檔　　號：
保存年限：

野村證券投資信託股份有限公司　函

地址：11049臺北市信義路5段7號30樓
承辦人：賴韋婷
電話：02-87581577

受文者：臺灣土地銀行股份有限公司等
發文日期：中華民國115年11月12日
發文字號：野村信字第1150000830號
速別：
密等及解密條件或保密期限：
附件：中英文股東通知書及委託書

裝

主旨：Goldman Sachs Funds III 於2026年12月1日召開特別股東大會通知。

說明：

一、本公司經金融監督管理委員會核准，擔任Goldman Sachs Funds III之總代理人，在國內募集及銷售，合先敘明。

訂

二、茲函轉Goldman Sachs Funds III將於2026年12月1日召開特別股東大會之通知事宜，詳細議程請參閱隨函檢附之英文版及中譯股東通知書及委託書。

三、請於函附之英文委託書上由有權人簽署（原留印鑑／簽名）並註明日期，中文委託書僅為方便 您閱讀之翻譯本，簽署於中文委託書上將不具效力。

線

四、銷售機構暨投資人請於2026年11月25日前以電子郵件寄回英文委託書至Carne Global Fund Managers (Luxembourg) S.A.（電子信箱：GSCoSecLux@carnegroup.com）。

正本：臺灣土地銀行股份有限公司、星展(台灣)商業銀行信託部(T&O－WMO)、第一商業銀行股份有限公司信託處規劃部、台中商業銀行股份有限公司、高雄銀行股份有限公司信託部、永豐商業銀行股份有限公司理財商品部、王道商業銀行股份有限公司財富管理部、王道商業銀行股份有限公司財富信託部、安泰商業銀行股份有限公司、玉山商業銀行股份有限公司信託部、陽信商業銀行股份有限公司信託部、彰化商業銀行股份有限公司信託處、元大商業銀行股份有限公司、國泰世華商業銀行股份有限公司信託部(統編12163963)、遠東國際商業銀行股份有限公司、臺灣新光商業銀行股份有限公司信託部、臺灣新光商業銀行股份有限公司財富管理部、中國信託商業銀行股份有限公司、合作金庫商業銀行(信託部)、法商法國巴

黎銀行台北分公司信託部、華南商業銀行股份有限公司、京城商業銀行股份有限公司信託部、上海商業儲蓄銀行股份有限公司信託部、板信商業銀行股份有限公司信託部、兆豐國際商業銀行股份有限公司、台新國際商業銀行股份有限公司、凱基商業銀行股份有限公司、聯邦商業銀行股份有限公司財管部、臺灣中小企業銀行股份有限公司、臺灣銀行股份有限公司信託部、華泰商業銀行股份有限公司信託部、台北富邦商業銀行股份有限公司、瑞興商業銀行股份有限公司信託部、容海國際證券投資顧問股份有限公司、元大證券股份有限公司、凱基證券股份有限公司、群益金鼎證券股份有限公司、富邦綜合證券股份有限公司、華南永昌綜合證券股份有限公司、永豐金證券股份有限公司、統一綜合證券股份有限公司、基富通證券股份有限公司、元大人壽保險股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、南山人壽保險股份有限公司、國泰人壽保險股份有限公司、第一金人壽保險股份有限公司、富邦人壽商品行銷部投資型企劃科、合作金庫人壽保險股份有限公司、安聯人壽保險股份有限公司、台灣人壽保險股份有限公司、三商美邦人壽保險股份有限公司、保誠人壽保險股份有限公司、新光人壽保險股份有限公司、合作金庫證券投資信託股份有限公司、安聯證券投資信託股份有限公司、復華證券投資信託股份有限公司、統一證券投資信託股份有限公司、安睿宏觀證券投資顧問股份有限公司、三信商業銀行股份有限公司(信託部)、鉅亨證券投資顧問股份有限公司、中租證券投資顧問股份有限公司、遠雄人壽保險事業股份有限公司、台新綜合證券股份有限公司、兆豐證券股份有限公司、好好證券股份有限公司、安達國際人壽保險股份有限公司、凱基人壽保險股份有限公司、連線商業銀行股份有限公司、遠智證券股份有限公司、玉山證券投資信託股份有限公司

副本：

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

本文件至關重要，需要您立即關注。若您對應該採取之行動有疑問，您應該向您的投資專業人士、銀行經理、事務律師、會計師或其他獨立財務顧問尋求建議。如果您已出售或轉讓您於 Goldman Sachs Funds III 之任何股份，請立即將本文件傳遞予買方或受讓人，或轉交予經手辦理出售或轉讓之投資專業人士、銀行或其他代理人，以便儘快轉交予買方或受讓人。若您為保管人、代名人、中介機構或其他平台供應商，請將本文件轉交予股份之實質受益人。本文件中未定義之詞彙與公開說明書中定義之含義相同。

GOLDMAN SACHS FUNDS III
可變資本投資公司
註冊辦公室
80, route d'Esch
L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 44.873

2026 年 11 月 12 日

致 Goldman Sachs Funds III（「本公司」）股東之通知

親愛的股東

本公司之董事會業已決定更新本公司之章程（「**章程**」）

背景

歐洲議會及理事會於 2024 年 3 月 13 日頒布第（EU）2024/927 號指令，對 UCITS 指令作出修訂，包括更新流動性風險管理框架，以統一流動性管理工具之可得性及使用方式（「**UCITS 6 指令**」）。該指令之規定自 2026 年 4 月 16 日起適用。

歐洲委員會於 2025 年 11 月 17 日通過一項授權規定，當中載有關於流動性管理工具的最終版監管技術標準（「**RTS**」），以補充 UCITS 6 指令，並就各項流動性管理工具訂明詳細且標準化的定義及運作特徵。

[法令]要求

UCITS 6 指令訂立了一份統一的流動性管理工具清單，當中列有九項流動性管理工具，而新規定要求管理公司考慮基金的投資策略、流動性狀況及買回政策，選擇至少兩項流動性管理工具，以供有需要時使用。

對章程之影響

監管機構預期，章程應明確訂明可能使用該等流動性管理工具，因此有必要對章程則作出修訂。

因此，董事會決定藉此機會將章程現代化，並使其進一步符合適用法律及法規。

為此，隨函檢附(i)召開本公特別股東大會（「**特別股東大會**」）之通知；及(ii)股東特別大會的委託書表格。特別股東大會旨在核准對章程作出之修訂。

股東務請注意，所有現有股東權利，包括(i)投票權，及(ii)申購及買回權（各項權利均如本公司公開說明所述），均維持不變。

除非本文件另有定義，否則本文件所用詞彙與本公司公開說明書所賦予之涵義相同。

誠摯地，

謹代表董事會

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

I. 特別股東大會通知

親愛的股東，

我們敬邀您出席本公司謹訂於 12 月 1 日中歐時間（盧森堡時間）下午 3 時，假盧森堡大公國 Etude Notaire Hellinck, 101, rue Cents, L-1319 Luxembourg 舉行之特別股東大會，以審議並表決以下議程（「**議程**」）所述之章程修訂事項：

A. 議程

核准詳如下述之章程修訂：

1. 修訂**第 7 條－子基金**

本條業已修訂，以提高推出貨幣市場子基金之靈活性，詳情載於本公司之公開說明書。

2. 修訂**第 8 條－股份形式**

本條將予釐清，以使其更符合經修訂之盧森堡 1915 年 8 月 10 日商業公司法（「**1915 年法律**」）有關記名股份之規定。

3. 修訂**第 9 條－股份級別**

本條將予簡化，刪除對股份級別若干子類型之描述，改為援引公開說明書，以提高日後設立不同股份級別子類型之運作靈活性。

4. 修訂**第 10 條－股份發行**

本條將予修訂，以(i)取消最長期限之限制，訂明申購價款須予支付之期限；(ii)允許董事會接受、拒絕或延後處理申購申請；及(iii)取消實物申購時須提交估價報告之規定，以符合盧森堡 2010 年 12 月 17 日有關集合投資事業體之法律（經修訂）（「**2010 年法律**」）規定。

5. 修訂**第 11 條－買回**

本條將予修訂，以(i)刪除買回限制條款（gating provision），使其符合 UCITS 6 指令及有關流動性管理工具的監管技術標準（RTS）之規定；(ii)允許董事會轉授接受買回及支付買回款項之權力，以便利股東辦理買回手續；及(iii)使本條更符合 1915 年法律的規定。

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

6. 修訂**第 13 條－股份所有權及轉讓限制**

本條將予修訂，以刪除(i)有關本公司強制買回股份之詳細手續說明；及(ii)「美國人士」之定義，改為援引公開說明書，以提高靈活性。

7. 修訂**第 14 條－淨資產價值**

本條將予修訂，以訂明董事會可在發生特定市場事件或情況時，為保障股東及本公司之利益，(i)取消初次評價並進行第二次評價；及(ii)暫時以另一種貨幣表示淨資產價值。

8. 修訂**第 16 條－暫停計算淨資產價值**

本條將予修訂，以(i)訂明董事會可在有必要避免對本公司、子基金或股份級別造成負面影響，以及基於流動性管理目的時，暫時停止計算淨資產價值及暫停股份之發行、買回及轉換；(ii)刪除對「大量」買回之定義，以提高運作靈活性；及(iii)取消就暫時停止計算淨資產價值而須於報刊公告之規定，惟不影響公開說明書所規定之一般通知義務。

9. 新增**第 17 條－流動性管理工具**

為遵循 UCITS 6 指令（包括其更新的流動性風險管理架構）之規定，將新增本條，條文內容如下：

「*董事會得於其認為適當之任何時間，依據相關法律及法規，並依公開說明書進一步詳細揭露之規定，採用任何流動性管理工具，包括但不限於經修訂之 2010 年法律相關附錄所列之工具：*

- *暫停申購、回購及買回；*
- *買回限制措施；*
- *延長通知期限；*
- *買回費用；*
- *擺動定價；*
- *雙重定價；*
- *反稀釋費用；*
- *實物買回；及*
- *側袋機制。*」

10. 修訂**第 18 條－運作及會議（於特別股東大會後將重新編為第 19 條）**

將修訂本條，以訂明任何一名董事均可召開董事會會議。

11. 修訂**第 19 條－會議紀錄（於特別股東大會後將重新編為第 20 條）**

本條將予修訂，以允許任何一名董事簽署董事會會議紀錄的任何副本或摘錄。

12. 修訂**第 20 條－董事會權力（於特別股東大會後將重新編為第 21 條）**

本條將予修訂，以釐清(i)各子基金除可投資於章程已列明之資產類別外，亦可在 2010 年法律許可之範圍內投資於任何其他資產；(ii)對子基金所發行股份之投資，可直接進行或透過全資持有之子公司間接進行；及(iii)有關內部信用品質評估程序之一般原則必須符合相關法規。

13. 修訂**第 21 條－公司簽署（於特別股東大會後將重新編為第 22 條）**

本條將予修訂，以允許本公司僅憑任何一名董事的簽署即受約束，並簡化若干行政規定。

14. 修訂**第 24 條－股東大會（於特別股東大會後將重新編為第 25 條）**

本條將予修訂，以使其更符合 1915 年法律之規定，尤其是(i)規定年度股東大會須依照盧森堡法律於財政年度結束後六個月內舉行，以提高靈活性；及(ii)釐清表決及法定最低人數之計算規定。

15. 修訂**第 26 條－子基金或股份級別之終止及合併（於特別股東大會後將重新編為第 27 條）**

本條將予修訂，以(i)允許董事會在考慮股東最佳利益之情況下，基於公開說明書所揭露之任何理由，買回或轉換某一子基金或一個或多個股份級別的全部股份；(ii)取消須透過發出強制買回或轉換通知告知投資人之規定，但不影響公開說明書所規定之一般通知義務；(iii)允許本公司及其子基金吸收[合併](a)另一家盧森堡或外國集合投資計畫之一檔或多檔子基金，而不論其組織形式為何；(b)任何以非公司形式設立之盧森堡或外國集合投資計畫；及(c)另一家以公司形式註冊成立之盧森堡或外國集合投資計畫，並遵守 1915 年法律及任何其他適用法律及法規；(iv)釐清董事會依本條規定作成決議時，通知股東之方式；及(v)允許在已作出清算某一子基金或股份級別的決定之情況下發行股份。

16. 新增**第 34 條－防制洗錢與資助恐怖行動義務**

將新增本條，以依據盧森堡適用法律及相關規定，釐清公司所負之防制洗錢與資助恐怖行動義務。

17. 將對章程全文進行純屬文字、前後一致性及格式性質之修訂，而不影響章程原擬表達之意旨。該等修訂包括但不限於：(i) 更正文法錯誤；(ii) 更新已過時之法令引用；及(iii) 因新增條文而相應修正章程內部之條文交互引用。

B. 投票

根據現行章程第 31 條及經修訂之 1915 年 8 月 10 日之商業公司法，特別股東大會須有至少百分之五十之已發行股份獲代表出席，方達到就議程所列事項作出決議所需之法定最低人數，而通過有關事項之決議案須獲有效投票數的三分之二多數決贊成。

倘特別股東大會首次召集時未達到上述法定最低人數要求，本公司董事會將按相同議程重新召開特別股東大會。於該第二次召集的特別股東大會上，將無法定最低人數要求，但上述多數決規定維持不變。

C. 基準日

特別股東大會的法定最低人數及表決所需的多數決票數，將根據特別股東大會舉行前第五日，即 2026 年 11 月 26 日（「**基準日**」）盧森堡時間午夜 12 時，本公司已發行且尚未註銷的股份數目決定。股東出席特別股東大會及於會上投票的權利，將根據該股東於基準日持有之股份決定。

D. 投票安排

所有股東均有權出席特別股東大會並於會上投票，亦有權委任代表代其出席及投票。委任代表無須為本公司股東。

您可按以下方式授權代理人代表出席特別股東大會並代表您行事，其並有全權複委任他人：

1. 委託書表格

您可在隨函檢附之委託書表格範本上填寫日期、填妥表格並簽署[1]，以授權代理人代表您行事。

[1] 經事前書面申請，得採電子簽章。

謹提醒股東，委託書表格須經簽署後，以電子郵件發送至本公司秘書 Carne Global Fund Managers (Luxembourg) S.A.，電郵地址為 GSCoSecLux@carnegroup.com，並將正本郵寄至 Carne Global Fund Managers (Luxembourg) S.A.，地址為 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg，收件人：Paul Vilcu 先生。

委託投票表格須於基準日前送達。

2. 其他方法

若您無法使用隨函附上之委託書表格範本，亦可使用其他格式之委託書授權代理人，惟該等表格須載有以下內容：

- 證明您股東身分之相關資料；
- 明確指示授權特別股東大會主席代表您出席特別股東大會，並賦予其全權複委任他人之權限；
- 明確說明倘特別股東大會重新召開、繼續舉行、延遲或休會，您的委託授權仍將持續有效；
- 明確說明您的委託授權須受盧森堡大公國法律管轄，並依其解釋，且您同意，因您的委託授權所引起或與之相關的任何爭議，均應專屬提交盧森堡大公國盧森堡市的法院審理；
- 就議程所列事項提供明確的投票指示（贊成、反對或棄權）。

謹提醒股東，委託書表格須經簽署後，以電子郵件發送至本公司秘書 Carne Global Fund Managers (Luxembourg) S.A.，電郵地址為 GSCoSecLux@carnegroup.com，並將正本郵寄至 Carne Global Fund Managers (Luxembourg) S.A.，地址為 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg，收件人：Paul Vilcu 先生。

替代之委託書表格須於基準日前送達。

誠摯地

謹代表 Goldman Sachs Funds III 之董事會

附錄：委託書表格

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

Annex: Proxy form

附錄：委託書表格

Goldman Sachs Funds III
可變資本投資公司
80, route d'Esch
L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 44.873
（「**本公司**」）

特別股東大會－委託書表格

本人／吾等，即下列簽署人_____，為本公司股份持有人，並正式享有就該等股份投票的權利，茲授權下述特別股東大會主席（並賦予其複委任權），代表本人／吾等出席本公司謹訂於 2026 年 12 月 1 日中歐時間（盧森堡時間）下午 3 時，假盧森堡大公國 Etude Notaire Hellinck, 101, rue Cents, L-1319 Luxembourg 舉行的特別股東大會，以及其後就相同目的及相同議程舉行的任何會議，並以本人／吾等的名義及代表本人／吾等就以下議程所列事項行事及投票：

1. 修訂**第 7 條－子基金**

本條業已修訂，以提高推出貨幣市場子基金之靈活性，詳情載於本公司之公開說明書。

贊成	**反對**	**棄權**
☐	☐	☐

2. 修訂**第 8 條－股份形式**

本條將予釐清，以使其更符合經修訂之盧森堡 1915 年 8 月 10 日商業公司法（「**1915 年法律**」）有關記名股份之規定。

贊成	**反對**	**棄權**
☐	☐	☐

3. 修訂**第 9 條－股份級別**

本條將予簡化，刪除對股份級別若干子類型之描述，改為援引公開說明書，以提高日後設立不同股份級別子類型之運作靈活性。

贊成	**反對**	**棄權**
☐	☐	☐

4. 修訂**第 10 條－股份發行**

本條將予修訂，以(i)取消最長期限之限制，訂明申購價款須予支付之期限；(ii)允許董事會接受、拒絕或延後處理申購申請；及(iii)取消實物申購時須提交估價報告之規定，以符合盧森堡 2010 年 12 月 17 日有關集合投資事業體之法律（經修訂）（「**2010 年法律**」）規定。

贊成	**反對**	**棄權**
☐	☐	☐

5. 修訂**第 11 條－買回**

本條將予修訂，以(i)刪除買回限制條款，使其符合 UCITS 6 指令及有關流動性管理工具的監管技術標準（RTS）之規定；(ii)允許董事會轉授接受買回及支付買回款項之權力，以便利股東辦理買回手續；及(iii)使本條更符合 1915 年法律的規定。

贊成	**反對**	**棄權**
☐	☐	☐

6. 修訂**第 13 條－股份所有權及轉讓限制**

本條將予修訂，以刪除(i)有關本公司強制買回股份之詳細手續說明；及(ii)「美國人士」之定義，改為援引公開說明書，以提高靈活性。

贊成	反對	棄權
☐	☐	☐

7. 修訂**第 14 條－淨資產價值**

本條將予修訂，以訂明董事會可在發生特定市場事件或情況時，為保障股東及本公司之利益，(i)取消初次評價並進行第二次評價；及(ii)暫時以另一種貨幣表示淨資產價值。

贊成	反對	棄權
☐	☐	☐

8. 修訂**第 16 條－暫停計算淨資產價值**

本條將予修訂，以(i)訂明董事會可在有必要避免對本公司、子基金或股份級別造成負面影響，以及基於流動性管理目的時，暫時停止計算淨資產價值及暫停股份之發行、買回及轉換；(ii)刪除對「大量」買回之定義，以提高運作靈活性；及(iii)取消就暫時停止計算淨資產價值而須於報刊公告之規定，惟不影響公開說明書所規定之一般通知義務。

贊成	反對	棄權
☐	☐	☐

9. 新增**第 17 條－流動性管理工具**

為遵循 UCITS 6 指令（包括其更新的流動性風險管理架構）之規定，將新增本條，條文內容如下：

「*董事會得於其認為適當之任何時間，依據相關法律及法規，並依公開說明書進一步詳細揭露之規定，採用任何流動性管理工具，包括但不限於經修訂之 2010 年法律相關附錄所列之工具：*

- *暫停申購、附買回及買回；*
- *買回限制措施；*
- *延長通知期限；*

- 買回費用；
- 擺動定價；
- 雙重定價；
- 反稀釋費用；
- 實物買回；及
- 側袋機制。」

贊成	反對	棄權
☐	☐	☐

10. 修訂**第 18 條－運作及會議（於特別股東大會後將重新編為第 19 條）**

將修訂本條，以訂明任何一名董事均可召開董事會會議。

贊成	反對	棄權
☐	☐	☐

11. 修訂**第 19 條－會議紀錄（於特別股東大會後將重新編為第 20 條）**

本條將予修訂，以允許任何一名董事簽署董事會會議紀錄的任何副本或摘錄。

贊成	反對	棄權
☐	☐	☐

12. 修訂**第 20 條－董事會權力（於特別股東大會後將重新編為第 21 條）**

本條將予修訂，以釐清(i)各子基金除可投資於章程已列明之資產類別外，亦可在 2010 年法律許可之範圍內投資於任何其他資產；(ii)對子基金所發行股份之投資，可直接進行或透過全資持有之子公司間接進行；及(iii)有關內部信用品質評估程序之一般原則必須符合相關法規。

贊成	反對	棄權
☐	☐	☐

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

13. 修訂**第 21 條－公司簽署（於特別股東大會後將重新編為第 22 條）**

本條將予修訂，以允許本公司僅憑任何一名董事的簽署即受約束，並簡化若干行政規定。

贊成	**反對**	**棄權**
☐	☐	☐

14. 修訂**第 24 條－股東大會（於特別股東大會後將重新編為第 25 條）**

本條將予修訂，以使其更符合 1915 年法律之規定，尤其是(i)規定年度股東大會須依照盧森堡法律於財政年度結束後六個月內舉行，以提高靈活性；及(ii)釐清表決及法定最低人數之計算規定。

贊成	**反對**	**棄權**
☐	☐	☐

15. 修訂**第 26 條－子基金或股份級別之終止及合併（於特別股東大會後將重新編為第 27 條）**

本條將予修訂，以(i)允許董事會在考慮股東最佳利益之情況下，基於公開說明書所揭露之任何理由，買回或轉換某一子基金或一個或多個股份級別的全部股份；(ii)取消須透過發出強制買回或轉換通知告知投資人之規定，但不影響公開說明書所規定之一般通知義務；(iii)允許本公司及其子基金吸收[合併](a)另一家盧森堡或外國集合投資計畫之一檔或多檔子基金，而不論其組織形式為何；(b)任何以非公司形式設立之盧森堡或外國集合投資計畫；及(c)另一家以公司形式註冊成立之盧森堡或外國集合投資計畫，並遵守 1915 年法律及任何其他適用法律及法規；(iv)釐清董事會依本條規定作成決議時，通知股東之方式；及(v)允許在已作出清算某一子基金或股份級別的決定之情況下發行股份。

贊成	**反對**	**棄權**
☐	☐	☐

16. 新增**第 34 條－防制洗錢與資助恐怖行動義務**

將新增本條，以依據盧森堡適用法律及相關規定，釐清公司所負之防制洗錢與資助恐怖行動義務。

贊成	**反對**	**棄權**
☐	☐	☐

17. 將對章程全文進行純屬文字、前後一致性及格式性質之修訂，而不影響章程原擬表達之意旨。該等修訂包括但不限於：(i) 更正文法錯誤；(ii) 更新已過時之法令引用；及(iii) 因新增條文而相應修正章程內部之條文交互引用。

贊成	**反對**	**棄權**
☐	☐	☐

本人／吾等確認：(i)本人／吾等並未放棄全部或部分投票權；(ii)本人／吾等之任何投票權均未被暫停行使；及(iii)根據本委託授權行使任何投票權，均不會違反本人／吾等作為協議一方所訂立的任何投票協議。

本人／吾等茲授予上述代理人充分權力及授權，使其得以作出及執行為行使本文件所載權力而屬必要或附帶的一切行為及事項，猶如本人／吾等親自出席時可自行作出或執行者。本人／吾等並茲追認及確認上述代理人根據本委託授權合法作出或促使他人作出的一切行為。

除非經明確撤銷，否則倘特別股東大會因任何原因休會或延期，或為就相同議程作出決議而召開第二次特別股東大會，本委託授權仍將持續有效。

本委託授權應受盧森堡大公國法律管轄，並依其解釋。各方不可撤銷地同意，因本委託授權所引起或與之相關之任何爭議，均應專屬提交盧森堡大公國盧森堡市的法院審理。

_____

股東姓名

_____

日期及地點

（中譯文僅供參考，與原文相較不盡完整或有歧異，如有疑義應以英文本為準）

_____

簽名

Docusign Envelope ID: C67C1F17-050D-8078-821C-1A2740015102

This document is important and requires your immediate attention. If you are in doubt as to the action you should take, you should seek advice from your investment professional, bank manager, solicitor, accountant or other independent financial adviser. If you have sold or transferred any of your shares in Goldman Sachs Funds III please pass a copy of this document at once to the purchaser or transferee or to the investment professional, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible. If you are a custodian, nominee, intermediary or other platform provider, please pass this document on to the beneficial owner of the Shares. Capitalised terms not defined in this document shall have the same meaning as defined in the Prospectus.

GOLDMAN SACHS FUNDS III

Société d'Investissement à Capital Variable

Registered Office

80, route d'Esch

L-1470 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg B 44.873

12 November 2026

Notice to Shareholders of Goldman Sachs Funds III (the "Company")

Dear Shareholder,

The Board of Directors of the Company has decided to update the articles of association of the Company (the "**Articles**").

Background

On 13 March 2024, Directive (EU) 2024/927 of the European Parliament and of the Council introduced amendments to the UCITS Directive including an updated framework regarding liquidity risk management to harmonise the availability and use of liquidity management tools (the "**UCITS 6 Directive**"), whose requirements apply as of 16 April 2026.

On 17 November 2025, the European Commission adopted a delegated regulation containing the final Regulatory Technical Standards ("**RTS**") on liquidity management tools supplementing the UCITS 6 Directive and providing detailed, standardised definitions and operational characteristics for each liquidity management tool.

Requirements

The UCITS 6 Directive established a harmonised list of nine liquidity management tools, and the new rule requires a management company to select at least two liquidity management tools for potential use having regard to the fund's investment strategy, liquidity profile and redemption policy.

Impact on the Articles

It is the regulatory expectation that the possibility to use these liquidity management tools be expressly foreseen in the Articles, which therefore need to be amended.

The Board of Directors has therefore decided to take this opportunity to modernize and further align the Articles with the applicable laws and regulations.

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Please to that end find enclosed (i) a notice to convene an extraordinary general meeting of Shareholders of the Company ("**EGM**"); and (ii) a proxy voting form for the EGM. The purpose of the EGM is to approve amendments to the Articles.

Shareholders should note that all existing Shareholder rights including (i) voting rights and (ii) subscription and redemption rights, each as described in the Company's Prospectus, remain unchanged.

Terms not otherwise defined herein shall have the meaning ascribed to them in the Prospectus of the Company.

Yours sincerely,

DocuSigned by:
7D119C94A503404...

Sophie Mosnier
On behalf of the Board of Directors

Confidential

Docusign Envelope ID: C67C1F17-050D-8078-821C-1A2740015102

I. Notice of Extraordinary General Meeting

Dear Shareholder,

We have the pleasure of inviting you to attend the EGM of the Company to be held on 01 December 2026 at 3:00 p.m. CET (Luxembourg time) at Etude Notaire Hellinck, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, to deliberate and vote on amendments to the Articles as described in the following agenda (the "**Agenda**"):

A. Agenda

Approval of amendments to the Articles as detailed below:

1. Amendment of **Article 7 – Sub-Funds**

The Article has been amended to provide more flexibility to launch money market sub-funds, as further described in the Company's Prospectus.

2. Amendment of **Article 8 – Form of Shares**

The Article will be clarified to better align with the requirements relating to registered shares of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Law of 1915**").

3. Amendment of **Article 9 – Share-Classes**

The Article will be simplified by removing the description of certain Share Class sub-types and referring to the Prospectus instead, to enhance operational flexibility to create different sub-types of Share Classes in the future.

4. Amendment of **Article 10 – Issue of Shares**

The Article will be amended to (i) set the period within which the subscription price must be paid by removing the maximum, (ii) enable the Board of Directors to accept, reject or postpone subscription requests and (iii) remove the requirement to deliver a valuation report in the context of subscriptions in kind, in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investments, as amended (the "**Law of 2010**").

5. Amendment of **Article 11 – Redemption**

The Article will be amended to (i) remove the gating provision, to align with the requirements of the UCITS 6 Directive and RTS on liquidity management tools, (ii) allow the Board of Directors to delegate the power to accept redemptions and effect payment of redemption proceeds, to facilitate the redemption process for Shareholders and (iii) better align with the requirements of the Law of 1915.

6. Amendment of **Article 13 – Limitations on the ownership and transfer of shares**

The Article will be amended to remove the (i) description of the detailed formalities relating to the compulsory redemption by the Company and (ii) definition of "US Person", referring to the Prospectus instead, to enhance flexibility.

7. Amendment of **Article 14 – Net Asset Value**

The Article will be amended to include the possibility for the Board of Directors to (i) cancel the initial valuation and carry out a second valuation and (ii) temporarily express the net asset value in another currency, in particular market events or circumstances and to safeguard the interests of the Shareholders and the Company.

8. Amendment of **Article 16 – Suspension of the calculation of the Net Asset Value**

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The Article will be amended to (i) include the possibility for the Board of Directors to temporarily suspend the calculation of the Net Asset Value and the issue, redemption and conversion of shares where necessary to avoid negative effects on the Company, a Sub-Fund or a Share-Class, as well as for liquidity management purposes, (ii) remove the definition of "large volumes" of redemptions, to enhance operational flexibility and (iii) remove the required press publication for temporary suspensions of the net asset value, without removing the usual communication obligations foreseen in the prospectus.

9. Inclusion of **Article 17 – Liquidity Management Tools**

The Article is included to comply with the UCITS 6 Directive including an updated framework regarding liquidity risk management, and will read as follows:

"The Board of Directors may, at any time it considers appropriate, use any liquidity management tools, including, but not limited to, those listed in the relevant Annex to the Law of 2010, as amended, in accordance with relevant laws and regulations and as disclosed in further detail in the Prospectus:

- *Suspension of subscriptions, repurchases and redemptions;*
- *Redemption gate;*
- *Extension of notice periods;*
- *Redemption fee;*
- *Swing pricing;*
- *Dual pricing;*
- *Anti-dilution levy;*
- *Redemption in kind; and*
- *Side pockets."*

10. Amendment of **Article 18 – Operation and Meetings (to be numbered as Article 19 following the EGM)**

The Article will be amended to include the possibility for any one director to convene a meeting of the Board of Directors.

11. Amendment of **Article 19 – Minutes (to be numbered as Article 20 following the EGM)**

The Article will be amended to allow any one director to sign any copies or extracts of the minutes of the meeting of the Board of Directors.

12. Amendment of **Article 20 – Powers of the Board of Directors (to be numbered as Article 21 following the EGM)**

The Article will be amended to clarify that (i) each Sub-Fund may invest, in addition to the types of assets already listed in the Articles, in any other assets to the extent permitted by the Law of 2010, (ii) investments in shares issued by the Sub-Fund may be made either directly or indirectly through wholly-owned subsidiaries and (iii) the general principles pertaining to the internal credit quality assessment procedure must comply with the relevant regulation.

13. Amendment of **Article 21 – Corporate Signature (to be numbered Article 22 following the EGM)**

The Article will be amended to allow the Company to be bound by the sole signature of any one director and to simplify certain administrative requirements.

14. Amendment of **Article 24 – General Meetings of Shareholders (to be numbered Article 25 following the EGM)**

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The Article will be amended to better align with the requirements of the Law of 1915, notably so that (i) the annual general meeting be held within six months following the end of the financial year in accordance with Luxembourg law, for flexibility purposes and (ii) the voting and quorum computation requirements be clarified.

15. Amendment of **Article 26 – Termination and Amalgamation of Sub-Funds or Share-Classes (to be numbered Article 27 following the EGM)**

The Article will be amended to (i) allow the board of directors to redeem or convert all shares in a Sub-Fund or Share Class(es) for any reason disclosed in the Prospectus, taking into account the best interest of Shareholders, (ii) remove the requirement to inform investors via a notice of the compulsory redemption or conversion without removing the usual communication obligations foreseen in the prospectus, (iii) allow the Company and its Sub-Funds to absorb (a) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, (b) any Luxembourg or foreign UCI constituted under a non-corporate form and (c) another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the Law of 1915 and any other applicable laws and regulations, (iv) clarify the methods by which Shareholders are informed of the Board of Directors decisions taken under this Article and (v) allow the issue of shares when a decision is taken to liquidate a Sub-Fund or a Share-Class.

16. Inclusion of **Article 34 – AML/CFT Obligations**

The Article will be inserted to clarify the anti-money laundering and counter-terrorist financing obligations of the Company, in line with the applicable Luxembourg laws and requirements.

17. Amendments of a purely clerical, consistency and formatting nature will be made throughout the Articles, having no impact on the intended meaning of the Articles, including but not limited to: (i) corrections of grammatical errors; (ii) updates of outdated references to legal sources; and (iii) corrections of cross references within the Article further to the inclusions of new articles.

B. <u>Voting</u>

In accordance with current article 31 of the Articles and the law of 10 August 1915 on commercial companies, as amended, a quorum of at least fifty per cent of the shares issued must be represented at the EGM to decide on the matters of the Agenda and a majority of two-thirds of the votes validly cast is required to adopt a resolution on such matters.

If the abovementioned quorum is not reached at the first call of the EGM, the Board of Directors of the Company will reconvene the EGM with the same Agenda. At such second call of the EGM, no quorum will be required but the above majority requirement will remain unchanged.

C. <u>Record Date</u>

The quorum and the majority at the EGM will be determined according to the shares issued by the Company and outstanding at midnight (Luxembourg time) on the fifth day preceding the EGM, i.e. on 26 November 2026 (the "**Record Date**"). The rights of a Shareholder to attend and vote at the EGM are determined in accordance with the shares held by such Shareholder at the Record Date.

D. <u>Voting Arrangements</u>

All Shareholders are entitled to attend and vote and are entitled to appoint proxies to attend and vote instead of them. A proxyholder does not need to be a member of the Company.

You can authorize a proxy to represent you at the EGM, with full power of substitution, as follows:

1. <u>Proxy form</u>

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Docusign Envelope ID: C67C1F17-050D-8078-821C-1A2740015102

You can authorise a proxy by dating, completing and signing[1] the template of proxy form enclosed hereto.

Shareholders are reminded that proxy forms should be signed and returned to the Company's Secretary, Carne Global Fund Managers (Luxembourg) S.A., by e-mail at GSCoSecLux@carnegroup.com and send the original by post to Carne Global Fund Managers (Luxembourg) S.A., at 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, attn. Mr Paul Vilcu.

Proxy forms should be received before the Record Date.

2. Other means

Should you not be in a position to use the template of proxy form enclosed hereto, you can also authorize a proxy by using an alternative proxy form to the extent that they contain:

- a reference to your identity as Shareholder;
- a clear instruction authorising the chairman of the EGM to represent you at the EGM with full power of substitution;
- a clarification that your proxy will remain in force and valid should the EGM be reconvened, continued, postponed or adjourned;
- a clarification that your proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg and that you agree that any disputes arising out of or in connection with your proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg;
- clear voting instructions (for OR against OR abstain) with respect to the item(s) of the Agenda.

Shareholders are reminded that proxy forms should be signed and returned to the Company's Secretary, Carne Global Fund Managers (Luxembourg) S.A., by e-mail at GSCoSecLux@carnegroup.com and send the original by post to Carne Global Fund Managers (Luxembourg) S.A., at 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, attn. Mr Paul Vilcu.

Alternative proxy forms should be received before the Record Date.

Yours sincerely

On behalf of the Board of Directors of Goldman Sachs Funds III

Annex: Proxy form

[1] Electronic signatures may be accepted upon prior written request.

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Annex: Proxy form

Goldman Sachs Funds III
Société d'Investissement à Capital Variable
80, route d'Esch
L-1470 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 44.873
(the "**Company**")

PROXY FORM – EXTRAORDINARY GENERAL MEETING

I/we the undersigned _____, holder of shares of the Company and duly entitled to vote on behalf of these shares, hereby authorize with power of substitution the Chairman of the extraordinary general meeting referred to below, to represent the undersigned at the extraordinary general meeting of shareholders of the Company which will take place on 01 December 2026 at 3:00 p.m. CET (Luxembourg time) at Etude Notaire Hellinck, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, and at any meeting to be held thereafter for the same purpose, with the same agenda and in my/our name and on my/our behalf to act and vote on the matters set out in the following agenda:

1. Amendment of **Article 7 – Sub-Funds**

The Article has been amended to provide more flexibility to launch money market sub-funds, as further described in the Company's Prospectus.

FOR	**AGAINST**	**ABSTAIN**
☐	☐	☐

2. Amendment of **Article 8 – Form of Shares**

The Article will be clarified to better align with the requirements relating to registered shares of the Luxembourg law of 10 August 1915 on commercial companies , as amended (the "**Law of 1915**").

FOR	**AGAINST**	**ABSTAIN**
☐	☐	☐

3. Amendment of **Article 9 – Share-Classes**

The Article will be simplified by removing the description of certain Share Class sub-types and referring to the Prospectus instead, to enhance operational flexibility to create different sub-types of Share Classes in the future.

FOR	**AGAINST**	**ABSTAIN**
☐	☐	☐

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4. Amendment of **Article 10 – Issue of Shares**

The Article will be amended to (i) set the period within which the subscription price must be paid by removing the maximum, (ii) enable the Board of Directors to accept, reject or postpone subscription requests and (iii) remove the requirement to deliver a valuation report in the context of subscriptions in kind, in compliance with the Luxembourg law of 17 December 2010 relating to undertakings for collective investments, as amended (the "**Law of 2010**").

FOR	AGAINST	ABSTAIN
☐	☐	☐

5. Amendment of **Article 11 – Redemption**

The Article will be amended to (i) remove the gating provision, to align with the requirements of the UCITS 6 Directive and RTS on liquidity management tools, (ii) allow the Board of Directors to delegate the power to accept redemptions and effect payment of redemption proceeds, to facilitate the redemption process for Shareholders and (iii) better align with the requirements of the Law of 1915.

FOR	AGAINST	ABSTAIN
☐	☐	☐

6. Amendment of **Article 13 – Limitations on the ownership and transfer of shares**

The Article will be amended to remove the (i) description of the detailed formalities relating to the compulsory redemption by the Company and (ii) definition of "US Person", referring to the Prospectus instead, to enhance flexibility.

FOR	AGAINST	ABSTAIN
☐	☐	☐

7. Amendment of **Article 14 – Net Asset Value**

The Article will be amended to include the possibility for the Board of Directors to (i) cancel the initial valuation and carry out a second valuation and (ii) temporarily express the net asset value in another currency, in particular market events or circumstances and to safeguard the interests of the Shareholders and the Company.

FOR	AGAINST	ABSTAIN
☐	☐	☐

8. Amendment of **Article 16 – Suspension of the calculation of the Net Asset Value**

The Article will be amended to (i) include the possibility for the Board of Directors to temporarily suspend the calculation of the Net Asset Value and the issue, redemption and conversion of shares where necessary to avoid negative effects on the Company, a Sub-Fund or a Share-Class, as well as for liquidity management purposes, (ii) remove the definition of "large volumes" of redemptions, to enhance operational flexibility and (iii) remove the required press publication for temporary suspensions of the net asset value, without removing the usual communication obligations foreseen in the prospectus.

FOR	AGAINST	ABSTAIN
☐	☐	☐

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9. Inclusion of **Article 17 – Liquidity Management Tools**

The Article is included to comply with the UCITS 6 Directive including an updated framework regarding liquidity risk management, and will read as follows:

"The Board of Directors may, at any time it considers appropriate, use any liquidity management tools, including, but not limited to, those listed in the relevant Annex to the Law of 2010, as amended, in accordance with relevant laws and regulations and as disclosed in further detail in the Prospectus:

- *Suspension of subscriptions, repurchases and redemptions;*
- *Redemption gate;*
- *Extension of notice periods;*
- *Redemption fee;*
- *Swing pricing;*
- *Dual pricing;*
- *Anti-dilution levy;*
- *Redemption in kind; and*
- *Side pockets."*

FOR	AGAINST	ABSTAIN
☐	☐	☐

10. Amendment of **Article 18 – Operation and Meetings (to be renumbered as Article 19 following the EGM)**

The Article will be amended to include the possibility for any one director to convene a meeting of the Board of Directors.

FOR	AGAINST	ABSTAIN
☐	☐	☐

11. Amendment of **Article 19 – Minutes (to be renumbered as Article 20 following the EGM)**

The Article will be amended to allow any one director to sign any copies or extracts of the minutes of the meeting of the Board of Directors.

FOR	AGAINST	ABSTAIN
☐	☐	☐

12. Amendment of **Article 20 – Powers of the Board of Directors (to be numbered as Article 21 following the EGM)**

The Article will be amended to clarify that (i) each Sub-Fund may invest, in addition to the types of assets already listed in the Articles, in any other assets to the extent permitted by the Law of 2010, (ii) investments in shares issued by the Sub-Fund may be made either directly or indirectly through wholly-owned subsidiaries and (iii) the general principles pertaining to the internal credit quality assessment procedure must comply with the relevant regulation.

FOR	AGAINST	ABSTAIN
☐	☐	☐

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13. Amendment of **Article 21 – Corporate Signature (to be numbered Article 22 following the EGM)**

The Article will be amended to allow the Company to be bound by the sole signature of any one director and to simplify certain administrative requirements.

FOR	AGAINST	ABSTAIN
☐	☐	☐

14. Amendment of **Article 24 – General Meetings of Shareholders (to be numbered Article 25 following the EGM)**

The Article will be amended to better align with the requirements of the Law of 1915, notably so that (i) the annual general meeting be held within six months following the end of the financial year in accordance with Luxembourg law, for flexibility purposes and (ii) the voting and quorum computation requirements be clarified.

FOR	AGAINST	ABSTAIN
☐	☐	☐

15. Amendment of **Article 26 – Termination and Amalgamation of Sub-Funds or Share-Classes (to be numbered Article 27 following the EGM)**

The Article will be amended to (i) allow the board of directors to redeem or convert all shares in a Sub-Fund or Share Class(es) for any reason disclosed in the Prospectus, taking into account the best interest of Shareholders, (ii) remove the requirement to inform investors via a notice of the compulsory redemption or conversion without removing the usual communication obligations foreseen in the prospectus, (iii) allow the Company and its Sub-Funds to absorb (a) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, (b) any Luxembourg or foreign UCI constituted under a non-corporate form and (c) another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the Law of 1915 and any other applicable laws and regulations, (iv) clarify the methods by which Shareholders are informed of the Board of Directors decisions taken under this Article and (v) allow the issue of shares when a decision is taken to liquidate a Sub-Fund or a Share-Class.

FOR	AGAINST	ABSTAIN
☐	☐	☐

16. Inclusion of **Article 34 – AML/CFT Obligations**

The Article will be inserted to clarify the anti-money laundering and counter-terrorist financing obligations of the Company, in line with the applicable Luxembourg laws and requirements.

FOR	AGAINST	ABSTAIN
☐	☐	☐

17. Amendment of a purely clerical, consistency and formatting nature will be made throughout the Articles, having no impact on the intended meaning of the Articles, including but not limited to: (i) corrections of grammatical errors; (ii) updates of outdated references to legal sources; and (iii) corrections of cross references within the Article further to the inclusions of new articles.

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FOR	AGAINST	ABSTAIN
☐	☐	☐

I/we confirm (i) having not waived all or part of my/our voting rights, (ii) that none of my/our voting rights have been suspended and (iii) that the exercise of any voting rights pursuant to this proxy does not result in a breach of any voting agreements to which I/we am/are a party.

I/we hereby give and grant, unto the said proxy, full power and authorization to do and perform all and everything necessary or incidental to the exercise of the powers herein specified as might have been done or performed by myself/us if I/we was/were personally present and I/we hereby ratify and confirm all that said proxy shall lawfully do or cause to be done by virtue hereof.

The present proxy will remain in force if the EGM is, for whatsoever reason, to be adjourned or postponed or if a second extraordinary meeting is to be convened in order to decide on the same agenda, unless expressly revoked.

This proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg. The parties irrevocably agree that any disputes arising out of or in connection with this proxy shall be submitted exclusively to the courts of the city of Luxembourg, Grand Duchy of Luxembourg.

_____
Shareholder name

_____
Date and place

_____
Signature

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