

Euronext Amsterdam: NN

11th/March/2015

**NN GROUP NV
Pre-Stabilisation Notice**

Euronext Amsterdam: NN, Deutsche Bank AG, London Branch (contact: Global Risk Syndicate on 0207-545- 4361) hereby gives notice that the Stabilising Managers(s) named below may stabilise the offer of the following securities in accordance with Commission Regulation (EC) No. 2273/2003 implementing the Market Abuse Directive (2003/6/EC).

The Securities:

Issuer: **NN GROUP NV**

Guarantor (if any):

Aggregate nominal amount: EUR 600M

Description: EUR 600M due 03/18/22

Issue/reoffer price: TBC

Spread over benchmark:

Stabilisation:

Stabilising Manager(s): Deutsche Bank AG, London Branch (Stabilisation Coordinator)

CITI

ING

JPM

Stabilisation period

expected to start on: 11/03/2015

Stabilisation period

expected to end no later than: 17/04/2015

Maximum size of over-

Allotment facility: 5% of the aggregate nominal amount
stated above

In connection with the offer of the above securities, the Stabilisation Manager(s) may over-allot the securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilisation Manager(s) will take any stabilisation action and any stabilisation action, if begun, may be ended at any time. Any stabilisation action or over-allotment shall be conducted in accordance with all applicable laws and rules.

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities of the Issuer in any jurisdiction.

This announcement and the offer of the securities to which it relates are only addressed to and directed at persons outside the United Kingdom and persons in the United Kingdom who have professional experience in matters related to investments or who are high net worth persons within Article 12(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 and must not be acted on or relied on by other persons in the United Kingdom.

In addition, if and to the extent that this announcement is communicated in, or the offer of the securities to which it relates is made in, any EEA Member State that has implemented Directive 2003/71/EC, as amended (together with any applicable implementing measures in any Member State, the "Prospectus Directive") before the publication of a prospectus in relation to the securities which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or which has been approved by a competent authority in another Member State and notified to the competent authority in that Member State in accordance with the Prospectus Directive), this announcement and the offer are only addressed to and directed at persons in that Member State who are qualified investors within the meaning of the Prospectus Directive (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that Member State.

This announcement is not an offer of securities for sale into the United States. The securities have not been, and will not be, registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an exemption from registration. There will be no public offer of securities in the United States. >>