

NN (L) FLEX
Investment Company with Variable Capital (SICAV)
3, Rue Jean Piret, L-2350 Luxembourg
R.C.S. Luxembourg B 41.873
(« the Company »)

Notice is hereby given that the:

ANNUAL GENERAL MEETING

of Shareholders of **NN (L) FLEX** will be held at 3, rue Jean Piret, L-2350 Luxembourg on 13 July 2017 at 1.30 p.m. with the following agenda:

1. Report of the auditors;
2. Approval of the annual accounts as of 31 March 2017;
3. Allocation of results;
4. Discharge to the directors;
5. Statutory appointments (resignation(s) and/or appointment(s)).

Registered shareholders will be admitted upon proof of their identity, provided they inform the Board of Directors of their intention to attend the meeting at least five clear days prior to the meeting.

The Board of Directors of NN (L) FLEX





**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF NN (L) FLEX TO BE HELD ON 13 JULY 2016 AT 1.30 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) FLEX** (the "Company") hereby appoint 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 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, on 13 July 2017 at 1.30 pm (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. Report of the auditors			
2. Approval of the annual accounts as of 31 March 2017			
3. Allocation of results			
4. Discharge to the directors			
5. Statutory appointments (resignation(s) and/or appointment(s))			

Date: _____

Signature(s): _____

Proxy form to return to the Legal Department of NN Investment Partners Luxembourg S.A. at 3, rue Jean Piret, L-2350 Luxembourg no later than by 7 July 2017, 05:00 p.m. Luxembourg time by fax (fax number: (+352) 26 19 68 40), 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.

