THE TIME IS **NOW**

NN Group's Capital Markets Day Imperative

June 2020

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NN Group: The Time is Now

NN Group's valuation reflects neither the Company's underlying strengths nor its future growth and value-creation potential; 24 June offers an opportunity to get it right

Elliott is one of NN Group's largest shareholders and has **partnered with industry veteran Dieter Wemmer** to invest in the Company. We have devoted considerable time and resource into understanding NN Group and continue to engage directly with its management team

We believe **NN Group exhibits uniquely compelling industry and financial attributes:**

- The highest solvency ratio in European insurance;
- Historically stable shareholder cash flows;
- A low-risk asset portfolio;
- Low leverage;
- Predictable and stable liabilities

Despite these strengths, **NN Group trades at a profound discount relative to the broader sector**. This valuation anomaly materially worsened during 2019

We believe **the reason for NN Group's severe trading discount is two-fold:**

(i) A lack of clarity in investor communications vis-à-vis the strength of the Company's underlying business and the robustness of its financial profile; and

(ii) A lack of accountability and ambition in setting targets for value maximisation across all aspects of the Company, including operating efficiencies, asset optimisation, liability de-risking, portfolio disposals and more

In our view, **The Time is Now** for NN Group to **address its valuation anomaly** and **maximise value for all stakeholders** with a bold Capital Markets Day on 24 June 2020

Should NN Group deliver an ambitious set of value-creative proposals, we believe its share price could rise by:

>80%

And a capital return nearly matching its current market capitalisation could be delivered to shareholders by 2024Y/E that amounts to:

EUR >9bn
over 5 years

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OVERVIEW

Elliott's perspectives on NN Group

Our background

Elliott and Dieter Wemmer have teamed up to bring significant capital and experience to their investments in NN Group

Who we are

ELLIOTT

Elliott is an investment firm founded in 1977, with a track record of successfully investing in the insurance industry

- The firm manages approximately **USD 40 billion** of capital for institutional and individual investors
- Elliott's staff of over **470 employees** combines a culture of thoroughness, hard work and creativity, with a focus on long-term value creation
- Elliott is currently **one of NN Group's largest shareholders**

Dieter Wemmer brings 30+ years of experience in the insurance sector

- Former CFO of Allianz SE
- Former CFO of Zurich Insurance Group AG
- Former CEO Zurich Europe and regional CEO for Western and Southern Europe at Allianz
- Current member of the board of UBS AG and Orsted AS

Together, the team has the right background and experience to contribute to NN Group's promising next chapter

Our investment in NN Group

We have deployed significant time and resources to better understand NN Group and address its value gap

Bottom-up ALM assessment
With the help of a leading actuarial firm, we built a bottom-up ALM model to run comprehensive analytics on NN Group's NL Life business

In-depth efficiency analysis
In partnership with independent advisors, our industry-wide analysis identified potential for efficiency gains

Detailed footprint optimisation analysis
A top-tier management consultancy firm conducted an in-depth strategic review of NN Group's Insurance Europe portfolio

Longevity hedge analysis
Leading experts, including former NN Group team members, analysed the potential to do multiple longevity hedge transactions

Asset portfolio analysis
We appointed a local expert to augment our own industry expertise and provide a deep-dive on the strength of Dutch residential mortgages

Extensive dialogue with investment banks
Our diligence included exhaustive engagement with sell-side investment banks across rates, credit and equity research

Interviews with industry executives
Our own findings were cross-referenced by interviews with industry executives with unique insights on NN Group

NN Life Japan Valuation
A reputable actuarial firm developed a cash flow model as part of its assessing strategic options for NN Life Japan

Our in-depth work helped us gain a better appreciation of NN Group's challenges and informed our recommendations to help the Company realise its full potential

Our engagement with NN Group

Today's presentation advances an extensive, constructive engagement

Building upon months of positive progress

- We have engaged constructively with NN Group over the past several months, sharing our analysis and recommendations directly with the Company
- We have been encouraged by our conversations, and remain of the view that NN Group has far greater value than the market currently recognises

Broadening the dialogue

- In advance of this month's Capital Markets Day, we wanted to engage a wider set of stakeholders on why we remain such significant investors in NN Group
- One of NN Group's key challenges remains its ability to showcase its strengths. By expanding our engagement today, we hope to help connect those dots for market participants and share our perspectives on the opportunities ahead

Purpose of today's presentation

1. **Build excitement among NN Group shareholders for the opportunity at hand; and**
2. **Further encourage NN Group's management to make the most of this opportunity**

What attracted us to NN Group?

Through our extensive diligence effort, we uncovered a robust but undervalued financial profile, as affirmed by the recent market turmoil

For investors seeking a reliable investment in times of high volatility, NN Group stands out for its attractiveness. In particular, the following underappreciated attributes resulted in our deploying capital in NN Group:

Strong solvency underpinned by predictable cash generation
NN Group possesses the highest solvency coverage ratio in the European insurance sector, and its economic solvency is underpinned by strong and predictable cash flow generation

Well-managed interest rate exposure
NN Group's best-in-class approach to interest rate hedging is especially important in times of interest rate volatility

Very limited credit risk
Relative to European peers, NN Group holds a low-risk asset portfolio, underpinned by a high-quality residential mortgage portfolio, with significant value potential via asset re-positioning

Stable and predictable liabilities
NN Group's longevity transaction announcement bolsters its already stable liability run-off profile. NN Group is also well protected from the recent turmoil given its limited underwriting exposure to COVID-19

Further optimisation potential
With a number of straightforward optimisation levers at its disposal, NN Group is poised to generate significant value and emerge as a Company with a best-in-class investment case

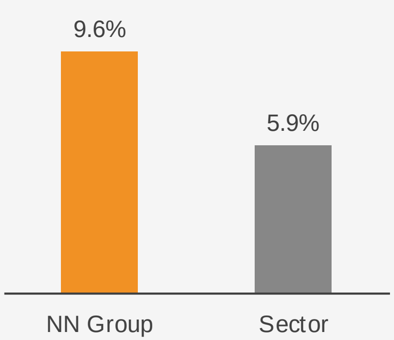
All of the above attributes were true in 2019 when we first invested in NN Group. These factors have taken on even greater importance amidst a turbulent 2020, which has allowed NN Group to demonstrate its resilience

NN Group is deeply undervalued

The Company's many strengths and compelling fundamentals are not reflected in its share price, providing vast upside potential

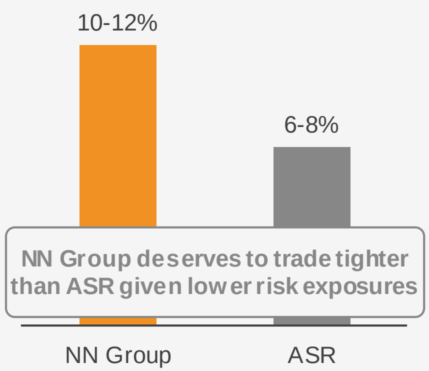
Capital return yield (NTM)

+63%
upside to sector yield[1]



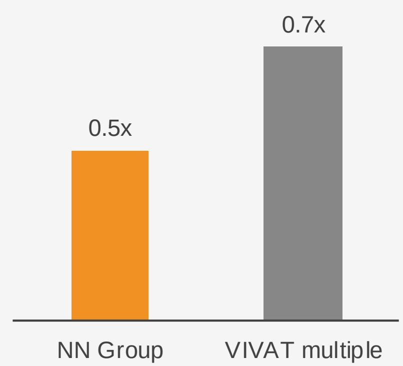
Implied NL Life cost of capital[2]
At ASR level

+22%
upside from NL Life only[1]



Implied NL Life UT1 multiple[2,3]
At VIVAT transaction multiple

+34%
upside from NL Life only[1]



The market has yet to recognise NN Group's compelling fundamentals:

- Significant and stable cash flow generating power
- Highest solvency ratio in Europe
- Strong holding company liquidity position
- Limited economic exposure to interest rates
- Lowest exposure to risky assets
- Low exposure to COVID-19 linked insurance risks
- Resilient financial profile has weathered the recent storm

NN Group is one of the cheapest stocks in the European insurance sector, with a share price that fails to reflect its many strengths

(1) Upside percentages represent upside to NN Group's share price; (2) Upside stemming from undervaluation of NL Life division implied in NN Group's market capitalisation when compared to ASR implied cost of capital or VIVAT transaction multiple; (3) Implied Own Funds multiple calculated as the unlevered value of NN Leven less excess capital to align SCR cover ratios with VIVAT divided by unrestricted tier 1 at NN Leven. Calculation based on last reported regulatory reporting available prior to VIVAT deal announcement; Source: Bloomberg, Company Information, Regulatory disclosures; Analysis as of Jun-20

A key driver of this undervaluation: NN Group too often leaves investors in the dark

Word-count analysis

Evidence of NN Group's lack of conviction

- Elliott conducted a statistical analysis of investor communication by NN Group and its European insurance peers
- This analysis of hundreds of transcripts from recent investor calls reveals that NN Group – relative to any other peer – has often **struggled to answer questions with certainty and clarity**
- Among the more than 1.2 million words analysed within our sample, **NN Group is the most likely to use ambiguous phrases**
- The word-count analysis reveals that NN Group was the most likely to tell analysts that it is either "**too early**" or "**premature"** to apply judgement
- NN Group is also the most likely company to use the following two phrases among many others that imply ambiguity:

  Difficult to predict

  Difficult to say
- The lack of clarity was not for lack of demand, for in these same calls research analysts asked NN Group management:
  - 20+ questions seeking clarity on its capital return policy;
  - 20+ questions seeking clarity on capital generation; and
  - 20+ questions seeking clarity on regulatory matters, including nearly a dozen questions trying to make sense of the impact of EIOPA 2020 on its solvency

Shareholder survey

Lack of clarity from management results in lack of understanding by shareholders

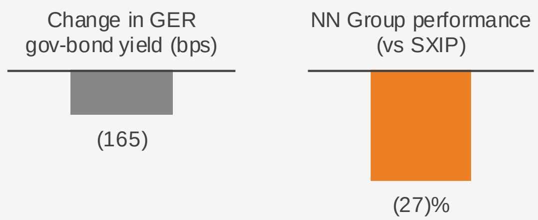
Elliott also conducted an in-depth survey of NN Group shareholders, who voiced growing frustrations with a lack of clarity and expressed continued uncertainty with respect to the Company's key attributes

- **More than 65%** of participants do not understand NN Group's approach to its **progressive dividend policy**
- **More than 75%** of participants do not understand NN Group's **interest rate exposure**
- **More than 85%** of participants do not understand why NN Group is **present in the various markets within its Insurance Europe division**

A costly lack of clarity

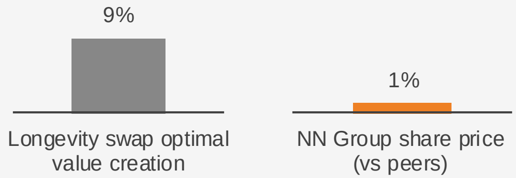
Time and again, the vague and opaque nature of NN Group's investor communications impose a significant cost on its shareholders

Interest rate headwinds in 2019



EUR >3bn of value foregone

Longevity reinsurance in May-20



EUR >700m of value foregone

COVID-19 sell-off[1]
Share price performance of SXIP constituents

EUR >400m of value foregone

- NN Group's sophisticated approach to interest rate hedging remains unknown to the market, and its share price was highly correlated to declines in Euro interest rates throughout 2019
- **>75% of shareholders we surveyed say that they do not understand NN Group's interest rate exposure**
- Since 2017, analysts have asked >20 times for clarification to understand the impact of interest rates on NN Group's capital generation, with a majority of research analysts believing interest rate exposure is a key risk

- In May 2020, NN Group announced a longevity reinsurance transaction that generated excess capital equal to 15% of its market capitalisation at an estimated cost of capital of ~5%
- This positive announcement lacked any accompanying communication on how the excess capital would be used and its impact on shareholders
- The poor communication resulted in a negligible share price reaction

- NN Group has very limited COVID-19-related risk, a fact that should have made its stock a safe harbor for investors during the market sell-off earlier this year
- Because the market was unaware of its limited exposure to risks engulfing the wider market, NN Group was one of the worst performing members of the SXIP index
- In comparison, L&G held eight high-profile investor events since 4 March, including direct discussions about the impact of crisis at four "fireside chats" that analysts called "reassuring"

NN Group continues to miss important opportunities to highlight its strengths and set itself apart from its peers; Those missed opportunities – and the value forgone – are taking a toll on shareholders

(1) 20-Feb-20 to 16-Mar-20; Source: Bloomberg

Growing calls for NN Group to step up

In advance of this month's Capital Markets Day, shareholders and market participants are still uncertain of NN Group's strengths and seriousness

Shareholder feedback

An in-depth survey of shareholders identified (1) frustrations with NN Group's lack of clarity and (2) an eagerness for ambition on a number of specific optimisation measures

>75%

of participants have expressed **support for asset optimisation and re-risking**

All participants

believe that NN Group should **implement longevity transactions**

>65%

of participants believe that NN Group should **do more to improve its cost base** and implement further **cost reduction initiatives**

>85%

of participants support a **strategic review** of NN Group's **Insurance Europe** division

>85%

of participants suggest that NN Group should **update its NL Non-life combined ratio target** to more ambitious levels

>75%

of participants have expressed support for the **disposal of the Japan business** at a sensible price point

Analyst expectations

Research analysts are also calling for action on key opportunities

"**At its investor day, […] opportunities for NN to surprise positively, […] are: 1) cost savings as we believe NN could generate c. €200-400m […] cost savings over next 3 years, 2) asset re-risking […], and 3) updates on portfolio restructuring**"

JP Morgan, 29-May-20

"**We believe the upcoming Investor day […] will be an opportune moment for management to highlight some of the incremental potential in this business - not least from ongoing cost saving initiatives but also re-risking potential […] (particularly into Dutch mortgages).**" Deutsche Bank, 05-Jun-20

"**There could be […] drivers of a NN Group share re-rate. 1) Management giving additional clarity on interest rate risk in the business is key.**"

JP Morgan, 04-Mar-20

Takeaways from conversations with market participants: There is frustration with NN Group's approach to investor communications and an increasing eagerness for ambition at its Capital Markets Day

More so than ever the market needs clarity and confidence

NN Group has a great story to tell, but has yet to effectively make its case; The Company must overhaul its approach to investor communications

NN Group has deployed more than EUR 2bn in Dutch acquisitions over 4 years, and must now demonstrate exactly how it will lead its home market for the benefit of its customers and shareholders. In order to leave no doubt that NN Group takes seriously its commitment to investor communications and financial market disclosures, we suggest the following measures:

Address unwarranted concerns

- As market concerns arise, **NN Group must always take a proactive stance** in confronting challenges head-on
  - When COVID-19 crisis began, NN Group should have actively engaged with the market on its defensive positioning (e.g. limited credit risk)
- Pre-empt predictable questions and **demonstrate a firm understanding of and confidence in its own business by being specific**
- Highlight the rational management of its portfolio, and leave no doubt that management will **hold itself accountable to clear targets** based on appropriate cash based financial metrics

Showcase underappreciated strengths

- **NN Group should not be afraid to be bold** in its advocacy for the Company and its strengths – standing out in the right way is a good thing
- **NN Group must demonstrate the scale and stability of its cash flows and strength of its various business units.** This would include a detailed disclosure of:
  - Interest-rate exposure and approach to hedging
  - Credit risk, especially relative to peers
  - Strengths of residential mortgage assets
  - Expected cash flow profile
  - Drivers of free cash flow generation

COVID-19 crisis underscores case

- Addressing unwarranted concerns and showcasing underappreciated strengths are **even more vital amidst COVID-19**
- We believe NN Group has every reason to remain highly confident of its financial health
  - **Very limited asset risk**
  - **Immaterial exposure to affected insurance liabilities**
  - **Immaterial** impact on long term cash flow from lower new business volumes in 2020
- Competitors are delivering this message with clarity and confidence:

> **“[O]ur organic capital generation is holding up well and based on today’s knowledge there is no need to change our 2021 medium term target**
> CEO ASR, 20-May-20

A renewed commitment to clarity with respect to key financial metrics and a step change in its investor communications would make a significant dent in closing NN Group’s value gap

The need for action and conviction

In addition to greater clarity and improved communications, NN Group has a number of straightforward optimisation levers that would create value for years to come

Measures to boost cash-generation over time

Asset optimisation

- NN Group has one of the lowest-risk asset portfolios of any life entity in the European insurance sector
- NN Group can take advantage of market dislocations and invest in attractive assets as spreads widen (e.g., further increase exposure to residential mortgages)

Impact

EUR 175m

additional cash generation per year

Dutch market leadership

- With Delta Lloyd and VIVAT, NN Group has become the undisputed No.1 insurance provider in the Netherlands
- This market leadership and associated scale should allow NN Group to operate at best-in-class efficiency levels, which has the potential to drive incremental value for shareholders and customers

Impact

EUR 260m

additional cash generation per year[1]

Measures to release additional capital

Longevity transactions

- Longevity risk represents 65% of NN Group's total capital requirements
- Removing that risk from the balance sheet at the right cost of capital accelerates capital release and reduces risk from future changes to longevity
- This would also reduce the Company's cost of capital

Footprint optimisation

- **Insurance Europe:** EUR >1bn of capital can be released via reinsurance transactions / portfolio transfers (e.g. Belgium) or outright disposals (e.g. Spain)
- **NN Life Japan:** Expert DCF suggests business could be worth at least EUR 2bn

Impact

at least EUR 3bn

release of capital over 5 years

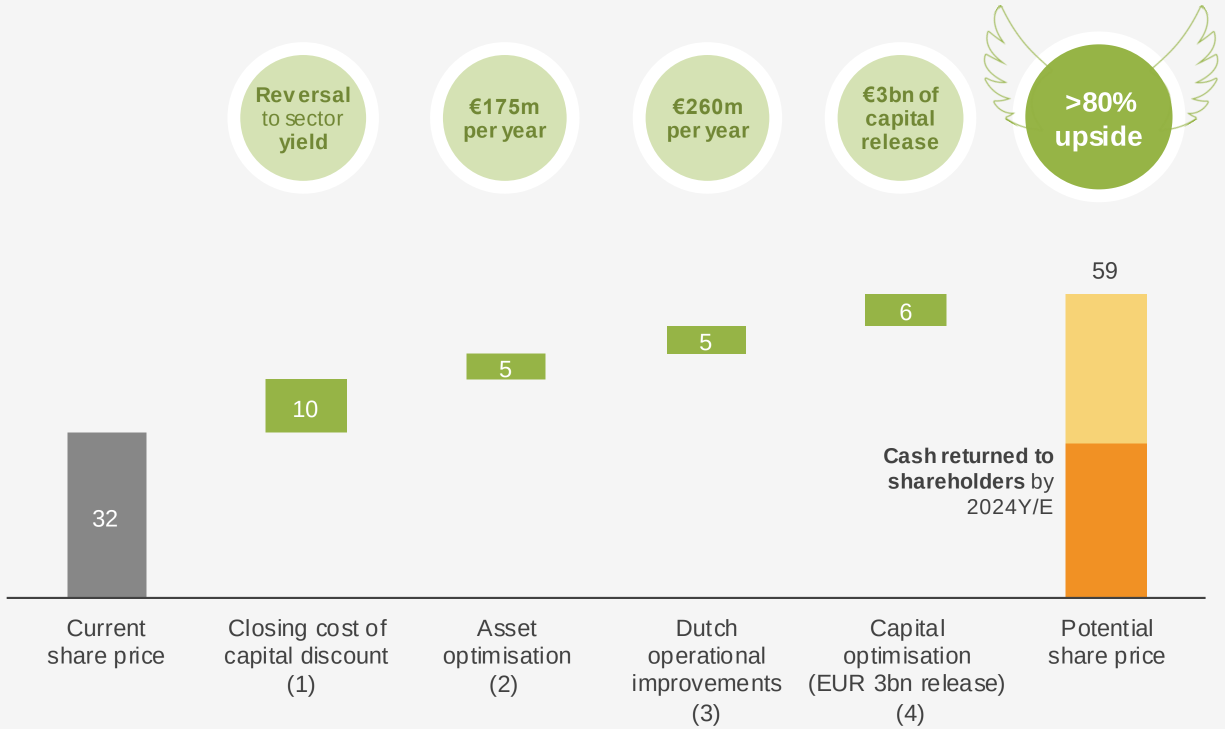
A robust underlying cash flow profile can deliver extraordinary returns to shareholders by targeting an 80% dividend pay-out ratio by 2024Y/E and returning all excess cash flow via a share buyback

(1) Mid-point of estimated potential as analysed by independent advisors of EUR 335m after tax to estimate cashflow impact

The opportunity at hand

NN Group management can distinguish itself by unlocking tremendous value, earning the reputation as a best-in-class steward of capital in the European insurance sector

NN Group share price (EUR per share)



Leave no doubt to the market of NN Group's fundamental strengths:

- Significant and stable cash flow generating power
- Industry leading and sustainable dividend growth
- Continued strong solvency ratio and limited increase in financial leverage
- Reduced group interest rate sensitivity gives less need for hedging
- No impact on holding company liquidity
- **EUR >9bn of capital returned to shareholders in the next five years**

A bold Capital Markets Day would result in lasting benefits for all NN Group stakeholders

(1) Reversal of NN Group to European insurance sector OCG yield of 10%; (2) EUR 175m of incremental cashflow (phased up over 1 year) capitalised at sector OCG yield of 10%; (3) Efficiency improvement initiatives with cashflow impact of EUR 260m (phased up over 3 years on average) capitalised at sector OCG yield of 10% less estimated implementation cost; (4) Capital release used for extraordinary share buyback program; cashflow reduced by drag from capital release

2

NN GROUP'S STRENGTHS

What attracts us to NN Group?

NN Group is a structurally sound business

The strength of NN Group's underlying businesses and prudent holding company position provide the foundation for stable capital returns to shareholders

Shareholders

Stable capital return to shareholders

↗ Further detail on Slide 19

NN Group has returned all excess free cash flow to shareholders over the last 5 years

NN Group Holding

↗ Further detail on Slides 20-21

Strong cash position	Strong solvency	Low leverage
EUR 1.4bn[1]	242%[2]	25.9%[3]

Division	Strong & stable remittances of EUR 1.5bn in FY19 (As of latest reporting)	Strong & stable solvency coverage across all divisions (As of latest reporting)
NL Life	EUR 800m	245%[2]
NL Non-life	EUR 85m	Well covered
Insurance Europe	EUR 148m	226% avg
Asset Management	EUR 195m	n/a
Banking	EUR 107m	15.7% CET1
NN Life Japan	EUR 79m	1,018%

↗ Further detail on Slides 22-30

NN Group delivers stable cashflows with strong underlying solvency coverage

Note 1: Pro-forma VIVAT / Note 2: Group estimated as at end April 2020, pro-forma for longevity swap completed / Note 3: NN Group disclosed at FY19 on an IFRS basis

Stability and consistency

NN Group has a history of stable free cash flow generation and strong solvency despite significant market volatility in recent years

NN Group – Strong, stable and predictable cash generation

Significant Market Volatility and Change

- 2015 to 2019 lows: -150ps decrease in Euro interest rates
- 2017 to 2018: +50bps increase in corporate credit spreads
- 2019: 70bps increase in Dutch residential mortgage spreads
- 2017 to 2018: 18% fall in equity markets
- 2014 to 2018: Difficult P&C conditions in both pricing and claims
- 2016: Implementation of Solvency II
- 2014 to 2016: Eurozone crisis fall-out
- 2014: Dutch housing market correction

Historical Free Cash Flow

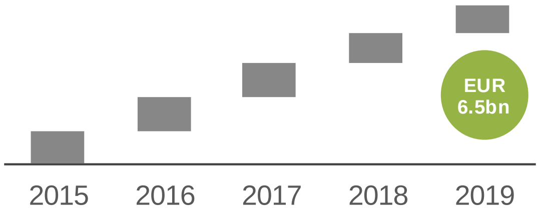
EUR 6.5 billion[1] over L5Y

NN Group has generated stable cashflows in the past despite meaningful market volatility because of its strong fundamentals

Limited interest rate risk	Limited credit risk	Stable liability run-off	Strong HoldCo & Solvency

	2015	2016	2017	2018	2019
SCR Cover %	na	241	199	230	218

Cum. Free Cash Flow



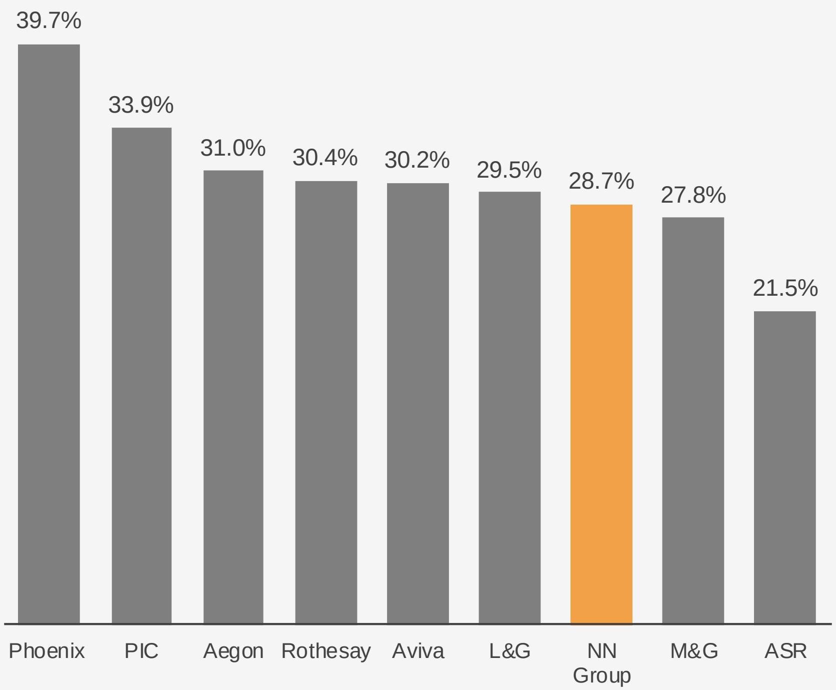
NN Group has held steady through volatile market conditions and changing regulatory environments

(1) 2017 excludes EUR 500m capital injection into Delta Lloyd in Q2 2017

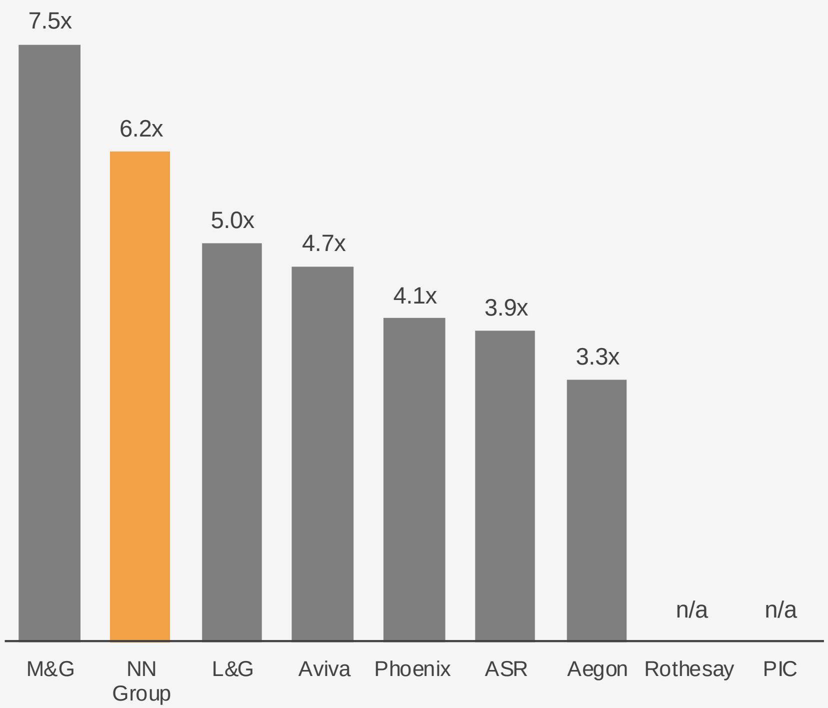
Conservative leverage and high quality rating

Given diverse business mix and conservative balance sheet, NN Group has scope to increase leverage as necessary

Solvency II Net Debt Leverage Ratios (FY19 + 2020 issuances)



NN Group interest cover (FY19)



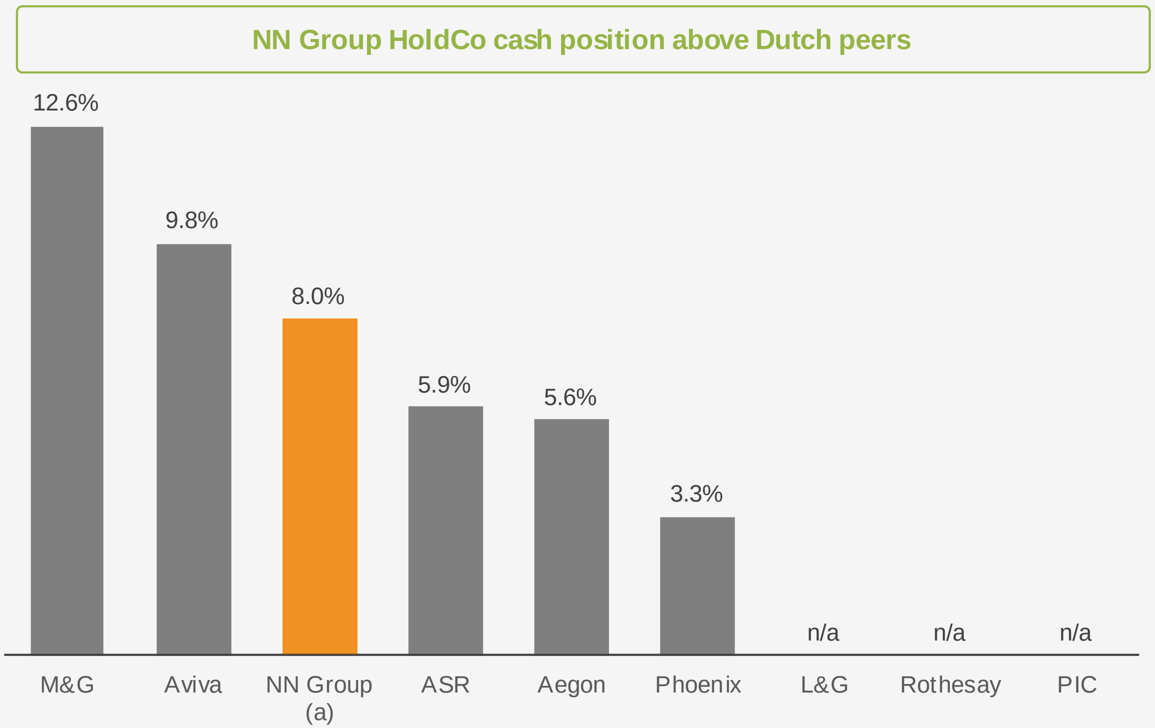
Leverage does not present a constraint for NN Group when compared to peers, providing the Company another distinguishing strength

Note: Leverage Ratios calculated as (total financial leverage– holding company cash) / Available Own Funds, pro-forma where applicable for known capital actions between last reporting date and today. Interest cover calculated as (FCF + Current coupon cost) / Current coupon cost. FCF as disclosed or estimated net of tax and coupon cost based on company disclosure.

Ample liquidity for value-accretive activities

Maintaining a high level of liquidity provides NN Group resilience in strained markets and ample flexibility to implement management actions

HoldCo cash (as % of Solvency II Eligible Own Funds / FY19)



- Ample cash at NN Group HoldCo
  - EUR 2.0bn at end of FY19
  - EUR 1.4bn when PF adjusted for VIVAT
- NN Group HoldCo cash (FY19) above key peers
  - Above Dutch peers (ASR/Aegon)
  - Significantly above closed book Life peer (Phoenix)
- HoldCo cash at NN Group provides ample flexibility to drive management actions:
  - Return capital via dividends and share buybacks
  - Reinvest in shareholder accretive activities
    - Reinvested in new businesses
    - Optimizing the asset portfolio
    - Opportunistic M&A
  - Buffer any cash flow mismatches that may result from capital becoming encumbered in operating companies
- However, using HoldCo cash to refinance cheap debt is value-dilutive and needs to be avoided (e.g., the EUR300m bond maturing in 2020)

Strong liquidity position at NN Group HoldCo. Excess cash could be returned to shareholders or used for value-accretive activities when permissible

(a) Adjusted for VIVAT non-life acquisition, assumes EUR 300m senior loan is refinanced

Source: Company information

NL Life: The Jewel in the Crown

NL Life represented >50% of NN Group cash flow over the last 5 years

At current valuations, NL Life should have a very low cost of capital at a very high rate of return

- Cash flows are predictable and stable
  - Closed system of in-force policies with a clear run-off profile
  - Investment portfolio with negligible default exposure
  - Interest rate matched with long-dated bonds and derivatives
- We believe that NL Life is trading at a run off IRR of approximately 20% after incorporating prudent, sensible and achievable optimisation measures. We believe that the right cost of capital for this business would be less than half of that figure

Solvency: Robust solvency ratio and economic solvency position – asset cash flows in excess of realistic liability cash flows

Limited interest rate risk: Cash flow matching across the majority of tenors and risk-hedging where a deep and liquid market is unavailable ensures that NL Life is economically hedged to interest rates

Limited credit risk and attractive asset exposures: NL Life has one of the lowest risk asset portfolio in the life insurance sector and Dutch residential mortgages have proven to be a resilient asset across various economic cycles

Policyholder benefits covered: Conservative approach to risk management ensures policyholder benefits are more than adequately covered

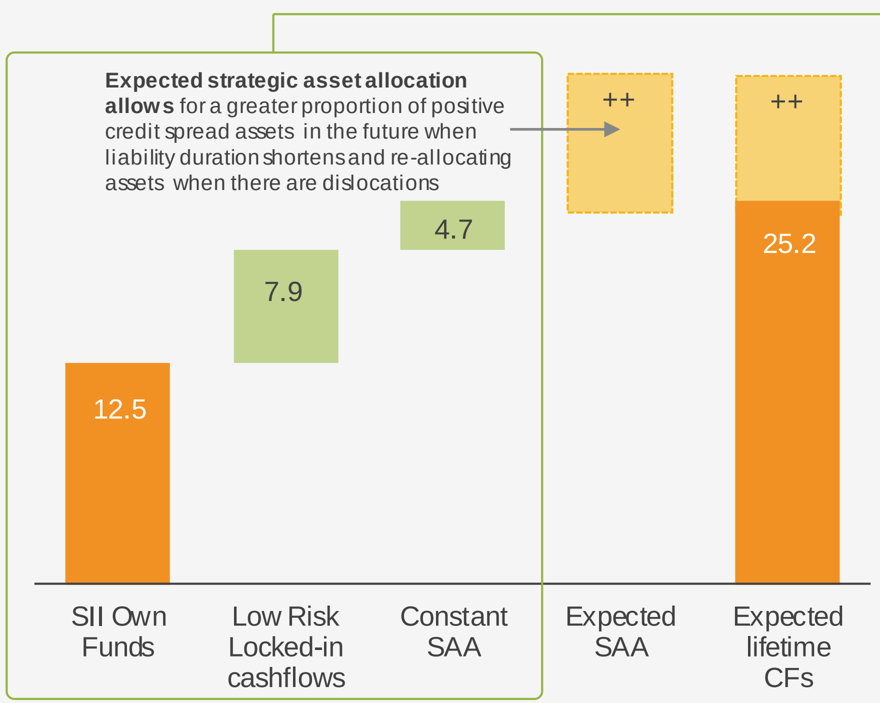
Stable capital return profile: Cash flow sensitivity to macro economic factors is not material given hedging profile and asset mix

NL Life is a business that should have a low cost of capital

NL Life's cash flows are the source of the value

The essence of the NL Life business is to lock-in long-term cash flows and provide upside optionality through management actions

Solvency II Own Funds to Lifetime Operating Cashflows (FY19)



Significant Low Risk Dependable Cash Flows

- NL Life's existing **conservative asset portfolio is expected to generate meaningful low risk dependable cash** over the life of our liabilities **without management actions and no new business**
  - Cash flows emanate from excess spread on existing asset portfolio (vs. VA), risk margin release and UFR unwind all net of tax
  - Realised losses on assets consistent with historical performance
- These cash flows (**EUR20bn**) over the weighted average life of the liabilities (23 years) deliver **EUR0.9bn** of cash flows on average per annum
  - This compares to remittances averaging **EUR827m** of over the past 5 years
- In addition, management would be expected to reinvest any excess maturity proceeds to at least **maintain the current strategic asset allocation at a minimum** ("Constant SAA")
- **The quantum of these cash flows is not impacted by potential changes to Solvency II regulations**

NL Life's lifetime cash flows are significant and largely agnostic to the regulatory regime. This cash flow can be counted on over the life of the policies with ample potential to generate excess capital over the long lifetime

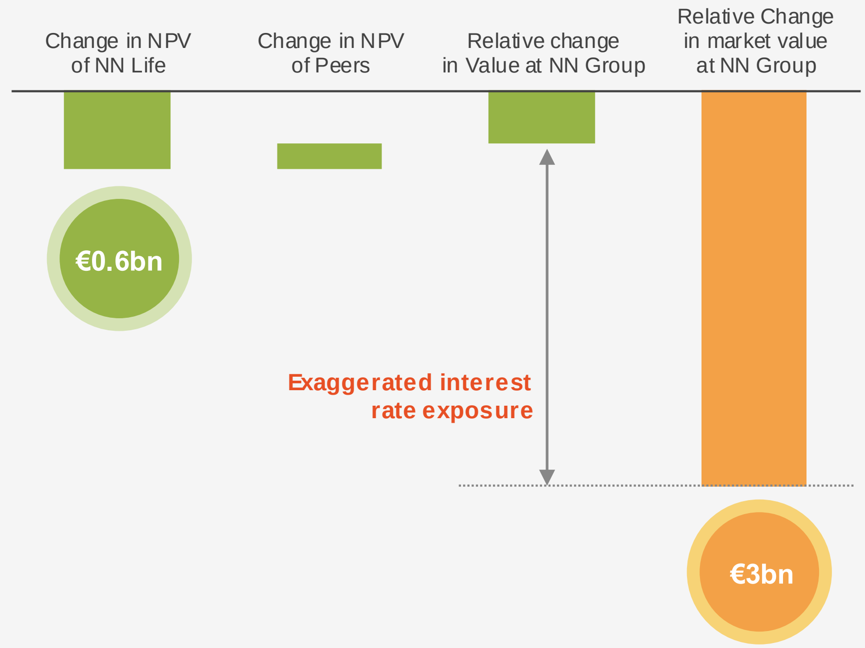
Note: FY19 market conditions, based on a projection model developed by a leading actuarial consultant and Elliott analysis

We believe that NN Group's interest rate hedging posture protects shareholder value and that 2019's underperformance was unwarranted

We believe the perceived negative impact on NN Group's cash flows was overdone in 2019

- NN Group hedges cash flows to 30 years with a risk hedge in the tail. Cash flow hedging implicitly **implies an allowance for excess investment return above risk free**
- Hedging to risk-free or the Solvency II balance sheet would result in the incorrect economic hedge
- A dividend discount model developed by a leading actuarial consultant estimates that the loss in **Net Present Value (NPV) of changing from FY18 interest rate conditions to FY19 interest rate conditions was a EUR 0.6bn loss** for NL Life
- Peers are likely to have experienced NPV losses as well
- The relative performance of NN Group's share price would suggest that over EUR 3bn of value was lost from interest rates throughout 2019

Exaggerated Valuation Impact of Interest Rates in 2019



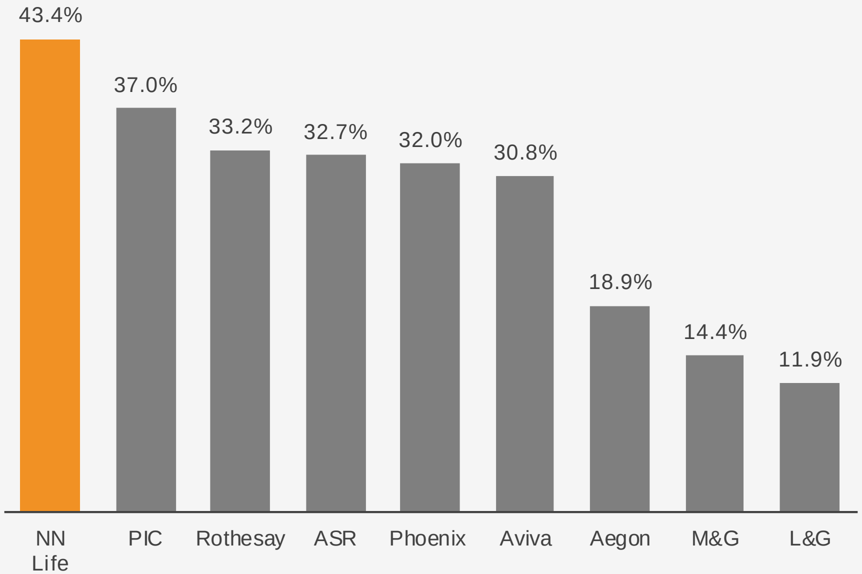
Valuing the in-force business on a dividend discount model suggests that at least EUR 2.4bn of underperformance throughout 2019 was unwarranted.

Note: Models produced by a leading actuarial consultant, focused on Netherlands Life. Interest rate sensitivities calibrated based on Group disclosure.

NL Life has a low risk asset portfolio when compared to European life peers

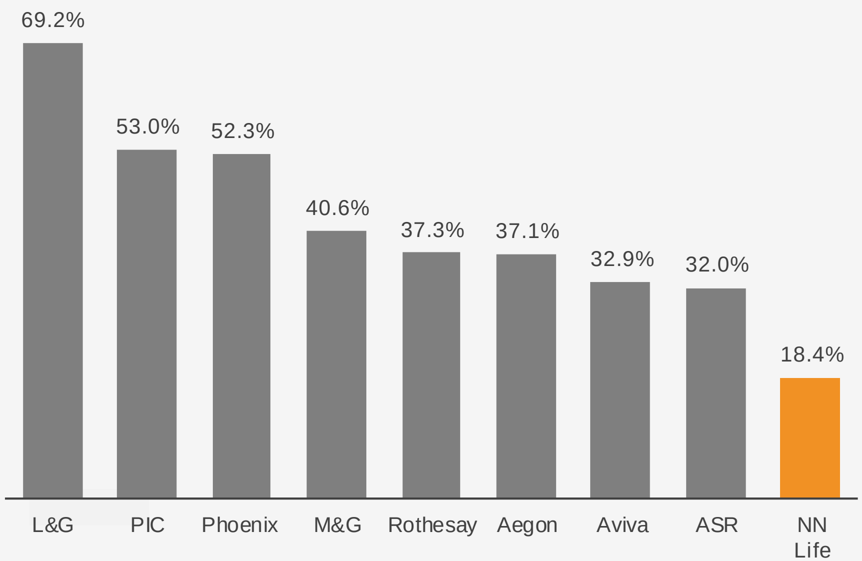
Government bonds (as % of total asset portfolio)

Low-risk government bond exposure is over-represented at NL Life



Corporate bonds (as % of total asset portfolio)

Corporate bond exposure is under-represented at NL Life



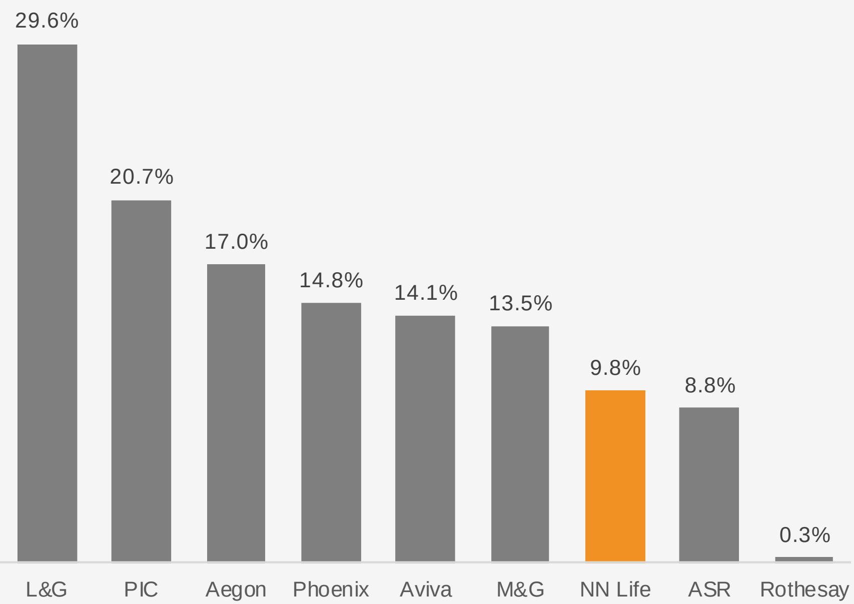
NL Life's asset portfolio is characterised by high exposure to lower risk government bonds and low exposure to higher risk corporate bonds

Source: Company information

NL Life has low exposure to corporate credit downgrade risk and higher beta assets

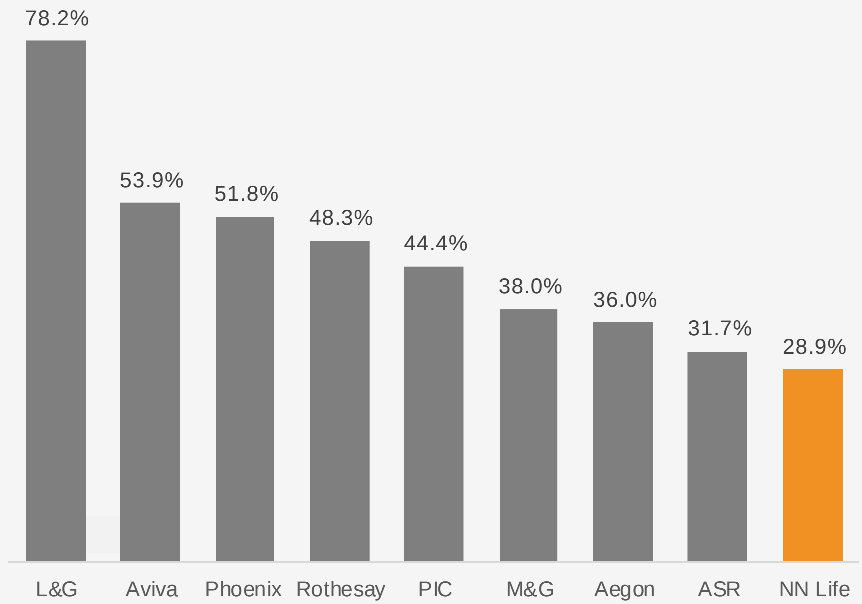
<=BBB credit exposure (as % of total asset portfolio)

<=BBB credit exposure is under-represented at NL Life



Higher beta asset exposure (as % of total asset portfolio) (a)

Higher beta asset exposure is under-represented at NL Life



NN Life's low exposure to less stable assets underpins the nature of its low-risk asset portfolio

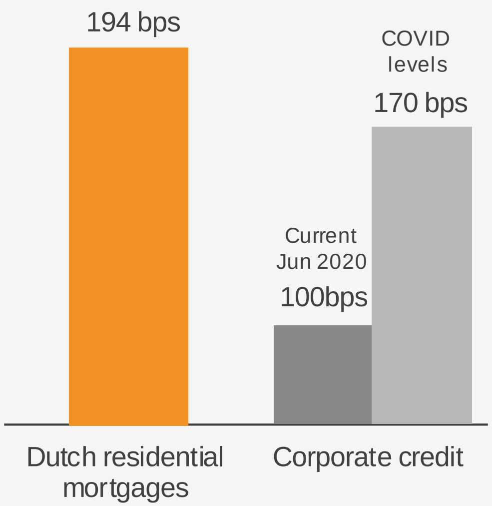
(a) Includes equity, corporate credit exposure rated A or below, sub-investment grade government bonds, CRE, equity release mortgages, and non-performing loans

Source: Company information

Dutch residential mortgages are the bedrock of NL Life's cash flow generation

Dutch residential mortgages represent 23% of the assets of NL Life

Attractive gross spreads

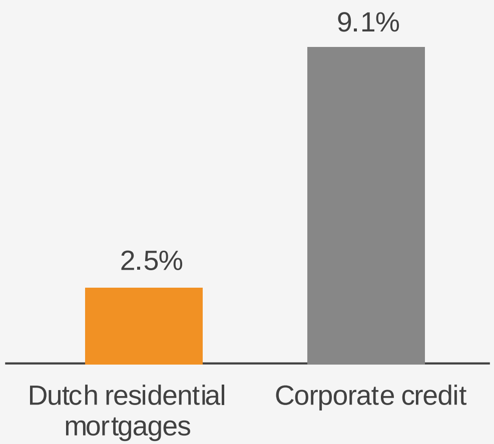


- Dutch residential mortgages offers a gross spread in excess of the gross spread available on liquid corporate credit even in a period of spread widening

Low historical losses

- Historic realised losses on Dutch residential mortgages have been materially lower than realized losses on corporate bonds

Low capital charges



- Given the underlying security provided by residential property, capital charges are lower than unsecured corporate credit

40%+ return on solvency capital asset with limited downside risk

Note: Analysis is gross of acquisition costs

Sources: BAML ICE ER00 LIBOR-OAS, COVID levels based on April 2020 average, DNB mortgage data for 5-10 year mortgages, historic losses calibrated based on Moody's data by rating and Dutch RMBS data, capital charges based on Standard Formula – 72% LTV for residential mortgages and 8 year average A-rated corporate credit

Why are Dutch residential mortgages resilient?

The Dutch Government and legal system incentivises borrowers to perform

Lender friendly ecosystem

Payment morale is high – leading to lower defaults

Full recourse loan structure

- Dutch borrowers have a strong payment morale because they are fully liable for their mortgage debt. In case of arrears the lender can auction the property without the need for a court order and garnish wages to recover losses

Central credit bureau

- The Netherlands has a central Bureau for Credit Registration ("BKR") where all negative credit records are tracked. Therefore, consumers are incentivised to continue paying if they can as a negative credit record follows them everywhere.

No sub-prime market

- The Netherlands lacks a developed subprime mortgage market in comparison to other countries. Therefore, consumers with a negative credit registration have difficulties obtaining a mortgage

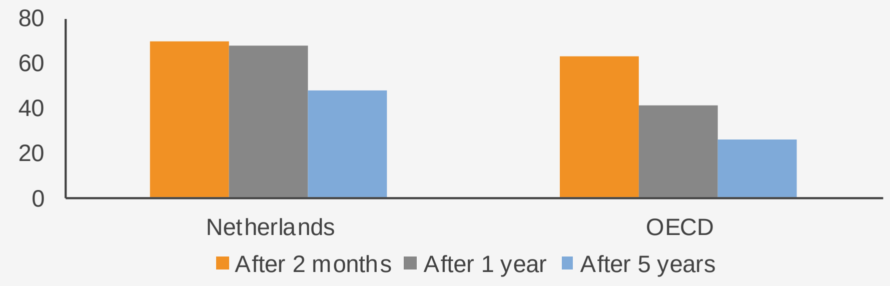
Government guarantee scheme

- NationaleHypotheekgarantie (NHG) is a Dutch State backed mortgage loan guarantee scheme that aims to promote home-ownership for first time buyers and lower-income households, guaranteeing 90% of losses experienced by lenders. 31% of NN Group's Dutch mortgage portfolio benefit from the NHG

Generous social security system

Mortgages remain affordable even after prolonged unemployment

Net replacement rates



Commentary

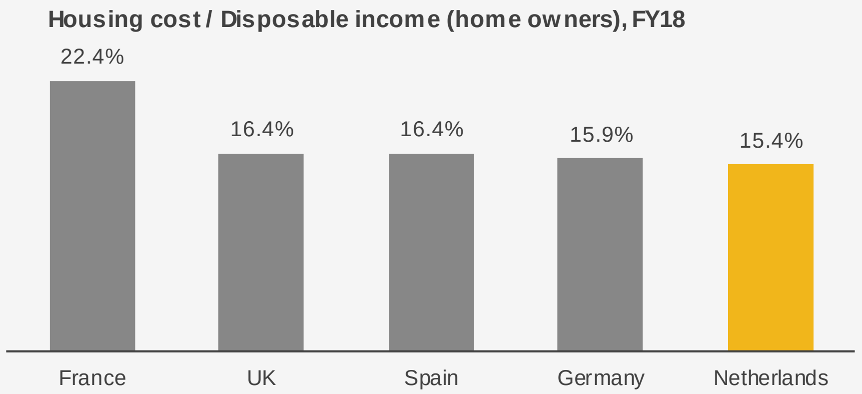
- The Netherlands has a strong social security system in case of unemployment or ill health
- The net replacement rate (the proportion of an individual's income that is covered by state benefits upon the individual becoming unable to work) is high compared to other OECD countries
- Additionally, in case of sickness, employers are obliged to continue paying full salaries for 2 years. Thereafter financial aid is also available

Source: OECD

Why are Dutch residential mortgages resilient?

Tax incentives, strict underwriting criteria and favourable demand/supply dynamics support the Dutch housing market

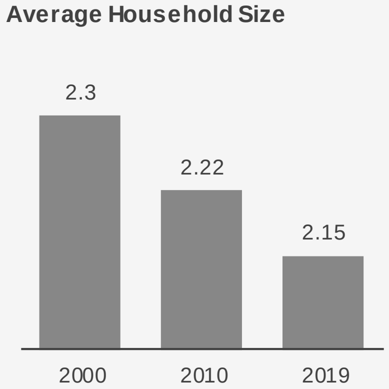
Good affordability despite higher LTV



Commentary

- LTV of residential mortgages average around 70%
- Mortgage interest is tax deductible making affordability better than headline LTV implies
- Strict underwriting standards are set by the government which have been getting stricter in recent years
  - The affordability of mortgages is set according to a pre-defined scale of gross annual income and mortgage interest rate

Robust housing market with structural drivers



Commentary

- The Netherlands has seen the highest population growth level since 1975, mainly due to net immigration. This has increased the demand for housing
- At the same time, supply has been unable to keep up with this demand:
  - Geographical restrictions impede the expansion of the four major cities: Amsterdam, Utrecht, The Hague and Rotterdam.
  - The average size of households has continued to decline in the Netherlands

Source: CEIC Dec 19, OECD, Eurostat

Given its asset portfolio, NL Life's cash flows are not materially impacted by recessionary environments

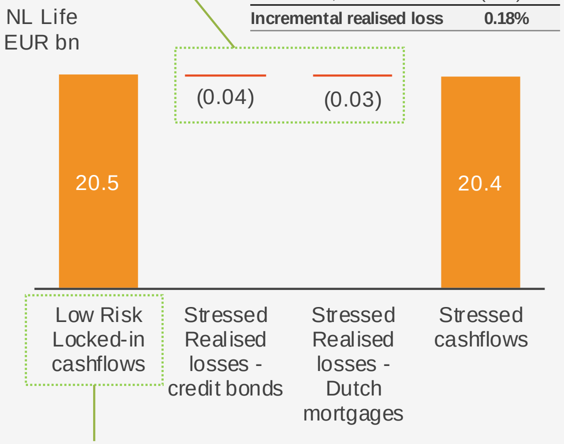
Defaults even under a stressed scenario is negligible in light of the locked-in cash flows

Incremental expected losses under a stressed scenario vs allowance in locked-in cash flows:

Corporate credit: 2008-2013 realised losses

Dutch mortgages: 2014-2016 realised losses

Cumulative default rates	%
Historic average 5y	1.34%
2008 - 2013	1.72%
Increase in default rate	**0.38%**
Recoveries, Taxes	(0.20)%
Incremental realised loss	**0.18%**

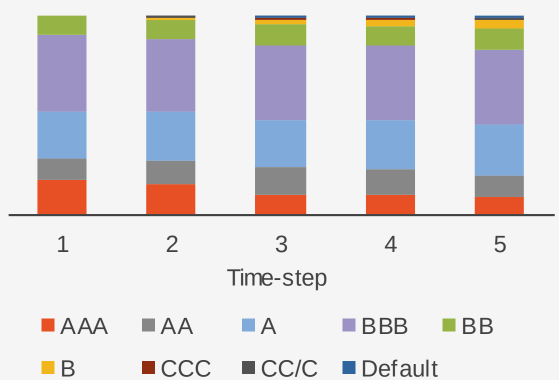


Includes an allowance for realised losses in line with 50 year historic average

Solvency coverage is protected against downgrade and widening scenarios

	SCR cover
Impact of 08-09 peak spread widening	-8%
Impact of 5y GFC credit migration	-5%
Net impact for NL Life	**-13%**
NL Life SCR cover post-scenario	**231%**

Credit rating migration - GFC



- At end of FY19, less than **50%** of NL Life's portfolio was comprised of credit assets
  - **EUR 23bn** in credit bonds
  - **EUR 26bn** in Dutch residential mortgages
- Given the historically strong performance of the residential mortgages portfolio, expected losses across the entire portfolio are expected to amount to 5bps
- A severe credit loss stress scenario (repeat of GFC and 2014 Dutch housing crisis) would only result in an incremental reduction in cash generation of **EUR(0.1) bn** given NL Life's current assets. This is negligible when considering the cash generation capacity available
- In addition, the impact of credit spread widening and downgrades on the Group SCR cover is limited

The low exposure to credit risk at NN Group results in a **highly resilient balance sheet** and **cash generation** profile

Notes: Includes Financial bonds. Excludes credit assets held in Mutual Funds. Historic data calibrated to rating agency data (Moodys one-year letter migration rates for corporate credit, Fitch RMBS loss data for Dutch residential mortgages. 40% recovery assumed. Downgrade and widening scenario on solvency calculated based on 1 Jan 2008 to peak 2009 experience for corporate credit and Dutch residential mortgages between. No allowance for other market movements. NL Life SCR cover pro-forma for longevity swap based on latest company disclosure.

3

PERSISTENT UNDERVALUATION

Why is the market still not attracted to NN Group?

NN Group is deeply undervalued

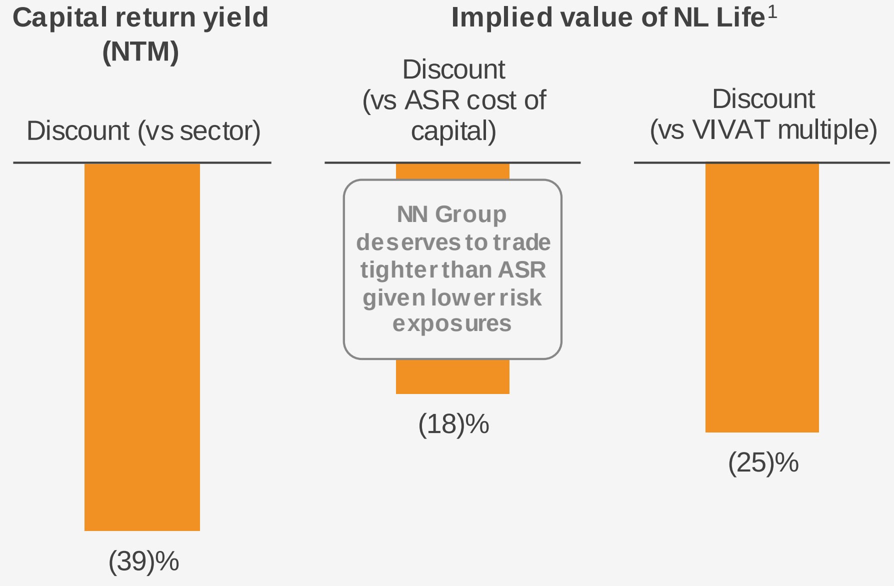
Across key metrics, NN Group trades at a significant discount

Capital markets assign a deep discount to NN Group's share price, the result of the Company's failure to demonstrate its strengths

- This disconnect is most evident in times of turmoil:
  - Despite NN Group's sophisticated hedging of interest rate risk, its share price declined alongside interest rates in 2019
  - Despite NN Group's insulation from COVID-19 risks, its share price failed to outperform the wider market sell-off in early 2020
- Even positive NN Group actions (e.g., longevity transaction announcement) have failed to generate a positive market reaction

A consistent problem stems from NN Group's failure to connect the dots for the market, a failure to showcase its fundamental strengths and its limited exposure to risk

NN Group valuation discount



Consistent and deep undervaluation across various valuation approaches

NN Group's undervaluation is rooted in its deeply flawed approach to investor communications, marked by a lack of transparency and clarity, which in turn exacerbate the Company's complexity

(1) Valuation discount stemming from undervaluation of NL Life division implied in NN Group's market capitalisation when compared to ASR implied cost of capital or VIVAT transaction multiple
Source: Bloomberg; Company information; Analysis as of Jun-20

NN Group allows poor perceptions to flourish

When the market looks at NN Group, they see a series of risks as a result of NN Group's unclear approach to investor communication

What investors avoid	How investors perceive NN Group	How Elliott perceives NN Group
Exposure to interest rates	**High economic exposure to interest rate changes** as illustrated by 2019 share price underperformance	NN Group is **economically hedged** and the **most sophisticated risk manager** in the Netherlands
Underlying solvency concerns	**Low quality and exposed to regulatory risk**	S-II **does not impact the economic reality** and NN Group has lots of levers to bolster regulatory solvency if necessary
Capital generation concerns	NL Life in "run off" and thus **cash generation capacity declining**	**Significant capacity to increase organic cash flow** via optimisation
M&A execution risk	Track record of **large (and potentially risky) M&A,** which may **reduce level of capital distributions** in the future	Track record of **strategically sound M&A** given Delta Lloyd and VIVAT acquisitions. No obvious large scale M&A left.
Exposure to risky assets	**Residential mortgages are illiquid,** and it is hard to know their true value	Among **lowest credit risk exposure** in the sector, underpinned by **high quality residential mortgage portfolio**
Volatile & unpredictable capital distribution	**Heavy exposure to rates and regulatory changes** with **low quality of capital** and **lack of financial transparency**	**Most sophisticated risk manager in the Netherlands with sound quality of capital; attractive risk-adjusted asset class exposure**

The market should not be expected to devote the kind of resources Elliott undertook to uncover key attributes; The onus is on NN Group to address market misperceptions

NN Group's management stood by as concerns continued to mount

"

Our lower target price largely reflects […] potential risks associated with a low yield environment and potential downside risk to Solvency II capital […].

Credit Suisse, 23-Aug-19

"

[…W]hile current disclosure makes forecasting at group-level challenging, we believe risk to absolute numbers is more skewed to the downside hence our estimation of limited excess generation over the coming 2y.

BNP, 11-Nov-19

"

Key risks to our valuation are: […] ongoing low interest rate environment.

UBS, 19-May-20

"

That conveniently defers any decision on a renewed buyback till later in 2020, […]. It does feel like this deferral of decisions is partly driven by the overhang of uncertainty from the EIOPA review and hopes that the direction of travel will presumably be clearer by then.

Autonomous, 14-Nov-19

"

Risks include macroeconomic factors such as interest rates, credit, real estate and sovereign bond prices. Changes to Solvency II regulation are also a risk.

Credit Suisse, 09-Apr-20

"

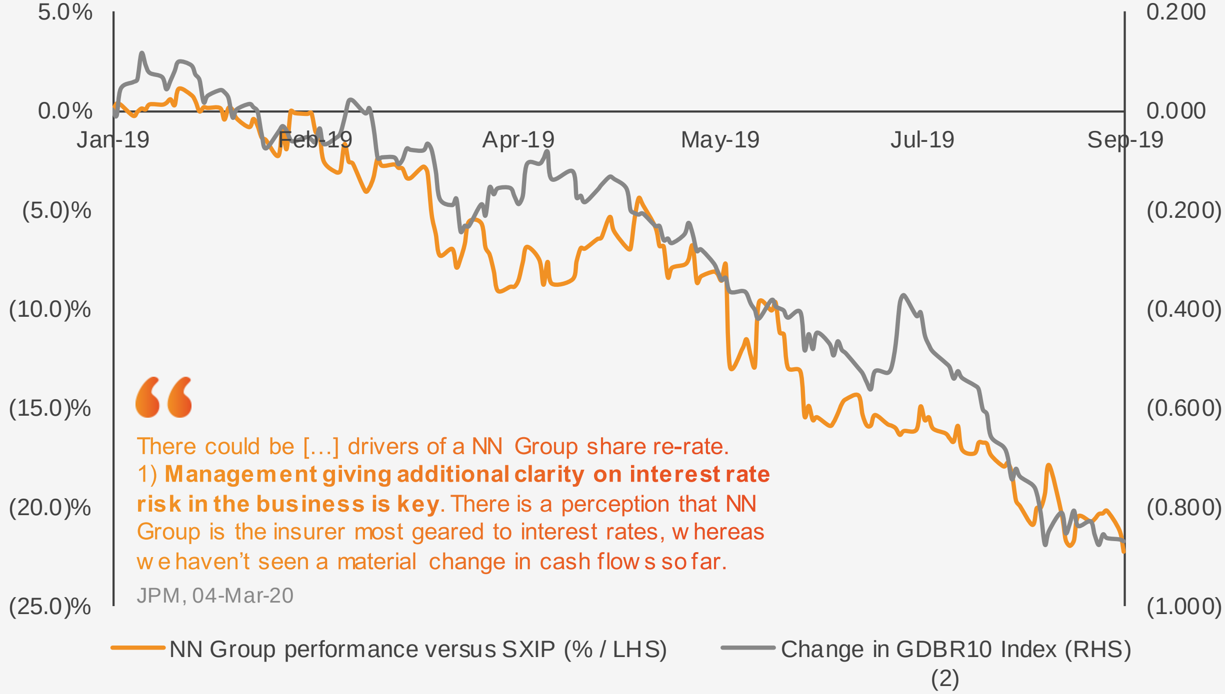
[…] while we still include the announcement of a small buy-back with FY19 results, we think sustainability will be lacking until there is more clarity on the 2020 review and on the group's ability to generate capital […]. We […] downgrade our recommendation to Underperform.

BNP, 11-Nov-19

The costly failure to highlight real interest rate exposure

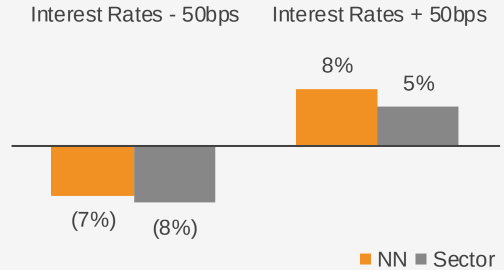
Management failed to articulate NN Group's sophisticated approach to interest rate hedging and stood by as its share underperformed the market by >20% in 2019

2019: Share price underperformance with significant correlation to interest rates…
NN Group share price performance compared to SXIP and interest rates



> There could be […] drivers of a NN Group share re-rate. 1) **Management giving additional clarity on interest rate risk in the business is key**. There is a perception that NN Group is the insurer most geared to interest rates, whereas we haven't seen a material change in cash flows so far.
>
> JPM, 04-Mar-20

…despite having nearly the same <u>reported</u> interest rate sensitivity as the overall sector[1]



A widespread problem within shareholder base

In asking NN Group shareholders about their understanding of NN Group's interest rate exposure, **more than 75%** of participating respondents **did not have a clear grasp of the extensive protections from this risk**

A fundamental mismatch between perceived interest risk and its actual risk is a real problem; Management *should have* addressed this last year … It *must* do so now

Source: Bloomberg; Analysis as of Jun-20; (1) Chart shows sensitivity of NN Group solvency ratio; (2) Index tracks German government bond yields (10y)

The costly failure of the longevity transaction announcement

Management did not properly showcase the significant value-accretion potential of its May-20 longevity transaction and missed a big opportunity

Significant excess capital. Now what?

- We believe that the longevity swap transaction completed in May-20 was well executed and generated significant surplus capital. We estimate that at least EUR 1.2bn of surplus was created

	April 2020	PF longevity swap
SCR cover	225%	242%
Surplus >225% SCR cover	-	**+€1.2 billion**

15% of Market Cap

- Given the quantum of the surplus release, the lack of specific guidance at the time on the uses of the surplus release was a missed opportunity, especially given that NN Group doesn't require the longevity swap to support its capital position
- Accretive transactions that could have been better communicated include utilising surplus to:
  1. Commit to a **specific amount** of shareholder returns over a **defined** period of time
  2. Commit to generating a **specific amount** of free cash flow from deploying capital into RoE accretive asset rotation

Example: Surplus could be utilised to buy-back shares

- A share buy-back would be hugely accretive to per share economics for shareholders

Surplus utilised for buy-back	**EUR 1.2bn**
% Shares Retired	(15)%
Impact on FCF generation (2021)	(7)%
Implied FCF per share accretion	**+9.3%**
Increase in FCF per share	**+EUR 0.4 per share**

- However, the share price performance on the day of the announcement did not reflect this upside:

Share price performance (19-May-20)

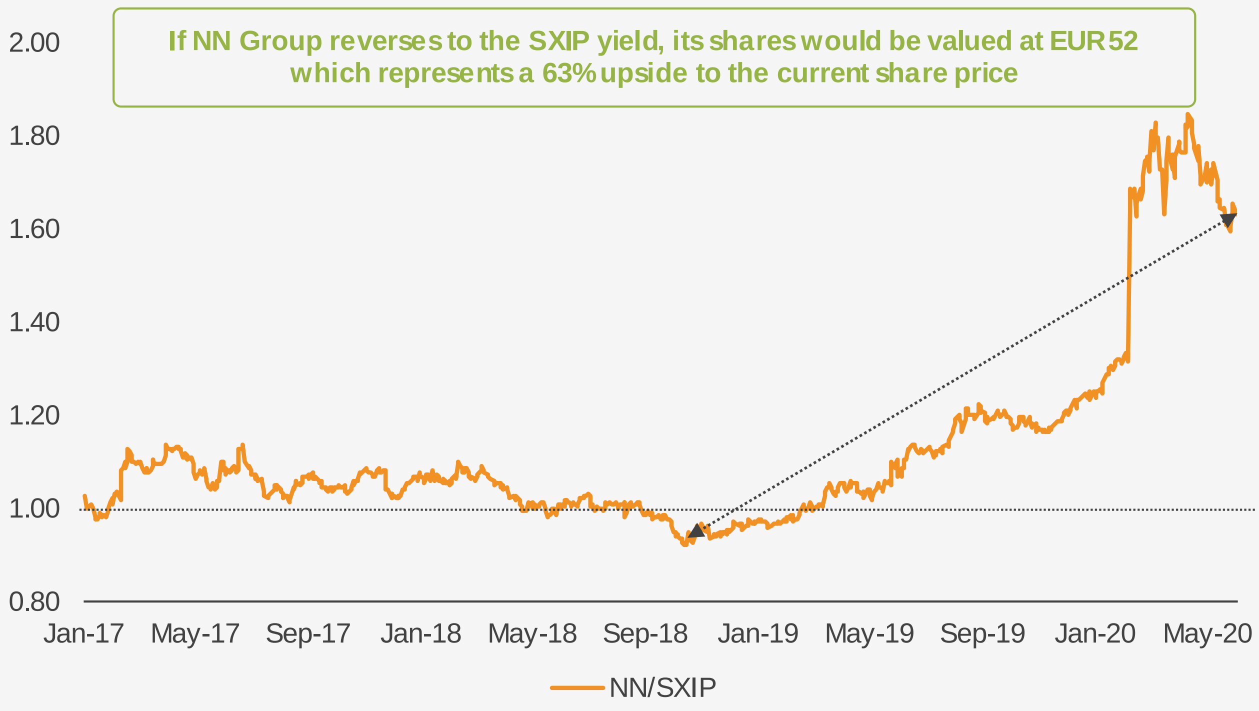
NN Group should have better communicated what this announcement means for <u>shareholders</u>;
It must make an affirmative, clear case for the impact of this transaction and future measures

Source: Bloomberg, Company information; Analysis as of Jun-20; Share price for NN Group as of day of announcement of longevity transaction on 19-May-20

Historical dividend yield highlights undervaluation

NN Group's dividend yield traded in line with the SXIP for years, but sharply diverged during 2019

Ratio of 12 month forward recurring capital return yield over time (NN Group vs SXIP)[1]



This large and persistent shift took place despite the following strengths:

- Significant and stable cash flow generating power
- Highest solvency ratio in Europe
- Strong holding company liquidity position
- Limited economic exposure to interest rates
- Lowest exposure to risky assets
- Low exposure to COVID-19 linked insurance risks
- Resilient financial profile has weathered the recent storm

By historical standards, NN Group is cheap

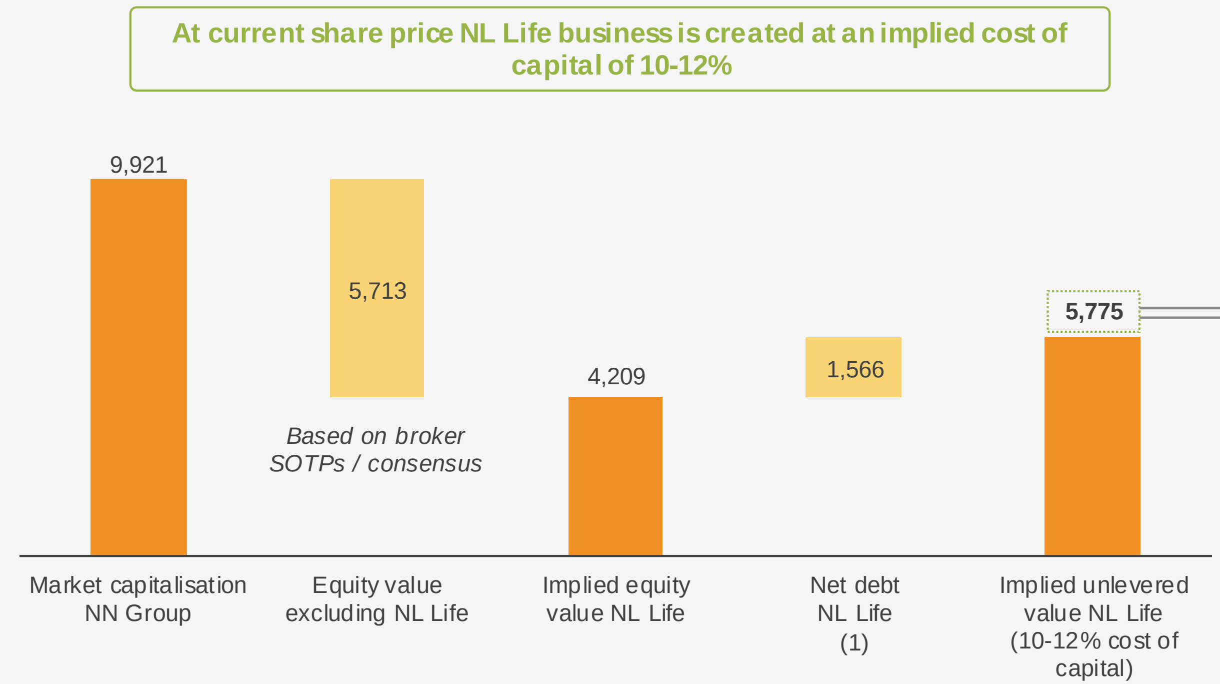
(1) NN Group's EUR 250m recurring buyback included in the shown yield calculation

Source: Bloomberg; Company information; Analysis as of Jun-20

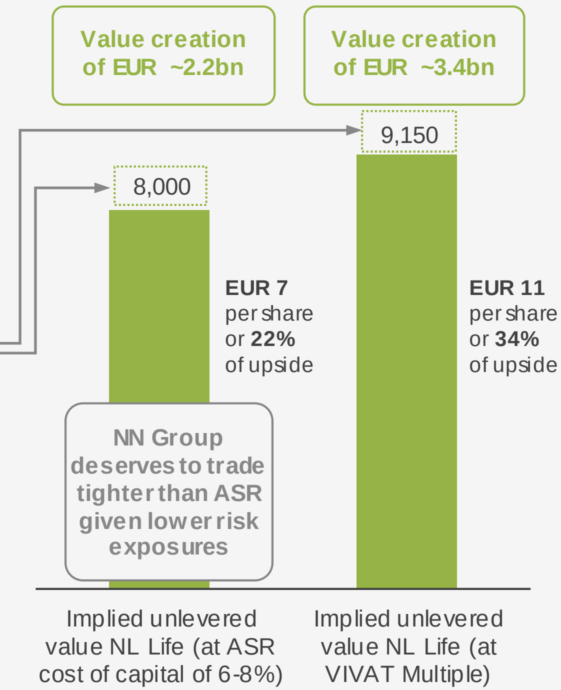
Long term cash flow valuation provides further evidence of material discount

NL Life cost of capital implied at current share price is significantly above ASR

Implied value of NL Life at current share price (EURm)



NL Life valuation (EURm)



By historical standards, IRR / cost of capital measures, or any other practical measure, NN Group's current market value is nowhere near a proper reflection of its fundamental strengths

(1) NL Life debt based on NPV of debt service cost (amortisation & interest) with NPV done at mid-point of 'implied IRRs; debt principal is paid down in line with run-off of Life book; Stub Debt (excluding NL Life) at face value
Source: Bloomberg, Broker reports and models, Company information; Analysis as of Jun-20

4

THE CAPITAL MARKETS DAY IMPERATIVE

Showcase strengths
and optimise the portfolio

Unlocking NN Group's untapped potential

NN Group has a number of optimisation levers that would create value today and for years to come; all of which could be part of a successful Capital Markets Day

Measures to boost cash-generation over time

Asset optimisation

- NN Group has one of the lowest-risk asset portfolios of any life entity in the European insurance sector
- This gives NN Group the opportunity to take advantage of market dislocations and to invest in attractive assets as spreads widen (e.g. further increase exposure to residential mortgages)

↗ (Further detail starting on slide 41)

Impact

EUR 175m

additional cash generation per year

Dutch market leadership

- With Delta Lloyd and VIVAT, NN Group has become the undisputed No.1 insurance provider in the Netherlands
- This market leadership and associated scale should allow NN Group to operate at best-in-class efficiency levels, which has the potential to drive incremental value for shareholders and customers

↗ (Further detail starting on slide 45)

Impact

EUR 260m

additional cash generation per year[1]

Measures to release additional capital

Longevity transactions

- Longevity risk represents 65% of NN Group's total capital requirements
- Removing that risk from the balance sheet at the right cost of capital accelerates capital release and reduces risk from future changes to longevity
- This would also reduce the Company's cost of capital

↗ (Further detail starting on slide 50)

Footprint optimisation

- Insurance Europe: EUR >1bn of capital can be released via reinsurance transactions / portfolio transfers (e.g. Belgium) or outright disposals (e.g. Spain)
- NN Life Japan: Expert DCF suggests business could be worth at least EUR 2bn

↗ (Further detail starting on slide 53)

Impact

at least EUR 3bn

release of capital over 5 years

An optimised NN Group is poised to create a significant boost in capital right now, with a number of measures that would bear fruit on an ongoing basis in the years ahead

(1) Mid-point of estimated potential as analysed by independent advisors of EUR 335m after tax to estimate cashflow impact

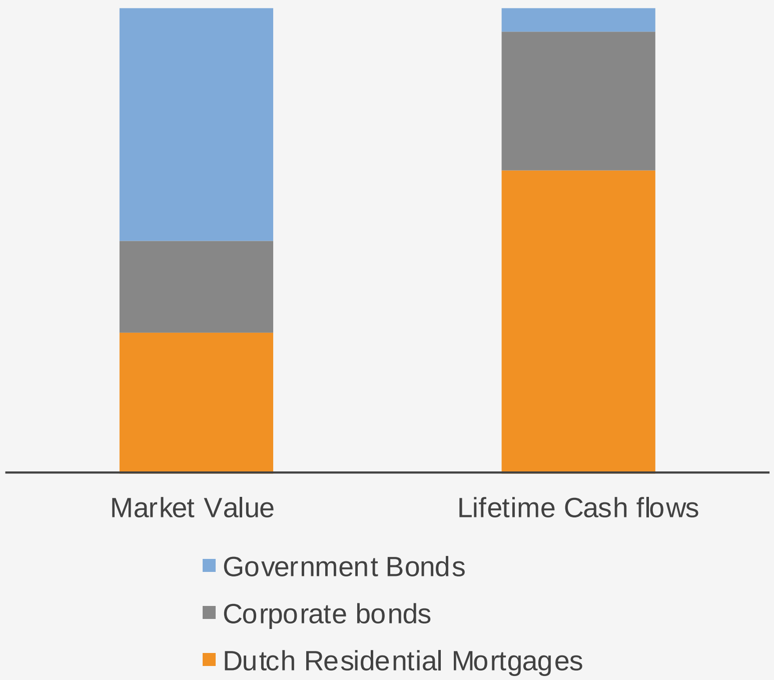
a

ASSET OPTIMISATION

NN Group has the largest optimisation pool in life insurance

A meaningful opportunity to increase cashflows

NN Group Fixed Income Portfolio



EUR 50bn pool of assets to optimise over several decades

NN Group has one of the largest portfolio of government bonds of any life insurance company in Europe

1

Utilise private asset sourcing capabilities to drive long-term value

NN Group is exposed to Dutch residential mortgages, which is a great private asset, but their exposure to other private assets is the lowest in the sector

Significant spread pickup from selling government bonds

2

Take advantage of market dislocations now and in the future

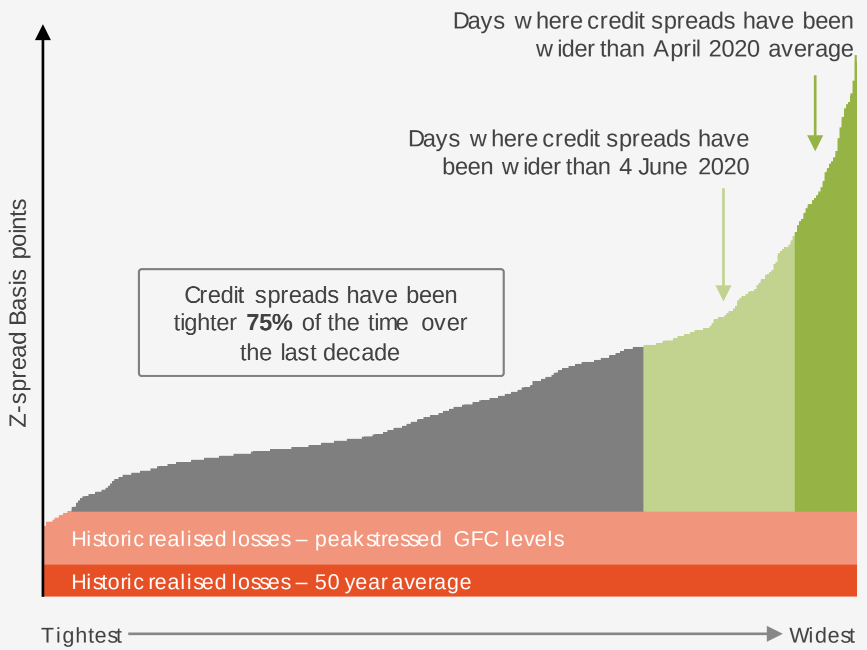
Ability to rotate into liquid credit at historically attractive levels to deliver exceptional risk adjusted returns

Government bonds represent 45% of NN Group's fixed income portfolio **but earns nearly no spread**

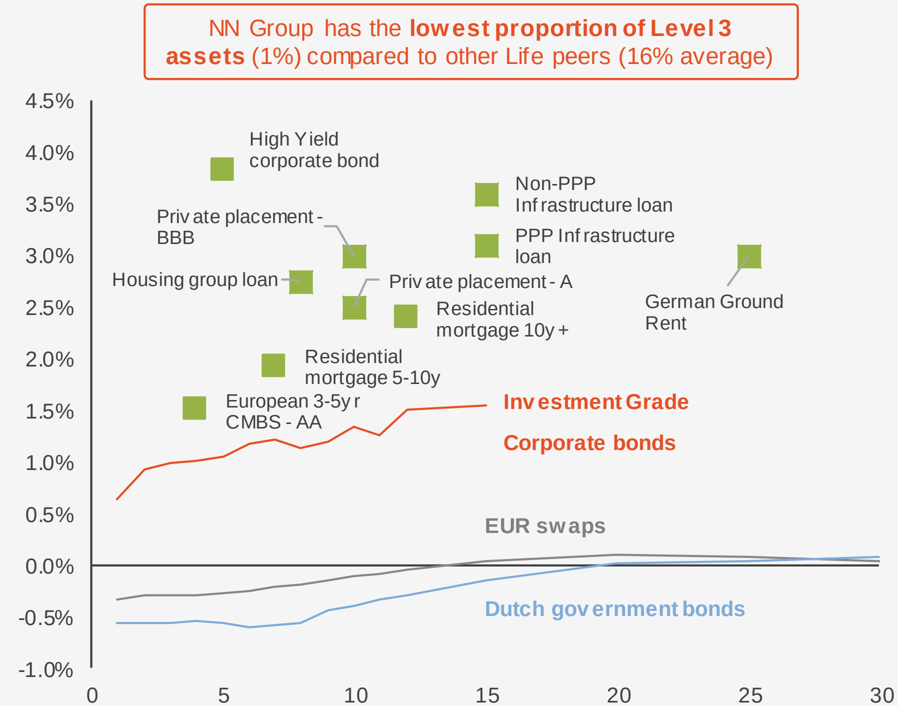
Enhancing value through private asset sourcing and capitalising on credit dislocations

Capitalise on the underutilised portfolio in all market conditions

NN Group can take advantage of periods of wider asset spreads to drive value for shareholders



Private assets offer a significant pick-up vs liquid assets



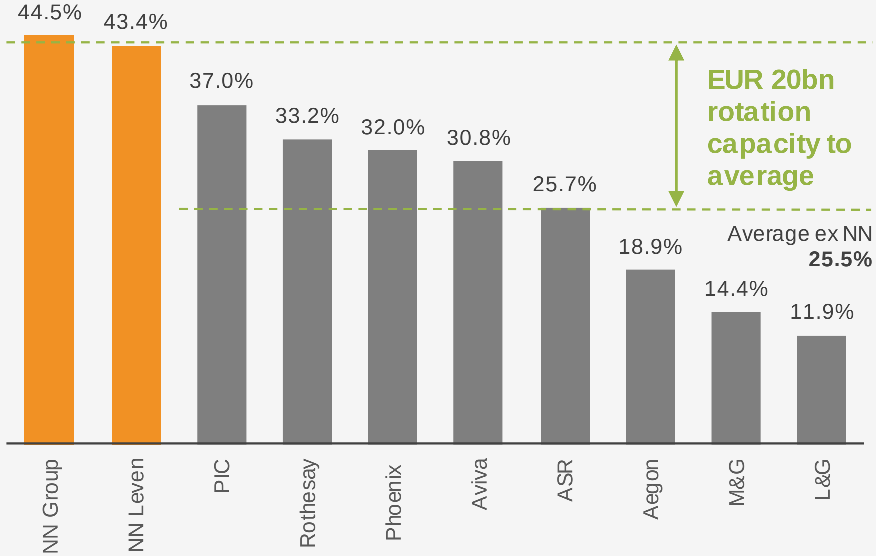
NN Group should utilise their expertise to make the most of credit market dislocations and lock in an illiquidity premium by investing in private assets that offer a significant spread pick-up compared to liquid counterparts

Note: Level 3 assets disclosure based on FY19 disclosures; spread data based on May 2020

NN Group's asset portfolio is under utilised vs peers

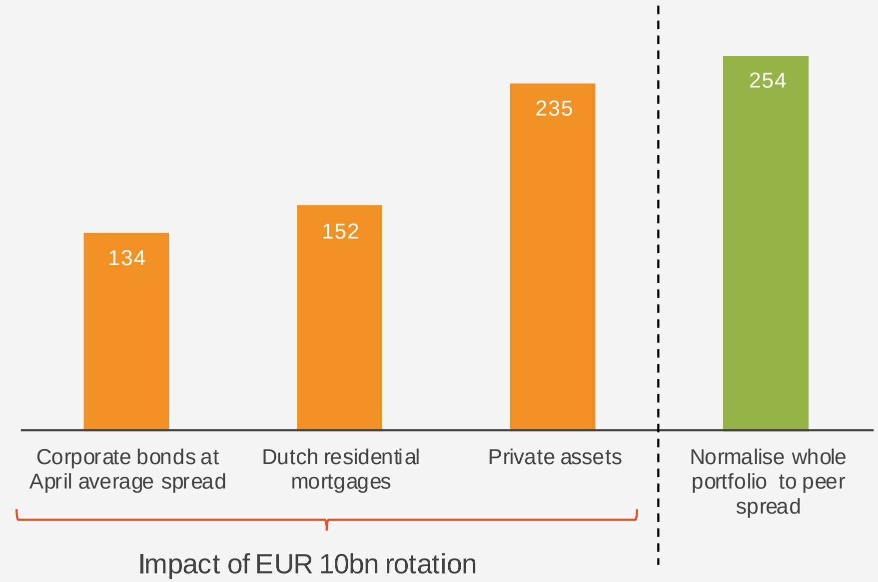
Repositioning NN Group's asset portfolio would be free cash flow accretive. The current credit widening provides even more scope for significant optimisation.

What Government exposure do peers have?



Redeploying government bonds at NL Life will significantly increase free cash flow generation

EUR millions



The scale of NN Group's opportunity to optimise its asset portfolio is transformational. NL Life generates EUR 800m of annual remittances. Achieving spreads of its domestic peers could yield at least +30% of incremental cash generation

Source: Elliott analysis, FY19 financial reports b

MARKET LEADERSHIP IN THE NETHERLANDS

Review of NL Life
and Non-Life segments

Building on undisputed market leadership

With the acquisition of Delta Lloyd and VIVAT complete, NN Group should capitalise on its market leadership and scale to drive best-in-class operating efficiency

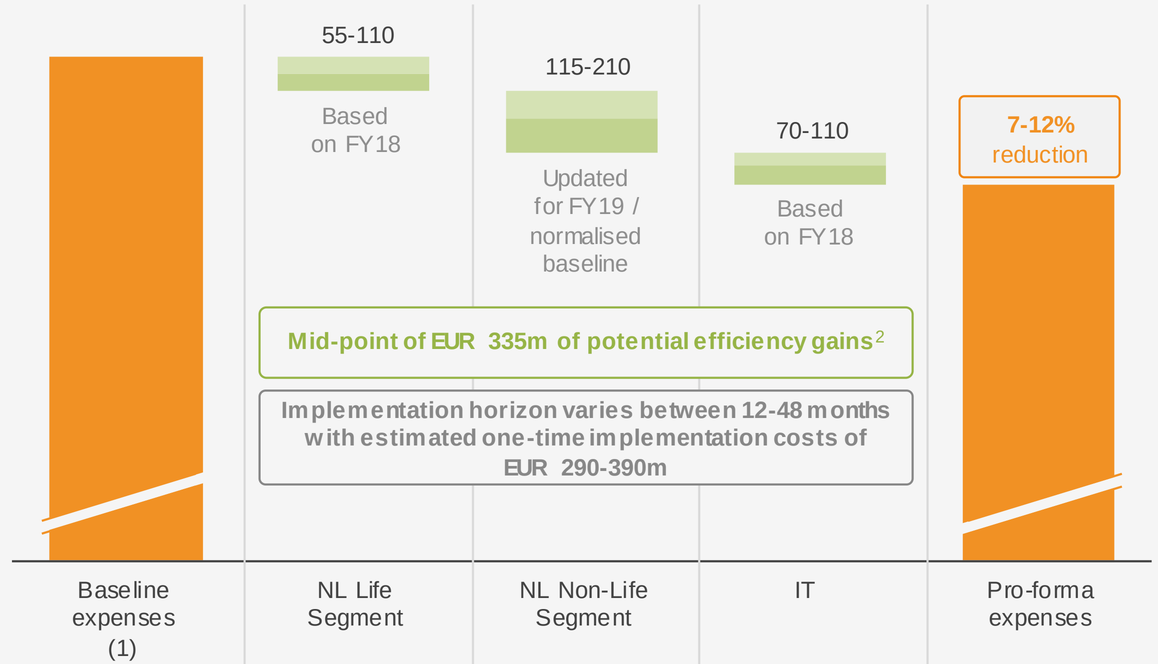
Observations

- Independent advisors have analysed NN Group's Dutch operations – including NL Life, NL Non-life and IT – and found efficiency gaps relative to peers
- Having become the market leader in NL Life and Non-Life with the Delta Lloyd and VIVAT transactions, NN Group should now capitalise on this strength and transform to become the best-run insurance provider in the Netherlands
- Bottom-up as well as top-down analysis indicates ample opportunity for NN Group to driver further efficiency improvements

> **"[…] on the Life Insurance side […] we work on doing things like marginalising expenses, making sure we have those variablised, doing capital management actions where they make sense to start releasing capital.**
>
> CFO Aegon, 10-Jun-20

Driving competitiveness (EURm)

Analyses performed both top-down and bottom-up supported by in-depth expert discussions

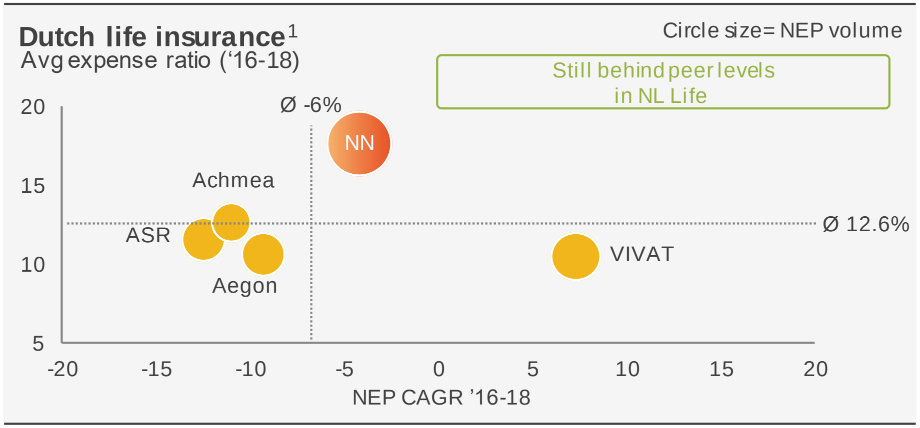


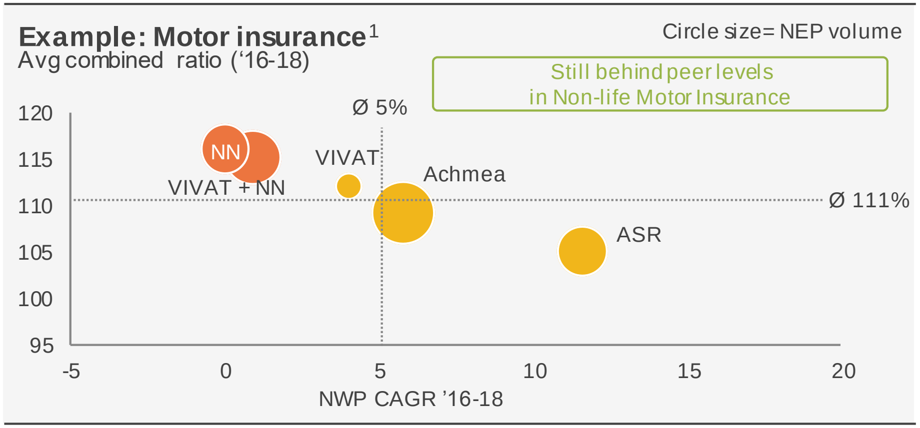
There appears to be ample opportunities to utilise NN Group's undisputed market leadership and reap further operating efficiency gains, which this management team appears capable of effectively executing

Note: Indicated improvement potential may include some overlap with NN Group's ongoing initiatives initiated after acquisition of Delta Lloyd; Synergies from VIVAT not included; (1) Addressable baseline includes Claims, Acquisition, HR, Technical, Finance, Sales & Support, IT and other expenses; (2) Equates to EUR ~260m after tax; Source: Independent advisors

Despite its leadership and scale, NN Group lags its peers

Our independent advisors believe that NN Group has the potential to achieve best-in-class operating efficiency in the Dutch market





> **NN's expense ratio is the highest among competitors because of complex group life portfolio characterised by a variety of tariffs and products.**
>
> Executive of competing insurance provider

> **[NN Non-Life] can't get (to the next stage) until there's a consolidation across channels and brands.**
>
> Executive of competing insurance provider

Potential initiatives: Outsourcing of closed individual life book
- Expert discussions indicate that some competitors have already outsourced their closed individual life books while NN Group has not
- Cost per policy (FY18) is EUR 41 while outsourcing costs range from EUR 15-20; this implies a 50-60% reduction

Reduce complexity
- Expert discussions indicate that NN Group faces significant 'legacy complexity' which needs to be addressed to operate the business efficiently

Potential initiatives: Portfolio mix and pruning
- NN Group has taken on some sizeable portfolios which have performed poorly for years across the market (e.g. motor fleet)
- Competitors successfully moved away from underperforming customers/channels via price increases and ending relationships with brokers who price risk poorly

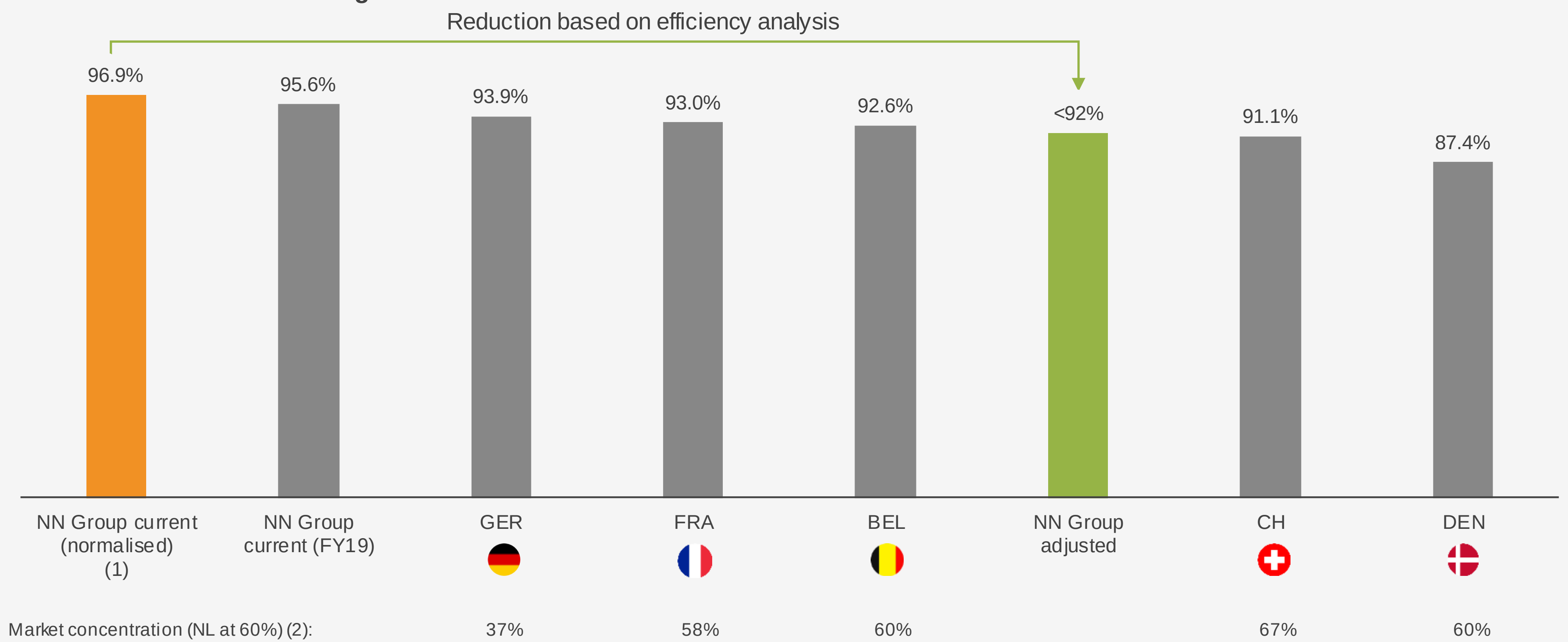
Reintegration of customer service
- With its scale and #1 position in the P&C market, NN Group should put more pressure on Volmachten and re-integrate customer service

Ample opportunity to drive efficiency gains across NN Group's Dutch operations

Source: Independent advisors; Regulatory financial information disclosed by DNB; (1) Based on regulatory disclosures by the DNB

Our analysis suggests that the Dutch market can support higher profitability than NN Group's outdated targets

Combined ratio benchmarking



NN Group should achieve a combined ratio of <94% in the medium term and <92% in the long-term

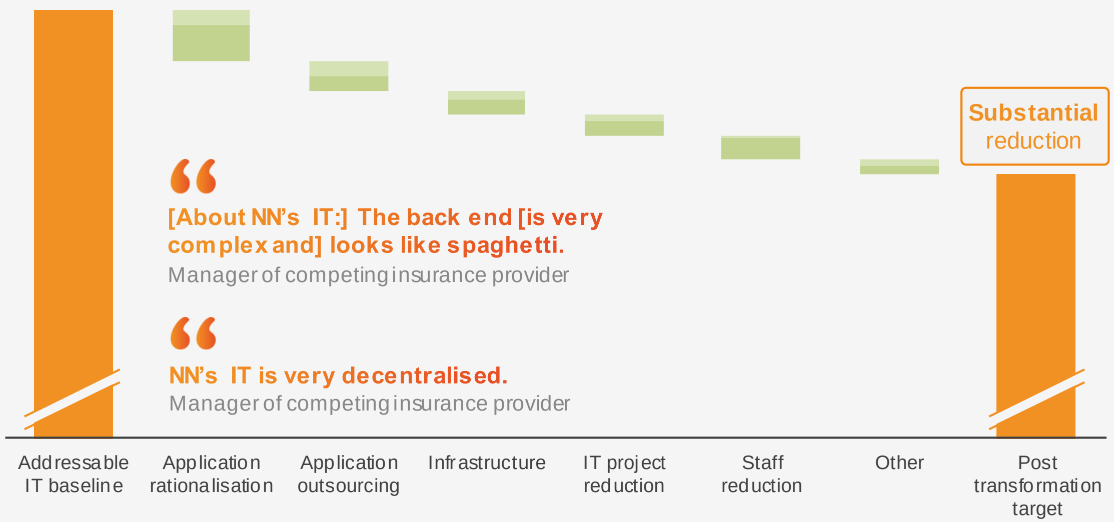
(1) Normalised combined ratio to adjust for a normalised claims environment compared to poor weather conditions in FY18 and benign conditions in FY19; (2) Market share of top 5 providers
Source: Independent advisors, NN Group Quarterly Results, Company information, Annual Reports, Local regulatory disclosures, Local insurance associations

Significant opportunities to improve IT function

Experts identified NN Group's decentralised IT structure as one that suffers from 'many old systems' and 'high complexity' with ample room for improvement

Assessment of IT function (EURm)

EUR 70-110m
of potential efficiency gains



[About NN's IT:] The back end [is very complex and] looks like spaghetti.
Manager of competing insurance provider

NN's IT is very decentralised.
Manager of competing insurance provider

Full IT transformation (36-48 months)

Expected IT outcomes

- Achieve peer median IT expense levels
- **EUR 70-110m** impact in 3-4 years of estimated addressable baseline

Suggested transformation levers

- By streamlining its complex systems and application architecture NN Group can drive efficiencies by
  - Reduce costs associated with multiple applications and associated infrastructure
  - Outsource non-strategic applications to benefit from providers better scale
  - Reducing IT staff costs, which are well above peers

IT transformation programme cost

- Estimated programme implementation costs in range of **EUR 200-300m**

NN Group could generate EUR 70-110m of efficiency gains with a modern improvement of its IT function

Source: Independent advisors

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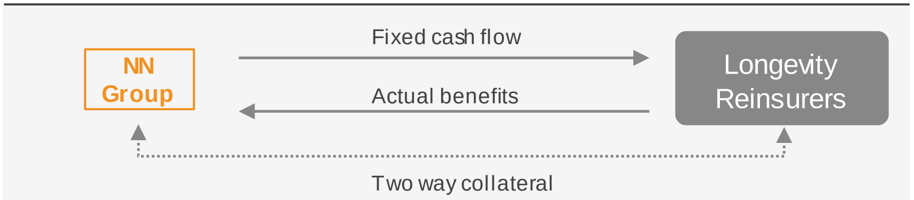
LONGEVITY HEDGING

De-risking longevity protects all interests

Utilising longevity swaps as an ongoing tool for risk management protects both policyholder interests and capital providers' interests

What is a Longevity Swap?

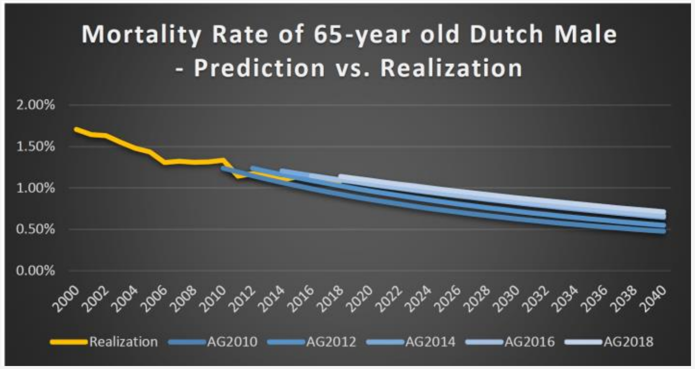
- A longevity swap transaction is a form reinsurance whereby the insurer converts longevity-risky cash flows into a set of fixed cash flows that include the reinsurer's fee
- The arrangement is unfunded as premiums are paid on a recurring basis



- Reinsurer counterparty risk is typically mitigated by:
  - Entering into a transaction with a highly rated institution, typically with credit rates of AAA or AA
  - Agreeing two-way collateral arrangements
- Reinsurers are typically better holders of longevity risk as they are able to benefit from diversification against their protection portfolios that are typically exposed to mortality rates increasing

65% of capital requirements is longevity risk as at FY19

Actuaries don't have a crystal ball



- Industry wide actuarial models are calibrated based on historical experience. The projection of these models still require actuarial judgment and can result in misestimation.
  - Actuaries have erred on the side of prudence in reserving for this risk in the past
  - How will actuaries and experts judge the ongoing changes in society's lifestyle choices and the evolving government healthcare initiatives?

Taking steps to de-risk longevity protects policyholders' interests and significantly reduces balance sheet volatility

Note: longevity risk capital calculated as a percentages of diversified SCR. Source: Longitude Solutions

Longevity hedging is very capital accretive

Ceding a proportion of longevity risk to reinsurers is the norm. NN Group has only just begun its journey and there should be more transactions to come

Further longevity hedging should continue

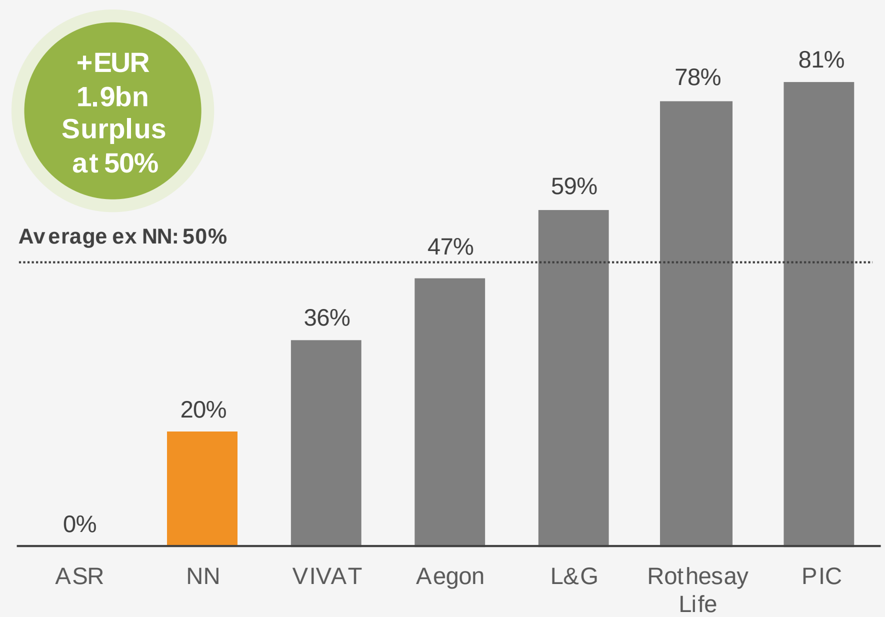
- NN Group's total longevity linked liabilities total almost **EUR 100 bn**. The announced **EUR 13.5bn** longevity swap is a small proportion of the total longevity risk. Therefore, further longevity hedging capacity is available and would continue to generate significant excess capital.

Longevity Swap Notional	Announced deal	Peer average
Total longevity risk reinsured (%)	20%	50%
NN Group SCR cover[1]	242%	272%
Improvement	+17%	+47%
Increase in surplus[1]	**EUR 1.2 billion**	**EUR 3.1 billion**

- Over **EUR 30bn** of Dutch longevity swaps have been transacted just in 2019 and 2020 and we do not expect supply to dwindle given reinsurers still require an offset to their global mortality and pandemic portfolios

Company	Date	Disclosed Size
VIVAT	Mar 2019	**EUR 5.5 billion**
AEGON	Dec 2019	**EUR 12 billion**
NN	May 2020	**EUR 13.5 billion**

Proportion of longevity risk reinsured



NN Group has less reinsurance compared to other companies with longevity risk

Based on conservative estimates, further longevity hedging at NN Group would release EUR 1.9bn of surplus capital

Source: Longitude Solutions, artemis.bm
Note 1: Based on NN Group compared April pro-forma

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FOOTPRINT OPTIMISATION

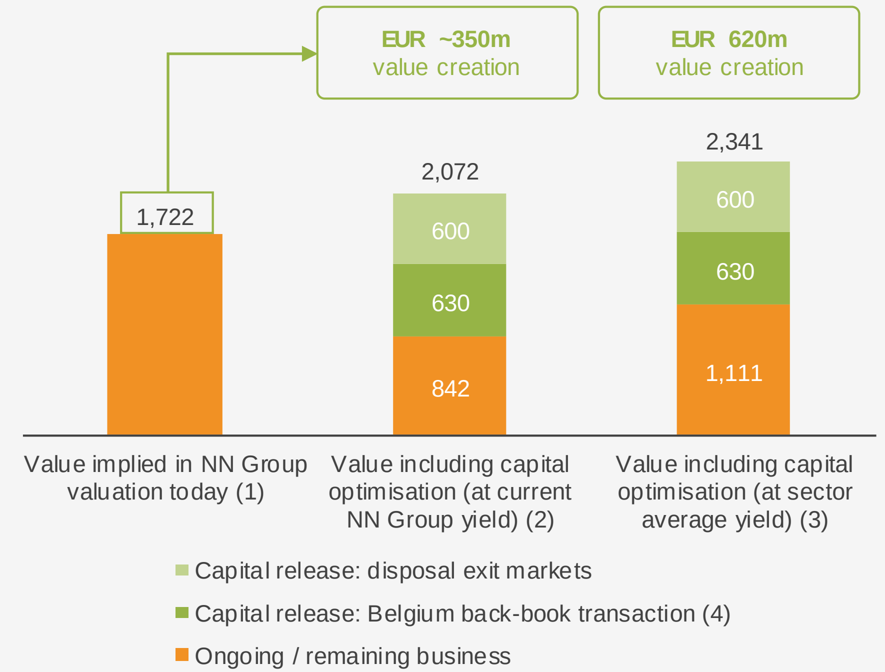
Review of Insurance Europe & Japan

Generating more value from Insurance Europe

NN Group's Insurance Europe division bears significant untapped value potential driven by a number of high quality operations as well as room for capital optimisation

- **We commissioned a comprehensive review of Insurance Europe** – going country by country to assess the portfolio's strengths and weaknesses – and found a number of opportunities to unveil and unlock its true value, including the following key findings:
  - Insurance Europe includes **many strongly performing businesses** where NN Group should **remain and grow**, and which have been frustratingly ignored by shareholders as a result of NN Group's **limited outside-in transparency** and **scarce disclosures**
  - The portfolio also includes **some weaker performing businesses** in structurally unattractive markets with no clear path to leadership. NN Group appears to generate insufficient returns to remain in these markets and **should consider exiting**
- There is clearly a **significant amount of trapped capital** across Insurance Europe, representing the opportunity to free up more than EUR >1 billion of capital. Such measures to consider include:
  - **Optimise capital in "remain markets"** via back-book transactions, creating branches as well as reducing solvency where current coverage is high and European best practice and local peers demonstrate that lower coverage ratios are accepted **to release at least EUR 500m of capital**
  - **Consider disposal of "exit markets"** which could **release at least EUR 600m of capital**

Value opportunity (EURm), Insurance Europe



NN Group should undertake an in-depth review of Insurance Europe, where our own analysis uncovered an enormous amount of trapped capital

(1) Insurance Europe remittances at NN Group yield (as of Jun-2020); (2) Ongoing business value based on remittances excluding flows from exit countries and reduced flows from Belgium Life at current NN Group yield (as of Jun-2020); (3) Based on average sector yield of 10%; (4) Mid-point of capital release range from back-book transaction; Source: Elliott, Top-tier management consultancy

A close analysis of Insurance Europe reveals opportunities across the portfolio

More than EUR 1 billion of capital release potential identified

- A country-by-country analysis with a top-tier consultancy identified a number of high quality operations where NN Group should remain and grow, as well as markets that do not provide a good strategic fit for NN Group
- Significant time and resources were invested to undergo this assessment, and the review's conclusions were affirmed in consultation with dozens of industry experts across the various regions

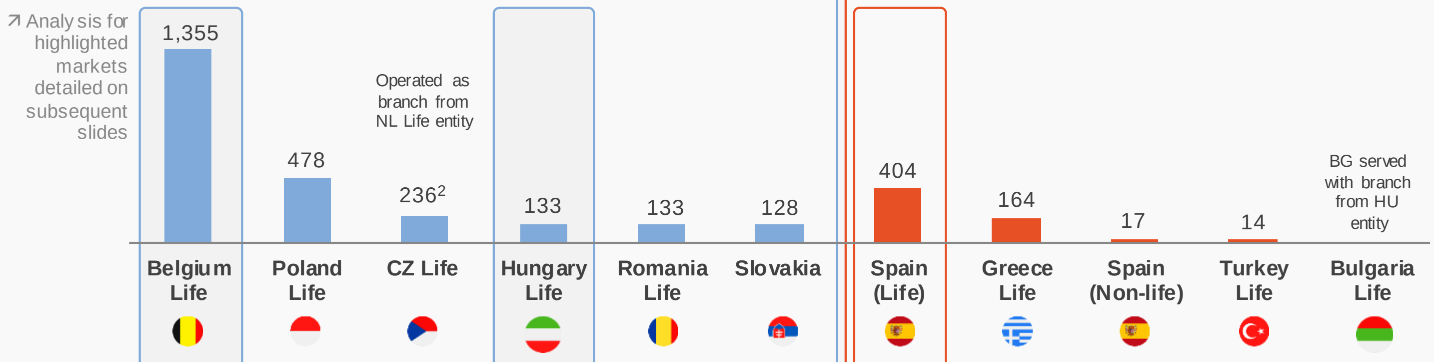
Geographies, 'Insurance Europe'
Tier 1 capital (2018/19[1]; EURm)

Remain markets

Consultants assessed the potential to optimise capital within the remain markets such as backbook transactions, creation of branches and optimisation of coverage ratios which could release **at least EUR 500m of capital**

Exit markets

At least EUR 600m of capital contained within exit markets would be released upon disposal



	Compelling fundamental situation	Challenging fundamental situation that warrants exit
Return:	Return on Capital in line or above competition	Return on capital below competition or even negative
Position:	At least top 5 market position	Small market positions[3]
Growth:	Attractive market growth	Low or even negative market growth

An exhaustive review of Insurance Europe reveals healthy markets for NN Group to prioritise, and other markets that merit exiting; Taken together, optimising Insurance Europe offers more than EUR >1bn of capital release potential

(1) 2019 figures for Belgium Life and Poland Life; (2) No solvency report available for Czech Republic being a branch within NL Life; EOF for return calculation is an estimate; (3) With the expectation of Greece where NN Group holds significant market share however generates very low return on capital
Source: Elliott, Company information, Top-tier management consultancy

Key factors used to assess Insurance Europe

NN Group should have a clear understanding of the pathway to a market leading position in each of the markets in which it operates

		KPI	Remain markets: BE Life	PL Life	CZ Life	HU Life	RO Life	SK Life	Exit markets: ES Life	GR Life	ES Non-Life	TR Life	BG Life
Market attractiveness	Size	Gross Written Premiums (EURbn)	~16	~5	~2	~1	~0.5	~1	~29	~2	~37	~2	~0.2
	Growth	GWP growth projected (CAGR 2018F-23F)	2%	1%	2%	4%	5%	1%	-2%	2%	3%	23%[4]	5%
	Profitability	Market return on capital (avg. last 2/3 years)	12%	14%	13%	6%	12%	12%	17%	4%	15%	32%[1]	6%
	Other	Regulatory environment	Favorable	Neutral	Neutral	Favorable	Favorable	Unfavorable	Neutral	Favorable	Neutral	Neutral	Neutral
		Total	Med-High	Med	Med	Med	Med-High	Med	Med	Low-Med	Med-High	Med	Med
NN Group ability to drive lasting and attractive RoC	Profitability	Return on Capital (avg. last 2/3 years)	~5-8%	10%	9%[5]	5-9%	8%	11%	6%	(-3%)	29%	-11%[1]	8%[6]
	Competition	Relative Market Share	0.3	0.2	0.3	1.1	2.1	0.3	0.1	0.9	<0.1	0.1	0.3
		NN share dvpmt. 2014-18 (Δ in pts/ growth GWP CAGR'14-18)	~1%	2%	0.2%	1%	-6%	2%	-0.2%	10%[3]	0%	-1%	1%
		Market concentration (Market share top 5)	60%	75%	84%	62%	74%	87%	57%	84%	60%	68%	78%
	Customer	Customer feedback (Score vs. market)[2]	Average	Excellent	Very poor	Excellent	Average	Very poor	Good	Excellent	Good	Excellent	Good
	Distribution	Access to distribution	Strong	Strong	Neutral	Strong	Neutral	Neutral	Very weak	Strong	Very weak	Very weak	Weak
	M&A	Inorganic growth opportunity	Unlikely	Unlikely	Unlikely	Potential	Very unlikely	Unlikely	Very unlikely	Very unlikely	Very unlikely	Very unlikely	Very unlikely
		Total	Med	Med-High	Med	Med-High	Med-High	Med	Low-med	Med	Low-med	Low	Low-Med

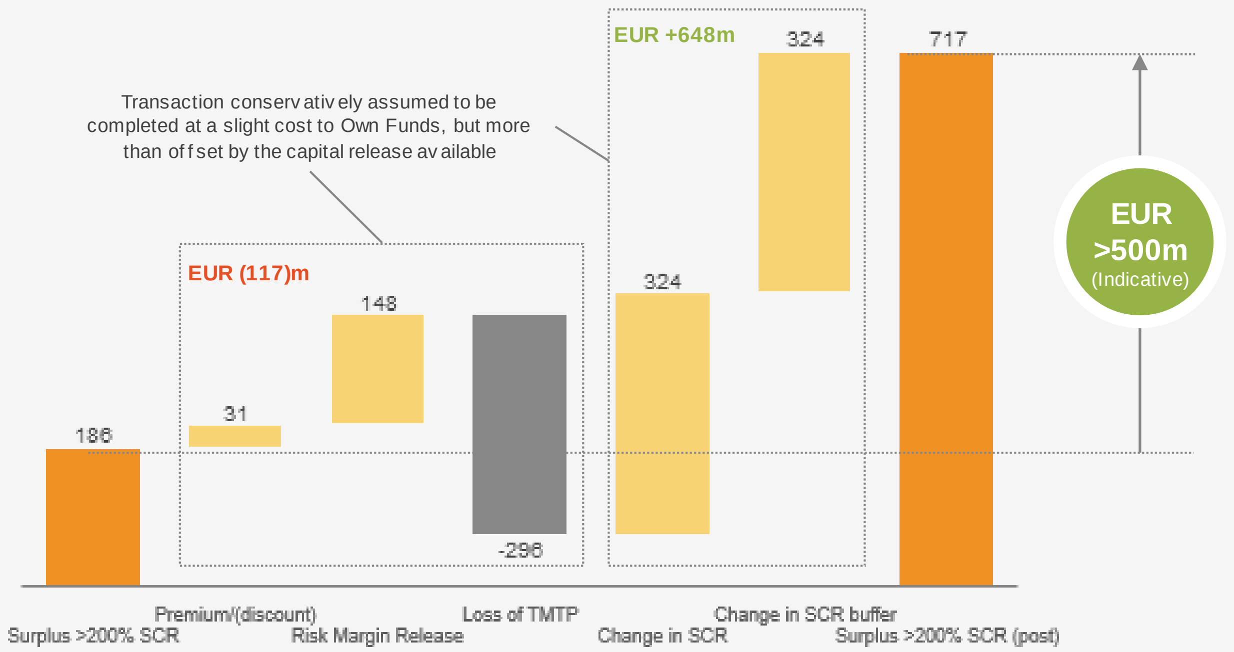
Assessment MA/ATW Low · Low-Medium · Medium · Medium-High · High

(1) Based on return on shareholders' equity as Solvency II regulation does not apply in Turkey; (2) Difference of customer satisfaction score of NN vs. market (based on company information); (3) Discounted one-time effect during Greek debt crisis; (4) Not adjusted for inflation; (5) Estimated based on HU, PL & SK; (6) Estimate as not a standalone entity
Source: Elliott, Top-tier management consultancy

Back-book transaction in Belgium Life can release EUR >500m of capital

The transaction would further strengthen NN Group's already good RoC in Belgium

Belgium FY19 - Surplus Release (80% of Life book)



Observations

There is an active market for back-book assets in Belgium (Athora acquisition of Generali Belgium, Monument Re acquiring ABN Amro Life Capital)

- Back-book transactions could be whole company acquisition or a specific portfolio, both achieving the same desired effect of crystallising value up front for the relevant policies under the transaction:
  - Assets and liabilities, including their associated risks are transferred to a third party
  - Specific portfolio transactions can be either portfolio transfers where the legal ownership of the policies transfer or via reinsurance
- We expect that a **80%** back-book transaction of NN Belgium's life business could potentially release in excess of **EUR 500m** of distributable capital
- Additional profits could be realised if NN Group executes a well run competitive process:

Price, Own Funds multiple	**Capital Release,** EURm
0.70x	520
0.85x	630
1.00x	750

NN Group should run a process for the back-book for it's Belgium Life portfolio, potentially generating EUR >500m of new capital

(1) Excluding unit-linked, (2) Pre-tax
Source: Elliott; Top-tier strategy consultancy; NN SFCR 2019

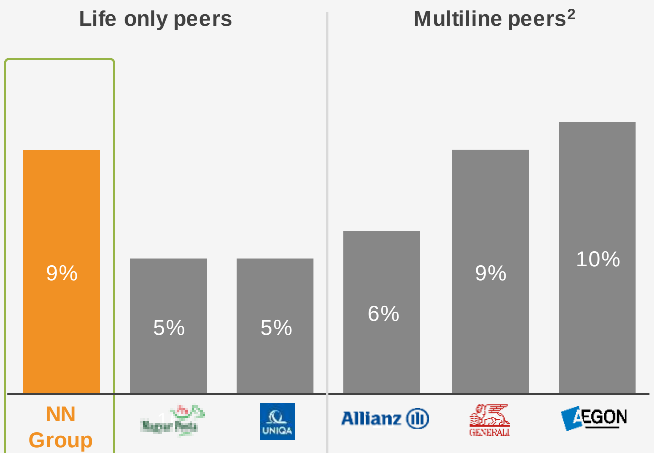
Hungary Life is a market with attractive growth potential where NN Group holds the No.1 position

NN Group's strong returns are supported by a high exposure to 'Tied agents'

Return on Capital (at normalised 200% SCR)[1]

Net result before tax as % of eligible own funds (2016-18)

Attractive RoC above peer levels

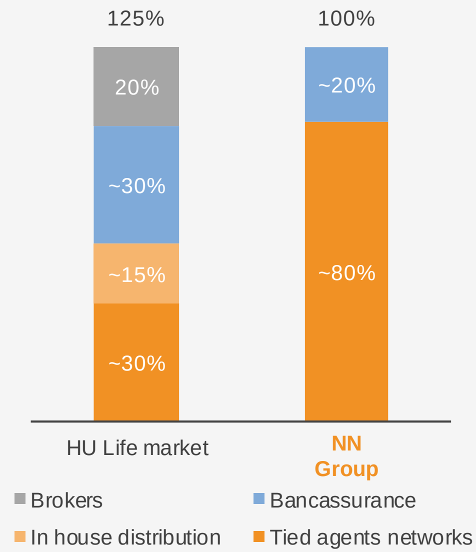


	NN Group		UNIQA	Allianz	GENERALI	AEGON
Solvency ratio (2018)	250%	212%	138%	170%	298%	181%
Market share (2018)	17%	15%	5%	10%	10%	9%

Distribution channels

Life distribution channel share of GWP (2019, %)

NN Group appears to have built strong tied agent network which is considered differentiating in the market



> **Tied agents are a superior distribution channel, because they can be steered more effectively. However, it is difficult to built and find talented agents.**
>
> Former COO & Board Member, Hungarian competitor

Overall, NN Group has an exceptional position within the attractive Hungary Life market

(1) Result before tax of the year/eligible own funds of the year; The data correspond to legal entities, not to groups; (2) Proxy for life only profitability for multiline insurance companies calculated by division of life operating profit divided by life eligible own funds, these are calculated by multiplication of life specific SCR components (100% market risk, Life and health insurance risk, share proportional to GWP of partner default risk, loss of absorption capacity and diversification)

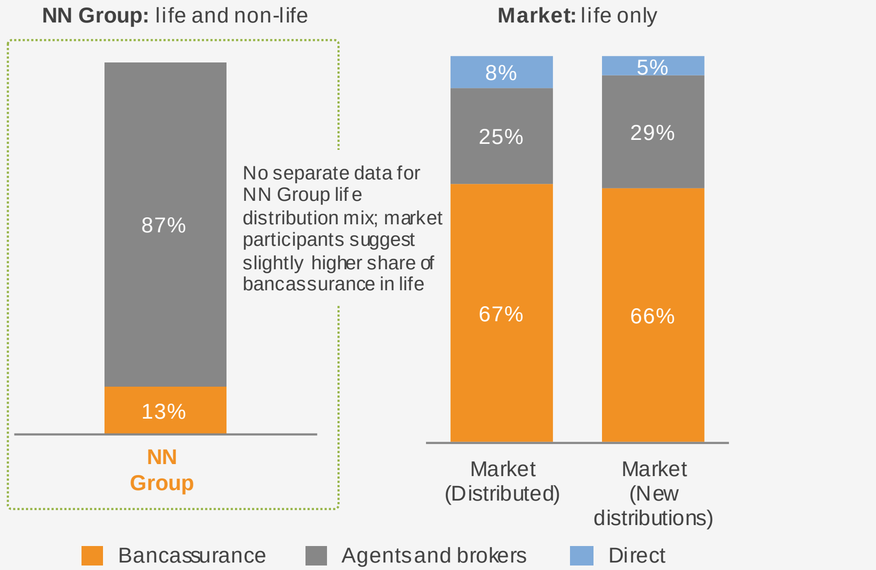
Source: Elliott, Top-tier strategy consultancy; Company solvency reports and annual reports; National Court Register, SNL, EMIS, Mabisz (Association of Hungarian Insurance); Press search; Market participant interviews

Explore an exit from the declining Spain Life market

NN Group has a distant No.14 follower position and is underrepresented in the most important distribution channel which is a key limitation to success

Distribution channels
Volume distribution by channel (2018; %)

NN Group is significantly underrepresented in key distribution channel bancassurance which has significantly limited its growth potential



Selected expert quotes

"The Life market in Spain is clearly led by VidaCaixa and about 4 followers. For smaller players it is almost impossible to grow – bancassurance is critical and all the main banks already have an agreement."

Former Commercial Director, Spanish competitor

"NN has an agreement with ING. Despite recent growth of the bank in Spain, it is still not a top 10 bank and has not managed to penetrate the mortgage segment, which is particularly relevant to the growing segment of risk."

Former Commercial Director, Spanish competitor

"The growing segment within life is risk. This type of product is usually associated with mortgages, so you need to have an agreement with one of the main banks in Spain if you want to increase scale and profitability"

Former Regional Manager, International insurance company

Spain Life offers an example where NN Group must justify the value of remaining in this market, otherwise management should explore an exit

Source: Elliott, Top-tier strategy consultancy; Annual accounts of entities; S&P Global Market Intelligence; SABI; market participants interviews, Investigación Cooperativa entre Entidades Aseguradoras y Fondos de Pensiones

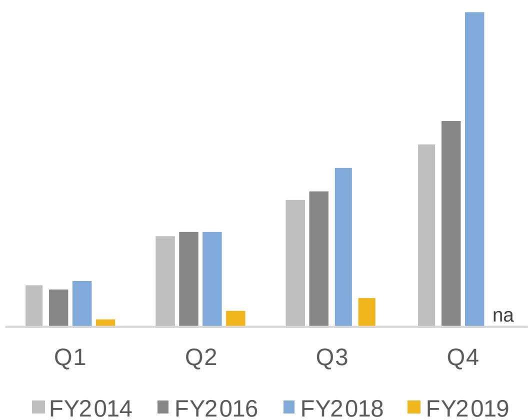
The need to rethink Japan Life

The headwinds facing NN Japan Life's new business franchise should re-focus the strategy to optimise the business or seek an exit

New business dynamics are uncertain

NN Life Japan unlikely to be a source of revenue or VNB growth in the future given recent COLI market changes

Individual Life APE by Quarter[1]



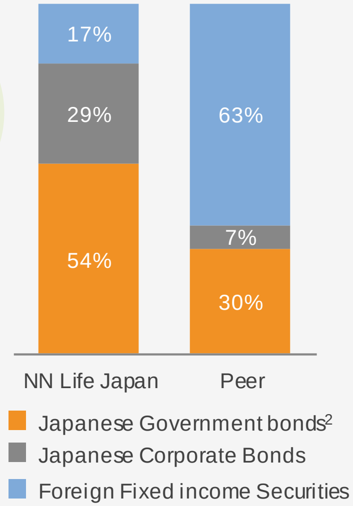
- Historically NN has generated most of its EUR180m annual profit from fee premium revenue and focused on leveraging its strong product design and distribution capabilities to grow the business
- However, given the recent COLI market changes future volume growth is expected to be limited, now is the time to focus on optimising its balance sheet to drive growth in profits and remittances to NN Group
- NN Japan life has EUR 17bn of assets and liabilities with an estimated duration of 10yrs with a historically stable run off profile
- Repositioning its asset portfolio in line with other peers in Japan or even in other NN Group entities could drive significant value

Assets very conservative vs peer

Aligning NN Japan's investment portfolio to a peer could improve remittances by +30%

EUR 17bn assets

Asset allocation



Although new business written in Japan has historically generating high underwritten IRRs, there is untapped potential in NN Life Japan's asset portfolio that warrants serious examination

Note 1: Based on Japanese GAAP reporting year / Note 2: Including Japanese Regional Bonds

The need to rethink Japan Life

Selling Japan could generate meaningful excess capital and create value for shareholders

Market Participants Don't See Japan as Core to NN Group

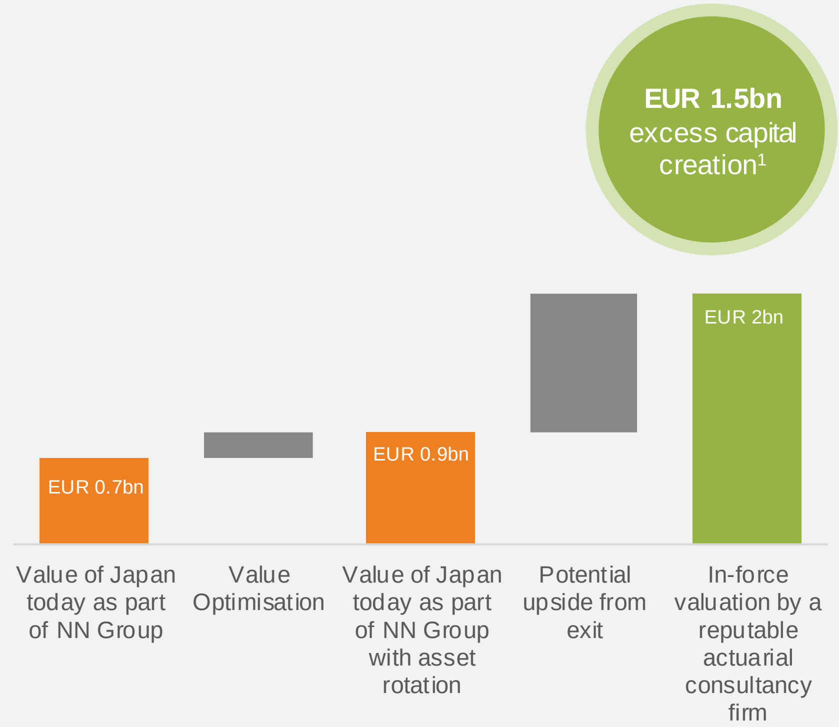
> **Although a sustainable COLI market in the long term and a stable dividend is being guided, we see limited synergies generated from the Group's presence in Japan and thus believe management could consider options in the market.**
>
> JP Morgan, 29-May-20

> **This [potential disposal of Japan Life and what to do with proceeds] will likely end up being a key topic for discussion at the upcoming Investor day.**
>
> Deutsche Bank, 27-Apr-20

>75%

Of participants surveyed **agreed that Japan should be sold** if a fair price can be realised

Value Upside from Optimisation & Exit



Note 1: Excess capital creation calculated as in-force valuation less attributed Own Funds as at FY19 plus SCR release (including buffer) associated with Japan
Additional Notes: Value of Japan today based on FY19 remittance and 11% remittance yield. DCF of the in-force business calculated from a cash flow projection model provided by a reputable actuarial consultancy firm utilising most recent JGAAP financial reports available. No allowance for new business resulting in a corresponding reduction in acquisition and commission costs

5

BRINGING IT ALL TOGETHER

Recommended actions to realise full potential

In addition to overhauling its investor communications, NN Group should set ambitious cash generation, capital release and capital return targets at its Capital Markets Day

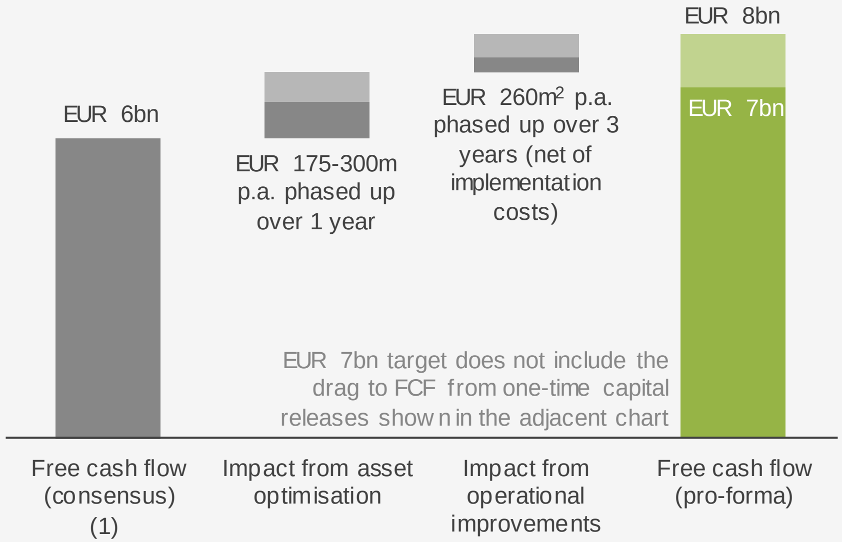
		Announce target:
Cash generation Generate **EUR 7bn** of free cash flow over 5 years underpinned by asset optimisation and operational improvements	**Asset optimisation** to take advantage to unlock incremental cash generation of at least **EUR 175m** p.a. **Efficiency improvement initiatives** building on NN Group's undisputed market leadership in NL to unlock additional cash flow of **EUR 260m**[2] p.a. **Updated combined ratio target for NL Non-life** of **94%** in the medium-term and **92%** in the long-term to become best in-class in the Netherlands	EUR 7bn[1]
Capital release Unlock **EUR >3bn** of capital from one time transactions	**Capital and portfolio optimisation** to unlock one-time extraordinary capital release from a variety of measures such longevity transactions, backbook reinsurance and business disposals over a 5 year period. **EUR >3bn** of capital release should be returned to shareholders through extraordinary share buybacks	EUR >3bn
Capital return Return excess cash generation and capital to shareholders	**Ordinary dividend policy** to achieve **80%** payout ratio as % of free cash flow by 2024; this helps to clarify NN Group's progressive dividend approach **Recurring share buyback: EUR 250m** on recurring basis **Annual extraordinary share buyback:** Excess cash generation and capital release	Return excess cash

(1) Does not include the drag to FCF from one-time capital releases (including the May-20 longevity transaction); release of excess capital from May-20 longevity swap should not be used to achieve this target; (2) Mid-point of estimated potential as analysed by independent advisors of EUR 335m after tax to estimate cashflow impact

NN Group is poised for a dramatic uplift in both free cash flow and capital release over time from value-creative transactions

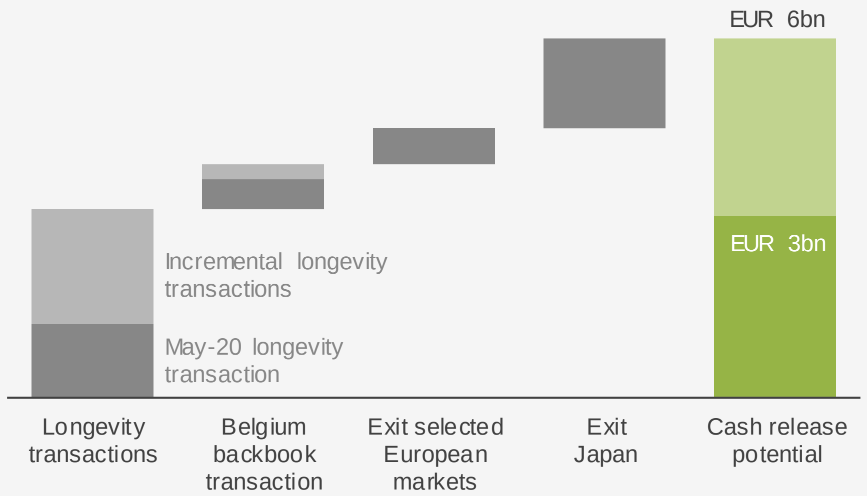
Free cash flow potential (2020-2024 accumulated / EURbn)

NN Group's free cash flow target could be as high as EUR 8bn



Capital release potential (2020-2024 accumulated / EURbn)

Longevity transactions alone would satisfy a EUR 3bn capital release target



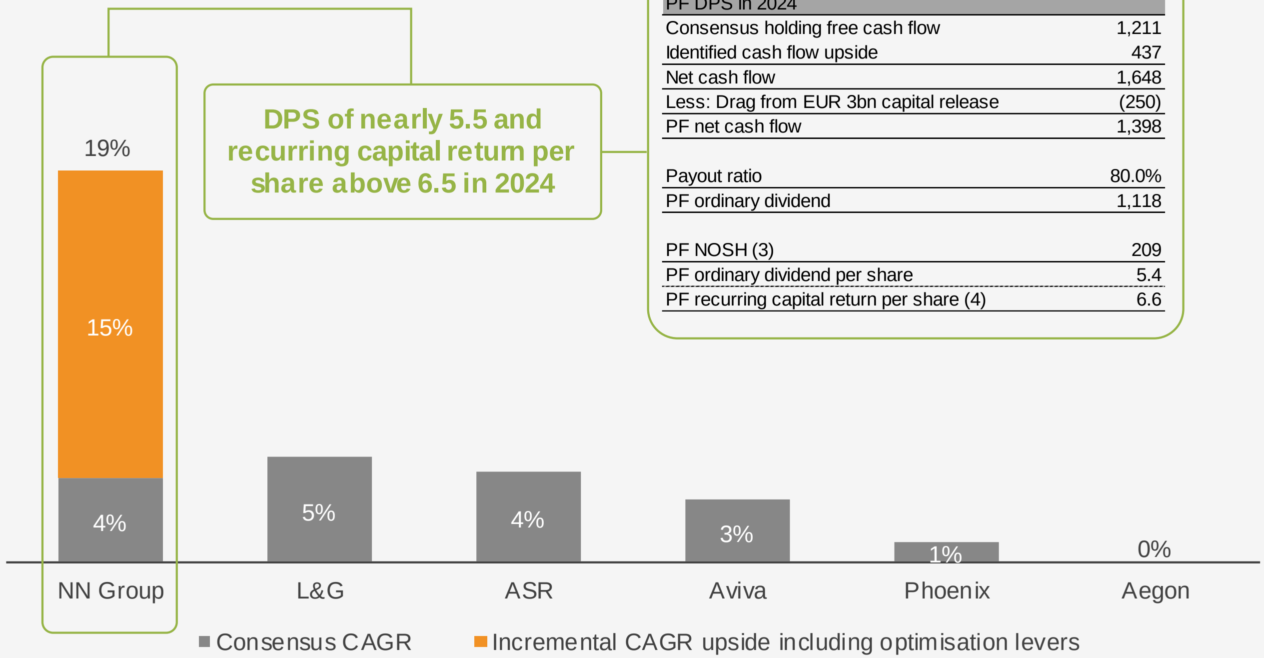
An additional EUR 7bn of FCF over the next several years and EUR 3bn of capital release are conservative estimates of what can be achieved with the right level of ambition

(1) Consensus for net remittances (accumulated for 2020-24); (2) Mid-point of estimated potential as analysed by independent advisors of EUR 335m after tax
Source: Elliott analysis

Delivering best-in-class dividend growth

In its next chapter, NN Group could emerge as the leading growth and capital return story in the European insurance sector

DPS CAGR (consensus forecast period)[1]

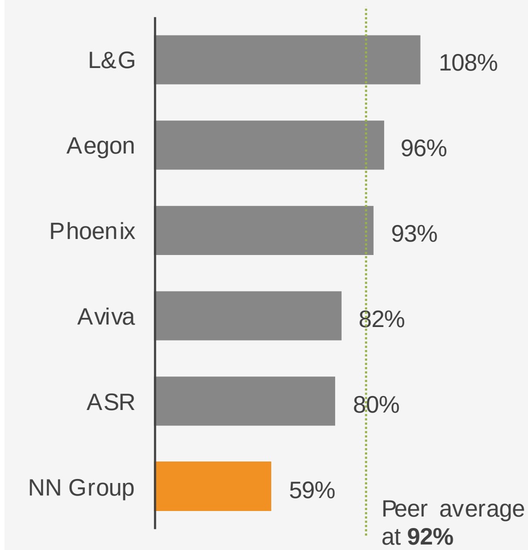


DPS of nearly 5.5 and recurring capital return per share above 6.5 in 2024

PF DPS in 2024	
Consensus holding free cash flow	1,211
Identified cash flow upside	437
Net cash flow	1,648
Less: Drag from EUR 3bn capital release	(250)
PF net cash flow	1,398
Payout ratio	80.0%
PF ordinary dividend	1,118
PF NOSH (3)	209
PF ordinary dividend per share	5.4
PF recurring capital return per share (4)	6.6

If NN Group increases its ordinary dividend pay out ratio to 80% it would not be an outlier

Pay-out ratio of peers (2019A)[2]



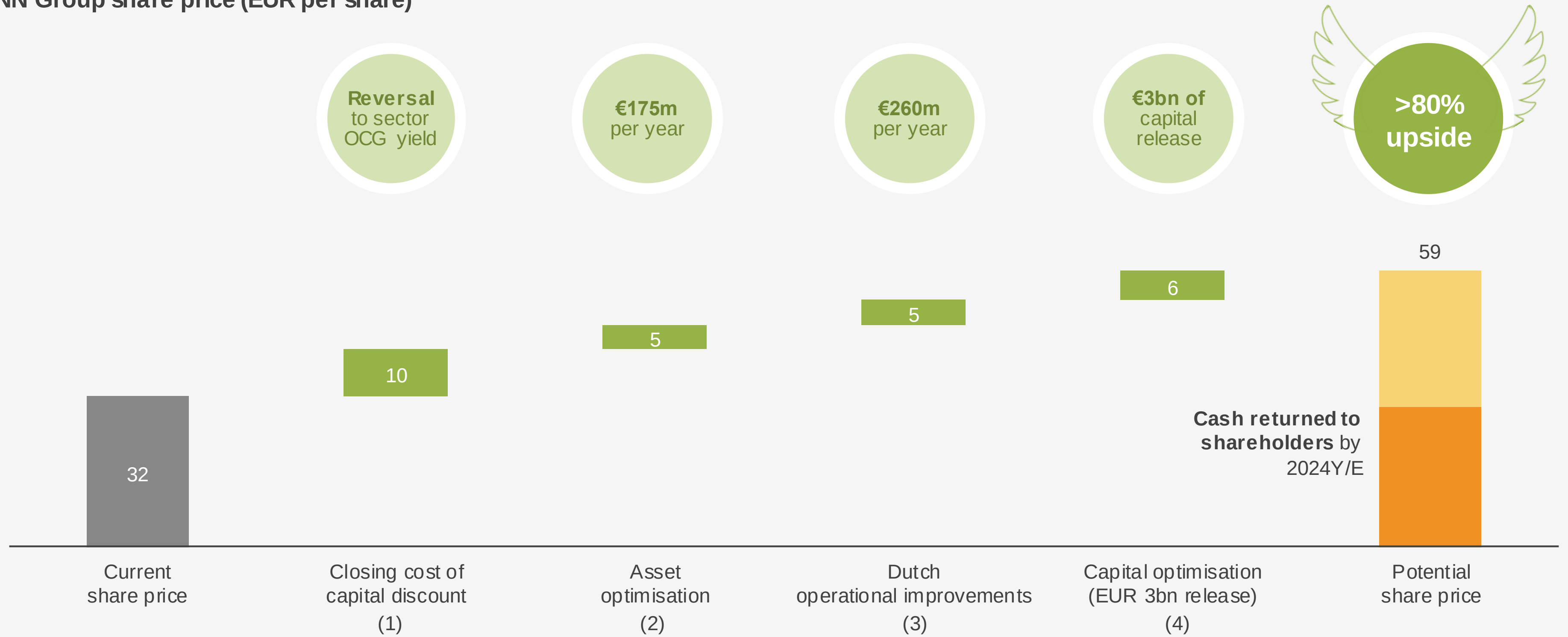
NN Group can break out from the pack with market leading dividend growth, establishing itself as the most sophisticated steward of capital in European insurance

(1) Forecast period varies due to data availability from Bloomberg; 2019-22E for M&G, L&G, Aviva and NN Group; 2019-23E for ASR, Ageas, Phoenix, Aegon; (2) Ordinary dividend return / (cash remitted to holding company less costs at holding company); (3) Assumes EUR 3bn of one-time capital release to be used for extraordinary share buyback; separately excess cash generation to be used for buybacks until 2024Y/E; (4) Adds existing EUR 250m of recurring share buyback program; Source: Bloomberg, Company information; Analysis as of Jun-20

What a successful CMD means for shareholders

NN Group's management could earn the reputation for delivering a **80% increase** in its share price, a dramatic boost of confidence in this leadership team from the market

NN Group share price (EUR per share)



With bold leadership and ambitious action, the current leadership of NN Group can deliver a massive boost to those who have invested their capital in this fundamentally strong but underappreciated Company

(1) Reversal of NN Group to European insurance sector OCG yield of 10%; (2) EUR 175m of incremental cashflow (phased up over 1 year) capitalised at sector OCG yield of 10%; (3) Efficiency improvement initiatives with cashflow impact of EUR 260m (phased up over 3 years on average) capitalised at sector OCG yield of 10% less estimated implementation cost; (4) Capital release used for extraordinary share buyback program; cashflow reduced by drag from capital release; Note: Analysis as of Jun-20

NN Group: The Time is Now

The NN Group leadership team approaches a defining moment at its upcoming CMD, with a win-win outcome at hand for all with a stake in the Company's future

We believe a CMD marked by **clarity** and **conviction**—with **ambitious targets** and a **bold optimisation plan**—could earn **NN Group's leadership team an unparalleled reputation** in the industry and deliver NN Group's shareholders as much as **80% of upside** to their investment.

A Win For Management

- There is still a narrow window of time for this management team to **reverse the mistakes of the past** and set things right
- The CMD could **define NN Group's leadership as the team that proactively unlocked billions of EUR of value**, earning widespread praise for its careful stewardship of capital
- A share price that properly reflects NN Group's true value **sends a clear signal of market confidence in this team's leadership** and ability to deliver a sustainable future for NN Group

A Win For Shareholders

- **+80% value creation is a dramatic yet achievable outcome** if NN Group makes he most of its CMD opportunity
- **An ongoing boost of annual cash generation, amounting to EUR 7bn through 2024**, could result from sensible, straightforward optimisation measures
- A series of transactions and disposals could finally unlock much of NN Group's trapped potential, **with a release of an additional EUR 3bn of capital**

A Win For All Stakeholders

- **Customers** would be better served by a focused, optimised insurance company better positioned to deliver on its essential promise to those who depend on it
- **Employees** across all units would benefit from being part of a stronger team, buoyed by confidence, stability, and certainty
- **The wider community, government, and insurance markets** would benefit from a more prosperous, cash flow generating standout insurance company that is hitting its maximum potential

24 June 2020 can commence a new chapter at NN Group. There is no better time for NN Group to showcase its compelling equity story and leave no doubt that it is an ideal investment