

WELLINGTON MANAGEMENT FUNDS (LUXEMBOURG) III SICAV

*société d'investissement à capital variable*

33, avenue de la Liberté

L-1931 Luxembourg

R.C.S. Luxembourg B 240.609

(the "**Company**")

---

NOTICE OF RECONVENING OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY AND CHANGES TO THE PROSPECTUS OF THE COMPANY

9 April 2024

Dear Shareholder,

The board of directors (the "**Board of Directors**") of the Company hereby a) invites you to attend the extraordinary general meeting of shareholders of the Company, and b) informs you of changes and clarifications which will be made to the prospectus (the "**Prospectus**") of the Company:

A. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

The extraordinary general meeting of shareholders of the Company held on 3 April 2024 was not validly constituted and could not deliberate on the items of the agenda, failing the required quorum. Shareholders of the Company (the "**Shareholders**") are consequently kindly invited to attend a second extraordinary general meeting (the "**Meeting**") which will be held on 18 April 2024 at 13:00 (Luxembourg time), at 33, avenue de la Liberté, L-1931 Luxembourg to deliberate and vote on the same following agenda (the "**Agenda**"):

AGENDA

1. Vote on the amendments to the articles of incorporation of the Company (the "**Articles**") as set out in Appendix 1.
2. Consider any other business which may properly be brought before the Meeting.
3. Fully restate the Articles in light of the changes approved during the Meeting.

VOTING QUORUM AND MAJORITY

Shareholders are advised that no quorum is required to validly deliberate on the items of the Agenda and that the resolution on each item of the Agenda relating to the changes to the Articles has to be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting. Abstentions and nil votes shall not be taken into account. Each share is entitled to one vote. Once passed by the requisite majority, the resolutions will be binding on all Shareholders of the Company as of the Effective Date outlined below, irrespective of how or whether they voted.

VOTING ARRANGEMENTS

In order to vote at the Meeting, the Shareholder may be present in person or represented by a duly appointed proxy.

---

Shareholders who cannot attend the Meeting in person are invited to send a duly completed and signed proxy form to the registered office of the Company or by fax to 00352 28 482 7099 or by email to WMFGFSTransferAgency@wellington.com to arrive no later than midnight CET on 15 April 2024.

A person appointed proxy need not be a Shareholder in the Company.

Only Shareholders on record at the close of business on 15 April 2024 are entitled to vote at the Meeting and at any adjournments thereof.

#### EFFECTIVE DATE AND IMPLEMENTATION OF THE AMENDED ARTICLES

The effective date of the proposed amendments to the Articles, subject to the passing of the Shareholders' resolutions disclosed above, will be 18 April 2024 (the "Effective Date"). You will be further notified in the event that the proposed amendments are not able to proceed for any reason or will not become effective on the Effective Date.

In case of any questions regarding the organization of the Meeting, please do not hesitate to contact us before the Meeting using the following details:

Email: [sjmacgregor@wellington.com](mailto:sjmacgregor@wellington.com)

Telephone number: +44 20 7126 6517

Working hours to take questions: 11:00 – 17:00 (Luxembourg time)

#### B. PROSPECTUS CHANGES AND CLARIFICATIONS

The Board of Directors is writing to advise and inform you of a number of changes and clarifications that are being made to the Prospectus as further described below, subject to passing of the Shareholders' resolutions at the Meeting. Capitalised terms not defined herein have the same meaning as ascribed to them in the Prospectus.

##### I. Changes to the Redemption of Shares sub-section

The sub-section will be updated to reflect that the Board of Directors may compulsorily redeem a Shareholder's entire holding in a given Share Class if the Shareholder no longer meets the qualifying criteria of the Share Class in question.

The following paragraph will be added to the sub-section:

*"The Board of Directors may proceed unilaterally to a redemption of a Shareholder's entire holding in a given Share Class if the Shareholder no longer meets the qualifying criteria of the Share Class in question."*

For the avoidance of doubt, this change will not impact (i) the way the Funds are being managed, (ii) the composition of their respective portfolio, (iii) their respective risk profile, nor (iv) the level of fees borne by the Shareholders of the Funds.

##### II. Changes to the Conversion (Switching) of Shares sub-section

The sub-section will be updated to reflect that the Board of Directors may compulsorily convert holdings of Shareholders from one Share Class to another Share Class, within the Company, notably (i) when the aggregate net asset value of Share(s) held by a Shareholder falls below a certain value as determined by the Board of Directors in its discretion, or (ii) when a Shareholder no longer meets the qualifying criteria of the Share Class, or is unable to accept payment of any fees related to the given Share Class due to commercial or regulatory constraints.

---

The following paragraphs will be added at the end of the sub-section:

*“The Board of Directors may proceed with a compulsory conversion of a Shareholder’s holding from one Share class to another Share class, after giving appropriate notice enabling the Shareholder to redeem its Shares free of charge prior to the conversion date, if the aggregate net asset value of Shares held by such Shareholder falls below such value as determined by the Board of Directors in its discretion.*

*The Board of Directors may proceed unilaterally to a compulsory conversion of a Shareholder’s holding from one Share Class to another Share Class if the Shareholder no longer meets the qualifying criteria of the Share Class or is unable to accept payment of any fees due to commercial or regulatory constraints.”*

For the avoidance of doubt, this change will not impact (i) the way the Funds are being managed, (ii) the composition of their respective portfolio, (iii) their respective risk profile, nor (iv) the level of fees borne by the Shareholders of the Funds.

### III. Changes to the Restriction on ownership and transfer of Shares sub-section

The sub-section will be updated to reflect that the Board of Directors may reject in its discretion and compulsory redeem Shares held by Shareholders whose Share ownership the Board of Directors believes is not in the best interest of the Company, including but not limited to, causing material administrative disadvantages to the Company.

The following underlined wording will be included within the sub-section:

*“The Board of Directors may exclude certain persons or corporate entities from the acquisition of Shares, if such action is necessary for the protection of the Shareholders and of the Company, as a whole. In this connection, the Board of Directors may (a) reject in its discretion any subscription for Shares; and (b) redeem at any time the Shares held by Shareholders (i) who are excluded from or limited as to purchasing or holding Shares, (ii) who have failed to fulfil any condition of investing in the Company, or (iii) whose Share ownership the Board of Directors believes is not in the best interest of the Company including, but not limited to, causing material administrative disadvantage to the Company.”*

For the avoidance of doubt, this change will not impact (i) the way the Funds are being managed, (ii) the composition of their respective portfolio, (iii) their respective risk profile, nor (iv) the level of fees borne by the shareholders of the Funds.

### IV. Update to the Suspension of the valuation of the total net assets and of the issue, conversion and redemption of Shares sub-section

The sub-section will be updated to reflect that the calculation of the net asset value of shares of any Share Class or Fund may be temporarily suspended in cases of force majeure events and cyber-attacks, in addition to the other circumstances already outlined in the Prospectus.

The second bullet point of the list of circumstances will be amended as underlined below:

#### **“Suspension of the valuation of the total net assets and of the issue, conversion and redemption of Shares**

*The Board of Directors may temporarily suspend the calculation of the total NAV and hence the issue, conversion and redemption of Shares for one or more Funds when:*

*[...]*

- *Force Majeure Events, cyber-attacks, political, economic, military or other emergencies beyond the control, liability and influence of the Board of Directors render the disposal of such Fund’s assets impossible under normal conditions or such disposal could be detrimental to the interests of the Shareholders;”*

In addition, the sub-section will be updated to clarify that the relevant Fund will bear any costs resulting from the suspension. The Investment Manager may have begun trading on a subscription, conversion or redemption orders in advance of the suspension, and those trades may need to be reversed at a loss to the Fund which will be borne by the existing Shareholders of the Fund.

---

In this respect, the following paragraph will be added to the sub-section:

*“Any trading losses incurred due to the suspension will be borne out of the assets of the Fund. In particular, but without limitation, the Investment Manager may have begun trading on a subscription, conversion or redemption order in advance of the suspension; this may involve the trades being reversed at a loss to the Fund which will be borne by the existing Shareholders of the Fund.”*

The sub-section will now also include the following wording relating to the suspension of subscriptions / redemptions in the case where there is no depositary or under winding up processes:

*“The issue and redemption of Shares shall be prohibited:*

- *during the period in which the Company does not have a depositary;*
- *where the depositary is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.”*

For the avoidance of doubt, this change will not impact (i) the way the Funds are being managed, (ii) the composition of their respective portfolio, (iii) their respective risk profile, nor (iv) the level of fees borne by the Shareholders of the Funds.

Please be informed that the above changes will become effective on 18 April 2024 (the “**Effective Date**”), subject to the passing of the Shareholders’ resolutions at the Meeting.

If you have any questions regarding this notice, please contact your Relationship Manager at Wellington Management.

**The revised Prospectus will be made available to Shareholders at the following website: [www.wellington.com](http://www.wellington.com) on or around 18 April 2024.**

By order of the Board of Directors of the Company

Appendix 1:

- Amendments to the Articles

Appendix 2:

- Proxy form

The Prospectus as well as a version of the prospectus showing all amendments made (once available), the Key Information Documents, the Articles of Incorporation as well as the Annual and Semi-annual reports may be obtained free of charge upon request from the Swiss Representative.

**Representative and paying agent in Switzerland:**

BNP PARIBAS, Paris, Zurich branch

Selnaustrasse 16

CH - 8002 Zurich

---

**Appendix 1 – Amendments to the Articles**

1. Amendment of article 8.9 of the Articles as follows (with insertions highlighted in bold and underlined):

*“8.9 The Directors may decide to make compulsory the redemption of all the Shares held by a Shareholder, if the aggregate net asset value of Shares held by such Shareholder falls below such value as determined by the Directors in their discretion **and/or in the circumstances described in Article 10.**”*

2. Inclusion of a new article 8.10 to the Articles:

*“8.10 The Directors may further proceed unilaterally to a redemption of a Shareholder’s entire holding in a given Share Class if the Shareholder no longer meets the qualifying criteria of the Share Class in question.”*

3. Inclusion of a new article 9.5 to the Articles:

*“9.5 The Directors may proceed with a compulsory conversion of a Shareholder’s holding from one Share Class to another Share Class, after giving appropriate notice enabling the Shareholder to redeem its Shares free of charge prior to the conversion date, if the aggregate net asset value of Shares held by such Shareholder falls below such value as determined by the Directors in their discretion.”*

4. Inclusion of a new article 9.6 to the Articles:

*“9.6 The Directors may proceed unilaterally to a compulsory conversion of a Shareholder’s holding from one Share Class to another Share Class if the Shareholder no longer meets the qualifying criteria of the Share Class or is unable to accept payment of any fees due to commercial or regulatory constraints.”*

5. Amendment of articles 10.1 and 10.2 of the Articles as follows (with deletions struck through in bold and insertions highlighted in bold and underlined)

*“10.1 The Company may restrict, ~~or~~ prevent **or terminate** the ownership of Shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company **including, but not limited to, causing material administrative disadvantage to the Company,** if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).*

*10.2 Specifically, but without limitation, the Company may restrict, ~~or~~ prevent **or terminate** the ownership of Shares in the Company by any United States Person as defined in the Prospectus or any other person **so designated by the Directors for the reasons stipulated in Article 10.1 or otherwise** (“Designated Person”), and for such purposes the Company may:*

*A. decline to issue any Shares and decline to register any transfer of Shares, where it appears to it that such registration or transfer would or might result in the legal or beneficial ownership of such Shares by a United States Person or by any Designated Person;”*

***B. compulsorily redeem any shares held by a United States Person or by any Designated Person;** and”*

...

6. Amendment of article 12.2 of the Articles as follows (with insertions highlighted in bold and underlined):
-

---

“(b) during any period when **Force Majeure Events (as defined below), cyber attacks**, political, economic, military or other emergencies beyond the control, liability and influence of the Directors render the disposal of such Sub-Fund’s assets impossible under normal conditions or such disposal could be detrimental to the interests of the Shareholders. **For the purposes of this Article, ‘Force Majeure Events’ means natural or environmental disasters or other events outside of the reasonable control of the Company, the Management Company or the Investment Manager, including, for example, flood, drought, earthquake, epidemic, pandemic, terrorist attack, civil war, civil commotion, riots, war, threat of or preparation for war, armed conflict, imposition of sanctions, embargo, breaking off of diplomatic relations, nuclear, chemical or biological contamination, legal or regulatory action taken by a government or public authority, labor or trade disputes, strikes, industrial actions or lockouts;**”

...

7. Inclusion of a new article 12.7 to the Articles:

“12.7 The issue and redemption of Shares shall be prohibited:

- (a) during the period in which the Company does not have a depositary;
- (b) where the depositary is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.”

Appendix 2 – Proxy Form



WELLINGTON MANAGEMENT FUNDS (LUXEMBOURG) III SICAV

société d'investissement à capital variable
33, avenue de la Liberté, L-1931 Luxembourg
R.C.S. Luxembourg B 240609
(the "Company")

FORM OF PROXY

I,/We \_\_\_\_\_, incorporated and existing under the laws of \_\_\_\_\_, having its registered office at \_\_\_\_\_, duly represented by \_\_\_\_\_, being a holder of \_\_\_\_\_ shares of the Company (the "Shareholder"), hereby give irrevocable proxy to the chairman (the "Chairman") of the following general meeting, or \_\_\_\_\_ (the "Proxyholder") to represent the undersigned at: the reconvening of the extraordinary general meeting of Shareholders of the Company (the "Meeting"), which will be held before Me Marc Elvinger, notary residing in Luxembourg or any other Luxembourg notary on 18 April 2024 at 13:00 (Luxembourg time), at 33, avenue de la Liberté, L-1931 Luxembourg.

AGENDA

Please indicate with an 'X' in the space below how you wish your vote to be cast.

EXTRAORDINARY GENERAL MEETING

Table with 4 columns: Resolution, For, Against, Abstain. Row 1: 1) Amendment to the Articles, For, Against, Abstain.

The Proxyholder is also authorised to vote on item 2 of the agenda in order to transact any other business which may properly be brought before the Meeting.

Should you not be able to attend the Meeting in person, please date and sign the proxy and return to the registered office of the Company or by fax to 00352 28 482 7099 or by email to WMFGFSTransferAgency@wellington.com to arrive no later than midnight CET on 15 April 2024.

All powers are given to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law, to any filing with the Luxembourg Trade and Companies' Register and to any publication on the Recueil électronique des sociétés et associations, as may be required, while the undersigned promises to ratify all said actions taken by the Proxyholder whenever requested.

.....

The Shareholder undertakes to indemnify the Proxyholder against any claims, losses, costs, expenses, damages or liability sustained or incurred by the Proxyholder as a result of any action taken in good faith pursuant to the present proxy.

If you wish to appoint as your proxy some person other than the Chairman of the Meeting, insert in block capitals the full name of the person of your choice. The proxy may also vote in the Shareholder's best interests on any business or resolution considered at the Meeting on item 2 of the agenda, other than the resolutions referred to above. The completion and return of the proxy form will not preclude Shareholders from attending and voting at the Meeting should they decide to do so.

The present proxy will remain in force, if the Meeting is, for whatever reason, to be adjourned or postponed or if another Extraordinary General Meeting is to be convened in order to decide on the same agenda. In any case, the present proxy will remain in force until 3 months after its signature date below.

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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_