

**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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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](mailto: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 \_\_\_\_\_

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 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 Meeting<sup>2</sup>. 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>			

<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 Reconvened Meeting to vote on the resolutions.



AGENDA	For	Against	Abstain
<p><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>			
<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 (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. [...]</i></p> <p><i>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.</i></p>			
<p>3. That the effective date of the change is 06 March 2023</p>			

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](mailto:Secretariat.Luxfunds@nnip.com)), followed by the original by regular mail.