

Extraordinary general meeting NN Group N.V. 2019

The Hague, 12 August 2019



Dear shareholder,

We have the pleasure of inviting you to an extraordinary general meeting of NN Group N.V. ('Company') to be held on 26 September 2019, 10:00 CET, at the Company's head office, Schenkkade 65, 2595 AS The Hague, the Netherlands.

The agenda of this extraordinary general meeting comprises a single agenda item, the notice of the intended appointment of a member of the Executive Board of the Company. According to Dutch law and the articles of association of the Company, shareholders are not entitled to vote on such agenda item; it is a discussion item only. Shareholders will have the opportunity to ask questions or make remarks with respect to this agenda item during the general meeting.

David Cole
on behalf of the Supervisory Board of NN Group N.V.

The Hague, 12 August 2019

Agenda

1. Opening
2. Notice of the intended appointment of David Knibbe as member of the Executive Board discussion item
3. Closing

Explanation of the agenda item

2. Notice of the intended appointment of David Knibbe as member of the Executive Board (discussion item)

As announced on 12 August 2019 Lard Friese stepped down as member and chair of the Executive Board and Chief Executive Officer of the Company as of 12 August 2019.

The Supervisory Board gives notice of its intention to appoint David Knibbe as member of the Executive Board. The intended appointment of David Knibbe is subject to the approval of the Dutch Central Bank, and, if approved, will be effective 1 October 2019. The term of appointment of David Knibbe ends at the close of the annual general meeting to be held in the fourth calendar year after the calendar year in which his appointment becomes effective. This means that, if appointed, the term of appointment of David Knibbe will end at the close of the annual general meeting in 2023. The Supervisory Board also intends to designate David Knibbe as Chief Executive Officer of the Company. As a result, he will also become chair of the Executive Board for the same term. With his appointment, David Knibbe's membership of the Management Board of the Company continues and he also becomes chair of the Management Board.

David Knibbe was born on 15 March 1971 and has Dutch nationality. David Knibbe was appointed to the Management Board as of 7 July 2014. On 1 September 2014, David Knibbe was appointed Chief Executive Officer Netherlands. In this role he is responsible for NN's insurance and banking businesses in the Netherlands. Besides being a member of the Management Board, David Knibbe is vice-chair of the Dutch Association of Insurers, member of the board and treasurer of the Confederation of Netherlands Industry and Employers (VNO-NCW), member of the board of the Johan Cruyff Foundation and member of the advisory board of JINC. The number of directorships held by David Knibbe meets the requirements of Dutch law.

David Knibbe has worked in the financial services industry since 1997. He has held various national and international leadership positions, including Chief Executive Officer ING Insurance International (2013-2014), member of the NN Group Operating Committee (2013), Chief Executive Officer ING Insurance Central and Rest of Europe (2011-2013), Chief Executive Officer Corporate Clients at Nationale-Nederlanden (2010), General Manager Pensions and Retail Life at Nationale-Nederlanden (2007-2009), Director Disability and Accident Insurance of Nationale-Nederlanden (2004-2007), Managing Director ING Piraeus joint venture in Greece (2002-2004) and Head of Investments of Central-Holland at ING Bank (2000-2002).

The Supervisory Board intends to appoint David Knibbe because of his deep understanding and experience of the Company's businesses, the sector, and the markets in which the Company operates. David Knibbe is a dynamic, customer-focused and values-driven business leader, whose vision and execution track record will contribute to the future of the Company.

The intended appointment of David Knibbe is in accordance with the profile of the Executive Board and Management Board of the Company as available on the website of the Company www.nn-group.com.

The central works council of the Company will be asked for advice on the intended appointment of David Knibbe.

General information

Meeting documents

The agenda and explanation of the agenda item is available on the website of the Company www.nn-group.com/egm. This document is also available for inspection at the Company's head office, Schenkkade 65, 2595 AS The Hague, the Netherlands, where copies can be obtained free of charge.

If you wish to receive a copy 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. The document 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.

Attendance instructions

Record date

Shareholders may attend the general meeting if they hold shares in the share capital of the Company on 29 August 2019 after the processing of all settlements as at this date ('Record Date').

Attending in person

Shareholders entitled to attend the general meeting and who wish to attend the meeting in person must register with ABN AMRO via www.abnamro.com/evoting or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 30 August 2019 and no later than 19 September 2019, 17:00 CET. The Intermediary must provide ABN AMRO no later than 20 September 2019, 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 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.

Proxy

Shareholders entitled to attend the general meeting who are not able to attend in person can grant a proxy to a third party to represent them at the meeting. Shareholders who wish to grant a proxy can do so from 30 August 2019 and no later than 19 September 2019, 17:00 CET, via www.abnamro.com/evoting or through their Intermediary. The Intermediary must provide ABN AMRO no later than 20 September 2019, 11:00 CET, via 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/egm, including further instructions.

Registration on 26 September 2019

Shareholders or their representative(s) who wish to attend the general meeting are requested to register between 9:00 CET and the start of the meeting at 10:00 CET on 26 September 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

Coming from Utrecht, Amsterdam and Rotterdam (A12):

Coming from the Utrechtsebaan take Exit 3 for Bezuidenhout/Mariahoeve. Turn left at the traffic lights. Directly after the driveway of the 'Haagsche Zwaan' keep right in order to reach the road parallel to the Schenkviaduct. Turn left at the end, underneath the viaduct. Follow the signs 'bezoekers' (visitors) leading you to the entrance of the parking lot for visitors on the right.

Coming from Voorburg, Wassenaar, Leiden and Amsterdam (A44):

Coming from the A44 turn left in the direction of Voorburg/Leidschendam. You will come onto the Laan van Nieuw Oost-Indië. At the fifth traffic light turn right, in the direction of Rijswijk. You are on the Schenkkade and keep straight until the third traffic light. After the driveway of the 'Haagsche Zwaan' keep right in order to reach the road parallel to the Schenkviaduct. Turn left at the end, underneath the viaduct. Follow the signs 'bezoekers' (visitors) leading you to the entrance to parking facilities for visitors on the right.

Public Transport

Haagse Poort can be easily reached via Centraal Station, Station Laan van NOI and Station Beatrixkwartier.

- Centraal Station (bus, metro, tram and train): by bus or tram to Beatrixkwartier and then by foot. By foot from CS, about 15 minutes.
- Station Laan van NOI (bus, metro, tram and train): by foot, about 15 minutes.
- Tramstop Beatrixkwartier: by foot, about 5 minutes.

Contact

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NN Group N.V. has its official seat in
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Trade Register number 52387534

