NN (L)
Société d'Investissement à Capital Variable
3, rue Jean Piret – L-2350 Luxembourg
R.C.S. n° B 44.873
(the "**Company**")

NOTICE TO SHAREHOLDERS

The board of directors of the Company (the "**Board**") would like to inform the Shareholders of certain amendments to be made to the prospectus of the Company (the "**Prospectus**"), mainly consisting in the following:

a) With regard to the Sub-Fund "**NN (L) Euro Income**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 November 2017 so as to read as follows:

"Investment objective and policy as of 1st November 2017
The Sub-Fund's objective is to provide investors with capital growth and an attractive level of income by predominantly allocating its assets to a diversified portfolio of shares and other equity related securities combined with a derivatives overlay strategy.
The Sub-Fund has the MSCI EMU (Net) as benchmark and the Sub-Fund is expected to behave vis a vis this benchmark as follows:
The equity part of the Sub-Fund's portfolio aims to outperform the MSCI EMU (Net) index over a period of several years. Equity investments are made predominantly in ordinary shares and/or other equity related securities denominated in euro (warrants on transferable securities – up to a maximum of 10% of the Sub-Fund's net assets – and convertible bonds) issued by companies established, listed or traded in Eurozone markets.
As a part of the overlay derivatives strategy, the Sub-Fund will sell call options ("call overwriting") and receive in exchange option premium, which can be distributed. The derivatives overlay is expected to reduce the volatility of the total returns (including dividends) of the Sub-Fund compared with the MSCI EMU (Net) index and it is expected to provide some risk mitigation in negative markets. The Sub-Fund is expected to deliver better returns, adjusted for risk, than the MSCI EMU (Net) index over a period of several years. This strategy will typically underperform a similar portfolio without derivatives in periods when the underlying stock prices are rising, and outperform when the underlying stock prices are falling.
The underlying of the derivatives is expected to be the Eurostoxx 50 index, although other underlying indices and/or stocks/shares may be used when deemed more appropriate to reach the Sub-Fund's investment objectives. Other derivatives may also be used to reach its investment objectives, such as equity index futures.
The risks linked to this use of derivative financial instruments for purposes other than hedging are described in Part III "Additional information", Chapter II: Risks linked to the investment: detailed description in this prospectus.
The Sub-Fund reserves the right to invest up to 20% of its net assets in Rule 144A Securities.
The Sub-Fund may also invest, on an ancillary basis, in other transferable securities (including warrants on transferable securities up to 10% of the Sub-Fund's net assets), money market instruments, units of UCITS and other UCIs and deposits as described in Part III of this prospectus. However, investments in UCITS and UCIs may not exceed a total of 10% of the net assets. Where the Sub-Fund invests in warrants on transferable securities, note that the Net Asset Value may fluctuate more than if the Sub-Fund were invested in the underlying assets because of the higher volatility of the value of the warrant."

b) With regard to the Sub-Fund "**NN (L) First Class Multi Asset**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to replace the second paragraph by the following:

"In order to achieve its objectives, the Sub-Fund can take long and short positions (short positions via derivative instruments only)":
And amendment to introduce the following paragraph:

"Investments made in China A Shares through the Stock Connect program and Chinese debt through the China Interbank Bond Market ("CIBM") may total up to 20% of the Sub-Fund's net assets. The Sub-Fund may be subject to PRC risks, including but not limited to, geographical concentration risk, risk of change in PRC political, social or economic policy, liquidity and volatility risk, RMB currency risk and risks relating to PRC taxation. Depending of the asset class, investments through either of these markets may be subject to specific risks, including but not limited to, quota limitations, suspension in trading, currency risk and operational risk. Both Stock Connect and CIBM are in the development stage, hence some regulations are untested and subject to change, which may adversely affect the Sub-Fund. The risks associated to investments in A-Shares and CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

c) With regard to the Sub-Fund "**NN (L) First Class Multi Asset Premium**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 to introduce the following paragraph:

"*Investments made in China A Shares through the Stock Connect programme and Chinese debt through the China Interbank Bond Market ("CIBM") may total up to 20% of the Sub-Fund's net assets. The Sub-Fund may be subject to PRC risks, including but not limited to, geographical concentration risk, risk of change in PRC political, social or economic policy, liquidity and volatility risk, RMB currency risk and risks relating to PRC taxation. Depending of the asset class, investments through either of these markets may be subject to specific risks, including but not limited to, quota limitations, suspension in trading, currency risk and operational risk. Both Stock Connect and CIBM are in the development stage, hence some regulations are untested and subject to change, which may adversely affect the Sub-Fund. The risks associated to investments in A-Shares and CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description*".

d) With regard to the Sub-Fund "**NN (L) Global Equity Impact Opportunities**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to replace the first paragraph by the following:

"The Sub-Fund invests mainly in a diversified portfolio of equities and/or Transferable Securities (warrants on Transferable Securities – up to 10% of the Sub-Fund's net assets – and convertible bonds) issued by companies domiciled, listed or traded anywhere in the world. The Sub-Fund aims to invest in companies that generate a positive social and environmental impact alongside a financial return. The Sub-Fund strives to add value through company analysis, engagement and impact measurement. For financial performance comparison the MSCI AC World (Net) index is used by the Sub-Fund as a reference in the long run. The index is not used as a basis for portfolio construction."

e) With regard to the Sub-Fund "**NN (L) Emerging Markets Debt Opportunities**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors.
As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.
Only investors capable of assessing the risks should consider investing in this Sub-Fund.
The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

f) With regard to the sub-fund "**NN (L) Emerging Markets Debt Opportunities**", amendment to Section "Risk profile of the Sub-Fund" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to set the Sub-Fund liquidity risk is set to high (from medium).

g) With regard to the Sub-Fund "**NN (L) Asian Debt (Hard Currency)**", amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.
Only investors capable of assessing the risks should consider investing in this Sub-Fund.
The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

h) With regard to the Sub-Fund "**NN (L) Asian High Yield"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.
Only investors capable of assessing the risks should consider investing in this Sub-Fund."

i) With regard to the Sub-Fund "**NN (L) US Fixed Income"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 November 2017 so as to introduce the following changes:

- Change of name from "**NN (L) US Fixed Income"** to **"NN (L) US Factor Credit"**;
- Amendment to Section "Introduction", that shall read as follows:
  "The Sub-Fund was launched on 29 April 2011 under the name of NN (L) US Fixed Income after absorbing the following Sub-Fund: Dollar (29 April 2011) a Sub-Fund of the ING (L) Renta Fund SICAV. This Sub-Fund shall be renamed "NN (L) US Factor Credit" with effect as from 1st November 2017 following change in its investment objective and policy."

- Insertion of the Section "Investment objective and policy as of 1st November 2017", as follows:
  "Investment objective and policy as of 1st November 2017
  This Sub-Fund aims to generate returns via the active management of a portfolio of bonds and money market instruments by investing primarily (minimum 2/3) in bonds and money market instruments denominated in US dollars and rated at least investment grade (i.e. "BBB-" and above). The Sub-Fund follows a systematic approach by investing in a set of factors (like value, carry and low-risk) which are captured with rule-based long only strategies.Factors are certain characteristics of bonds that are structural drivers of their future returns. For example:
  - Value intends to benefit from perceived incorrect valuations resulting in bonds that are cheap to fundamentals outperforming expensive bonds
  - Carry intends to benefit from the tendency that bonds with higher yields outperform those with lower yields;
  - Low-risk intends to benefit from the tendency that stable, low risk bonds outperform those with higher risks.

  Measured over a period of several years this Sub-Fund aims to beat the performance of the Benchmark Bloomberg Barclays US Aggregate Corporate Index.
  The Sub-Fund may also invest, on an ancillary basis, in other transferable securities such as warrants on transferable securities and contingent convertible securities, each respectively up to 10% of the Sub-Fund's net assets, as well as in money market instruments and Rule 144 A securities. Furthermore, the sub-fund may invest in deposits and units of UCITS and other UCIs; however, investments in UCITS and UCIs may not exceed a total of 10% of the net assets. The risks associated with these financial instruments are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description"
  It is stipulated that any liquid assets held on an ancillary basis will not be taken into account when calculating the above-mentioned limit of two thirds.
  With a view to achieving the investment objectives, the Sub-Fund may also use derivative financial instruments including, but not limited to, the following:
  - options and futures on Transferable Securities or Money Market Instruments
  - futures and options on indices
  - futures, options and interest rate swaps
  - performance swaps
  - forward currency contracts, currency futures contracts and transactions, currency call and put options, and currency swaps
  - derivative financial instruments linked to credit risks, namely credit derivatives, such as credit default swaps, indices and baskets of securities.
  The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors."

- Update of the Section "Risk profile of the Sub-Fund", so as to reflect that the Sub-Fund liquidity risk is set to high (from medium).

j) With regard to the Sub-Fund "**NN (L) Emerging Markets Corporate Debt"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors.
As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.
Only investors capable of assessing the risks should consider investing in this Sub-Fund."

k) With regard to the Sub-Fund "**NN (L) Emerging Markets Debt (Hard Currency)"**, amendment to the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

"Securities lending and repurchase agreements (opérations à réméré): *The Sub-Fund may also engage in securities lending and repurchase agreements."*

l) With regard to the Sub-Fund "**NN (L) Emerging Markets Debt (Local Bond)"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

m) With regard to the Sub-Fund "**NN (L) Emerging Markets Debt (Local Currency)"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

n) With regard to the Sub-Fund "**NN (L) Frontier Markets Debt (Hard Currency)"**, amendment to the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

"Securities lending and repurchase agreements (opérations à réméré): *The Sub-Fund may also engage in securities lending and repurchase agreements."*

o) With regard to the Sub-Funds listed below, amendments to the expected levels of leverage to be in line with the current markets conditions with effect as from 1 October 2017:

Sub-Fund Name	**Expected level of leverage (Commitment)**	**Expected level of leverage (Sum of notionals)**
NN (L) Euro Income	135% (from 125%)	250% (unchanged)
NN (L) Emerging Markets Debt Opportunities	225% (from 200%)	325% (from 300%)
NN (L) First Class Multi Asset	135% (from 125%)	300% (unchanged)
NN (L) Asian Debt (Hard Currency)	135% (from 150%)	300% (unchanged)
NN (L) Emerging Markets Debt (Local Currency)	300% (from 250%)	400% (from 350%)
NN (L) Euro Short Duration	125% (unchanged)	200% (from 150%)

For the Sub-fund NN (L) Emerging Markets Debt (Local Currency), the level of leverage has to be changed as the Sub-fund aims to beat the performance of the JPM ELMI Plus benchmark which is composed of solely FOREX Forwards. The components of the benchmark contribute for the main part of the leverage. The leverage is then increased by an active portfolio management requiring investments in interest rate and FOREX derivatives. An increased room for active portfolio management requires an increase in gross and net leverage. Interest Rate derivatives are used to effectively implement the investment strategy and FOREX derivatives are used for the implementation of currency views.

p) In the context of a rationalisation of the Company's product range, the Board has decided to definitely close, terminate and cancel, as of 01 October 2017, some inactive Share-Classes of the Company. The list of share-classes is available at www.nnip.com/library/en

q) With regard to the Sub-Funds "**NN (L) First Class Yield Opportunities"**, "**NN (L) Global Bond Opportunities"**, "**NN (L) Global Inflation Linked Bond"**amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

"The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

r) With regard to the to amend general part Part III, Point II of the Prospectus insertion of the definitions and risks related to investments on contingent convertible bonds ("Cocos") and in distressed and default securities as follows:

Risk arising from investments in contingent convertible bonds ("Cocos"):
Contingent convertible securities are a form of hybrid debt security that are intended to either automatically convert into equity or have their principal written down upon the occurrence of certain 'triggers' linked to regulatory capital thresholds or where the issuing banking institution's regulatory authorities considers this to be necessary. CoCos will have unique equity conversion or principal write-down features which are tailored to the issuing banking institution and its regulatory requirements. Some additional risks associated with CoCos are set forth below:

- *Trigger level risk: Trigger levels differ and determine exposure to conversion risk depending on the capital structure of the issuer. The conversion triggers will be disclosed in the prospectus of each issuance. The trigger could be activated either through a material loss in capital as represented in the numerator or an increase in risk weighted assets as measured in the denominator.*
- *Capital structure inversion risk: Contrary to classic capital hierarchy, CoCos investors may suffer a loss of capital when equity holders do not, e.g. when a high trigger principal write-down CoCos is activated. These cuts against the normal order of capital structure hierarchy where*

equity holders are expected to suffer the first loss. This is less likely with a low trigger CoCos when equity holders will already have suffered loss. Moreover, high trigger CoCos may suffer losses not at the point of gone concern but conceivably in advance of lower trigger CoCos and equity.

- *Liquidity and concentration risks: In normal market conditions CoCos comprise mainly realizable investments which can be readily sold. The structure of the instruments is innovative yet untested. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. In the event a single issuer activates a trigger or suspends coupons it is not known whether the market will view the issue as an idiosyncratic or systemic event. In the latter case, potential price contagion and volatility to the entire asset class is possible. Furthermore, in an illiquid market, price formation may be increasingly stressed. While diversified from an individual company perspective the nature of the universe means that the fund may be concentrated in a specific industry sector and the Net Asset Value of the Sub-Fund may be more volatile as a result of this concentration of holdings relative to a Sub-Fund which diversifies across a larger number of sectors.*
- *Valuation risk: the attractive return on this type of instrument may not be the only criterion guiding the valuation and the investment decision. It should be viewed as a complexity and risk premium, investors have to fully consider the underlying risks.*
- *Call extension risk: as CoCos can be issued as perpetual instruments, investors may not be able to recover their capital if expected on call date or indeed at any date.*
- *Risk of coupon cancellation: with certain types of CoCo Bonds, the payment of coupons is discretionary and may be cancelled by the issuer at any time and for an indeterminate period.*

<u>Risk arising from investments in distressed and default securities :</u>

Distressed securities may be defined as debt securities that are officially in restructuring or in payment default and whose rating (by at least one of the major rating agencies) is lower than CCC-. Investment in distressed securities may cause additional risks for a Sub-Fund. Such securities are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and principal or maintain other terms of the offer documents over any long period of time. They are generally unsecured and may be subordinated to other outstanding securities and creditors of the issuer. Whilst such issues are likely to have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposure to adverse economic conditions. Therefore, a Sub-Fund may lose its entire investment, may be required to accept cash or securities with a value less than its original investment and/or may be required to accept payment over an extended period of time. Recovery of interest and principal may involve additional cost for the relevant Sub-Fund. Under such circumstances, the returns generated from the relevant Sub-Fund's investments may not compensate the shareholders adequately for the risks assumed.

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Shareholders are informed that all the changes aforementioned shall have no impact in terms of fees applicable to relevant Sub-Fund(s) and that they may redeem their shares free of charge (excluding contingent deferred sales charges which may be deducted on FIFO basis) until **29 September 2017** by submitting a redemption request to the Company in accordance with the procedures set out in the Prospectus.

The above changes will be reflected in the new version of the Prospectus to be dated October 2017. The Prospectus and the relevant Key Investor Information Documents (KIIDs) will be available upon request free of charge at the registered office of the Company.

The board of directors of the Company