

Code of Conduct 2018 NN Group

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Our purpose and values

At NN, we want to help people secure their financial futures.

To fulfil this purpose, we base our work on our three core values: care, clear, commit. We care means we empower people to be their best. We respect each other and the world we live in. We are clear means we communicate proactively and honestly. We are accessible and open. We commit means we act with integrity and we do business with the future in mind. Our values, which we published under the title NN statement of Living our Values, set the standard for conduct and provide a compass for decision making. And they are brought to life through our day-to-day work.

Living our Values enables us to carefully consider the interests of all of our stakeholders. These are our customers, who are the starting point of everything we do. Our colleagues, who realise the goals we envisage together. Our shareholders, who invest in our company. Our societies, in which we work and live. Our business relations and suppliers, with whom we partner. And regulators, with whom we engage in a constructive dialogue.

Our values are not voluntary suggestions; they are non-negotiable. Every NN employee will be responsible and accountable for living up to them. They force us to constantly ask ourselves if what we do is legal, ethical, and respectful of our customers and all other stakeholders.

For more information, please see:

- NN statement of Living our Values



Care



Clear



Commit

Introduction

In line with the statement of Living our Values, the NN Code of Conduct outlines our position on a number of important topics and lists clear rules of conduct. These rules of conduct are minimum standards to which we must adhere at all times. Some NN businesses may have implemented their own, specific rules of conduct in addition to this Code. If applicable, those rules are laid down in a supplement that is specific to your business.

The statement of Living our Values includes the requirement that employees comply with applicable laws, regulations and internal policies and guidelines. The Code of Conduct and supplements in use in the relevant businesses are an important part of this set of rules. As a result, they apply to every NN employee and anyone representing NN in any capacity (from now on: employees), and we expect all to be familiar with them and live up to them.

The Code of Conduct outlines our views and expectations related to:

1. How we interact;
2. How we deal with information and (personal) data;
3. How we deal with conflicts of interest, fraud, financial economic crime and competition law;
4. How we use equipment and the Internet;
5. How we report breaches;
6. How we deal with breaches.

We will update our Code of Conduct every year. As it is very important that all employees are familiar with the latest version, we expect every employee to annually review the most recent version of the Code of Conduct, and -if applicable- supplements to this Code in use in the relevant business. In addition, we ask every employee to annually declare that he/she is aware of the content of the abovementioned documents, understands our standards and expectations, and is able to continuously apply these standards and meet our expectations. Every employee will be required to sign this declaration every year.

We recognise that, in the performance of professional duties, you will encounter choices that need to be made between different interests of the company, between different stakeholders or between risk and return. It is part of doing business. We trust that such choices are discussed in an open and transparent manner, and we rely on the professionalism of yourself and your colleagues to best deal with these within the limits set by our Values, our Code of Conduct and the way we manage our risks.

If you need support to deal with an urgent or sensitive choice, even a dilemma, or have any question or comment relating to our standards, you can contact the Values & Code Desk of NN Group, or the Values & Code Desk in your business. The email address of the NN Group Values & Code Desk is included in this Code. A list of business specific email addresses can be found on SAM.

Please note that breaches to our Code of Conduct or supplements to this Code in use in the relevant businesses are not taken lightly and may have serious consequences. Depending on the applicable labour legislation, measures that can be taken include a warning, reprimand, termination of employment or instant dismissal.

1. How we interact

1.1 How we interact with customers

Customers are the starting point of everything we do. Our interactions with customers are guided by a set of simple standards, our Customer Golden Rules:

1. We strive to meet customers' needs throughout their life cycle;
2. We offer fair value to customers;
3. We explain the risks, returns and costs of our products and services;
4. We regularly assess products, services and distribution practices;
5. We work with professional and licensed distributors only.

In summary, our products and services add value by addressing the financial needs of our customers and by generating a fair return. We explain the key features of our products and services in understandable language and we regularly review the needs of our customers, our products, services and the quality of our sales.

For more information, please see:

- Product Policy

1.2 How we interact with each other

At NN, we believe strongly in diversity and inclusion. We strive to create and maintain a workplace environment that is free from hostility and physical or verbal harassment. We do not allow discrimination based on age, race, religion, gender, sexual orientation or disability.

Employees have a shared responsibility to live up to this objective. We expect employees to lead by example and address others who fail to do so. Unjust treatment or discrimination should be reported to management without delay.

For more information, please see:

- Human Capital Standard/Diversity & Inclusion

1.3 How we interact with others

The standards we have in place for interacting with colleagues also fully apply to our interactions with others. We expect employees to act as true ambassadors of our company at all times. Good manners are important. We do not share confidential information. We do not allow hostile, harassing or discriminatory conduct. We do not accept insulting or obscene language.

Note that these standards apply to any form of contact or communication, including interactions by email or on social media. Employees are expected to report breaches of these standards to management.

For more information, please see:

- Media relations management of NN Group Standard

1.4 How we interact with media

At NN, we understand that media coverage has a powerful influence on our reputation, both externally and internally. It can play an important role in promoting, supporting or undermining the competitive position of our businesses and can have an influence on the price of NN Group shares. It can influence the views or opinions that customers and other stakeholders form of us. In addition, there are rules and regulations in place for listed companies, with which we are committed to comply.

Given the interlinkages between media and social media, we believe ensuring fair or positive media coverage is a shared responsibility. The standards we have in place provide guidance on how to deal with professional media and support in how to (re)act on social media.

The Corporate Relations (CR) Media Relations team has the exclusive mandate to communicate with the press on all topics regarding NN Group, including all strategic topics and topics that (may) have an impact on the price of our shares or debt (so-called price-sensitive topics). We expect employees to defer all inquiries about strategic and (perceived) price-sensitive topics to this team. In other instances in which employees are contacted by the media, for instance with questions about our products and services, we expect involvement by NN spokespersons. A list of contacts can be found on SAM.

If factual errors about NN Group are found on the Internet, please report the site or discussion to the Corporate Relations External Communications team via externalcommunications@nn-group.com. Errors regarding businesses can be reported to the Communications departments at the business level.

For more information, please see:

- Media relations management of NN Group Standard

2. How we deal with information and (personal) data

2.1 How we deal with confidential information

We define confidential information as all information that employees deal with in performing their professional duties. This includes, for example, all data related to customers, agents, business partners or employees. Processing their personal data in the course of our business requires specific diligence as it directly touches their privacy. Appropriately protecting the confidentiality of this information is an important element of our daily business - and a shared responsibility.

To deal with confidential information, we have policies, standards and guidelines in place with rules, guidance and support.

Employees use the 'need-to-know principle' in requesting or providing confidential information. This entails that information is only exchanged if it is required for the exercise of professional duties. To manage conflicts of interests and ensure that employees do not unintentionally distribute or exchange information, we have Information Barriers in place. Information Barriers separate areas that have access to inside and confidential information from areas that do not.

More detailed information on Information Barriers and how they work may be available at the business level.

Employees are also expected to take appropriate measures to prevent leakage of confidential information, including inside information, as a result of carelessness, sloppiness or indiscretion. Be careful when working in public areas, such as restaurants, trains and airports. Never leave portable devices or documents unattended, and always encrypt information stored on portable carriers, such as USB drives. When leaving your workplace in an NN office, or at home – even for shorter periods of time (meetings, lunch) – store all information according to the guidelines and leave a clean desk.

For more information, please see:

- Orange Rules for employees NN Group
- Data Protection Policy
- Information Security Risk Policy
- Clean Desk Guidelines
- Market Abuse Risk Policy

2.2 How we keep information and (personal) data safe

In addition to the standards we have in place to deal with confidential information, we have defined standards that help secure our information and (personal) data.

Employees must keep passwords, access passes and other tools we provide personal and confidential. Never share your password(s) for access to the NN network and all other NN applications, as well as to internet with others. Use of NN services is monitored, and employees will be held accountable for all activities performed with their User ID.

We do not allow company data, including confidential information as defined above, to be sent or copied to the employee's private email or their personal data carriers, such as hard drives or USB drives.

Preventing cybercrime is a shared responsibility. Employees should only have access to information required to perform their duties.

We expect employees to follow the following guidelines:

- Only authorised personnel may install software on our computers and servers;
- Do not use USB drives from unknown sources;
- Do not open emails or attachments which are suspicious;
- Be alert on emails from unknown senders and try to establish the trustworthiness of these emails/senders before opening; do not click on links, or open attachments in emails from senders whose trustworthiness could not be established.

Please report any concern or potential incident related to the security of our information and data and / or cybercrime immediately to the Service Desk (+31) 10 51 30133.

3. How we deal with conflicts of interest, fraud, financial economic crime and competition law

3.1 Conflicts of interest

Conflicts of interest can occur when the professional duties of an employee conflict with other interests. Based on the nature of the 'other interest', we distinguish between personal conflicts of interests and organisational conflicts of interest.

In the case of a personal conflict of interest, there may be a risk that the personal interest influences the professional judgement, duties and responsibilities of an employee in an undesirable fashion. Examples of personal interests are financial or non-financial gains (gifts, events, etc.) or the employee's ability to benefit other people, such as family and friends.

In general terms, we expect employees to try to avoid situations that could lead to a conflict between professional and personal interests. Even the impression of such conflicts can be damaging. To provide employees with guidance on how to deal with situations that can occur, we have implemented policies and standards to manage several types of personal conflicts of interest, such as gifts and events and outside positions. The highlights of these policies are provided below. In situations not covered by this Code or the underlying policies, the statement of Living our Values provides the compass to guide employees to make the right decision. When in doubt, employees are advised to seek guidance from management and/or the Values & Code Desk.

Organisational conflicts of interest exist when an employee is confronted with two or more organisational interests that are difficult, if not impossible, to (fully) meet simultaneously. Conflicts like these can occur in many shapes and forms, and many are an integral part of doing business. Think, for example, of a conflict between serving a client and meeting an operational target of doing so within a certain timeframe. At NN, we deal with conflicts like these on a daily basis, and we rely upon the professionalism and integrity of our employees and management to take the right decisions.

We do not accept breaches to our regulations and standards – even small ones – to serve an organisational interest, no matter how large. Our regulations and standards are lines we do not cross.

For more information, please see:

- Sponsorship and Charitable Donations Policy
- Gifts & Events & Business meals Policy
- Outside Positions and Outside Interests Standard
- Anti-Fraud Risk Policy

The main elements of these policies are highlighted below.

3.1.a Gifts & events & business meals, sponsoring & charitable donations

NN strictly prohibits the offering or accepting of bribes. We expect employees not to engage in any activity that may give the appearance of offering or accepting a bribe.

As offering and receiving gifts and events and/or offering sponsorship and donations can be part of doing business, we have established rules to help prevent employees from unwittingly crossing boundaries and/or compromising their independent position towards third parties.

As a general guideline, we expect all gifts, events, sponsoring and donations to be reasonable in cost, quantity and frequency. And they should be provided and received in an open and transparent way. In case of doubt, employees are expected to seek guidance from management and/or the Values & Code Desk.

Each NN entity has its own standard in place which defines thresholds and limits to frequencies, as well as registration requirements for gifts, events and business meals. These thresholds, limits and registration requirements may differ per NN entity. As a minimum requirement, however, all standards should reflect that employees may not offer or accept travel, accommodation and cash or cash equivalents.

Sponsorships and charitable donations can be provided on the conditions that there is a genuine and legitimate reason from a business or a societal point of view and that the decision to engage in such an activity is taken in a transparent fashion.

Note that the registration requirements may also relate to gifts and events received and offered as part of a sponsorship or charitable partnership.

For more information, please see:

- Gifts & Events & Business meals Policy
- Sponsorship and Charitable Donations Policy

3.1.b Insider trading

We define insiders as employees who (may) possess price-sensitive inside information about NN and/or other companies.

Employees that possess or have access to price-sensitive information are never to use this information to obtain a personal advantage, an advantage for NN, its clients, or any third party. To support employees in this respect, we have developed policies and guidance on insider trading.

Employees must be cautious in executing transactions in financial instruments and refrain from transactions that may be considered excessive or speculative. Transactions that may be considered market manipulation or create the impression of market manipulation are not allowed.

Furthermore, employees who possess inside information are not allowed to:

- Execute a financial transaction related to the inside information;
- Unlawfully disclose inside information to others;
- Induce others to execute such a transaction.

Since NN Group is a listed company, additional requirements apply to personal transactions in NN financial instruments for employees who are designated as 'insiders' by management or by Compliance. These requirements are described in the Insider Regulation NN ('IRNN'). The requirements also apply to accounts of spouses, children dependent on the insider, persons belonging to the same household or joint accounts upon which the insider has influence.

- Insiders need to hold NN financial instruments at designated insider securities accounts at ING or Computershare;
- Insiders need to obtain pre-approval before executing a transaction in, or making choices regarding NN financial instruments. This pre-approval is valid only on the same business day it was received and is also required for transactions regarding employee share/option plans held at Computershare;
- Insiders cannot execute personal investment transactions in NN financial instruments outside so-called open periods. Note that in open periods, restrictions may also apply. We do not allow opposite transactions within the same open period.

In addition to the standards for personal transactions in NN financial instruments, our businesses have more specific, more detailed policies and guidance in place regarding personal account dealing in general. For example, there is a Personal Account Dealing Standard for insiders in the Netherlands, and an NNIP Insider Regulation for employees working at NNIP. We expect all insiders to be well aware of

the specific requirements applicable to their business/country.

For more information, please see:

- Insider Regulation NN ('IRNN')
- Local insider regulations
- Market Abuse Risk Policy

3.1.c Outside Positions and Outside Interests

We support our employees in playing an active role in society. However, when employees are involved in organisations or other companies, for example by holding outside positions or interests, they must ensure that this involvement does not lead to any (perceived) conflict of private- and/or business interests and does not otherwise damage our reputation.

We define an outside position as a position exercised by an employee outside his employment at NN. We do not distinguish between paid and unpaid activities, or between activities carried out on behalf of NN or on an employee's own initiative.

An outside interest is a financial interest by an employee in an entity outside NN, which may impact his ability to impartially execute his professional duties on behalf of NN.

For accepting or holding certain outside positions and outside interests, employees need to ask approval from their hierarchical manager. Advice from Compliance is mandatory, and the outside positions and outside interests need to be centrally registered. These requirements apply to outside positions in which an employee:

- Operates a business or pursues an occupation as a self-employed person;
- Holds any position in an organisation NN partners with or does business with;
- Accepts the candidacy for a position at public offices (e.g. local councilor);
- Accepts a position of a remunerated non-public office (e.g. auditor);
- Accepts a position involving accountancy responsibility (e.g. treasurer, company director);
- Acts as counsellor, advisor, expert or consultant to, or performs employment activities for, an organisation that is not part of NN Group, or a political or (semi-) judicial body or similar committee or organisational body;
- Accepts membership in a special industry committee, commission, forum or panel, such as memberships to (national) associations of insurers, EIOPA, Chief Risk Officers Forum or one of its underlying committees;
- Accepts the position of author, guest writer or commentator for external publications;

- Accepts a Board position or other key position with non-affiliated organisations;
- Assumes an executive or non-executive key position (e.g. a position as statutory or non-statutory director or supervisory director, agent or receiver for any entity, organisation, company or corporation that is not an NN entity).

The requirements apply to outside interests in a non-listed entity outside NN which:

- Is active in the financial industry outside NN;
- Provides similar products and services to clients;
- Is a supplier or client of one of the legal entities of NN Group;
- May potentially cause damage to NN Group or one of the entities reputation or creates a conflict of interest of the appearance thereof.

In addition, for reasons of transparency, we expect employees to report any outside position that can entail a conflict of interest, have an impact on an employee's ability to perform its duties for NN and/or negatively impact NN's reputation, to his/her hierarchical manager. If appropriate, employees and managers can seek advice from Compliance on the nature of these outside positions and/or the need to register.

Management and/or Compliance will periodically review the registered outside positions and outside interests.

For more information, please see:

- Outside Positions and Outside Interests Standard

3.2 Fraud

We define fraud as the deliberate abuse of procedures, systems, assets, products or services by those who intend to deceitfully or unlawfully benefit themselves or others. Detected fraud will be handled with a zero tolerance approach. Anti-fraud officers are appointed in all of our businesses to support the execution of our anti-fraud measures. The anti-fraud officers are part of the Risk function.

Fraud can be committed by NN staff, including temporary workers, third party contractors, consultants, by clients or third parties. This can have an impact on our systems, assets, products, services and/or our reputation. It comprises all fraudulent acts, including deliberate incorrect financial reporting, breaches to our Global Expense Policy and underlying business specific standards outlining the conditions for reimbursing expenses incurred by employees as well as breaches to our Global Business Travel Policy.

Most fraud cases are discovered by fraud alerts or by reports from staff or clients. We therefore call on each employee to immediately report possible internal or external fraud to management- or the anti-fraud officer.

For more information, please see:

- Anti-Fraud Risk Policy
- Investigations Standard
- Global Expenses Guideline
- Global Business Travel Guideline

3.3 Financial Economic Crime

As a financial institution, we run the risk of being used to launder money or finance terrorism. We risk getting involved in transactions related to sanctioned persons, entities or countries, as well as trade-controlled exports. Standards and regulations are in place on national, international, and European levels to (help) prevent these practices. At NN, we will take all appropriate measures to comply with these standards and regulations and safeguard our integrity and reputation.

We have a Financial Economic Crime Standard in place that outline the measures we have taken and the activities that need to be performed to ensure we mitigate the risk as much as possible. This control framework is embedded in our day-to-day business activities. We have appointed Money Laundering Reporting Officers (MLROs) in all of our businesses to support the implementation and execution of the framework and have empowered them to act when necessary.

As fighting Financial Economic Crime is a shared responsibility, we expect employees to be aware that:

- The 'Know Your Customer' (due diligence) process must always be completed. Knowing our customers is a key element of the control framework, as it helps to assess the risk involved;
- For the same reason, a due diligence process must also be completed for any business partner we aim to do business with;
- We will neither enter into nor maintain any relationships involving individuals and entities located in, or with established connections with governmental bodies in, ultra-high risk countries. These countries are: Cuba, Iran, North Korea, Sudan and Syria;
- We do not accept relationships with anyone connected with acts of terrorism. Existing relationships are terminated if (legally) possible. All our businesses are required to have the ability to detect the people with such connections (based on publicly available lists) using name-screening tools.

We expect employees to report any incident relating to Financial Economic Crime to their MLRO immediately. A list of active MLROs and their contact details can be found on SAM.

For more information, please see:

- Financial Economic Crime Standard
- Procurement Policy

3.4 Competition Law (Anti-trust)

Although national differences exist, Competition Law, also known as Anti-trust Law, generally focuses on the following topics to ensure free and unrestrained competition on the market:

- Cartels;
- (Potential) anti-competitive agreements;
- Information sharing, trade associations and statistics;
- Abuse of a dominant position;
- Mergers, acquisitions & joint ventures.

Based on Competition Law legislation, we have a number of standards:

- We do not allow any kind of arrangement with competitors and/or distributors that seeks to limit competition (such as price fixing, market sharing and/or output limitation);
- We do not allow employees to share or discuss confidential or sensitive topics (such as pricing and strategy) with competitors;
- We do not allow the abuse of a dominant market position held by NN.

In addition, employees should contact their (local) Legal Officer for advice, for instance:

- When considering a cooperation arrangement with competitors;
- Before engaging in resale price maintenance or long-term exclusive dealings with suppliers or distributors;
- Before entering into a (statistics) data exchange with competitors;
- Before engaging in a merger, acquisition or sale, or setting up a joint venture.

Finally, we expect employees to leave the room immediately if meetings with competitors, for instance at trade associations, turn to improper topics, such as the ones listed above. Employees should have their departure recorded and contact their (local) Legal Officer and/or Compliance Officer immediately.

We expect employees to immediately report any incident related to Competition Law. Employees can seek contact with their Legal Officer.

For more information, please see:

- Competition Law Standard

4. How we use equipment and the internet

4.1 How we use equipment

We expect employees to use our computers, laptops, telephones and other equipment in a professional and discreet manner. The use of personally owned mobile devices is allowed, on the condition that employees ensure they:

- Comply with the Information Security Standard, specifically the paragraph on Physical Access Management concerning the usage of employee owned devices;
- Remove all data after job termination.

For more information, please see:

- Orange Rules for employees NN Group
- Information Security Risk Policy
- Information Security Standard
- Media relations management of NN Group Standard

4.2 How we use the Internet

At NN, we allow the use of Internet for business purposes. We discourage personal use like shopping, browsing and communications. We do not allow visits to obscene, foul or pornographic sites. Illegal downloading is also not permitted.

It is not allowed to store business data on (personal) internet storage services like Google Drive or Dropbox. Use of internet services is monitored, and employees will be held accountable for all activities performed with their User ID.

For more information, please see:

- Orange Rules for employees NN Group
- Information Security Standard
- Media relations management of NN Group Standard

5. How we report breaches

In order to operate successfully, our reputation and organisational integrity are crucial. In this respect, internal reporting of (suspected) unethical conduct by or within our company is vital. We therefore encourage employees to report any conduct that is not in line with rules and regulations, the statement of Living our Values or the content of this Code of Conduct.

Employees should primarily report any breach to their manager or their manager's manager. However, the Value & Code Desk may also be used for reporting purposes.

We understand that there may be cases in which an employee is unable to raise, or feels uncomfortable raising, a concern through the regular reporting channels. For cases like these, we have appointed Whistleblower Reporting Officers in all of our businesses.

Any employee can contact the Whistleblower Reporting Officer in writing, by email, phone or in person to raise a concern. Concerns can be raised anonymously. The Whistleblower Reporting Officer will inform the employee about how the Whistleblower is protected (against potential retaliation or loss of anonymity), as well as about his/her duties and rights. The Officer will also inform the Whistleblower about the progress made in the investigation.

A list of active Whistleblower Reporting Officers and their contact details can be found on SAM.

For more information, please see:

- Whistleblower Policy

6. How we deal with breaches

Breaches or potential breaches to the law, regulations, our statement of Living our Values and/or this Code of Conduct must be reported to management.

In the event of a minor breach, management - in consultation with Compliance - will approach the employee in question, ask for an explanation and discuss the conduct in question.

In case of doubt or in the event that the (suspected) breach is found to be serious, it should be reported to senior management. Senior management must immediately consult NN Group Corporate Security & Investigations (CSI) to determine if and how an investigation should be conducted. Such investigation can be conducted by CSI or under local responsibility in which case CSI needs to approve the local proposal for the scope and manner of the investigation. Investigations can only be commissioned by Members of the NN Group Management Board, direct reports to the NN Group Management Board or by Members of the NN Group Supervisory Board.

The manner in which an investigation is to be conducted must be proportional to the nature of the incident, take into account the rights and interests of employees and other parties involved and should be in accordance with local laws and regulations, especially in the field of privacy/data protection, data retention and labour legislation.

The results of an investigation should be reported to the Commissioner of the investigation after which a meeting of a so-called Settlement Council should be convened as soon as possible. The members of this Settlement Council will advise the Commissioner in taking a decision on next steps and measures, including taking disciplinary measures against the employee involved.

The Settlement Council should consist of at least the following functions or its delegates:

- Commissioner;
- Head of Legal;
- Head of Compliance;
- Head of the (local) Investigation Unit;
- HR Manager.

Any disciplinary measure imposed must be fair and reasonable. Depending on the applicable labour legislation, measures that can be taken include a warning, reprimand, termination of employment or instant dismissal. Employees will be informed about imposed measures in writing. In case an investigation shows no conclusive evidence of a breach, the employee will receive a written confirmation of this which should be properly reflected in the employee's labour records.

Apart from any disciplinary measures, the Settlement Council will also advise the Commissioner on lessons learned, remedial actions to be taken and whether the breach should be reported to a local Regulator and/or Police.

For more information, please see:

- Investigations Standard

7. Your questions and reports matter

Please reach out to the Values & Code Desk to pose any question you may have with regard to the statement of Living our Values, our Code of Conduct, or – if applicable – the supplement to this Code in use in your business. Your questions will help us to further improve.

You can contact the NN Group Value & Code desk at values_code@nn-group.com.

A list of business specific email addresses can be found on SAM.

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