

2017 AGM resolutions

Resolutions of the annual general
meeting of NN Group N.V., held on
1 June 2017



4.A. Proposal to adopt the annual accounts for the financial year 2016

overview votes:

number of shares for which votes have been validly cast	211,561,037
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,561,037
number of votes cast "in favour"	211,540,959
percentage of votes "in favour" (rounded)	99.99%
number of votes cast "against"	20,078
percentage of votes "against" (rounded)	0.01%
number of votes withheld	153,008

4.C. Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	211,651,042
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.20%
number of validly cast votes	211,651,042
number of votes cast "in favour"	211,559,818
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	1,224
percentage of votes "against" (rounded)	0%
number of votes withheld	153,003

5.A. Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2016

overview votes:

number of shares for which votes have been validly cast	211,558,928
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,558,928
number of votes cast "in favour"	209,778,385
percentage of votes "in favour" (rounded)	99.16%
number of votes cast "against"	1,780,543
percentage of votes "against" (rounded)	0.84%
number of votes withheld	155,117

5.B. Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2016

overview votes:

number of shares for which votes have been validly cast	211,559,169
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,559,169
number of votes cast "in favour"	209,778,385
percentage of votes "in favour" (rounded)	99.16%
number of votes cast "against"	1,780,784
percentage of votes "against" (rounded)	0.84%
number of votes withheld	154,876

8.A. Proposal to appoint Robert Ruijter as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	211,559,524
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,559,524
number of votes cast "in favour"	209,675,570
percentage of votes "in favour" (rounded)	99.11%
number of votes cast "against"	1,883,954
percentage of votes "against" (rounded)	0.89%
number of votes withheld	154,521

8.B. Proposal to reappoint Clara Streit as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	211,559,524
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,559,524
number of votes cast "in favour"	196,623,814
percentage of votes "in favour" (rounded)	92.94%
number of votes cast "against"	14,935,710
percentage of votes "against" (rounded)	7.06%
number of votes withheld	154,521

9.A. Proposal to amend the remuneration for the members of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	211,484,266
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.15%
number of validly cast votes	211,484,266
number of votes cast "in favour"	211,212,284
percentage of votes "in favour" (rounded)	99.87%
number of votes cast "against"	271,982
percentage of votes "against" (rounded)	0.13%
number of votes withheld	229,779

9.B. Proposal to approve an increase of the variable remuneration caps in special circumstances

overview votes:

number of shares for which votes have been validly cast	211,418,559
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.13%
number of validly cast votes	211,418,559
number of votes cast "in favour"	209,984,184
percentage of votes "in favour" (rounded)	99.32%
number of votes cast "against"	1,434,375
percentage of votes "against" (rounded)	0.68%
number of votes withheld	295,486

10. Proposal to amend the articles of association of the Company

overview votes:

number of shares for which votes have been validly cast	210,350,026
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	63.81%
number of validly cast votes	210,350,026
number of votes cast "in favour"	202,932,360
percentage of votes "in favour" (rounded)	96.47%
number of votes cast "against"	7,417,666
percentage of votes "against" (rounded)	3.53%
number of votes withheld	1,364,019

11.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	211,560,219
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,560,219
number of votes cast "in favour"	189,866,277
percentage of votes "in favour" (rounded)	89.75%
number of votes cast "against"	21,693,942
percentage of votes "against" (rounded)	10.25%
number of votes withheld	153,826

11.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	211,559,184
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,559,184
number of votes cast "in favour"	178,478,100
percentage of votes "in favour" (rounded)	84.36%
number of votes cast "against"	33,081,084
percentage of votes "against" (rounded)	15.64%
number of votes withheld	154,861

12. 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	211,501,619
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.16%
number of validly cast votes	211,501,619
number of votes cast "in favour"	208,745,177
percentage of votes "in favour" (rounded)	98.70%
number of votes cast "against"	2,756,442
percentage of votes "against" (rounded)	1.30%
number of votes withheld	212,426

13. 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	211,560,174
percentage of issued share capital on record date (4 May 2017) that was represented by the number of shares for which votes have been validly cast (rounded)	64.18%
number of validly cast votes	211,560,174
number of votes cast "in favour"	211,458,379
percentage of votes "in favour" (rounded)	99.95%
number of votes cast "against"	101,795
percentage of votes "against" (rounded)	0.05%
number of votes withheld	153,871

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