

NORDEA FUND OF FUNDS, SICAV
Société d'Investissement à Capital Variable
562, rue de Neudorf, L-2220 Luxembourg
Grand-Duchy of Luxembourg
R.C.S. Luxembourg B 66248
(the "**Company**")

**NOTICE OF A SECOND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE
COMPANY**

Luxembourg, 6 December 2019

Dear shareholder of the Company,

On 3 December 2019 at 11:00 am (Luxembourg time) was held an extraordinary general meeting of the shareholders (the "**Meeting**") of the Company. The first Meeting could not validly deliberate due to lack of quorum.

It was therefore resolved to convene a second extraordinary general meeting with the same agenda and which regularly constituted would validly deliberate, whatever the portion of the capital may be represented.

Consequently, the directors of the Company hereby invite you to attend the second extraordinary general meeting of shareholders of the Company, which will be held at the notary, Maître Edouard Delosch's office at 27 Boulevard Marcel Cahen L-1311 Luxembourg, on **23 December 2019 at 11:00 am** (Luxembourg time) (the "**Second Meeting**"), to deliberate and vote on the following agenda:

AGENDA

1. To resolve upon the liquidation of the Company with immediate effect.
2. To appoint Nordea Investment Funds S.A. represented by Michael Maldener, as liquidator of the Company (the "**Liquidator**").
3. To determine the powers of the Liquidator and its remuneration.
4. Miscellaneous.

Quorum and majority requirements

Under Luxembourg law, no quorum will be required for the Second Meeting. Approval of the first resolution requires the affirmative vote of at least 2/3 of the votes cast at the Second Meeting. The other resolutions will be passed if approved by a simple majority of the votes cast at the Second Meeting.

Shareholders may vote in person or by proxy. Each share is entitled to one vote.

Shareholders who are unable to attend the Second Meeting are kindly requested to return the 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 Administrative Agency, fax number +352 2786 5010. To be valid proxies should be received before the 19 December 2019, 17:00 CET.

Governing law and effective date

In the event that the resolutions are duly passed, the liquidation of the Company will be conducted in accordance with the laws of Luxembourg and in particular in accordance with the provisions of the law of 10 August 1915 on commercial companies, as amended, and the law of 17 December 2010 regarding undertakings for collective investment, as amended. The liquidation will take the form of a voluntary winding up and will commence on the day of the Second Meeting (or the reconvened meeting).

Consequences of the Liquidation

In the event that the resolutions of the Meeting are passed, a liquidator will be appointed to realize the assets of the Company on the best terms achievable in the prevailing market conditions and in the context of the liquidation.

Shareholders will receive a separate convening notice for the final extraordinary general meeting of shareholders at which shareholders will be asked to approve the completion of the liquidation. No quorum is required for this final meeting and the resolutions will be passed by the consent of a simple majority of the votes cast at such meeting.

Costs and expenses

All the costs and expenses which are related or incidental to the liquidation of the Company will be borne by the Company.

BY ORDER OF THE BOARD OF DIRECTORS