

(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

於 2023 年 1 月 13 日下午 3 點 (盧森堡時間) 舉行之本公司第一次股東臨時大會 (「**本會議**」) 中，並未達到要求之法定人數。因此，謹以本函通知本公司第二次臨時股東大會將於 27, boulevard Marcel Cahen, L-1311, Luxembourg, Grand Duchy of Luxembourg 於 2023 年 2 月 1 日下午 3 點 (盧森堡時間) 於公證人面前舉行 (「**重新召集之會議**」)，以審議並決議與本會議相同之議程，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 – 股份一類別

(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[...]。

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

無論出席或代理出席之本公司已發行股本比例為何，重新召集之會議應有效審議議程。相關議案須於重新召集之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。重新召集之會議之多數決應根據重新召集之會議五天前的午夜（盧森堡時間）時已發行及流通之股份決定之。

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 30 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 NN Investment Partners B.V. 的法務部門，其後再以平信寄送正本。除非股東寄送更新之委託書，否則因本會議寄送之委託書表格就重新召集之會議仍屬有效。

本公司董事會

供NN (L)於2023年2月1日下午三時（盧森堡時間）召開第二次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¹，茲指定本公司第二次臨時股東大會（下稱「重新召集之會議」）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2月1日下午三時（盧森堡時間）於 27, Boulevard Marcel Cahen, L-1311 Luxembourg, Grand Duchy of Luxembourg 舉行之重新召集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」以表示您對重新召集之會議議程之各項決議希望如何進行投票²。若您另有指定其他代理人，該代理人將有權出席重新召集之會議，並依您的指示對重新召集之會議議程之決議及其他重新召集之會議前適當提出之業務事項代表您進行投票。

如果重新召集之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： 第 9 條 - 股份一類別 (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			

¹ 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。² 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>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) [...] 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 30 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）並將委託書寄到 Prinses Beatrixlaan 35, 2595 AK Den Haag, Netherlands。

¹ 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。

² 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**”)

NOTICE TO SHAREHOLDERS

During the first extraordinary general meeting of the shareholders of the Company (the “**Meeting**”) held on 13 January 2023 at 3:00 PM (Luxembourg time), the required quorum was not reached. Consequently, notice is hereby given that a second 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 01 February 2023 at 3:00 PM Luxembourg time (the “**Reconvened Meeting**”) to consider and resolve upon the same agenda than at the Meeting, 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 06 March 2023

The Reconvened Meeting shall validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company 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 Reconvened Meeting. Each share is entitled to one vote. The majority at the Reconvened Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Reconvened Meeting.

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 30 January 2023, 5:00 PM Luxembourg time by email (email address: Secretariat.Luxfunds@nnip.com), followed by the original by regular mail. Proxy forms sent for the Meeting remain valid for the Reconvened Meeting, unless an updated proxy is sent by the shareholder.

The Board of Directors of the Company

**FORM OF PROXY FOR USE AT THE SECOND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF NN (L) TO BE HELD ON 01 FEBRUARY 2023 AT 3:00 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) shares¹ of sub-fund _____ of NN (L) (the "Company") hereby appoint the Chairman of the Second Extraordinary General Meeting of Shareholders (the "Reconvened 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 Reconvened Meeting to be held at 27, boulevard Marcel Cahen, L-1311 Luxembourg, Grand Duchy of Luxembourg, on 01 February 2023 at 3:00 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 Reconvened Meeting². If you have appointed another representative, he or she will be entitled to attend the Reconvened Meeting and to vote on your behalf according to your instructions on the resolutions on the agenda of the Reconvened Meeting and on any other business as may properly come before the Reconvened Meeting.

This proxy will remain in force if the Reconvened 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>			

¹ 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.

² If the boxes are left blank, the proxy will be considered as giving a general mandate to the Chairman of the Reconvened 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> <i>(first paragraph)</i> <i>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. [...]</i></p> <p><i>Article 23. – CONFLICT OF INTEREST</i> <i>(last paragraph)</i> <i>[...] 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.</i></p>			
3. That the effective date of the change is 06 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 30 January 2023], 5:00 PM Luxembourg time by email (email address: Secretariat.Luxfunds@nnip.com), followed by the original by regular mail.