

Resolutions of the annual general meeting of NN Group N.V., held on 28 May 2020



3.A Proposal to adopt the annual accounts for the financial year 2019

overview votes:

number of shares for which votes have been validly cast	233,159,910
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.79%
number of validly cast votes	233,159,910
number of votes cast "in favour"	233,159,563
percentage of votes "in favour" (rounded)	100%
number of votes cast "against"	347
percentage of votes "against" (rounded)	0%
number of votes withheld	612,821

4.A Proposal to release the members of the Executive Board from liability for their respective duties performed during the financial year 2019

overview votes:

number of shares for which votes have been validly cast	233,074,028
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.76%
number of validly cast votes	233,074,028
number of votes cast "in favour"	226,179,001
percentage of votes "in favour" (rounded)	97.04%
number of votes cast "against"	6,895,027
percentage of votes "against" (rounded)	2.96%
number of votes withheld	698,703

4.B Proposal to release the members of the Supervisory Board from liability for their respective duties performed during the financial year 2019

overview votes:

number of shares for which votes have been validly cast	233,074,028
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.76%
number of validly cast votes	233,074,028
number of votes cast "in favour"	226,179,001
percentage of votes "in favour" (rounded)	97.04%
number of votes cast "against"	6,895,027
percentage of votes "against" (rounded)	2.96%
number of votes withheld	698,703

6.A Proposal to reappoint Clara Streit as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	232,702,472
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.64%
number of validly cast votes	232,702,472
number of votes cast "in favour"	199,724,041
percentage of votes "in favour" (rounded)	85.83%
number of votes cast "against"	32,978,431
percentage of votes "against" (rounded)	14.17%
number of votes withheld	1,070,259

6.B Proposal to reappoint Robert Jenkins as member of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	232,399,923
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.55%
number of validly cast votes	232,399,923
number of votes cast "in favour"	226,821,279
percentage of votes "in favour" (rounded)	97.60%
number of votes cast "against"	5,578,644
percentage of votes "against" (rounded)	2.40%
number of votes withheld	1,372,808

7.A Proposal to give a positive advice on the 2019 Remuneration Report

overview votes:

number of shares for which votes have been validly cast	231,263,898
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.18%
number of validly cast votes	231,263,898
number of votes cast "in favour"	215,468,850
percentage of votes "in favour" (rounded)	93.17%
number of votes cast "against"	15,795,048
percentage of votes "against" (rounded)	6.83%
number of votes withheld	2,508,833

7.B Proposal to adopt the remuneration policy for the members of the Executive Board

overview votes:

number of shares for which votes have been validly cast	232,701,502
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.64%
number of validly cast votes	232,701,502
number of votes cast “in favour”	220,126,587
percentage of votes “in favour” (rounded)	94.60%
number of votes cast “against”	12,574,915
percentage of votes “against” (rounded)	5.40%
number of votes withheld	1,071,229

7.C Proposal to adopt the remuneration policy and remuneration for the members of the Supervisory Board

overview votes:

number of shares for which votes have been validly cast	232,701,528
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.64%
number of validly cast votes	232,701,528
number of votes cast “in favour”	227,057,568
percentage of votes “in favour” (rounded)	97.57%
number of votes cast “against”	5,643,960
percentage of votes “against” (rounded)	2.43%
number of votes withheld	1,071,203

7.D Proposal to amend the articles of association of the Company

overview votes:

number of shares for which votes have been validly cast	233,269,153
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.82%
number of validly cast votes	233,269,153
number of votes cast “in favour”	233,269,056
percentage of votes “in favour” (rounded)	100%
number of votes cast “against”	97
percentage of votes “against” (rounded)	0%
number of votes withheld	503,578

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	233,305,606
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.84%
number of validly cast votes	233,305,606
number of votes cast "in favour"	231,693,678
percentage of votes "in favour" (rounded)	99.31%
number of votes cast "against"	1,611,928
percentage of votes "against" (rounded)	0.69%
number of votes withheld	467,125

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	233,305,606
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.84%
number of validly cast votes	233,305,606
number of votes cast "in favour"	231,477,853
percentage of votes "in favour" (rounded)	99.22%
number of votes cast "against"	1,827,753
percentage of votes "against" (rounded)	0.78%
number of votes withheld	467,125

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	233,305,606
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.84%
number of validly cast votes	233,305,606
number of votes cast "in favour"	221,409,531
percentage of votes "in favour" (rounded)	94.90%
number of votes cast "against"	11,896,075
percentage of votes "against" (rounded)	5.10%
number of votes withheld	467,125

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	233,260,131
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.82%
number of validly cast votes	233,260,131
number of votes cast "in favour"	231,286,239
percentage of votes "in favour" (rounded)	99.15%
number of votes cast "against"	1,973,892
percentage of votes "against" (rounded)	0.85%
number of votes withheld	512,600

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	233,304,735
percentage of issued share capital on record date (30 April 2020) that was represented by the number of shares for which votes have been validly cast (rounded)	74.84%
number of validly cast votes	233,304,735
number of votes cast "in favour"	231,825,262
percentage of votes "in favour" (rounded)	99.37%
number of votes cast "against"	1,479,473
percentage of votes "against" (rounded)	0.63%
number of votes withheld	467,996

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