

POWER OF ATTORNEY

for the annual general meeting of NN Group N.V. ('Company'), to be held at 29 May 2019, 13:30 CET, at the The Hague Marriott Hotel, Johan de Wittlaan 30, 2517 JR, The Hague, the Netherlands ('AGM').

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 (1 May 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 AGM on behalf of the Shareholder, to speak on his/her behalf and to cast votes on the Shares in accordance with the voting instructions set out below¹:

	Agenda item	in favour	against	abstain
1.	Opening	n.a.	n.a.	n.a.
2.	2018 Annual Report	n.a.	n.a.	n.a.
3.	Implementation of the remuneration policy during the financial year 2018	n.a.	n.a.	n.a.
4.A.	Proposal to adopt the annual accounts for the financial year 2018			
4.B.	Explanation of the profit retention and distribution policy	n.a.	n.a.	n.a.
4.C.	Proposal to pay out dividend			
5.A.	Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2018			
5.B.	Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2018			
6.	Proposal to reappoint H�el�ene Vletter-van Dort as member of the Supervisory Board			
7.	Proposal to reappoint KPMG Accountants N.V. as external auditor of the Company			
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			
9.A.(i)	Proposal to designate the Executive Board as the competent body to resolve on the issuance of			

¹ If you do not include a specific representative, Ms. M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, or her deputy, will vote on the Shares in accordance with the voting instructions. If you do not give voting instructions, your proxy shall be deemed to include a voting instruction in favour of all proposals made by the Executive Board and/or the Supervisory Board. Ms M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, or her deputy, will vote against a proposal if such a proposal is not made and/or supported by the Executive Board and/or the Supervisory Board.

	ordinary shares and to resolve on the granting of rights to subscribe for ordinary shares			
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)			
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			
10.	Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital			
11.	Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company			
12.	Any other business and closing	n.a.	n.a.	n.a.

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 AGM 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 22 May 2019, 17:00 CET.

From 2 May 2019 and no later than 22 May 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 23 May 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 (1 May 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 AGM and must be provided by the Representative on arrival. The Representative may be asked to provide proof of identity.