# Annual General Meeting NN Group N.V.

The Hague, the Netherlands, 1 June 2017



### Dear Shareholder,

We have the pleasure of inviting you to the annual general meeting of NN Group N.V. (the 'Company') to be held on 1 June 2017, 14:00 CET, at 'De Remise', Ter Borchstraat 7, 2525 XG The Hague, the Netherlands.

The meeting will be webcast live at www.nn-group.com/agm.

Lard Friese and Jan Holsboer on behalf of the Executive Board and Supervisory Board of NN Group N.V.

The Hague, the Netherlands, 20 April 2017

## Agenda

1.	Opening	
2.	2016 Annual Report	liscussion item
3.	Implementation of the remuneration policy during the financial year 2016	liscussion item
А. В.	2016 annual accountsProposal to adopt the annual accounts for the financial year 2016Explanation of the profit retention and distribution policyProposal to pay out dividend	voting item liscussion item voting item
	Release from liability Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2016	voting item
B.	Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2016	voting item
6.	Notice of the intended reappointment of Lard Friese as member of the Executive Board	liscussion item
7.	Profile of the Supervisory Board c	liscussion item
Α.	Composition of the Supervisory Board Proposal to appoint Robert Ruijter as member of the Supervisory Board Proposal to appoint Clara Streit as member of the Supervisory Board	voting item voting item
A.	Remuneration Proposal to amend the remuneration for the members of the Supervisory Board Proposal to approve an increase of the variable remuneration caps in special circumstances	voting item voting item
10.	Proposal to amend the articles of association of the Company	voting item
	Authority to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive righ Proposal to designate the Executive Board as the competent body to resolve on the issuance of ordinary shares and to resolve on the granting of rights to subscribe for ordinary shares	ts voting item
B.	Proposal to designate the Executive Board as the competent body to resolve to limit or exclude pre-emptive rights of shareholders when issuing ordinary shares and granting rights to subscribe for ordinary shares	voting item
12.	Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital	voting item
13.	Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company	voting item

14. Any other business and closing

## **Explanation of the agenda items**

#### 2. 2016 Annual Report (discussion item)

Explanation of the 2016 Annual Report, including the 2016 Annual Review, the 2016 Financial Report and the corporate governance structure of the Company.

### 3. Implementation of the remuneration policy during the financial year 2016 (discussion item)

Explanation of the implementation of the remuneration policy for the members of the Executive Board during the financial year 2016 pursuant to section 2:135 paragraph 5a of the Dutch Civil Code. The explanation is based on the relevant information referred to in section 2:383c through section 2:383e of the Dutch Civil Code, as included in the Remuneration Report and note 49 to the 2016 annual accounts. See pages 23 through 27 and 115 through 117 of the 2016 Financial Report.

#### 4. 2016 annual accounts

### A. Proposal to adopt the annual accounts for the financial year 2016 (voting item)

It is proposed to adopt the annual accounts of the Company for the financial year 2016. See pages 31 through 162 of the 2016 Financial Report.

### B. Explanation of the profit retention and distribution policy (discussion item)

Explanation of the profit retention and distribution policy of the Company. This policy can be found on the website of the Company www.nn-group.com.

#### 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 0.95 per ordinary share, or approximately EUR 307 million in total. The resolution to pay out dividend will be subject to the condition hereinafter described. On 9 September 2016, the Company paid out an interim dividend of EUR 0.60 per ordinary share, resulting in a total dividend over 2016 of EUR 1.55 per ordinary share. This is equivalent to a dividend pay-out ratio of around 51% of the Company's net operating result of the ongoing business related to the financial year 2016.

The final dividend will be paid out either fully in cash, after deduction of withholding tax if applicable, or fully in ordinary shares distributed from the share premium reserve, at the election of the shareholder. The Company will neutralise the dilutive effect of the stock dividend through repurchase of ordinary shares. 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).

If the proposed dividend is approved by the General Meeting, the ordinary shares in the share capital of the Company will be quoted ex-dividend as of 5 June 2017. The record date for the dividend will be 6 June 2017. The election period, during which shareholders may choose between dividend in cash or dividend in ordinary shares, will run from 5 June 2017 up to and including 19 June 2017. 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 13 June 2017 up to and including 19 June 2017. The dividend will become payable on 26 June 2017.

On the basis of Solvency II regulatory capital requirements, dividend can only be paid out if a 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 in case the Company does not meet the Group Solvency Capital Requirement within the meaning of the Solvency II legislation 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 2016 (voting item)

It is proposed to release the members of the Executive Board from liability for their respective duties performed during the financial year 2016, insofar the exercise of those duties is reflected in the 2016 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 2016 (voting item)

It is proposed to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2016, insofar the exercise of those duties is reflected in the 2016 annual accounts or otherwise disclosed prior to taking this resolution.

## 6. Notice of the intended reappointment of Lard Friese as member of the Executive Board (discussion item)

The term of appointment of Lard Friese as member of the Executive Board ends at the close of this meeting. The Supervisory Board gives notice of its intention to reappoint Lard Friese as member of the Executive Board as from the close of this meeting for a term of four years, which term will end at the close of the annual general meeting to be held in 2021. The Supervisory Board also has the intention to designate Lard Friese again as chair of the Executive Board and Chief Executive Officer of the Company for the same term as from the close of this meeting. With the reappointment of Lard Friese his membership and chairmanship of the Management Board of the Company will be continued.

The Supervisory Board has the intention to reappoint Lard Friese because of his international experience in the insurance sector, his experience as board member, combining leadership and entrepreneurship, as well as the professional manner in which he fulfils his membership and chairmanship of the Executive Board. His intended reappointment is in accordance with the profile of the Executive Board as available on the website of the Company www.nn-group.com.

Lard Friese was born on 26 November 1962 and has Dutch nationality.

Besides being a member and chair of the Executive Board Lard Friese is a member of the board of representatives of Foundation VUmc CCA and a member of the Geneva Association.

The number of directorships held by Lard Friese meets the requirements of Dutch law.

The main elements of the engagement contract of Lard Friese with the Company are published on the website of the Company www.nn-group.com.

The works council of the Company (the 'Works Council') has informed the Supervisory Board that it supports the intended reappointment of Lard Friese.

#### 7. Profile of the Supervisory Board (discussion item)

The Supervisory Board intends to amend the profile of the Supervisory Board in accordance with the proposal included in Appendix A to this explanation, in order for it to be in line with the Dutch Corporate Governance Code 2016. This proposal has already been discussed with the Works Council.

#### 8. Composition of the Supervisory Board

### A. Proposal to appoint Robert Ruijter as member of the Supervisory Board (voting item)

The offer memorandum, issued on 2 February 2017, regarding the recommended public offer ('openbaar bod') made by NN Group Bidco B.V., a direct wholly-owned subsidiary of the Company, to all holders of issued and outstanding ordinary shares in the share capital of Delta Lloyd N.V. (the 'Offer Memorandum') includes the intended appointment of the Continuing Members – as described in the Offer Memorandum – as members of the Supervisory Board of the Company. In accordance with this intention, the Supervisory Board announces to increase the number of members of the Supervisory Board with two.

#### **Proposal:**

In accordance with the terms of the Offer Memorandum, the Supervisory Board hereby nominates Robert Ruijter for

appointment as member of the Supervisory Board, which appointment shall become effective as of the date of this meeting or, if later, as of the date of termination of the listing of Delta Lloyd N.V. from Euronext Amsterdam and Euronext Brussels. As disclosed in the Offer Memorandum, the term of appointment of Robert Ruijter will end on 12 April 2020.

Robert Ruijter was born on 14 April 1951 and has Dutch nationality. Robert Ruijter does not hold shares in the share capital of the Company.

Robert Ruijter is a former managing director and chief financial officer of KLM Royal Dutch Airlines, former director of finance of the Philips Group and former chief financial officer and member of the executive board of VNU N.V. (currently called: The Nielsen Company). Robert Ruijter is chair of the supervisory board of Delta Lloyd N.V., member of the supervisory board of Wavin N.V. and non-executive board member of Immarsat plc and Interxion N.V. Robert Ruijter will resign as chair and member of the supervisory board of Delta Lloyd N.V. if he is appointed as member of the Supervisory Board of the Company and as of the date this appointment becomes effective, provided that at that moment he still serves as such. If at that moment, Robert Ruijter is member and chair of the supervisory board of NN Group Bidco B.V., he will resign as such as of the date this appointment becomes effective.

The number of directorships held by Robert Ruijter meets the requirements of Dutch law.

Robert Ruijter has been nominated on the basis of his experience as executive leader at a wide variety of (listed) companies, his experience as a supervisory board member, his knowledge and experience in the field of information technology and his understanding of the social, political and regulatory environment insurance companies operate in. Furthermore, he has a good understanding and knowledge of the Delta Lloyd organisation. His nomination for appointment is in accordance with the profile of the Supervisory Board as available on the website of the Company www.nn-group.com, and the profile of the Supervisory Board as proposed under agenda item 7.

Robert Ruijter is independent within the meaning of the Dutch Corporate Governance Code 2016.

The proposed appointment of Robert Ruijter has been approved by the Dutch Central Bank.

The Works Council has made use of its enhanced recommendation right for this nomination and has asked the Supervisory Board to nominate Robert Ruijter as the person recommended by the Works Council.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination and that the General Meeting does not request postponement of the appointment for making such a recommendation. In the event that the General Meeting will make use hereof, a separate vote will take place on this subject.

## B. Proposal to appoint Clara Streit as member of the Supervisory Board (voting item)

In accordance with the terms of the Offer Memorandum the Supervisory Board hereby nominates Clara Streit for appointment as member of the Supervisory Board, which appointment shall become effective as of the date of this meeting or, if later, as of the date of termination of the listing of Delta Lloyd N.V. from Euronext Amsterdam and Euronext Brussels. As disclosed in the Offer Memorandum, the term of appointment of Clara Streit will end on 12 April 2020.

Clara Streit was born on 18 December 1968 and has German and American nationality. Clara Streit does not hold shares in the share capital of the Company.

Clara Streit is a former senior partner of McKinsey & Company Inc. in Munich and Frankfurt and is a member of the supervisory board of Delta Lloyd N.V. Clara Streit will resign as member of the supervisory board of Delta Lloyd N.V. if she is appointed as member of the Supervisory Board of the Company and as of the date this appointment becomes effective, provided that at that moment she still serves as such. If at that moment, Clara Streit is member of the supervisory board of NN Group Bidco B.V., she will resign as such as of the date this appointment becomes effective. Other positions currently held by Clara Streit include membership of the board of directors of Vontobel Holding AG and Vontobel Bank AG (Zurich) and membership of the supervisory board of Vonovia SE (Düsseldorf). Clara Streit is a member of the board of directors of Jerónimo Martins SGPS S.A. (Lisbon) and a member of the board of directors of Unicredit S.p.A (Milan).

The number of directorships held by Clara Streit meets the requirements of Dutch law.

Clara Streit has been nominated on the basis of her long-standing experience as a consultant, her knowledge about regulatory developments and her experience as a supervisory board member – all in the financial sector. Furthermore, she has a good understanding and knowledge of the Delta Lloyd organisation. Her nomination for appointment is in accordance with the profile of the Supervisory Board as available on the website of the Company www.nn-group.com, and the profile of the Supervisory Board as proposed under agenda item 7.

Clara Streit is independent within the meaning of the Dutch Corporate Governance Code 2016.

The proposed appointment of Clara Streit has been approved by the Dutch Central Bank.

The Works Council has informed the Supervisory Board that it does not have recommendations for this nomination and supports the appointment of Clara Streit.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination and that the General Meeting does not request postponement of the appointment for making such a recommendation. In the event that the General Meeting will make use hereof, a separate vote will take place on this subject.

#### 9. Remuneration

## A. Proposal to amend the remuneration for the members of the Supervisory Board (voting item)

The current remuneration for the Supervisory Board members was adopted by the General Meeting on 6 May 2014 (with effect as of 7 July 2014) and was amended by the General Meeting on 28 May 2015 in relation to the international (EU) attendance fee only. The Supervisory Board noted that the current remuneration structure for the Supervisory Board members can result in substantial annual remunerable amounts. This is mainly caused by the pro rata remuneration for extra Supervisory Board and Supervisory Board Committee meetings. In addition, as certain elements of the remuneration - such as expense allowances - are linked to the number of meetings, the efficiency and transparency of the execution of the remuneration for the Supervisory Board members can be further enhanced. For the current remuneration for the Supervisory Board members, reference is made to the Remuneration Report as included in the 2016 Financial Report on pages 23 through 27.

It is proposed to amend the current remuneration for the Supervisory Board members to allow for a more simplified and balanced structure with more moderate payments for extra meetings and better alignment of the fixed annual remuneration in relation to the number of Supervisory Board (Committee) meetings per calendar year. Following the proposed remuneration for the Supervisory Board members, as from the eleventh Supervisory Board meeting within the same calendar year, a fixed fee of EUR 3,000 is due for each such extra Supervisory Board meeting. Furthermore, as from the ninth meeting of a Supervisory Board Committee within the same calendar year, a fixed fee of EUR 750 is due for each such additional meeting of that Supervisory Board Committee. A fixed annual expense allowance will be paid to cover all out of pocket expenses. Other expenses - except for travel and lodging - will not be reimbursed. Lastly, the fixed intercontinental (non-EU) and international (EU) fee is proposed to be replaced by a fixed international attendance fee payable when a Supervisory Board meeting takes place in a country other than the country of residence of the Supervisory Board member.

#### Proposal:

The remuneration for the members of the Supervisory Board, effective 1 January 2017, is proposed to be as follows:

	Chair	Vice-Chair	Member
Fixed annual fee Supervisory Board	EUR 85,000	EUR 65,000	EUR 52,500
Fixed annual fee Nomination and Corporate Governance Committee/Remuneration Committee/Risk Committee	EUR 11,000	n/a	EUR 7,000
Fixed annual fee Audit Committee	EUR 15,000	n/a	EUR 11,000
Fixed fee for extra Supervisory Board meeting (due as from the eleventh meeting within a calendar year)	EUR 3,000	EUR 3,000	EUR 3,000
Fixed fee for extra Supervisory Board Committee meeting (due as from the ninth meeting of a Committee within a calendar year)	EUR 750	EUR 750	EUR 750
Fixed annual expense allowance to cover out of pocket expenses (travel and lodging will be paid separately by the Company)	EUR 9,000	EUR 6,500	EUR 6,500
Fixed international attendance fee	EUR 4,000	EUR 4,000	EUR 4,000

**B.** Proposal to approve an increase of the variable remuneration caps in special circumstances (voting item) The Dutch Act on remuneration policies of financial institutions ('Wbfo') contains a restriction on the ratio between fixed and variable remuneration for all staff of the NN Group group ('NN'). NN's international peers and competitors are 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 Wbfo NN is permitted to set a cap higher than 100% of fixed remuneration in exceptional circumstances, provided that the higher cap is approved by the shareholders in accordance with the requirements laid down in the Wbfo.

On 28 May 2015, 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 in the United States of America ('US') and Asia for each of the performance years 2015, 2016 and 2017. 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 200% for an approximate number of 25 staff members working outside the EEA, primarily in the US and Asia, in respect of remuneration awarded for the performance years 2018, 2019 and 2020. 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 100% of fixed remuneration. An increase of the variable remuneration cap of up to 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 the 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 and Asia for each of the performance years 2018, 2019 and 2020.

### 10. Proposal to amend the articles of association of the Company

The Executive Board proposes, which proposal is approved by the Supervisory Board, to amend the articles of association of the Company in accordance with the proposal included in Appendix B as attached to this explanation.

The proposed amendments are related to:

- amendments to legislation and regulations; and
- other general textual amendments and clarifications.

Appendix B to this explanation includes an overview of the current articles of association of the Company and the proposed amendments, as well as a clarification of the proposed amendments. Appendix B is also available at the Company's head office for inspection by the shareholders and other persons entitled to attend the meeting until after the closing of this meeting.

#### 11. Authority to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights (voting item)

On 2 June 2016 the General Meeting designated the Executive Board for a term of 18 months as the competent body to resolve to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights of existing shareholders up to a maximum of 10% of the issued share capital of the Company as at 2 June 2016, plus a further 10% of the issued share capital of the Company as at 2 June 2016 in case of a merger or acquisition or, if necessary in the opinion of the Executive Board and the Supervisory Board, to safeguard or conserve the capital position of the Company. These designations will expire on 2 December 2017, 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 11.A and 11.B, if adopted, will supersede the aforementioned designations adopted on 2 June 2016 and apply in addition to the designation of the Executive Board as the competent body to resolve to issue shares and to exclude pre-emptive rights of existing shareholders as referred to under agenda item 4.C.

#### **Proposals:**

## A. Proposal to designate the Executive Board as the competent body to resolve on the issuance of ordinary shares and to resolve on the granting of 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, starting on 1 June 2017 and thus ending on 1 December 2018, as the competent body to resolve, subject to the approval of the Supervisory Board, on the issuance of ordinary shares in the share capital of the Company and on the granting of rights to subscribe for ordinary shares. The authority of the Executive Board is limited to a maximum of 10% of the issued share capital of the Company as at 1 June 2017, plus a further 10% of the issued share capital of the Company as at 1 June 2017 in case of a merger or acquisition (for the avoidance of doubt, the shares in the share capital of the Company that may be allotted on occasion of the possible legal merger as mentioned in the Offer Memorandum will not be taken into account in the calculation of the aforementioned maximum) or, if necessary in the opinion of the Executive Board and the Supervisory Board, to safeguard or conserve the capital position of the Company. In accordance with the articles of association of the Company, the 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 limit or exclude pre-emptive rights of shareholders when issuing ordinary shares and granting 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 starting on 1 June 2017 and thus ending on 1 December 2018, 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 as referred to in agenda item 11.A. In accordance with the articles of association of the Company, the 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.

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

On 2 June 2016 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 its own share capital. 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 2 June 2016. This authorisation will expire on 2 December 2017, 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 12, if adopted, will supersede the authorisation granted on 2 June 2016.

#### **Proposal:**

It is proposed to authorise the Executive Board for a term of 18 months, starting on 1 June 2017 and thus ending on 1 December 2018, 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 1 June 2017. Shares may be acquired at 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.

## 13. 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, to the extent that such shares shall not be used to cover obligations under share-based remuneration arrangements.

#### **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 1 June 2017. 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 Trade 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.

## **General information**

#### **Meeting documents**

The agenda and explanation of the agenda items, the 2016 Annual Report, including the 2016 annual accounts, the proposal to amend the profile of the Supervisory Board and the proposal to amend the articles of association of the Company, including the verbatim text and clarification, are available on the website of the Company www.nn-group.com/agm. These documents are also available for inspection at the Company's head office, Schenkkade 65, 2595 AS 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 70 513 03 03 or via email external.communications@nn-group.com. The 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)20 344 20 00 or via email corporate.broking@nl.abnamro.com.

#### **Attendance instructions**

#### **Record date**

Shareholders may attend the general meeting and exercise voting rights if they hold shares in the share capital of the Company on 4 May 2017 after processing of all settlements as at this date ('Record Date').

#### Attending in person

Shareholders entitled to attend the general meeting who wish to attend the meeting in person must register with ABN AMRO via www.abnamro.com/evoting or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 5 May 2017 and no later than 26 May 2017, 17:00 CET. The Intermediary must provide ABN AMRO 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 shareholder will receive a receipt of registration, which will serve as an admission ticket to the general meeting.

#### Voting instructions and proxy

Shareholders entitled to attend the general meeting who are not able to attend in person, can grant an electronic proxy with voting instructions via

www.abnamro.com/evoting or through their Intermediary from 5 May 2017 and no later than 26 May 2017, 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. The Intermediary must provide ABN AMRO with the statement as referred to above.

Shareholders entitled to attend the general meeting who are not able to attend in person, can also grant a proxy to a third party to represent them at the meeting and vote on their behalf.

Shareholders who wish to grant a proxy can do so from 5 May 2017 and no later than 26 May 2017, 17:00 CET via www.abnamro.com/evoting or through their Intermediary. The Intermediary must provide ABN AMRO with the statement as referred to above. Alternatively, a written power of attorney can be downloaded from www.nn-group.com/agm, including further instructions.

#### Registration on 1 June 2017

Shareholders or their representative who wish to attend the general meeting are requested to register between 13:00 CET and the start of the meeting at 14:00 CET on 1 June 2017. It is not possible to register after this time. The admission ticket must be provided on arrival. Attendees to the meeting may be asked to provide proof of identity.

## **Directions**

#### **Public Transport**

'De Remise' is easily accessible by public transport. Trams 9, 11 and 12 all stop in front of the building – exit at the stop 'Wouwermanstraat'. The address is Parallelweg 224. The entrance is on the corner of Ter Borchstraat and Parallelweg.

#### Car

From Utrecht/Zoetermeer A12/E30: take exit 4 Voorburg and turn left onto Maanweg. Then follow the Binckhorstlaan to the right and turn left at the traffic light at the fourth side-street – Mercuriusweg to Neherkade. Turn right at the third bridge (Calandstraat). Under the train tracks, turn left immediately and continue onto the Parallelweg. 'De Remise' will be on your right side, at the corner of Ter Borchstraat and Parallelweg.

From Delft/Rotterdam A13: take exit Rijswijk centrum and follow the Rijswijkseweg via Haagweg. Turn left before the bridge (Neherkade), then turn right at the second bridge (Calandstraat). Under the train tracks, turn left immediately and continue onto the Parallelweg. 'De Remise' will be on your right side, at the corner of Ter Borchstraat and Parallelweg.

From Amsterdam/Leiden N44: Direction Den Haag, take the exit Centrum RING and continue to follow the road straight ahead. Enter the tunnel in the direction of Binckhorst/Nw Laakhaven. Turn right at Mercuriusweg and turn right at the third bridge (Calandstraat). Under the train tracks, turn left immediately and continue onto the Parallelweg. 'De Remise' will be on your right side, at the corner of Ter Borchstraat and Parallelweg.

#### Parking

There is a limited number of parking places at 'De Remise'. Shareholders who want to reserve a parking place, can send an email to external.communications@nn-group.com.

#### Contact

#### Head office NN Group N.V. Schenkkade 65 2595 AS THE HAGUE The Netherlands S +31(0)70 513 03 03

Mail address NN Group N.V. P.O. Box 90504 2509 LM THE HAGUE, The Netherlands

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

Trade Register number 52387534

