

NORDEA FUND OF FUNDS, SICAV, in liquidation
Société d'investissement à capital variable
562, rue de Neudorf, L-2220 Luxembourg
RCS Luxembourg: B 66248
(the "**Company**")

**CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE
COMPANY**

Luxembourg, 20 February 2020

Dear Shareholder,

We are writing to you as a shareholder of the Company.

You are convened to the extraordinary general meeting of shareholders of the Company (the "**Meeting**") which will be held at the notary, Maître Edouard Delosch's office at 27 Boulevard Marcel Cahen L-1311 Luxembourg, on **28 February 2020 at 11:00 am** (Luxembourg time), to deliberate and vote on the following agenda:

AGENDA

1. Hearing of the reports of the board of directors of the Company and of the approved statutory auditor of the Company (the "**Auditor**") and approval of the audited financial statements of the Company for the financial year ended 23 December 2019, date of the decision of the shareholders of the Company to put the Company into liquidation (the "**Abbreviated Financial Year 2019**");
2. Discharge to be granted to the directors of the Company for the performance of their duties during the Abbreviated Financial Year 2019;
3. Discharge to be granted to the Auditor for the performance of its duties during the Abbreviated Financial Year 2019;
4. Hearing and approval of the report of the Auditor on the liquidation of the Company (the "**Auditor's Liquidation Report**");
5. Approval of the report of the liquidator of the Company, Nordea Investment Funds S.A., represented by Michael Maldener (the "**Liquidator**"), on the liquidation of the Company (the "**Liquidator's Report**");
6. Approval of the audited financial statements of the Company in relation to the liquidation of the Company;
7. Approval of the distribution of the net liquidation proceeds;
8. Discharge to be granted to the Auditor for the performance of its duties during the liquidation of the Company;
9. Discharge to be granted to the Liquidator for the performance of his duties during the liquidation of the Company;

10. Closure of the liquidation of the Company;
11. Decision to keep the Company's documents and books for a period of five (5) years from the date of publication of the closing of the liquidation at the address of Nordea Investment Funds S.A, at 562, rue de Neudorf, Luxembourg, L-2220.
12. Instruction to the Liquidator in connection with the sums which cannot be distributed to the shareholders or paid to the creditors.
13. Delegation to be granted to the Liquidator to perform all necessary matters, inclusive of any administrative steps and subsequent communications in relation with the above.
14. Miscellaneous.

Majority requirements

The resolutions will be passed if approved by a simple majority of the votes cast at the Meeting.

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

Shareholders who are unable to attend the 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 Administrative Agency, fax number +352 2786 5010. To be valid proxies should be received before the 25 February 2020, 17:00 CET.

BY ORDER OF THE LIQUIDATOR OF THE COMPANY