

Press release

21 June 2016

NN Group announces stock fraction for 2015 final dividend and repurchase of shares to neutralise stock dividend

As NN Group [announced](#) on 25 February 2016, its shareholders were given the option to receive the final dividend for 2015 of EUR 1.05 per ordinary share either in cash or in ordinary shares.

Shareholders who have elected to receive the dividend in shares will receive one NN Group N.V. ordinary share for every 24.71 ordinary shares held. The stock fraction is based on the volume-weighted average price of EUR 25.948 for NN Group shares on Euronext Amsterdam for the five trading days from 15 June through 21 June 2016. Any remaining stock fractions will be paid in cash using the volume-weighted average share price of EUR 25.948. The stock and cash dividend are approximately equal in value. For shareholders that have not made a choice during the election period, the dividend will be paid in cash.

Approximately 45.8% of shareholders have elected to receive the dividend in ordinary shares. Consequently, 6,020,620 new ordinary shares will be issued as stock dividend.

NN Group will neutralise the dilutive effect of the stock dividend through the repurchase of ordinary shares for a total amount of EUR 156 million, equivalent to the value of the stock dividend. This share buyback will be in addition to the open market share buyback programme for an amount of up to EUR 500 million which was announced on 26 May 2016. The share buyback will be executed under the programme and within the limitations of the existing authority granted by the General Meeting on 2 June 2016. The shares will be repurchased at a price that does not exceed the last independent trade or the highest current independent bid on Euronext Amsterdam. The programme will be executed by financial intermediaries by 31 May 2017, and will be performed in compliance with the safe harbour provisions for share buybacks. NN Group intends to cancel all of the repurchased shares acquired under the programme.

Payment of the dividend in cash, after deduction of statutory withholding tax if applicable, and the transfer of the new ordinary shares and settlement of fractions in cash will take place on 28 June 2016.

For further information: <https://www.nn-group.com/Investors/Dividends.htm>



Press enquiries NN Group

Daphne Andriesse
+31 (0) 6 83 641 626
Daphne.Andriesse@nn-group.com

Investor enquiries NN Group

Investor Relations
+31 88 663 5464
investor.relations@nn-group.com

NN Group profile

NN Group is an international insurance and asset management company, active in more than 18 countries, with a strong presence in a number of European countries and Japan. With around 11,500 employees the group offers retirement services, insurance, investments and banking to more than 15 million customers. NN Group includes Nationale-Nederlanden, NN and NN Investment Partners. NN Group is listed on Euronext Amsterdam (NN).

Important legal information

All figures in this document are unaudited. Small differences are possible in the tables due to rounding. Certain of the statements contained herein are not historical facts, including, without limitation, certain statements made of future expectations and other forward-looking statements that are based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those in such statements due to, without limitation: (1) changes in general economic conditions, in particular economic conditions in NN Group's core markets, (2) changes in performance of financial markets, including developing markets, (3) consequences of a potential (partial) break-up of the euro, (4) changes in the availability of, and costs associated with, sources of liquidity as well as conditions in the credit markets generally, (5) the frequency and severity of insured loss events, (6) changes affecting mortality and morbidity levels and trends, (7) changes affecting persistency levels, (8) changes affecting interest rate levels, (9) changes affecting currency exchange rates, (10) changes in investor, customer and policyholder behaviour, (11) changes in general competitive factors, (12) changes in laws and regulations, (13) changes in the policies of governments and/or regulatory authorities, (14) conclusions with regard to accounting assumptions and methodologies, (15) changes in ownership that could affect the future availability to us of net operating loss, net capital and built-in loss carry forwards, (16) changes in credit and financial strength ratings, (17) NN Group's ability to achieve projected operational synergies and (18) the other risks and uncertainties detailed in the Risk Factors section contained in recent public disclosures made by NN Group.

Any forward-looking statements made by or on behalf of NN Group speak only as of the date they are made, and, NN Group assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or for any other reason.

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