Annual general meeting NN Group N.V. 2020

28 May 2020



Dear shareholder,

Following the convocation of the annual general meeting of NN Group N.V. to be held on 28 May 2020, 10:00 CET, as published on 15 April 2020, we hereby provide you with an update with respect to the form of the meeting.

In view of the coronavirus pandemic and the associated continuing health risks, and following the entry into force of the Temporary Act COVID-19 Justice and Security (Tijdelijke Wet COVID-19 Justitie en Veiligheid), the annual general meeting of NN Group N.V. will be held virtually. This means that shareholders will not be able to physically attend the meeting.

You will be able to follow the meeting via a live webcast in both Dutch and English on the company's website www.nn-group.com/agm.

Should you wish to ask questions on any agenda item, these can be submitted in advance. Shareholders who made use of this possibility, may also ask follow-up questions on the agenda items during the meeting by electronic means. Instructions are included in this convocation notice (see 'Updated general information' on page 9). The questions will be answered during the meeting and the answers will be available on the company's website www.nn-group.com/agm.

As a shareholder, you can exercise your voting rights by providing an electronic proxy with voting instructions in accordance with the procedure described in this convocation notice (see 'Updated general information' on page 9).

NN Group values the dialogue with its shareholders and regrets the fact that attendance at its annual general meeting this year has to be restricted. However, these are exceptional times that require special measures to protect the health and safety of everyone. We would like to thank you for your understanding and flexibility.

David Knibbe and David Cole on behalf of the Executive Board and Supervisory Board of NN Group N.V. The Hague, 24 April 2020

Agenda

1.	Opening	
2.	2019 Annual Report	discussion item
3. A. B.	2019 annual accounts Proposal to adopt the annual accounts for the financial year 2019 Explanation of the profit retention and distribution policy	voting item discussion item
	Release from liability Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2019 Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2019	voting item
5.	Profile of the Supervisory Board	discussion item
6. A. B.	Composition of the Supervisory Board Proposal to reappoint Clara Streit as member of the Supervisory Board Proposal to reappoint Robert Jenkins as member of the Supervisory Board	voting item voting item
C.	Remuneration Proposal to give a positive advice on the 2019 Remuneration Report Proposal to adopt the remuneration policy for the members of the Executive Boa Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board Proposal to amend the articles of association of the Company	_
8. A.	Authority to issue shares and to grant rights to subscribe for shares (i) Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares (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 pursuant	voting item
В.	to agenda item 8.A.(i) Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares by way of a rights issue	voting item voting item
9.	Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital	voting item
10.	Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company	voting item
11.	Any other business and closing	

Explanation of the agenda items

2. 2019 Annual Report (discussion item)

Explanation of the 2019 Annual Report, including the 2019 Annual Review and the 2019 Financial Report.

3. 2019 annual accounts

A. Proposal to adopt the annual accounts for the financial year 2019 (voting item)

It is proposed to adopt the annual accounts of NN Group N.V. ('Company') for the financial year 2019. See pages 40 through 178 of the 2019 Financial Report.

B. Explanation of the profit retention and distribution policy (discussion item)

Explanation of the profit retention and distribution policy of the Company. This policy can be found on the Company's website www.nn-group.com.

On 13 February 2020 and in its 2019 Financial Report as published on 12 March 2020, the Company announced that it would propose to the General Meeting to pay out a final dividend of EUR 1.40 per ordinary share, or approximately EUR 448 million in total.

As announced on 6 April 2020 the Company will act in accordance with the recommendations of the European Insurance and Occupational Pensions Authority (EIOPA) and the Dutch Central Bank (DNB) published on 2 April 2020, which urge insurers to temporarily suspend their dividend distributions and share buyback programmes as a consequence of the COVID-19 pandemic.

Although the Company is well capitalised and has a strong liquidity position, it will postpone the payment of dividends on its ordinary shares in line with the EIOPA and DNB recommendations. Therefore, the proposal to pay a 2019 final dividend is not included on the agenda of the annual general meeting to be held on 28 May 2020. It is the intention that this distribution to shareholders is made in the second half of 2020, if and at such time that, in the opinion of the Executive Board and Supervisory Board, this is appropriate in light of COVID-19 developments and provided that the Company is compliant with the Group Solvency Capital Requirement within the meaning of the Solvency II regulations on the date on which the dividend will become payable.

The Executive Board decided, which decision was approved by the Supervisory Board, to add the profit for the year 2019, after deduction of the cash dividend part of the interim dividend of EUR 0.76 per ordinary share, which the Company paid on 11 September 2019, to the reserves.

4. Release from liability

- A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2019 (voting item) It is proposed to release the current and former members of the Executive Board from liability for their respective duties performed during the financial year 2019, insofar the exercise of those duties is reflected in the 2019 annual accounts or otherwise disclosed prior to taking this resolution.
- B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2019 (voting item) It is proposed to release the current and former members of the Supervisory Board from liability for their respective duties performed during the financial year 2019, insofar the exercise of those duties is reflected in the 2019 annual accounts or otherwise disclosed prior to taking this resolution.
- Profile of the Supervisory Board (discussion item)
 The Supervisory Board intends to amend the profile of

the Supervisory Board intends to amend the profile of the Supervisory Board. The intended profile of the Supervisory Board has been discussed with the central works council of the Company ('Central Works Council') and is available on the Company's website www.nn-group.com/agm.

6. Composition of the Supervisory Board

A. Proposal to reappoint Clara Streit as member of the Supervisory Board (voting item)

In accordance with the rotation schedule of the Supervisory Board the term of appointment of Clara Streit ended on 12 April 2020. Clara Streit has indicated that she is available for reappointment.

Proposal:

As announced on 13 February 2020, and following the vacancy that needs to be filled, the Supervisory Board has nominated Clara Streit for reappointment as member of the Supervisory Board for a term of four years, which reappointment shall become effective as from the close of the annual general meeting to be held on 28 May 2020. The term of reappointment of Clara Streit ends at the close of the annual general meeting to be held in the fourth calendar year after the calendar year in which her reappointment becomes effective. This means that, if reappointed, the term of appointment of Clara Streit will end at the close of the annual general meeting in 2024.

Clara Streit was born on 18 December 1968 and has German and American nationality.

The other positions held by Clara Streit include member of the board of directors of Vontobel Holding AG (Zurich), member of the supervisory board of Vonovia SE (Dusseldorf), member of the board of directors of Jerónimo Martins SGPS S.A. (Lisbon) and member of the supervisory board of Deutsche Börse AG (Frankfurt).

The number of directorships held by Clara Streit meets the requirements of Dutch law.

Clara Streit has been nominated for reappointment because of her long-standing experience as a consultant, her knowledge about regulatory developments and her experience as non-executive director, mainly in the financial sector, as well as the professional manner in which she fulfilled her membership of the Supervisory Board. Her nomination for reappointment is in accordance with the profile of the Supervisory Board as available on the Company's website www.nn-group.com and the intended profile of the Supervisory Board as referred to under agenda item 5.

Clara Streit is independent within the meaning of the Dutch Corporate Governance Code ('Code'). Clara Streit does not hold shares in the share capital of the Company.

The Central Works Council has informed the Supervisory Board that it does not have recommendations for this nomination and supports the reappointment of Clara Streit.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination.

B. Proposal to reappoint Robert Jenkins as member of the Supervisory Board (voting item)

In accordance with the rotation schedule of the Supervisory Board the term of appointment of Robert Jenkins will end at the close of the annual general meeting to be held on 28 May 2020. Robert Jenkins has indicated that he is available for reappointment.

Proposal:

As announced on 13 February 2020, and following the vacancy that needs to be filled, the Supervisory Board has nominated Robert Jenkins for reappointment as member of the Supervisory Board for a term of four years, which reappointment shall become effective as from the close of the annual general meeting to be held on 28 May 2020. The term of reappointment of Robert Jenkins ends at the close of the annual general meeting to be held in the fourth calendar year after the calendar year in which his reappointment becomes

effective. This means that, if reappointed, the term of appointment of Robert Jenkins will end at the close of the annual general meeting in 2024.

Robert Jenkins was born on 17 January 1951 and has American nationality.

Besides being a member of the Supervisory Board, Robert Jenkins is also adjunct professor of finance at the London Business School.

The number of directorships held by Robert Jenkins meets the requirements of Dutch law.

Robert Jenkins has been nominated for reappointment 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, as well as the professional manner in which he fulfils his membership of the Supervisory Board. His nomination for reappointment is in accordance with the profile of the Supervisory Board as available on the Company's website www.nn-group.com and the intended profile of the Supervisory Board as referred to under agenda item 5.

Robert Jenkins is independent within the meaning of the Code. Robert Jenkins does not hold shares in the share capital of the Company.

The Central Works Council has informed the Supervisory Board that it does not have recommendations for this nomination and supports the reappointment of Robert Jenkins.

This nomination is subject to the condition that the General Meeting will not recommend any other person for nomination.

7. Remuneration

On 1 December 2019 part of the Dutch law implementing the revised EU Shareholders' Rights Directive (2017/828/EU) ('SRDII Implementation Act') entered into force. As a result, the 2019 Remuneration Report, as referred to in section 2:135b and section 2:145 paragraph 2 of the Dutch Civil Code, is subject to the General Meeting's advisory vote. See pages 32 through 37 of the 2019 Financial Report.

Furthermore, the SRDII Implementation Act introduces new requirements for the remuneration policy for the members of the Executive Board and requires a detailed remuneration policy for the members of the Supervisory Board.

The Company's remuneration policy for the members of the Executive Board was last amended with effect from 1 January 2015. The remuneration for the members of the Company's Supervisory Board was last amended with effect from 1 January 2017.

In order to comply with the new requirements, the Supervisory Board proposes to adopt the remuneration policies for the members of the Executive Board and the members of the Supervisory Board in accordance with the proposals as published on the Company's website www.nn-group.com/agm ('EB Remuneration Policy' and 'SB Remuneration Policy' respectively, together: 'Remuneration Policies'). The SB Remuneration Policy also includes the remuneration for the individual members of the Supervisory Board.

The Company values the interests of all its stakeholders. As such, when designing the proposed Remuneration Policies the Supervisory Board consulted various stakeholders, including shareholders, customers, employees, regulators and society at large. An explanation of the way in which the views of the Company's stakeholders on the proposed Remuneration Policies have been taken into account is available in Appendix 3 to the proposed EB Remuneration Policy and Appendix 1 to the proposed SB Remuneration Policy respectively.

In determining the content of each of the Remuneration Policies the Supervisory Board observed the relevant laws and regulations and also considered how such policies relate to:

- the Company's long-term interests;
- the Company's business strategy;
- sustainability;
- the Company's identity, mission and values;
- the relationship between remuneration within the Company, the role of the Company in the sector, and the position of the Company in society; and
- the internal pay ratio, and how the remuneration of various groups of employees relates to each other.

The proposed Remuneration Policies are based on the following five guiding principles:

- simple and transparent;
- attracting and retaining senior leaders with an international profile;
- performance related;
- · supportive to the long-term value creation; and
- risk prudent and fairness driven.

The Central Works Council has given a positive advice regarding each of the proposed Remuneration Policies. The advice of the Works Council is available on the Company's website www.nn-group.com/agm.

An explanation of the key amendments compared with the current remuneration policy for the members of the Executive Board and the remuneration for the members of the Supervisory Board is available in Appendix 3 to the EB Remuneration Policy and Appendix 1 to the SB Remuneration Policy respectively.

Proposals:

- A. Proposal to give a positive advice on the 2019
 Remuneration Report (voting item)
 It is proposed to give a positive advice on the 2019
 Remuneration Report.
- B. Proposal to adopt the remuneration policy for the members of the Executive Board (voting item)

 The Supervisory Board proposes to adopt the EB Remuneration Policy in accordance with the proposal as published on the Company's website www.nn-group.com/agm, effective 1 January 2020.
- C. Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board (voting item)

The Supervisory Board proposes to adopt the SB Remuneration Policy, and to adopt the remuneration for the individual members of the Supervisory Board, in accordance with the proposal as published on the Company's website www.nn-group.com/agm, effective 1 January 2020.

D. Proposal to amend the articles of association of the Company (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to amend the articles of association of the Company in accordance with the proposal as published on the Company's website www.nn-group.com/agm.

The proposed amendments are almost all related to the SRDII Implementation Act.

The proposal includes an overview of the proposed amendments, as well as a clarification of these amendments. The proposal is also available free of charge at the Company's head office for inspection by the shareholders and other persons entitled to participate in the meeting until after the closing of this meeting.

8. Authority to issue shares and to grant rights to subscribe for shares

On 29 May 2019, the General Meeting designated the Executive Board for a term of 18 months as the competent body to resolve, subject to the approval of the Supervisory Board, to (i) issue ordinary shares in the share capital of the Company, to grant rights to subscribe for such shares and to limit or exclude pre-emptive rights of existing shareholders up to a maximum of 10% of the

issued share capital of the Company as at 29 May 2019 and (ii) issue ordinary shares in the share capital of the Company and to grant rights to subscribe for such shares by way of a rights issue up to a maximum of 20% of the issued share capital of the Company as at 29 May 2019. These designations will expire on 28 November 2020, unless renewed. The Executive Board and the Supervisory Board believe it is desirable to renew the aforementioned designations to enable the Company to respond promptly to developments, without first having to convene a general meeting.

The designations pursuant to agenda items 8.A.(i) and (ii) and 8.B., if adopted, will supersede the designations adopted on 29 May 2019.

Proposals:

 (i) Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 28 May 2020 up to and including 27 November 2021, as the competent body to resolve, subject to the approval of the Supervisory Board, to issue ordinary shares in the share capital of the Company and to grant rights to subscribe for ordinary shares in the share capital of the Company. The authority of the Executive Board is limited to a maximum of 10% of the issued share capital of the Company as at 28 May 2020. In accordance with the articles of association of the Company, this resolution to designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

(ii) Proposal to designate the Executive Board as the competent body to resolve to limit or exclude preemptive rights of existing shareholders when issuing ordinary shares and granting rights to subscribe for ordinary shares pursuant to agenda item 8.A.(i) (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 28 May 2020 up to and including 27 November 2021, as the competent body to resolve, subject to the approval of the Supervisory Board, to limit or exclude the preemptive rights of existing shareholders with respect to the issue of ordinary shares in the share capital of the Company and the granting of rights to subscribe for ordinary shares in the share capital of the Company pursuant to agenda item 8.A.(i). In accordance with the articles of association of the Company, this resolution to

designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

B. Proposal to designate the Executive Board as the competent body to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares by way of a rights issue (voting item)

The Executive Board proposes, which proposal is approved by the Supervisory Board, to designate the Executive Board for a term of 18 months, from 28 May 2020 up to and including 27 November 2021, as the competent body to resolve, subject to the approval of the Supervisory Board, to issue ordinary shares in the share capital of the Company and to grant rights to subscribe for ordinary shares in the share capital of the Company by way of a rights issue. This authority of the Executive Board is limited to a maximum of 20% of the issued share capital of the Company as at 28 May 2020.

A share issuance under this authorisation will be on a pre-emptive basis in order to minimise dilution for existing shareholders. Notwithstanding the intention of the Executive Board and the Supervisory Board to respect pre-emptive rights of shareholders and avoid dilution, the resolution under this agenda item 8.B. gives the Executive Board, subject to the approval of the Supervisory Board, the flexibility to deal with practical or legal difficulties in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal problems under the laws or requirements of any jurisdiction or regulatory body, in the context of syndicated rights issues, or otherwise, which might prevent an issuance on a pre-emptive basis. In accordance with market practice, the Company currently envisages to grant pre-emptive rights in any such rights issue to institutional investors (excluding institutional investors in Japan) and Dutch retail investors holding ordinary shares. Shareholders who are not allowed to, do not elect to, or are unable to subscribe to a rights issue, may receive any net financial benefit upon completion of a rump offering after the exercise period has ended.

The authority to issue shares may be used for any purpose, including but not limited to safeguarding or conserving the capital position of the Company and mergers or acquisitions. This authority cannot be used for mergers and acquisitions on a stock-for-stock basis as they are incompatible with the concept of pre-emptive rights for existing shareholders.

In accordance with the articles of association of the Company, this resolution to designate may only be withdrawn by the General Meeting on the proposal of the Executive Board which has been approved by the Supervisory Board.

Proposal to authorise the Executive Board to acquire ordinary shares in the Company's share capital (voting item)

On 29 May 2019, the General Meeting authorised the Executive Board for a term of 18 months to acquire, subject to the approval of the Supervisory Board, fully paid-up ordinary shares in the share capital of the Company. This authorisation is subject to the condition that following such acquisition the par value of the ordinary shares in the share capital of the Company which are held by the Company or for which the Company holds a right of pledge, or which are held by its subsidiaries for their own account, shall not exceed 10% of the issued share capital of the Company as at 29 May 2019. This authorisation will expire on 28 November 2020, unless renewed.

The Executive Board and the Supervisory Board believe it is desirable to renew the aforementioned authority. The authorisation serves to enable the Company to repurchase ordinary shares in its share capital and return capital to the Company's shareholders or for other purposes, and to respond promptly to developments without first having to convene a general meeting.

The authorisation pursuant to agenda item 9., if adopted, will supersede the authorisation granted on 29 May 2019.

Proposal:

It is proposed to authorise the Executive Board for a term of 18 months, from 28 May 2020 up to and including 27 November 2021, to acquire in the name of the Company, subject to the approval of the Supervisory Board, fully paid-up ordinary shares in the share capital of the Company. This authorisation is subject to the condition that following such acquisition the par value of the ordinary shares in the share capital of the Company which are held by the Company or for which the Company holds a right of pledge, or which are held by its subsidiaries for their own account, shall not exceed 10% of the issued share capital of the Company as at 28 May 2020. Shares may be acquired on the stock exchange or otherwise, at a price not less than the par value of the ordinary shares in the share capital of the Company and not higher than 110% of the highest market price of the shares on Euronext Amsterdam on the date of the acquisition or on the preceding day of stock market trading.

Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company (voting item)

To optimise the capital structure of the Company, the Company would like to have the option to cancel ordinary shares held by the Company in its own share capital at some point, to the extent that such shares shall not be used to cover obligations under sharebased remuneration arrangements or to pay stock dividend. In that context, the General Meeting resolved on 29 May 2019 to reduce the issued share capital of the Company by cancellation of ordinary shares held by the Company in its own share capital up to a maximum of 20% of the issued share capital of the Company as at 29 May 2019. This cancellation may be executed in one or more tranches, and the number of ordinary shares to be cancelled under this resolution shall be determined by the Executive Board. The Executive Board and the Supervisory Board believe it is desirable that such cancellation of ordinary shares can continue to take place.

Proposal:

The Executive Board proposes, which proposal is approved by the Supervisory Board, to reduce the issued share capital of the Company by cancellation of ordinary shares held by the Company in its own share capital up to a maximum of 20% of the issued share capital of the Company as at 28 May 2020. The cancellation may be executed in one or more tranches. The number of ordinary shares to be cancelled under this resolution shall be determined by the Executive Board. A resolution adopted by the Executive Board as referred to in this proposal will be filed with the Commercial Register together with this present resolution.

The capital reduction shall take place with due observance of the applicable statutory provisions and the articles of association of the Company.

This resolution, if adopted, will supersede the resolution adopted on 29 May 2019, insofar that resolution has not yet been carried out.

Updated general information

Meeting documents

The agenda and explanation of the agenda items, the 2019 Annual Report, including the 2019 annual accounts, the intended profile of the Supervisory Board, the proposed remuneration policy for the members of the Executive Board, the proposed remuneration policy for the members of the Supervisory Board, the advice of the Central Works Council regarding such proposed remuneration policies and the proposed amendments to the articles of association of the Company, including the verbatim text and clarification, are available on the Company's website www.nn-group.com/agm. These documents are also available for inspection at the Company's office, Prinses Beatrixlaan 35, 2595 AK The Hague, the Netherlands, where copies can be obtained free of charge.

If you wish to receive copies of the meeting documents, please contact NN Group External Communications, tel. +31 (0)70 513 03 03 or via email external.communications@nn-group.com. The documents can also be obtained from ABN AMRO Bank N.V. ('ABN AMRO'), Corporate Broking, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, tel. +31 (0)20 383 5454 or via email AVA@nl.abnamro.com.

Record date

Shareholders may participate in the general meeting, exercise voting rights and ask questions on any agenda item if they hold shares in the share capital of the Company on 30 April 2020 after the processing of all settlements as at this date ('Record Date').

Voting instructions and proxy

Shareholders who are entitled to exercise voting rights can grant an electronic proxy with voting instructions via www.abnamro.com/evoting or through the intermediary in whose administration the shareholder is registered as holder of shares of the Company ('Intermediary') from 1 May 2020 and no later than 21 May 2020, 17:00 CET. The electronic proxy with voting instructions will be granted to Ms M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her deputy, and includes the right of substitution. The Intermediary must provide ABN AMRO no later than 22 May 2020, 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 concerned at the Record Date, as well as the full address details of the shareholder concerned in order to be able to verify the shareholding on the Record Date in an efficient manner. Alternatively, a written power of attorney form can be downloaded from www.nn-group.com/agm, including further instructions.

Questions on agenda items

Shareholders who are entitled to and wish to ask questions on any agenda item, can submit these in advance through this form no later than 25 May 2020, 10.00 CET.

Shareholders who made use of the possibility to ask questions in advance, may also ask follow-up questions on the agenda items during the general meeting by electronic means. These shareholders will receive further instructions prior to the general meeting.

The questions will be answered during the general meeting and the answers will be available on the Company's website www.nn-group.com/agm.

Contact us

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For further information on NN Group, please visit our corporate website or contact us via external.communications@nn-group.com

