
Algemene Vergadering van Aandeelhouders
delta lloyd
21 mei 2015
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Seven hundred sixty-three shareholders were in attendance, either in person or through representation. They represented a total of 118,423,893 ordinary shares and 10,021,495 preferred shares, equivalent to 56.29% of the voting shares of the issued capital.

I – Opening an announcements

The **Chair** opened the General Meeting of Shareholders and welcomed everyone. All of the members of the Executive Board and the Supervisory Board were in attendance, with the exception of Jan Haars who was unable to attend due to illness. The meeting was announced by press release on 9 April. The invitation, the agenda and the related documents for this meeting were published on the same day and placed on the website of Delta Lloyd. The registration date was 23 April 2015. All of the formal requirements for calling this meeting have been met, as a result of which this annual meeting is competent to make legally binding decisions. The Chair requested the Secretary of the company to take minutes of this meeting.

The working language of this meeting was Dutch but simultaneous translation into English was provided. Those who wished to do so could address questions or comments in English. During the meeting, an electronic system was used for voting procedures. The notary, Ms Leemrijse, explained the voting procedure and conducted the voting. Ms Leemrijse received a number of electronic proxies via ABN AMRO e-voting, in addition to other proxies and voting instructions, for the various decisions to be voted on. These votes were entered into the electronic voting system in advance.

Mr **Van Leeuwen** asked whether 100% the votes that Ms Leemrijse received were from ABN AMRO or whether they relate to “and/or accounts”. He also noted a distinction that the Association of Stockholders (VEB) makes among its members with respect to “and/or accounts” and whether a couple is married under a prenuptial agreement, and stated that some votes would not be legally valid.

The **Chair** stated that Delta Lloyd would not enter into a discussion concerning the internal discussion at the VEB.

Ms **Leemrijse** explained that the votes received via the ABN AMRO e-voting system were votes from shareholders who were not present in the room for a variety of reasons and who therefore issued voting instructions.

With respect to the ongoing dispute with De Nederlandsche Bank (DNB), the **Chair** stated that, in the preparations for this GSM, Delta Lloyd took cognizance of the recommendation from proxy consultant ISS not to discharge the Executive Board due to the difference of opinion with DNB. That signal was taken very seriously, of course, and as a result of a conversation with ISS, Delta Lloyd understood that it is possible that part of that recommendation was motivated by our Annual Report, which was not clear enough about the standpoint of the Supervisory Board with respect to the difference of opinion between Delta Lloyd and DNB. For that reason, the Chair will set out the context and timeline clearly once again.

On 2 July 2012, DNB instituted a fixed calculation interest for calculating insurance obligations with a duration of more than 20 years. In the week prior to the institution of the calculation interest - the UFR - Delta Lloyd had decided to reduce the hedge on its interest rate risk. In the second half of 2013 - i.e. a year later - DNB investigated whether the decision-making of Delta Lloyd in 2012 was in keeping with the requirements placed on the so-called controlled operations. DNB completed that investigation at the end of 2014. DNB is of the opinion that the decision-making at Delta Lloyd with respect to reducing the hedge of the interest rate risk was careless. DNB is of the opinion that Delta Lloyd should not have reduced the hedge at that time, and that doing so was not in line with the Delta Lloyd's risk policy. DNB believes that Delta Lloyd acted on the basis of confidential information for the purpose of self-enrichment. DNB places its conclusions within the context of its critical perception of risk management at Delta Lloyd. DNB therefore imposed penalties totalling EUR 22.8 million on Delta Lloyd Levensverzekeringen, EUR 1.2 million of which was a fine and EUR 21.6 million was benefits received. DNB then asked Delta Lloyd to dismiss its CFO by 1 January 2016. That is DNB's position with respect to the events of June 2012.

When, in the summer of 2013, Delta Lloyd was informed by DNB about the intention to carry out an investigation, the Supervisory Board (SB) immediately started its own investigation, supported by legal and accountancy experts. The SB's investigation was completed in December 2013, well before the conclusions of DNB were known. Based on our own investigation, we concluded that the actions of Delta Lloyd were in line with the risk policy in effect at the time and that no legislation or regulation was infringed. The SB did find that improvements were necessary in risk awareness, compliance and internal governance. Adequate measures have since been implemented. One of these measures was the appointment of a CRO. This appointment is to be discussed today.

Another measure is a reduction on the variable compensation received by the members of the Executive Board over 2012. Those measures were taken at the initiative of the SB, well before DNB had completed its investigation. The decision concerning the variable compensation means that the variable compensation received by the SB over 2012 would be reversed ex post facto by means of a reduction of the variable compensation in 2013 and by not paying the instalments that should have been paid out in 2014 and 2015. A decision has yet to be taken with respect to the fourth instalment, which will be an issue for discussion in 2016.

The SB has a fundamental different opinion than DNB concerning the context, the conclusions and the measures. The SB and DNB are in agreement about the facts of the matter; they are both talking about the same actions, but the conclusions of the SB are different than those of DNB. In the opinion of the SB the standpoint of DNB is not consistent with the facts as the SB has determined them and as DNB also determined at a later stage. Delta Lloyd feels that the measures are based on incorrect assumptions or conclusions and believes that the measures are disproportional . This is why the SB has decided to bring the matter before a court and ask a judge for an impartial ruling on the explanation of the facts. The SB has no doubt that, in taking such a step, it is continuing to act in the interests of all stakeholders. In short, Delta Lloyd has filed an appeal against the fine and against the directive from DNB to dismiss Emiel Roozen. We expect the cases to come before the court this summer and we expect rulings after the summer.

The Chair emphasised the fact that Emiel Roozen enjoys the support of the complete SB. He was reappointed to his position in 2014, with due notification to DNB. This was raised at the previous GSM. The SB has full confidence in Emiel Roozen and in the complete Executive Board. Delta Lloyd regrets the way things have gone, of course, but does not see any alternative to having an impartial third party - a judge - rule on this difference of opinion. In light of the ongoing legal proceedings and the legal position of Delta Lloyd, we are not able to discuss this case in more depth during this GSM.

Mr **Spanjer** asked when the hearing will take place.

The **Chair** said that he was unable to announce the date because to do so would not be in Delta Lloyd's interests.

Mr **Keyner** (VEB) asked whether it is a good idea to litigate against DNB, even if Delta Lloyd believes that it is in the right.

The **Chair** explained that Delta Lloyd considered everything very carefully before deciding to take legal steps.

Mr **Wijers** noted that he is very appreciative of the fact that the SB continues to support Mr Roozen.

II – Annual Report 2014

Using a presentation with slides, Mr **Van der Noordaa** discussed Delta Lloyd in 2014. He stated that Delta Lloyd turned in a good commercial result under challenging circumstances. The annual premiums in the Life insurance sector have risen by 23%. Delta Lloyd also has a strong track record in cost control. The operational result was somewhat disappointing, however. The low interest rates are having a great impact, especially on the investment returns and the life insurance sector. Return on Equity performed well. It was a difficult year, but Delta Lloyd came through it well, and has also grown substantially in the pension sector.

Mr Van der Noordaa stated that, due to the long-term obligations of an insurance company, prudent capital management is essential, certainly under difficult circumstances such as low interest rates. Prudent capital management is a 'licence to operate'; it communicates confidence to shareholders, customers and employees. Equity capital declined last year. The capital was increased again through several focused activities, including a stock issue in March 2015. Measures were also taken in products and hedges, and a loan was issued. Delta Lloyd is preparing for Solvency II.

Mr Van der Noordaa took some time to discuss customer satisfaction and said that all of the Delta Lloyd products have retained the Customer-focused Insurance (*Klantgericht Verzekeren*) certification. There is room for improvement concerning customer satisfaction. Delta Lloyd intends to focus on online, simple products and customer-friendly processes.

With respect to Delta Lloyd's life-insurance sector, Mr Van der Noordaa stated that the annual premiums were developing well. The pension landscape is changing, with a shift to less capital-intensive pension schemes. Delta Lloyd is responding well to the shift from 'defined benefit' to 'defined contribution' by offering new products. Mr Van der Noordaa also referred to BeFrank, the market leader in the PPI market segment, with more than EUR 400 million in assets under management. The profitability of Life was good in 2014; the new-business margin rose to 3%.

The Non-Life group showed a good result with respect to the combined ratio. There has been a structural improvement in Non-Life at Delta Lloyd over the past few years. A number of unprofitable products and services were eliminated. Non-Life is in a very competitive market in the Netherlands. Delta Lloyd has become more efficient, the risks are priced better and claims management has improved. In addition, customer satisfaction has remained high.

Mr Van der Noordaa stated that Asset Management is important for Delta Lloyd because this is where all of the insurance investments and funds are managed, both for Delta Lloyd and for third parties, in other words retail and institutional. There was a net outflow of EUR 200 million from retail funds and institutional mandates, primarily because many people want to invest in stocks rather than in fixed income. Fixed Income of Delta Lloyd Asset Management was again crowned with Morningstar awards, it should be noted. Delta Lloyd Asset

Management is exploring collaborative ventures with other parties to provide the right products to our customers.

Delta Lloyd Bank has expanded its mortgage activities. This is being done in a controlled fashion and with a sound risk profile; mortgages are excellent investments for the Life Balance for Delta Lloyd. Savings are stable at EUR 5.2 billion. Bank savings (tax-efficient blocked bank savings for mortgages or pensions) has increased by 8% to EUR 2.1 billion. The net interest margins in the Netherlands have improved.

Mr Van der Noordaa said that non-core activities are being sold to strengthen the focus on the core business in the home markets of the Netherlands and Belgium. Delta Lloyd Bank België is being sold to Anbang Insurance Co Ltd. The transaction will be completed when the oversight authorities give their approval. Delta Lloyd Deutschland is being sold to Athene Holding Ltd. This transaction is expected in the second half of the year, subject to the approval of the German oversight authority, BaFin.

Mr Van der Noordaa discussed how Delta Lloyd intends to implement sustainability in its operations. In our relationship with customers, we must ensure that we offer products and services with a long-term perspective, and that we respond to new developments such as insuring shared property and electric cars. An investigation is also being conducted into how the investment policy can be taken to the next level in terms of sustainable and responsible investments. Mr Van der Noordaa said that approximately 700 Delta Lloyd volunteers are helping with poverty alleviation activities in the major cities. This work is being done through the Delta Lloyd Foundation.

Mr Van der Noordaa also talked about the annual personnel job satisfaction survey. Delta Lloyd employees are positive about their immediate superiors, about their prospects for personal development and the opportunities they have for further training. The employees are proud of the fact that customer interests are rooted deeply in Delta Lloyd's corporate DNA. Points for improvement include communication by senior management and the fact that people are eager to get more involved with the company's vision of the future.

Mr Van der Noordaa noted that competition in the Dutch insurance market has increased. Furthermore, the sector is in the midst of a transformation as a result of the new solvency regimes, such as Solvency II which entails many uncertainties. All insurance companies are suffering from the current low interest rates. A recent DNB report concluded that the sector is more ambitious and sees more opportunities than the oversight authority does. There is a great deal of ambition in the sector, but it is in a market that is not growing strongly. Mr Van der Noordaa believes that Delta Lloyd enjoys a solid position in the market.

Delta Lloyd handled the usurious policies dossier well by communicating openly with stakeholders early on. Agreements were made with a great many customers to resolve the issues.

In the area of customer orientation, Delta Lloyd has taken some good steps in terms of 'Customer Interests at Heart' (*Klantbelang Centraal*), but there is still some way to go with respect to simplicity and speed of service; Delta Lloyd needs to take the interaction with the intermediary to the next level in the new online world. Mr Van der Noordaa is positive concerning the highly motivated and professionally developed and enthusiastic employees at Delta Lloyd, who do everything they can to serve our customers as well as possible.

Mr Van der Noordaa summed up by stating that Delta Lloyd is well positioned in its home market, both in the Netherlands and Belgium. Following the sale of non-core activities, there is now greater focus on the activities that Delta Lloyd needs to move forward. Work is ongoing internally on the Strategy 2020. He said that a revolution is not to be expected; it will be more of a sensible evolution in which successful positions are expanded further and more solidly anchored. More will be told about Strategy 2020 at the end of this year. Mr Van der Noordaa thanked the shareholders and all of the stakeholders warmly for the confidence they have shown in Delta Lloyd and said that he is very grateful that he has the privilege of leading this company.

Mr **Rienks** asked whether Delta Lloyd is able to reserve capital for expansion and to develop new activities. With respect to the reinsurance of long-life risk, he asked how the American reinsurer can assume the excessive costs in this regard. He also wanted to know whether it still makes sense to continue to be both a life and non-life insurance company.

Mr **Van der Noordaa** answered that Delta Lloyd is moving towards a new capital system and that an Internal Model has just been submitted to De Nederlandsche Bank. Due to the complexity of this model, Mr Van der Noordaa does not think it is wise to allocate funds at this time for major new projects. Delta Lloyd continues to facilitate growth in the existing markets. Once the new capital model is stable, we will then look into whether there is scope for taking large steps. With respect to the question of whether Delta Lloyd wants to continue to be both a non-life and life insurance company, Mr Van der Noordaa answered that it is important for an insurance company to have scale; furthermore, Non-life and Life provide portfolio diversity. They are different markets with different cycles and the figures from the past year show that Non-life has become a more important component. The expertise and the strength of Delta Lloyd are found in these markets. Delta Lloyd has left the markets where its performance was less solid.

Mr **Roozen** explained that, normally speaking, the long-life risk diversifies with the short-life risk, but that Delta Lloyd now has more long-life than short-life risk. The hedge that Delta Lloyd has taken out helps in this area, and will continue to have a positive effect in a new capital system. The other party to the hedge probably had much more short-life than long-life risk. For that party, it could be very favourable to take on more long-life risk in its books. He also said that Delta Lloyd looked at that transaction very critically and the decision was considered very carefully before being made.

Mr **Van Leeuwen** wanted to know what the coverage ratio is for pensions and what the solvency picture looks like.

Mr **Roozen** answered that the coverage ratio for Delta Lloyd's own pension fund is 131%.

With respect to the sustainability strategy, Mr **Taverne** of the Association of Investors for Sustainable Development (VBDO) asked whether concrete operational objectives are included that will be reflected in the key performance indicators, target figures and target values for 2020 and/or whether integrated reports will be produced covering these aspects. His second question concerned the assessments of Delta Lloyd in the area of the environment, social, governance, and the ESG framework that Delta Lloyd has developed. The Annual Report states that this concerns 63% of the portfolio. He believes that the percentage should be 100% and asked when that will be achieved. His third question related to sustainable energy in relationship to the Delta Lloyd portfolio; he wanted to know what the strategy is in this context.

Ms **De Graaf** answered that Delta Lloyd is working to create an integrated report next year. In keeping with the standards that people have come to expect from Delta Lloyd, the company is involved in extensive discussions with stakeholders about the conditions that must be met. The intent is to provide a number of KPIs and objectives and to prioritise them. Delta Lloyd has a strong ambition for 2020, as Mr Van der Noordaa indicated in his earlier presentation.

With respect to the 63% of assets under management, Ms De Graaf stated that a distinction is made between responsible investments and investments in matters that also have a sustainable positive impact. Delta Lloyd is scoring 63% now in responsible investing, partly because Delta Lloyd also has a reasonably strong share of mortgages among its total assets under management. Delta Lloyd still has to determine whether they meet all of the requirements for 'responsible'. Delta Lloyd is striving to be at 100% responsible by the end of this year. The ambitions go even further, however. Delta Lloyd is very busy at the present time with the countries policy. With respect to oil, natural gas, construction and also human rights, Delta Lloyd is looking very closely at how to deal with these factors more effectively. Delta Lloyd hopes to be able to take steps in the coming year towards realising a truly sustainable impact.

With respect to fossil fuels, Delta Lloyd has a clear ambition to move further. Delta Lloyd is working very hard on reducing its own carbon footprint. The Toorop Building is a good example of these efforts. It is a complete cradle-to-cradle project, with agreements being made as part of the building's renovation on the reuse of materials when they reach the end of their useable life. The number of solar panels has been increased significantly, and Delta Lloyd is also investigating how it can play a role as an insurance company in increasing its contribution to the circular economy. Delta Lloyd is the market leader in insuring off-shore wind-turbine parks. These parks are currently providing renewable energy to approximately 7 million European households. Delta Lloyd is striving to contribute to the development of other types of renewal energy as well, in addition to off-shore. With respect to fossil fuels, Delta Lloyd is currently developing policy to reduce negative impact.

Mr **Keyner** (VEB) asked how Delta Lloyd will make money in the future and to what degree reducing Delta Lloyd's risk profile limits the chance for higher returns, particularly for investors. In addition, he has noticed that the strategy set out in the Annual Report does not appear to include any clear choices. He did find the scenario analysis for 2030 in the Annual Report to be very good. He would like to know how the current strategy fits with the scenario analysis.

Mr **Van der Noordaa** answered that Delta Lloyd is adjusting to the new world with a different capital model - Solvency II - in which asset allocation is structured quite differently than it had been in the past. The capital requirements in the area of shares and private equity are also fundamentally different. Risk and return have to stay in balance. If Delta Lloyd takes a bit more risk, it must be able to absorb the risk in both good times and bad. In addition, there is currently a societal trend moving from 'defined benefit' to 'defined contribution'; this is a trend among employers who can no longer allow themselves to give guarantees and to take on commitments extending over many years. Delta Lloyd has made a good transition in which the customers are being supported in the move from the old world to the new world that is dawning. The hybrid product that was introduced last year, in which an employer still has the choice of building up pension rights for his employees in either 'defined benefit' or 'defined contribution' is an example of this transition. The business model is changing slowly. At the same time, defined benefits will continue. Delta Lloyd will continue to administer and support all of the accumulated entitlements for decades to come. Nevertheless, Delta Lloyd is responding to a changing environment and adapting to it.

Mr Van der Noordaa said that the scenario analysis in the Annual Report is an aid to help us look beyond only the next two or three years. The five pillars of the strategy in the Annual Report are being revised. The intention is to have defined them more clearly before the end of this year. The scenarios will certainly be used in the process.

Mr **Spanjer** referred to the Annual Report and asked how Delta Lloyd expects to increase its market share and would like to know which countries are to be involved. With respect to the results, he also asked when Delta Lloyd will enjoy favourable commercial winds.

Mr **Van der Noordaa** answered that Delta Lloyd is operating in two countries and that it is important that it be big enough to achieve efficiency and to be relevant in the markets where it is operating. With respect to the pension activities, Delta Lloyd is currently number one in terms of new production and new business The most important thing, however, is to ensure that what is being brought in is profitable and that the client is being served well. Currently, 45% of the new premium is being brought in by Delta Lloyd because intermediaries find Delta Lloyd to be a good partner to do business with and the end-customer is being served appropriately. This is certainly in line with our intentions. In Non-life, this varies per component, but it is Delta Lloyd's ambition to attain a position in the top five in this sector, too. There are still some steps to be taken in Belgium. The developments there relate to specific niches. With respect to the company in Belgium, following several takeovers, the costs, the efficiency and the platform have to be improved first, but there may be opportunities to expand the portfolio there over time.

With respect to the first quarter, Mr Van der Noordaa said that Delta Lloyd has turned in a very decent result. There is good growth in new premiums. Capital has been strengthened.

Mr **Vreeken** (We Connect You Public Affairs & Investor Relations) was curious to know whether Tesla cars will be introduced at Delta Lloyd and mentioned the number of new solar panels at Delta Lloyd. With respect to poverty alleviation efforts, he mentioned the Upfall shower that uses 90% less water and 90% less natural gas. He also thinks that there is large market for insurance against cybercrime.

Ms **De Graaf** confirmed that 350 solar panels have now been installed on the buildings in Amsterdam. She also said that Delta Lloyd is a major insurer of Teslas and that if a taxi is used on company business, it is a Tesla.

Mr **Verstegen** answered that Delta Lloyd is currently investigating whether it is worthwhile to insure against cybercrime. On the other hand, cybercrime is a real danger for Delta Lloyd as well. Delta Lloyd protects itself against cybercrime by means of the measures outlined in the information security policy. With cybercrime developing so quickly, Delta Lloyd continues to invest in this area and will do everything it can to protect itself from cybercrime attacks.

Mr **Cook** asked whether the integrity policy of Delta Lloyd had changed. He referred to the most recent Annual Report, which contained the phrase "focus on integrity" rather than as in previous Annual Reports "particular focus on integrity" and wanted to know the background to this change. He also wanted to know whether Delta Lloyd embraced the principles from the Bank Code and the principle of integrity *in spirit* and *throughout the company*. He also asked for clarification concerning the accumulation and reduction of the interest of Delta Lloyd in Ballast Nedam, a company where Mr Kottman, who was the Chairman of the Supervisory Board of Delta Lloyd until 2013, had been on the Executive Board until 2007.

The **Chair** answered that there have been no changes to Delta Lloyd's integrity policy. He also answered that Delta Lloyd has reduced its share in Ballast Nedam and that this is no longer a subject for discussion by the Supervisory Board. With respect to the principles of integrity, the Chair stated that Delta Lloyd complies with them and endorses them fully.

Mr **Rienks** asked whether Delta Lloyd thinks that the trend of European banks and insurance companies will return, which was very clearly the case around the year 2000. If this proves to be the case over the next few years, hoe does Delta Lloyd intend to respond?

Mr Rienks also wanted to know whether Delta Lloyd was prepared for a turnaround from the extremely low interest rates.

Mr **Roozen** answered that quantitative easing had a major impact on long-term insurance obligations. When the turnaround to higher interests rates will take place is unknown, but analysts at Delta Lloyd are keeping their finger on the pulse of the markets.

Mr **Roozen** noted that he has also noticed the trend to the return to European insurance. In both the Life and the Non-life sectors, but especially in the Life sector, there is much less synergy than had been supposed. Life systems are determined to a large extent by social legislation and regulation in specific countries and, in the opinion of Delta Lloyd, the synergy benefit is often overestimated.

Mr **Keyner** (VEB) asked for more explanation about the change to the definition of 'operational profit'. In addition, he asked whether Delta Lloyd would succeed in achieving an increase in net profit for investors over the long term. Mr Keyner also wanted to know how Delta Lloyd was going to earn money in BeFrank, so that it would also be profitable for the shareholders.

Mr **Roozen** said that the definition of the operational result was changed following feedback from the shareholders. They had indicated that, in the old situation, Delta Lloyd had worked with a long-term investment result, which gave a normalised return result; there should be a closer relationship with the result that has actually been earned, however.

Mr **Van der Noordaa** did not believe that it was a good idea to give forward-looking statements about profit levels. He did say that the ambitions of Delta Lloyd will be shared with the market at the end of this year or the beginning of next year when the new strategy is communicated.

He discussed the benefits of BeFrank, including the customer-friendliness of the product and its quality, and the fact that not very much capital needed to be reserved for it. Scale had to be created, however. It is a different revenue model and it is therefore important to deal with the infrastructure efficiently and effectively, and volume needs to be created.

Mr **Taverne** referred to a proposal that was raised at the shareholders meeting at Shell, and stated that large companies in the Netherlands are working with the social and environmental profit and loss account in the non-financial risks, and are endeavouring to make revenues accountable and verifiable. In view of the fact that, as an investor, Delta Lloyd would benefit if the companies that it invests in also are aware of those risks and opportunities, he asked whether Delta Lloyd was involved with any such pilot projects. His second question concerned the social risks that companies run and that could also have a negative impact on them. In the context of international treaties, such as the OECD guidelines for multinational enterprises, as well as the UN guiding principles on business and human rights, businesses are supposed to institute complaints mechanisms that people who have been affected by the construction of a dam or a mine can resort to in order to lodge a complaint in a reliable manner. That could also have an impact on the value of the companies and, therefore, on the investments. Mr Taverne asked whether Delta Lloyd had asked those companies whether they have such a complaints mechanism in place in accordance with various international frameworks, and in which Delta Lloyd is also involved.

Ms **De Graaf** said that the answer to the last question was ‘yes’. The various parties are certainly discussing this topic. Delta Lloyd feels this is important. With respect to the proposal raised at the Shell shareholders meeting, De Graaf answered that Delta Lloyd does not know anything about the proposal and would like to know more. She said that the first priority for Delta Lloyd was to continue to treat its policyholders well. In that context, reviews of the sustainability policy are taking place all the time.

With respect to the sale of the bank in Belgium to Anbang, Mr **Cook** asked whether the delay in the approvals process by the oversight authorities is due to the Chinese or the Belgian oversight authorities.

Mr **Van der Noordaa** said that everything with respect to the sale of the bank in Belgium is going according to schedule. Two oversight authorities have to give their approval, beginning with the ECB. The Chinese oversight authority must also give Anbang permission.

III – Implementation of compensation policy 2014

Mr **Ruijter** explained that the General Meeting in 2013 approved Delta Lloyd’s variable compensation plans. They remained in force in 2014 with no change.

The maximum achievable variable compensation in 2013 was halved, i.e. the members of the Executive Board could achieve a maximum variable compensation level of 50% of the fixed annual salary at the ambition level. This had been 100% in the past. The maximum variable compensation at the outperformance level therefore became 75%. This had been 150% in the past.

To protect the interests of the shareholders, it was decided at that time to pay the variable compensation in shares only. Up to that point, half had been paid in shares and the other half in cash. This variable compensation is then paid out in four instalments: half at the end of the performance period, which is one year, and the other half in three equal instalments over the next three years. The payment is done entirely in shares, which the recipient is required to retain for at least five years after the performance year - the so-called lock-up period - before the shares may be sold.

The performance criteria and objectives are direct results of the operational and strategic agenda of Delta Lloyd Group, with due regard for the interests of the various stakeholders, including customers, employees, and shareholders. By linking the performance objectives to the long-term interests of Delta Lloyd Group, the compensation policy contributes to the success of the Delta Lloyd Group strategy. Inasmuch as the Executive Board is collectively responsible for the management of Delta Lloyd Group, 15% of the directors' variable compensation is determined on the basis of individual targets and 85% on the basis of group targets. In 2014, the members of the Executive Board achieved an average performance score of approximately 60%. Mr Ruijter also said that the structure of the Remuneration Report was improved in the past year.

The amount of the fixed and variable compensation was benchmarked against relevant external markets, i.e. a peer group of financial institutions and a cross-industry group with companies that are comparable on several criteria with Delta Lloyd Group. When choosing the compensation levels to be used for Delta Lloyd Group, the median of the two benchmarking groups was used. Hay Group, the compensation advisor for the Supervisory Board, recommended reviewing the composition of the companies included in both of the so-called peer groups. The composition of the cross-industry group and the financial services group dates from 2009 and has not been revised since that time. Due to a number of changes within the selected companies as a result of splits, takeovers and mergers, a number of the companies no longer met the applicable criteria. These adjusted peer groups are shown in Annex 1 to the agenda of the GSM.

In the cross-industry group, Wereldhave, Corio, Air France – KLM, SNS REAAL, ASML, Nutreco and Reed Elsevier have been replaced by NN Group, KPN, Arcadis and TomTom. In total, 15 Dutch AEX and AMX companies are included in this peer group.

The financial services group now consists of 16 international companies from the eurozone, the Benelux and Scandinavia. The financial services group had had 11 companies, but 14 is recommended for a better comparison. The number of companies in the financial services group increased from 11 to 16. The focus in that peer group is on insurance companies and the large Dutch banks. Ageas and AXA Belgium from Belgium, Vienna Insurance Group from Austria, and Sampo from Finland are now part of this peer group. ING Bank Nederland has also been included. The British and Swiss companies have been removed from the peer group, as have several smaller Dutch banks. Legal & General and Standard Life from the United Kingdom are no longer in the peer group. The same applies to Swiss Life, from Switzerland. The Dutch companies SNS REAAL, LeasePlan and Van Lanschot are no longer included. The benchmark that was carried out shows that the compensation that the Executive Board receives is at or under the medians of both of the peer groups even after the aforementioned changes.

The structure of the variable compensation changed on 1 January 2015. The variable compensation was reduced to a maximum of 20% at ambition level, which is being compensated - as per the decision of the General Meeting of 2013 - in the fixed salary with a conversion factor of 37%. In the General Shareholders Meeting held on 23 May 2013, it was decided to reduce the variable compensation for the Executive Board by half, with an increase in the fixed salary implemented on the basis of the average conversion factor of 37% from fixed to variable as calculated by the Hay Group. At that meeting, it was also decided to adjust the fixed salary again in the event that the variable compensation was to be maximised at 20% of the fixed salary, with the conversion rate being the same 37%. That would keep the total compensation at or under the median of the two relevant reference markets. The Supervisory Board has decided not to implement a regular increase of the salaries but only to increase the salaries with the conversion factor for the reduction of the variable compensation. When Hans van der Noordaa was appointed, the maximisation of the variable compensation at 20% had already been taken into account.

To protect the interests of the shareholders as important stakeholders of Delta Lloyd, it has been decided to effectuate the increase exclusively in shares and that the payment of that variable compensation will consist solely of shares. Furthermore, there is a lock-up period of five years for those shares.

Mr **Cook** asked for clarification on the payment by Delta Lloyd to Mr Hoek upon his departure or contract termination, partly in light of a letter from DNB concerning this subject and a ruling by the court earlier this year. He discussed the legal action which Mr Hoek had brought at the court in Rotterdam, in which judgement was pronounced on 18 March. Mr Cook said that in those circumstances he found it strange that Mr Hoek had received a severance payment.

The **Chair** answered that he was unable to say anything about this topic as long as the dispute was subject to court proceedings.

Mr **Keyner** (VEB) stated that he understood the answer from the Chair to Mr Cook's question. Nevertheless, he would like to have a commitment that explanations would be forthcoming as soon as the legal dispute with DNB was resolved.

The **Chair** said that he would publicly report on any relevant details.

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Mr **Keyner** (VEB) wonders whether, in the context of the legal limitation of the variable compensation, the solution to increase the fixed salaries pro rata with a certain devaluation (and then also in the form of shares) was in keeping with the spirit of the law.

Mr **Ruijter** answered that the decision had been taken by the General Meeting two years ago to provide remuneration in this way, and the Supervisory Board believes that this is fair and consistent with the controlled remuneration policy.

The **Chair** stated that it is difficult to explain to foreign shareholders that the variable compensation allowed in Europe is 100% while it has been reduced to 20% in the Netherlands. These shareholders ask whether there is sufficient alignment between the management of the company and the shareholders. The variable compensation is linked to targets and is issued in shares with long retention periods. This gives alignment with the shareholders. The Chair also stated that the Supervisory Board was very aware of the fact that the stakeholder model applies in the Netherlands. They have to deal with the interests of the policyholders, the shareholders, and the employees. They have to ensure that the risk profile is prudent. All of the relevant interests have to be weighed against one another. We are convinced that it is exceedingly important for a financial institution like Delta Lloyd to have good access to the securities market. To conclude, the Chair answered that a careful consideration had taken place and that the measures taken can justified.

IV – Annual Accounts 2014

Mr **Koning** (EY) discussed the involvement of EY as the external accountant for the audit in 2014. For this general meeting, Delta Lloyd released him from his duty of confidentiality.

EY read the Annual Report and evaluated it for consistency with the Annual Accounts. EY then examined whether the required corporate governance information was included in the Annual Report. EY issued an assurance report together with the sustainability report. This was drawn up in agreement with the sustainability reporting guidelines G4 from the Global Reporting Initiative. EY's auditing activities have led to sufficient audit evidence to be able to draw a conclusion about the reliability of Delta Lloyd's 2014 Annual Accounts, in accordance with IFRS and the Civil Code. Pursuant to the audit, EY has issued unqualified approval; it has been included in the other information with the Annual Accounts.

Mr Koning said that he gave a presentation last year about the process of control and would be pleased to give an explanation of the new accountant's statement this year. One of the changes is that the audit opinion is now included at the beginning of the statement and is no longer placed at the back. Another important change is that materiality is now being discussed in the statement. Materiality is determined on the basis of a threshold on the basis whereof in the opinion of EY any inaccuracies could have an impact on users' decisions. The scope of the audit was also discussed. Delta Lloyd is a group of companies, Life insurance companies, Non-life insurance companies, and companies abroad. Nearly all of the components are audited by EY, by teams that report to Mr Koning. Only Delta Lloyd Deutschland is not audited by EY; another large accounting firm audits them. The statement also discusses continuity. The management of Delta Lloyd is responsible for preparing the Annual Accounts on the basis of continuity. EY assessed that assumption. They looked at the current funding and liquidity position and the projection for next year. In addition, the solvency of the company and the embedded value were both assessed. The date of appointment of the accountant is also new. It is important because of the new rules in the Netherlands regarding the length of time that an accountant is permitted to work with a company with a public interest. EY was appointed in 2008. The most important change in the statement is that EY explained the key points of the audit in more detail. Those key points were communicated to and discussed with the Supervisory Board. They relate to areas with an increased risk of deviations of material importance as a result of mistakes or fraud, for example. These are areas with significant scope for deviation, such as estimates with a high degree of uncertainty, or significant events that EY devoted extra attention to. The first key point is the fair-value measurement of investments and related disclosures. This concerns the real-value valuations of the investments, especially the valuation of investments that are not publicly listed. This includes such things as real estate investments that Delta Lloyd owns or the mortgage portfolio. EY uses its own valuation specialists for this kind of audit. The valuation of the mortgage portfolio was given a great deal of emphasis over the past year and was discussed at length in the Management Letter in the accountant's report. Points of attention there were further improvements to the substantiation of the valuation assumptions and monitoring the completeness and accuracy of inter-company transactions and inter-company eliminations.

The provisions are shown on the liabilities side of the ledger. This refers to the insurance-technical provisions for policyholders. EY also devoted a great deal of emphasis to that area. The valuation of the obligation is dependent on future pay-outs. This valuation is based on a large number of assumptions in such areas as life expectancy, cost development expectations, buy-outs, etc. In addition, long-term obligations usually have to be discounted against as much risk-free interest as possible. That is a complex matter to audit. EY uses actuarial specialists to do this and they also evaluate the work of the external certified actuary that Delta Lloyd has appointed.

Mr Koning also said that an insurance company must be solvent to be able to meet its obligations to policyholders. In addition, solvency is very important for dividend policy. EY is therefore also diligent with respect to calculating the degree of Delta Lloyd Group's solvency. That is known as the Solvency I or IGD ratio.

With respect to unit-linked exposure, Mr Koning stated that Delta Lloyd had made agreements in the past with interest groups, but there are still some interest groups active with respect to this dossier. In 2014, EY carried out specific audit activities with respect to this point. Among other things, the operation of the complaints process was assessed and the auditors took cognizance of correspondence with consumer organisations. At the same time, EY assessed whether, under the current reporting standards, a provision should be included for this inherent exposure. Due to the sector-wide risk, a specific explanation was included by Delta Lloyd in the Annual Accounts and by EY in the audit statement.

IFRS 10 is the new standard that is mandatory for companies that use IFRS. This standard concerns consolidation. The impact of this standard for Delta Lloyd is that several of Delta Lloyd's current investment funds have to be consolidated together in the balance. The impact on assets and results is limited and Delta Lloyd has included an extensive explanation in the Annual Accounts. EY thoroughly audited the implementation of this new standard.

Mr Koning also discussed the fine that DNB imposed on Delta Lloyd. The decision about the fine was received at the end of December. EY assessed the reporting aspects of this fine. For that purpose, EY consulted both internal and external legal experts. EY concluded that the decision at the end of 2014 not to create a provision was acceptable. EY also determined that the fine was communicated adequately in the Annual Accounts in accordance with IFRS requirements.

Mr Koning concluded by stating that EY also looked critically at the Delta Lloyd's IT environment. EY has specialised EDP auditors for this type of audit. Areas exameined include the IT general controls, i.e. the logical access control, physical access control, change-management procedures, and the back-up and restore procedures. The application controls, the controls that are actually located in the insurance-technical systems, were also tested.

Mr **De Vos** made reference to the report that Delta Lloyd prepared about the issue between DNB and Delta Lloyd and stated that DNB had rejected this report. He wanted to know whether the accountant looked at that report.

The **Chair** answered that the accountant was informed about the investigation that Delta Lloyd had carried out in this context and about the ongoing investigation by DNB. Delta Lloyd did not involve EY as an accountant in the investigation that Delta Lloyd conducted itself; another accountantsfirm was engaged for this purpose. The Supervisory Board drew a number of conclusions, as stated previously. They include conclusions to the effect that improvements were possible mainly in the area of risk-management and compliance. Measures have been taken to effectuate these improvements. This was communicated to the accountant, of course. It is up to the accountant to determine whether there were any weaknesses in the internal governance. It is also up to the accountant to determine whether the Annual Accounts are correct.

Mr **Keyner** (VEB) wanted to know whether the accountant also looked into the impact of the accusations of DNB, including the decision by DNB requiring the CFO to resign. He also wondered whether, in previous years, the accountant made any suggestions or gave any warnings to Delta Lloyd in line with the judgement of DNB with regard to the practices concerned and whether the accountant believes that Delta Lloyd responded appropriately.

Mr **Koning** (EY) answered that the internal controls system of the company are very important for the audit by EY. The Executive Board and the Supervisory Board reported on this matter in the Directors' Report. An in-control statement has also been included in the Directors' Report. The role of EY was to determine whether the information in the Directors' Report and the Report from the Supervisory Board was consistent with the information in the Annual Accounts. It is the primary responsibility of EY to issue an opinion regarding the reliability of the Annual Accounts. In this specific instance, there was a great deal of consultation with the Supervisory Board and the Audit Committee over the past year with respect to the fine procedure. The minutes of the Supervisory Board were read by EY, which checked to determine whether the Supervisory Board had also asked critical questions. Every year, there is a tripartite consultation with DNB during which the audit plans and risk assessments of EY are discussed. EY issues a Management Letter in which the points for improvement for the organisation are discussed. In that letter, EY lists the points for improvement for the organisation. With respect to the points that relate to the reliability of the Annual Accounts, EY issues a qualification of high, medium or low. Points that are assessed as high must be resolved immediately. The Executive Board of Delta Lloyd deals with these points appropriately. In past years, EY made more forward-looking comments with respect to internal governance, risk management and the organisation of compliance structures as a consequence of the new requirements on the basis of Solvency II as from 2016. The comments of EY on this point are in line with the findings of the Supervisory Board.

Mr **Keyner** (VEB) asked whether the accountant was surprised by the ruling of DNB in the dispute with Delta Lloyd and wanted to know whether the accountant had raised these issues with Delta Lloyd in previous years.

Mr **Koning** (EY) answered that it is his responsibility to form an opinion on the reliability of the Annual Accounts. To that end, EY looked at the primary internal control measures which look primarily at ensuring the fairness of the annual accounts and reported on them. The conclusions have been incorporated in the audit opinion.

Mr **Van Leeuwen** said that in moving towards integrated Annual Reporting, non-financial information is increasingly being included in the Annual Accounts. He asked the accountant if he intends to give the same degree of assurance for non-financial data as for the financial information, and when he expects to do so.

Mr **Koning** (EY) said that this will depend on the assignment given to him.

Mr **Roozen** stated that the accountants now base their findings more on the ESG guideline principle. Delta Lloyd wants to move to a higher standard, of course, but the problem is that it is hard to define the KPIs in that area. Where possible, Delta Lloyd will define them, and this will be included in the monthly reporting. This needs to be done thoroughly and formulated according to SMART principles (and be measurable); otherwise, it is difficult for the accountants to evaluate.

Mr **Cook** asked what the accountant thinks about the fact that the sale of the bank in Belgium has been included in the Annual Report as if the transaction has already taken place.

Mr **Koning** (EY) answered that the transaction was incorporated in the Annual Report in accordance with IFRS 5 standards.

The **Chair** moved to bring the Annual Accounts to a vote. Before holding the vote, he stated that 763 shareholders were physically present or represented. They represented a total of 118,423,893 ordinary shares and 10,021,495 preferred shares, equivalent to 56.29% of the voting shares of the issued capital.

The Chair then stated that the 2014 Annual Accounts that were to be voted on had been approved by the Supervisory Board. He then gave the floor to the notary.

The notary, Ms **Leemrijse**, explained how the voting procedure works and called for a vote about agenda item 4a, the motion to approve the Annual Accounts over financial year 2014. 126 million votes for and 19,000 votes against this motion were cast. That represents 99.98%. The **Chair** then stated that the Annual Accounts 2014 were approved.

Mr **Roozen** explained the reservation and dividend policy that was included in its entirety as an annex to the explanatory notes accompanying the agenda. Delta Lloyd strives every year to issue a stable dividend, subject, of course, to Delta Lloyd meeting the internal solvency objectives. Each year an interim and a final dividend are issued under this policy, with Delta Lloyd having the freedom to adjust the ratio of cash dividend to share dividend. Mr Roozen proposed to make an amount of EUR 216 million available as a dividend against the freely distributable reserves. That is equivalent to EUR 1.03 per ordinary share and, after the deduction of the interim dividend of EUR 0.42 per ordinary share paid and issued previously on 4 September 2014, an amount of EUR 0.61 per ordinary share remains. The shareholder can choose between payment of final dividend in cash or entirely in shares. If those present were to choose for a share dividend, they could receive a premium of 2% for doing so.

Following the vote, Ms **Leemrijse** found that nearly 127 million votes in favour this proposal were cast and 251 against, after which the **Chair** concluded that the motion had been carried with 100% of the votes, rounded up.

V – Granting discharge

Mr **Keyner** (VEB) indicated that the VEB would refrain from voting with respect to granting discharge because it does not know whether the control mechanisms failed and, if so, to what degree. The VEB also does not know when investors were informed, correctly or otherwise, about the state of affairs concerning the departure of Mr Hoek.

Mr **Cook** asked the notary whether she considered herself competent to vote now that an important statement had been made which absent voters had been unable to examine.

The notary, Ms **Leemrijse**, replied that she had received the proxies to vote on this item.

The **Chair** stated that there was no question of unequal information. A rebuttal letter had been sent to all shareholders and stakeholders in ISS setting out the same information as during this meeting. The Chair also stated that Mr Hoek, in consultation with the Supervisory Board, had decided to retire.

Following a number of comments by Mr **Cook** concerning the ongoing proceedings between Delta Lloyd and DNB and the question of whether there was a conflict of interest in this matter, the **Chair** stated that during this meeting an account would be given of the policy conducted in respect of 2014. This would include the compensation policy and the way in which the Supervisory Board had supervised the Executive Board. It was also stated that there was a dispute with DNB and the position of DNB had been conveyed. This difference of opinion would not be considered in greater detail now, but had been referred to the court. No further comments would be made on this matter pending the court judgement.

A vote was called with respect to agenda item 5a, motion to grant discharge to the members of the Executive Board. The **Chair** ascertained that with 82,511,173 votes in favour and 41,361,014 votes opposed, the motion was carried with 66.61% of the votes.

Mr **Keyner** (VEB) is disturbed by the fact that, even after the ruling of the court, no openness has been given concerning the reasons for the departure of Niek Hoek. He is also disturbed by the fact that an auditing accountant should treat the shareholders of Delta Lloyd in this fashion. Mr Keyner states that the VEB will vote against the discharge of the Supervisory Board for that reason.

The notary, Ms **Leemrijse**, called for a vote, after which the **Chair** ascertained that the motion to grant discharge to the members of the Supervisory Board was carried by 124,614,223 votes in favour and 2,350,518 votes opposed, representing 98.15% of the votes.

VI – Notification of appointment of member to Executive Board

The Chair announced that the Supervisory Board had decided to create a new position on the Executive Board. The position is that of Chief Risk Officer (CRO). This decision was based on the desire to have a separate reporting line - consisting of risk management, integrity and actuarial affairs - for the Executive Board and thereby to safeguard the importance of these issues in the organisation.

The Supervisory Board is pleased to announce its intention to appoint Ms Annemarie Mijer as a member of the Executive Board for a period of four years to end at the conclusion of the General Shareholders Meeting to be held in 2019.

Following the appointment by the Supervisory Board, Ms Annemarie Mijer will be appointed as CRO on the Executive Board. The Works Council has stated that it will support this nomination. The appointment of Ms Annemarie Mijer has been approved by De Nederlandsche Bank and the Netherlands Authority for the Financial Markets.

As CRO, Ms Mijer will have primary responsibility at Delta Lloyd for the risk-management and integrity framework. The CRO is furthermore responsible for communication on risk policy between Delta Lloyd and the oversight authorities De Nederlandsche Bank and the Netherlands Authority for the Financial Markets.

Following a careful and intensive selection process, the Supervisory Board is convinced that Ms Annemarie Mijer is an excellent candidate for the role of CRO on the Executive Board.

Mr **Van Riet** would like an explanation regarding the salary of Ms Mijer and the collective targets of the Executive Board of 85%.

Mr **Ruijter** answered that there are general targets that apply to the entire Executive Board. For Ms Mijer, a review will be held to determine what is specifically applicable to her.

Mr **Spanjer** said that, inasmuch as Ms Mijer will only have been in the role for part of the calendar year, he assumes that she will receive part of the approved amount and will not be paid as from 1 January 2015.

The **Chair** answered that Mr Spanjer's assumption was correct.

The Chair announced that the Supervisory Board would appoint Ms Mijer as a member of the Executive Board and Chief Risk Officer following the conclusion of the meeting.

VI – Notification of reappointment of member to Executive Board

The Supervisory Board is pleased to announce its intention to reappoint Mr Onno Verstegen as a member of the Executive Board as from today and for a period of four years to end at the conclusion of the General Shareholders Meeting to be held in 2019. The legally required information can be found in Annex IV to the agenda. This is a formal notification of an intention to reappoint.

VIII – Changes to the Articles of Association

With the approval of the Supervisory Board, the Executive Board proposed amending the Articles of Association of Delta Lloyd N.V.

The proposal to amend the articles of association with the separate explanation is attached as Annex V to the explanatory notes accompanying the agenda for this GSM. In the first place, there was a need to clarify the entire text of the articles and to replace some other, obsolete terms. Thereafter, it was proposed to implement a number of other changes of a more technical nature as well as changes due to amended legislation, including the clawback legislation. And finally, it has been proposed to replace the absent and prevented regulation with a more practical scheme. The new scheme provides more flexibility and provides a better way to deal with the allocation of the directors' tasks if a director is absent or unable to fulfil his or her duties. The Supervisory Board can appoint someone to temporarily fill a vacant seat. That is explicitly temporary and preferably not for a period to exceed six months. This period can be used to search for a suitable candidate. This proposal provides more flexibility and a better way to deal with the allocation of the directors' tasks if a director is absent or unable to fulfil his or her duties.

The notary, Ms **Leemrijse** called for a vote. There were 126,796,372 votes in favour and 174,237 votes opposed to the motion. The **Chair** ascertained that the amendment of the articles of association was approved by the General Shareholders Meeting with 99.86% of the votes.

IX – Reappointment of external accountant

The Supervisory Board proposed reappointing EY as the external accountant for the 2015 financial year with the option of extending the appointment for two additional years, subject to a change to the legally required rotation of accountants on 1 January 2016. This legislative proposal has been published and may be consulted on the internet.

Mr **Keyner** (VEB) stated that the VEB will vote against the motion because the accountant refused to answer substantive questions.

The **Chair** stated that Mr Koning indicated that an accountant's audit concerns the Annual Accounts and that the conclusions concerning risk management and compliance are not covered as part of the Annual Accounts. He ascertained that Mr Keyner had initiated a discussion about the scope of an accountant's audit and had attached some far-reaching conclusions to that discussion.

Mr **Spanjer** asked what would happen if the term for the accounts were not extended on 1 January 2016.

Mr **Ruijter** answered that EY will continue to be the accountant for 2015. Should the legislative amendment not take effect on 1 January 2016, Delta Lloyd will have to initiate a search for a new accountant for 2016. The appointment of the new accountant would then take place at the GSM in May 2016.

The notary, Ms **Leemrijse**, called for a vote on this agenda item. There were 126,801,652 votes in favour and 115,097 votes opposed to the motion. The Chair ascertained that the motion to reappoint EY external accounted was carried with 99.91% of the votes.

X – Extending the authority of the Executive Board

On 22 May 2014, the General Meeting extended the designation of the Executive Board as the competent body to decide on the issuance of ordinary shares for the duration of 18 months. This authority also concerns the granting of rights to accepting these ordinary shares. On the aforementioned date, it was also decided to extend the designation of the Executive Board as the competent body to decide on the limitation or exclusion of the pre-emptive right in the event of the issuance of ordinary shares. This authority also includes granting rights to accept these shares. These authorities laps on 22 November 2015 unless they are extended.

The desired extension of the aforementioned authorities for the duration of 18 months makes it possible to respond in the short term to circumstances that call for the issuance of shares. In such an event, the Executive Board can, within the limits of the authority granted, issue ordinary shares without the necessity of calling an Extraordinary General Shareholders Meeting. A decision by the Executive Board to issue shares or to limit or exclude the pre-emptive right in the event of share issuance must be approved by the Supervisory Board. For more details is being referred to the explanation on the agenda. The authority of the Executive Board to issue shares and to limit or exclude the preemptive right in the event of a share issue are limited to the maximum as set out in the explanation on agenda item 10 a. This limitation does not apply to the authority of the Executive Board to pay interim dividend in shares.

More details are available in the explanatory notes accompanying the agenda. A motion was put forward to designate the Executive Board as the competent body for deciding to issue ordinary shares, including granting rights to acquire ordinary shares, and to extend this authority by a period of 18 months commencing on the day of this general meeting. This authority of the Executive Board will be limited with respect to the issuance of ordinary shares to a maximum, as stated in the explanatory notes accompanying the agenda, of 10% of issued capital and by an additional 10% in the event of an issuance in the context of financing a merger, a takeover or a joint venture.

Following the vote, the **Chair** ascertained 117,176,293 votes in favour and 9,792,719 votes opposed. Thus with 92.29% of the votes in favour this motion, the GSM has granted this authority to the Executive Board.

A motion was put forward to extend the designation of the Executive Board as the competent body to decide to limit or exclude the pre-emptive rights that shareholders are entitled to in respect of the issuance of ordinary shares described under point 10a by a period of 18 months.

The notary, Ms **Leemrijse,** called for a vote. There were 112,787,292 votes in favour and 14,179,666 votes opposed to the motion. The **Chair** ascertained that with 88.83% of the votes, the Executive Board was designated as competent body and can decide to limit or exclude the pre-emptive rights that shareholders are entitled to.

XI – Purchase of own shares

On 22 May 2014, the General Meeting authorised the Executive Board to acquire the company's own ordinary shares or share certificates up to a maximum of 10% of the issued capital, for a period of 18 months. This authority ends on 22 November 2015.

A motion was put forward to once again authorise the Executive Board to acquire the company's own ordinary shares or share certificates, on the market or in some other way, for a period of 18 months, to end on 21 November 2016. This authority is limited to 10% of the issued capital. This authority supersedes the authority granted on 22 May 2014. Additional details are available in the explanatory notes accompanying the agenda.

The notary, Ms **Leemrijse,** called for a vote. There were 126,960,907 votes in favour and 7,505 votes opposed to the motion. The **Chair** ascertained that 99.99% of the votes cast were in favour and that the aforementioned authorisation was hereby granted to the Executive Board.

XII – Questions and closure

During the questions session, Mr **Van Praag** asked what the consequences for the shareholders and profitability would be if the decision in the matter with DNB were not to be adjudicated in Delta Lloyd's favour.

The **Chair** stated that he finds it extremely difficult to speculate about this situation. In the worst case, it would mean that we will have to find a new CFO and that we will have to pay a fine. That would not have an impact on operations. The Chair also stated that work is ongoing on building constructive relations with the oversight authorities.

Mr **Van Leeuwen** observed that the VEB appears to consider the compensation scheme as undesirable and asked Ms Leemrijse to bring that to the attention of the notary community.

The **Chair** answered that he would prefer to keep this subject out of the order of the meeting and moved to close the meeting. He thanked everyone warmly for their presence and contribution. The meeting was closed.