

## NOTICE TO SHAREHOLDERS

As shareholders of Nordea 2, SICAV, you are hereby informed that a new prospectus of Nordea 2, SICAV will be issued in December 2021 including the following key changes effective as from 17 December 2021 (the “**Effective Date**”):

### 1.Key changes

#### 1.1 relevant to all shareholders

The following risk warnings in “Risk Descriptions” have been updated for clarification purposes:

- “Credit risk” has been updated to include specific risks associated with investment in high yield securities.
- “Hedging risk – currency hedged share classes” has been updated to clarify that currency hedging may not be successful, especially during times of market volatility. Mainly due to interest rate differentials and costs associated with performing the hedging activity, the currency hedged share class may have a different performance to the equivalent share class in the base currency.
- “Liquidity risk” further details circumstances in which liquidity risk may arise.
- “Legal risks” is added to describe the risk that legal agreements that Nordea 2, SICAV may enter into in respect of certain derivatives, instruments and techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in tax or accounting laws.

The disclosure of usage of securities financing transactions under “How the Funds Use Instruments and Techniques” is updated to clarify that, where a fund enters into repurchase transactions, the expected and maximum proportion of total assets subject to repurchase transactions is disclosed for each fund in the “Fund Descriptions”. Where use is permitted in the fund’s investment policy but the expected usage as at the date of the prospectus is disclosed as “none”, the maximum proportion of total assets that can be subject to repurchase transactions is 100% and the prospectus will be updated as above at the next opportunity.

All funds are authorized to use total return swaps (“TRSs”), including contracts for difference. Where a fund uses TRSs as of the date of the prospectus, the expected and maximum proportion of total assets subject to TRSs is disclosed for each fund in the “Fund Descriptions”. This is disclosed as “none expected” if these derivatives are permitted but are not currently used as at the date of the prospectus. Currently none of the fund is using neither TRSs nor repurchase transactions. A fund’s expected usage is an indicative limit, not a regulatory limit, and the actual usage may exceed the expected usage from time to time. Updated information on the actual usage is available on request and free of charge at the registered office of the management company.

The “Share Class Fees” section has been streamlined in order to clarify cost implications for currency hedged share classes, and to confirm that “Operational expenses” include a central administration fee, depositary fees (charges for safekeeping and other associated services) and the subscription tax (*taxe d’abonnement*). Depositary transaction fees and other transaction-related fees, such as brokerage fees and commissions, stamp duty or similar levies fall under “Expenses not included in any of the above”. There is no increase in the overall costs taken from each fund.

Under “Swing pricing” the maximum adjustment factor that may be applied has been increased from 1.75% to 2.00% of what the NAV would otherwise be for all share classes within a fund, in accordance

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with regulatory guidance and market practice. In extraordinary situations (such as high net dealings, significant market volatility, market disruption or significant economic contraction, a terrorist attack or war (or other hostilities), a pandemic or other health crisis, or a natural disaster), this limit may be increased, on a temporary basis, to protect the interests of shareholders. Shareholders will be notified of a decision to increase the adjustment swing factor limit via a notice. The swing factor of a specific fund is available upon request and free of charge at the registered office of the management company.

Under "Notices and Publications" it is clarified that notices and statements and confirmations will be sent to all shareholders at the address on the share-holders' register, either physically, electronically, or as an e-mailed link, subject to investor consent (where required).

The "SICAV" section includes the legal successor (J.P. Morgan SE, Luxembourg Branch) to the Depositary, J.P. Morgan Bank Luxembourg S.A, following a corporate restructuring due to take effect on or around 22 January 2022.

The list of board members and conducting officers of the Management Company have been updated. The updated Prospectus will further reflect regulatory updates, clarifications, minor formatting and editorial changes.

## 1.2 relevant to certain shareholders only

| <b>Name Change</b>  |  |
|---|--|
| <b>From</b>   | <b>to</b>  |
| Nordea 2 - Emerging Markets Sustainable Enhanced Equity Fund  | Nordea 2 - Emerging Markets Responsible Enhanced Equity Fund |
| Nordea 2 - European Sustainable Enhanced Equity Fund  | Nordea 2 - European Responsible Enhanced Equity Fund         |
| Nordea 2 – Global Sustainable Enhanced Equity Fund  | Nordea 2 – Global Responsible Enhanced Equity Fund           |
| Nordea 2 – Global Sustainable Enhanced Small Cap Fund   | Nordea 2 – Global Responsible Enhanced Small Cap Fund        |
| Nordea 2 – North American Sustainable Enhanced Equity Fund  | Nordea 2 – North American Responsible Enhanced Equity Fund   |
| <b>MERGER</b>   |  |
| <p>The following funds will be removed from the prospectus :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – US Corporate ESG Bond Fund merged into Nordea 1- US Corporate Stars Bond Fund</li> <li>➤ Nordea 2 – US High Yield ESG Bond Fund merged into Nordea 1 - North American High Yield Stars Bond Fund</li> </ul>  |  |
| <b>SFDR DISCLOSURES</b>   |  |
| <p>The following article 6 Funds under the Regulation (EU) 2019/2088 of the European Parliament and of the Counsel of 27 November 2019 on sustainability-related disclosures in the financial services sector ("<b>SFDR</b>"), that apply baseline ESG safeguards will display the following EU taxonomy-related disclosure: "<i>The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable investments</i>" :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – Emerging Markets Enhanced Equity Fund</li> </ul> |  |

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| <ul style="list-style-type: none"> <li>➤ Nordea 2 – European Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Enhanced Small Cap</li> <li>➤ Nordea 2- Japanese Enhanced Equity Fund</li> <li>➤ Nordea 2 – Swedish Enhanced Equity Fund</li> <li>➤ Nordea 2 – Emerging Market Hard Currency Enhanced Bond Fund</li> <li>➤ Nordea 2 – Emerging Market Local Debt Enhanced Fund</li> <li>➤ Nordea 2 – Euro Corporate Enhanced Bond Fund</li> <li>➤ Nordea 2 – Global High Yield Enhanced Bond Fund – USD Hedged</li> <li>➤ Nordea 2 – US Corporate Enhanced Bond Fund</li> <li>➤ Nordea 2 – Global Asset Allocation Target Date Fund 1</li> </ul>  |
| <p>The following funds will change from an Article 6 to an Article 8 fund within the meaning of the SFDR :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – Balanced Growth Target Date Fund</li> <li>➤ Nordea 2 – VAG Optimised Stable Return Fund</li> </ul>  |
| <ul style="list-style-type: none"> <li>➤ It is clarified that the following funds do not commit to investing in sustainable investment and therefore disclosures required by Article 6 of the EU Taxonomy Regulation do not apply.</li> <li>➤ Nordea 2 – Emerging Markets Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – European Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Opportunity Equity Fund – NOK Hedged</li> <li>➤ Nordea 2 – Global Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Sustainable Enhanced Small Cap Fund</li> <li>➤ Nordea 2 – North American Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Stable Emerging Markets Aksjer Etisk</li> <li>➤ Nordea 2 – European Cross Credit ESG Fund</li> <li>➤ Nordea 2 – LCR Optimised Danish Covered Bond Fund – EUR Hedged</li> <li>➤ Nordea 2 – Balanced Growth Target Date Fund</li> <li>➤ Nordea 2 – VAG Optimised Stable Return Fund</li> </ul>   |
| <h2 style="margin: 0;">GITA DISCLOSURES</h2>   |
| <p>The GITA disclosure for the following so called equity funds is amended to reflect that a fund needs to continuously invests more than 50% of total assets in equities as defined within the German Investment Tax Act (“GITA”) to qualify as an “equity fund” in accordance with the GITA :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – Emerging Markets Enhanced Equity Fund</li> <li>➤ Nordea 2 – Emerging Markets Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 - European Enhanced Equity Fund</li> <li>➤ Nordea 2 – European Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 - Global Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Enhanced Small Cap Fund</li> <li>➤ Nordea 2 – Global Opportunity Equity Fund – NOK Hedged</li> <li>➤ Nordea 2 – Global Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Sustainable Enhanced Small Cap Fund</li> <li>➤ Nordea 2 – Japanese Enhanced Equity Fund</li> <li>➤ Nordea 2 – North American Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Stable Emerging Markets Aksjer Etisk</li> <li>➤ Nordea 2 – Swedish Enhanced Equity Fund</li> </ul> |

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|---|---|
| <b>LIQUIDITY RISK WARNING</b>   |   |
| <p>The following funds will include a liquidity risk warning under the fund-specific “Risk considerations” to reflect that they are materially exposed to a liquidity risk :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – Emerging Markets Enhanced Equity Fund</li> <li>➤ Nordea 2 – Emerging Markets Sustainable Enhanced Equity Fund</li> <li>➤ Nordea 2 – Global Enhanced Small Cap Fund</li> <li>➤ Nordea 2 – Global Sustainable Enhanced Small Cap Fund</li> <li>➤ Nordea 2 – Stable Emerging Markets Aksjer Etisk</li> <li>➤ Nordea 2 – Emerging Market Hard Currency Enhanced Bond Fund</li> <li>➤ Nordea 2 – Emerging Market Local Debt Enhanced Fund</li> <li>➤ Nordea 2 – European Cross Credit ESG Fund</li> <li>➤ Nordea 2 – Global High Yield Enhanced Bond Fund – USD Hedged</li> </ul> |   |
| <b>BENCHMARK</b>  |   |
| Nordea 2 – Swedish Enhanced Equity Fund   | The benchmark used by the fund for performance comparison only is changed from <b>OMX Stockholm Benchmark Index (Gross Return)</b> to <b>OMX Stockholm Benchmark Cap Index (Gross Return)</b> |
| <b>MANAGEMENT FEE</b>   |   |
| <p>The following management fee of I share class changed from a maximum fee rate to an effective fee rate as follow :</p> <ul style="list-style-type: none"> <li>➤ Nordea 2 – European Cross Credit ESG Fund from “up to 0.60%” to “0.50%”.</li> <li>➤ Nordea 2 – Global Opportunity Equity Fund – NOK Hedged from “up to 0.85%” to “0.85%”.</li> <li>➤ Nordea 2 – LCR Optimised Danish Covered Bond Fund – EUR Hedged from “up to 0.20%” to “0.20%”.</li> <li>➤ Nordea 2 – Stable Emerging Markets Aksjer Etisk from “up to 1.00%” to “1.00%”.</li> <li>➤ Nordea 2 – VAG Optimised Stable Return Fund from “up to 0.85%” to “0.85%”.</li> </ul> <p>All P, E, Q, C and F share classes now disclose the effective fee rate instead of the maximum one.</p>  |   |

## 2. Right to redeem and contact information

Shareholders who do not agree to the changes as described above may redeem their shares, following the redemption process detailed in the prospectus, 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 Nordea 2, SICAV 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 16 December 2021 **before** 15h30 CET.

The updated version of the prospectus dated December 2021 may be obtained, free of any charge, at the Registered Office of the Company or at Nordea Investment Funds S.A. at 562, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, and on the website [www.nordea.lu](http://www.nordea.lu), as soon as the CSSF has issued the visa-stamped official prospectus or, if available, on local Nordea websites.

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Professional and institutional shareholders having any question relating to the above changes or new prospectus in general should not hesitate to contact their usual professional advisor or intermediary or their local client services office via [nordea.lu](http://nordea.lu) or at [nordeafunds@nordea.com](mailto:nordeafunds@nordea.com). Retail investors having any question relating to the above changes or new prospectus in general should contact their usual financial advisor.

Luxembourg, 16 November 2021

The Board of Directors of Nordea 2, SICAV.

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