

NN (L)
Société d'investissement à capital variable
Registered office: 80, Route d'Esch, L-1470 Luxembourg
Grand-Duchy of Luxembourg
R.C.S. Luxembourg: B 44 873

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF NN (L) TO BE HELD ON 23 JANUARY 2020 AT 2.00 P.M. LUXEMBOURG TIME**

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

I/We _____ First Name(s) _____ Last Name _____ Account Number _____

First holder: _____

Second holder: _____
(if applicable)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

holder(s) of _____ (number of) shares¹ of sub-fund _____ of **NN (L)** (the "Company") hereby appoint(s) the Chairman of the Annual General Meeting of Shareholders (the "Meeting") of the Company or
(insert name of representative:) _____

as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held at 2 rue Gerhard Mercator, L-1014 Luxembourg, Grand Duchy of Luxembourg on 23 January 2020 at 2.00 p.m. (Luxembourg time).

If you have appointed the Chairman as your proxy, please indicate with an 'X' in the boxes below how you wish your votes to be cast on each of the resolutions on the agenda of the Meeting². If you have appointed another representative, he or she will be entitled to attend the Meeting and to vote on your behalf according to your instructions on the resolutions on the agenda of the Meeting and on any other business as may properly come before the Meeting.

| AGENDA | For | Against | Abstain |
|---|-----|---------|---------|
| 1. Presentation of the reports of the board of directors and of the independent auditor | | | |
| 2. Approval of the annual accounts for the financial year ended 30 September 2019 | | | |
| 3. Allocation of the result for the financial year ended 30 September 2019 | | | |
| 4. Discharge to the directors for the execution of their mandates during the financial year ended 30 September 2019 | | | |
| 5. Approval of director fees | | | |
| 6. Statutory appointments: resignation(s) and/or mandate(s) renewal | | | |

Date: _____

Signature(s): _____

Without specific instruction in writing to the Legal Department (see below for contact details), any valid proxy which was returned for attendance at the Meeting will remain valid in case of another shareholders' meeting of the Company with the same agenda (referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the Adjourned General Meeting. A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Meeting.

Proxy form to return to the Legal Department of NN Investment Partners B.V, Schenkade 65, The Hague 2595 AS, The Netherlands no later than by 20 January 2020, 05:00 p.m. Luxembourg time, by email (email address: Secretariat.Luxfunds@nnip.com), followed by the original by regular mail.

¹ Please insert total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy.

² If the boxes are left blank, the proxy will be considered as giving a general mandate to the Chairman of the Meeting to vote on the resolutions.