

**Resolutions of the
annual general
meeting of
NN Group N.V., held
on 20 May 2021**



3. Proposal to give a positive advice on the 2020 Remuneration Report

overview votes:

number of shares for which votes have been validly cast	215,042,949
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	69.56%
number of validly cast votes	215,042,949
number of votes cast "in favour"	207,575,963
percentage of votes "in favour" (rounded)	96.53%
number of votes cast "against"	7,466,986
percentage of votes "against" (rounded)	3.47%
number of votes withheld	8,744,033

4.A Proposal to adopt the annual accounts for the financial year 2020

overview votes:

number of shares for which votes have been validly cast	223,476,428
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.29%
number of validly cast votes	223,476,428
number of votes cast "in favour"	222,955,595
percentage of votes "in favour" (rounded)	99.77%
number of votes cast "against"	520,833
percentage of votes "against" (rounded)	0.23%
number of votes withheld	310,554

4.C Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	223,569,895
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.32%
number of validly cast votes	223,569,895
number of votes cast "in favour"	222,518,364
percentage of votes "in favour" (rounded)	99.53%
number of votes cast "against"	1,051,531
percentage of votes "against" (rounded)	0.47%
number of votes withheld	217,087

5.A Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2020

overview votes:

number of shares for which votes have been validly cast	222,284,474
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.90%
number of validly cast votes	222,284,474
number of votes cast "in favour"	219,123,073
percentage of votes "in favour" (rounded)	98.58%
number of votes cast "against"	3,161,401
percentage of votes "against" (rounded)	1.42%
number of votes withheld	1,502,508

5.B Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2020

overview votes:

number of shares for which votes have been validly cast	222,284,451
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.90%
number of validly cast votes	222,284,451
number of votes cast "in favour"	219,123,050
percentage of votes "in favour" (rounded)	98.58%
number of votes cast "against"	3,161,401
percentage of votes "against" (rounded)	1.42%
number of votes withheld	1,502,531

6.A Proposal to appoint Cecilia Reyes as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	222,059,307
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.83%
number of validly cast votes	222,059,307
number of votes cast "in favour"	221,376,652
percentage of votes "in favour" (rounded)	99.69%
number of votes cast "against"	682,655
percentage of votes "against" (rounded)	0.31%
number of votes withheld	1,727,675

6.B Proposal to appoint Rob Lelieveld as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	222,059,307
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.83%
number of validly cast votes	222,059,307
number of votes cast "in favour"	221,376,480
percentage of votes "in favour" (rounded)	99.69%
number of votes cast "against"	682,827
percentage of votes "against" (rounded)	0.31%
number of votes withheld	1,727,675

6.C Proposal to appoint Inga Beale as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	222,059,307
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.83%
number of validly cast votes	222,059,307
number of votes cast "in favour"	221,376,652
percentage of votes "in favour" (rounded)	99.69%
number of votes cast "against"	682,655
percentage of votes "against" (rounded)	0.31%
number of votes withheld	1,727,675

7. Proposal to approve an increase of variable remuneration caps in special circumstances

overview votes:

number of shares for which votes have been validly cast	222,500,752
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	71.97%
number of validly cast votes	222,500,752
number of votes cast "in favour"	221,150,596
percentage of votes "in favour" (rounded)	99.39%
number of votes cast "against"	1,350,156
percentage of votes "against" (rounded)	0.61%
number of votes withheld	1,286,230

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

overview votes:

number of shares for which votes have been validly cast	223,575,547
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.32%
number of validly cast votes	223,575,547
number of votes cast "in favour"	221,121,572
percentage of votes "in favour" (rounded)	98.90%
number of votes cast "against"	2,453,975
percentage of votes "against" (rounded)	1.10%
number of votes withheld	211,435

8.A.(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)

overview votes:

number of shares for which votes have been validly cast	223,575,060
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.32%
number of validly cast votes	223,575,060
number of votes cast "in favour"	221,067,336
percentage of votes "in favour" (rounded)	98.88%
number of votes cast "against"	2,507,724
percentage of votes "against" (rounded)	1.12%
number of votes withheld	211,922

8.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

overview votes:

number of shares for which votes have been validly cast	223,575,494
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.32%
number of validly cast votes	223,575,494
number of votes cast "in favour"	216,563,692
percentage of votes "in favour" (rounded)	96.86%
number of votes cast "against"	7,011,802
percentage of votes "against" (rounded)	3.14%
number of votes withheld	211,488

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

overview votes:

number of shares for which votes have been cast	223,517,025
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.30%
number of validly cast votes	223,517,025
number of votes cast "in favour"	222,016,192
percentage of votes "in favour" (rounded)	99.33%
number of votes cast "against"	1,500,833
percentage of votes "against" (rounded)	0.67%
number of votes withheld	269,957

10. Proposal to reduce the issued share capital by cancellation of ordinary shares held by the Company

overview votes:

number of shares for which votes have been validly cast	223,576,420
percentage of issued share capital on record date (22 April 2021) that was represented by the number of shares for which votes have been validly cast (rounded)	72.32%
number of validly cast votes	223,576,420
number of votes cast "in favour"	223,521,172
percentage of votes "in favour" (rounded)	99.98%
number of votes cast "against"	55,248
percentage of votes "against" (rounded)	0.02%
number of votes withheld	210,562

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