

Nordea Institutional Investment Fund, SICAV-FIS
*Société d'investissement à capital variable - Fonds d'investissement spécialisé -
Société anonyme*
L-2220 Luxembourg, 562, rue de Neudorf
R.C.S. Luxembourg : B 143 334

NOTICE OF MEETING

Dear shareholders,

The board of directors of Nordea Institutional Investment Fund, SICAV-FIS (the “**Company**”) hereby gives you notice that further to the *Commission de Surveillance du Secteur Financier’s* approval, the articles of association of the Company (the “**Articles**”) shall be amended.

An extraordinary general meeting of the shareholders (the “**Extraordinary General Meeting**”) shall be held on 13th February 2020 at 3.00 PM CET, in the Grand Duchy of Luxembourg, with the following agenda:

AGENDA

Item Number	RESOLUTION	Vote in favor	Vote Against	Abstain from Voting
1	Approval of amendments to Article 18 of the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Details of the suggested amendment to article 18 of the Articles:

In **Article 18. (NET ASSET VALUE)**, the penultimate paragraph is to be read as follows:

“The Board of Directors may furthermore adjust the value of any asset if the Board of Directors determines that such adjustment is required to reflect the fair value thereof. The Net Asset Value may also be adjusted to reflect certain dealing charges if need be as more fully described in the Prospectus”.

In order for the Extraordinary General Meeting to validly deliberate upon the item of the agenda, a quorum of 50% of the issued share capital is required and the approval of the resolution 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 proxy must be read, and the votes expressed in conjunction with the proposed amendment to article 18 of the Articles mentioned in the convening notice.

Each share is entitled to one vote. In accordance with the Articles, the rights of shareholders to participate in the Extraordinary General Meeting shall be determined with respect to shares held by that shareholder on the fifth day prior to the Extraordinary General Meeting at midnight (Luxembourg time).

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 10th February 2020, 5.00 PM (CET).

ADDITIONAL INFORMATION

Should you have any questions please contact Nordea Investment Funds S.A, Transfer Agency, 562, rue de Neudorf, L-2220 Luxembourg.

Luxembourg, 31st January 2020.

By order of the Board of Directors

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