

# Policy regarding the Hybrid Meeting



# Preliminary remarks

NN Group values the dialogue with its Shareholders and facilitates physical and virtual attendance and voting for Shareholders at its AGM. Shareholders can submit questions on any agenda item in advance of the meeting but will also be offered the opportunity to ask questions during the Hybrid Meeting. Even though NN Group applies its best efforts to ensure a seamless meeting in line with best market practice, Shareholders may experience issues that are common for a Hybrid Meeting.

This Policy is applicable in the case of virtual attendance at the AGM of NN Group.

Capitalised terminology and abbreviations are defined in the Annex to this Policy.

## 1. General

- 1.1 NN Group aims to assist its Shareholders who wish to virtually attend the Hybrid Meeting by providing adequate opportunity to vote electronically and ask questions via messaging during the Hybrid Meeting.
- 1.2 The Online Voting Platform for the Hybrid Meeting will be provided by Computershare with access via the Third-Party Agent.
- 1.3 To be able to vote electronically during the Hybrid Meeting, Shareholders must identify themselves electronically via the Third-Party Agent to enter the Hybrid Meeting through a secured access as set out in the Terms of Use of the Third-Party Agent.
- 1.4 Participation instructions for Shareholders are included in the convocation of the Hybrid Meeting.
- 1.5 NN Group reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting and asking questions via messaging when this becomes necessary or advisable for technical or security reasons.

## 2. Technical infrastructure

- 2.1 NN Group ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in the Hybrid Meeting is properly in place, secured and accessible for Shareholders with compatible devices. NN Group will make use of reputable third parties for providing the technical infrastructure required for conducting the Hybrid Meeting.
- 2.2 Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for a Hybrid Meeting. These risks include, amongst others: any failure in hybrid meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Hybrid

Meeting. The failure of technology can happen both on the side of NN Group (and/or the third parties providing the technical infrastructure) or on the side of Shareholders. To avoid such risks, Shareholders can either attend the meeting in person or submit questions ahead of the Hybrid Meeting and/or provide an electronic proxy with voting instructions to the designated Vote Collector as set out in the convocation of the Hybrid Meeting. If any of these risks prevent a Shareholder from virtually attending the meeting, voting electronically during (any part of) the Hybrid Meeting and/or ask questions during the Hybrid Meeting, then this will be for the risk and account of such Shareholder. The inability of one or more Shareholders to virtually attend the Hybrid Meeting, vote electronically during (any part of) the Hybrid Meeting and/or ask questions during the Hybrid Meeting does not affect the validity of the Hybrid Meeting or any business conducted at such meeting.

- 2.3 The technical infrastructure for Shareholders to participate virtually in the Hybrid Meeting will open an hour prior to the start of

the Hybrid Meeting. The Third-Party Agent will take all reasonable efforts to keep technical support lines available for Shareholders who attend the Hybrid Meeting virtually.

- 2.4 Shareholders may inform NN Group of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3.
- 2.5 Any failure of the technical infrastructure that occurs during the Hybrid Meeting which comes to the attention of the Chair and which affects significantly the course of the Hybrid Meeting, shall be communicated by the Chair to all Shareholders who participate virtually in the Hybrid Meeting. The Chair may decide at his own discretion, taking into account the potential impact on the decision-making process within the Hybrid Meeting, whether or not the Hybrid Meeting must be suspended or cancelled due to such failure, or proceed without the possibility for some or all Shareholders who virtually attend the Hybrid meeting, to continue to do so, to vote electronically and/or to ask questions via messaging during the Hybrid Meeting.

- 2.6 Should the Chair decide to cancel the whole Hybrid Meeting or the remainder of the Hybrid Meeting as referred to in Clause 2.5, a new General Meeting will be convened by NN Group as soon as reasonably possible. The agenda for that General Meeting may consist of at least the same items, to the extent not already adopted in the original meeting. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.
- 3. Meeting rights, voting electronically and asking questions by Shareholders in Hybrid Meeting**
- 3.1 Each Shareholder may attend the Hybrid Meeting virtually, vote in real time electronically and ask questions via messaging during the Hybrid Meeting, provided that the Shareholder timely selects this option via the Third-Party Agent in accordance with the instructions provided in the convocation of the Hybrid Meeting.
- 3.2 Shareholders as referred to in Clause 3.1 must be logged in via the Third-Party Agent to the Online Voting Platform facilitating the Hybrid Meeting prior to the start of the Hybrid Meeting. Shareholders as referred to in Clause 3.1 joining the Hybrid Meeting after the opening of the Hybrid Meeting by the Chair will not be counted as attending Shareholders and will not be able to vote in that Hybrid Meeting.
- 3.3 Split voting on a shareholding that is held in one security account is not supported by the Online Voting Platform and will therefore not be possible.
- 3.4 In addition to the Shareholders attending the Hybrid Meeting in person, Shareholders attending the Hybrid Meeting virtually, and Shareholders providing an electronic proxy with voting instructions to the designated Vote Collector, are counted at the start of the Hybrid Meeting for calculating how many Shareholders are represented at the Hybrid Meeting and which percentage of the issued and outstanding share capital is represented at the Hybrid Meeting. Any early log-off during the Hybrid Meeting by a Shareholder attending the Hybrid Meeting virtually will therefore not affect such calculation. In case of dropped or terminated connection to the Hybrid Meeting, the Shareholder will be allowed to re-join the Hybrid Meeting only if the Shareholder was already logged in prior to the opening of the Hybrid Meeting. The names of the Shareholders attending the Hybrid Meeting virtually will be put on the attendance list, in accordance with the provisions of the articles of association of NN Group.
- 3.5 Shareholders who are entitled to and wish to ask questions on any agenda item, can submit these in advance of the Hybrid Meeting in accordance with the instructions provided in the convocation of the Hybrid Meeting. Questions submitted prior to the submission deadline will be answered, possibly combined by theme, during the Hybrid Meeting and the answers will be available on NN Group's website.
- 3.6 In the interest of the order of the meeting, the Chair can take further measures.
- 3.7 The voting for all items will be open during the Hybrid Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the Hybrid Meeting. The voting is not open prior to the start of the Hybrid Meeting.
- 3.8 At the close of all voting the Chair's decision about the vote as expressed in the meeting is decisive to determine whether or not resolutions have been adopted by the general meeting.
- 4. Vote confirmation and results**
- 4.1 Shareholders will receive an electronic confirmation of receipt of the votes they have cast electronically during the Hybrid Meeting. Upon request of a Shareholder, NN Group will send such Shareholder a confirmation that their votes cast during the Hybrid Meeting have been validly recorded and counted. The request of the Shareholder should be received within 3 months after the Hybrid Meeting.

4.2 The voting results of the Hybrid Meeting will be placed on NN Group's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Hybrid Meeting from a technical infrastructural or information security perspective of which NN Group has become aware.

# Annex

## Definitions and interpretation

**AGM** means the annual General Meeting, which will be a Hybrid Meeting.

**Chair** means the chair of the General Meeting.

**Computershare** means Computershare Netherlands B.V., a private company with limited liability governed by Dutch law, having its official seat in Hilversum, the Netherlands.

**General Meeting** means the general meeting of Shareholders of NN Group.

**Hybrid Meeting** means a General Meeting that is held both physically and virtually, where Shareholders are able to either physically or virtually attend the meeting, vote either in person or electronically through the Online Voting Platform during the meeting and, if they wish to do so, ask questions either in person or via messaging during the meeting.

**NN Group** means NN Group N.V., a public limited company, governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Online Voting Platform** means the LUMI

AGM online voting platform provided by Computershare with access via the Third-Party Agent through which the Shareholders are able to attend virtually and vote electronically at the Hybrid Meeting.

**Policy** means the subject Policy regarding the Hybrid Meeting.

**Shareholder** means a holder of one or more shares in the capital of NN Group or, for the purpose of this Policy, of a right of usufruct to one or more shares or depository receipts for shares in the capital of NN Group, provided that the holder has meeting rights and to the extent the holder may vote, that the holder also has the voting rights attached thereto.

**Terms of Use of the Third-Party Agent** means the prevailing terms of use for the e-voting system of the Third-Party Agent, available on [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder).

**Third-Party Agent** means ABN AMRO Bank N.V., a public limited company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Vote Collector** means the independent proxy

holder preselected by NN Group whom a Shareholder can appoint as proxy holder with voting instructions.

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