

POWER OF ATTORNEY

for the 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 ('EGM').

The undersigned:

shareholder natural person:

first name(s): _____

surname: _____

address: _____

postal code and town: _____

country: _____,

or

legal person shareholder:

name: _____

statutory seat: _____

office address: _____

postal code and town: _____

country: _____,

('Shareholder'), on the record date (29 August 2019) holder of _____ (number) ordinary shares in the share capital of the Company ('Shares'),

declares to grant a power of attorney to:

first name(s): _____

surname: _____

address: _____

postal code and town: _____

country: _____ ,

(‘Representative’), to attend the EGM on behalf of the Shareholder and to speak on his/her behalf,

and declares:

to indemnify and to hold harmless the Representative against any claims, actions or proceedings made against the Representative and against any damages, costs and expenses that the Representative might incur in connection with this power of attorney and to agree that the Representative undertakes any action that the Shareholder could or would be entitled to undertake if he/she were attending the EGM himself/herself.

This power of attorney is governed by Dutch law.

Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent Court in Amsterdam.

signature: _____

name: _____

place: _____

date: _____.

Please attach copy of passport or identity card. In case of a legal person shareholder, please also include proof of representative authority.

This power of attorney must be received completed and signed by ABN AMRO Bank N.V. (‘ABN AMRO’), Corporate Broking, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or via email corporate.broking@nl.abnamro.com no later than 19 September 2019, 17:00 CET.

From 30 August 2019 and no later than 19 September 2019, 17:00 CET, the Shareholder must also register him/herself 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’). 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 on the record date (29 August 2019) after the processing of all settlements per this date.

The Shareholder will receive a receipt of registration. This document also mentions the power of attorney and must be completed and signed by the Shareholder as indicated. The completed and signed document serves as an admission ticket to the EGM and must be provided by the Representative on arrival. The Representative may be asked to provide proof of identity.