



**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) 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
<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), followed by the original by regular mail.