nlfi

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NIET BESTEMD VOOR GEHELE OF GEDEELTELIJKE, RECHTSTREEKSE OF INDIRECTE OPENBAARMAKING, VERSPREIDING OF PUBLICATIE IN OF NAAR DE VERENIGDE STATEN, AUSTRALIË, CANADA, JAPAN, ZUID-AFRIKA OF EEN ANDERE JURISDICTIE WAAR DIT IN STRIJD IS MET DE TOEPASSELIJKE WETGEVING.

Den Haag, 5 april 2017

NLFI VERKOOPT 20.000.000 AANDELEN IN a.s.r. VOOR TOTALE OPBRENGST VAN EUR 515 MILJOEN

Stichting administratiekantoor beheer financiële instellingen ("**NLFI**"), optredend namens de Nederlandse Staat, kondigt hierbij de succesvolle afronding aan van de "accelerated bookbuild offering" aan gekwalificeerde beleggers van 20.000.000 gewone aandelen (de "**Aandelen**") in ASR Nederland N.V. ("**a.s.r.**" of de "**Vennootschap**") tegen een prijs van EUR 25,75 per Aandeel, resulterend in een totale opbrengst van EUR 515 miljoen. Als gevolg van de transactie zal het belang van NLFI in a.s.r.'s aandelenkapitaal afnemen van 50,1% tot 36,8%. a.s.r. zal geen opbrengst van de aanbieding ontvangen. Na intrekking van de 3.000.000 Aandelen die a.s.r. heeft verkregen in de vorige aanbieding die NLFI heeft gedaan in januari 2017, zal NLFI's aandelenbelang naar verwachting 37,5% vertegenwoordigen van a.s.r's aandelenkapitaal.

a.s.r. heeft niet deelgenomen aan de Aanbieding, aangezien a.s.r. de machtiging tot de inkoop van eigen aandelen reeds volledig heeft gebruikt in de aanbieding van NLFI in januari 2017. a.s.r. heeft aangekondigd dat de toekenning van een nieuwe machtiging aan de Raad van Bestuur van a.s.r. op marktconforme voorwaarden tot de inkoop van eigen aandelen op de agenda zal worden geplaatst van de Algemene Vergadering die op 31 mei 2017 zal plaatsvinden.

De transactie zal naar verwachting worden afgewikkeld op 7 april 2017 (de "**Afwikkeling**").

NLFI is met onderstaande Joint Bookrunners overeengekomen dat de resterende aandelen in a.s.r. die worden gehouden door NLFI onderworpen zullen zijn aan een lock-up voor een periode van 60 kalenderdagen na de Afwikkeling. De Joint Bookrunners kunnen, naar eigen discretie, afstand doen van de overeengekomen lock-up.

ABN AMRO Bank N.V., Barclays Bank PLC, Citigroup Global Markets Limited en Deutsche Bank AG, London Branch treden op als Joint Bookrunners voor de aanbieding. Deutsche Bank AG, London Branch treedt op als structureringsbank en ABN AMRO Bank N.V. treedt op als noteringsagent en betaalkantoor voor de Aanbieding.

Rothschild treedt op als financieel adviseur van NLFI en Allen & Overy LLP treedt op als juridisch adviseur van NLFI.

NOOT: DIT IS EEN VERTALING VAN EEN ENGELS PERSBERICHT. DE ENGELSE TEKST IS LEIDEND.

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In the Netherlands the Sale Shares are not and may not be offered other than to persons or entities who or which are qualified investors ("gekwalificeerde beleggers") as defined in Section 1:1 of the Dutch Financial Supervision Act ("Wet op het financieel toezicht").

The price of the Sale Shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the Sale Shares. Past performance is no guide to future performance and persons who require advice should consult an independent financial adviser.

In connection with any offering of the Sale Shares, ABN AMRO Bank N.V., Barclays Bank PLC, Citigroup Global Markets Limited and Deutsche Bank AG, London Branch (the "Joint Bookrunners") and any of their respective affiliates acting as an investor for their own account may take up as a proprietary position any Sale Shares and in that capacity may retain, purchase or sell for their own account such Sale Shares. In addition they may enter into financing arrangements and swaps with investors in connection with which they may from time to time acquire, hold or dispose of Sale Shares. They do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

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The Joint Bookrunners (and/or their respective affiliates) have from time to time been engaged, and may in the future engage, in commercial banking, investment banking and financial advisory and ancillary transactions in the ordinary course of their business with the Company (or any parties related to the Company) for which they have received or may receive customary compensation, fees and/or commission. The Joint Bookrunners and their respective affiliates may provide such services for the Company and its subsidiaries in the future. These services may include, without limitation, issuing or creating and trading in the Company's securities and financial products, acting with the Company and its subsidiaries in debt or equity syndicates, providing investment banking, corporate banking or lending services with and to the Company, credit and rate flows with the Company and its subsidiaries, securities financing set-ups, acting as domestic payments provider for the Company and its subsidiaries, holding cash management accounts for the Company and its subsidiaries, providing treasury services, such as repo, securities finance and portfolio management for liquidity management purposes and providing trading services such as credits, rates and foreign exchange, commercial paper and certificate of deposit services and fixed income and treasury sales. Additionally, Joint Bookrunners and the Company may get involved in the same actual or threatened litigation. Additionally, the Joint Bookrunners and/or their affiliates, in the ordinary course of their business, hold, have held and/or may in the future hold a broad array of investments and actively trade the Company's debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, including securities in relation to which the Joint Bookrunners may be exercising voting power over the Company's securities on behalf of third parties. The Joint Bookrunners and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of securities and/or financial instruments of the Company, its affiliates and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. In respect of the above, the sharing of information is generally restricted for reasons of confidentiality, by internal procedures or by applicable rules and regulations (including those issued by the AFM). As a result of these transactions, these parties may have interests that may not be aligned, or could potentially conflict, with the interests of holders of Shares, or with the interests of the Company.

No Sale Shares will be available to any investor whose purchase of such Sale Shares, whether on its own account or as a fiduciary or agent for one or more investor accounts, would require regulatory consent in any jurisdiction (including, without limitation, under the UK Financial Services and Markets Act 2000 or the United States Bank Holding Company Act of 1956).

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