding the right of shareholders to inspect the documents and information before the annual meeting. 自生效日起，新增第24條第11項有關股東得於年度股東常會前檢視文件及資訊之權利。			
18. As from the Effective Date, amendment to paragraph 12 of article 24 regarding the establishment of an attendance list. 自生效日起，修正第24條第12項有關簽到表之製作。			
19. As from the Effective Date, addition of new paragraph 18 to article 24 regarding the possibility of shareholders holding 10% of the capital to request the Directors to adjourn the general meeting. 自生效日起，新增第24條第18項有關持有10%資本之股東要求董事延休股東常會之可能性。			
20. As from the Effective Date, addition of new paragraph 19 to article 24 regarding the possibility for Directors to suspend the voting rights of defaulting shareholders. 自生效日起，新增第24條第19項有關董事暫停違約股東投票權之可能性。			
21. As from the Effective Date, addition of new paragraph 20 to article 24 regarding the applicable provisions of the law of 10 August 1915 on commercial companies in case decisions of the general meeting are declared null and void. 自生效日起，新增第24條第20項有關股東常會之決定被宣布無效時			

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

適用之法律規定。			
22. As from the Effective Date, addition of new paragraph 21 to article 24 regarding the right of shareholders representing 10% of the capital of the Company to bring actions against the Board of Directors. 自生效日起，新增第24條第21項有關代表本公司資本10%之股東對董事會提出訴訟之權利。			
23. As from the Effective Date, amendment the first and second paragraph article 26 “Termination and amalgamation of Sub-Funds or Shares-Classes” to clarify the conditions when the Board of Directors may decide to automatically convert, one or several Share-Classes into other Share-Classes within the same Sub-Fund or in another Sub-fund of the Company. 自生效日起，修正第26條「子基金/股份級別之終止與整併」第1及第2項，以釐清特定情況下，董事會得決定自動將一個或數個股份級別轉換至本公司同一子基金或另一子基金之其他股份級別。			
24. As from the Effective Date, amendment of the paragraph 5 of the article 26 “Termination and amalgamation of Sub-Funds or Share-Classes” regarding the possibility for the Board of Directors to merge, one or several Share-Classes, into one or several Share-Classes of a UCITS belonging to another Company. 自生效日起，修正第26條「子基金/股份級別之終止與整併」第5項有關董事會將一個或數個股份級別轉換至另一公司之UCITS之一個或數個股份級別之可能性。			
25. As from the Effective Date, deletion of the last paragraph of the article 28, regarding the non payment of interest in dividend declared by the Company and kept by it at the disposal of its beneficiary. 自生效日起，刪除第28條末項有關由本公司宣告並為受益人處置所保存之股息不予支付利息。			
26. As from the Effective Date, amendment to article 30 “Winding up/ liquidation” regarding the dissolution and liquidation of the Company and the appointment of a liquidator. 自生效日起，修正第30條「解散/清算」有關本公司之解散及清算以及指定清算人之事宜。			
27. As from the Effective Date, non-substantial amendments made for harmonisation and clarification purposes in almost all the articles of the Articles; addition, deletion or modification of definitions and defined terms and harmonisation of the layout. 自生效日起，為一致及釐清之目的，微修章程之所有條文，並新增、刪除或修改定義及已定義之名詞以及調整版面。			

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

(節譯文)  
NN (L)  
*Société Anonyme*  
可變資本投資公司

3, rue Jean Piret, L-2350 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B 44.873

3, rue Jean Piret, L-2350 Luxembourg  
盧森堡大公國  
R.C.S. Luxembourg – B 44.873

---

Date: \_\_\_\_\_  
日期：

Signature(s): \_\_\_\_\_  
簽名：

*Proxy form to return to the Legal Department of NN Investment Partners Luxembourg S.A. at 3, rue Jean Piret, L-2350 Luxembourg no later than by 15 August 2018, 5 pm Luxembourg time by fax (fax number: (+352) 26 19 68 40), followed by the original by regular mail.*

*請至遲於2018年8月15日下午五時前(盧森堡時間)將委託書傳真至NN Investment Partners Luxembourg S.A.之法務部門(地址為3, rue Jean Piret, L-2350 Luxembourg)，傳真號碼為+ 352 26 19 68 40，並請隨後平信郵寄正本。*