

*Extraordinary  
General Meeting  
of Shareholders*

12 November 2014

# Dear shareholder,

We are pleased to invite you to an Extraordinary General Meeting of Shareholders of Delta Lloyd NV to be held at the Delta Lloyd Auditorium (Toorop Building), Spaklerweg 4, Amsterdam. The Meeting will start at 10 a.m. on Wednesday, 12 November 2014.

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
- Directions

I hope to meet you on 12 November.

Yours faithfully,

Jean Frijns  
Chairman of the Supervisory Board  
Delta Lloyd NV

# 1. Agenda for the Extraordinary General Meeting of Shareholders

1. Opening and announcements
2. Notification of proposed appointment of member of the Executive Board (for discussion)
3. Any other business and close of Meeting

# 2. Notes to the agenda for the Extraordinary General Meeting of Shareholders

## 1. Opening and announcements

### 2. Notification of proposed appointment member of the Executive Board

The Supervisory Board notifies the shareholders of its intention to appoint Hans van der Noordaa as a member of the Executive Board for a period of four years ending on the date of the annual General Meeting of Shareholders to be held in 2019. After his appointment by the Supervisory Board, Hans van der Noordaa will be nominated for appointment as Chairman of the Executive Board. The information required by law can be found in [Annex I](#). The Works Council has confirmed that it supports this nomination. The appointment of Hans van der Noordaa has been approved by the Dutch Central Bank (DNB) and the Netherlands Authority for the Financial Markets (AFM).

After having undertaken a careful and intensive selection process, the Supervisory Board is confident that Hans van der Noordaa is the best candidate to succeed Niek Hoek, the current chairman of the Executive Board. His years of experience as a director, his expertise in insurance and retail banking, his extensive experience in the financial sector and his management style make him an excellent fit for a group such as Delta Lloyd. We are confident that Delta Lloyd will be in good hands under his management.

#### Profile

Hans van der Noordaa

Born: 1961

Current position: Member of the ING Bank Executive Board, Chief Executive Officer ING Retail Banking Benelux

Nationality: Dutch

#### Education

Hans van der Noordaa has a degree in Public Administration from Twente University of Technology and has completed various management programmes and courses during his career, including the CEO programme at the Wharton School of Business.

#### Career

2010-present	Member of the ING Bank Executive Board
2006-2009	Member of the ING Group Executive Board; responsible for Insurance Asia/Pacific and ING Investment Management Asia/Pacific
2004-2006	CEO of ING Retail Netherlands; responsible for Postbank, ING Bank and RVS
2002-2004	Managing Director – Corporate Communications & Strategy, ING Group
2000-2002	Member of the Managing Board of Postbank; responsible for marketing
1998-2000	General Manager – International Cash Management, ING Group
1991-1998	Various operational and commercial management positions, ING Bank
1988-1991	Various management positions in retail banking, ABN AMRO Bank
1986-1988	NMB Bank, branch organisation

**Remuneration**

Given that legislation on financial service providers' variable remuneration is due to change on 1 January 2015, it has been decided to change the ratio of fixed to variable remuneration in the package offered to Hans van der Noordaa. The variable portion of his remuneration will be capped at 20% of his fixed salary. Any variable amounts awarded will be paid entirely in shares, spread over four years after being granted. The shares will consistently be subject to a four to two-year lock-up, during which time the shares will not be allowed to be traded. Hans van der Noordaa's maximum total remuneration is 5% lower than that of Niek Hoek. Hans van der Noordaa will receive a fixed annual salary of €950,000.

Hans van der Noordaa will be eligible for the usual pension arrangements available to Delta Lloyd board members, while his accrual percentage has been reduced from 2.15% to 1.875% in anticipation of the change due to take effect on 1 January 2015. No further arrangements have been agreed.

Hans van der Noordaa's remuneration package is in accordance with Delta Lloyd's remuneration policy. Full details of Delta Lloyd's remuneration policy can be found in the Remuneration Report 2013. The contractual severance pay is in line with the Dutch Corporate Governance Code and amount to a maximum of one year's base salary.

**Additional information**

Hans van der Noordaa's curriculum vitae has been attached as [Annex I](#).

**3. Any other business and close of Meeting**

# 3. General information

## Meeting documents

The official convening notice, containing instructions for attending the Meeting, the agenda and explanatory notes, and information on the appointment of Delta Lloyd's new Chairman of the Executive Board is available from today on [www.deltalloydgroep.com](http://www.deltalloydgroep.com).

The documents can also be viewed and obtained free of charge at Delta Lloyd's head office. To receive a copy, please **call Corporate Communications & Investor Relations on +31 (0)20 594 9693 or send an email to [IR@deltalloyd.nl](mailto:IR@deltalloyd.nl)**.

## Attendance instructions

### Record date

Shareholders may attend the Meeting if they hold shares in Delta Lloyd NV on Wednesday, 15 October 2014, following the processing of purchases and disposals on that date (the 'record date').

### Holders of registered shares

Holders of registered shares who wish to attend the Meeting are required to register in the manner specified in the convening notice by 5.30 p.m. on Wednesday, 5 November 2014 at the latest.

### Holders of book-entry shares

Holders of book-entry shares who wish to attend the Meeting are required to notify ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) by 5.30 p.m. on Wednesday, 5 November 2014 at the latest. The intermediary holding the book-entry shares is required to provide ABN AMRO with a statement confirming that the shares were held by the holder on the record date. Intermediaries are also requested to include full details of the holder's address in this statement so that shareholdings as at the record date can be efficiently verified. The proof of receipt or admission card provided by ABN AMRO must be produced on arrival at the Meeting.

### Proxy

Shareholders entitled to attend the Meeting may grant a third party written authorisation to represent them at the Meeting. To issue a written proxy, please use the form that is available free of charge and can be obtained as referred to under 'Meeting documents' above. Written proxy forms are to be in the possession of the Delta Lloyd Executive Board Secretariat on 5.30 p.m. on Wednesday, 5 November 2014 at the latest. A copy of the proxy form must be produced on arrival at the Meeting.

### Registration

Registration will be between 9 a.m. and the start of the Meeting at 10 a.m. on Wednesday, 12 November 2014. It is not possible to register after this time. Attendees may be asked to produce proof of identity (e.g. a passport or driving licence).

## Directions

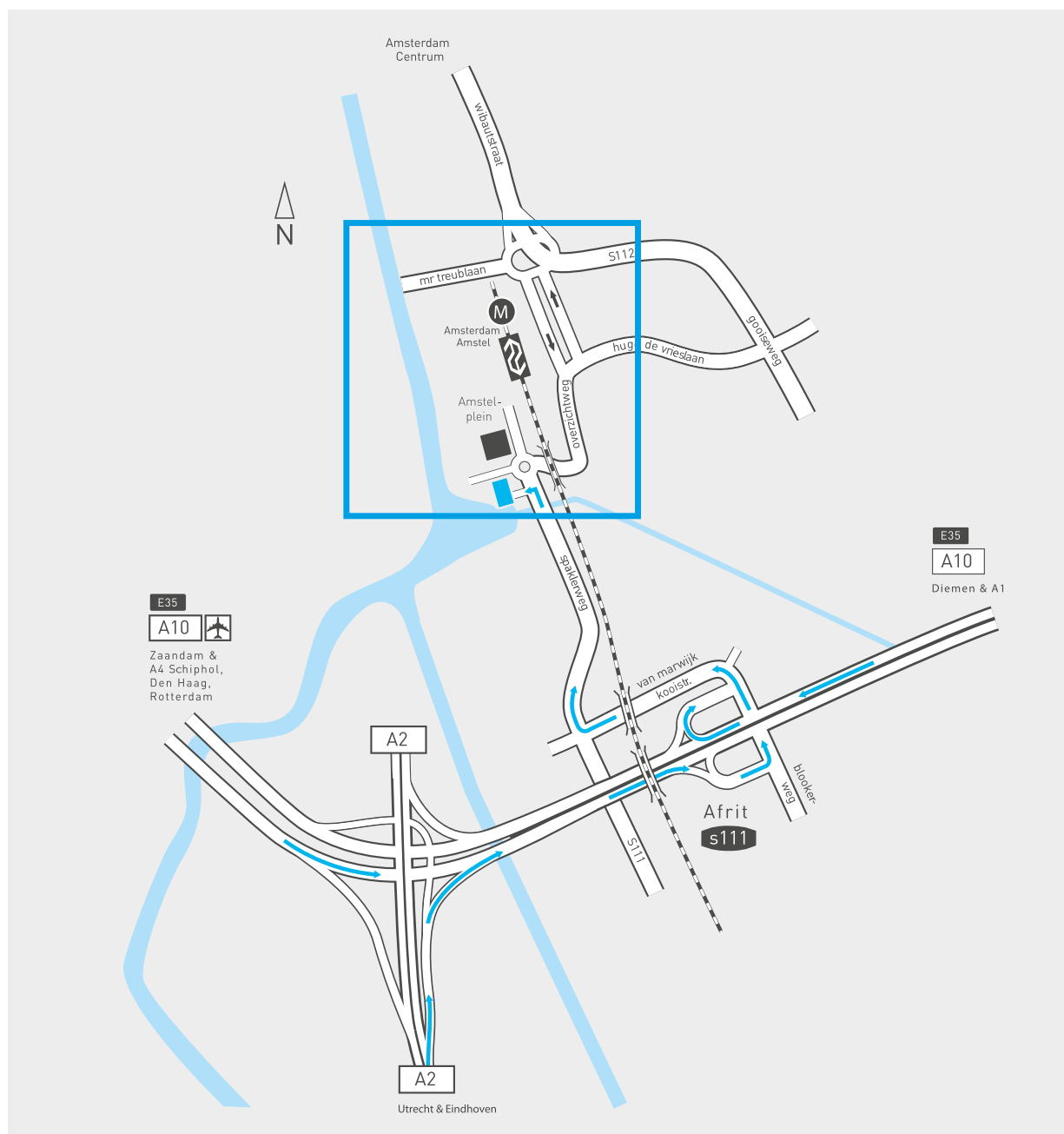
The Toorop Building is within walking distance of Amsterdam Amstel Railway station (exit 'Amstel').  
By car: follow the signs for Amsterdam and then take the orbital A10 motorway ('Ring Oost'). If you are coming from a westerly direction, take the A10 'Ring Zuid'. Take the S111 exit and follow Spaklerweg to the Toorop Building.

## Street address

Spaklerweg 4

1096 BA Amsterdam

Telefoon (020) 594 91 11



# Annex I

## Curriculum vitae – Hans van der Noordaa

### Personal details

Name: H. (Hans) van der Noordaa

Date of birth: 26 February 1961

Place of birth: Leiden

Nationality: Dutch

### Education

- Public Administration, Twente University of Technology (1980-1986)
- Global CEO programme, Wharton (2011-2012)
- Various management courses and programmes, including at Harvard, Columbia Business School and INSEAD (Fontainebleau)

### Current position

- Member of the ING Bank Executive Board, Chief Executive Officer ING Retail Banking Benelux (since 2010)

### Career

- Member of the ING Bank Executive Board (Since 2010)
- Member of the ING Group Executive Board; responsible for Insurance Asia/Pacific and ING Investment Management Asia/Pacific (2006-2009)
- CEO of ING Retail Netherlands; responsible for Postbank, ING Bank and RVS (2004-2006)
- Managing Director – Corporate Communications & Strategy, ING Group (2002-2004)
- Member of the Managing Board, Postbank; responsible for marketing (2000-2002)
- General Manager – International Cash Management, ING Group (1998-2000)
- Various operational and commercial management positions, ING Bank (1991-1998)
- Various management positions in retail banking, ABN AMRO Bank (1988-1991)
- NMB Bank, branch organisation (1986-1988)

### Areas of expertise

- Retail banking, asset management, insurance, general management (in the Netherlands and internationally), commerce, operations, strategy and communication

### Other activities

- Vice-chairman of the Dutch Banking Association
- Member of the Amsterdam Economic Board
- Supervisory director of Stadsherstel Amsterdam NV
- Ambassador for War Child



# Annex II

## Proxy form

### The undersigned,

Surname: \_\_\_\_\_ Initials: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_

(if applicable) acting for or on behalf of:

Company name: \_\_\_\_\_

Address: \_\_\_\_\_

Domiciled in: \_\_\_\_\_

hereby authorises:

Surname: \_\_\_\_\_ Initials: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_

to represent him/her at the  
**Extraordinary General Meeting of Shareholders of Delta Lloyd NV to be held in Amsterdam on  
Wednesday, 12 November 2014**

and to speak on his/her behalf.

This signed proxy form must be in the possession of:  
**Delta Lloyd**  
**Executive Board Secretariat**  
**Attn: Caroline van Reedt Dortland**  
**PO Box 1000**  
**1000 BA Amsterdam**  
**Email: [caroline\\_van\\_reedt\\_dortland@deltalloyd.nl](mailto:caroline_van_reedt_dortland@deltalloyd.nl)**  
by **5.30 p.m. on Wednesday, 5 November 2014** at the latest.

