

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 ("IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the SFA)** – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

## Final Terms dated 19 November 2021

### NN Group N.V.

Legal entity identifier (LEI): 724500OHYNDT9OY6Q215

Issue of €600,000,000 0.875% Fixed Rate Notes due 2031

under the €5,000,000,000  
Debt Issuance Programme

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the prospectus dated 10 June 2021 and the supplement(s) to it dated 12 November 2021 which together constitute a base prospectus (the “Prospectus”) for the purposes of Regulation (EU) 2017/1129 (the “Prospectus Regulation”). This document constitutes the Final Terms of the Notes described herein which have been prepared for the purposes of the Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. The Prospectus and the Final Terms have been published on [www.nn-group.com](http://www.nn-group.com).

1	Issuer:	NN Group N.V.
2	(i) Series Number:	6
	(ii) Tranche Number:	1
3	Specified Currency:	Euro (EUR, €)
4	Aggregate Nominal Amount:	
	(i) Series:	€600,000,000
	(ii) Tranche:	€600,000,000
5	Issue Price:	99.790 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No notes in definitive form will be issued with a denomination above €199,000.
	(ii) Calculation Amount:	€1,000
7	(i) Issue Date:	23 November 2021
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	23 November 2031
9	Interest Basis:	0.875 per cent. Fixed Rate (See paragraph 14 below)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.

11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Issuer Call Issuer Clean-up Call Issuer Make-Whole Call (See paragraphs 17, 19 and 20 below)
13	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	25 October 2021 and 3 November 2021

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.875 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	23 November in each year, commencing on 23 November 2022
	(iii) Fixed Coupon Amount:	€8.75 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	23 November in each year
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17	Call Option	Applicable
	(i) Optional Redemption Date(s):	23 May 2031 and any calendar day thereafter
	(ii) Optional Redemption Amount(s) of each Note:	€1,000 per Calculation Amount
	(iii) If redeemable in part:	
	Minimum Redemption Amount:	Not Applicable
	Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	As per Conditions (not less than 15 nor more than 30 days)
18	Put Option	Not Applicable
19	Issuer Clean-up Call Option	Applicable
	(i) Optional Redemption Amount(s) of each Note:	€1,000 per Calculation Amount
	(ii) Percentage of aggregate nominal amount of the Notes outstanding:	20 per cent.
	(i) Notice period:	As per Conditions (not less than 15 nor more than 30 days)
20	Issuer Make-Whole Call	Applicable
	(i) Notice period:	As per Conditions (not less than 15 nor more than 30 days)

(ii) Parties to be notified by Issuer of Make-Whole Redemption Date and Make-Whole Redemption Amount in addition to those set out in Condition 5(g):	Not Applicable
(iii) Discounting basis for purposes of calculating sum of the present values of the remaining scheduled payments of principal and interest on the Notes in the determination of the Make-Whole Redemption Amount:	Annual
(iv) Make-Whole Redemption Margin:	0.20 per cent.
(v) Quotation Agent:	a reputable international credit institution or financial services institution of good standing in the financial markets appointed by the Issuer for the purpose of determining the Make-Whole Redemption Amount.
(vi) Reference Dealers:	Barclays Bank Ireland PLC Citigroup Global Markets Europe AG Deutsche Bank Aktiengesellschaft HSBC Continental Europe ING Bank N.V. J.P. Morgan AG
(vii) Reference Security:	DBR 0.00% 15 August 2031 (ISIN: DE0001102564)
21 Final Redemption Amount of each Note:	€1,000 per Calculation Amount
22 Early Redemption Amount	
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23 Form of Notes:	<b>Bearer Notes:</b> Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
24 New Global Note:	Yes
25 Financial Centre(s):	Not Applicable
26 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of NN Group N.V.:

By:

By:

Duly authorised

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext in Amsterdam with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €8,500

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S&P: BBB+  
Fitch: A

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: Reasons for the offer: See “Use of Proceeds” wording in Prospectus
- (ii) Estimated net proceeds: €597,240,000

### 5 YIELD

- Indication of yield: 0.897 per cent. per annum  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6 OPERATIONAL INFORMATION

- ISIN: XS2411166973  
Common Code: 241116697  
CFI: DTVUFB  
FISN: NN GROUP NV/VAREMTN 20311123  
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable  
Delivery: Delivery against payment  
Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7 DISTRIBUTION

- |  |   |
|--|---|
| (i) Method of distribution:                    | Syndicated  |
| (ii) If syndicated:                            |   |
| (A) Names of Managers:                         | Barclays Bank Ireland PLC<br>Citigroup Global Markets Europe AG<br>Deutsche Bank Aktiengesellschaft<br>HSBC Continental Europe<br>ING Bank N.V.<br>J.P. Morgan AG |
| (B) Stabilisation Manager(s) (if any):         | Deutsche Bank Aktiengesellschaft  |
| (iii) If non-syndicated, name of Dealer:       | Not Applicable  |
| (iv) U.S. Selling Restrictions:                | Reg. S Compliance Category 2;<br>TEFRA D  |
| (v) Prohibition of Sales to Belgian Consumers: | Applicable  |