

2018 AGM resolutions

Resolutions of the annual general
meeting of NN Group N.V., held on
31 May 2018



5.A. Proposal to adopt the annual accounts for the financial year 2017

overview votes:

number of shares for which votes have been validly cast	228,239,555
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.26%
number of validly cast votes	228,239,555
number of votes cast "in favour"	228,059,815
percentage of votes "in favour" (rounded)	99.92%
number of votes cast "against"	179,740
percentage of votes "against" (rounded)	0.08%
number of votes withheld	740

5.C. Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	228,239,566
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.26%
number of validly cast votes	228,239,566
number of votes cast "in favour"	228,012,907
percentage of votes "in favour" (rounded)	99.90%
number of votes cast "against"	226,659
percentage of votes "against" (rounded)	0.10%
number of votes withheld	729

6.A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2017

overview votes:

number of shares for which votes have been validly cast	226,161,814
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	67.64%
number of validly cast votes	226,161,814
number of votes cast "in favour"	224,058,151
percentage of votes "in favour" (rounded)	99.07%
number of votes cast "against"	2,103,663
percentage of votes "against" (rounded)	0.93%
number of votes withheld	2,078,481

6.B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2017

overview votes:

number of shares for which votes have been validly cast	226,161,824
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	67.64%
number of validly cast votes	226,161,824
number of votes cast "in favour"	224,058,141
percentage of votes "in favour" (rounded)	99.07%
number of votes cast "against"	2,103,683
percentage of votes "against" (rounded)	0.93%
number of votes withheld	2,078,471

8.A. Proposal to reappoint Heijo Hauser as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	226,363,233
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	67.70%
number of validly cast votes	226,363,233
number of votes cast "in favour"	221,790,555
percentage of votes "in favour" (rounded)	97.98%
number of votes cast "against"	4,572,678
percentage of votes "against" (rounded)	2.02%
number of votes withheld	1,877,062

8.B. Proposal to reappoint Hans Schoen as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	226,362,578
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	67.70%
number of validly cast votes	226,362,578
number of votes cast "in favour"	221,791,137
percentage of votes "in favour" (rounded)	97.98%
number of votes cast "against"	4,571,441
percentage of votes "against" (rounded)	2.02%
number of votes withheld	1,877,717

8.C. Proposal to appoint David Cole as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	226,363,835
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	67.70%
number of validly cast votes	226,363,835
number of votes cast "in favour"	222,836,816
percentage of votes "in favour" (rounded)	98.44%
number of votes cast "against"	3,527,019
percentage of votes "against" (rounded)	1.56%
number of votes withheld	1,876,460

9.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	228,238,058
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.26%
number of validly cast votes	228,238,058
number of votes cast "in favour"	202,257,629
percentage of votes "in favour" (rounded)	88.62%
number of votes cast "against"	25,980,429
percentage of votes "against" (rounded)	11.38%
number of votes withheld	2,237

9.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	228,238,058
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.26%
number of validly cast votes	228,238,058
number of votes cast "in favour"	190,329,090
percentage of votes "in favour" (rounded)	83.39%
number of votes cast "against"	37,908,968
percentage of votes "against" (rounded)	16.61%
number of votes withheld	2,237

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

overview votes:

number of shares for which votes have been cast	228,178,464
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.24%
number of validly cast votes	228,178,464
number of votes cast "in favour"	225,188,457
percentage of votes "in favour" (rounded)	98.69%
number of votes cast "against"	2,990,007
percentage of votes "against" (rounded)	1.31%
number of votes withheld	61,831

11. 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	228,237,534
percentage of issued share capital on record date (3 May 2018) that was represented by the number of shares for which votes have been validly cast (rounded)	68.26%
number of validly cast votes	228,237,534
number of votes cast "in favour"	228,044,614
percentage of votes "in favour" (rounded)	99.92%
number of votes cast "against"	192,920
percentage of votes "against" (rounded)	0.08%
number of votes withheld	2,761

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