

**Resolutions
Annual general
meeting of
NN Group N.V., held
on 19 May 2022**



3. Proposal to give a positive advice on the 2021 Remuneration Report

overview votes:

number of shares for which votes have been validly cast	206,672,426
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.10%
number of validly cast votes	206,672,426
number of votes cast "in favour"	192,512,002
percentage of votes "in favour" (rounded)	93.15%
number of votes cast "against"	14,160,424
percentage of votes "against" (rounded)	6.85%
number of votes withheld	16,816,896

4.A Proposal to adopt the annual accounts for the financial year 2021

overview votes:

number of shares for which votes have been validly cast	209,243,810
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.94%
number of validly cast votes	209,243,810
number of votes cast "in favour"	209,241,673
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	2,137
percentage of votes "against" (rounded)	0%
number of votes withheld	14,245,512

4.C Proposal to pay out dividend

overview votes:

number of shares for which votes have been validly cast	209,888,124
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.15%
number of validly cast votes	209,888,124
number of votes cast "in favour"	209,836,803
percentage of votes "in favour" (rounded)	99.98%
number of votes cast "against"	51,321
percentage of votes "against" (rounded)	0.02%
number of votes withheld	13,601,198

5.A Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2021

overview votes:

number of shares for which votes have been validly cast	207,822,718
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.47%
number of validly cast votes	207,822,718
number of votes cast "in favour"	206,741,423
percentage of votes "in favour" (rounded)	99.48%
number of votes cast "against"	1,081,295
percentage of votes "against" (rounded)	0.52%
number of votes withheld	15,666,604

5.B Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2021

overview votes:

number of shares for which votes have been validly cast	207,822,003
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.47%
number of validly cast votes	207,822,003
number of votes cast "in favour"	206,740,654
percentage of votes "in favour" (rounded)	99.48%
number of votes cast "against"	1,081,349
percentage of votes "against" (rounded)	0.52%
number of votes withheld	15,667,319

7.A Proposal to reappoint David Cole as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	208,930,816
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.84%
number of validly cast votes	208,930,816
number of votes cast "in favour"	208,278,697
percentage of votes "in favour" (rounded)	99.69%
number of votes cast "against"	652,119
percentage of votes "against" (rounded)	0.31%
number of votes withheld	14,558,506

7.B Proposal to reappoint Hans Schoen as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	209,883,174
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.15%
number of validly cast votes	209,883,174
number of votes cast "in favour"	209,733,523
percentage of votes "in favour" (rounded)	99.93%
number of votes cast "against"	149,651
percentage of votes "against" (rounded)	0.07%
number of votes withheld	13,606,148

7.C Proposal to appoint Pauline van de Meer Mohr as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	209,464,012
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.01%
number of validly cast votes	209,464,012
number of votes cast "in favour"	174,037,394
percentage of votes "in favour" (rounded)	83.09%
number of votes cast "against"	35,426,618
percentage of votes "against" (rounded)	16.91%
number of votes withheld	14,025,310

8. Proposal to reappoint KPMG Accountants N.V. as external auditor of the Company

overview votes:

number of shares for which votes have been validly cast	209,350,115
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.98%
number of validly cast votes	209,350,115
number of votes cast "in favour"	209,241,267
percentage of votes "in favour" (rounded)	99.95%
number of votes cast "against"	108,848
percentage of votes "against" (rounded)	0.05%
number of votes withheld	14,139,207

9.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	209,883,627
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.15%
number of validly cast votes	209,883,627
number of votes cast "in favour"	208,717,976
percentage of votes "in favour" (rounded)	99.44%
number of votes cast "against"	1,165,651
percentage of votes "against" (rounded)	0.56%
number of votes withheld	13,605,695

9.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 9.A.(i)

overview votes:

number of shares for which votes have been validly cast	209,884,198
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.15%
number of validly cast votes	209,884,198
number of votes cast "in favour"	207,854,252
percentage of votes "in favour" (rounded)	99.03%
number of votes cast "against"	2,029,946
percentage of votes "against" (rounded)	0.97%
number of votes withheld	13,605,124

9.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	208,813,007
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	68.80%
number of validly cast votes	208,813,007
number of votes cast "in favour"	201,720,410
percentage of votes "in favour" (rounded)	96.60%
number of votes cast "against"	7,092,597
percentage of votes "against" (rounded)	3.40%
number of votes withheld	14,676,315

10. 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 validly cast	209,747,051
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.11%
number of validly cast votes	209,747,051
number of votes cast "in favour"	209,134,605
percentage of votes "in favour" (rounded)	99.71%
number of votes cast "against"	612,466
percentage of votes "against" (rounded)	0.29%
number of votes withheld	13,742,251

11. 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	209,884,384
percentage of issued share capital on record date (21 April 2022) that was represented by the number of shares for which votes have been validly cast (rounded)	69.15%
number of validly cast votes	209,884,384
number of votes cast "in favour"	209,830,918
percentage of votes "in favour" (rounded)	99.97%
number of votes cast "against"	53,466
percentage of votes "against" (rounded)	0.03%
number of votes withheld	13,604,938

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