

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 the first extraordinary general meeting of the Company held on 13th February 2020 could not validly deliberate on the proposed amendment to the articles of association of the Company (the "**Articles**") due to a lack of quorum.

Therefore, you are hereby convened to a second extraordinary general meeting of the shareholders (the "**Second Extraordinary General Meeting**") to be held on 11th March 2020 at 3.00 PM CET, at the Notary's premises (*Maître* Henri Hellinckx: 101 Rue Cents, 1319 Luxembourg, Grand Duchy of Luxembourg) with the same agenda as for the first extraordinary general meeting as follows:

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"/>

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”.

For this Second Extraordinary General Meeting, the resolutions of 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. 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 email to: nifsa.dsrd@nordea.lu or by fax to the attention of Nordea Investment Funds S.A., fax number +352433 940.

The original can be sent by mail to Nordea Investment Funds S.A., 562, rue de Neudorf, L-2220 Luxembourg.

To be valid proxies should be received before 6th March 2020, 5.00 PM (CET).

ADDITIONAL INFORMATION

Proxies received for the first extraordinary general meeting of 13th February 2020 **remain valid** for the Second Extraordinary General Meeting so that shareholders having already sent a proxy for the first extraordinary general meeting of 13th February 2020 may not send a new proxy.

For organizational purposes, the shareholders who would like to attend the Second Extraordinary General Meeting are kindly requested to inform Nordea Investment Funds S.A. by email to: nifsa.dsrd@nordea.lu before 6th March 2020, 5.00 PM (CET).

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

Luxembourg, 27th February 2020.

By order of the Board of Directors

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