

Annual general meeting NN Group N.V. 2024

24 May 2024



Dear shareholder,

We have the pleasure to invite you to the annual general meeting of NN Group N.V. which will take place on 24 May 2024, 10:00 CEST, at the NN Group office, Prinses Beatrixlaan 35, 2595 AK, The Hague, the Netherlands.

As a shareholder, you can attend and vote during the meeting either in person or virtually, or you can exercise your voting rights by providing an electronic proxy with voting instructions in advance.

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

The meeting will be broadcast via a live webcast in both Dutch and English on the company's website and a replay will be available after the meeting.

We look forward to continuing the dialogue with our shareholders.

David Knibbe and David Cole
on behalf of the Executive Board and Supervisory Board of
NN Group N.V.
The Hague, 11 April 2024

Agenda

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Explanation of the agenda items

2. 2023 Annual Report (discussion item)

Explanation of the 2023 Annual Report of NN Group N.V. ('Company'), including the Company's strategy and plans to address climate change (as further explained on the Company's [website](#)), its net-zero ambitions for 2050, (intermediate) targets and progress made in 2023.

3. Corporate Governance (discussion item)

On 20 September 2023, the updated Dutch Corporate Governance Code as published on 20 December 2022 ('Code') was embedded in Dutch law as per 1 January 2024. As a result, Dutch listed companies must render account of their compliance with the Code in the report of the management board for the financial year 2023. In line with the recommendation of the Monitoring Committee Corporate Governance, the Company explains its corporate governance structure and compliance with the Code in the financial year 2023. See pages 95 through 110 of the 2023 Annual Report and the publication 'Application of the Dutch Corporate Governance Code by NN Group, Financial Year 2023', which can be found on the Company's [website](#) and forms an integral part of this agenda.

4. Proposal to give a positive advice on the 2023 Remuneration Report (voting item)

It is proposed to give a positive advice on the 2023 Remuneration Report. See pages 111 through 124 of the 2023 Annual Report.

5. 2023 annual accounts

A. Proposal to adopt the annual accounts for the financial year 2023 (voting item)

It is proposed to adopt the annual accounts of the Company for the financial year 2023. See pages 168 through 344 of the 2023 Annual 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 was approved by the Supervisory Board, to pay out a final dividend of EUR 2.08 per ordinary share, or approximately EUR 570 million in total. The resolution to pay out dividend will be subject to the condition hereinafter described. On 25 September 2023, the Company paid an interim dividend of EUR 1.12 per ordinary share. The proposal will therefore result in a total dividend over 2023 of EUR 3.20 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 the Company's treasury shares or issued at the expense of 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 28 May 2024. The record date for the dividend will be 29 May 2024. The election period, during which shareholders may choose between dividend in cash or dividend in ordinary shares, will run from 30 May 2024 up to and including 13 June 2024. 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 7 June 2024 up to and including 13 June 2024. The dividend will become payable on 20 June 2024.

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.

6. Release from liability

A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2023 (voting item)

It is proposed to release the members of the Executive Board from liability for their respective duties performed during the financial year 2023, insofar the exercise of those duties is reflected in the 2023 annual accounts or otherwise disclosed prior to passing this resolution.

B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2023 (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 2023, insofar the exercise of those duties is reflected in the 2023 annual accounts or otherwise disclosed prior to passing this resolution.

7. Profile of the Supervisory Board (discussion item)

The Supervisory Board intends to update the profile of the Supervisory Board. The intended profile of the Supervisory Board has been discussed with the central works council of the Company ('Central Works Council') and is available on the Company's [website](#), including an explanation of the intended amendments.

8. Composition of the Supervisory Board

A. Proposal to reappoint Robert Jenkins as member of the Supervisory Board (voting item)

In accordance with the rotation schedule of the Supervisory Board, the term of appointment of Robert Jenkins will end at the close of the annual general meeting to be held on 24 May 2024. Robert Jenkins has indicated that he is available for reappointment.

As announced on 21 March 2024, and following the vacancy that needs to be filled, the Supervisory Board has nominated Robert Jenkins for reappointment as member of the Supervisory Board for a term of two years, which reappointment shall become effective as from the close of the annual general meeting to be held on 24 May 2024. If reappointed, the term of reappointment of Robert Jenkins will end at the close of the annual general meeting in 2026.

Robert Jenkins was born on 17 January 1951 and has American nationality.

Robert Jenkins has been nominated for reappointment because of his extensive knowledge in the field of financial policy making and asset management, his broad experience as board member in executive and non-executive positions in the financial services sector, the professional manner in which he fulfils his membership of the Supervisory Board and to ensure continuity in the composition of the Supervisory Board.

The nomination for reappointment is in accordance with the profile of the Supervisory Board as available on the Company's [website](#).

Besides being a member of the Supervisory Board, Robert Jenkins is Adjunct Professor Finance at London Business School and a member of the Advisory Council to the Research and Policy Center of the CFA Institute.

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

Robert Jenkins is independent within the meaning of the Code.

Robert Jenkins does not hold shares in the share capital of the Company.

The Central Works Council has informed the Supervisory Board that it does not have recommendations for this nomination and supports the reappointment of Robert Jenkins.

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

B. Proposal to appoint Koos Timmermans as member of the Supervisory Board (voting item)

As announced on 29 February 2024, and following a vacancy that needs to be filled, the Supervisory Board has nominated Koos Timmermans 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 24 May 2024. If appointed, the term of appointment of Koos Timmermans will end at the close of the annual general meeting in 2028.

Koos Timmermans was born on 12 March 1960 and has Dutch nationality.

Koos Timmermans has been nominated for appointment because of his extensive experience in the financial sector, his broad experience as board member in executive and non-executive positions, his strong background in risk management and finance, as well as his knowledge of sustainability, international relations and regulatory affairs.

The nomination for appointment is in accordance with the profile of the Supervisory Board as available on the Company's [website](#).

Koos Timmermans is a member of the supervisory boards of PostNL N.V., Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. and Stichting Koningin Wilhelmina Fonds voor de Nederlandse Kankerbestrijding, and chair of the supervisory board of Havenbedrijf Rotterdam N.V. Former positions of Koos Timmermans include chief risk officer and chief financial officer of ING Groep N.V.

The number of directorships held by Koos Timmermans meets the requirements of Dutch law.

Koos Timmermans is independent within the meaning of the Code.

Koos Timmermans does not hold shares in the share capital of the Company.

The proposed appointment of Koos Timmermans has been approved by the Dutch Central Bank.

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

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

9. Remuneration

The remuneration policy for the members of the Executive Board ('EB Remuneration Policy') and the remuneration policy for the members of the Supervisory Board ('SB Remuneration Policy') are to be submitted to the General Meeting for adoption every four years based on Dutch law (EB Remuneration Policy and SB Remuneration Policy together 'Remuneration Policies').

The EB Remuneration Policy was last adopted by the General Meeting with effect from 1 January 2020. The SB Remuneration Policy, including an amendment to the level of the fixed annual fee for the members of the Supervisory Board, was last adopted with effect from 1 June 2023. The SB Remuneration Policy was last fully reviewed in 2020.

The Remuneration Policies have been reviewed by the Supervisory Board. A further explanation of the background of the review, the stakeholder engagement process and the main amendments to each of the Remuneration Policies, including an amendment to the remuneration for the individual members of the Supervisory Board, can be found in the clarifying notes as published on the Company's [website](#), which form an integral part of each of the proposed Remuneration Policies.

The Supervisory Board proposes to adopt the EB Remuneration Policy and the SB Remuneration Policy in accordance with the proposals as published on the Company's [website](#).

The Central Works Council has given a positive advice regarding each of the proposed Remuneration Policies. The advice of the Works Council is available on the Company's [website](#).

A. Proposal to adopt the remuneration policy for the members of the Executive Board (voting item)

The Supervisory Board proposes to adopt the EB Remuneration Policy in accordance with the proposal as published on the Company's [website](#), to be effective as of 1 January 2024.

B. Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board (voting item)

The Supervisory Board proposes to adopt the SB Remuneration Policy, and to adopt the remuneration for the individual members of the Supervisory Board, in accordance with the proposal as published on the Company's [website](#), to be effective as of 1 June 2024.

10. 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 in the context of issuing Contingent Convertible Securities (voting item)

The designation proposed under this agenda item is identical to the designation adopted by the General Meeting on 29 May 2019, which will expire on 28 May

2024 unless renewed. The Executive Board and the Supervisory Board believe it is desirable to renew this designation to enable the Company to issue Contingent Convertible Securities ('CCS') without first having to convene a general meeting.

Under the Solvency II regulatory framework, applicable to the Company as of 1 January 2016, the Company is required to hold sufficient eligible capital to absorb losses in periods of stress, such as capital that qualifies as (Restricted) Tier 1 capital. Under Solvency II, CCS instruments qualify as Restricted Tier 1 capital. Such instruments are convertible into ordinary shares only in the event that the solvency position of the Company falls below certain predefined solvency levels as referred to in the Solvency II regulations. According to Solvency II regulations less than 20% of the total amount of required Tier 1 capital may consist of Restricted Tier 1 capital.

The Company has not issued CCS instruments in the past. The Company may issue CCS instruments in the future to enhance its capital structure or for funding purposes, including but not limited to the replacement of outstanding capital instruments of the Company that are grandfathered under the Solvency II regulations (see page 321 of the 2023 Annual Report).

An effective functioning of CCS instruments requires the possibility to limit or exclude pre-emptive rights. The designation pursuant to this agenda item, if adopted, will apply in addition to the designations as referred to under agenda items 5.C. and 11.

The terms and conditions of CCS instruments, if and when issued, are intended to be in line with market practice.

The designation pursuant to this agenda item should not be taken as an indication that the Company will or will not issue any CCS instruments.

More detailed information on this agenda item, including the threshold levels as referred to in the Solvency II regulations, the capital position of the Company and the assumptions underlying the proposed designation, is available in the Appendix.

Proposal:

The Executive Board proposes, which proposal was approved by the Supervisory Board, to designate the Executive Board for a term of five years, from 24 May 2024 up to and including 23 May 2029, 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 (including the granting of rights to subscribe for ordinary shares) upon conversion of any CCS instruments in accordance with its terms and conditions during the term of the CCS instruments. This authority of the Executive Board is limited to a maximum of 30% of the issued share capital of the Company as at 24 May 2024. This designation, if adopted, enables the Executive Board to issue CCS instruments and to set the terms and

conditions for any CCS instrument, including the limitation or exclusion of pre-emptive rights, the mechanism for the conversion and the conversion price. 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.

11. Authority to issue shares and to grant rights to subscribe for ordinary shares

The designations proposed under agenda items 11.A.(i) and (ii) and 11.B. are identical to the designations adopted by the General Meeting on 2 June 2023, which will expire on 1 December 2024 unless renewed. The Executive Board and the Supervisory Board believe it is desirable to renew these designations to enable the Company to respond promptly to developments, without first having to convene a general meeting. If adopted, the designations proposed under agenda items 11.A.(i) and (ii) and 11.B. will supersede the designations adopted on 2 June 2023.

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 was approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 24 May 2024 up to and including 23 November 2025, 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 24 May 2024. 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 11.A.(i) (voting item)

The Executive Board proposes, which proposal was approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 24 May 2024 up to and including 23 November 2025, 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 11.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 was approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 24 May 2024 up to and including 23 November 2025, 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 24 May 2024.

A share issuance under this designation 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 11.B. gives the Executive Board, subject to the approval of the Supervisory Board, the flexibility to deal with practical or legal requirements in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal requirements under the laws or regulations 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 under this designation 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.

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

The authorisation proposed under this agenda item is identical to the authorisation granted by the General Meeting on 2 June 2023, which will expire on 1 December 2024 unless renewed. The Executive Board and the Supervisory Board believe it is desirable to renew this authorisation. 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. If adopted, the authorisation proposed under this agenda item will supersede the authorisation granted on 2 June 2023.

Proposal

It is proposed to authorise the Executive Board for a term of 18 months, from 24 May 2024 up to and including 23 November 2025, 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 24 May 2024. 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.

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

The proposal under this agenda item is identical to the proposal adopted by the General Meeting on 2 June 2023. 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, if applicable. The Executive Board and the Supervisory Board believe it is desirable that such cancellation of ordinary shares can continue to take place. If adopted, the resolution under this agenda item will supersede the resolution adopted on 2 June 2023, insofar that resolution has not yet been carried out.

Proposal

The Executive Board proposes, which proposal was 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 24 May 2024. 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.

Appendix

Further explanation of agenda item 10 on the proposal to designate the Executive Board again 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 in the context of issuing Contingent Convertible Securities ('CCS').

The proposed designation is identical to the designation adopted by the General Meeting on 29 May 2019, which will expire on 28 May 2024 unless renewed.

Purpose

Insurance holding companies and mixed financial holding companies are subject to strict regulatory requirements with regard to their capitalisation. Under the European Solvency II regulatory framework, such companies are required to hold sufficient capital (also referred to as eligible own funds) to absorb losses in periods of stress. Such capital can take the form of Restricted Tier 1 ('RT1') qualifying capital, which has the feature that under certain conditions the nominal amount will either be written down or converted into ordinary shares.

Mechanism

CCS are an example of RT1 instruments. CCS instruments are debt instruments which are convertible into ordinary shares in the event that the solvency position of an insurance holding company or mixed financial holding company falls below certain levels as defined by Solvency II regulations.

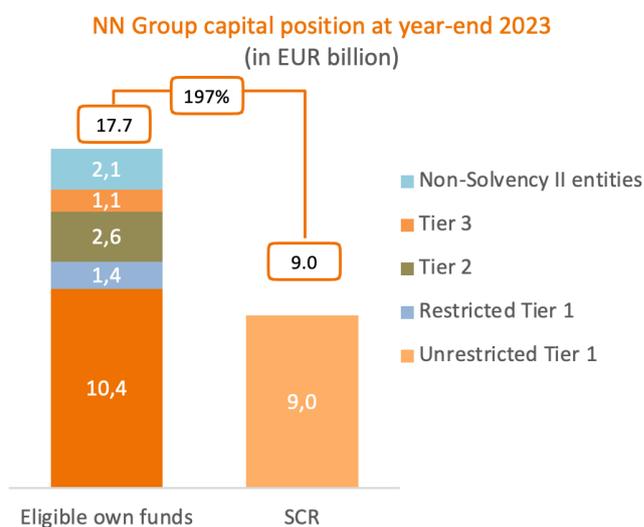
Conversion into ordinary shares would take place only if one of the following thresholds is breached:

- eligible own funds are equal to or less than 75% of the Solvency Capital Requirement ('SCR'), equivalent to a Solvency II ratio of 75% or less;
- eligible own funds are equal to or less than 100% of the Minimum Capital Requirement;
- eligible own funds drop below 100% of SCR and such breach has not been remedied within a period of three months from the date on which the breach was first observed.

Current situation

NN Group N.V. ('Company') has so far not issued CCS instruments, but might consider issuing such instruments with an equity conversion feature in the future to enhance its capital structure, or for funding purposes. This includes, but is not limited to, the replacement of outstanding RT1 instruments of the Company (amounting to EUR 1 billion on 1 April 2024) that are grandfathered under the Solvency II regulations until year-end 2025. These grandfathered RT1 instruments may be refinanced by issuing CCS instruments subject to the needs of the Company.

The likelihood of one of the aforementioned conversion thresholds being breached leading to the issue of ordinary shares is currently considered remote, as these conversion thresholds are low relative to the strong capital position of the Company. The Solvency II ratio of the Company was 197% at year-end 2023.



Assumptions underlying proposed designation of the Executive Board

To enable the Company to issue CCS instruments, the Executive Board would need to be designated again as the competent body to resolve on the issuance of ordinary shares to facilitate the potential conversion of the debt instruments into ordinary shares. The proposed designation would again enable the Company to issue ordinary shares up to 30% of the issued share capital of the Company as at 24 May 2024 in the event of conversion of CCS instruments. The proposed designation is calculated based on the maximum amount of own funds eligible as RT1 capital under the Solvency II framework (EUR 2.7 billion at year-end 2023), the current market capitalisation of the Company and a conversion discount in line with market practice (30%).

The proposed designation as the competent body to resolve on the issuance of ordinary shares again has a term of five years, which provides flexibility and allows for the orderly issue of CCS instruments when market conditions are favourable. This designation would only be used in connection with the issuance of CCS instruments and covers conversion during the term of the instrument.

Advantages for shareholders

The ability to issue Solvency II qualifying capital instruments enables insurance holding companies and mixed financial holding companies to comply with regulatory capital requirements in a capital-efficient manner. Solvency II qualifying debt instruments are more cost-efficient than equity. In the event of a stress scenario, such debt instruments could help avert other more stringent measures, and hence can protect shareholders' equity.

General information

Meeting documents

The agenda and explanation of the agenda items, the 2023 Annual Report, including the 2023 annual accounts, the intended profile of the Supervisory Board, the proposed remuneration policy for the members of the Executive Board, the proposed remuneration policy for the members of the Supervisory Board, the clarifying notes with respect to each of the proposed remuneration policies, the advice of the Central Works Council regarding such proposed remuneration policies, and other meeting documents, are available on the Company's [website](#). These documents are also available for inspection at the Company's head office, Schenkkade 65, 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 Investor Relations, tel. +31 (0)88 670 6647 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, tel. +31 (0)20 628 6070 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 26 April 2024 after the processing of all settlements as at this date ('Record Date').

Attending and voting in person

Shareholders who are entitled to attend the meeting and wish to attend in person must register with ABN AMRO via www.abnamro.com/shareholder or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 27 April 2024 and no later than 16 May 2024, 17:00 CEST. The Intermediary must provide ABN AMRO no later than 17 May 2024, 13:00 CEST, 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 shareholder will receive a registration certificate.

Shareholders who attend the meeting in person are requested to arrive and register at the meeting location on 24 May 2024 between 9:30 CEST and the start of the meeting at 10:00 CEST. It is not possible to register at the meeting location after this time. The aforementioned registration certificate must be provided on arrival. Attendees may be asked to provide proof of identity.

Attending and voting virtually

Shareholders who are entitled to attend the meeting but do not wish to attend in person can virtually attend and vote during the meeting, with their own smartphone, tablet or personal computer, unless their 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/shareholder from 27 April 2024 and no later than 16 May 2024, 17:00 CEST. The Intermediary must provide ABN AMRO no later than 17 May 2024, 13:00 CEST, via www.abnamro.com/intermediary, with the statement as referred to above 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.

After registering to virtually attend and vote, the shareholder will receive an email from ABN AMRO prior to the meeting with a link to log in 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/shareholder and/or the Company's online platform.

Shareholders will be able to log in for virtual admission to the meeting on 24 May 2024 via www.abnamro.com/shareholder from 9:00 CEST until the start of the meeting at 10:00 CEST. Shareholders must log in and complete the admission procedure for the meeting before 10:00 CEST. It will no longer be possible to log in after this time.

The Company's Policy regarding the Hybrid Meeting is applicable in the case of virtual attendance and voting at this meeting and is available on the Company's [website](#).

Electronic voting entails risks, as described in the Company's Policy regarding the Hybrid Meeting. Shareholders who do not wish to attend in person but do 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 meeting, but do not wish to attend and vote during the meeting in person or virtually can grant an electronic proxy with voting instructions via www.abnamro.com/shareholder or through their Intermediary from 27 April 2024 and no later than 16 May 2024, 17:00 CEST. 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 17 May 2024, 13:00 CEST, via www.abnamro.com/intermediary with the statement as referred to above 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 register to attend the meeting in person can ask questions on the agenda items during the meeting. Shareholders who register to virtually attend and vote during the meeting can ask questions on the agenda items during the meeting via a messaging function.

Shareholders who are entitled to and wish to ask questions on any agenda item, can also submit these in advance of the meeting through this [form](#) no later than 19 May 2024, 10:00 CEST.

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

The Company strives to ensure that the meeting takes place in a safe and orderly manner. In this respect the chair of the meeting may take strict measures to protect the meeting order.

Directions

Public transport

From station Den Haag Centraal

From station Den Haag Centraal, the NN Group office can be reached by taking RandstadRail 3 (direction Zoetermeer Centrum-West) or 4 (direction Lansingerland Zoetermeer) to station Beatrixkwartier. Leave the station through Beatrixkwartier Ingang Oost by taking the elevator or the escalator and walk in the direction of the NH Hotel. You can see the NN Group office in front of you on your right (5-minute walk).

From station Laan van Nieuw Oost Indië (Laan van NOI)

From station Laan van NOI, it is about a 9-minute walk to the office. Leave the station through its main entrance (on the side of platform 1) and turn left. Follow the road to the crossing with Schenkkade and turn left here. Follow the Schenkkade to the Prinses Beatrixlaan and cross this road. On the left you will find the entrance of the NN Group office.

Parking

Shareholders who have registered to attend the meeting in person can request a parking space at the meeting location. If you wish to request a parking space, please contact NN Group External Communications, via email external.communications@nn-group.com.

Contact

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

