

**«Nordea Fund of Funds, SICAV»**  
*Société d'investissement à capital variable*  
Société anonyme  
L-2220 Luxembourg  
562, rue de Neudorf  
  
R.C.S. Luxembourg : B 66 248

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## NOTICE OF MEETING

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Dear Shareholders,

The Board of Directors of **Nordea Fund of Funds, SICAV** (the "**Company**") hereby gives notice to the Shareholders of the Company that further to the *Commission de Surveillance du Secteur Financier's* approval, the articles of incorporation of the Company shall be amended.

An extraordinary general meeting of the Shareholders (the "**Extraordinary General Meeting**") shall be held on 15 March 2018 at 2.30 CET at the registered office of the Company 562, rue de Neudorf L-2220 Luxembourg, Grand Duchy of Luxembourg, with the following agenda:

### AGENDA

Item Number	Amendments to the articles of incorporation of the Company as follow:
1	Wording "Classes of shares" to be replaced with "share class (es)" throughout the articles of associations.
2	Amendments to Article 2- DURATION
3	Amendments to Article 3 - OBJECT to be read as follows:  "The object of the Company is to place the funds available to it mainly in transferable securities and/or other liquid financial assets referred to in article 41 of the law of December 17, 2010 regarding undertakings for collective investment, as amended from time to time (hereafter referred to as the "Law") with the purpose of spreading investment risk and affording its shareholders the benefit of the management of the Company's assets.  The Company may take any measures and carry out any operations which it may

	deem useful to the accomplishment and development of its purpose to the full extent permitted by Part I of the Law.”
4	Amendments to Article 4 - REGISTERED OFFICE
5	Amendments to Article 5 - CAPITAL
6	Removal of current Article 6. Restrictions to be replaced with a new Article 6 – SUB FUNDS AND SHARE CLASS(ES)
7	Removal of current Article 7 – SHAREHOLDERS’ MEETINGS to be replaced with a new Article - 7 ISSUE OF SHARES
8	Removal of current Article 8 – BOARD OF DIRECTORS to be replaced with a new Article 8 – REDEMPTION AND CONVERSION OF SHARES
9	Removal of current Article 9 – CHAIRMAN to be replaced with a new Article 9 - RESTRICTIONS
10	Removal of current Article 10 – MINUTES to be replaced with a new Article 10 - SHAREHOLDERS’ MEETINGS
11	Removal of current Article 11 – Powers to be replaced with a new Article 11 – BOARD OF DIRECTORS
12	Removal of current Article 12 – CONFLICT OF INTEREST to be replaced with a new Article 12 – DELEGATION OF POWERS
13	Removal of current Article 13 – INDEMNITY to be replaced with a new Article 13. COMMITTEES
14	Removal of current Article 14 – DELEGATION to be replaced with a new Article 14. SIGNATURES
15	Removal of current Article 15 – SIGNATURES to be replaced with a new Article 15 INVESTMENT POLICY
16	Removal of current Article 16 – REDEMPTION AND CONVERSION OF SHARES to be replaced with a new Article 16 INVALIDITY AND LIABILITY TOWARDS THIRD PARTIES
17	Removal of current Article 17 – NET ASSET VALUE to be replaced with a new Article 17 INDEMNITY
18	Removal of current Article 18 ISSUANCE OF SHARES to be replaced with a new Article 18 NET ASSET VALUE
19	Amendments to current Article 19 - EXPENSES AND FEES
20	Removal of current Article 20 FISCAL YEAR AND FINANCIAL STATEMENTS to be replaced with a new Article 20 – SUSPENSION OF THE NET ASSET VALUE
21	Removal of current Article 21 AUTHORISED AUDITOR to be replaced with a new Article 21 – FISCAL YEAR AND FINANCIAL STATEMENTS
22	Removal of current Article 22 DIVIDENDS to be replaced with a new Article 22 – AUTHORISED AUDITOR

23	Removal of current Article 23 DISSOLUTION, TERMINATION, MERGER, DIVISION AND REORGANISATION to be replaced with a new Article 23 - DIVIDENDS
24	Removal of current Article 24 AMENDMENT to be replaced with a new Article 24 DISSOLUTION, TERMINATION, MERGER, DIVISION AND REORGANISATION
25	Removal of current Article 25 APPLICABLE LAW to be replaced with a new Article 25 AMENDMENT
26	Insertion of a new Article 26 APPLICABLE LAW

In order for the meeting to validly deliberate upon the items of the agenda, a quorum of 50% of the issued share capital is required and the approval of any of the resolutions requires the consent of Shareholders holding at least 2/3 of the votes cast at the Extraordinary General Meeting of Shareholders.

If the quorum is not reached the Extraordinary General Meeting of Shareholders will have to be reconvened in the manner prescribed by Luxembourg law. The reconvened meeting may validly deliberate on the same above agenda without any quorum.

Shareholders may vote in person or by proxy. The text of the proposed amendments to the articles of incorporation of the Company is available at the registered office of the Company upon request.

Shareholders who are unable to attend this Extraordinary General Meeting, are kindly requested to return the enclosed proxy form duly signed by mail to Nordea Investment Funds S.A., 562, rue de Neudorf, L-2220 Luxembourg or by fax to the attention of Nordea Investment Funds S.A., fax number +352433 940. To be valid proxies should be received before 8 March 2018, 5 pm (Luxembourg time).

Luxembourg, 1 March 2018

By order of the Board of Directors