

(中文節譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

(節譯文)

NN (L)

可變資本投資公司

80, route d'Esch, L-1470 Luxembourg

Grand Duchy of Luxembourg

盧森堡商業登記編號—B44873

(「本公司」)

### 致股東通知書

謹以本函通知本公司臨時股東大會將於 27, Boulevard Marcel Cahen, L-1311 Luxembourg，盧森堡大公國，於 2023 年 1 月 13 日下午 3:00 點(盧森堡時間)於公證人面前舉行(「本會議」)，以審議並決議下列議程，俾更新本公司章程(「章程」)如下：

1. 將本公司名稱自 NN (L)修改為 Goldman Sachs Funds III 並進而修改本公司章程第 1 條如下：

#### 第 1 條- 名稱及形式

於既有股東及未來可能成為股份所有人之股東之間存有一家公開有限責任公司("société anonyme"—S.A.)，其為具可變資本性質之投資公司("société d'investissement à capital variable"—SICAV)，名稱為 Goldman Sachs Funds III (「本公司」)。本公司應受 2010 年 12 月 17 日盧森堡關於集體投資計畫之法律管轄，該法律可能會不時修訂及補充(「2010 年法律」)，且於適用範圍內應受 2017 年 6 月 14 日歐洲議會及理事會關於貨幣市場基金之(歐盟)N° 2017/1131 法規(「法規」)及本公司章程(「章程」)之拘束。

2. 修改本公司章程第 9 條第 1 項及第 23 條最後 1 項，以反映 NN Investment Partners 集團併入 Goldman Sachs Group，具體如下：

#### 第 9 條—股份—類別

##### (第一段)

董事會得隨時自行全權決定為各子基金發行一個或多個股份類別。此可能僅限於特定投資人群體，例如來自特定國家之投資人或機構投資人。此外，董事會得根據 1915 年法律允許之全部範圍內決定將現有股份或新股份免費分配予受薪員工或本公司某些類別之員工或屬於 Goldman Sachs Group 之員工[...]。

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### 第 23 條：利益衝突

(最後一段)

[...] 上文使用之「個人利益」一詞不應包括可能以任何身份存在於或與 Goldman Sachs Group 及其子公司及關係企業或關聯公司，或其他董事會得自行全權決定之任何其他公司或法律實體有任何關聯。

3. 此等變更之生效日為 2023 年 3 月 6 日

僅於至少 50% 之本公司已發行股本出席或代理出席之情況下，本會議方能有效審議議程。相關議案須於本會議上經本公司之股東三分之二以上之票數通過方為有效。一股一票。本會議之多數決應根據本會議五天前的午夜（盧森堡時間）時已發行及流通之股份決定之。

若未達到法定人數，將召開另一次臨時股東大會。無論出席或代理出席之本公司已發行股本比例為何，第二次臨時股東大會應有效審議議程。

提請股東完成並簽署可於本公司註冊辦公室取得之委託書，並於不遲於 2023 年 1 月 11 日下午 5 時（盧森堡時間）透過電子郵件寄送（電子郵件地址：Secretariat.Luxfunds@nnip.com）至位於 Prinses Beatrixlaan 35, 2595 AK Den Haag, Netherlands 之 . 的法務部門，其後再以平信寄送正本。

本公司董事會

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(節譯文)

NN (L)

可變資本投資公司

80, route d'Esch, L-1470 Luxembourg

盧森堡商業登記編號 B 44.873

(「本公司」)

**致股東通知書**

股東於 2023 年 1 月 13 日召開臨時股東大會，以核准自 2023 年 3 月 6 日起將本公司名稱自 NN (L) 更改為 Goldman Sachs Funds III。

基於此等變更，董事會已決定於本公司名稱變更獲得股東核准之情況下修訂本公司子基金之名稱如下，並自上述同日起生效：

子基金目前名稱	子基金新名稱
NN (L) AAA ABS	Goldman Sachs AAA ABS
NN (L) Alternative Beta	Goldman Sachs Alternative Beta
NN (L) 亞洲收益基金(本基金之配息來源可能為本金) NN (L) Asia Income	高盛亞洲收益基金(本基金之配息來源可能為本金)[原名稱： NN (L) 亞洲收益基金(本基金之配息來源可能為本金)] Goldman Sachs Asia Equity Growth & Income
NN (L) 亞洲債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金) NN (L) Asian Debt (Hard Currency)	高盛亞洲債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)[原名稱：NN (L) 亞洲債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)] Goldman Sachs Asian Debt (Hard Currency)
NN (L) Asian High Yield	Goldman Sachs Asia High Yield (Former NN)
NN (L) 銀行及保險基金 NN (L) Banking & Insurance	高盛銀行及保險基金[原名稱：NN (L) 銀行及保險基金] Goldman Sachs Global Banking & Insurance Equity
NN (L) Belgian Government Bond	Goldman Sachs Belgium Government Bond
NN (L) 氣候與環境永續基金 NN (L) Climate & Environment	高盛氣候與環境永續基金[原名稱：NN (L) 氣候與環境永續基金] Goldman Sachs Global Climate & Environment Equity
NN (L) Commodity Enhanced	Goldman Sachs Commodity Enhanced
NN (L) Corporate Green Bond	Goldman Sachs Corporate Green Bond
NN (L) Emerging Markets Corporate Debt	Goldman Sachs Emerging Markets Corporate Debt (Former NN)
NN (L) 新興市場債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)	高盛新興市場債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)[原名稱：NN (L) 新興市場債券基金(本基金有相當比重投資於非投資等級之高風險

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NN (L) Emerging Markets Debt (Hard Currency)	債券且配息來源可能為本金] Goldman Sachs Emerging Markets Debt (Hard Currency)
NN (L) Emerging Markets Debt (Local Bond)	Goldman Sachs Emerging Markets Debt (Local Bond)
NN (L) Emerging Markets Debt (Local Currency)	Goldman Sachs Emerging Markets Debt (Local Currency)
NN (L) Emerging Markets Debt Short Duration (Hard Currency)	Goldman Sachs Emerging Markets Debt Short Duration (Hard Currency)
NN (L) 新興市場增強股票基金(本基金非屬環境、社會及治理相關主題之境外基金) NN (L) Emerging Markets Enhanced Index Sustainable Equity	高盛新興市場增強股票基金(本基金非屬環境、社會及治理相關主題之境外基金)[原名稱：NN (L) 新興市場增強股票基金(本基金非屬環境、社會及治理相關主題之境外基金)] Goldman Sachs Emerging Markets Enhanced Index Sustainable Equity
NN (L) 新興高股息基金(本基金之配息來源可能為本金) NN (L) Emerging Markets High Dividend	高盛新興高股息基金(本基金之配息來源可能為本金)[原名稱：NN (L) 新興高股息基金(本基金之配息來源可能為本金)] Goldman Sachs Emerging Markets Equity Income
NN (L) 能源基金 NN (L) Energy	高盛能源基金[原名稱：NN (L) 能源基金] Goldman Sachs Global Energy Equity
NN (L) Euro Covered Bond	Goldman Sachs Euro Covered Bond
NN (L) Euro Credit	Goldman Sachs Euro Credit
NN (L) EURO Equity	Goldman Sachs Eurozone Equity
NN (L) Euro Income	Goldman Sachs Eurozone Equity Growth & Income
NN (L) Euro Fixed Income	Goldman Sachs Euro Bond
NN (L) 歐元高股息基金(本基金之配息來源可能為本金) NN (L) Euro High Dividend	高盛歐元高股息基金(本基金之配息來源可能為本金)[原名稱：NN (L) 歐元高股息基金(本基金之配息來源可能為本金)] Goldman Sachs Eurozone Equity Income
NN (L) Euro Liquidity	Goldman Sachs Euro Liquidity
NN (L) Euro Long Duration Bond	Goldman Sachs Euro Long Duration Bond
NN (L) Euro Short Duration	Goldman Sachs Euro Short Duration Bond
NN (L) Euro Sustainable Credit	Goldman Sachs Euro Sustainable Credit
NN (L) Euro Sustainable Credit (excluding Financials)	Goldman Sachs Euro Sustainable Credit (ex-Financials)
NN (L) Euromix Bond	Goldman Sachs Euromix Bond
NN (L) European ABS	Goldman Sachs European ABS
NN (L) European Enhanced Index Sustainable Equity	Goldman Sachs Europe Enhanced Index Sustainable Equity
NN (L) 歐洲股票基金 NN (L) European Equity	高盛歐洲股票基金[原名稱：NN (L) 歐洲股票基金] Goldman Sachs Europe Equity
NN (L) European High Dividend	Goldman Sachs Europe Equity Income

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<p> <b>NN (L) 歐洲非投資等級債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)</b>            NN (L) European High Yield         </p>	<p> <b>高盛歐洲非投資等級債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)[原名稱：NN (L) 歐洲非投資等級債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)]</b>            Goldman Sachs Europe High Yield (Former NN)         </p>
<p>           NN (L) European Participation Equity         </p>	<p>           Goldman Sachs Europe Small Cap Equity         </p>
<p>           NN (L) European Real Estate         </p>	<p>           Goldman Sachs Europe Real Estate Equity         </p>
<p>           NN (L) European Sustainable Equity         </p>	<p>           Goldman Sachs Europe Sustainable Equity         </p>
<p>           NN (L) European Sustainable Small Caps         </p>	<p>           Goldman Sachs Europe Sustainable Small Cap Equity         </p>
<p> <b>NN (L) 旗艦多元資產基金(本基金之配息來源可能為本金)</b>            NN (L) First Class Multi Asset         </p>	<p> <b>高盛旗艦多元資產基金(本基金之配息來源可能為本金)[原名稱：NN (L) 旗艦多元資產基金(本基金之配息來源可能為本金)]</b>            Goldman Sachs Global Flexible Multi-Asset         </p>
<p>           NN (L) First Class Multi Asset Premium         </p>	<p>           Goldman Sachs Global Flexible Multi-Asset Premium         </p>
<p>           NN (L) First Class Protection         </p>	<p>           Goldman Sachs Protection         </p>
<p>           NN (L) First Class Sustainable Yield Opportunities         </p>	<p>           Goldman Sachs Sustainable Yield Opportunities         </p>
<p> <b>NN (L) 旗艦收益債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)</b>            NN (L) First Class Yield Opportunities         </p>	<p> <b>高盛旗艦收益債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)[原名稱：NN (L) 旗艦收益債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)]</b>            Goldman Sachs Global Yield Opportunities (Former NN)         </p>
<p> <b>NN (L) 食品飲料基金(本基金之配息來源可能為本金)</b>            NN (L) Food &amp; Beverages         </p>	<p> <b>高盛食品飲料基金(本基金之配息來源可能為本金)[原名稱：NN (L) 食品飲料基金(本基金之配息來源可能為本金)]</b>            Goldman Sachs Global Food &amp; Beverages Equity         </p>
<p> <b>NN (L) 邊境市場債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)</b>            NN (L) Frontier Markets Debt (Hard Currency)         </p>	<p> <b>高盛邊境市場債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)[原名稱：NN (L) 邊境市場債券基金(本基金主要係投資於非投資等級之高風險債券且配息來源可能為本金)]</b>            Goldman Sachs Frontier Markets Debt (Hard Currency)         </p>
<p>           NN (L) Global Bond Opportunities         </p>	<p>           Goldman Sachs Global Bond Opportunities (Former NN)         </p>
<p>           NN (L) Global Convertible Bond         </p>	<p>           Goldman Sachs Global Convertible Bond         </p>
<p>           NN (L) Global Convertible Opportunities         </p>	<p>           Goldman Sachs Global Convertible Bond Opportunities         </p>
<p>           NN (L) Global Enhanced Index Sustainable Equity         </p>	<p>           Goldman Sachs Global Enhanced Index Sustainable Equity         </p>
<p>           NN (L) 全球機會股票基金            NN (L) Global Equity Impact Opportunities         </p>	<p> <b>高盛全球機會股票基金[原名稱：NN (L) 全球機會股票基金]</b>            Goldman Sachs Global Equity Impact Opportunities         </p>

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<b>NN (L)環球高股息基金(本基金之配息來源可能為本金)</b> NN (L) Global High Dividend	高盛環球高股息基金(本基金之配息來源可能為本金)[原名稱：NN (L)環球高股息基金(本基金之配息來源可能為本金)] Goldman Sachs Global Equity Income
<b>NN (L) 環球非投資等級債券基金(本基金之配息來源可能為本金)(基金更名自2022年4月1日起生效)(原名稱：NN (L) 環球高收益基金)</b> NN (L) Global High Yield	高盛環球非投資等級債券基金(本基金之配息來源可能為本金)[原名稱：NN (L) 環球非投資等級債券基金(本基金之配息來源可能為本金)] Goldman Sachs Global High Yield (Former NN)
NN(L) Global Impact Bond	Goldman Sachs Global Impact Bond
NN (L) Global Inflation Linked Bond	Goldman Sachs Global Inflation Linked Bond
NN (L) Global Investment Grade Credit	Goldman Sachs Global Investment Grade Credit (Former NN)
NN (L) Global Real Estate	Goldman Sachs Global Real Estate Equity (Former NN)
NN (L) 全球永續股票基金 NN (L) Global Sustainable Equity	高盛全球永續股票基金[原名稱：NN (L) 全球永續股票基金] Goldman Sachs Global Sustainable Equity
NN (L) 大中華股票基金 NN (L) Greater China Equity	高盛大中華股票基金[原名稱：NN (L) 大中華股票基金] Goldman Sachs Greater China Equity
NN (L) Green Bond	Goldman Sachs Green Bond
NN (L) Green Bond Short Duration	Goldman Sachs Green Bond Short Duration
NN (L) Health Care	Goldman Sachs Global Health Care Equity
NN (L) 健康福祉基金 NN (L) Health & Well-being	高盛健康福祉基金[原名稱：NN (L) 健康福祉基金] Goldman Sachs Global Health & Well-being Equity
NN (L) 日本股票基金 NN (L) Japan Equity	高盛日本股票基金[原名稱：NN (L) 日本股票基金] Goldman Sachs Japan Equity (Former NN)
NN (L) Multi Asset Factor Opportunities	Goldman Sachs Multi Asset Factor Opportunities
NN (L) North America Enhanced Index Sustainable Equity	Goldman Sachs North America Enhanced Index Sustainable Equity
NN (L) 永續智慧經濟基金 NN (L) Smart Connectivity	高盛永續智慧經濟基金[原名稱：NN (L) 永續智慧經濟基金] Goldman Sachs Global Smart Connectivity Equity
NN (L) Social Bond	Goldman Sachs Social Bond
NN (L) Sovereign Green Bond	Goldman Sachs Sovereign Green Bond
NN (L) US Behavioural Equity	Goldman Sachs US Behavioural Equity
<b>NN (L) 投資級公司債基金(本基金之配息來源可能為本金)</b> NN (L) US Credit	高盛投資級公司債基金(本基金之配息來源可能為本金)[原名稱：NN (L) 投資級公司債基金(本基金之配息來源可能為本金)] Goldman Sachs US Dollar Credit
NN (L) US Enhanced Core Concentrated Equity	Goldman Sachs US Enhanced Equity
NN (L) US Factor Credit	Goldman Sachs US Factor Credit
<b>NN (L) 美國高股息基金(本基金之配息來源可能為本金)</b>	高盛美國高股息基金(本基金之配息來源可能為本金)[原名稱：NN (L) 美國高股息基金(本基金之配息來源可能為本金)]

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來源可能為本金) NN (L) US High Dividend	稱：NN (L) 美國高股息基金(本基金之配息來源可能為本金)] Goldman Sachs US Equity Income
NN (L) US High Yield	Goldman Sachs US High Yield
NN (L) USD Green Bond	Goldman Sachs USD Green Bond

此外，本公司以下投資經理將更名如下：

投資經理目前名稱	投資經理新名稱
NNIP Advisors B.V.	Goldman Sachs Advisors B.V.

股東亦應注意本公司管理公司及全球銷售機構 NN Investment Partners B.V 將更名為 Goldman Sachs Asset Management B.V.。

此外，提及 NN Investment Partners 及 NN Investment Partners International Holdings B.V.之處應分別變更為 Goldman Sachs Asset Management 及 Goldman Sachs Asset Management International Holdings B.V.。

提及 NN IP 責任投資政策之處應變更為責任投資政策。

股東應將其電子郵件發送至以下電子郵件地址：ClientServicingAM@gs.com，而不是發送至 [info@nnip.com](mailto:info@nnip.com)。

最後，提及 [www.nnip.com](http://www.nnip.com)之處最遲在 2023 年 3 月 6 日之前應變更為 [www.gsam.com/responsible-investing](http://www.gsam.com/responsible-investing)。

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上述變更之說明僅供參考，股東無須採取任何行動。儘管子基金的名稱將按上述方式進行修改，但投資策略、目標和政策保持不變。

上述變更將反映於2023年3月6日新版本之公開說明書中。公開說明書及相關主要資訊文件（「KIDs」）及更新之本公司章程將可於本公司登記辦公室免費索取。

盧森堡，2022 年 12 月 16 日

**董事會**

**供NN (L)於2023年1月13日下午三時（盧森堡時間）召開之臨時股東大會使用之委託書**

請以正楷中文填寫

本人/我們 \_\_\_\_\_ 名 \_\_\_\_\_ 姓 \_\_\_\_\_ 帳戶號碼 \_\_\_\_\_

第一持有人： \_\_\_\_\_

第二持有人： \_\_\_\_\_  
(如適用)

(若有超過二位之共同股東，請完整填寫其他持有人姓名)

持有**NN (L)**（「本公司」） \_\_\_\_\_ 子基金 \_\_\_\_\_（數量）股份<sup>1</sup>，茲指定本公司臨時股東大會（「會議」）之主席或

\_\_\_\_\_（填寫代表人姓名）擔任本人/我們之代理人，以於2023年1月13日下午三時（盧森堡時間）於 27, Boulevard Marcel Cahen, L-1311 Luxembourg, Grand Duchy of Luxembourg 舉行之會議就其議程進行表決。

若您業已指定主席為代理人者，請在下表欄位中填入「X」以表示您對會議議程之各項決議希望如何進行投票<sup>2</sup>。若您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及其他會議前適當提出之業務事項代表您進行投票。

如會議不能對列入會議議程的全部或部分事項進行有效審議，則本委託書對公司其他所有具有相同議程的臨時股東大會仍屬有效。

如果會議因任何原因繼續或推遲，該委託書仍屬有效。

議程	同意	不同意	棄權
1. 將本公司名稱自 NN (L)修改為 Goldman Sachs Funds III 並進而修改本公司章程第 1 條如下：  第 1 條 - 名稱及形式  於既有股東及未來可能成為股份所有人之股東之間存有一家公開有限責任公司（"société anonyme" – S.A.），其為具可變資本性質之投資公司（"société d'investissement à capital variable" - SICAV），名稱為 Goldman Sachs Funds III（「本公司」）。本公司應受 2010 年 12 月 17 日盧森堡關於集體投資計畫之法律管轄，該法律可能會不時修訂及補充（「2010 年法律」），且於適用範圍內應受 2017 年 6 月 14 日歐洲議會及理事會關於貨幣市場基金之（歐盟）N°2017/1131 法規（「法規」）及本公司章程（「章程」）之拘束。			
2. 修改本公司章程第 9 條第 1 項及第 23 條最後 1 項，以反映 NN Investment Partners 集團併入 Goldman Sachs Group，具體如下：			

<sup>1</sup> 請填上相關子基金持有的股份總數。如果您持有超過一個子基金的股份，請在本委託書的背面列出您的所有股份。<sup>2</sup> 如方格留空，代表將被視為授予會議主席就決議案進行表決的一般授權。



議程	同意	不同意	棄權
<p>第 9 條－股份－類別 (第一段)</p> <p>董事會得隨時自行全權決定為各子基金發行一個或多個股份類別。此可能僅限於特定投資人群體，例如來自特定國家之投資人或機構投資人。此外，董事會得根據 1915 年法律允許之全部範圍內決定將現有股份或新股份免費分配予受薪員工或本公司某些類別之員工或屬於 Goldman Sachs Group 之員工[...]。</p> <p>第 23 條：利益衝突 (最後一段)</p> <p>[...] 上文使用之「個人利益」一詞不應包括可能以任何身份存在於或與 Goldman Sachs Group 及其子公司及關係企業或關聯公司，或其他董事會得自行全權決定之任何其他公司或法律實體有任何關聯。</p>			
3. 此等變更之生效日為 2023 年 3 月 6 日。			

日期：\_\_\_\_\_

簽署：\_\_\_\_\_

請至遲於 2023 年 1 月 11 日下午五點前（盧森堡時間）以電子郵件回傳委託書予 NN Investment Partners B.V. 之法務部門（電子郵件地址：[Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)）並將委託書寄到 Prinses Beatrixlaan 35, 2595 AK Den Haag, Netherlands

<sup>1</sup> 請填上相關子基金持有的股份總數。如果您持有超過一個子基金的股份，請在本委託書的背面列出您的所有股份。

<sup>2</sup> 如方格留空，代表將被視為授予會議主席就決議案進行表決的一般授權。

**NN (L)**  
*Société d'investissement à capital variable*  
80, route d'Esch, L-1470 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg – B44873  
(the “Company”)

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**NOTICE TO SHAREHOLDERS**

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Notice is hereby given that an Extraordinary General Meeting of the shareholders of the Company will be held before notary at, 27, Boulevard Marcel Cahen, L-1311 Luxembourg, Grand Duchy of Luxembourg **on** 13 January 2023 **at** 3:00 PM Luxembourg time (the “**Meeting**”) to consider and resolve upon the following agenda so as to update the articles of incorporation of the Company (hereinafter the “**Articles**”) as follows:

1. Amendment of the name of the Company from NN (L) to Goldman Sachs Funds III and subsequent amendment of Article 1 of the Company’s Articles, as follows:

*Article 1. - NAME AND FORM*

*There exists among the existing shareholders and those who may become owners of shares in the future, a public limited liability company (“société anonyme” – S.A.) qualifying as an investment company with variable share capital (“société d’investissement à capital variable” - SICAV) under the name of Goldman Sachs Funds III (hereinafter, the “Company”). The Company shall be governed by the Luxembourg law of 17 December 2010 relating to undertakings for collective investments as it may be amended and supplemented from time to time (hereinafter, the “Law of 2010”), to the extent applicable by Regulation (EU) N°2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (hereinafter, the “Regulation”) and by these articles of association (hereinafter, the “Articles”).*

2. Amendment of Article 9, first paragraph and of Article 23, last paragraph of the Company’s Articles to reflect the integration of the NN Investment Partners group into The Goldman Sachs Group, as follows:

*Article 9. – SHARE-CLASSES*

*(first paragraph)*

*The Board of Directors may decide, at any time and at its own discretion, to issue one or more Share-Classes for each Sub-Fund. These may be limited to a specific group of investors, e.g. investors from a specific country or institutional investors. Moreover, the Board of Directors may decide to allocate existing or new shares to be issued free of charge, to salaried staff members or to certain categories of staff of the Company or to staff belonging to The Goldman Sachs Group, in accordance with and to the full extent permitted by the Law of 1915. [...]*

*Article 23. – CONFLICT OF INTEREST*

*(last paragraph)*

*[...] The term “personal interest”, such as it is used above, shall not include any relationship or interest of any kind that may exist in any capacity or in any connection with The Goldman Sachs Group and its subsidiaries and affiliated or associated companies or with any other company or legal entity that the Board of Directors may determine at its own full discretion.*

3. That the effective date of the change is 6 March 2023

The Meeting will validly deliberate on the agenda only if at least 50% of the issued share capital of the Company is present or represented. The related resolutions will be validly adopted if approved by at least two thirds of the votes cast by shareholders of the Company at the Meeting. Each share is entitled to one vote. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Meeting.

If the quorum is not reached, another Extraordinary General Meeting shall be convened. The second Extraordinary General Meeting shall validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company present or represented.

Shareholders are kindly asked to complete and sign a proxy available at the registered office of the Company and to return it to the Legal Department of NN Investment Partners B.V. at Prinses Beatrixlaan 35, 2595 AK Den Haag, Netherlands, no later than by 11 January 2023, 5 PM Luxembourg time by email (email address: [Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)), followed by the original by regular mail.

The Board of Directors of the Company

**NN (L)**  
Société d'Investissement à Capital Variable  
80, route d'Esch, L-1470 Luxembourg  
R.C.S. n° B44873  
(the “Company”)

**NOTICE TO SHAREHOLDERS**

Shareholders have been convened to an Extraordinary General Meeting to be held on 13 January 2023 to approve the change of name of the Company from **NN (L)** to Goldman Sachs Funds III, this with effect from 6 March 2023.

As a consequence of this change, the Board has decided to amend, with effect from the same date than mentioned above and under the condition that the change of name of the Company is approved by the shareholders the names of the Sub-Funds of the Company, as follows:

Current name of Sub-Fund	New name of Sub-Fund
NN (L) AAA ABS	Goldman Sachs AAA ABS
NN (L) Alternative Beta	Goldman Sachs Alternative Beta
NN (L) Asia Income	Goldman Sachs Asia Equity Growth & Income
NN (L) Asian Debt (Hard Currency)	Goldman Sachs Asian Debt (Hard Currency)
NN (L) Asian High Yield	Goldman Sachs Asia High Yield (Former NN)
NN (L) Banking & Insurance	Goldman Sachs Global Banking & Insurance Equity
NN (L) Belgian Government Bond	Goldman Sachs Belgium Government Bond
NN (L) Climate & Environment	Goldman Sachs Global Climate & Environment Equity
NN (L) Commodity Enhanced	Goldman Sachs Commodity Enhanced
NN (L) Corporate Green Bond	Goldman Sachs Corporate Green Bond
NN (L) Emerging Markets Corporate Debt	Goldman Sachs Emerging Markets Corporate Debt (Former NN)
NN (L) Emerging Markets Debt (Hard Currency)	Goldman Sachs Emerging Markets Debt (Hard Currency)
NN (L) Emerging Markets Debt (Local Bond)	Goldman Sachs Emerging Markets Debt (Local Bond)
NN (L) Emerging Markets Debt (Local Currency)	Goldman Sachs Emerging Markets Debt (Local Currency)
NN (L) Emerging Markets Debt Short Duration (Hard Currency)	Goldman Sachs Emerging Markets Debt Short Duration (Hard Currency)
NN (L) Emerging Markets Enhanced Index Sustainable Equity	Goldman Sachs Emerging Markets Enhanced Index Sustainable Equity
NN (L) Emerging Markets High Dividend	Goldman Sachs Emerging Markets Equity Income
NN (L) Energy	Goldman Sachs Global Energy Equity
NN (L) Euro Covered Bond	Goldman Sachs Euro Covered Bond
NN (L) Euro Credit	Goldman Sachs Euro Credit
NN (L) Euro Equity	Goldman Sachs Eurozone Equity
NN (L) Euro Income	Goldman Sachs Eurozone Equity Growth & Income
NN (L) Euro Fixed Income	Goldman Sachs Euro Bond
NN (L) Euro High Dividend	Goldman Sachs Eurozone Equity Income
NN (L) Euro Liquidity	Goldman Sachs Euro Liquidity
NN (L) Euro Long Duration Bond	Goldman Sachs Euro Long Duration Bond
NN (L) Euro Short Duration	Goldman Sachs Euro Short Duration Bond

NN (L) Euro Sustainable Credit	Goldman Sachs Euro Sustainable Credit
NN (L) Euro Sustainable Credit (excluding Financials)	Goldman Sachs Euro Sustainable Credit (ex-Financials)
NN (L) Euromix Bond	Goldman Sachs Euromix Bond
NN (L) European ABS	Goldman Sachs European ABS
NN (L) European Enhanced Index Sustainable Equity	Goldman Sachs Europe Enhanced Index Sustainable Equity
NN (L) European Equity	Goldman Sachs Europe Equity
NN (L) European High Dividend	Goldman Sachs Europe Equity Income
NN (L) European High Yield	Goldman Sachs Europe High Yield (Former NN)
NN (L) European Participation Equity	Goldman Sachs Europe Small Cap Equity
NN (L) European Real Estate	Goldman Sachs Europe Real Estate Equity
NN (L) European Sustainable Equity	Goldman Sachs Europe Sustainable Equity
NN (L) European Sustainable Small Caps	Goldman Sachs Europe Sustainable Small Cap Equity
NN (L) First Class Multi Asset	Goldman Sachs Global Flexible Multi-Asset
NN (L) First Class Multi Asset Premium	Goldman Sachs Global Flexible Multi-Asset Premium
NN (L) First Class Protection	Goldman Sachs Protection
NN (L) First Class Sustainable Yield Opportunities	Goldman Sachs Sustainable Yield Opportunities
NN (L) First Class Yield Opportunities	Goldman Sachs Global Yield Opportunities (Former NN)
NN (L) Food & Beverages	Goldman Sachs Global Food & Beverages Equity
NN (L) Frontier Markets Debt (Hard Currency)	Goldman Sachs Frontier Markets Debt (Hard Currency)
NN (L) Global Bond Opportunities	Goldman Sachs Global Bond Opportunities (Former NN)
NN (L) Global Convertible Bond	Goldman Sachs Global Convertible Bond
NN (L) Global Convertible Opportunities	Goldman Sachs Global Convertible Bond Opportunities
NN (L) Global Enhanced Index Sustainable Equity	Goldman Sachs Global Enhanced Index Sustainable Equity
NN (L) Global Equity Impact Opportunities	Goldman Sachs Global Equity Impact Opportunities
NN (L) Global High Dividend	Goldman Sachs Global Equity Income
NN (L) Global High Yield	Goldman Sachs Global High Yield (Former NN)
NN(L) Global Impact Corporate Bond	Goldman Sachs Global Impact Corporate Bond
NN (L) Global Inflation Linked Bond	Goldman Sachs Global Inflation Linked Bond
NN (L) Global Investment Grade Credit	Goldman Sachs Global Investment Grade Credit (Former NN)
NN (L) Global Real Estate	Goldman Sachs Global Real Estate Equity (Former NN)
NN (L) Global Sustainable Equity	Goldman Sachs Global Sustainable Equity
NN (L) Greater China Equity	Goldman Sachs Greater China Equity
NN (L) Green Bond	Goldman Sachs Green Bond
NN (L) Green Bond Short Duration	Goldman Sachs Green Bond Short Duration
NN (L) Health Care	Goldman Sachs Global Health Care Equity
NN (L) Health & Well-Being	Goldman Sachs Global Health & Well-being Equity
NN (L) Japan Equity	Goldman Sachs Japan Equity (Former NN)
NN (L) Multi Asset Factor Opportunities	Goldman Sachs Multi Asset Factor Opportunities
NN (L) North America Enhanced Index Sustainable Equity	Goldman Sachs North America Enhanced Index Sustainable Equity
NN (L) Smart Connectivity	Goldman Sachs Global Smart Connectivity Equity
NN (L) Social Bond	Goldman Sachs Social Bond
NN (L) Sovereign Green Bond	Goldman Sachs Sovereign Green Bond

NN (L) US Behavioural Equity	Goldman Sachs US Behavioural Equity
NN (L) US Credit	Goldman Sachs US Dollar Credit
NN (L) US Enhanced Core Concentrated Equity	Goldman Sachs US Enhanced Equity
NN (L) US Factor Credit	Goldman Sachs US Factor Credit
NN (L) US High Dividend	Goldman Sachs US Equity Income
NN (L) US High Yield	Goldman Sachs US High Yield
NN (L) USD Green Bond	Goldman Sachs USD Green Bond

Furthermore, the below Investment Managers of the Company will be renamed, as follows:

Current name of Investment Manager	New name of Investment Manager
NNIP Advisors B.V.	Goldman Sachs Advisors B.V.

Shareholders should further note that NN Investment Partners B.V., the Management Company and Global Distributor of the Company, will be renamed Goldman Sachs Asset Management B.V.

In addition, references to NN Investment Partners and to NN Investment Partners International Holdings B.V. shall be replaced by references to Goldman Sachs Asset Management and Goldman Sachs Asset Management International Holdings B.V. respectively.

References to NN IP Responsible Investment Policy shall be amended to references to Responsible Investment Policy.

Shareholders shall address their emails to the following email address: [ClientServicingAM@gs.com](mailto:ClientServicingAM@gs.com) and no longer to [info@nnip.com](mailto:info@nnip.com).

Finally, references to [www.nnip.com](http://www.nnip.com) shall be replaced by references to [www.gsam.com/responsible-investing](http://www.gsam.com/responsible-investing) at the latest by 6 March 2023.

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The above-described changes are for information purposes and Shareholders do not need to take any action. Although the names of the sub-funds will be amended as described above, the investment strategies, objectives and policies remain unchanged.

The changes will be reflected in the new version of the Prospectus to be dated 6 March 2023. The Prospectus and the relevant Key Information Documents ("KIDs"), as well as the updated articles of incorporation of the Company will be available upon request free of charge at the registered office of the Company.

Luxembourg, 16 December 2022

***The Board of Directors***

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF NN (L) TO BE HELD ON 13 JANUARY 2023 AT 3 PM LUXEMBOURG TIME**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We	First Name(s)	Last Name	Account Number
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First holder: \_\_\_\_\_

Second holder: \_\_\_\_\_  
(if applicable)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

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 to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held at 27, Boulevard Marcel Cahen, L-1311 Luxembourg, Grand Duchy of Luxembourg, on 13 January 2023 at 3 PM (Luxembourg time).

If you have appointed the Chairman as your proxy, please indicate with an 'X' in the boxes below how you wish your votes to be cast on each of 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 to vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting and on any other business as may properly come before the Meeting.

In case the Meeting cannot validly deliberate on all or part of the items included in the agenda of the Meeting, this proxy will remain valid for all other extraordinary general meetings of shareholders of the Company with the same agenda.

This proxy will remain in force if the Meeting, for whatsoever reason is to be continued or postponed.

AGENDA	For	Against	Abstain
<p>1. Amendment of the name of the Company from NN (L) to Goldman Sachs Funds III and subsequent amendment of Article 1 of the Company's Articles, as follows:</p> <p><i>Article 1. - NAME AND FORM</i></p> <p><i>There exists among the existing shareholders and those who may become owners of shares in the future, a public limited liability company ("société anonyme" – S.A.) qualifying as an investment company with variable share capital ("société d'investissement à capital variable" - SICAV) under the name of Goldman Sachs Funds III (hereinafter, the "Company"). The Company shall be governed by the Luxembourg law of 17 December 2010 relating to undertakings for collective investments as it may be amended and supplemented from time to time (hereinafter, the "Law of 2010"), to</i></p>			

<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.

<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.

AGENDA	For	Against	Abstain
<i>the extent applicable by Regulation (EU) N°2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (hereinafter, the "Regulation") and by these articles of association (hereinafter, the "Articles").</i>			
<p>2. Amendment of Article 9, first paragraph and of Article 23, last paragraph of the Company's Articles to reflect the integration of the NN Investment Partners group into The Goldman Sachs Group, as follows:</p> <p><i>Article 9. – SHARE-CLASSES</i> (first paragraph) The Board of Directors may decide, at any time and at its own discretion, to issue one or more Share-Classes for each Sub-Fund. These may be limited to a specific group of investors, e.g. investors from a specific country or institutional investors. Moreover, the Board of Directors may decide to allocate existing or new shares to be issued free of charge, to salaried staff members or to certain categories of staff of the Company or to staff belonging to The Goldman Sachs Group, in accordance with and to the full extent permitted by the Law of 1915. [...]</p> <p><i>Article 23. – CONFLICT OF INTEREST</i> (last paragraph) [...] The term "personal interest", such as it is used above, shall not include any relationship or interest of any kind that may exist in any capacity or in any connection with The Goldman Sachs Group and its subsidiaries and affiliated or associated companies or with any other company or legal entity that the Board of Directors may determine at its own full discretion.</p>			
3. That the effective date of the change is 6 March 2023			

Date: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Proxy form to return to the Legal Department of NN Investment Partners B.V. at Prinses Beatrixlaan 35, 2595 AK Den Haag, Netherlands, no later than by 11 January 2023, 5 PM Luxembourg time by email (email address: [Secretariat.Luxfunds@nnip.com](mailto:Secretariat.Luxfunds@nnip.com)), followed by the original by regular mail.