

# Annual general meeting NN Group N.V. 2022

19 May 2022



Dear shareholder,

The annual general meeting of NN Group N.V. will take place on 19 May 2022, 10.00 CET, at the NH Hotel The Hague, Prinses Margrietplantsoen 100, The Hague, the Netherlands.

As a shareholder, you can attend and vote during the meeting in person or virtually, or you can 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 attend and vote during the meeting in person or virtually, you can also ask questions during the meeting.

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 value the dialogue with our shareholders and are pleased that we are able to also welcome you in person at our annual general meeting again this year.

If, however, in the opinion of NN Group or by Dutch government instructions, the health and safety situation would require so due to the Covid-19 pandemic, we may make last minute changes to logistics or the venue, including additional requirements in relation to attendance in person.

David Knibbe and David Cole  
on behalf of the Executive Board and Supervisory Board of NN Group N.V.  
The Hague, 6 April 2022

# Agenda

1. **Opening**
2. **2021 Annual Report** discussion item
3. **Proposal to give a positive advice on the 2021 Remuneration Report** voting item
4. **2021 annual accounts**
  - A. Proposal to adopt the annual accounts for the financial year 2021 voting item
  - B. Explanation of the dividend policy discussion item
  - C. Proposal to pay out dividend voting item
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 2021 voting item
  - B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2021 voting item
6. **Composition of the Executive Board**
  - A. Notice of the intended appointment of Annemiek van Melick as member of the Executive Board discussion item
  - B. Notice of the intended reappointment of Delfin Rueda as member of the Executive Board discussion item
7. **Composition of the Supervisory Board**
  - A. Proposal to reappoint David Cole as member of the Supervisory Board voting item
  - B. Proposal to reappoint Hans Schoen as member of the Supervisory Board voting item
  - C. Proposal to appoint Pauline van der Meer Mohr as member of the Supervisory Board voting item
8. **Proposal to reappoint KPMG Accountants N.V. as external auditor of the Company** voting item
9. **Authority to issue shares and to grant rights to subscribe for shares**
  - 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
  - (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 9.A.(i) voting item
  - 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
10. **Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital** voting item
11. **Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company** voting item
12. **Any other business and closing**

# Explanation of the agenda items

## 2. 2021 Annual Report (discussion item)

Explanation of the 2021 Annual Report of NN Group N.V. ('Company'), including the Company's approach to climate change, its net-zero ambitions for 2050, (intermediate) targets and progress made in 2021.

## 3. Proposal to give a positive advice on the 2021 Remuneration Report (voting item)

It is proposed to give a positive advice on the 2021 Remuneration Report. See pages 109 through 123 of the 2021 Annual Report.

## 4. 2021 annual accounts

### A. Proposal to adopt the annual accounts for the financial year 2021 (voting item)

It is proposed to adopt the annual accounts of the Company for the financial year 2021. See pages 142 through 298 of the 2021 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 is approved by the Supervisory Board, to pay out a final dividend of EUR 1.56 per ordinary share, or approximately EUR 476 million in total. The resolution to pay out dividend will be subject to the condition hereinafter described. On 8 September 2021, the Company paid an interim dividend of EUR 0.93 per ordinary share. The proposal will therefore result in a total dividend over 2021 of EUR 2.49 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 23 May 2022. The record date for the dividend will be 24 May 2022. The election period, during which shareholders may choose between dividend in cash or dividend in ordinary shares, will run from 25 May 2022 up to and including 8 June 2022. 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 2 June 2022 up to and including 8 June 2022. The dividend will become payable on 15 June 2022.

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 2021 (voting item)

It is proposed to release the members of the Executive Board from liability for their respective duties performed during the financial year 2021, insofar the exercise of those duties is reflected in the 2021 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 2021 (voting item)

It is proposed to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2021, insofar the exercise of those duties is reflected in the 2021 annual accounts or otherwise disclosed prior to taking this resolution.

## 6. Composition of the Executive Board

### A. Notice of the intended appointment of Annemiek van Melick as member of the Executive Board (discussion item)

As announced on 12 October 2021, the Supervisory Board gives notice of its intention to appoint Annemiek van Melick as member of the Executive Board and Chief Financial Officer of the Company. Annemiek van Melick will succeed Delfin Rueda, who will leave the Company as of 1 July 2022.

Annemiek van Melick will be appointed for a term of four years, which appointment will become effective as of 1 July 2022. The term of appointment of Annemiek van Melick will end at the close of the annual general meeting in 2026.

As a result of this appointment, Annemiek van Melick will also become vice-chair of the Executive Board for the same term.

To ensure a smooth transition Annemiek van Melick will already join the Company as member of the Management Board of the Company as of 1 June 2022. With her appointment as member of the Executive Board and Chief Financial Officer as of 1 July 2022, Annemiek van Melick's membership of the Management Board continues and she also becomes vice-chair of the Management Board.

Annemiek van Melick was born on 31 March 1976 and has Dutch nationality.

Previously Annemiek van Melick was a member of the executive board and Chief Financial Officer of ASR Nederland N.V. from February 2020 to October 2021. Prior to that she was a member of the executive board and Chief Financial Officer of de Volksbank N.V. from 2014 to 2019, Chief Financial & Risk Officer of SNS Retail Bank, a business unit of SNS REAAL N.V., from 2012 to 2014 and Director Corporate Strategy and M&A at SNS REAAL N.V. from 2008 to 2012. Annemiek van Melick was Director Investment Banking at Lehman Brothers in London and Amsterdam from 2005 to 2008 and started her career in 2001 at Goldman Sachs in London in the Financing Group.

Annemiek van Melick is member of the supervisory board and chair of the audit committee of Royal Swinkels Family Brewers Holding N.V.

The number of directorships held by Annemiek van Melick meets the requirements of Dutch law.

The Supervisory Board intends to appoint Annemiek van Melick because of her extensive experience in the financial services industry and her in-depth knowledge of insurance, banking and asset management, as well

as her experience as executive board member and chief financial officer.

The intended appointment of Annemiek van Melick is in accordance with the profile of the Executive Board and Management Board of the Company as available on the Company's [website](#).

The intended appointment of Annemiek van Melick has been approved by the Dutch Central Bank.

The central works council of the Company ('Central Works Council') has informed the Supervisory Board that it supports the intended appointment of Annemiek van Melick.

The main elements of the assignment contract of Annemiek van Melick with the Company are available on the Company's [website](#).

### B. Notice of the intended reappointment of Delfin Rueda as member of the Executive Board (discussion item)

The term of appointment of Delfin Rueda as member of the Executive Board ends at the close of the annual general meeting to be held on 19 May 2022. The Supervisory Board gives notice of its intention to reappoint Delfin Rueda as member of the Executive Board as from the close of the annual general meeting to be held on 19 May 2022 up to 1 July 2022.

The Supervisory Board also has the intention to designate Delfin Rueda again as Chief Financial Officer of the Company and as a result as vice-chair of the Executive Board for the same term. With the reappointment of Delfin Rueda his membership and position of vice-chair of the Management Board of the Company also continue for the same term.

The Supervisory Board intends to reappoint Delfin Rueda because of his international experience in the financial industry, especially in the insurance sector, his professionalism and extensive knowledge, his leadership profile and experience as an executive board member. His intended reappointment serves continuity and ensures a smooth transition given Annemiek van Melick's intended appointment as of 1 July 2022 as referred to under agenda item 6.A.

Delfin Rueda was born on 8 April 1964 and has Spanish nationality.

The intended reappointment of Delfin Rueda is in accordance with the profile of the Executive Board and Management Board of the Company as available on the Company's [website](#).

Besides being a member and vice-chair of the Executive Board Delfin Rueda is member of the supervisory board and chair of the audit committee of the supervisory board of Adyen N.V., non-executive director of Allfunds Group Plc and Allfunds Bank, S.A.U., and chair of the CFO Forum.

The number of directorships held by Delfin Rueda meets the requirements of Dutch law.

The Central Works Council has informed the Supervisory Board that it supports the intended reappointment of Delfin Rueda.

## **7. Composition of the Supervisory Board**

### **A. Proposal to reappoint David Cole as member of the Supervisory Board (voting item)**

In accordance with the rotation schedule of the Supervisory Board, the term of appointment of David Cole will end at the close of the annual general meeting to be held on 19 May 2022. David Cole has indicated that he is available for reappointment.

As announced on 10 March 2022, and following the vacancy that needs to be filled, the Supervisory Board has nominated David Cole for reappointment as member of the Supervisory Board for a term of four years, which reappointment shall become effective as from the close of the annual general meeting to be held on 19 May 2022. If reappointed, the term of reappointment of David Cole will end at the close of the annual general meeting in 2026.

If the proposed reappointment of David Cole is adopted by the General Meeting, the Supervisory Board intends to re-elect him as chair of the Supervisory Board.

David Cole was born on 2 October 1961 and has Dutch and American nationality.

David Cole has been nominated for reappointment because of his extensive international experience in the insurance and banking sector, his experience as executive and supervisory board member, his in-depth knowledge of banking and insurance services, as well as the professional manner in which he fulfils his positions of member and chair 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 and chair of the Supervisory Board, David Cole is chair of the supervisory board of IMC B.V., member of the board of directors of Vontobel Holding AG (Zürich) and of Swiss Re Asia Pte. Ltd.

The number of directorships held by David Cole meets the requirements of Dutch law.

David Cole is independent within the meaning of the Dutch Corporate Governance Code ('Code').

David Cole 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 David Cole.

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

### **B. Proposal to reappoint Hans Schoen as member of the Supervisory Board (voting item)**

In accordance with the rotation schedule of the Supervisory Board, the term of appointment of Hans Schoen will end at the close of the annual general meeting to be held on 19 May 2022. Hans Schoen has indicated that he is available for reappointment.

As announced on 10 March 2022, and following the vacancy that needs to be filled, the Supervisory Board has nominated Hans Schoen 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 19 May 2022. If reappointed, the term of reappointment of Hans Schoen will end at the close of the annual general meeting in 2024.

Hans Schoen was born on 2 August 1954 and has Dutch nationality.

Hans Schoen has been nominated for reappointment because of his in-depth knowledge of the insurance and pension sector, his expertise in the field of financial reporting of insurance companies and pension funds, 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, Hans Schoen does not hold additional positions.

The number of directorships held by Hans Schoen meets the requirements of Dutch law.

Hans Schoen is independent within the meaning of the Code.

Hans Schoen does not hold shares in the share capital of the Company.

The Central Works Council of the Company has made use of its enhanced recommendation right and has asked the Supervisory Board to nominate Hans Schoen as the person recommended by the Central Works Council.

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

**C. Proposal to appoint Pauline van der Meer Mohr as member of the Supervisory Board (voting item)**

As announced on 10 March 2022, and following a vacancy that needs to be filled, the Supervisory Board has nominated Pauline van der Meer Mohr for appointment as member of the Supervisory Board, which appointment shall become effective as of 1 January 2023. If appointed, the term of appointment of Pauline van der Meer Mohr will end at the close of the annual general meeting in 2026.

Pauline van der Meer Mohr was born on 22 February 1960 and has Dutch nationality.

Pauline van der Meer Mohr has been nominated for appointment because of her extensive experience as executive and supervisory board member, as well as her knowledge of and strong background in corporate governance, people and organisation management and environmental, social and governance (ESG) topics.

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

Pauline van der Meer Mohr is chair of the supervisory board of EY Netherlands (until 31 December 2022), non-executive director of HSBC Holdings plc (until 29 April 2022) and Viatrix Inc., member of the supervisory board of ASM International N.V. (chair as of 16 May 2022) and chair of the Dutch Corporate Governance Code Monitoring Committee. She is nominated for appointment as member of the supervisory board of Koninklijke Ahold Delhaize N.V. as of 13 April 2022.

Former positions of Pauline van der Meer Mohr include deputy chair of the supervisory board of DSM N.V., member of the supervisory board of ASML Holding N.V. and president of the Erasmus University Rotterdam.

The number of directorships held by Pauline van der Meer Mohr meets the requirements of Dutch law.

Pauline van der Meer Mohr is independent within the meaning of the Code.

Pauline van der Meer Mohr does not hold shares in the share capital of the Company.

The proposed appointment of Pauline van der Meer Mohr is subject to approval of 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 Pauline van der Meer Mohr.

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

**8. Proposal to reappoint KPMG Accountants N.V. as external auditor of the Company (voting item)**

The instruction of KPMG Accountants N.V. as external auditor of the Company ends after completion of the audit of the annual accounts for the financial year 2022.

The proposal to reappoint KPMG Accountants N.V. as the external auditor of the Company is the result of a thorough process led by the Audit Committee of the Supervisory Board, in accordance with applicable law and regulations and the Company's policy on external auditor's independence. Considerations in this process included independence, the relationship, past experience and quality, team composition and the audit fee. The proposed reappointment contributes to a smooth transition to IFRS 9 and 17 in 2023. Furthermore, the Audit Committee has also taken the observations of the Executive Board into account.

**Proposal:**

The Supervisory Board proposes, on the recommendation of the Audit Committee, to reappoint KPMG Accountants N.V. as external auditor of the Company with the instruction to audit the annual accounts for the financial years 2023 through 2025, in accordance with section 2:393 of the Dutch Civil Code, to report on the outcome of such audits to the Executive Board and the Supervisory Board and to issue an auditors' opinion on the annual accounts.



### **9. Authority to issue shares and to grant rights to subscribe for shares**

The designations proposed under agenda items 9.A.(i) and (ii) and 9.B. are identical to the designations adopted by the General Meeting on 20 May 2021, which will expire on 19 November 2022 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 9.A.(i) and (ii) and 9.B. will supersede the designations adopted on 20 May 2021.

#### **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 19 May 2022 up to and including 18 November 2023, 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 19 May 2022. 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 9.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 19 May 2022 up to and including 18 November 2023, 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 9.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 19 May 2022 up to and including 18 November 2023, 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 19 May 2022.

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 9.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.



**10. 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 20 May 2021, which will expire on 19 November 2022 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 20 May 2021.

**Proposal**

It is proposed to authorise the Executive Board for a term of 18 months, from 19 May 2022 up to and including 18 November 2023, 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 19 May 2022. 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.

**11. 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 20 May 2021. 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. 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 20 May 2021, insofar that resolution has not yet been carried out.

**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 19 May 2022. 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.

# General information

## Meeting documents

The agenda and explanation of the agenda items, the 2021 Annual Report, including the 2021 annual accounts, and other meeting documents, are available on the Company's [website](#). These documents are also available for inspection at the Company's head office, Schenkade 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 66 47 or via email [external.communications@nn-group.com](mailto: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)20 383 54 54 or via email [AVA@nl.abnamro.com](mailto: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 21 April 2022 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](http://www.abnamro.com/shareholder) or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 22 April 2022 and no later than 12 May 2022, 17:00 CET. The Intermediary must provide ABN AMRO no later than 13 May 2022, 13:00 CET, via [www.abnamro.com/intermediary](http://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 register at the meeting location on 19 May 2022 between 9.30 CET and the start of the meeting at 10.00 CET. It is not possible to register at the meeting location after this time. The aforementioned registration certificate must be provided on arrival. Attendees to the meeting may be asked to provide proof of identity.

Shareholders who attend the meeting in person should abide the Covid-19 measures applicable in the Netherlands at that time.

## 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](http://www.abnamro.com/shareholder) from 22 April 2022 and no later than 12 May 2022, 17:00 CET. The Intermediary must provide ABN AMRO no later than 13 May 2022, 13:00 CET, via [www.abnamro.com/intermediary](http://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.

Upon registration to virtually attend and vote, a shareholder will receive an email with a link via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) 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/shareholder](http://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 19 May 2022 via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) from 9:00 CET until the start 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 Hybrid Meeting is applicable in the case of virtual attendance at this meeting and 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 either in person or virtually can grant an electronic proxy with voting instructions via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) or through their Intermediary from 22 April 2022 and no later than 12 May 2022, 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 13 May 2022, 13:00 CET, via [www.abnamro.com/intermediary](http://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 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 16 May 2022, 10.00 CET.

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.

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 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.

# Directions

## Public transport

### From station Den Haag Centraal to NH Hotel The Hague

Take Tram 3 to Zoetermeer centrum, Tram 4 to Zoetermeer Lansingerland or Tram 34 to Zoetermeer Lansingerland. Get off at Beatrixkwartier.

### From station Laan van NOI to NH Hotel The Hague

NH Hotel The Hague is within walking distance (600 meters) of station Laan van NOI.

Alternatively, you can take Metro line E or Tram 2 to Leidschendam, Tram 3 to Loosduinen, Tram 4 to Den Haag Uithof or and Tram 34 to Den Haag De Savornin Lohmanplein. Get off at Beatrixkwartier.

## Parking

Shareholders who have registered to attend the meeting in person can request a parking space at our office in The Hague, which is within five minutes walking distance of NH Hotel The Hague.

If you wish to request a parking space, please contact NN Group External Communications, via email [external.communications@nn-group.com](mailto:external.communications@nn-group.com).

## Contact us

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

