

2015 AGM resolutions

Resolutions of the
Annual General Meeting
of NN Group N.V.,
held on 28 May 2015



4.A. Proposal to adopt the annual accounts for the financial year 2014

overview votes:

number of shares for which votes have been validly cast	291,215,489
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,489
number of votes cast "in favour"	290,930,688
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	7,204
percentage of votes "against" (rounded)	0%
number of votes withheld	277,597

4.C. Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	291,215,490
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,490
number of votes cast "in favour"	290,930,894
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	7,099
percentage of votes "against" (rounded)	0%
number of votes withheld	277,497

4.D. Proposal to make a distribution from the Company's distributable reserves

overview votes:

number of shares for which votes have been validly cast	291,215,890
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,890
number of votes cast "in favour"	290,909,124
percentage of votes "in favour" (rounded)	99.99%
number of votes cast "against"	29,266
percentage of votes "against" (rounded)	0.01%
number of votes withheld	277,500

5.A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2014

overview votes:

number of shares for which votes have been validly cast	291,215,890
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,890
number of votes cast "in favour"	290,535,566
percentage of votes "in favour" (rounded)	99.86%
number of votes cast "against"	399,277
percentage of votes "against" (rounded)	0.14%
number of votes withheld	281,047

5.B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2014

overview votes:

number of shares for which votes have been validly cast	291,215,490
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,490
number of votes cast "in favour"	290,535,571
percentage of votes "in favour" (rounded)	99.86%
number of votes cast "against"	398,872
percentage of votes "against" (rounded)	0.14%
number of votes withheld	281,047

6.A. Proposal to amend the remuneration policy for the members of the Executive Board

overview votes:

number of shares for which votes have been validly cast	291,215,806
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,806
number of votes cast "in favour"	289,885,385
percentage of votes "in favour" (rounded)	99.73%
number of votes cast "against"	784,440
percentage of votes "against" (rounded)	0.27%
number of votes withheld	545,981

6.B Proposal to approve an increase of the variable remuneration caps in special circumstances

overview votes:

number of shares for which votes have been validly cast	291,215,886
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,886
number of votes cast "in favour"	290,394,840
percentage of votes "in favour" (rounded)	99.83%
number of votes cast "against"	485,324
percentage of votes "against" (rounded)	0.17%
number of votes withheld	335,722

6.C. Proposal to amend the remuneration policy for the members of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	291,215,887
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,887
number of votes cast "in favour"	290,781,022
percentage of votes "in favour" (rounded)	99.97%
number of votes cast "against"	99,267
percentage of votes "against" (rounded)	0.03%
number of votes withheld	335,598

7. Proposal to appoint KPMG Accountants N.V. as external auditor of the Company

overview votes:

number of shares for which votes have been validly cast	291,215,487
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,487
number of votes cast "in favour"	290,817,690
percentage of votes "in favour" (rounded)	99.96%
number of votes cast "against"	120,193
percentage of votes "against" (rounded)	0.04%
number of votes withheld	277,604

8.A. 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

overview votes:

number of shares for which votes have been validly cast	291,215,887
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,887
number of votes cast "in favour"	285,919,658
percentage of votes "in favour" (rounded)	98.28%
number of votes cast "against"	5,018,500
percentage of votes "against" (rounded)	1.72%
number of votes withheld	277,729

8.B. Proposal to designate the Executive Board as the competent body to resolve to limit or exclude pre-emptive rights of shareholders when issuing ordinary shares and granting rights to subscribe for ordinary shares

overview votes:

number of shares for which votes have been validly cast	291,215,886
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,886
number of votes cast "in favour"	285,207,022
percentage of votes "in favour" (rounded)	98.03%
number of votes cast "against"	5,731,265
percentage of votes "against" (rounded)	1.97%
number of votes withheld	277,599

9. Proposal to authorize the Executive Board to acquire ordinary shares in the Company's own capital

overview votes:

number of shares for which votes have been validly cast	291,215,375
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,375
number of votes cast "in favour"	277,843,066
percentage of votes "in favour" (rounded)	95.50%
number of votes cast "against"	13,094,711
percentage of votes "against" (rounded)	4.50%
number of votes withheld	277,598

10. Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company

overview votes:

number of shares for which votes have been validly cast	291,215,350
percentage of issued share capital on record date (30 April 2015) that was represented by the number of shares for which votes have been validly cast (rounded)	83.06%
number of validly cast votes	291,215,350
number of votes cast "in favour"	290,930,717
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	7,135
percentage of votes "against" (rounded)	0%
number of votes withheld	277,498

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