

Annual general meeting NN Group N.V. 2021

20 May 2021



Dear shareholder,

The annual general meeting of NN Group N.V. will take place on 20 May 2021, at 10.00 CET.

In view of the Covid-19 pandemic, the health risks still present, and based on the guidelines of the Dutch authorities, the annual general meeting of NN Group N.V. will be held virtually in accordance with the Temporary Act Covid-19 Justice and Security (Tijdelijke Wet Covid-19 Justitie en Veiligheid). This means that shareholders will not be able to physically attend the meeting.

You will however, be able to follow the meeting via a live webcast in both Dutch and English on the Company's [website](#).

As a shareholder, you will also be able to virtually attend and vote during the meeting or exercise your voting rights by providing an electronic proxy with voting instructions in advance.

Should you wish to ask questions on any agenda item, these can be submitted in advance. If you have registered to virtually attend and vote during the meeting, you can also ask questions during the meeting.

For further information and instructions please refer to 'General information' on page 10 and 11.

Our company values the dialogue with its shareholders and regrets the fact that physical attendance at our annual general meeting is again not possible this year. However, these remain exceptional times that require special measures to protect the health and safety of everyone. For now, we would like to thank you for your understanding and flexibility.

David Knibbe and David Cole
on behalf of the Executive Board and Supervisory Board of NN Group N.V.
The Hague, 7 April 2021

Agenda

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Explanation of the agenda items

2. 2020 Annual Report (discussion item)

Explanation of the 2020 Annual Report of NN Group N.V. ('Company'), including the 2020 Annual Review and the 2020 Financial Report.

3. Proposal to give a positive advice on the 2020 Remuneration Report (voting item)

It is proposed to give a positive advice on the 2020 Remuneration Report. See pages 33 through 42 of the 2020 Financial Report.

4. 2020 annual accounts

A. Proposal to adopt the annual accounts for the financial year 2020 (voting item)

It is proposed to adopt the annual accounts of the Company for the financial year 2020. See pages 45 through 186 of the 2020 Financial Report.

B. Explanation of the dividend policy (discussion item)

Explanation of the dividend policy of the Company. This policy can be found on the Company's [website](#).

C. Proposal to pay out dividend (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to pay out a final dividend of EUR 1.47 per ordinary share, or approximately EUR 456 million in total. The resolution to pay out dividend will be subject to the condition hereinafter described. On 2 September 2020, the Company paid an interim dividend of EUR 2.26 per ordinary share. This amount comprised (i) EUR 1.40 per ordinary share, equal to the amount of the 2019 final dividend that was suspended in April 2020 plus (ii) EUR 0.86 per ordinary share, equal to the regular 2020 interim dividend calculated in accordance with the Company's dividend policy.

The proposed 2020 final dividend of EUR 1.47 per ordinary share plus the regular 2020 interim dividend of EUR 0.86 per ordinary share gives a pro forma total dividend for 2020 of EUR 2.33 per ordinary share.

The final dividend will be paid either in cash, after deduction of withholding tax if applicable, or in ordinary shares, at the election of the shareholder. Dividends paid in the form of ordinary shares will be delivered from treasury shares or issued from the share premium reserve. To neutralise the dilutive effect of the stock dividend, the Company will repurchase ordinary shares for an amount equivalent to the stock dividend. The value of the stock dividend will be approximately equal to the cash dividend and will be calculated according to the mechanism described below. The proposal also includes the designation of the Executive Board as the competent body to resolve, with the approval of the Supervisory Board, to issue such amount of ordinary shares necessary for the

payment of the stock dividend (and to exclude pre-emptive rights of existing shareholders in this respect). This designation will only be used by the Executive Board if and to the extent that treasury shares are not used for the payment of stock dividend.

If the proposed dividend is adopted by the General Meeting, the ordinary shares in the share capital of the Company will be quoted ex-dividend on 24 May 2021. The record date for the dividend will be 25 May 2021. The election period, during which shareholders may choose between dividend in cash or dividend in ordinary shares, will run from 26 May 2021 up to and including 9 June 2021. If no choice is made during the election period, the dividend will be paid in cash. The stock fraction for the stock dividend will be based on the volume weighted average price of the ordinary shares in the share capital of the Company on Euronext Amsterdam for the five trading days from 3 June 2021 up to and including 9 June 2021. The dividend will become payable on 16 June 2021.

On the basis of Solvency II regulatory capital requirements, a dividend can only be paid out if the Company is compliant with the applicable Solvency Capital Requirement. Therefore, the resolution to pay out dividend is subject to a resolutive condition (ontbindende voorwaarde). This means that no dividend will be paid out if the Company does not meet the Group Solvency Capital Requirement within the meaning of the Solvency II regulations on the date on which the dividend will become payable.

5. Release from liability

A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2020 (voting item)

It is proposed to release the members of the Executive Board from liability for their respective duties performed during the financial year 2020, insofar the exercise of those duties is reflected in the 2020 annual accounts or otherwise disclosed prior to taking this resolution.

B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2020 (voting item)

It is proposed to release the current and former members of the Supervisory Board from liability for their respective duties performed during the financial year 2020, insofar the exercise of those duties is reflected in the 2020 annual accounts or otherwise disclosed prior to taking this resolution.

6. Composition of the Supervisory Board

As announced on 10 February 2021 and 2 April 2021, the Supervisory Board has nominated Cecilia Reyes, Rob Lelieveld and Inga Beale for appointment as members of the Supervisory Board, to further strengthen the composition of the Board with their specific expertise and experience. In light of this, the Supervisory Board announces an increase of the number of members of the Supervisory Board to nine.

The Central Works Council of the Company ('Central Works Council') has made use of its enhanced recommendation right and has asked the Supervisory Board to nominate Rob Lelieveld as the person recommended by the Central Works Council. The Central Works Council has informed the Supervisory Board that it does not have recommendations for the other nominations and that it supports the appointment of Cecilia Reyes and Inga Beale.

A. Proposal to appoint Cecilia Reyes as member of the Supervisory Board (voting item)

The Supervisory Board has nominated Cecilia Reyes for appointment as member of the Supervisory Board for a term of four years, which appointment shall become effective as from the close of the annual general meeting to be held on 20 May 2021. If appointed, the term of appointment of Cecilia Reyes will end at the close of the annual general meeting in 2025.

Cecilia Reyes was born on 3 February 1959 and has Filipino and Swiss nationality.

Cecilia Reyes is former Group Chief Risk Officer, Chief Investment Officer and a member of the Executive Committee at Zurich Insurance Group Ltd. Cecilia Reyes is a non-executive director and member of the Risk and Capital Committee and the Remuneration Committee at Standard Life Aberdeen plc.

The number of directorships held by Cecilia Reyes meets the requirements of Dutch law.

Cecilia Reyes has been nominated on the basis of her long-time experience in international insurance and financial markets, her solid knowledge and experience on investment management and risk management, as well as her experience as an executive and non-executive director. Her nomination for appointment is in accordance with the profile of the Supervisory Board. This profile is available on the Company's [website](#).

Cecilia Reyes is independent within the meaning of the Dutch Corporate Governance Code ('Code'). Cecilia Reyes does not hold shares in the share capital of the Company.

The proposed appointment of Cecilia Reyes has been approved by the Dutch Central Bank.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination.

B. Proposal to appoint Rob Lelieveld as member of the Supervisory Board (voting item)

The Supervisory Board has nominated Rob Lelieveld for appointment as member of the Supervisory Board for a term of four years, which appointment shall become effective as of 1 September 2021. If appointed, the term of appointment of Rob Lelieveld will end at the close of the annual general meeting in 2025.

Rob Lelieveld was born on 29 September 1962 and has Dutch nationality.

Rob Lelieveld is EY Netherlands Managing Partner Assurance and member of the board of directors of EY Netherlands. He is also a member of the supervisory board of Mauritshuis.

The number of directorships held by Rob Lelieveld meets the requirements of Dutch law.

Rob Lelieveld has been nominated on the basis of his extensive knowledge and experience in the audit and insurance industry, his profound understanding of the regulatory framework and corporate governance, as well as his experience as a board member. His nomination for appointment is in accordance with the profile of the Supervisory Board. This profile is available on the Company's [website](#).

Rob Lelieveld is independent within the meaning of the Code. Rob Lelieveld does not hold shares in the share capital of the Company.

The proposed appointment of Rob Lelieveld has been approved by the Dutch Central Bank.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination.

C. Proposal to appoint Inga Beale as member of the Supervisory Board (voting item)

The Supervisory Board has nominated Inga Beale for appointment as member of the Supervisory Board for a term of four years, which appointment shall become effective as from the close of the annual general meeting to be held on 20 May 2021. If appointed, the term of appointment of Inga Beale will end at the close of the annual general meeting in 2025.

Inga Beale was born on 15 May 1963 and has British nationality.

Former positions of Inga Beale include Chief Executive Officer of Lloyd's of London, Group Chief Executive Officer of Canopus Group Ltd, member of Group Management, Head of M&A and Group Chief Underwriting Officer of Zurich Insurance Group Ltd and Chief Executive Officer of former Converium Holding AG. Inga Beale is Chair of the board of directors of Mediclinic International plc, non-executive director at Crawford & Company, deputy Chair of the board of London First and member of London Mayor's Business Advisory Board.

The number of directorships held by Inga Beale meets the requirements of Dutch law.

Inga Beale has been nominated on the basis of her long-time experience in international insurance and financial markets, her extensive knowledge and experience on digitisation and transformation, her commitment to diversity and inclusiveness, as well as her experience as an executive and non-executive director. Her nomination for appointment is in accordance with the profile of the Supervisory Board. This profile is available on the Company's [website](#).

Inga Beale is independent within the meaning of the Code. Inga Beale does not hold shares in the share capital of the Company.

The proposed appointment of Inga Beale is subject to approval of the Dutch Central Bank.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination.

7. Proposal to approve an increase of the variable remuneration caps in special circumstances (voting item)

The Dutch Financial Supervision Act (Wet op het financieel toezicht, 'FSA') contains a restriction on the ratio between fixed and variable remuneration for staff of the NN Group ('NN'). NN's international peers and competitors can be subject to less stringent restrictions concerning variable remuneration. In particular NN Investment Partners operates in markets outside the European Economic Area ('EEA') that do not have local limitations on variable remuneration.

Under the FSA NN is permitted to set a cap higher than 100% of fixed remuneration in exceptional circumstances for individuals working outside the EEA, provided that the higher cap is approved by the shareholders in accordance with the requirements laid down in the FSA and the Capital Requirements Directive.

On 1 June 2017, the General Meeting approved any and all resolutions regarding the increase of the maximum ratio between the fixed and variable components of remuneration from 100% to 200% by subsidiaries of the Company for an approximate number of 25 employees working in the NN Investment Partners business outside the EEA, primarily in the United States of America ('US') and Asia, for each of the performance years 2018, 2019 and 2020. In order to maintain NN Investment Partner's competitive position and to minimize any disadvantages in its ability to recruit and retain key employees, the Executive Board and the Supervisory Board deem it in the best interest of the Company to continue the option to increase the cap up to and including 200% for an approximate number of 25 staff members working outside the EEA, primarily in the US, Asia and the United Kingdom, in respect of variable remuneration awarded for the performance years 2021, 2022 and 2023.

NN will make restrictive use of the permission to apply the increased cap and will adhere to the variable remuneration limits for countries outside the Netherlands and within the EEA, of up to and including 100% of fixed remuneration. An increase of the variable remuneration cap of up to and including 200% for the proposed population will have no impact on NN's ability to comply with the applicable solvency requirements.

Proposal:

It is proposed to approve any and all resolutions regarding the increase of the maximum ratio between the fixed and variable components of remuneration from 100% to 200% by subsidiaries of the Company for an approximate number of 25 employees working in the NN Investment Partners business outside the EEA, primarily in the US, Asia and the United Kingdom, for each of the performance years 2021, 2022 and 2023.

8. Authority to issue shares and to grant rights to subscribe for shares

On 28 May 2020, the General Meeting designated the Executive Board for a term of 18 months as the competent body to resolve, subject to the approval of the Supervisory Board, to (i) issue ordinary shares in the share capital of the Company, to grant rights to subscribe for such shares and to limit or exclude pre-emptive rights of existing shareholders, all up to a maximum of 10% of the issued share capital of the Company as at 28 May 2020 and (ii) issue ordinary shares in the share capital of the Company and to grant rights to subscribe for such shares by way of a rights issue up to a maximum of 20% of the issued share capital of the Company as at 28 May 2020. These designations will expire on 27 November 2021, unless renewed. The Executive Board and the Supervisory Board believe it is desirable to renew the aforementioned designations to enable the Company to respond promptly to developments, without first having to convene a general meeting.

The designations pursuant to agenda items 8.A.(i) and (ii) and 8.B., if adopted, will supersede the designations adopted on 28 May 2020.

A. (i) Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 20 May 2021 up to and including 19 November 2022, as the competent body to resolve, subject to the approval of the Supervisory Board, to issue ordinary shares in the share capital of the Company and to grant rights to subscribe for ordinary shares in the share capital of the Company. The authority of the Executive Board is limited to a maximum of 10% of the issued share capital of the Company as at 20 May 2021. In accordance with the articles of association of the Company, this resolution to designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

(ii) Proposal to designate the Executive Board as the competent body to resolve to limit or exclude pre-emptive rights of existing shareholders when issuing ordinary shares and granting rights to subscribe for ordinary shares pursuant to agenda item 8.A.(i) (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 20 May 2021 up to and including 19 November 2022, as the competent body to resolve, subject to the approval of the Supervisory Board, to limit or exclude the pre-emptive rights of existing shareholders with respect to the issue of ordinary shares in the share capital of the Company and the granting of rights to subscribe for ordinary shares in the share capital of the Company pursuant to agenda item 8.A.(i). In accordance with the articles of association of the Company, this resolution to designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

B. Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares by way of a rights issue (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 20 May 2021 up to and including 19 November 2022, as the competent body to resolve, subject to the approval of the Supervisory Board, to issue ordinary shares in the share capital of the Company and to grant rights to subscribe for ordinary shares in the share capital of the Company by way of a rights issue. This authority of the Executive Board is limited to a maximum of 20% of the issued share capital of the Company as at 20 May 2021.

A share issuance under this authorisation will be on a pre-emptive basis in order to minimise dilution for existing shareholders. Notwithstanding the intention of the Executive Board and the Supervisory Board to respect pre-emptive rights of shareholders and avoid dilution, the resolution under this agenda item 8.B. gives the Executive Board, subject to the approval of the Supervisory Board, the flexibility to deal with practical or legal difficulties in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal problems under the laws or requirements of any jurisdiction or regulatory body, in the context of syndicated rights issues, or otherwise, which might prevent an issuance on a pre-emptive basis. In accordance with market practice, the Company currently envisages to grant pre-emptive rights in any such rights issue to institutional investors (excluding institutional investors

in Japan) and Dutch retail investors holding ordinary shares. Shareholders who are not allowed to, do not elect to, or are unable to subscribe to a rights issue, may receive any net financial benefit upon completion of a rump offering after the exercise period has ended.

The authority to issue shares may be used for any purpose, including but not limited to safeguarding or conserving the capital position of the Company and mergers or acquisitions. This authority cannot be used for mergers and acquisitions on a stock-for-stock basis as they are incompatible with the concept of pre-emptive rights for existing shareholders.

In accordance with the articles of association of the Company, this resolution to designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

9. Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital (voting item)

On 28 May 2020, the General Meeting authorised the Executive Board for a term of 18 months to acquire, subject to the approval of the Supervisory Board, fully paid-up ordinary shares in the share capital of the Company. This authorisation is subject to the condition that following such acquisition the par value of the ordinary shares in the share capital of the Company which are held by the Company or for which the Company holds a right of pledge, or which are held by its subsidiaries for their own account, shall not exceed 10% of the issued share capital of the Company as at 28 May 2020. This authorisation will expire on 27 November 2021, unless renewed.

The Executive Board and the Supervisory Board believe it is desirable to renew the aforementioned authority. The authorisation serves to enable the Company to repurchase ordinary shares in its share capital and return capital to the Company's shareholders or for other purposes, and to respond promptly to developments without first having to convene a general meeting.

The authorisation pursuant to agenda item 9., if adopted, will supersede the authorisation granted on 28 May 2020.

Proposal:

It is proposed to authorise the Executive Board for a term of 18 months, from 20 May 2021 up to and including 19 November 2022, to acquire in the name of the Company, subject to the approval of the Supervisory Board, fully paid-up ordinary shares in the share capital of the Company. This authorisation is subject to the condition that following such acquisition the par value of the ordinary shares in the share capital of the Company which are held by the Company or for which the Company holds a right of pledge, or which are held by its subsidiaries for their own account, shall not exceed 10% of the issued share capital of the Company as at 20 May 2021. Shares may be acquired on the stock exchange or otherwise, at a price not less than the par value of the ordinary shares in the share capital of the Company and not higher than 110% of the highest market price of the shares on Euronext Amsterdam on the date of the acquisition or on the preceding day of stock market trading.

10. Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company (voting item)

To optimise the capital structure of the Company, the Company would like to have the option to cancel ordinary shares held by the Company in its own share capital at some point, to the extent that such shares shall not be used to cover obligations under share-based remuneration arrangements or to pay stock dividend. In that context, on 28 May 2020 the General Meeting resolved to reduce the issued share capital of the Company by cancellation of ordinary shares held by the Company in its own share capital up to a maximum of 20% of the issued share capital of the Company as at 28 May 2020. This cancellation may be executed in one or more tranches, and the number of ordinary shares to be cancelled under this resolution shall be determined by the Executive Board. The Executive Board and the Supervisory Board believe it is desirable that such cancellation of ordinary shares can continue to take place.

Proposal:

The Executive Board proposes, which proposal is approved by the Supervisory Board, to reduce the issued share capital of the Company by cancellation of ordinary shares held by the Company in its own share capital up to a maximum of 20% of the issued share capital of the Company as at 20 May 2021. The cancellation may be executed in one or more tranches. The number of ordinary shares to be cancelled under this resolution shall be determined by the Executive Board. A resolution adopted by the Executive Board as referred to in this proposal will be filed with the Commercial Register together with this present resolution.

The capital reduction shall take place with due observance of the applicable statutory provisions and the articles of association of the Company.

This resolution, if adopted, will supersede the resolution adopted on 28 May 2020, insofar that resolution has not yet been carried out.

General information

Meeting documents

The agenda and explanation of the agenda items and the 2020 Annual Report, including the 2020 annual accounts, are available on the Company's [website](#). These documents are also available for inspection at the Company's office, Prinses Beatrixlaan 35, 2595 AK The Hague, the Netherlands, where copies can be obtained free of charge.

If you wish to receive copies of the meeting documents, please contact NN Group External Communications, tel. +31 (0)70 513 03 03 or via email external.communications@nn-group.com. The digital documents can also be obtained from ABN AMRO Bank N.V. ('ABN AMRO'), Corporate Broking, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, tel. +31 (0)20 383 5454 or via email AVA@nl.abnamro.com.

Record date

Shareholders may attend the general meeting, exercise voting rights and ask questions on any agenda item if they hold shares in the share capital of the Company on 22 April 2021 after the processing of all settlements as at this date ('Record Date').

Attending and voting virtually

In accordance with the Temporary Act Covid-19 Justice and Security (Tijdelijke Wet Covid-19 Justitie en Veiligheid) shareholders will not be able to physically attend the general meeting. Shareholders who are entitled to attend the meeting can however virtually attend and vote during the meeting, with their own smartphone, tablet or personal computer, unless the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') does not accommodate electronic voting.

Shareholders who wish to virtually attend and vote during the meeting must register as such with ABN AMRO via www.abnamro.com/evoting from 23 April 2021 and no later than 13 May 2021, 17:00 CET. The Intermediary must provide ABN AMRO no later than 14 May 2021, 11:00 CET, via www.abnamro.com/intermediary with a statement including the number of shares in the share capital of the Company registered by the Intermediary in the name of the shareholder concerned at the Record Date, as well as the full address details of the shareholder concerned, in order to be able to verify the shareholding on the Record Date in an efficient manner. The statement must also include a valid email address, the number of the securities account and a mobile phone number of the shareholder concerned, required for authentication and verification purposes and in order to provide virtual access to the meeting.

Upon registration to virtually attend and vote, a shareholder will receive an email with a link via www.abnamro.com/evoting to login to the Company's online meeting platform. After successful login and confirmation of the login via two factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via www.abnamro.com/evoting and/or the Company's online platform.

Shareholders will be able to log in for virtual admission to the meeting on 20 May 2021 via www.abnamro.com/evoting from 9:00 CET until the commencement of the meeting at 10:00 CET. Shareholders must log in and complete the admission procedure for the meeting before 10:00 CET. After this time logging in is no longer possible.

The Company's Policy regarding the Virtual Meeting is applicable to this meeting and available on the Company's [website](#).

Electronic voting entails risks, as described in the Company's Policy regarding the Virtual Meeting. Shareholders who wish to avoid such risks should choose to give a voting instruction in advance (see 'Voting instructions and proxy').

Voting instructions and proxy

Shareholders who are entitled to attend the general meeting, but do not wish to virtually attend and vote during the meeting can grant an electronic proxy with voting instructions via www.abnamro.com/evoting or through their Intermediary from 23 April 2021 and no later than 13 May 2021, 17:00 CET. The electronic proxy with voting instructions will be granted to Ms M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her deputy, and includes the right of substitution. The Intermediary must provide ABN AMRO no later than 14 May 2021, 11:00 CET, via www.abnamro.com/intermediary with a statement including the number of shares in the share capital of the Company registered by the Intermediary in the name of the shareholder concerned at the Record Date, as well as the full address details of the shareholder concerned in order to be able to verify the shareholding on the Record Date in an efficient manner. Alternatively, a written power of attorney form can be downloaded from the Company's [website](#), including further instructions.

Questions on agenda items

Shareholders who are entitled to and wish to ask questions on any agenda item, can submit these in advance of the meeting through this [form](#) no later than 17 May 2021, 10.00 CET.

Shareholders who registered to virtually attend and vote during the meeting can also ask questions on the agenda items during the meeting via video or audio connection (at the election of the shareholder). These shareholders will receive an email from the Company with further instructions prior to the meeting.

Questions submitted on time in advance of the meeting will be answered, possibly combined by theme, during the meeting and the answers will be available on the Company's [website](#).

Contact us

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NN Group N.V. has its official seat in Amsterdam, the Netherlands

Commercial register no. 52387534

For further information on NN Group, please visit our corporate website
or contact us via external.communications@nn-group.com

