

2016 AGM resolutions

Resolutions of the annual general
meeting of NN Group N.V., held on
2 June 2016



4.A. Proposal to adopt the annual accounts for the financial year 2015

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,626 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,626 |
| number of votes cast "in favour" | 239,261,654 |
| percentage of votes "in favour" (rounded) | 100% |
| number of votes cast "against" | 26 |
| percentage of votes "against" (rounded) | 0% |
| number of votes withheld | 46,946 |

4.C. Proposal to pay out dividend

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,677 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,677 |
| number of votes cast "in favour" | 239,265,459 |
| percentage of votes "in favour" (rounded) | 100% |
| number of votes cast "against" | 994 |
| percentage of votes "against" (rounded) | 0% |
| number of votes withheld | 42,224 |

4.D. Proposal to make a distribution from the Company's distributable reserves

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,627 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,627 |
| number of votes cast "in favour" | 239,262,448 |
| percentage of votes "in favour" (rounded) | 100% |
| number of votes cast "against" | 3,955 |
| percentage of votes "against" (rounded) | 0% |
| number of votes withheld | 42,224 |

5.A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2015

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,627 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,627 |
| number of votes cast "in favour" | 237,370,099 |
| percentage of votes "in favour" (rounded) | 99.21% |
| number of votes cast "against" | 1,892,019 |
| percentage of votes "against" (rounded) | 0.79% |
| number of votes withheld | 46,509 |

5.B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2015

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,627 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,627 |
| number of votes cast "in favour" | 237,370,080 |
| percentage of votes "in favour" (rounded) | 99.21% |
| number of votes cast "against" | 1,891,934 |
| percentage of votes "against" (rounded) | 0.79% |
| number of votes withheld | 46,613 |

6.A. Proposal to reappoint Jan Holsboer as member of the Supervisory Board

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,626 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,626 |
| number of votes cast "in favour" | 213,813,111 |
| percentage of votes "in favour" (rounded) | 97.36% |
| number of votes cast "against" | 5,795,561 |
| percentage of votes "against" (rounded) | 2.64% |
| number of votes withheld | 19,699,954 |

6.B. Proposal to reappoint Yvonne van Rooij as member of the Supervisory Board

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,626 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,626 |
| number of votes cast "in favour" | 237,671,327 |
| percentage of votes "in favour" (rounded) | 99.52% |
| number of votes cast "against" | 1,141,538 |
| percentage of votes "against" (rounded) | 0.48% |
| number of votes withheld | 495,761 |

7.A. 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

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,227 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,227 |
| number of votes cast "in favour" | 214,746,216 |
| percentage of votes "in favour" (rounded) | 89.74% |
| number of votes cast "against" | 24,561,631 |
| percentage of votes "against" (rounded) | 10.26% |
| number of votes withheld | 380 |

7.B. Proposal to designate the Executive Board as the competent body to resolve to limit or exclude pre-emptive rights of shareholders when issuing ordinary shares and granting rights to subscribe for ordinary shares

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,226 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,226 |
| number of votes cast "in favour" | 207,531,081 |
| percentage of votes "in favour" (rounded) | 86.72% |
| number of votes cast "against" | 31,776,613 |
| percentage of votes "against" (rounded) | 13.28% |
| number of votes withheld | 532 |

8. Proposal to authorise the Executive Board to acquire ordinary shares in the Company's capital

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been cast | 239,308,227 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,227 |
| number of votes cast "in favour" | 235,392,081 |
| percentage of votes "in favour" (rounded) | 98.38% |
| number of votes cast "against" | 3,870,665 |
| percentage of votes "against" (rounded) | 1.62% |
| number of votes withheld | 45,481 |

9. Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company

overview votes:

| | |
|--|-------------|
| number of shares for which votes have been validly cast | 239,308,227 |
| percentage of issued share capital on record date (5 May 2016) that was represented by the number of shares for which votes have been validly cast (rounded) | 73.63% |
| number of validly cast votes | 239,308,227 |
| number of votes cast "in favour" | 239,303,175 |
| percentage of votes "in favour" (rounded) | 100% |
| number of votes cast "against" | 4,654 |
| percentage of votes "against" (rounded) | 0% |
| number of votes withheld | 398 |

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