

RATING ACTION COMMENTARY

Fitch Affirms NN's IFS Rating at 'AA-'; Outlook Stable

Wed 22 Nov, 2023 - 09:17 ET

Fitch Ratings - Frankfurt am Main - 22 Nov 2023: Fitch Ratings has affirmed Nationale-Nederlanden Levensverzekeringen Maatschappij N.V.'s Insurer Financial Strength (IFS) Rating at 'AA-' (Very Strong) and NN Group N.V.'s (together NN) Long-Term Issuer Default Rating (IDR) at 'A+'. The Outlooks are Stable.

The affirmation reflects NN's 'Very Strong' capitalisation and company profile as well as its 'Strong' profitability.

KEY RATING DRIVERS

Resilient Technical Performance: NN Group N.V.'s 'Strong' profitability is based on resilient reported group operating earnings. However, the reported operating result dropped to EUR1.7 billion in 2022 from EUR2 billion in 2021 on a weaker combined ratio in Netherlands non-life activity, the sale of investment firm NNIP and lower revenue in Japan life operations. In 1H23, the operating result rose to EUR1.4 billion. Fitch expects the group to generate better operating earnings in 2023 on improvements in Netherlands non-life and banking business.

The Fitch-calculated pre-tax operating return on assets (ROA) declined to 0.1% in 2022 from 1.3% in 2021, due to equity investment losses and negative revaluations on real estate and derivatives. We expect the ROA to improve to above 1% in the medium term on smaller revaluation losses. While further negative revaluations on real estate are likely, the revaluation result of derivatives used for hedging mainly reflects accounting asymmetries, which should be remedied in 2023 with the introduction of IFRS 17.

Very Strong Capital: NN has maintained 'Very Strong' capitalisation. The group scored 'Very Strong' on Fitch's Prism Factor-Based Model (FBM) based on end-2022 numbers (2021: 'Extremely Strong') due to mark-to-market losses on investments. It reported a very strong Solvency II (S2) ratio of 201% at end-1H23 (end-2022: 197%). Operating capital generation exceeded capital repatriation in the form of its regular EUR250 million share buyback programme and a EUR309 million interim 2023 dividend.

Fitch believes that NN's capitalisation has sufficient headroom in the 'AA' category to withstand adverse developments of the unit-linked Dutch court ruling and expects capitalisation to remain very strong in 2023 and 2024.

Low Leverage: The group's Fitch-calculated financial leverage ratio (FLR) remained unchanged at 23% as of end-2022. A fall in adjusted IFRS equity on the back of a net loss in 2H22 was offset by lower financial debt as EUR600 million of senior debt was repaid when it matured in March 2022. Fitch expects the FLR to decline in 2023 after its EUR500 million senior unsecured notes matured in January 2023 and were not replaced.

Very Strong Financial Flexibility: NN's debt-servicing capability and financial flexibility is 'Very Strong' based on a three-year average fixed-charge coverage (FCC) of 9x, stable market access, and financial flexibility underpinned by adequate cash reserves and contingent funding. We expect FCC to remain very strong in 2023 on lower financial debt and strong group operating earnings.

Very Strong Company Profile: Fitch ranks NN's company profile as 'Favourable' compared with other Dutch insurers'. In the Netherlands, NN is the largest insurer in life and pensions and holds a number 2 position in property and casualty as well as in disability and accident. International operations, such as those in central Europe and Japan, accounted for about 30% of NN's operating result in 2022. Gross premium income declined 5% to EUR13.6 billion in 2022.

Low Investment Risk: Fitch assesses NN's investment and asset risk as low and scores the credit factor as 'Very Strong'. The group's asset allocation remained broadly unchanged in 2022. Investments mainly comprised debt securities (53% of insurance investments at end-2022, mostly investment-grade) and high-quality Dutch residential mortgages (28%). Real estate investments had a 9% share, while equity investments accounted for 2%. We expect exposure to higher-risk assets to remain commensurate with the ratings.

RATING SENSITIVITIES

Factors That Could Collectively or Individually Lead to Positive Rating Action/Upgrade

-Improvement in NN's financial leverage, while the group achieves strong operating earnings and a S2 ratio above 200%

Factors That Could Collectively or Individually Lead to Negative Rating Action/Downgrade

- Significant deterioration of NN's financial leverage on a sustained basis
- Deterioration of NN's S2 ratio to below 170%
- Sustained weakening of NN's operating earnings

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

ESG CONSIDERATIONS

The highest level of ESG credit relevance is a score of '3', unless otherwise disclosed in this section. A score of '3' means ESG issues are credit-neutral or have only a minimal credit impact on the entity, either due to their nature or the way in which they are being managed by the entity. Fitch's ESG Relevance Scores are not inputs in the rating process; they are an observation on the relevance and materiality of ESG factors in the rating decision. For more information on Fitch's ESG Relevance Scores, visit https://www.fitchratings.com/topics/esg/products#esg-relevance-scores.

RATING ACTIONS

ENTITY / DEBT \$	RATING \$	PRIOR \$
NN Group N.V.	LT IDR A+ Rating Outlook Stable Affirmed	A+ Rating Outlook Stable
senior unsecured	LT A Affirmed	А
subordinated	LT BBB+ Affirmed	BBB+
Nationale-Nederlanden Levensverzekeringen Maatschappij N.V.	LT IFS AA- Rating Outlook Stable Affirmed	AA- Rating Outlook Stable

VIEW ADDITIONAL RATING DETAILS

FITCH RATINGS ANALYSTS

Robert Mazzuoli, CFA

Director

Primary Rating Analyst

+49 69 768076 167

robert.mazzuoli@fitchratings.com

Fitch Ratings - a branch of Fitch Ratings Ireland Limited

Neue Mainzer Strasse 46 - 50 Frankfurt am Main D-60311

Alberto Messina

Director
Secondary Rating Analyst
+49 69 768076 234
alberto.messina@fitchratings.com

Stephan Kalb

Senior Director
Committee Chairperson
+49 69 768076 118
stephan.kalb@fitchratings.com

MEDIA CONTACTS

Athos Larkou
London
+44 20 3530 1549
athos.larkou@thefitchgroup.com

Additional information is available on www.fitchratings.com

PARTICIPATION STATUS

The rated entity (and/or its agents) or, in the case of structured finance, one or more of the transaction parties participated in the rating process except that the following issuer(s), if any, did not participate in the rating process, or provide additional information, beyond the issuer's available public disclosure.

APPLICABLE CRITERIA

Insurance Rating Criteria (pub. 20 Jul 2023) (including rating assumption sensitivity)

APPLICABLE MODELS

Numbers in parentheses accompanying applicable model(s) contain hyperlinks to criteria providing description of model(s).

Prism Factor-Based Capital Model, v1.8.0 (1)

ADDITIONAL DISCLOSURES

Dodd-Frank Rating Information Disclosure Form Solicitation Status Endorsement Policy

ENDORSEMENT STATUS

Nationale-Nederlanden Levensverzekeringen Maatschappij N.V. NN Group N.V. EU Issued, UK Endorsed EU Issued, UK Endorsed

DISCLAIMER & DISCLOSURES

All Fitch Ratings (Fitch) credit ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: https://www.fitchratings.com/understandingcreditratings. In addition, the following https://www.fitchratings.com/rating-definitions-document details Fitch's rating definitions for each rating scale and rating categories, including definitions relating to default. ESMA and the FCA are required to publish historical default rates in a central repository in accordance with Articles 11(2) of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 and The Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 respectively.

Published ratings, criteria, and methodologies are available from this site at all times. Fitch's code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the Code of Conduct section of this site. Directors and shareholders' relevant interests are available at https://www.fitchratings.com/site/regulatory. Fitch may have provided another permissible or ancillary service to the rated entity or its related third parties. Details of permissible or ancillary service(s) for which the lead analyst is based in an ESMA- or FCA-registered Fitch Ratings company (or branch of such a company) can be found on the entity summary page for this issuer on the Fitch Ratings website.

In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party

verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The complete span of best- and worst-case scenario credit ratings for all rating categories ranges from 'AAA' to 'D'. Fitch also provides information on best-case rating upgrade scenarios and worst-case rating downgrade scenarios (defined as the 99th percentile of rating transitions, measured in each direction) for international credit ratings, based on historical performance. A simple average across asset classes presents best-case upgrades of 4 notches and worst-case downgrades of 8 notches at the 99th percentile. Sector-specific best-and worst-case scenario credit ratings are listed in more detail at https://www.fitchratings.com/site/re/10238496

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$10,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001. Fitch Ratings, Inc. is registered with the U.S. Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (the "NRSRO"). While certain of the NRSRO's credit rating subsidiaries are listed on Item 3 of Form NRSRO and as such are authorized to issue credit ratings on behalf of the NRSRO (see https://www.fitchratings.com/site/regulatory), other credit rating subsidiaries are not listed on Form NRSRO (the "non-NRSROs") and therefore credit ratings issued by those subsidiaries are not issued on behalf of the NRSRO. However, non-NRSRO personnel may participate in determining credit ratings issued by or on behalf of the NRSRO.

dv01, a Fitch Solutions company, and an affiliate of Fitch Ratings, may from time to time serve as loan data agent on certain structured finance transactions rated by Fitch Ratings.

Copyright © 2023 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved.

READ LESS

SOLICITATION STATUS

The ratings above were solicited and assigned or maintained by Fitch at the request of the rated entity/issuer or a related third party. Any exceptions follow below.

ENDORSEMENT POLICY

Fitch's international credit ratings produced outside the EU or the UK, as the case may be, are endorsed for use by regulated entities within the EU or the UK, respectively, for regulatory purposes, pursuant to the terms of the EU CRA Regulation or the UK Credit Rating

Agencies (Amendment etc.) (EU Exit) Regulations 2019, as the case may be. Fitch's approach to endorsement in the EU and the UK can be found on Fitch's Regulatory Affairs page on Fitch's website. The endorsement status of international credit ratings is provided within the entity summary page for each rated entity and in the transaction detail pages for structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.