

GOLDMAN SACHS FUNDS III

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

NOTICE TO SHAREHOLDERS

The board of directors of the Company (the “**Board of Directors**”) hereby informs the shareholders of the Company (the “**Shareholders**”) of the amendments to be made to the prospectus of the Company (the “**Prospectus**”) mainly consisting of the following:

1. Addition of formal benchmark for “Goldman Sachs Global Climate & Environment Equity”, “Goldman Sachs Global Social Impact Equity” and “Goldman Sachs Global Equity Impact Opportunities” (the “Impact Equity Sub-Funds”)

The current reference index, MSCI ACWI (NR) will be added as a formal benchmark for the Impact Equity Sub-Funds, to measure the performance of these Sub-Funds. The Investment Objective and Policy (“**IOP**”) of these Sub-Funds is amended to provide that, measured over a period of several years, the Sub-Funds aim to outperform the MSCI ACWI (NR). It is further provided that the MSCI ACWI (NR) is not used for portfolio construction, but for performance measurement purposes only and that the performance of these Sub-Funds and the MSCI ACWI (NR) may materially deviate.

The addition of the MSCI ACWI (NR) as a formal benchmark will increase transparency for investors in terms of measuring the performance and does not entail a change to the way in which the Impact Equity Sub-Funds are managed. Further changes to the Impact Equity Sub-Funds are described under point 3.2.3 of this notice.

2. Amendments regarding application of exclusion of certain investments

As part of the alignment of investment approaches of Goldman Sachs Asset Management B.V. and The Goldman Sachs Group, Inc., views on exclusions and restrictions of certain investments will be assessed and applied at product level going forward instead of at Company level.

These exclusions relate to investments in companies involved in activities including but not limited to, the development, production, maintenance or trade of controversial weapons, the production of tobacco products, thermal coal mining and/or oil sands production.

Said exclusions will, going forward, not apply to the sub-funds that are neither submitted to article 8 nor to article 9 of the Sustainable Finance Disclosure Regulation (“**SFDR**”). ESG related restrictions that apply from a regulatory perspective will continue to apply for all the Company’s sub-funds.

3. Amendments to Equity sub-funds

As part of the alignment of investment approaches of Goldman Sachs Asset Management B.V. and The Goldman Sachs Group, Inc., to facilitate the process as well as to align the main ESG nomenclature within the portfolios of the wider group, changes will be made to the following groups of sub-funds.

As detailed below, the contemplated changes entail amendments to the prospectus and/or to the PCDs of the sub-funds concerned, which can be found in the Prospectus effective as of 1 March 2024.

3.1. Amendments to the “Goldman Sachs Emerging Markets Enhanced Index Sustainable Equity”, “Goldman Sachs Europe Enhanced Index Sustainable Equity”, “Goldman Sachs Global Enhanced Index Sustainable Equity” and “Goldman Sachs North America Enhanced Index Sustainable Equity” (the “Enhanced Index Sustainable Equity Sub-Funds”)

As part of the alignment of investment approaches mentioned under 3. above, changes will be made to the Enhanced Index Sustainable Equity Sub-Funds. The following changes are effected to the text of the E/S characteristics being promoted, the sustainability indicators and the binding elements.

Exclusions and restrictions will be assessed and implemented at product level as appropriate. Exclusions will no longer be shown as an exhaustive list, instead replaced by a representative set of consistent exclusions and allowance for additional restrictions at product level. Restriction on activities related to “fur & speciality leather” will be removed.

Furthermore, waste intensity score is removed from the E/S characteristics being promoted, the sustainability indicators and the binding elements. Waste intensity is accounted for via the ESG Integration on a materiality basis in the investment process and has now been included in the investment strategy description to provide continued transparency on product specific metrics.

In addition to this, the percentage of investments aligned with E/S characteristics indicated in the asset allocation question in the PCDs of the Enhanced Index Sustainable Equity Sub-Funds is adjusted to 90% (as opposed to 95% currently) of the investments aligned with the E/S characteristics and 10% (as opposed to 5% currently) of the investments is estimated to be not used to promote E/S characteristics. The proportion of sustainable investments remains unchanged at 20%. As a consequence, the non-sustainable E/S aligned portion of investments will decrease from 75% to 70%.

Finally, a reference to cash equivalents is included for clarity purposes under the answer relating to investments included under “#2 Other”.

3.2. Amendments to Fundamental Equity sub-funds

As part of the alignment of investment approaches mentioned under 3. above, changes will also be made to the following sub-funds:

Article 8 SFDR sub-funds:

Goldman Sachs Eurozone Equity
Goldman Sachs Europe Equity
Goldman Sachs Europe Sustainable Equity
Goldman Sachs Europe Sustainable Small Cap Equity
Goldman Sachs Global Sustainable Equity
Goldman Sachs Eurozone Equity Income
Goldman Sachs Europe Equity Income
(together the "**Article 8 SFDR Sub-Funds**")

Article 9 SFDR sub-funds:

Goldman Sachs Global Climate & Environment Equity
Goldman Sachs Global Social Impact Equity
Goldman Sachs Global Equity Impact Opportunities
(together the "**Article 9 SFDR Sub-Funds**")

3.2.1 Changes to the Prospectus

- The Article 8 and 9 SFDR Sub-Funds listed below are not investing in, nor have the intention to, invest on the Russian market. Therefore the possibility to invest on this market is removed from the Investment policy and objective.

Goldman Sachs Europe Sustainable Equity
Goldman Sachs Global Sustainable Equity
Goldman Sachs Europe Equity
Goldman Sachs Europe Equity Income
Goldman Sachs Global Equity Impact Opportunities
Goldman Sachs Global Climate & Environment Equity

- To emphasize the continued focus on environmental impact, the reference to “social” impact is removed from the Investment policy and objective of the Goldman Sachs Global Climate & Environment Equity.

- The following sentence is added to the Investment policy and objective of the Goldman Sachs Global Equity Impact Opportunities for the purpose of aligning language in the prospectus within the Impact Equity fund range.

“The Sub-Fund has an impact investment approach.”

These changes do not entail a change to the way in which the sub-funds are managed.

3.2.2 Changes to the PCDs of the Article 8 SFDR Sub-Funds

As part of the further alignment of investment approaches mentioned under 3. above, changes will be made to Article 8 Sub-Funds. The following changes are effected to the text of the E/S characteristics being promoted, the sustainability indicators and the binding elements.

Exclusions and restrictions will be assessed and implemented at product level as appropriate. Exclusions will no longer be shown as an exhaustive list, instead replaced by a representative set of consistent exclusions and allowance for additional restrictions at a product level.

For *Goldman Sachs Europe Sustainable Equity*, *Goldman Sachs Global Sustainable Equity* and *Goldman Sachs Europe Sustainable Small Cap Equity* restrictions will be modified, removing the restriction on activities related to “fur & speciality leather” and introducing product specific restrictions such as “for-profit prisons”.

For *Goldman Sachs Europe Sustainable Equity* and *Goldman Sachs Global Sustainable Equity* water and waste intensity score are removed from the E/S characteristics being promoted, the sustainability indicators and the binding elements. Waste intensity and water emissions are accounted for via the ESG Rating on a materiality basis and the ESG Rating binding element reflects inclusion of these factors in the investment process. Water and waste have now been included in the investment strategy description to provide continued transparency on these topics.

3.2.3 Changes to the PCDs of the Article 9 SFDR Sub-Funds

As part of the alignment of investment approaches mentioned under 3. above, changes will be made to Article 9 Sub-Funds for the purpose of aligning language within the Goldman Sachs Impact Equity fund range. More precisely, the following alignment changes are effected to the text of the sustainable investment objective, sustainability indicators, ESG integration approach and binding elements and provides additional transparency with regard to the thematic alignment of the respective sub-funds.

Exclusions and restrictions will be assessed and implemented at product level as appropriate. Exclusions will no longer be shown as an exhaustive list, instead replaced by a representative set of consistent exclusions and allowance for additional restrictions at a product level. Restriction on activities related to “fur & speciality leather” will be removed.

ESG Rating, S Rating (for *Goldman Sachs Global Social Impact Equity* only), Water Intensity and Waste Intensity are removed from the E/S characteristics being promoted, the sustainability indicators and the binding elements and being replaced with more thematically aligned binding elements.

4. Enhancement of minimum commitment to sustainable investments of “Goldman Sachs Global Sustainable Equity”, “Goldman Sachs Europe Sustainable Equity”, “Goldman Sachs Eurozone Equity” and “Goldman Sachs Europe Equity”

The minimum commitments to sustainable investments (SI) for certain strategies will be updated to more accurately reflect the composition of the portfolio in this regard. The Board of Directors has decided to increase the minimum commitments, as follows:

Name of sub-fund	Current minimum SI commitment	Proposed minimum SI commitment
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Goldman Sachs Global Sustainable Equity	20%	50%
Goldman Sachs Europe Sustainable Equity	20%	50%
Goldman Sachs Eurozone Equity	20%	30%
Goldman Sachs Europe Equity	20%	30%

As a consequence, the percentage of other E/S aligned investments is brought down accordingly.

The increase of the minimum commitment to sustainable investments does not entail a change to the way in which these sub-funds are managed and are backed by historical data.

The changes described in this notice come into effect on 1 March 2024.

Shareholders affected by the changes described in sections 2 and 3 may redeem their shares free of charge for a period of one month 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 March 2024. The Prospectus will be available upon request free of charge at the registered office of the Company.

More information can be requested at the registered office of the Management Company.

Luxembourg, 1 February 2024

The Board of Directors