

**RBC Funds (Lux)**  
**Société d'Investissement à Capital Variable**  
**14, Porte de France**  
**L-4360 Esch-sur-Alzette**  
**R.C.S. Luxembourg B.148.411**  
**Notice to the Shareholders of RBC Funds (Lux)**  
**(the "Fund")**

Dear Shareholder,

The board of directors of the Fund (the "**Board of Directors**") is writing to inform you of a number of changes it is making to the Fund and its prospectus (the "**Prospectus**"):

- The Board of Directors has decided that, as of the date of this notice, Shareholders of the Fund will now be informed of any changes affecting their Shares, material or not, by a notification published on the Fund's website [www.rbcgam.lu](http://www.rbcgam.lu) instead of receiving a copy in the mail, except where information is made available to Shareholders through an alternative medium as specified in the Prospectus or required in order to comply with applicable laws, regulations or directives imposed by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**").

Section "**5.2 Meetings and Announcements**" of the Prospectus has been amended accordingly to include an additional paragraph which explains that notifications to investors will be made available on the Fund's website. As a Shareholder of the Fund, you are therefore invited to consult [www.rbcgam.lu](http://www.rbcgam.lu) on a regular basis to be informed of the changes affecting the Fund and which may have an impact on your investment.

- As communicated to your attention through the notice sent to you on 13 March 2017 and posted on the Fund's website, the Board of Directors has decided that as of 1 April 2017, the dealing cycle for all Sub-Funds, other than the RBC Funds (Lux) – Conservative Portfolio, RBC Funds (Lux) – Balanced Portfolio and RBC Funds (Lux) – Growth Portfolio (the "Allocation Sub-Funds") and RBC Funds (Lux) – Asia Ex-Japan Equity Fund (the "Asia Ex-Japan Sub-Fund"), will be changed. After this time, applications for subscriptions for Shares (other than Shares of the Allocation Sub-Funds and the Asia Ex-Japan Sub-Fund) submitted by 12 noon (Luxembourg time) on a Valuation Day, if accepted, will be processed on the basis of the net asset value per Share for that Valuation Day. Currently, applications for subscriptions for Shares submitted by 12 noon (Luxembourg time) on the Business Day preceding a Valuation Day, if accepted, are processed on the basis of the net asset value per Share for that Valuation Day.

Sections "**4.1 Subscriptions for Shares**", "**4.3 Conversion of Shares**" and "**4.4 Redemption of Shares**" of the Prospectus have been amended accordingly.

- Disclosure permitting the Board of Directors to apply a swing pricing mechanism, effective July 1, 2017, for all the sub-funds of the Fund with the exception of the Allocation Sub-Funds has been added. This mechanism will be used in circumstances where a Sub-Fund would, as a result of net inflows or net outflows, suffer a reduction in value when trading underlying investments due to the transaction charges and other costs that may be incurred by liquidating and purchasing such underlying assets. In order to counter this effect and to protect the existing Shareholders' interests, the Board of Directors will be allowed to make adjustments to the net asset value per share on occasions where such charges and costs are deemed to be significant. As a result, if on any Valuation Day of the relevant Sub-Fund, the aggregate net investor(s)' transactions in the relevant Sub-Fund were to exceed a pre-determined threshold, the net asset value per share could be adjusted upwards or downwards to reflect the costs attributable to the net inflows or outflows, respectively; however, the adjustment may not exceed 2% of the original net asset value per share. The threshold will be determined by the Board of Directors and will be a percentage of the net assets of the relevant Sub-Fund. A complete description of this swing pricing mechanism is reflected under section "**5.5 Determination of the Net Asset Value of Shares**" of the Prospectus.
- The Prospectus has been amended as per the requirements of the Directive 2014/91/EU of the European Parliament and Council of 23 July 2014 as regards depositary functions, remuneration policies and sanctions ("**UCITS V Directive**").

These amendments include:

- The updating of section “**6.4 Depositary Bank and Paying Agent, Administrative and Domiciliary Agent, Registrar and Transfer Agent**” in the Prospectus to include further information regarding the duties of the Fund depositary under UCITS V Directive as well as conflicts of interest that may arise and a description of the safekeeping functions delegated by the Fund’s Depositary and information regarding its delegates and sub-delegates as the case may be.
  - Further to and in accordance with the UCITS V Directive, the term “Custodian” has been replaced by the term “Depositary” in the Prospectus.
  - There will be no increase in the fee structure for the Fund due to the above changes related to the Fund depositary.
  - Specific disclosure has been included under section “**6.2 Management Company**” in relation to the remuneration policy of the management company of the Fund.
- The Board of Directors has decided that, in addition to trading China A shares via Shanghai Hong Kong Stock Connect, the Investment Manager and its delegates may trade China A shares on behalf of the Sub-Funds via Shenzhen-Hong Kong Stock Connect. Trading via Shenzhen-Hong Kong Stock Connect is not expected to present materially different risks than those associated with trading via Shanghai Hong Kong Stock Connect. Disclosure regarding Shenzhen-Hong Kong Stock Connect has been included under section “**8.3 Risk Factors: Stock Connect Risk**” in the Prospectus.
  - As of 1 January 2016, the Fund is subject to the Common Reporting Standards (“CRS”) Law. Under the CRS Law, the Fund will be treated as a Luxembourg Reporting Financial Institution. As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions as set out in the Prospectus, the Fund will be required to report annually to the Luxembourg tax authority (the “LTA”) certain personal and financial information related to each Shareholder of the Fund. Any data obtained by the Fund is to be processed in accordance with the Luxembourg law dated 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended. The Fund’s ability to satisfy its reporting obligations under the CRS Law will depend on each Shareholder providing the Fund with the required personal data, along with the required supporting documentary evidence. Please see section “**10.5 Common Reporting Standards**” in the Prospectus for additional details.
  - The investment policies of all sub-funds of the Fund (with the exception of the Asset Allocation sub-funds) have been amended to clarify that the sub-funds may invest in other UCITS and UCIs under the limits said in the prospectus. Since the Fund’s inception, investment in other UCITS and UCIs has been permitted pursuant to section “**9.1 Investments**” of the Prospectus, so the changes to each sub-fund’s investment policy reflect each sub-fund’s ability to do so.

The above changes will be reflected in an updated Prospectus dated April 2017.

The updated Prospectus is available at the registered office of the Fund and online at [www.rbcgam.lu](http://www.rbcgam.lu).

We also refer to the Fund’s convening notice dated 24 March 2017, which gave notice of the Extraordinary General Meeting of Shareholders (the “Meeting”). You will recall that, according to the agenda of the Meeting, shareholders were invited to resolve the changes brought to the articles of incorporation of the Fund (the “Resolutions”). The Board of Directors is pleased to announce that the Meeting was duly convened and quorate and all the Resolutions were passed by the shareholders present or represented. The proposed changes are accordingly effective as from 20 April 2017.

Capitalised terms used in this notice shall have the same meaning ascribed to them in the Prospectus unless the context otherwise requires.

Should you have any questions in relation to the above, please contact the Fund at the address above.  
Yours faithfully,

Luxembourg, 3 May 2017

The Board of Directors of RBC Funds (Lux)