

2019 AGM resolutions

Resolutions of the annual general
meeting of NN Group N.V., held on
29 May 2019



4.A. Proposal to adopt the annual accounts for the financial year 2018

overview votes:

number of shares for which votes have been validly cast	238,189,609
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.46%
number of validly cast votes	238,189,609
number of votes cast "in favour"	237,096,237
percentage of votes "in favour" (rounded)	99.54%
number of votes cast "against"	1,093,372
percentage of votes "against" (rounded)	0.46%
number of votes withheld	480,793

4.C. Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	238,302,341
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,302,341
number of votes cast "in favour"	237,148,921
percentage of votes "in favour" (rounded)	99.52%
number of votes cast "against"	1,153,420
percentage of votes "against" (rounded)	0.48%
number of votes withheld	368,061

5.A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2018

overview votes:

number of shares for which votes have been validly cast	238,059,830
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.42%
number of validly cast votes	238,059,830
number of votes cast "in favour"	233,153,699
percentage of votes "in favour" (rounded)	97.94%
number of votes cast "against"	4,906,131
percentage of votes "against" (rounded)	2.06%
number of votes withheld	610,572

5.B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2018

overview votes:

number of shares for which votes have been validly cast	238,059,830
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.42%
number of validly cast votes	238,059,830
number of votes cast "in favour"	234,179,078
percentage of votes "in favour" (rounded)	98.37%
number of votes cast "against"	3,880,752
percentage of votes "against" (rounded)	1.63%
number of votes withheld	610,572

6. Proposal to reappoint H el ene Vletter-van Dort as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	237,868,427
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.36%
number of validly cast votes	237,868,427
number of votes cast "in favour"	235,704,668
percentage of votes "in favour" (rounded)	99.09%
number of votes cast "against"	2,163,759
percentage of votes "against" (rounded)	0.91%
number of votes withheld	801,975

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

overview votes:

number of shares for which votes have been validly cast	238,301,853
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,301,853
number of votes cast "in favour"	237,275,149
percentage of votes "in favour" (rounded)	99.57%
number of votes cast "against"	1,026,704
percentage of votes "against" (rounded)	0.43%
number of votes withheld	368,549

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

overview votes:

number of shares for which votes have been validly cast	238,302,042
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,302,042
number of votes cast "in favour"	225,860,991
percentage of votes "in favour" (rounded)	94.78%
number of votes cast "against"	12,441,051
percentage of votes "against" (rounded)	5.22%
number of votes withheld	368,360

9.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

overview votes:

number of shares for which votes have been validly cast	238,302,013
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,302,013
number of votes cast "in favour"	237,034,790
percentage of votes "in favour" (rounded)	99.472%
number of votes cast "against"	1,276,223
percentage of votes "against" (rounded)	0.53%
number of votes withheld	368,389

9.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 as referred to under 9.A.(i)

overview votes:

number of shares for which votes have been validly cast	238,301,149
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,301,149
number of votes cast "in favour"	235,214,467
percentage of votes "in favour" (rounded)	98.70%
number of votes cast "against"	3,086,682
percentage of votes "against" (rounded)	1.30%
number of votes withheld	369,253

9.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

overview votes:

number of shares for which votes have been validly cast	238,301,113
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,301,113
number of votes cast "in favour"	229,983,608
percentage of votes "in favour" (rounded)	96.51%
number of votes cast "against"	8,317,505
percentage of votes "against" (rounded)	3.49%
number of votes withheld	369,289

10. Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital

overview votes:

number of shares for which votes have been cast	238,250,783
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.48%
number of validly cast votes	238,250,783
number of votes cast "in favour"	236,996,834
percentage of votes "in favour" (rounded)	99.47%
number of votes cast "against"	1,253,949
percentage of votes "against" (rounded)	0.53%
number of votes withheld	419,619

11. 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	238,301,889
percentage of issued share capital on record date (1 May 2019) that was represented by the number of shares for which votes have been validly cast (rounded)	71.49%
number of validly cast votes	238,301,889
number of votes cast "in favour"	237,713,643
percentage of votes "in favour" (rounded)	99.75%
number of votes cast "against"	588,246
percentage of votes "against" (rounded)	0.25%
number of votes withheld	368,513

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