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**Nordea Fund of Funds, SICAV**  
Société d'Investissement à Capital Variable  
562, rue de Neudorf, L-2220 Luxembourg  
R.C.S. Luxembourg B 66248

## NOTICE OF MEETING

Notice is hereby given to the shareholders of **Nordea Fund of Funds, SICAV** (the "Company") that the first extraordinary general meeting of the Company held on 27 November 2018 could not validly deliberate on the proposed agenda items due to the lack of quorum. Therefore, a Second Extraordinary General Meeting of shareholders shall be held at the registered office of the Company on **14 December 2018 at 11:00 a.m. CET** (the "**Meeting**"), with the following agenda:

1. Appointment of a new director Brian Philip Jensen, Strandgade 3, 0900 Copenhagen C, Denmark, with retroactive effect as of 15<sup>th</sup> of October 2018, and CSSF approval received on 15 November 2018;
2. Ratification of the co-optation of Christian Schön, 33A Avenue J.F. Kennedy, L-1855 Luxembourg;
3. Ratification of the co-optation of Madhu Ramachandran, 33A Avenue J.F. Kennedy, L-1855 Luxembourg.

For this Second Extraordinary General Meeting, the resolutions on the agenda may be passed without quorum requirements, by a majority of 2/3 of the votes cast.

Shareholders may vote in person or by proxy.

Each share is entitled to one vote; fractions of shares have no voting rights. The majority requirements shall be determined in accordance with the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth (5) day prior to the date of the Meeting (the "**Record Date**"). The rights of the shareholders to attend the Meeting and to exercise the voting rights are determined in accordance with the shares held by the shareholders at the Record Date.

Shareholders who are unable to attend this Second 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 11 December 2018, 17:00 (CET).

**HOWEVER, proxies received for the Extraordinary General Meeting of 27 November 2018 remain valid for the Second Extraordinary General Meeting** so that shareholders having already sent a proxy for the extraordinary general meeting of 27 November 2018 may not send a new proxy.

The Meeting will be held in English language.

By order of the Board of Directors

Luxembourg, 3 December 2018

**Nordea Fund of Funds, SICAV**  
**Société d'Investissement à Capital Variable**  
**562, rue de Neudorf, L-2220 Luxembourg**  
**R.C.S. Luxembourg B 66248**

## POWER OF ATTORNEY

I, the undersigned

«Address1»

«Address2»

«Address3»

«Address4»

«Account ID XXXXXXXX»

owner of \_\_\_\_\_ shares of **Nordea Fund of Funds, SICAV** (the "**Company**"), having its registered office in 562, rue de Neudorf, L-2220 Luxembourg (the "**Registered Office**") hereby appoints:

**Mr. Jeremie HOUET**, residing in 562, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg or any employee or Conducting Officer of the Company professionally residing in Luxembourg, each acting individually and with full power of substitution as its attorney-in-fact, to represent the undersigned at the second extraordinary meeting of the shareholders which shall be held at the Registered Office of the Company on 14 December 2018 at 11:00 CET (the "**Meeting**"), in order to deliberate and to vote on the items of the following agenda:

		For	Against	Abstention
1.	Appointment of Brian Philip Jensen, Strandgade 3, 0900 Copenhagen C, Denmark as a new director of the Company, with retroactive effect as of 15 <sup>th</sup> of October 2018, and CSSF approval received on 15 November 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Ratification of the co-optation of Christian Schön, 33A Avenue J.F. Kennedy, L-1855 Luxembourg;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of the co-optation of Madhu Ramachandran, 33A Avenue J.F. Kennedy, L-1855 Luxembourg.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned undertakes to indemnify the attorney-in-fact against any claims, losses, costs, expenses, damages or liability sustained or incurred by the attorney-in-fact as a result of any action taken in good faith pursuant to the present power of attorney.

This power of attorney shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg and 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.

Date \_\_\_\_\_ Signature(s) \_\_\_\_\_