

# *The Annual General Meeting*

22 May 2014

# Dear shareholder,

We have pleasure in inviting you to the Annual General Meeting of Shareholders of Delta Lloyd NV to be held at 2.00 pm on Thursday 22 May 2014 at the Concertgebouw, Concertgebouwplein 10, Amsterdam.

The following documents are attached to this invitation in pdf format:

## **1. Agenda**

## **2. Notes to the agenda**

## **3. General information**

- Availability of meeting documents
- Attendance instructions
- Webcast
- Directions

## **4. 2013 Annual Report**

## **5. 2013 Financial Statements**

We attach great importance to our contacts and dialogue with our shareholders and so I hope to meet many of you on 22 May.

Yours faithfully,

Jean Frijns  
Chairman of the Supervisory Board  
Delta Lloyd NV

# 1. Agenda for the Annual General Meeting of Delta Lloyd NV

## 1. Opening and announcements

## 2. 2013 Annual Report

The Annual Report of the Executive Board for the 2013 financial year.

## 3. Implementation of the remuneration policy in 2013

## 4. 2013 Financial Statements

- a. Proposal to adopt the financial statements for the 2013 financial year **(voting item)**.
- b. Explanation of the policy on reserves and dividends.
- c. Proposal to pay out dividend **(voting item)**.

## 5. Granting of discharge

- a. Proposal to discharge the members of the Executive Board from liability in respect of their management **(voting item)**.
- b. Proposal to discharge the members of the Supervisory Board from liability in respect of their supervision **(voting item)**.

## 6. Notice of appointment of member of the Executive Board

## 7. Notice of reappointment of member of the Executive Board

## 8. Composition of the Supervisory Board

- a. Announcement on outstanding vacancies.
- b. Opportunity for the General Meeting to recommend the appointment or reappointment of five members of the Supervisory Board.
- c. Notification of the candidates nominated by the Supervisory Board to fill the vacancies.
- d. Proposal to appoint Mr A.A.G. Bergen as member of the Supervisory Board **(voting item)**.
- e. Proposal to appoint Mr R.A. Ruijter as member of the Supervisory Board **(voting item)**.
- f. Proposal to reappoint Mr E.J. Fischer as member of the Supervisory Board **(voting item)**.
- g. Proposal to reappoint Mr J.G. Haars as member of the Supervisory Board **(voting item)**.
- h. Proposal to reappoint Mrs S.G. van der Lecq as member of the Supervisory Board **(voting item)**.

## 9. Renewal of the authorities of the Executive Board

- a. Proposal to renew the designation of the Executive Board as the body authorised to issue ordinary shares **(voting item)**.
- b. Proposal to renew the designation of the Executive Board as the body authorised to restrict or exclude pre-emptive rights on the issue of ordinary shares **(voting item)**.

## 10. Purchase of treasury shares

Proposal to authorise the Executive Board to acquire, on the company's behalf, ordinary shares and depository receipts in the company's own capital ('treasury shares') **(voting item)**.

## 11. Any other business and close of the meeting

## 2. Notes to the agenda for the Annual General Meeting of Delta Lloyd NV

### 1. Opening and announcements

### 2. 2013 Annual Report

The Executive Board will give a presentation on the company's results for 2013, as described in the Annual Report of Delta Lloyd. The shareholders will then be invited to discuss the Annual Report. The Report of the Supervisory Board can also be raised under this agenda item. In addition, the broad outline of the corporate governance structure and compliance with the Dutch Corporate Governance Code by Delta Lloyd NV may also be discussed under this item.

### 3. Implementation of the remuneration policy in 2013

Pursuant to Section 2:135(5a) of the Dutch Civil Code, this agenda item provides for a discussion of the implementation of the remuneration policy for the Executive Board in 2013. The discussion takes place on the basis of the relevant information referred to in Section 2:383c up to and including Section 2:383e of the Dutch Civil Code, as included in the Remuneration Report, which is published on the company's website, and the explanatory notes to the financial statements, which are incorporated in the 2013 Annual Report, sections 5.1.7.9 and 5.1.7.10.

### 4. 2013 Financial Statements

#### a. Proposal to adopt the financial statements for the 2013 financial year (voting item).

A proposal will be made to the General Meeting to adopt the financial statements of Delta Lloyd NV for the 2013 financial year.

#### b. Explanation of the policy on reserves and dividends.

The Executive Board will explain Delta Lloyd NV's policy on reserves and dividends.

This information is also available on

[www.deltalloydgroep.com/nl/investor-relations/aandelen/dividend](http://www.deltalloydgroep.com/nl/investor-relations/aandelen/dividend).

#### c. Proposal to pay out dividend (voting item).

It is proposed, on the basis of the operational result after tax and non-controlling interests, to make available an amount of € 194.5 million as dividend from the freely-distributable reserves, representing € 1.03 per ordinary share. After deduction of the interim dividend of € 0.42 per ordinary share paid on 4 September 2013, the final dividend is € 0.61 per ordinary share. Shareholders can choose to have the dividend paid out either wholly in cash or wholly in shares. The value of the stock dividend will have a premium of approximately 4% above the value of the cash dividend and will be paid out of the share premium reserve. Shareholders have until 11 June 2014 to choose whether they wish to receive the dividend in cash or in shares. Shareholders who fail to indicate their preference will receive the dividend in shares. The number of shares that confer entitlement to one new ordinary share (with a nominal value of € 0.20) will be determined on 11 June 2014 after 5.30 pm. This will be based on the weighted average closing price quoted at NYSE Euronext Amsterdam for the five consecutive trading days from 5 June 2014 to 11 June 2014. The dividend will be made payable on 19 June 2014.

## 5. Granting of discharge from liability

The General Meeting will be asked to grant discharge from liability, separately, to the members of the Executive Board and the Supervisory Board for the performance of their duties during the 2013 financial year, insofar as the performance of these duties is disclosed in the financial statements or is apparent from information otherwise communicated prior to the General Meeting (**voting item**).

## 6. Notice of appointment of member of the Executive Board

The Supervisory Board gives notice of the intention to appoint Mrs Ingrid de Graaf as member of the Executive Board for a four-year term ending at the General Meeting of Shareholders to be held in 2018. The information required by law is attached as [Annex I](#). The appointment of Mrs Ingrid de Graaf has been approved by the Dutch Central Bank and the Financial Markets Authority. The Works Council supports the nomination of Mrs Ingrid de Graaf.

## 7. Notice of reappointment of member of the Executive Board

The Supervisory Board gives notice of the intention to reappoint Mr Emiel Roozen to the Executive Board as Chief Financial Officer for a four-year term ending at the General Meeting of Shareholders to be held in 2018. The information required by law is attached as [Annex II](#). The Works Council supports this reappointment.

## 8. Composition of the Supervisory Board

### a. Announcement on outstanding vacancies.

Mr René Kottman resigned as member of the Supervisory Board on 1 January 2014. As a consequence of this resignation, a vacancy has arisen on the Supervisory Board.

Mr Peter Hartman will resign as member of the Supervisory Board on 22 May 2014. As a consequence of this resignation, a vacancy will arise on the Supervisory Board.

Mr Patrick Regan will resign as member of the Supervisory Board on 22 May 2014. As a consequence of this resignation, a vacancy will arise on the Supervisory Board.

### b. Opportunity for the General Meeting to recommend the appointment or reappointment of five members of the Supervisory Board.

### c. Notification of the candidates nominated by the Supervisory Board to fill the vacancies.

1. The Supervisory Board has nominated Mr André Bergen for appointment as member of the Supervisory Board. The nomination is subject to the General Meeting not having recommended one or more other candidates pursuant to agenda item 8.b. The Executive Board and the Works Council support this nomination, which the Supervisory Board wishes to use to fill the vacancy that has arisen on the resignation of Mr René Kottman. The Works Council does not have an enhanced right of recommendation for this vacancy. The appointment of Mr André Bergen has been approved by the Dutch Central Bank and the Financial Markets Authority.

A profile was prepared for the selection process that took into account the composition of the Supervisory Board as a whole. The profile was used to identify suitable candidates in the Netherlands and abroad.

The main points taken into consideration for the nomination of Mr André Bergen were the following. Mr André Bergen, former CEO of the Belgian KBC Group is an experienced board member of large financial institutions. He has relevant management experience in the core activities of Delta Lloyd, a good insight into the workings of the financial markets and into risk management at financial institutions. He is a restrained and well balanced person. His membership of the Supervisory Board would contribute to the Board's diversity with respect to nationality.

The information in respect of Mr André Bergen required by law is attached as [Annex III](#).

2. The Supervisory Board has nominated Mr Rob Ruijter for appointment as member of the Supervisory Board. The nomination is subject to the General Meeting not having recommended one or more other candidates pursuant to agenda item 8.b. The Executive Board and the Works Council support this nomination, which the Supervisory Board wishes to use to fill the vacancy that has arisen on the resignation of Mr Peter Hartman. The Works Council does not have an enhanced right of recommendation for this vacancy. The appointment of Mr Rob Ruijter has been approved by the Dutch Central Bank and the Financial Markets Authority.

A profile was prepared for the selection process that took into account the composition of the Supervisory Board as a whole. The profile was used to identify suitable candidates in the Netherlands and abroad.

The main points taken into consideration for the nomination of Mr Rob Ruijter were the following. Mr Rob Ruijter has experience as a CFO and CEO of large companies, including listed companies. He is well experienced as a board member with financial competencies. He started his career as an auditor and subsequently took positions in the financial management arena with BP and as CFO of Philips Lighting, Baan, KLM and VNU. He also was interim CFO of ASMI and interim CEO of VION. As a board member of Stichting Continuïteit Delta Lloyd he knows Delta Lloyd well. He will resign from this position if he is appointed as a member of the Supervisory Board of Delta Lloyd.

The information in respect of Mr Rob Ruijter required by law is attached as [Annex IV](#).

**d. Proposal to appoint Mr A.A.G. Bergen as member of the Supervisory Board (voting item).**

The Supervisory Board proposes that the General Meeting appoint Mr A.A.G. Bergen in accordance with its nomination for a four-year term ending at the General Meeting of Shareholders to be held in 2018.

**e. Proposal to appoint Mr R.A. Ruijter as member of the Supervisory Board (voting item).**

The Supervisory Board proposes that the General Meeting appoint Mr R.A. Ruijter in accordance with its nomination for a four-year term ending at the General Meeting of Shareholders to be held in 2018.

**f. Proposal to reappoint Mr E.J. Fischer as member of the Supervisory Board (voting item).**

The Supervisory Board proposes that the General Meeting reappoint Mr E.J. Fischer in accordance with its nomination for a four-year term ending at the General Meeting of Shareholders to be held in

2018. The Works Council has an enhanced right of recommendation for this nomination and has informed us that it recommends the reappointment of Mr E.J. Fischer. The information in respect of Mr E.J. Fischer required by law is attached as [Annex V](#).

**g. Proposal to reappoint Mr J.G. Haars as member of the Supervisory Board (voting item).**

The Supervisory Board proposes that the General Meeting reappoint Mr J.G. Haars in accordance with its nomination for a four-year term ending at the General Meeting of Shareholders to be held in 2018. The Works Council does not have an enhanced right of recommendation for this nomination and has informed us that it supports the reappointment. The information in respect of Mr J.G. Haars required by law is attached as [Annex VI](#).

**h. Proposal to reappoint Mrs S.G. van der Lecq as member of the Supervisory Board (voting item).**

The Supervisory Board proposes that the General Meeting reappoint Mrs S.G. van der Lecq in accordance with its nomination for a four-year term ending at the General Meeting of Shareholders to be held in 2018. The Works Council does not have an enhanced right of recommendation for this nomination and has informed us that it supports the reappointment. The information in respect of Mrs S.G. van der Lecq required by law is attached as [Annex VII](#).

## **9. Renewal of the authorities of the Executive Board**

On 23 May 2013, the General Meeting renewed the designation of the Executive Board as the body authorised to issue ordinary shares, for a term of 18 months. This authority included the granting of rights to subscribe for those ordinary shares. On the same date, it was decided to renew the designation of the Executive Board as the body authorised to restrict or exclude pre-emptive rights on the issue of ordinary shares. This authority also extended to the grant of rights to subscribe for those shares. These authorities expire on 23 November 2014, unless renewed.

We believe it is desirable to renew the above authorities for a further term of 18 months. Renewal makes it possible to respond promptly to circumstances requiring the issue of shares. If such circumstances occur, the Executive Board can issue ordinary shares, within the limits of the powers granted to it, without first having to convene an Extraordinary General Meeting of Shareholders. A resolution of the Executive Board to issue shares or to restrict or exclude pre-emptive rights on the issue of shares is subject to the approval of the Supervisory Board.

**a. It is proposed to renew the designation of the Executive Board as the body authorised to issue ordinary shares, including the granting of rights to subscribe for ordinary shares, for a term of 18 months starting on the date of this General Meeting and thus ending on 22 November 2015 (voting item).**

The power of the Executive Board will be limited in relation to the issue of ordinary shares to a maximum of:

- (i) 10% of the issued capital as at 22 May 2014, and,
- (ii) 10% of the issued capital as at 22 May 2014, in the event of an issue in the context of (the financing of) a merger, acquisition or joint venture by Delta Lloyd NV or one of its subsidiaries.

**b. It is proposed to renew the designation of the Executive Board as the body authorised to restrict or exclude the pre-emptive rights of shareholders in respect of the issue of ordinary shares referred to in 9.a for a term of 18 months starting on the date of this General Meeting and thus ending on 22 November 2015 (voting item).**

This power is limited to the number of ordinary shares that the Executive Board is authorised to issue on the basis of the designation referred to in 9a.

## **10. Purchase of treasury shares**

On 23 May 2013, the General Meeting authorised the Executive Board to purchase ordinary shares, or depositary receipts for such shares, in the company's own capital ('treasury shares') up to a maximum of 10% of the issued capital, for a term of eighteen months. This authorisation thus ends on 23 November 2014.

It is proposed that the Executive Board be authorised to arrange for the company to acquire treasury shares, or depositary receipts for such shares, on a stock exchange or otherwise, for a term of eighteen months starting on the date of this meeting and thus ending on 22 November 2015. The authorisation is limited to 10% of the issued capital, for which purpose the acquisition price must be between the nominal value of an ordinary share and the quoted price of an ordinary share plus 10%. The quoted price is defined as the average of the closing prices of an ordinary share as reported in the official price list of NYSE Euronext Amsterdam over the five trading days prior to the acquisition date. This authorisation will supersede the authorisation granted on 23 May 2013 **(voting item)**.

## **11. Any other business and close of the meeting**

# 3. General information

## Meeting documents

The full agenda and notes, the 2013 annual report and the 2013 financial statements are available on [www.deltalloydgroep.com](http://www.deltalloydgroep.com) from today. These documents are also available for inspection at the head office of Delta Lloyd NV, where copies may be obtained free of charge.

If you wish to receive copies, please contact **Corporate Communications & Investor Relations**, tel. +31 (0)20 594 9693 / e-mail: [IR@deltalloyd.nl](mailto:IR@deltalloyd.nl).

These documents can also be obtained from **ABN AMRO Bank NV, ABN AMRO Bank NV, Corporate Broking** (“ABN AMRO”), Gustav Mahlerlaan 10, 1082 PP Amsterdam, tel. +31(0)20 344 2000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

## Attendance instructions

### Record date

Shareholders may attend the meeting if they hold shares in Delta Lloyd NV on Thursday 24 April 2014 following the processing of purchases and disposals on that date.

### Holders of registered shares

Holders of registered shares will be notified directly by Delta Lloyd on how they can attend the meeting or exercise their voting rights by written or electronic proxy.

### Holders of book-entry shares

Holders of book-entry shares who wish to attend the meeting or exercise their voting rights by written or electronic proxy must indicate this no later than 5.00 pm on Thursday 15 May 2014 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through the intermediary (as defined in the Securities Bank Giro Transaction Act / Wet giraal effectenverkeer) administering their shares. Further instructions can be found on [www.deltalloydgroep.com](http://www.deltalloydgroep.com).

Intermediaries must provide ABN AMRO with a statement showing the number of shares held by the holder on the Record Date and notified for registration no later than 5.30 pm CET on Thursday 15 May 2014.

ABN AMRO will then send holders of book-entry shares an admission card for the meeting, via their intermediary. This card must be produced on arrival.

### Proxy voting and voting instructions

Shareholders entitled to attend the meeting pursuant to the above provisions can give a third party written authorisation to represent them at the meeting and to vote on their behalf, or grant an electronic proxy to Mr G.W.C. Visser, civil-law notary in Amsterdam, and/or his deputy (‘the notary’). Any such proxy must include voting instructions.

Holders of book-entry shares who wish to issue a written proxy must notify ABN AMRO accordingly, via the intermediary administering their shares, no later than 5.00 pm on Thursday 15 May 2014. Alternatively, they can grant a proxy and voting instruction to the notary. Written proxy forms can be downloaded from [www.deltalloydgroep.com](http://www.deltalloydgroep.com). Further instructions can also be found on this website.

The voting instructions are also attached as [Annex VIII](#). An electronic proxy (with voting instructions) can be issued to the notary via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Electronic voting instructions can be issued until 5.00 pm on Thursday 15 May 2014.

### **Registration**

Registration will take place between 1.00 pm and the start of the meeting at 2.00 pm on Thursday 22 May 2014. It is not possible to register after this time. Attendees may be asked to produce proof of identity.

### **Webcast**

The meeting can be viewed via webcast on [www.deltalloydgroep.com](http://www.deltalloydgroep.com).

## Directions

### Concertgebouw

Concertgebouwplein 10  
1071 LN Amsterdam

The Concertgebouw is in Amsterdam Oud Zuid on the corner of Van Baerlestraat and Museumplein/Concertgebouwplein.

### How to reach the Concertgebouw:

#### *By public transport*

Trams 2, 3, 5, 12 (Museumplein stop) or 16 (Concertgebouwplein stop)  
Buses 145, 170 or 197 (Museumplein or Concertgebouwplein stop)

#### *By car*

From all directions: A10 ring road  
Exit S108 (Amstelveen) or S109 (RAI)

#### via S108

Follow the signs marked 'Centrum'. You are on Amstelveense weg. Bear right in front of the Olympic Stadium. Go left at the next traffic lights (this is still Amstelveense weg). At the roundabout, take the second exit on the right (Cornelis Krusemanstraat). This street joins De Lairesestraat. At the end of De Lairesestraat (Van Baerlestraat/Museumplein junction) you will see the Concertgebouw on the left.

#### via S109

Follow the signs marked Concertgebouw/Museumkwartier. You are on Europaboulevard. Turn left immediately after the RAI exhibition centre into Wielingenstraat. At the end of this street, turn right at the T-junction into Stadionweg. Continue along this road, bearing left into Hobbemakade. Turn left at the next traffic lights into Roelof Hartstraat. At the third traffic lights you will see the Concertgebouw on the left.

The entry to the car park below Museumplein is on the right, next to the entry to the Albert Heijn supermarket.

### **Parking near the Concertgebouw:**

Q-Park Museumplein, entry on Van Baerlestraat:

You can park in the nearby Q-Park Museumplein car park. After the meeting you can ask for a pass (valid until 7.00 pm on 22 May 2014) that will allow you to drive out of the car park.

# Annex I

## Curriculum Vitae – Ingrid de Graaf-de Swart

### Personal details

Name: I.M.A. de Graaf-de Swart

Date of birth: 22 May 1969

Place of birth: Loon op Zand

Nationality: Dutch

Languages spoken: Dutch and English

### Education

- Master's in Dutch Language and Literature, University of Utrecht (1987-1993)

### Current position

- Managing Director of Commercial Division - Delta Lloyd (2013 to date)

### Career

- CEO - ABN AMRO Insurance (2009-2013)
- Director of Operations - Delta Lloyd Life (2008-2009)
- Director of Sharing/Group Business Change and Development - Delta Lloyd (2006-2008)
- Director of Personnel & Organisation - Delta Lloyd Insurance (2004-2006)
- Operations Manager - Delta Lloyd Life (2002-2004)
- Internal Communication Advisor - Delta Lloyd (1999-2001)

### Areas of expertise

- Life and general insurance, communication, change, change management, marketing/sales, HRM and innovation

### Other positions

- None

# Annex II

## Curriculum Vitae – Emiel Roozen

### Personal details

Name: E.A.A. Roozen

Date of birth: 18 April 1968

Place of birth: Amsterdam

Nationality: Dutch

Languages spoken: Dutch and English

### Education

- Postgraduate qualification as a registered accountant, University of Amsterdam (1992-1995)
- Business economics, University of Amsterdam (1987-1992)
- Triniteitslyceum, Haarlem (1980-1987)

### Current position

- Executive Board member and Chief Financial Officer - Delta Lloyd Group (2010 to date)

### Career

- Management Board chairman - Delta Lloyd Levensverzekering NV (2008-2010)
- Chief Operating Officer - Delta Lloyd Levensverzekering NV (2007-2008)
- Chief Financial Officer - Delta Lloyd Bankengroep NV and Delta Lloyd Bank NV (director under the Articles of Association) (2002-2006)
- Executive Committee member - Delta Lloyd Bank NV, Belgium
- Assurance and Business Advisory Services (ABAS) - PricewaterhouseCoopers NV (1992-2002)

### Supervisory board memberships

- Supervisory Board member - BeFrank NV
- Supervisory Board member - various Delta Lloyd insurance and bank subsidiaries and investment funds (incl. Triodos)

### Other positions

- Chairman of the Financial & Economic Affairs Committee - Dutch Association of Insurers
- Member of the Insurance Statistics Committee - Dutch Association of Insurers
- Board member - Dutch Fund and Asset Management Association

# Annex III

## Curriculum Vitae – André Bergen

### Personal details

Name: A.A.G. Bergen

Date of birth: 22 September 1950

Place of birth: Sint-Truiden

Nationality: Belgian

Languages spoken: Dutch, English, French and German

### Education

- Masters in Economics, Catholic University of Louvain, Belgium (1974)

### Current position

- None

### Career

- Chief Executive Officer - KBC Group (2006)
- Chief Executive Officer - KBC Bank (2003)
- Chief Financial and Administration Officer, VP Board of Directors - AGFA NV (2000)
- Member of the Executive Board - Fortis Bank (1998)
- Member of the Executive Board - Generale Bank (1993)

### Areas of expertise

- Asset management, risk management, retail and commercial banking, capital markets infrastructure, economics, HR policy and real estate

### Supervisory board memberships

- Member of the Board of Directors - Euronext NV
- Chairman of the Board of Directors - Cofinimmo NV
- Supervisory Board member - NIBC (until end-April 2014)
- Director - Sapient Investment Management Private Equity
- Board member - Recticel NV

### Other positions

- Adviser - Verstraete NV
- International adviser - UFG-LFP

# Annex IV

## Curriculum Vitae – Rob Ruijter

### Personal details

Name: R.A. Ruijter

Date of birth: 14 April 1951

Place of birth: Rozendaal

Nationality: Dutch

Languages spoken: Dutch, English, French, German and Swedish

### Education

- Member of American Institute of Certified Public Accountants
- Member of Dutch Institute of Chartered Accountants (NBA) (1994)
- Member of UK Association of Corporate Treasurers

### Current position

- None

### Career

- Chief Financial Officer and Member of the Executive Board - VNU NV (2004-2007)
- Managing Director and Chief Financial Officer - KLM (2001-2004)
- Chief Financial Officer and Executive Vice-President - Baan Company NV (2000-2001)
- Chief Financial Officer and Executive Vice-President - Philips Lighting (1996-2000)

### Special assignments

- Chief Financial Officer and interim member of the Executive Board - ASM International NV (2010)
- Chief Executive Officer - Vion NV (2013)

### Areas of expertise

- Asset management, retail and commercial banking, capital markets infrastructure and life, general and health insurance

### Supervisory board memberships

- Supervisory Board member and Chairman of Audit Committee - Wavin NV
- Supervisory Board member and Chairman of Audit Committee - Unit 4 NV
- Supervisory Board member and Chairman of Audit Committee - ZIGGO NV

### Other positions

- Member of the Advisory Board - Verdonck Klooster & Associates
- Chairman of the curatorium - Postgraduate controllers programme (University of Amsterdam)
- Board chairman - Terre des Hommes
- Board member - Stichting Continuïteit Delta Lloyd NV (until 12 May 2014)

# Annex V

## Curriculum Vitae – Eric Fischer

### Personal details

Name: E.J. Fischer

Date of birth: 15 January 1946

Place of birth: Naarden

Nationality: Dutch

Languages spoken: Dutch, English, French and German

### Education

- PhD in Economics, University of Amsterdam (1983)
- Master's in Economics, University of Amsterdam (1974)
- Nautical Studies, Amsterdam University of Applied Sciences (1965)

### Current position

- None

### Career

- Interim dean of the Faculty of Economics and Management, Utrecht University of Applied Sciences (2012)
- Interim dean of the Faculty of Economics and Business, University of Amsterdam (2010-2011)
- Professor of Applied Economic Research, University of Amsterdam, (2010-2011)
- CEO, European Insurance Federation (2006-2007)
- CEO, Dutch Association of Insurers (1993-2006)
- CEO, Research Institutes of the Royal Netherlands Academy of Arts and Sciences (1984-1993)
- Researcher/Endowed professor, University of Utrecht, (1974-1983)
- Officer in the merchant navy (1965-1971)

### Areas of expertise

- Dutch and European insurance markets; political, social and economic developments in the Netherlands/EU; life, general and health insurance, advocacy and strategy

### Supervisory board memberships

- Supervisory Board member - Delta Lloyd Group
- Supervisory Board member - UvA Holding BV (commercial arm of the University of Amsterdam)
- Supervisory Board member - Amsterdam University of Applied Sciences (commercial arm)

### Other positions

- Academie voor Verenigings-Management (AVVM)
- Academie voor Cultuurmanagement
- Chairman of the Board of Overseers - Stichting Durrer Centrum (collaboration between Dutch teaching hospitals' cardiology centres)
- Member of the Advice and Recommendations Committee for chair in modern Judaism - University of Leiden
- Member of Recommendations Committee - Teylers Museum, Haarlem
- Member of Recommendations Committee - Dignitas Mediation Coaching & Conflict Management
- Board member - Stichting Historie der Techniek
- Member of the Committee for Part-Time Education (Ministry of Education, Culture and Science, chaired by Alexander Rinnooy Kan)

# Annex VI

## Curriculum Vitae - Jan Haars

### Personal details

Name: J.G. Haars

Date of birth: 22 September 1951

Place of birth: Utrecht

Nationality: Dutch

Languages spoken: Dutch and English

### Education

- Applied Mathematics, University of Twente (1975)
- Pre-university secondary school (majoring in sciences) (1968)

### Current position

- None

### Career

- Chief Financial Officer – Corio (2006-2010)
- Chief Financial Officer - TNT (2002-2006)
- Group Treasurer – Unilever (1997-2002)
- Head of Financial Markets Division - Rabobank International (1994-1997)
- Finance Director - Royal Boskalis Westminster (1987-1994)
- Treasurer Europe - Thyssen Bornemisza Group (1979-1986)
- Consultant - ABN AMRO Bank (1976-1979)

### Areas of expertise

- Asset management, retail and commercial banking, capital markets infrastructure, life and general insurance

### Supervisory board memberships

- Supervisory Board member - Delta Lloyd Group
- Supervisory Board member - AVG Technologies NV
- Supervisory Board member - Rabobank Amsterdam
- Supervisory Board member - Kwast Wijnkopers BV
- Supervisory Board member - Worldwide Marine Holding BV
- Supervisory Board member - Offshore Ship Designers Ltd

### Other positions

- Chairman of the Dutch National Ballet Fund
- Chairman of the Advisory Council, Anderstein

# Annex VII

## Curriculum Vitae - Fieke van der Lecq

### Personal details

Name: S.G. van der Lecq

Date of birth: 17 September 1966

Place of birth: Bennebroek

Nationality: Dutch

Languages spoken: Dutch and English

### Education

- Master's (cum laude) in General and Business Economics (1991)
- PhD in Economic Sciences, University of Groningen, Faculty of Economics (1998)

### Current position

- Professor in Pension Markets (APG chair) - Erasmus School of Economics
- Academic Director of Certified Pension Executive programme - Erasmus School of Accounting and Assurance

### Career

- Professor (Cordares chair) in Pension Markets (2008-2012) - Erasmus University Rotterdam
- Manager of the Financial Sector Monitor (2006-2010) - Netherlands Competition Authority (NMA), The Hague
- Editor-in-chief and publisher of Economisch Statistische Berichten (2000-2006)

### Areas of expertise

- Micro-economics, macro-economics (incl. monetary theory), pensions, asset management, life and general insurance, market forces, regulation and external supervision, risk management

### Supervisory board memberships

- Supervisory Board member - Delta Lloyd Group

### Other positions

- Member of Board of Overseers and Chairman of Audit Committee - Central Office for Motor Vehicle Driver Testing
- Chairman of Internal Audit Committee - Stichting Pensioenfonds Robeco
- Chairman of Investment Committee - Stichting Pensioenfonds IBM Nederland
- Member of Financial Reporting and Accountancy Committee - Netherlands Authority for the Financial Markets (AFM)
- Member of Advisory Board - Stichting Pensioenopleidingen (institute for pensions education):
- Member of committee monitoring level-2 testing for pension fund boards - Stichting Pensioenopleidingen (institute for pensions education)
- Knowledge partner (De Tafel Pensioenen) - De Nieuwe Commissaris
- Member of Advisory Board - University of Groningen, Faculty of Economics and Business
- Member of Advisory Board - SEO Economisch Onderzoek (research programme at the University of Amsterdam's School of Economics)
- Board member - Dutch Association for the Protection of Birds

# Annex VIII

## Proxy/voting instruction form

### Proxy

The undersigned,

Surname:

Initials:

Address:

Place:

(if appropriate) acting for or on behalf of

Company name:

Address:

Registered at:

hereby authorises

**G.W.C. Visser, civil-notary of Amsterdam, and/or his deputy**

to represent him/her at the

**General Meeting of Shareholders of Delta Lloyd NV**

on

**Thursday 22 May 2014 in Amsterdam**

to exercise voting rights on his/her behalf in respect of each agenda item as indicated below in the instructions and to proceed and take all steps that the undersigned could and would have taken at the meeting, based on the right of substitution. This authorisation arises from a voting entitlement based on the number of ordinary shares that the undersigned holds and that have been duly registered for participation at the meeting.

This signed proxy/voting instructions form must be received no later than **Thursday 15 May 2014** by:

**ABN AMRO Bank NV**

**Corporate Broking**

**Gustav Mahlerlaan 10**

**1082 PP Amsterdam**

**The Netherlands Tel.: +31 (0)20 344 2000**

**E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)**

**[www.abnamro.com/evoting](http://www.abnamro.com/evoting)**

## Agenda items and voting instructions

Agenda items and voting instructions for the Annual General Meeting of Shareholders of Delta Lloyd NV on Thursday 22 May 2014.

(Please indicate your choice for each agenda item. Failure to provide clear voting instructions will result in a vote being cast in favour of the proposal presented)

### Mark your choice with an x

|     |  | For                   | Against               | Abstain               |
|-----|--|-----------------------|-----------------------|-----------------------|
| 4.a | Adoption of the 2013 financial statements  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 4.c | Payment of dividend  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 5.a | Discharge from liability of the members of the Executive Board   | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 5.b | Discharge from liability of the members of the Supervisory Board   | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8.d | Appointment of Mr A.A.G. Bergen as member of the Supervisory Board   | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8.e | Appointment of Mr R.A. Ruijter as member of the Supervisory Board  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8.f | Reappointment of Mr E.J. Fischer as member of the Supervisory Board  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8.g | Reappointment of Mr J.G. Haars as member of the Supervisory Board  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8.h | Reappointment of Mrs S.G. van der Lecq as member of the Supervisory Board  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 9.a | Renewal of the designation of the Executive Board as the body authorised to issue ordinary shares  | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 9.b | Renewal of the designation of the Executive Board as the body authorised to restrict or exclude pre-emptive rights on the issue of ordinary shares | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 10  | Authorisation of the Executive Board to acquire, on the company's behalf, ordinary shares and depositary receipts in the company's capital         | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

### Signing

Date:

Place:

Surname:

Initials:

Signature:

