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Nordea Institutional Investment Fund, SICAV-FIS

Société d'Investissement à Capital Variable
Registered Office: 562, rue de Neudorf, L-2220 Luxembourg
R.C.S. Luxembourg B 143334

IMPORTANT INFORMATION:

In view of the COVID-19 outbreak, Nordea Institutional Investment Fund, SICAV-FIS is taking precautionary measures to limit the exposure for its shareholders and other stakeholders. Given the outbreak of the COVID-19 and the related limitations on travel and large gatherings, this year's annual general meeting will be held without a physical presence, as permitted by Luxembourg law. In view thereof, arrangements have been made to provide shareholders with the opportunity to vote by proxy voting in electronic form (please refer to the practicalities herein).

NOTICE OF MEETING

Notice is hereby given to the shareholders of Nordea Institutional Investment Fund, SICAV-FIS (the "Company") that the annual general meeting of shareholders shall be held on **26 April 2021 at 13:00 CET** (the "Meeting"). The agenda of the meeting can be found on the following page.

The resolutions on the agenda require no quorum and will be taken at the majority of the shareholders present or represented at the Meeting and voting. Each share is entitled to one vote. Fractions of shares have no voting rights. The majority requirements for the Meeting shall be determined in accordance with the number of shares issued and outstanding 5 (five) days prior to the date of the Meeting.

Shareholders are herewith provided with the possibility to express their vote by means of **proxy voting submitted in electronic form**.

In order to vote at the Meeting, shareholders are invited to send the duly completed and signed proxy form attached hereto to arrive no later than **21 April 2021, 17:00 CET by e-mail to NIFSA.DSRD@nordea.lu**.

Luxembourg, 9 April 2021

Nordea Institutional Investment Fund, SICAV-FIS
562, rue de Neudorf
P.O. Box 782
L-2017 Luxembourg
Tel + 352 27 86 51 00
Fax + 352 27 86 50 11
nordeafunds@nordea.com
nordea.lu

Items requiring your vote – please respond by 21 April 2021

1	Submission of the reports of the board of directors of the Company (the “Board of Directors” and each member individually a “Director”) and of the report of the Company’s approved statutory auditor for the fiscal year ended 31 December 2020 (the “Auditor”)	Shareholders to approve the report of the Board of Directors and the report of the Auditor for the fiscal year ended 31 December 2020.
2	Approval of the balance sheet and the profit and loss statement for the fiscal year ended 31 December 2020	Shareholders to approve the balance sheet and the profit and loss statement as at 31 December 2020 as presented in the audit annual report.
3	Allocation of net results	Shareholders to approve that this year will not be any distribution of dividends.
4	Discharge to the Directors in respect of the carrying out of their duties during the financial year ended 31 December 2020	Shareholders to approve discharge of the Directors for the performance of their duties for the financial year ended 31 December 2020.
5	Discharge to the Auditor in respect of the carrying out of their duties during the financial year ended 31 December 2020	Shareholders to approve discharge of the Auditor for the performance of their duties for the financial year ended 31 December 2020.
6	Re-appointment of the Directors of the Company	Shareholders to approve the re-appointment of Mr Michael Maldener, Mr Markku Kotisalo, and Mr Christen Estrup as executive board members until the next annual general meeting of shareholders in 2022.
7	Re-appointment of the Auditor of the Company	Shareholders to approve the re-appointment of <i>PricewaterhouseCoopers, Société Coopérative</i> as auditor of the Company until the next annual general meeting of shareholders that will approve the accounts for the financial year ending on 31 December 2021.
8	Miscellaneous	Nothing further to be reported.

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POWER OF ATTORNEY

I, the undersigned

«Name»

«Address1»

«Address2»

«Address3»

«Account ID XXXXXXXX»

owner of _____ shares of Nordea Institutional Investment Fund, SICAV-FIS (the "Company"), having its registered office in 562, rue de Neudorf, L-2220 Luxembourg hereby appoint the

Chairman of the meeting

as my proxy holder to represent me and vote in my name and on my behalf at the annual general meeting of shareholders of the Company on **26 April 2021 at 13:00 CET** (the "Meeting"), with the following resolutions to be adopted:

		For	Against	Abstention
1	Submission of the reports of the board of directors of the Company (the "Board of Directors" and each member individually a "Director") and of the Company's approved statutory auditor for the fiscal year ended 31 December 2020 (the "Auditor");	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the balance sheet and the profit and loss statement for the fiscal year ended 31 December 2020;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Allocation of net results;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Discharge to the Directors in respect of the carrying out of their duties during the financial year ended 31 December 2020;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Discharge to the Auditor in respect of the carrying out of their duties during the financial year ended 31 December 2020;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Re-Appointment of Directors of the Company,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Re-Appointment of Auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy holder shall have the broadest powers whatsoever, including the power of substitution, to represent and bind the undersigned at the said Meeting or any subsequent meeting having the same agenda, to take part in all deliberations and to vote in my name and on my behalf any resolution, to sign any document and generally to do anything necessary or useful in relation with the contemplated agenda.

Date _____ Signature(s) _____

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