

## Joint Press release

30 May 2017

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# NN Group and Delta Lloyd will execute Legal Merger

- **Legal Merger notarial deed will be executed before opening of markets on 31 May 2017**
- **Legal Merger effective on 1 June 2017**
- **Last trading day of Delta Lloyd shares on 31 May 2017**
- **Exchange Ratio based on NN Group volume-weighted average stock price on 30 May 2017**

Reference is made to the joint press release by NN Group and Delta Lloyd dated 8 May 2017 regarding the Legal Merger preparations.

### **Legal Merger and Exchange Ratio**

NN Group and Delta Lloyd jointly announce that, today, after close of trading on Euronext, the Executive Board of NN Group has resolved to execute the triangular legal merger of Delta Lloyd into NN Group Bidco B.V., a direct wholly-owned subsidiary of NN Group ('NN Group Bidco'), whereby remaining holders of issued and outstanding ordinary shares in the capital of Delta Lloyd (the 'Shares') (other than NN Group and its subsidiaries in the meaning of article 2:24a Dutch Civil Code) will receive listed ordinary shares in the capital of NN Group ('NN Group Shares') (the 'Legal Merger'). The notarial deed to give effect to the Legal Merger will be executed before opening of markets on 31 May 2017.

In accordance with the Legal Merger proposal, in exchange for each Share, the owner of such Share will receive a fraction of one NN Group Share, being equal to the offer price of EUR 5.40 per Share offered pursuant to the recommended public cash offer by NN Group Bidco to all holders of Shares, divided by the NN Group volume-weighted average stock price on 30 May 2017 ('Exchange Ratio'). NN Group and

Delta Lloyd will confirm the execution of the Legal Merger notarial deed and the Exchange Ratio before opening of trading on Euronext on 31 May 2017.

#### **Last trading day Delta Lloyd**

The Legal Merger will become effective and Delta Lloyd will cease to exist on 1 June 2017. As a consequence, 31 May 2017 will be the last trading day of the Shares.

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#### **NN Group profile**

NN Group is an international insurance and asset management company, active in 18 countries, with a strong presence in a number of European countries and Japan. With around 11,500 employees the group offers retirement services, insurance, investments and banking to more than 15 million customers. NN Group includes Nationale-Nederlanden, NN and NN Investment Partners. NN Group is listed on Euronext Amsterdam (NN).

#### **Delta Lloyd profile**

Delta Lloyd offers products and services in insurance, pensions, investment and banking, serving 4.2 million commercial and retail clients in The Netherlands and Belgium. Our four brands are Delta Lloyd, ABN AMRO Insurance, BeFrank and OHRA. Delta Lloyd is listed on Euronext Amsterdam and Brussels, and included in the DJSI World and DJSI Europe.

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Certain statements in this press release may be considered “forward-looking statements”. Forward-looking statements include those preceded by, followed by or that include the words may, anticipated, expected or similar expressions. These forward-looking statements speak only as of the date of this press release. Each of NN Group, NN Group Bidco and Delta Lloyd, and any of their respective affiliates, each with respect to the statements it has provided, believes the expectations reflected in such forward-looking statements are based on reasonable assumptions. Nevertheless, no assurance can be given that such statements will be fulfilled or prove to be correct, and no representations are made as to the future accuracy and completeness of such statements. The forward-looking statements are subject to risks, uncertainties and other factors, many of which are beyond the NN Group’s, NN Group Bidco’s and Delta Lloyd’s control, that could cause actual results to differ materially from historical

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