

# Annual general meeting NN Group N.V. 2019

The Hague, 29 May 2019



**Dear shareholder,**

We have the pleasure of inviting you to the annual general meeting of NN Group N.V. ('Company') to be held on 29 May 2019, 13:30 CET, at the The Hague Marriott Hotel, Johan de Wittlaan 30, 2517 JR, The Hague, the Netherlands.

The live webcast of the meeting can be viewed on [www.nn-group.com/agm](http://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, 16 April 2019

# Agenda

1. **Opening**
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6. **Proposal to reappoint H el ene Vletter-van Dort as member of the Supervisory Board** voting item
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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. 2018 Annual Report (discussion item)

Explanation of the 2018 Annual Report, including the 2018 Annual Review and the 2018 Financial Report.

## 3. Implementation of the remuneration policy during the financial year 2018 (discussion item)

Explanation of the implementation of the remuneration policy for the members of the Executive Board during the financial year 2018 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 46 to the 2018 annual accounts. See pages 32 through 35 and 129 through 131 of the 2018 Financial Report.

## 4. 2018 annual accounts

### A. Proposal to adopt the annual accounts for the financial year 2018 (voting item)

It is proposed to adopt the annual accounts of the Company for the financial year 2018. See pages 38 through 184 of the 2018 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](http://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 1.24 per ordinary share, or approximately EUR 415 million in total. The resolution to pay out dividend will be subject to the condition hereinafter described. On 10 September 2018, the Company paid an interim dividend of EUR 0.66 per ordinary share, resulting in a total dividend over 2018 of EUR 1.90 per ordinary share. This is equivalent to a dividend pay-out ratio of 50% of the Company's net operating result of the ongoing business for the financial year 2018.

The final dividend will be paid 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 the 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 on 31 May 2019. The record date for the dividend will be 3 June 2019. The election period, during which shareholders may choose between dividend in cash or dividend in ordinary shares, will run from 4 June 2019 up to and including 18 June 2019. 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 12 June 2019 up to and including 18 June 2019. The dividend will become payable on 25 June 2019.

On the basis of Solvency II regulatory capital requirements, a 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 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 2018 (voting item)

It is proposed to release the members of the Executive Board from liability for their respective duties performed during the financial year 2018, insofar the exercise of those duties is reflected in the 2018 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 2018 (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 2018, insofar the exercise of those duties is reflected in the 2018 annual accounts or otherwise disclosed prior to taking this resolution.

## 6. Proposal to reappoint H el ene Vletter-van Dort as member of the Supervisory Board (voting item)

In accordance with the rotation schedule of the Supervisory Board, the term of appointment of H el ene Vletter-van Dort ends at the close of the general meeting to be held on 29 May 2019. The Supervisory Board therefore announces that a vacancy on the Supervisory Board needs to be filled. H el ene Vletter-van Dort has indicated that she is available for reappointment.

For this vacancy the central works council of the Company ('Works Council') has the enhanced recommendation right. The Works Council has made use of its enhanced recommendation right for this nomination and has asked the Supervisory Board to nominate H el ene Vletter-van Dort as the person recommended by the Works Council.

### Proposal:

The Supervisory Board has nominated H el ene Vletter-van Dort 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 general meeting to be held on 29 May 2019. The term of reappointment of H el ene Vletter-van Dort ends at the close of the annual general meeting to be held in the fourth calendar year after the calendar year in which her reappointment becomes effective. This means that, if reappointed, the term of appointment of H el ene Vletter-van Dort will end at the close of the annual general meeting in 2023.

Hélène Vletter-van Dort was born on 15 October 1964 and has Dutch nationality.

Besides being a member of the Supervisory Board, Hélène Vletter-van Dort holds other positions, including professor of financial law and governance at the Erasmus School of Law, chair of the supervisory board of Intertrust N.V., non-executive board member of Barclays Bank plc and chair of the board of Stichting Luchtmans.

The number of directorships held by Hélène Vletter-van Dort meets the requirements of Dutch law.

Hélène Vletter-van Dort has been nominated for reappointment because of her extensive knowledge in the areas of corporate governance, corporate law and financial supervision, as well as the professional manner in which she fulfils her membership of the Supervisory Board. Her nomination for reappointment is in accordance with the profile of the Supervisory Board. This profile is available on the website of the Company [www.nn-group.com](http://www.nn-group.com).

Hélène Vletter-van Dort is independent within the meaning of the Dutch Corporate Governance Code. Hélène Vletter-van Dort does not hold shares in the share capital of the Company.

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

#### **7. 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 2019.

The proposal to reappoint KPMG Accountants N.V. as the external auditor of the Company is the result of a thorough process overseen 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. 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 2020 through 2022, 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 give a statement on the accuracy of the annual accounts.

#### **8. 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)**

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, Contingent Convertible Securities ('CCS') 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 168 of the 2018 Financial Report).

The Executive Board and the Supervisory Board believe it is desirable to designate the Executive Board as the competent body to resolve, subject to the approval of the Supervisory Board, to issue ordinary shares upon conversion of any CCS instruments in accordance with its terms and conditions, in order to enable the Company to issue CCS instruments without first having to convene a general meeting. 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 designation of the Executive Board as referred to under agenda items 4.C. and 9.

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 is approved by the Supervisory Board, to designate the Executive Board for a term of five years, from 29 May 2019 up to and including 28 May 2024, 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 (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 29 May 2019. 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.

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

On 31 May 2018, the General Meeting designated the Executive Board for a term of 18 months as the competent body to resolve to issue ordinary shares, to grant rights to subscribe for ordinary 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 31 May 2018, plus a further 10% of the issued share capital of the Company as at 31 May 2018 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 30 November 2019, unless renewed.

The Executive Board and the Supervisory Board believe it is desirable to designate the Executive Board again to enable the Company to respond promptly to developments, without first having to convene a general meeting.

The designations pursuant to agenda items 9.A.(i) and (ii) and 9.B., if adopted, will supersede the designations adopted on 31 May 2018 and will apply in addition to the designation of the Executive Board as referred to under agenda items 4.C. and 8.

#### **Proposals:**

##### **A. (i) 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, from 29 May 2019 up to and including 28 November 2020, 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 29 May 2019. 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 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 29 May 2019 up to and including 28 November 2020, 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 on the issuance of ordinary shares and to resolve on the granting of 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 29 May 2019 up to and including 28 November 2020, 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 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 29 May 2019.

A share issuance under this authorisation will be on a pre-emptive basis in order to minimise dilution for existing shareholders. Notwithstanding the intention of the Executive Board and the Supervisory Board to respect pre-emptive rights of shareholders and avoid dilution, the resolution under this agenda item 9.B. gives the Executive Board, subject to the approval of the

Supervisory Board, the flexibility to deal with practical or legal difficulties in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal problems under the laws or requirements of any jurisdiction or regulatory body, in the context of syndicated rights issues, or otherwise, which might prevent an issuance on a pre-emptive basis. In accordance with market practice, the Company currently envisages to grant pre-emptive rights in any such rights issue to institutional investors (excluding institutional investors in Japan) and Dutch retail investors holding ordinary shares. Shareholders who are not allowed to, do not elect to, or are unable to subscribe to a rights issue, may receive any net financial benefit upon completion of a rump offering after the exercise period has ended.

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

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

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

On 31 May 2018, the General Meeting authorised the Executive Board for a term of 18 months to acquire, subject to the approval of the Supervisory Board, fully paid-up ordinary shares in the share capital of the Company. This authorisation is subject to the condition that following such acquisition the par value of the ordinary shares in the share capital of the Company which are held by the Company or for which the Company holds a right of pledge, or which are held by its subsidiaries for their own account, shall not exceed 10% of the issued share capital of the Company as at 31 May 2018. This authorisation will expire on 30 November 2019, 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 10., if adopted, will supersede the authorisation granted on 31 May 2018.

#### **Proposal:**

It is proposed to authorise the Executive Board for a term of 18 months, from 29 May 2019 up to and including 28 November 2020, 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 29 May 2019. 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)**

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. In that context, the General Meeting resolved on 31 May 2018 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 31 May 2018. This cancellation may be executed in one or more tranches, and the number of ordinary shares to be cancelled under this resolution shall be determined by the Executive Board. The Executive Board and the Supervisory Board believe it is desirable that such cancellation of ordinary shares can continue to take place.

#### **Proposal:**

The Executive Board proposes, which proposal is approved by the Supervisory Board, to reduce the issued share capital of the Company by cancellation of ordinary shares held by the Company in its own share capital up to a maximum of 20% of the issued share capital of the Company as at 29 May 2019. 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.

This resolution, if adopted, will supersede the resolution adopted on 31 May 2018, insofar that resolution has not yet been carried out.

# Appendix

Further explanation of agenda item 8 on the 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

## 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.

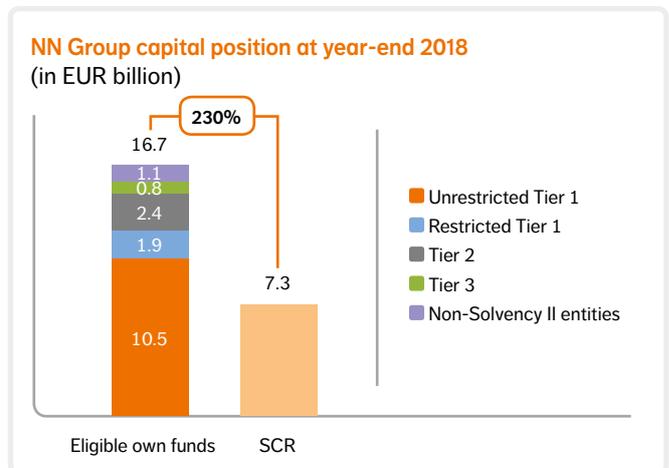
## Mechanism

Contingent Convertible Securities ('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:

- i. 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;
- ii. eligible own funds are equal to or less than 100% of the Minimum Capital Requirement;
- iii. 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. (the '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 1.9 billion at year-end 2018) 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 230% at year-end 2018.

## Assumptions underlying proposed designation of the Executive Board

To enable the Company to issue CCS instruments, the Executive Board of the Company would need to be designated 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 enable the Company to issue ordinary shares up to 30% of the issued share capital of the Company as at 29 May 2019 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 2018), the current market capitalisation of the Company (based on the 52-week average share price and the number of ordinary shares outstanding on 1 April 2019) 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 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 and the 2018 Annual Report, including the 2018 annual accounts, are available on the website of the Company [www.nn-group.com/agm](http://www.nn-group.com/agm). These documents are also available for inspection at the Company's head office, Schenkade 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 (0)70 513 03 03 or via email [external.communications@nn-group.com](mailto: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](mailto: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 1 May 2019 after the 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](http://www.abnamro.com/evoting) or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 2 May 2019 and no later than 22 May 2019, 17:00 CET. The Intermediary must provide ABN AMRO no later than 23 May 2019, 11:00 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 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](http://www.abnamro.com/evoting) or through their Intermediary from 2 May 2019 and no later than 22 May 2019, 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 no later than 23 May 2019, 11:00 CET, via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) 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 2 May 2019 and no later than 22 May 2019, 17:00 CET, via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their Intermediary. The Intermediary must provide ABN AMRO no later than 23 May 2019, 11:00 CET, via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with the statement as referred to above. Alternatively, a written power of attorney form can be downloaded from [www.nn-group.com/agm](http://www.nn-group.com/agm), including further instructions.

## Registration on 29 May 2019

Shareholders or their representative(s) who wish to attend the general meeting are requested to register between 12:30 CET and the start of the meeting at 13:30 CET on 29 May 2019. 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

## Car

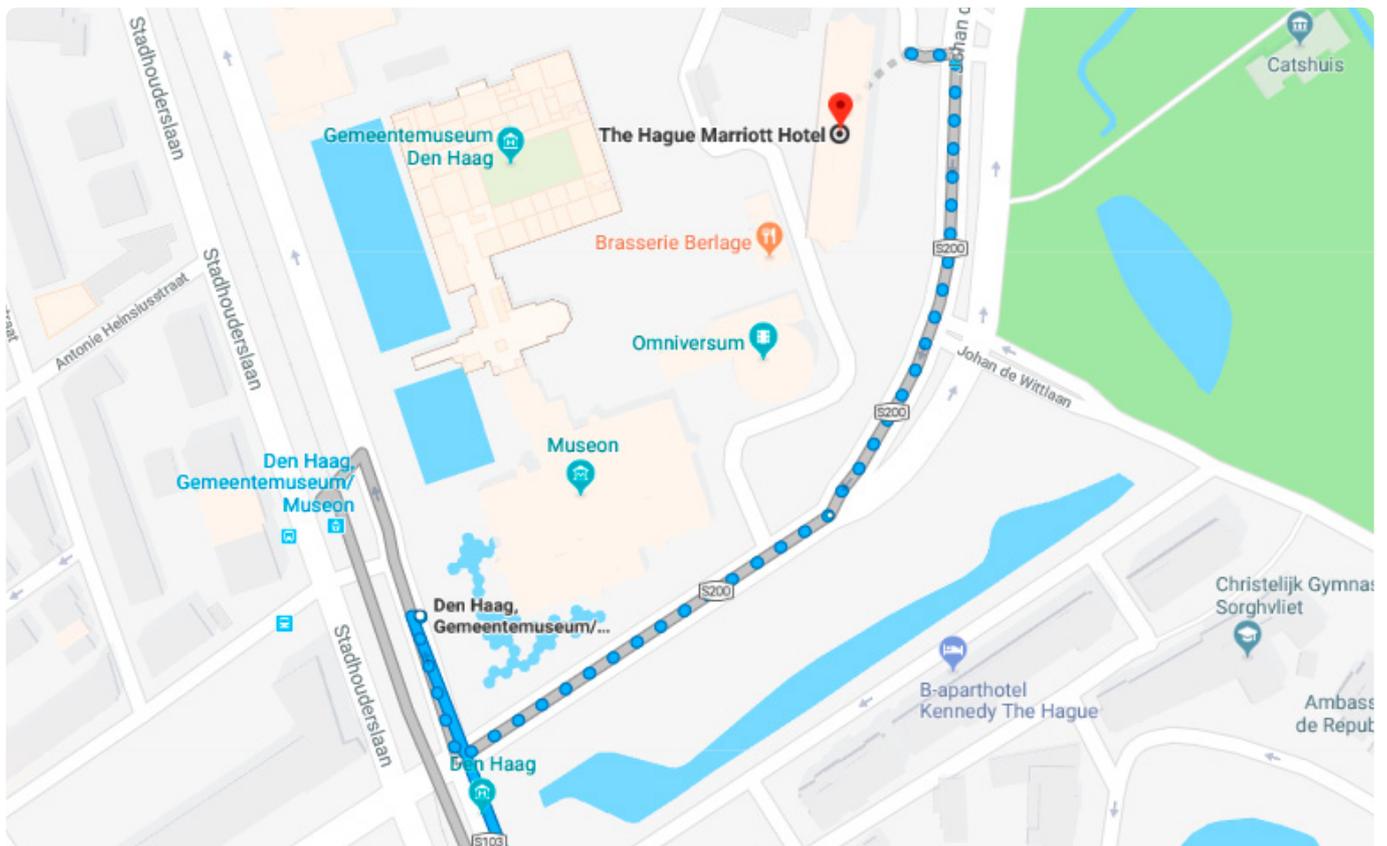
The Hague Marriott Hotel is situated in the Statenkwartier area in The Hague. When arriving from outside The Hague, it is best reached by exiting the A12 in the direction of The Hague – Centrum Zuid. Follow the signs for Kijkduin, pass the World Forum convention centre and you will find the hotel on your right.

## Parking

Since parking space is limited we strongly advise you to park your car at the World Forum parking garage which is located close to the hotel. The Hague Marriott hotel is within five minutes walking distance from the garage. The entrance to the parking garage is at Churchillplein 10, 2517 JW The Hague.

## Public Transport

Bus 24 in the direction of Kijkduin via Gemeentemuseum departs every 7 minutes from train station Den Haag Centraal. Get off at stop 'Gemeentemuseum/Museon' and walk back towards President Kennedylaan. Turn left and keep walking until you see the The Hague Marriott hotel on your left.



## Contact

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Trade Register number 52387534

