

Convocation

Extraordinary General
Meeting of Shareholders
ASR Nederland N.V.

30 October 2019

a.s.r.
de nederlandse
verzekerings
maatschappij
voor alle
verzekeringen

Convocation

Extraordinary General Meeting of Shareholders ASR Nederland N.V.

ASR Nederland N.V. (a.s.r.) invites its shareholders and other persons entitled to attend the Extraordinary General Meeting of Shareholders. This meeting will be held on Wednesday 30 October 2019 at 3.30 pm (CET) at the office of a.s.r., Archimedeslaan 10, (3584 BA) Utrecht (hereinafter: the Extraordinary General Meeting).

Agenda

1 Opening**4 Questions before closing****2 Proposed appointment member of the Executive Board****5 Closing**

- a For discussion: the proposal of the Supervisory Board to appoint Ingrid de Graaf-de Swart as a member of the Executive Board

3 Appointment member of the Supervisory Board

- a For discussion: Introduction Gisella van Vollenhoven and Gerard van Olphen
- b For vote: proposal to appoint Gisella van Vollenhoven as member of the Supervisory Board
- c For vote: proposal to appoint Gerard van Olphen as member of the Supervisory Board

Explanatory notes to the agenda

1 Opening

The Extraordinary General Meeting will be opened by the chairman of the Supervisory Board, Kick van der Pol.

2 Proposed appointment member of the Executive Board

a The proposal of the Supervisory Board to appoint Ingrid de Graaf-de Swart as a member of the Executive Board (for discussion)

During this agenda item the proposal of the Supervisory Board to appoint Ingrid de Graaf-de Swart as a member of the Executive Board will be explained, in accordance with Article 17.1 of the Articles of Association of ASR Nederland N.V. The Supervisory Board intends to appoint Ingrid de Graaf-de Swart as of 1 December 2019 for a period of four years maximum (ending on the closing of the annual General Meeting of Shareholders in 2023). The Works Council has issued a positive advice on the proposed appointment of Ingrid de Graaf-de Swart and a.s.r. has also received a positive decision from the Dutch Central Bank. Ingrid de Graaf-de Swart will briefly introduce herself during the Extraordinary General Meeting, following which there will be an opportunity to ask questions.

Supplementary information on Ingrid de Graaf-de Swart including a summary of the conditions of her contract is part of the meeting documents of this Extraordinary General Meeting.

3 Appointment member of the Supervisory Board

a Introduction Gisella van Vollenhoven and Gerard van Olphen (for discussion)

Due to the recent resignation of Annet Aris from the Supervisory Board and the upcoming changes in the composition of the Supervisory Board in accordance with the retirement schedule, the Supervisory Board has been looking for new members, in order to ensure continuity within the Supervisory Board and its committees. The vacancy resulting from the resignation of Annet Aris is

subject to the enhanced right of recommendation of the Works Council and the Works Council has initiated a selection procedure for this.

In addition, the Supervisory Board has started a selection procedure for the desired expansion. The General Meeting was informed of this in the convocation of the annual general meeting of a.s.r., which was held on 22 May 2019, and was then invited to recommend candidates. The General Meeting did not make use of this right of recommendation.

The Supervisory Board has drawn up a profile to ensure that the Supervisory Board can carry out its tasks and responsibilities at all times, taking into account a sound combination of experience, expertise, diversity and independence of its members. The profile is part of the meeting documents of the Extraordinary General Meeting.

In accordance with Article 22.4 of the Articles of Association of ASR Nederland N.V., the Supervisory Board nominates Gisella van Vollenhoven and Gerard van Olphen for appointment as members of the Supervisory Board. This expansion of the Supervisory Board will give substance to the continuity of the Supervisory Board while at the same time adding specific knowledge and expertise and improving the diversity within the Supervisory Board.

The recommendation of the Works Council of Gisella van Vollenhoven is attached as a meeting document for this Extraordinary General Meeting and has been adopted by the Supervisory Board.

In addition, the Works Council was asked to determine its position with regard to the nomination of Gerard van Olphen. This positive opinion of the Works Council is also attached as a meeting document. The Works Council has decided not to explain its position at the Extraordinary General Meeting. Lastly, the Dutch Central Bank has approved both proposed appointments.

Following the appointment of the nominated candidates, the Supervisory Board consists of six members with a ratio of 67% male and 33% female. The remuneration of the new members of the Supervisory Board, if appointed, will be the same as that of the current members of the Supervisory Board, i.e. € 35,000 gross per year (excluding the standard fee for membership of committees). For more information on the remuneration of the members of the Supervisory Board, reference is made to section 6.3 of the 2018 Annual Report. Gisella van Vollenhoven and

Gerard van Olphen will briefly introduce themselves in connection with this agenda item and there will be an opportunity to ask questions before the vote is taken.

b Proposal to appoint Gisella van Vollenhoven as a member of the Supervisory Board (for vote)

The Supervisory Board nominates Gisella van Vollenhoven to be appointed as a member of the Supervisory Board with effect from the closing of the Extraordinary General Meeting and for a period of four years, ending at the closing of the Annual General Meeting in 2023.

Gisella van Vollenhoven (1970) has Dutch nationality. The appointment has been approved by the Dutch Central Bank. Gisella van Vollenhoven is independent within the meaning of the Dutch Corporate Governance Code. The curriculum vitae of Gisella van Vollenhoven and the motivation for her nomination are attached as a meeting document for this Extraordinary General Meeting. Following her appointment to the Supervisory Board, Gisella van Vollenhoven will also be appointed chair of the Remuneration Committee and member of the Selection and Appointment Committee.

c Proposal to appoint Gerard van Olphen as member of the Supervisory Board (for vote)

The Supervisory Board nominates Gerard van Olphen to be appointed as a member of the Supervisory Board with effect from the closing of the Extraordinary General Meeting and for a period of four years, ending at the closing of the Annual General Meeting in 2023.

Gerard van Olphen (1962) has Dutch nationality. The appointment has been approved by the Dutch Central Bank. Gerard van Olphen is independent within the meaning of the Dutch Corporate Governance Code. The curriculum vitae of Gerard van Olphen and the motivation for his nomination are attached as a meeting document for this Extraordinary General Meeting.

4 Questions before closing

5 Closing

General information

The convocation, including the agenda and explanatory notes, and other meeting documents are available at www.asrnl.com. As of today, these documents can also be viewed at the office of a.s.r. If you wish to receive the meeting documents, you can request these via: agm@asrnl.com. The documents are also available at ABN AMRO Bank N.V., Corporate Broking Department (address details below).

Record date

Shareholders may attend and vote at the Extraordinary General Meeting if, on 2 October 2019, after all additions and deletions have been processed as at that date (the 'Record Date'), they are registered as a shareholder of a.s.r. in the shareholders' register of a.s.r. or in the register maintained by the relevant Intermediary (the 'Intermediary').

Participation in person

Shareholders who are entitled to participate in the Extraordinary General Meeting and who wish to attend the meeting in person must, in the period from 2 October up to and including 23 October 2019, register no later than 5.30 pm CET via www.abnamro.com/evoting or via the Intermediary in whose records the shareholder is registered as a shareholder of a.s.r. The Intermediary must provide ABN AMRO Bank N.V., no later than 24 October 2019 at 11.00 am CET via www.abnamro.com/intermediary, with a statement stating the number of shares held by the shareholder concerned on the Record Date and notified for registration. When registering, the Intermediary is also requested to include the full address details of the shareholder concerned in order to be able to carry out an efficient verification of the shareholding on the Record Date. Via ABN AMRO Bank N.V., the shareholders receive a registration certificate that serves as an admission ticket for the meeting.

Participation via internet (electronic power of attorney)

Shareholders who are entitled to attend the Extraordinary General Meeting, but who are not able to attend the meeting in person, may grant an electronic power of attorney with voting instructions via www.abnamro.com/evoting or via the Intermediary in the period from 2 October up to and including 23 October 2019 no later than 5.30 pm CET. The power of attorney with voting instructions will then be given to mr. P.C.S. van der Bijl, civil-law notary at NautaDutilh N.V. (or another civil-law notary or junior civil-law notary employed by NautaDutilh N.V.), with the instruction to vote on his or her behalf.

Participation by means of (written) power of attorney

Shareholders who are entitled to participate in the Extraordinary General Meeting but are unable to attend the meeting in person may also choose to grant a proxy

to a third party to represent them at the Extraordinary General Meeting and to vote on their behalf. Shareholders who wish to grant a proxy can make this known in the period from 2 October up to and including 23 October 2019, no later than 5.30 pm CET via www.abnamro.com/evoting or via their Intermediary. A written proxy is available at www.asrnl.com, including further instructions.

Arrival at the location and registration

Registration for admission to the Extraordinary General Meeting will take place on Wednesday 30 October 2019 between 3.00 pm and the start of the meeting at 3.30 pm CET. Registration will no longer be possible after this time. A valid proof of registration must be presented on arrival and a valid proof of identity must be brought along. Holders of a proxy must also show a copy of their proxy.

Voting at the meeting

During the Extraordinary General Meeting there will be an opportunity to vote by means of a voting form that will be handed out before the meeting at the registration desk. After the persons entitled to vote have filled in the voting form during the Extraordinary General Meeting (agenda items 3B and 3C), the voting forms are processed under the supervision of the civil-law notary. The results of the vote will be published on the website www.asrnl.com as soon as possible after the Extraordinary General Meeting.

Other persons entitled to attend the meeting

This general information on the Extraordinary General Meeting, including the procedure for participation in and registration for the Extraordinary General Meeting, applies by analogy to those who, other than as a shareholder, have the legal right to attend the Extraordinary General Meeting.

Language

The meeting will be held in Dutch.

Contact details

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