

# NN Group

## 2015 Extraordinary General Meeting

Appointment of (future) members of the Supervisory Board of NN Group

The Hague, 6 October 2015



# Agenda item 1

## Opening

# Agenda item 2 – Composition Supervisory Board

## Current composition of the Supervisory Board:

- Jan Holsboer (Chairman)
- Yvonne van Rooij
- Hans Schoen
- Heijo Hauser
- Ralph Hamers
- Patrick Flynn
- Wilfred Nagel

## Proposed nominations:

- A. Appointment **Hélène Vletter-van Dort** as member of the Supervisory Board
- B. Appointment **Robert Jenkins** as future member of the Supervisory Board
- C. Appointment **Dick Harryvan** as future member of the Supervisory Board

# Represented capital

## 79.42% registered for today's EGM

- On the Record date, 8 September 2015, the issued capital of the company consisted of 356,566,541 ordinary shares
- No votes can be cast on 17,974,840 ordinary shares as the depositary receipts for those shares were held by NN Group on the Record date
- Consequently, a total of 338,591,701 votes can be cast
- In total, 268,893,702 votes can be cast during today's meeting by 662 shareholders or representatives

# Agenda item 2A – voting item

## Appointment H el ene Vletter-van Dort as member of the Supervisory Board

(1964, Dutch)

H el ene Vletter-van Dort has been nominated, because of her extensive knowledge in the areas of corporate governance, corporate law and financial supervision as well as her experience as a Supervisory Board member at other institutions. Her nomination has been recommended by the Works Council of NN Group and is also in accordance with the profile of the Supervisory Board. The appointment will become effective as of today, since ING Group's shareholding in NN Group dropped below 35% on 5 October 2015.

### Other main positions

- Professor of Financial Law & Governance at the Erasmus School of Law
- Professor of Securities Law at the University of Groningen
- Member of the Monitoring Committee Corporate Governance Code
- Visiting research professor at New York University
- Chairperson of the board of Intertrust Investmentco B.V. (non-executive)
- Member of the board of the IvO Center for Financial Law & Governance

### Former roles

Member of the supervisory board of the Dutch Central Bank and chairman of its committee on supervisory policy. Partner at DNC Consult, judge at the Enterprises Chamber of the Amsterdam Court of Appeal, lawyer at Clifford Chance in Amsterdam, member of the supervisory board of Fortis Bank Nederland (Holding) and Fortis Bank (Nederland) and member of the board of the Netherlands Association of Securities Holders (VEB).



# Agenda item 2A - voting result

	Number	%
In favour	268,547,623	99.99
Against	14,354	0.01
Abstain	331,725	

# Agenda item 2B – voting item

## Appointment Robert Jenkins as member of the Supervisory Board

(1951, US citizen)

The appointment will become effective when ING Group's shareholding in NN Group drops below 15%. Robert Jenkins has been nominated, because of his extensive knowledge in the field of asset management and financial policy making, and his broad experience as board member in executive and non-executive positions in the financial services sector. His nomination is in accordance with the profile of the Supervisory Board.

### Other main positions

- Chairman of the AQR Asset Management Institute at the London Business School
- Adjunct professor of Finance at the London Business School
- Senior fellow at Better Markets
- Member of the Board of Governors of the CFA Institute

### Former roles

Senior advisor to CVC Capital Partners, external member of the interim Financial Policy Committee of the Bank of England, and CEO and managing partner of Combinatorics Capital. Chairman of the Investment Management Association, chairman of the board of F&C Asset Management and CEO of the F&C Group. CEO of Foreign & Colonial Management Limited, MD and COO of Credit Suisse Asset Management Holding, CEO and chief investment officer of Credit Suisse Investment Management Group, chief investment officer and head of asset management of Credit Suisse and senior executive in the Citigroup trading and sales organisation.



# Agenda item 2B - voting result

	Number	%
In favour	268,547,442	99.99
Against	14,354	0.01
Abstain	331,906	



# Agenda item 2C – voting item

## Appointment Dick Harryvan as member of the Supervisory Board

(1953, Dutch)

The appointment will become effective when ING Group's shareholding in NN Group drops below 15%.

Dick Harryvan has been nominated, because of his expert knowledge of retail banking, his broad experience in executive and non-executive positions and his proven track record to drive innovation within the financial services industry. His nomination is in accordance with the profile of the Supervisory Board.

### Other main positions

- Member of the advisory board of Gulf Bank
- Member of the supervisory board of ANWB B.V.
- Member of the advisory board of the Official Monetary and Financial Institutions Forum (OMFIF)
- Member of the supervisory board of ING DiBa
- Partner at Orange Growth Capital

### Former roles

Member of the executive board of ING Group and chief executive officer of ING Direct. Co-chairman of the International Academy of Retail Banking, non-executive director of Voya Financial, general manager bancassurance at ING Bank, deputy general manager at Nationale-Nederlanden and vice-president operations of The Halifax Insurance Companies.



# Agenda item 2C - voting result

	Number	%
In favour	267,524,431	99.61
Against	1,037,536	0.39
Abstain	331,735	

# Agenda item 3

## Closing