

**Wellington Luxembourg S.à r.l.**  
*Société à responsabilité limitée*  
33 avenue de la Liberté  
L-1931 Luxembourg  
R.C.S. Luxembourg B 37861  
(the "**Management Company**")

Acting in its own name but on behalf of

**Wellington Management Funds (Luxembourg)**  
*fonds commun de placement*  
Registered office:  
33 avenue de la Liberté  
L-1931 Luxembourg  
R.C.S. Luxembourg B 240609  
(the "**Merging UCITS**")

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**Notice to Unitholders:**

**Wellington Management Funds (Luxembourg) — Wellington Global Innovation Fund**  
(the "**Merging Sub-Fund**")

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**6 September 2024**

Dear Unitholders,

The board of managers of Wellington Luxembourg S.à r.l. (the "Board of Managers"), acting as management company of the Merging UCITS, has decided to merge the Merging Sub-Fund into **Wellington Management Funds (Luxembourg) III SICAV - Wellington Global Innovation Fund** (the "**Receiving Sub-Fund**"), **currently not authorized to be offered to non-qualified investors in Switzerland\***, a sub-fund of Wellington Management Funds (Luxembourg) III SICAV, a *société d'investissement à capital variable*, formed and existing under the laws of the Grand Duchy of Luxembourg having its registered office at 33 avenue de la Liberté, L-1931 Luxembourg and registered with the RCS under number B 240609 (the "**Receiving UCITS**") in compliance with article 1(20)(c) of the law of 17 December 2010 on undertakings for collective investment, as amended. The merger shall become effective on **11 October 2024** at 11:59pm Luxembourg time (the "**Effective Date**").

This notice describes the implications of the contemplated merger. If you take no action related to this notice your holding in the Merging Sub-Fund will be merged on the Effective Date into the Receiving Sub-Fund.

\* Please note that the Receiving Sub-Fund is not authorized to be offered to non-qualified investors in Switzerland as of the date of this notice. However, it is intended to apply for such an authorization to the FINMA very soon, in order to receive such an authorization prior to the Effective Date. However, until the Receiving Sub-Fund has received the authorization to be offered to non-qualified investors in Switzerland from the FINMA, it will have neither a representative nor a paying agent in Switzerland.

If you would like any further information or have questions regarding this notice, please contact your financial adviser or your Relationship Manager at Wellington Management. The merger may impact your tax situation. Unitholders should contact their tax adviser for specific tax advice in relation to the merger.

Capitalised terms not defined herein have the same meaning as in the prospectus of the Merging UCITS.

## 1. **Background and rationale for the merger**

The Board of Managers has determined that the contemplated merger is in the best interests of the unitholders of the Merging Sub-Fund (the “**Unitholders**”).

## 2. **Summary of the merger**

2.1 The merger shall become effective and final between the Merging Sub-Fund and the Receiving Sub-Fund and vis-à-vis third parties on the Effective Date.

On the Effective Date, the net assets of the Merging Sub-Fund will be transferred to the Receiving Sub-Fund. The Merging Sub-Fund will continue to exist until its liabilities have been discharged.

2.2 Unitholders holding units of the Merging Sub-Fund on the Effective Date will be issued an equal number of shares of the Receiving Sub-Fund in exchange for their units of the Merging Sub-Fund. The initial net asset value per share of each class of shares of the Receiving Sub-Fund will match the net asset value per unit of the corresponding class in the Merging Sub-Fund as of the Effective Date. Unitholders (who have become shareholders in the Receiving Sub-Fund by mean of the merger) will receive a confirmation note of their holding in the Receiving Sub-Fund as soon as practicable after the Effective Date. For more detailed information please see section 5 (Rights of unitholders in relation to the merger) below.

2.3 Subscriptions, redemptions and/or conversions (switching) of units of the Merging Sub-Fund will still be possible until **8 October 2024** as indicated under section 6 (*Procedural aspects*) below.

2.4 Other procedural aspects of the merger are set out in section 6 (*Procedural aspects*) below.

2.5 The *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) has approved the merger.

2.6 The timetable below summarises the key steps of the merger.

Notice sent to unitholders	<b>6 September 2024</b>
Suspension of dealings in the Merging Sub-Fund	<b>8 October 2024</b>
Valuation of the Merging Sub-Fund	<b>11 October 2024</b>
End of current accounting period of the Merging Sub-Fund	<b>11 October 2024</b>
Effective Date	<b>11 October 2024</b>

## 3. **Impact of the merger on unitholders of the Merging Sub-Fund**

On the Effective Date, the net assets of the Merging Sub-Fund will be transferred to the Receiving Sub-Fund. The Merging Sub-Fund will continue to exist as a result of the merger until its liabilities have been discharged.

A rebalancing of the assets in the Merging Sub-Fund will not be required in preparation for the merger.

No general meeting of unitholders shall be convened to approve the merger and unitholders are not required to vote on the merger.

Any accrued income relating to the Merging Sub-Fund at the time of the merger will be accounted for an on-going basis after such merger in the net asset value per share for the Receiving Sub-Fund.

#### 4. **Criteria for valuation of net assets**

The rules laid down in the management regulations of the Merging UCITS (the “**Management Regulations**”) and the prospectus of the Merging UCITS for the calculation of the net asset value will apply to determine the value of the net assets of the Merging Sub-Fund.

#### 5. **Rights of unitholders in relation to the merger**

Unitholders of the Merging Sub-Fund holding units in the Merging Sub-Fund on the Effective Date will be issued, in exchange for their units in the Merging Sub-Fund, a number of shares of the corresponding share classes of the Receiving Sub-Fund equivalent to the number of units held in the relevant unit class of the Merging Sub-Fund.

The net asset value per share and number of shares held in the Receiving Sub-Fund will be set to be the same as the net asset value per unit and number of units held in the Merging Sub-Fund, hence the exchange ratio for each unit shall be 1:1.

No subscription fee will be levied within the Receiving Sub-Fund as a result of the merger.

Unitholders of the Merging Sub-Fund not agreeing with the merger may **take action until 8 October 2024** by:

- 1) redeeming their units of the Merging Sub-Fund; or
- 2) converting (switching) their units of the Merging Sub-Fund into a unit/share class of another sub-fund managed by Wellington Luxembourg S.à r.l.;

at the applicable net asset value and without any redemption/conversion charges (other than charges retained by the Merging Sub-Fund to meet disinvestment costs).

#### 6. **Procedural aspects**

##### 6.1 No unitholder vote required

No unitholder vote is required to carry out the merger under article 16 of the Management Regulations. Unitholders of the Merging Sub-Fund not agreeing with the merger may request the redemption or conversion of their units as stated under section 5 (*Rights of unitholders in relation to the merger*) above prior to **8 October 2024**.

## 6.2 Suspensions in dealings

Subscriptions for or conversions to and redemption of units of the Merging Sub-Fund will be accepted or processed until **8 October 2024**.

## 6.3 Confirmation of merger

Each unitholder in the Merging Sub-Fund will receive a notification confirming (i) that the merger has been carried out and (ii) the number of shares of the class of shares of the Receiving Sub-Fund that they hold after the merger.

## 6.4 Approval by competent authorities

The merger has been approved by the CSSF which is the competent authority supervising the Merging UCITS and the Receiving UCITS in Luxembourg.

## 7. **Costs of the merger**

Wellington Luxembourg S.à r.l. will bear the legal, advisory and administrative costs and expenses associated with the preparation and completion of the merger.

Any other costs related to the merger including transaction costs and taxes which are directly attributable to the Merging Sub-Fund are expected to be immaterial and will be borne by the Merging Sub-Fund.

## 8. **Taxation**

The Merger is not a taxable event for the Merging Sub-Fund in Luxembourg. However, the merger of the Merging Sub-Fund into the Receiving Sub-Fund may have tax consequences for Unitholders. Unitholders should consult their professional tax advisers about the consequences of this merger on their tax position.

## 9. **Additional information**

### 9.1 Merger reports

PricewaterhouseCoopers, Luxembourg, the authorised auditor of the Merging UCITS in respect of the merger, will prepare reports on the merger which shall include a validation of the following items:

- a) the criteria adopted for valuation of the net assets;
- and
- b) statement that the final unit exchange ratio is 1:1.

The merger report shall be made available at the registered office of the Merging UCITS on request and free of charge to the unitholders of the Merging Sub-Fund from **11 November 2024**.

As the exchange ratio will be 1:1 (please refer to section 5 above), no report shall be prepared by the auditor on the actual exchange ratio.

## 9.2 Additional documents available

The following documents are available to the unitholders of the Merging Sub-Fund at the registered office of the Merging UCITS on request and free of charge as from **6 September 2024**:

- a) a statement by the depositary bank of the Merging UCITS confirming that they have verified compliance of the Common Draft Terms of the Merger with the terms of the law of 17 December 2010 on undertakings for collective investment and the Management Regulations;
- b) the KID of the Merging Sub-Fund

If you would like any further information or have questions regarding this notice, please contact your financial adviser or your Relationship Manager at Wellington Management.

Yours faithfully,

The Board of Managers

The Prospectus, the Key Information Documents, the Management Regulations 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