

Nordea Fund of Funds, SICAV

Société d'Investissement à Capital Variable
R.C.S. Luxembourg B 66 248
562, rue de Neudorf, L-2220 Luxembourg

NOTICE TO SHAREHOLDERS

The shareholders (the “**Shareholders**“) of Nordea Fund of Funds (the “**Company**“) are hereby informed that a new prospectus of the Company (the “**Prospectus**“) will enter into force on 1st June 2018, unless a different date is defined for individual changes hereafter, for the purpose of including in the Prospectus, among others, the changes summarised below.

- **Changes in the name of the following Sub-funds**

- Nordea Fund of Funds – Multi Manager Fund Aggressive is renamed to Nordea Fund of Funds – Multi Manager Fund Growth
- Nordea Fund of Funds – Multi Manager Fund Conservative is renamed to Nordea Fund of Funds – Multi Manager Fund Moderate
- Nordea Fund of Funds – Tactical Allocation Conservative is renamed to Nordea Fund of Funds – Tactical Allocation Moderate

- **Investment policy:**

The investment policy remains the same. However the description of the investment policy has been simplified and clarified. For certain sub-funds, the first paragraph and the third paragraph of the investment policy have been merged to skip redundancy and overlapping. Please refer to the below table to find out which investment policy has been re-worded:

Nordea Fund of Funds – Multi Manager Fund Growth (former Nordea Fund of Funds – Multi Manager Fund Aggressive)	The first paragraph of the investment policy is now worded as follow : <i>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds“) of the open- ended type. The Sub-fund will invest between 55% and 95% of its Net Asset Value in Equity Funds. The remaining part of the portfolio will be invested in Target Funds primarily investing in Debt Securities, cash and other Transferable Securities”.</i> The current third paragraph has thus been removed
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<p>Nordea Fund of Funds – Multi Manager Fund Balanced</p>	<p>The first paragraph of the investment policy is now worded as follow:</p> <p><i>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds”) of the open - ended type. The Sub-fund will invest between 30% and 70% of its Net Asset Value in Equity Funds. The remaining part of the portfolio will be invested in Target Funds primarily investing in Debt Securities, cash and other Transferable Securities.</i></p> <p>The current third paragraph has thus been removed</p>
<p>Nordea Fund of Funds – Multi Manager Fund Moderate (former Nordea Fund of Funds – Multi Manager Fund Conservative)</p>	<p>The first paragraph of the investment policy is now worded as follow:</p> <p><i>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds”) of the open-ended type. The Sub-fund will invest between 5% and 45% of its Net Asset Value in Equity Funds. The remaining part of the portfolio will be invested in Target Funds primarily investing in Debt Securities, cash and other Transferable Securities”.</i></p> <p>The current third paragraph has thus been removed</p>
<p>Nordea Fund of Funds – Multi Manager Fund Equity</p>	<p>The first paragraph of the investment policy is now worded as follow:</p> <p><i>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds”) of the open- ended type. The Sub-fund will invest at least 90% of its Net Asset Value in Equity Funds. The remaining part of the portfolio will be invested in Target Funds primarily investing in bonds, cash and other Transferable Securities”.</i></p> <p>The current third paragraph has thus been removed</p>
<p>Nordea Fund of Funds – Multi Manager Fund Total Return</p>	<p>No rewording the description remains the same.</p> <p>The sentence “thus the Sub fund is a fund of funds has however been deleted” as this is redundant with the description itself.</p>
<p>Nordea Fund of Funds – Tactical Allocation Balanced</p>	<p>The second paragraph of the investment policy is now worded as follow:</p>

	<p>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds”) of the open - ended type. The Sub-fund will regularly invest between 25% and 75% of its Net Asset Value in Equity Funds. The remaining part of the portfolio will be invested in Target Funds primarily investing in bonds, cash and other Transferable Securities”.</p> <p>The current fifth paragraph has thus been removed</p>
<p>Nordea Fund of Funds – Tactical Allocation Moderate (former Nordea Fund of Funds – Tactical Allocation Conservative)</p>	<p>The second paragraph of the investment policy is now worded as follow:</p> <p>“The Sub-fund’s investment objective is to invest its net assets in other target funds (the “Target Funds”) of the open - ended type. The Sub-fund will regularly invest less than 50% of its Net Asset Value in Equity Funds. The other part of the portfolio will be invested in Target Funds primarily investing in bonds, cash and other Transferable Securities”.</p> <p>The current fifth paragraph has thus been removed</p>

Prospectus changes relevant for the Shareholders of all Sub-funds

- In Chapter 2. “Terms and definitions used in this Prospectus”
 - The definition of “Emerging Markets” is now as follow :

“For investment purpose defined as countries with – compared e.g. to Europe – less developed economies (as measured by per capita Gross National Product) that have the potential for significant future growth. Markets in emerging countries are typically part of emerging markets indices, such as, but not limited to, MSCI Emerging Markets Index, or JP Morgan GBI Emerging Market Global Diversified Index.”
 - The definition of Equity Fund now includes “Equity Related Securities”.
 - The following definition of Equity Related Securities has been added :

“Securities that encompass, inter alia, co-operative shares, participation certificates, equities, equity rights, dividend-right certificates, warrants on equities or on equity rights, and Participatory Notes”.
 - The definition of “Institutional Investor” is now as follow :

“Institutional investors within the meaning of article 174 of the Law of 17 December 2010, as may be defined from time to time by the guidelines or recommendations issued by the CSSF. In particular Institutional Investors include credit institutions, professionals of the financial sector – including investment in their own name but on behalf of third parties pursuant to a discretionary management agreement - insurance and reinsurance companies, pension funds, holding companies, regional and local authorities”

- Nordea Bank S.A. is now defined as the Investment Manager.
- The definition of the “Valuation Day” is now as follow :

“Each day on which the Net Asset Value per Share is calculated for a specific Sub-fund of the Company.

Unless otherwise defined in relation to a particular Sub-fund, a Valuation Day is a Business Day other than a Business Day on which any stock exchange or market, on which a substantial portion of the relevant Sub-fund’s investments is traded, is closed, restricted, suspended, cancelled or otherwise altered.

The substantial portion can be defined from time to time by the Board of Directors who may, as such, determine whether a Business Day shall be a Valuation Day or a non-Valuation Day. Requests for issue, redemption, transfer and switching of Shares of any Share Class are not processed on a non-Valuation day and will be processed on the next Valuation Day”.

- Subject to approval of the shareholders at the extraordinary general meeting deciding upon the revision of the articles of incorporation of the Company, in application with the revised law relating to commercial companies of 10 August 2016, the date of annual general meetings shall be held within six months from the end of the financial year and the date and place of the meeting will be announced in the convening notice.
- Investment restrictions applying to US Persons are now to be read as follow :

“The Shares/Units in the Company/Fund may not be directly or indirectly offered or sold in the United States of America. US Persons may not subscribe for Shares/Units in the Company/Fund.

The term US Person, for the purpose of this Prospectus, means “U.S. Person” as defined by Rule 902 of Regulation S, and does not include any “Non-United States person” as used in Rule 4.7 under the U.S. Commodity Exchange Act, as amended.

U.S. Person” as defined by Rule 902 of Regulation S includes, but is not limited to:

- (i) *any natural person resident in the United States of America;*
- (ii) *any partnership or corporation organized or incorporated under the laws of the United States of America;*
- (iii) *any estate of which any executor or administrator is a US Person;*
- (iv) *any trust of which any trustee is a US Person;*
- (v) *any agency or branch of a non-US entity located in the United States of America;*
- (vi) *any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person;*
- (vii) *any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States of America; and*
- (viii) *any partnership or corporation if:*
 - (1) *organized or incorporated under the laws of any foreign jurisdiction; and*

(2) formed by a US person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined under Rule 501a under the Securities Act) who are not natural persons, estates or trusts.

For the avoidance of doubt, US Taxpayers may subscribe for Shares/Units in the Company/Fund, as long as they do not qualify as US Persons. As used herein, the term US Taxpayer refers to a “United States person”, as defined for US federal income tax purposes. For example, an individual who is a US citizen residing outside of the United States of America is not a US Person but is a US Taxpayer for US federal income tax purposes”.

- Chapter 4. Share Capital has been amended to reflect that a separate Net Asset Value per Share Class, which may differ as a consequence of one or several of variable factors, will be calculated for each Share Class.
- It is clarified that the deadline to receive subscription, redemption and/or conversion requests is “before 15:30 CET”, whereas it was previously “before or at 15:30 CET”.
- Chapter 5 Share Dealing has been amended to reflect the that going forward, all subscription request must be made in the reference currency of the share class to invest in and all subscription payments shall be made in the reference currency of the relevant share class.
- Regarding Conversion the Prospectus now indicates that conversions are only allowed between Share Classes with the same reference currency.

In addition, it is now clarified that the settlement date for redemption and conversion is in principle the third Business Day from the relevant Valuation Day on which the order has been accepted. It is also specified that in addition to currency holiday the Board of Directors or its delegate can now decide to defer the settlement date on any Business Days when the Net Asset Value of the relevant Sub-Fund is not calculated in accordance with the definition of a Valuation Day. Finally the Prospectus now provides that the Board of Directors may, at any time, decide to close a to close a Sub-fund or a Share Class and not to accept any further Subscriptions and Conversions into the relevant Sub-fund or Share Class i) from new Investors who have not yet already invested into the said Sub-fund or into the said Share Class (“Soft Closure”) or (ii) from all any Investors (“Hard Closure”).”.

- In Chapter 6 Net Asset Value the first circumstance in which the Net Asset Value can be suspended has been amended and is now worded as follow:

On any Business Day(s), when a lower portion of the Sub-fund’s assets, than the portion defined as substantial by the Board of Directors, cannot be traded due to a full or partial closure or other restrictions or suspensions on a relevant market.

- In Chapter 7. “Investment Restrictions”:
 - Concerning Value-at-Risk sub-funds the descriptions of leverage has been redrafted to better describe the figures displayed in the prospectus.
 - With regard to Securities Lending and Borrowing, Repurchase Agreement Transaction, Buy- Sell Back transactions and total return swap it is clarified that none of the sub-funds does currently enter into these transaction and that when using financial derivative

instruments, including these instruments, the Company shall at all times comply with any applicable law, regulation and administrative practice, including Regulation (EU) 2015/2365 of 25 November 2015 on transparency of securities financing transactions and of reuse and the prospectus will be updated accordingly in case of any material change to the use of any of these instruments under Regulation (EU) 2015/2365 of 25 November 2015 on transparency of securities financing transactions and of reuse.

- The Prospectus now clarifies that a Sub-fund may also post collateral to its counterparties. For this purpose, a Sub-fund may hold assets that are not part of its main investment universe, within the limits as set forth in the Sub-fund appendix. Such assets are, inter alia, cash and government bonds.
- Section VI has been renamed “Socially responsible investment” and redrafted to better reflect the environmental, social and governance aspects embedded in the investment selection process applicable to all sub-funds.
- In Chapter 8. The Prospectus now specifies that an over-hedged position arising in a Hedged Share Class is not permitted to exceed 105% of the Net Asset Value of that Hedged Share Class and any under-hedged position arising in a Hedged Share Class is not permitted to fall short of 95% of the Net Asset Value of that Hedged Share Class.
- In Chapter 9. Risk Factors :
 - risks warning regarding Securities lending repurchase and buy sell back transactions, Collateral management risks have been added.
 - The use of financial instruments for the purpose of hedging foreign exchange risks may lead to a risk of contagion to other Share Classes. The list of Share Classes with a contagion risk can be found on www.nordea.lu
- In Chapter 13. Fees and Expenses :
 - The Prospectus now indicates that local intermediaries may claim directly from the Investor an additional fee on their own behalf in connection with Subscription/Conversion and/or Redemption of Shares in their market. Such fees are independent of the Company, the Depository and the Management Company.
- In Chapter 18. Management and Administration :

The composition of (i) the board of the directors of the Company, (ii) the Management Company, and (iii) the conducting officer has been updated:

- Chapter 19. “Representatives & Paying Agents outside Luxembourg has been updated with new details of the representative and / or paying agent in Estonia, Latvia, Lithuania and Switzerland

Shareholders who do not agree to the changes as described above may redeem their Shares free of any charges, with the exception of any local transaction fees that might be charged by local intermediaries on their own behalf and which are independent from the Company and the



Management Company. Such instruction must be received in writing by Nordea Investment Funds S.A. (as Administrative Agent) at the below address by 31 May 2018 15:30 CET at the latest.

An updated version of the Prospectus dated June 2018 may be obtained, free of any charges, at the Registered Office of the Company or Nordea Investment Funds S.A. at 562, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, and on the website www.nordea.lu, in the Download Centre, under the "KIID/Prospectus" section, as soon as the Luxembourg regulatory authority (the "CSSF") has issued the visa-stamped official Prospectus or, if available, on local Nordea websites.

Capitalized terms in this notice shall have the meaning ascribed to them in the Prospectus unless the context otherwise requires.

Shareholders having any question relating to the above changes should not hesitate to contact their financial advisor or Nordea Investment Funds S.A., Client Relationship Services, on telephone +352 43 39 50 - 1.

Luxembourg, 27 April 2018
The Board of Directors of Nordea Fund of Funds, SICAV