

NN (L)
Société d'Investissement à Capital Variable
80, route d'Esch – L-1470 Luxembourg
R.C.S. n° B 44.873
(the “**Company**”)

NOTICE TO SHAREHOLDERS

Dear Shareholders,

To further advance the integration of the NN Investment Partners group with The Goldman Sachs Group, the board of directors of the Company (the “**Board of Directors**”) would like to inform the shareholders of the Company (the “**Shareholders**”) of the decision to cater for an intragroup delegation framework specifically relating to portfolio management activities, in addition to the appointment of third party (sub-)investment managers by the Company or by the NN Investment Partners B.V. (“**Management Company**”) on behalf of the Company, as the case may be.

The new intragroup delegation framework will enter into force on 1 January 2023.

1. Reasons for setting up of the proposed delegation framework

The Board of Directors believes that the contemplated framework will bring the following advantages to the shareholders:

- Optimisation and alignment of business functions and processes within Goldman Sachs as a group;
- Costs savings (through economies of scale);
- Leveraging on the expertise of the portfolio managers in specific markets or investments;
- Accessing the global trading capabilities of the portfolio managers; and
- Creating maximum flexibility in anticipating on and responding to prevailing market developments.

2. Set up of the intragroup delegation framework

The delegation framework will consist of two components:

1. The Management Company of the Company may, at its own expense, while still retaining responsibility, control and coordination, delegate portfolio management activities to the current affiliated Investment Managers formerly part of NN Group, namely: NN Investment Partners North America LLC, NN Investment Partners Towarzystwo Funduszy Inwestycyjnych S.A., NN Investment Partners (Singapore) Ltd and NNIP Advisors B.V..

2. The Management Company of the Company may, at its own expense, while still retaining responsibility, control and coordination, delegate portfolio management activities to its affiliate Goldman Sachs Asset Management International (“**GSAMI**”).

GSAMI in turn, and taking into account the reasons indicated under 1. above, may, provided that GSAMI’s liability to the Company and the relevant Sub-Funds for all matters so delegated shall not be affected by such delegation, appoint one or several sub-investment managers of the Goldman Sachs Group, namely: Goldman Sachs Asset Management (Hong Kong) Ltd., Goldman Sachs Asset Management, L.P., Goldman Sachs Asset Management (Singapore) Pte. Ltd., Goldman Sachs Asset Management Co., Ltd., GS Investment Strategies, LLC, Goldman Sachs Hedge Fund Strategies, LLC and Goldman Sachs International.

The fees payable to any such delegate will not be payable out of the assets of the relevant Sub-Fund but will be payable by GSAMI out of its management fee and performance fee (if any) in an amount agreed between GSAMI and its delegate from time to time.

In order to operate the intragroup delegation framework as described above in the most cost and time efficient manner, the Company’s Prospectus will, with respect to the Sub-Funds concerned, going forward not contain a specific indication of which affiliated (sub-)investment manager is in charge of managing all or part of the portfolio of financial instruments of the relevant Sub-Fund. A list of current affiliated (Sub-)Investment Managers which are selected and appointed on behalf of the Company and its Sub-Funds including an overview of portfolio management activities to be performed by the respective affiliated (Sub-)Investment Managers will be made available on the website www.nnip.com on an ongoing basis.

3. Termination of current Investment Managers and effect on existing sub-funds

The investment management agreement with American Century Investment Management Inc will be terminated as per 1 March 2023. This termination affects the following sub-funds:

- NN (L) Global High Dividend
- NN (L) US High Dividend

The investment management agreement with Nomura Asset Management Co., Ltd will be terminated as per 1 February 2023. This termination affects the following sub-fund:

- NN (L) Japan Equity

The investment management agreement with Voya Investment Management Co. LLC will be terminated as per 1 February 2023 with respect to the following sub-fund only:

- NN (L) US Enhanced Core Concentrated Equity

4. Impact on affected shareholders

4.1 Investment objective and policy, risk profile and fees

The Investment objective and policy and the risk profile of the Sub-Funds concerned will remain unchanged and there will be no increase in the management fees as a consequence of the implementation of the intragroup delegation framework.

4.2. Rebalancing costs

Shareholders should however note that rebalancing costs, if any, will be borne by the respective Sub-Funds. The impact thereof, if any, can be considered to be marginal.

4.3 Costs for financial research

GSAMI as well as the affiliated Sub-Investment Managers appointed by it are located in a third-party country (i.e. outside the European Union) to perform portfolio management activities. Both GSAMI and the affiliated Sub-Investment Managers (to be) appointed by it are not subject to MiFID II regulation, but to the local laws and market practices governing the financing of external research in its own country. In this case costs of external research may be paid out of the assets of the respective Sub-Fund as described in the section "Other fees" of the Part I of the Prospectus. In line with GSAMI's and the Affiliated Sub-Investment Managers' best execution policies, costs of external research borne by the Sub-Funds shall, to the extent possible and in the best interests of shareholders, be limited to what is necessary for the management of the Sub-Funds.

In view of the fact that the currently appointed and to be replaced third-party Investment Managers are also located in a third-party country, Shareholders are not affected by this and it is mentioned for completeness' sake.

5. Sub-Funds remaining unaffected by the set up of the intragroup delegation framework

The investment management agreement with Voya Investment Management Co. LLC will remain in place for the following sub-fund:

- NN (L) US Credit

The investment management agreement with Irish Life Investment Managers Limited will remain in place for all the relevant sub-funds, namely:

- NN (L) Emerging Markets Enhanced Index Sustainable Equity
- NN (L) European Enhanced Index Sustainable Equity
- NN (L) Global Enhanced Index Sustainable Equity
- NN (L) North America Enhanced Index Sustainable Equity

The investment management agreement with Nomura Asset Management Taiwan Ltd. will remain in place for all the relevant sub-funds, namely:

- NN (L) Asia Income
- NN (L) Greater China Equity

The changes described in points 1 to 4 of this notice will take effect on 1 January 2023 or on such other date specified herein.

Shareholders affected by these changes may redeem their shares free of charge (excluding contingent deferred sales charges which may be deducted on FIFO basis) for a period of 30 calendar days following the date of this notice, by submitting a redemption request 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 1 January 2023. The Prospectus will be available upon request free of charge at the registered office of the Company.

Luxembourg, 1 December 2022

The Board of Directors