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# Convocation

Extraordinary  
General Meeting  
of Shareholders  
ASR Nederland N.V.

28 October 2020

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

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# Convocation

## Extraordinary General Meeting of Shareholders ASR Nederland N.V.

ASR Nederland N.V. (a.s.r.) invites its shareholders and others with meeting rights to attend the extraordinary general meeting of shareholders (hereinafter referred to as the Extraordinary General Meeting). This Extraordinary General Meeting will be held on Wednesday 28 October 2020, at 10:00 hours (CET) at the offices of a.s.r., Archimedeslaan 10, (3584 BA).

### Agenda

#### 1 Opening

#### 2 Appointment member of the Supervisory Board

- a For discussion: introduction Joop Wijn
- b For vote: proposal to appoint Joop Wijn as member and future chairman of the Supervisory Board

#### 3 Questions before closing

#### 4 Closing

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# 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 Appointment member of the Supervisory Board

### a Introduction Joop Wijn (for discussion)

In the context of the upcoming changes in the composition of the Supervisory Board in accordance with the retirement schedule, the Supervisory Board started a search for a suitable successor to the chairman of the Supervisory Board, Kick van der Pol in 2019. A person with the right expertise and experience, who fits well with the culture of the organisation and who embraces the mission and strategy of a.s.r.

At the beginning of 2020, the Supervisory Board started a selection procedure for the desired succession. The Annual General Meeting was informed of this in the convocation of the Annual General Meeting of a.s.r. held on 20 May 2020 and was then invited to recommend candidates. The General Meeting of Shareholders has not exercised that right of recommendation.

The Supervisory Board has drawn up a profile to ensure that the Supervisory Board is at all times able to carry out its duties and responsibilities, taking into account a good combination of experience, expertise, diversity and independence of its members. The profile is part of the meeting documents of the Extraordinary General Meeting. Joop Wijn meets the requirements of this profile, in particular with regard to his extensive experience in various management and supervisory positions at various (financial) institutions and extensive experience in the field of technological developments and innovation in the financial sector.

In accordance with article 22.4 of the Articles of Association of ASR Nederland N.V., the Supervisory Board nominates Joop Wijn for appointment as member and also future chairman of the Supervisory Board. This nomination is also supported by the Executive Board. In addition, the Supervisory Board has requested the Works Council to determine its position with regards to the nomination of Joop Wijn. This positive opinion of the Works Council is attached as a meeting document for this Extraordinary General Meeting. The Works Council has decided not to explain its position during the Extraordinary General Meeting. Lastly, the Dutch Central Bank (DNB) has granted its approval for the proposed appointment.

After the appointment of the nominated candidate, the Supervisory Board temporarily consists of six members with a ratio of 67% male and 33% female. The annual remuneration for the Supervisory Board is € 35,000 for a member and € 50,000 for the chairman (gross amounts, 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 paragraph 5.3 of the Annual Report 2019.

On the occasion of this agenda item Joop Wijn will briefly introduce himself and there will be an opportunity to ask questions before proceeding to the vote.

### b Proposal to appoint Joop Wijn as member and future chairman of the Supervisory Board (for vote)

The Supervisory Board nominates Joop Wijn to be appointed as member and future chairman of the Supervisory Board with effect from the closing of the Extraordinary General Meeting and for a maximum period of four years, ending at the closing of the Annual General Meeting in 2024.

Joop Wijn (1969) has a Dutch nationality. The appointment has been approved by the Dutch Central Bank. Joop Wijn is independent within the meaning of the Dutch Corporate Governance Code. The curriculum vitae of Joop Wijn and the motivation for his nomination are attached as a meeting document for this Extraordinary General Meeting.

If Joop Wijn will be appointed by the Extraordinary General Meeting, the Supervisory Board will immediately thereafter take the decision that Joop Wijn will succeed Kick van der Pol at the end of the General Meeting in May 2021 (in accordance with article 22.11 of the Articles of Association). Joop Wijn will also be appointed as member of the Remuneration Committee and Selection and Appointment Committee. Simultaneously with the transfer of the chairmanship of the Supervisory Board Joop Wijn will also take over the chairmanship of the Selection and Appointment Committee from Kick van der Pol. After the resignation of Kick van der Pol, the Supervisory Board consists of five members with a ratio of 60% male and 40% female.

## 3 Questions before closing

## 4 Closing

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# General information

The convocation, including the agenda and explanatory notes and other meeting documents are available via [www.asrnl.com](http://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, please request them via [agm@asrnl.com](mailto:agm@asrnl.com). The documents are also available at ABN AMRO Bank N.V., Corporate Broking department (address details below).

## COVID-19

Due to the recent developments regarding the COVID-19 virus, a.s.r. is taking additional safety measures in relation to the Extraordinary General Meeting in accordance with the guidelines of the central government and the RIVM (Dutch National Institute for Public Health and the Environment). These measures are taken to protect the health and safety of everyone attending the Extraordinary General Meeting. Nevertheless, shareholders are hereby invited to cast their votes in advance by means of an electronic proxy (see below). In the context of a possible extension of the Emergency Act allowing full virtual meetings, a.s.r. also reserves the right to hold the Extraordinary General Meeting entirely virtual (or hybrid) without the physical presence of shareholders. The measures will be published as a news item on [www.asrnl.com](http://www.asrnl.com). The developments surrounding COVID-19 will be closely followed and it is recommended to consult the website regularly (until the date of the meeting) for possible updates.

## Record date

Shareholders may attend and vote at the Extraordinary Meeting if, on 30 September 2020, after processing all additions and deletions as at that date (the 'Record Date') they are registered as shareholders of a.s.r. in the shareholders' register of a.s.r. or in the register that is kept by the relevant intermediary (the 'Intermediary').

## Attendance in person

Shareholders who are entitled to attend the Extraordinary Meeting and who wish to attend the meeting in person must, in the period from 30 September up to and including 21 October 2020, register no later than 5.30 pm CET via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary in whose administration the shareholder is registered as a shareholder of a.s.r. No later than 22 October 2020 at 11.00 am CET, via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), the Intermediary must provide ABN AMRO Bank N.V. 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 state the full address details of the shareholder in question in order to be able to carry out an efficient check of the share ownership on the Record Date. Via ABN AMRO Bank N.V., the shareholders will receive a registration certificate which will serve as an admission ticket for the meeting.

## Attendance via the internet (electronic proxy)

Shareholders who are entitled to attend the Extraordinary Meeting but who do not have the opportunity to attend the meeting in person may grant an electronic proxy with voting instructions via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary in the period from 30 September up to and including 21 October 2020, no later than 5.30 pm CET. The proxy with voting instructions will then be issued to Mr P.C.S. van der Bijl, civil-law notary at NautaDutilh N.V. (or another civil-law notary or civil-law notary employed by NautaDutilh N.V.) with the instruction to vote on his or her behalf.

## Attendance by (written) proxy

Shareholders who are entitled to attend the Extraordinary Meeting but who do not have the opportunity to attend the meeting in person may also choose to grant a proxy to a third party to represent them and vote on their behalf at the Extraordinary General Meeting. Shareholders who wish to grant a proxy can make this known in the period from 30 September up to and including 21 October 2020, no later than 5.30 pm CET via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via their Intermediary. A written proxy is available on [www.asrnl.com](http://www.asrnl.com) including further instructions.

## Arrival at the location and registration

Registration for admission to the Extraordinary Meeting will take place on Wednesday 28 October 2020 between 9.30 am CET and the start of the meeting at 10.00 am CET. Registration is no longer possible after this time. A valid proof of registration must be submitted on arrival and you are requested to bring a valid proof of identity. Proxy holders will also be required to produce 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 item 2b), 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](http://www.asrnl.com) as soon as possible after the closing of the Extraordinary General Meeting.

## Other persons entitled to attend

This general information about the Extraordinary General Meeting, including the procedure for attending and registering for the Extraordinary General Meeting, applies by analogy to those who, other than as shareholders, are legally entitled to attend the Extraordinary General Meeting.

## Webcast

The meeting will be held in Dutch. The entire General Meeting can be followed live on 28 October 2020 via a webcast on [www.asrnl.com](http://www.asrnl.com).

# Contact details

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## ABN AMRO Bank N.V. (Corporate Broking department)

### Visiting address

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