

POWER OF ATTORNEY

for the annual general meeting of NN Group N.V. ('Company'), to be held virtually at 28 May 2020, 10:00 CET ('AGM').

The undersigned:

shareholder natural person:

first name(s): _____

surname: _____

address: _____

postal code and town: _____

country: _____,

or

legal person shareholder:

name: _____

statutory seat: _____

office address: _____

postal code and town: _____

country: _____,

('Shareholder'), on the record date (30 April 2020) holder of _____ (number) ordinary shares in the share capital of the Company ('Shares'),

declares:

to grant a power of attorney to Ms M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her deputy ('Representative'), to cast votes on the Shares in accordance with the voting instructions set out below¹:

	Agenda item	in favour	against	abstain
1.	Opening	n.a.	n.a.	n.a.
2.	2019 Annual Report	n.a.	n.a.	n.a.
3.A.	Proposal to adopt the annual accounts for the financial year 2019			
3.B.	Explanation of the profit retention and distribution policy	n.a.	n.a.	n.a.
4.A.	Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2019			
4.B.	Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2019			
5.	Profile of the Supervisory Board	n.a.	n.a.	n.a.
6.A.	Proposal to reappoint Clara Streit as member of the Supervisory Board			
6.B.	Proposal to reappoint Robert Jenkins as member of the Supervisory Board			
7.A.	Proposal to give a positive advice on the 2019 Remuneration Report			
7.B.	Proposal to adopt the remuneration policy for the members of the Executive Board			
7.C.	Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board			
7.D.	Proposal to amend the articles of association of the Company			
8.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			
8.A.(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 8.A.(i)			

¹ If you do not give voting instructions, your proxy shall be deemed to include a voting instruction in favour of all proposals made by the Executive Board and/or the Supervisory Board. Ms M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, or her deputy, will vote against a proposal if such a proposal is not made and/or supported by the Executive Board and/or the Supervisory Board.

8.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			
9.	Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital			
10.	Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company			
11.	Any other business and closing	n.a.	n.a.	n.a.

and declares:

to indemnify and to hold harmless the Representative against any claims, actions or proceedings made against the Representative and against any damages, costs and expenses that the Representative might incur in connection with this power of attorney and to agree that the Representative undertakes any action that the Shareholder could or would be entitled to undertake if he/she were attending the AGM himself/herself.

The Representative has the right of substitution.

This power of attorney is governed by Dutch law.

Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent Court in Amsterdam.

signature: _____

name: _____

place: _____

date: _____.

Please attach copy of passport or identity card. In case of a legal person shareholder, please also include proof of representative authority.

This power of attorney must be received completed and signed by ABN AMRO Bank N.V. ('ABN AMRO'), Corporate Broking, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or via email AVA@nl.abnamro.com no later than 21 May 2020, 17:00 CET.

Furthermore, the intermediary in whose administration the Shareholder is registered as holder of shares of the Company ('Intermediary') must provide ABN AMRO no later than 22 May 2020, 11:00 CET 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 on the record date (30 April 2020) after the processing of all settlements per this date.