

Annual general meeting NN Group N.V. 2020

The Hague, 28 May 2020



Dear shareholder,

The annual general meeting of NN Group N.V. will take place on 28 May 2020, 10.00 CET, at the The Hague Marriott Hotel, Johan de Wittlaan 30, 2517 JR, The Hague, the Netherlands.

In view of the health risks associated with the coronavirus pandemic and to comply with Dutch government health instructions, we urge you not to attend the meeting in person and to vote in advance of the meeting by proxy. You will be able to follow the meeting via a live webcast 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 General Information on page 9).

Should you wish to ask questions on any agenda item, these can be submitted in advance through a form on the company's website www.nn-group.com/agm-questions no later than 25 May 2020, 10:00 CET. We aim to answer these questions during the meeting.

However, should you prefer to attend the meeting in person, please note that we will apply very strict attendance rules. The number of shareholders admitted to the meeting in person will be limited in accordance with Dutch government instructions applying at that time, and will be determined based on the order in which shareholders register for the meeting. Shareholders who have registered for the meeting will be informed in advance whether they may attend in person.

If you choose to attend the meeting in person, you will do so at your own health risk and you are responsible for maintaining the mandatory social distance at all times. Shareholders showing symptoms of COVID-19, such as a cough, shortness of breath or fever, or who have been in contact with any person infected with COVID-19 since 14 May 2020, may not attend the meeting.

In order to further mitigate potential health risks, we also have decided to forego the tradition of offering food and drinks before and after the meeting this year.

If, in the opinion of NN Group or by Dutch government instructions, the health and safety situation would require so, we may make last minute changes to logistics or the venue, including additional requirements in relation to attendance in person. We have the option of organising a general meeting without a physical component, if and when legally allowed on the basis of the Temporary ACT COVID-19 Justice and Security (Tijdelijke Wet COVID-19 Justitie en Veiligheid). We will inform shareholders of any such changes through our website www.nn-group.com/agm.

The meeting will be chaired in English; simultaneous translation for attendees via headphones will be available. The live webcast can be viewed in both Dutch and English.

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, 15 April 2020

Agenda

1. **Opening**
2. **2019 Annual Report** discussion item
3. **2019 annual accounts**
 - A. Proposal to adopt the annual accounts for the financial year 2019 voting item
 - B. Explanation of the profit retention and distribution policy discussion item
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
 - B. 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. **Composition of the Supervisory Board**
 - A. Proposal to reappoint Clara Streit as member of the Supervisory Board voting item
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7. **Remuneration**
 - A. Proposal to give a positive advice on the 2019 Remuneration Report voting item
 - B. Proposal to adopt the remuneration policy for the members of the Executive Board voting item
 - C. Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board voting item
 - D. Proposal to amend the articles of association of the Company voting item
8. **Authority to issue shares and to grant rights to subscribe for shares**
 - 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 voting item
(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 to agenda item 8.A.(i) voting item
 - 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
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.

5. Profile of the Supervisory Board (discussion item)

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 attend 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:

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 (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 pre-emptive 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 pre-emptive 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.

9. 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.

10. 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 share-based 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.

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.

Attendance instructions

Record date

Shareholders may attend the general meeting and exercise voting rights 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').

Attending in person

Please refer to the special measures relating to COVID-19 as outlined on page 2 of this convocation notice.

Shareholders entitled to attend the general meeting who wish to attend the meeting in person must register with ABN AMRO 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 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.

The shareholder will receive a receipt of registration. However, this receipt of registration only serves as an admission ticket to the general meeting if the shareholder has received an additional confirmation that he or she is authorised to attend the meeting in person, as referred to on page 2 of this convocation notice.

Voting instructions and proxy

Shareholders entitled to attend the general meeting who choose not to attend in person or who are not able to attend in person can grant an electronic proxy with voting instructions via www.abnamro.com/evoting or through their 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 the statement as referred to above.

Shareholders entitled to attend the general meeting who choose not to attend in person or who are not able to attend in person can also grant a proxy to a third party to represent them at the meeting and vote on their behalf. For these proxyholders the same special measures relating to COVID-19 apply as outlined on page 2 of this convocation notice. Shareholders who wish to grant a proxy can do so from 1 May 2020 and no later than 21 May 2020, 17:00 CET, via www.abnamro.com/evoting or through their Intermediary. The Intermediary must provide ABN AMRO no later than 22 May 2020, 11:00 CET, via www.abnamro.com/intermediary with the statement as referred to above. Alternatively, a written power of attorney form can be downloaded from www.nn-group.com/agm, including further instructions.

Registration on 28 May 2020

Shareholders or their representative(s) who are authorised to and wish to attend the general meeting are requested to register between 9.30 CET and the start of the meeting at 10.00 CET on 28 May 2020. It is not possible to register after this time. The admission ticket and the additional confirmation as referred to under 'Attending in person' must be provided on arrival. Attendees to the meeting may be asked to provide proof of identity.

Directions

Car

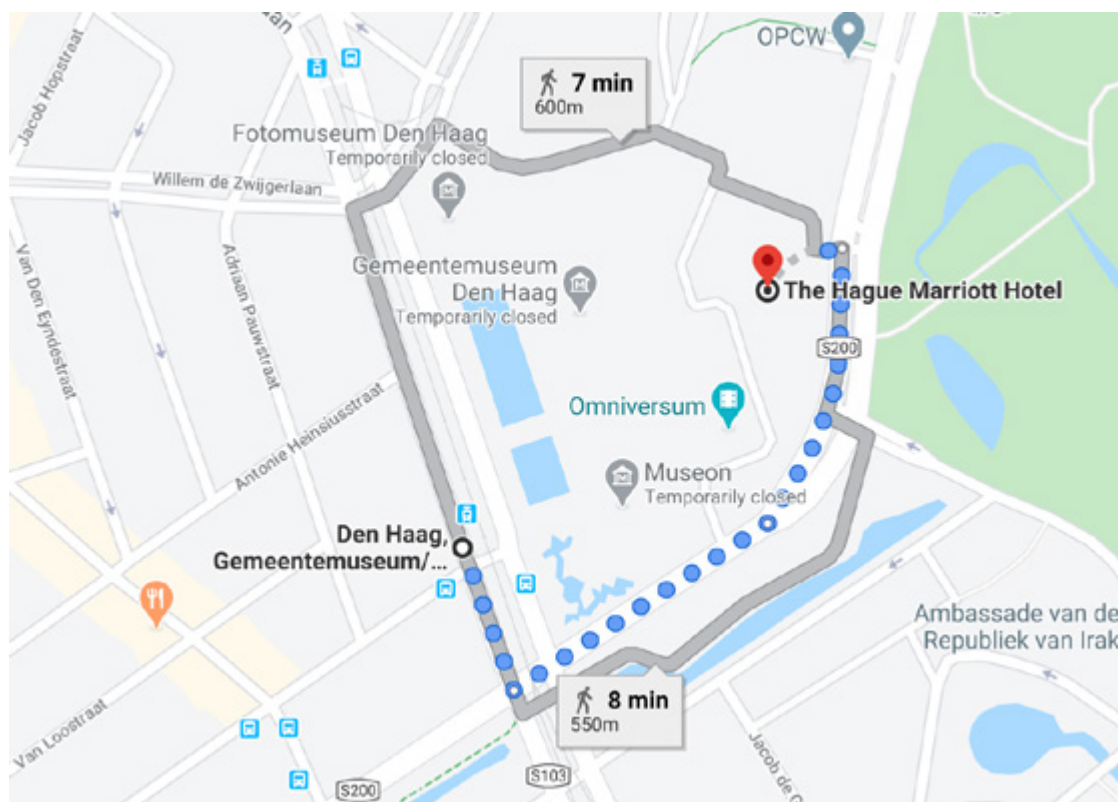
The Hague Marriott Hotel is situated in the Statenkwartier area in The Hague. When arriving from outside The Hague, it is best reached by exiting the A12 in the direction of The Hague – Centrum Zuid. Follow the signs for Kijkduin, pass the World Forum convention centre and you will find the hotel on your right.

Parking

Since parking space is limited we strongly advise you to park your car at the World Forum parking garage which is located close to the hotel. The Hague Marriott hotel is within five minutes walking distance from the garage. The entrance to the parking garage is at Churchillplein 10, 2517 JW The Hague.

Public Transport

Bus 24 in the direction of Kijkduin via Gemeentemuseum departs every 7 minutes from train station Den Haag Centraal. Get off at stop 'Gemeentemuseum/Museon' and walk back towards President Kennedylaan. Turn left and keep walking until you see the The Hague Marriott hotel on your left.



Contact us

Head office NN Group N.V.
Schenkkade 65
2595 AS The Hague
The Netherlands

Mail address
NN Group N.V.
P.O. Box 90504
2509 LM The Hague, the Netherlands

NN Group N.V. has its official seat in Amsterdam, the Netherlands

Commercial register no. 52387534

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

