

Welcome - Welkom

Annual General Meeting of Shareholders

Algemene Vergadering van

Aandeelhouders



The Hague, May 15, 2020

William L. Connelly

Chairman of the Supervisory Board

Voorzitter van de Raad van Commissarissen



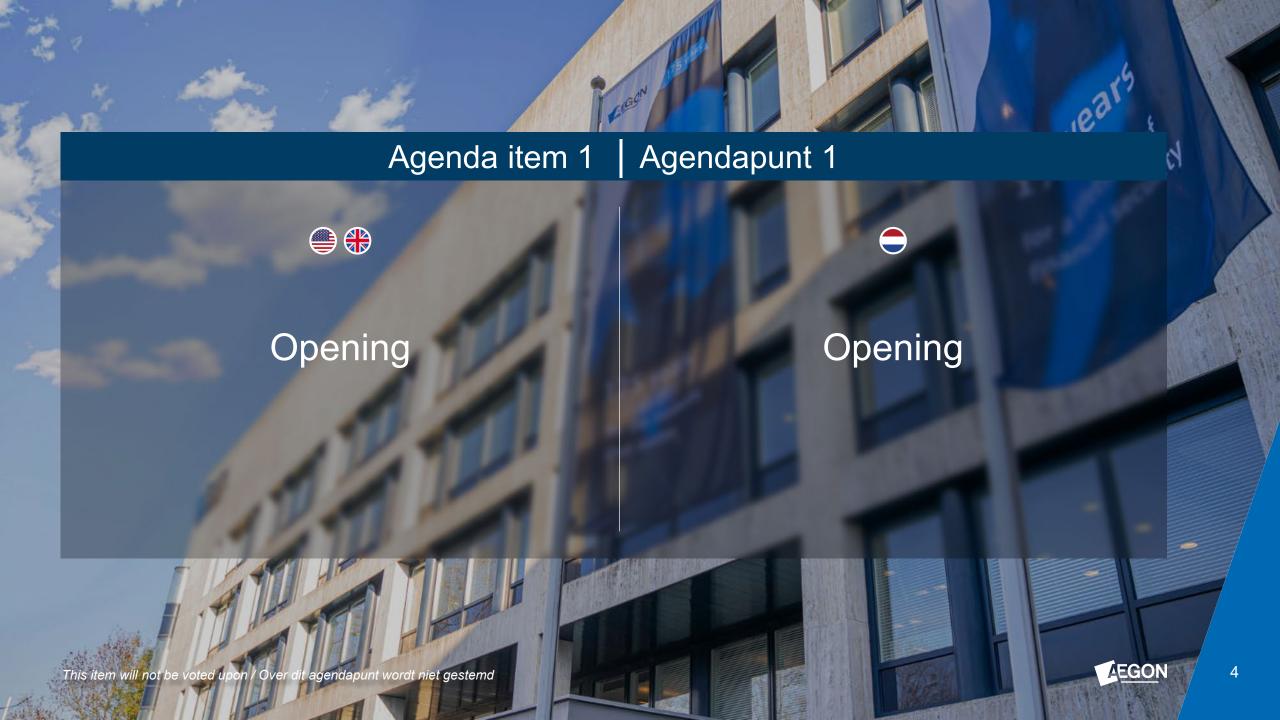


Welcome to the Annual General Meeting of Shareholders



Welkom bij de jaarlijkse Algemene Vergadering van Aandeelhouders









Living up to our purpose in testing times

Alex Wynaendts

CEO & Chairman of the Executive Board

The Hague, May 15, 2020



Helping people achieve a lifetime of financial security

Today's storyline

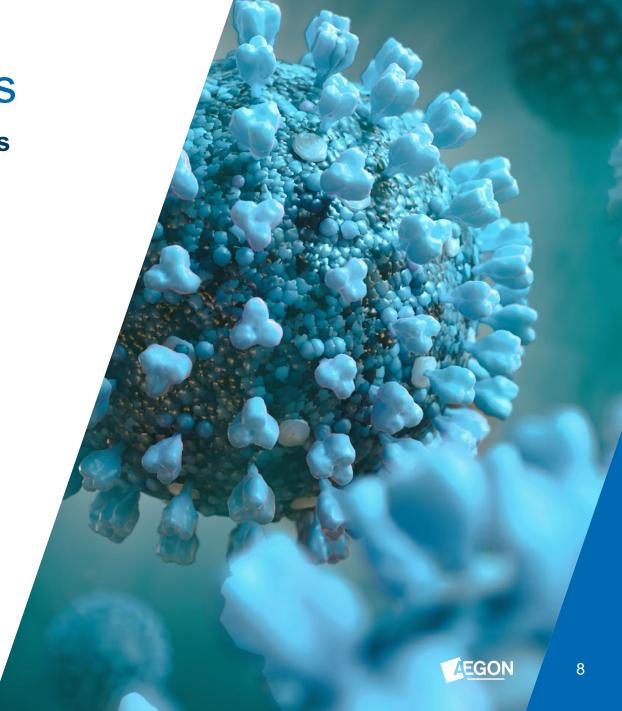
- Impact of COVID-19
 - People
 - Customers
 - Operations
 - Financials
- Briefly looking back on 2019
 - Focus on growth and capital
 - Active portfolio management
 - Financial highlights
- Living up to our purpose



We are living in testing times

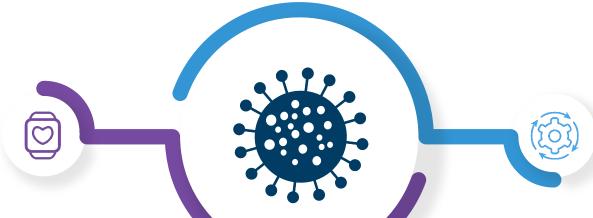
With huge impact on customers and employees

- COVID-19 impacts:
 - People
 - Operations
 - Customers
 - Financials
- Main responsibilities:
 - Ensuring safety of our employees
 - Fulfilling promises to our customers by maintaining strong capital position
 - Supporting our communities



Our response to COVID-19 crisis

Health and safety of employees primary responsibility; continued operations



- Crisis management
 - Effective crisis management governance in place; global guidance – local implementation
- Working from home
 - Stable working from home environment was enabled for all our employees across the world
- Engagement
 - Global framework introduced to sustain well-being, engagement and productivity of employees

- Continuity of critical services ensured
 - While working from home
- Business continuity of critical outsourcing partners
 - Shown to be robust
- Enhancing use of digital solutions
 - For answering customer questions



Our response to COVID-19 crisis

Providing guidance and financial relief to our customers

- Ensuring uninterrupted customer service
 - Increased customer appraisal



- No material pandemic exclusions
 - After outbreak, COVID-19 coverage included in critical illness product China



- Providing premium payment and fee flexibility
 - Case-by-case approach for insurance, pensions and mortgages



- Offering relevant solutions and advice
 - Launch of tele-health in Spain and Portugal providing 24 hrs. medical advice for free



Our response to COVID-19 crisis

Supporting our communities

- Our businesses responded with local initiatives for immediate support
 - For a total of over EUR 1 million to date
 - Initiatives include:

US: providing protective gear to frontline healthcare workers

Across Europe: donating medical supplies and food to the elderly and helping supply protective gear to healthcare workers

UK: dedicated corporate donation for local charity to be decided by employees

NL: support healthcare workers insurance; laptops for children for home schooling



Asia: supporting hospitals and relief and developments organizations, supplying personal protective equipment and promoting health education

Execution of strategy in 2019

- Environment remained challenging
 - Persistent low interest rates in our key markets
 - Customers impacted by economic uncertainty
 - Growing need for solidarity and financial security
- Further simplified our organization
 - Reorganization of US businesses
 - Aegon International launched
- Investing in the future
 - Responsible business
 - Leveraging technology
 - Build-up analytics capabilities



Continued focus on growth and capital in 2019



- Improved commercial momentum while we continued to invest in customer services
 - Increase in Life, Accident & Health sales and gross deposits during the year



- Capturing opportunities in fast-growing markets
 - Financial protection and investment management in India and China



- Strong normalized capital generation of EUR 1.6 billion over 2019
 - Up 12% compared with 2018



- Solid Group Solvency II ratio of 201% per year-end 2019
 - All business units also strongly capitalized

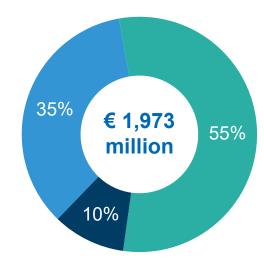
Successfully optimizing our portfolio

Underlying earnings before tax

(in EUR million, FY2019)

Manage for Value

- Reinsured a quarter of longevity risk in the Netherlands
- New own employee pension plan protects capital position and reduces volatility
- Successful transfer of policy administration to Atos in the UK



Drive for Growth

- Positive momentum in Life and Accident
 & Health sales, as well as gross deposits
- Eighth consecutive full year of positive external third-party net inflows for Aegon Asset Management
- Realized targeted expense savings from Cofunds integration

Scale-up for Future

- Continue expanding our digital platforms
 - New partnership with a large e-commerce player in China, driving sales growth
- Agreed partnership with leading mobile wallet MobiKwik in India to launch smart digital insurance product
- Completed divestment of variable annuity joint ventures in Japan



Purpose more relevant than ever before

As already recognized 175 years ago

Purpose

Helping people achieve a lifetime of financial security

Transformation

- Strategic transformation
- Financial transformation
- Organizational & cultural transformation

Financial strength

- Solid balance sheet
- Strong liquidity position

To continue to live up to our purpose – also in these testing times









Our financial performance in 2019

Matt Rider

CFO & Member of the Executive Board

The Hague, May 15, 2020



Helping people achieve a lifetime of financial security

Today's storyline

- Financial highlights 2019
- Key performance indicators 1Q 2020
- Balance sheet preservation
- Target outlook



Financial highlights 2019

IFRS



Underlying earnings EUR 1,973 million

-5% compared with 2018

Net income EUR 1,528 million

Up EUR 784 million from 2018

Return on equity 9.5%

-70bp compared with 2018

Capital position per year-end



Group solvency ratio 201%

-10pp compared with 2018

Holding excess cash EUR 1,192 million

Within target range

Gross financial leverage 28.5%

-70bp compared with 2018

Capital generation and dividend



Capital generation¹ EUR 1,569 million

+12% compared with 2018

Gross remittances to holding EUR 1,365 million²

Dividend per share³ **EUR 0.15**

^{1.} Capital generation excluding market impact and one-time items after holding funding & operation expenses

^{2.} Excludes EUR 100 million remittances by Aegon the Netherlands to the Group in February 2020; EUR 1,518 million including sale of stake in Japan JVs

^{3.} On April 2, 2020, EIOPA and DNB published statements urging insurers to temporarily postpone all dividend distributions. Proposed final 2019 dividend of EUR 0.16 per share was subsequently cancelled on April 3, 2020

Our key performance indicators in 1Q 2020

Underlying earnings before tax

Net income Solvency II Holding excess generation

Figure 1,270 million

Normalized capital group Solvency II ratio

Holding excess cash

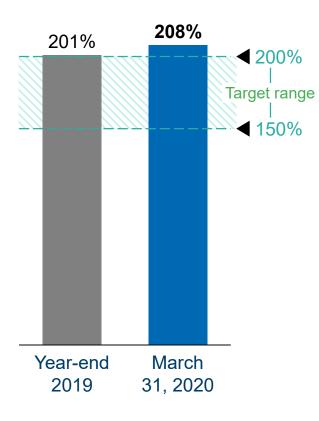
Holding excess cash

Figure 208%

€ 1,379 million

Solid capital position in units and at Group level

Group Solvency II ratio



Group Solvency II ratio at March 31, 2020

- Group Solvency II ratio slightly above the target range supported by normalized capital generation
- Benefit from rising credit spreads, in particular in the Netherlands, were partly offset by adverse market movements in the US

Group Solvency II ratio at the end of April

- Estimated at 190% to 200%
- Mainly driven by narrowing of credit spreads

Solvency II ratio main units at March 31, 2020

- All main units above the bottom-end of their respective target ranges
- Decline in US RBC ratio is mainly due to lower interest rates and equity markets
- Increase in NL Solvency II ratio mainly due to widening of credit spreads
- Stable UK Solvency II ratio reflecting balance sheet light business model

Local solvency ratio by unit

Year-end 2019 and 1Q 2020



US - RBC 470% 376%



NL - SII 171% 249%



UK - SII 157%→ 160%



Protecting the economic value of the balance sheet

Management actions



Hedging and asset allocation

- Rebalanced macro equity hedge to increase downside protection and control hedging costs towards a more linear protection
- Increasing focus of reinvestments on higher rated credit (>55% A rated or higher) in areas less affected by the COVID-19 crisis
- Focusing on new issuances in corporate bonds to benefit from higher spreads
- Increasing scrutiny and monitoring in potentially crisis-affected asset classes



Underwriting and pricing

- Variable annuity repricing in 2Q20 to lead to lower withdrawal rates and lower guarantees
- Launched a new variable annuity product on BaNCS platform with principal protection and upside potential suited for these markets
- Specific new business underwriting requirements introduced, e.g.
 - Restricting coverage for new policies for certain age groups in the US
 - Postponements of certain coverages with confirmed COVID-19 exposure in US
 - Adjusted underwriting criteria in travel and income protection in Netherlands



Capital preservation

- Legal merger of core US Life entities improving asset adequacy testing sufficiency
- Continuing to pursue options for accelerating capital generation in Manage for Value businesses
- Increasing focus on operational excellence to preserve earnings and therewith capital generation, including limiting project and discretionary spend as far as possible



Focus on maintaining solid financial position despite challenging conditions

Financial position and outlook

(March 31, 2020)

Group Solvency II ratio

208%

Holding excess cash

EUR 1.4 billion

Return on Equity target

Very unlikely to reach 10% return on equity target in 2020 given the extraordinary circumstances

Other medium-term targets

Difficult to provide a full assessment of COVID-19 related impacts on medium-term targets





Gert-Jan Heuvelink

15 May 2020





Presentation by PwC

15 May 2020



Audit of Aegon's 2019 Financial Statements

- Audit opinion (refer to pages 328 to 336 of the Annual Report)
- Materiality
- Scope of our group audit
- Risk of fraud and non-compliance with laws and regulations
- Key audit matters:
 - -Valuation of certain assets and liabilities arising from insurance contracts
 - Valuation of certain level 3 investments
 - Uncertainties in policyholder claims and litigation
- Subsequent event procedures / Covid-19 outbreak
- Other information included in the Annual Report





Ben Noteboom

Chairman of the Remuneration Committee

Voorzitter van de Remuneratie Committee



Supervisory Board Remuneration Policy 2019

2019 Supervisory Board fees

Fees	Scope	Amount (in EUR)
Base Fee	Supervisory Board membership	80,000 per year – Chairman
		50,000 per year – Vice-Chairman
		40,000 per year – Members
	Risk or Audit Committee membership	13,000 per year – Chairman
		8,000 per year – Members
	Membership of other Committees	10,000 per year – Chairman
		5,000 per year – Members
Attendance Fee	Committee meetings	3,000 per meeting
	For extra Supervisory Board meetings (>6)	3,000 per meeting
Travel Fee	To attend Supervisory Board (Committee)	2,000 for continental or US-interstate travel
	meeting	4,000 for intercontinental travel

Supervisory Board remuneration in 2019

Remuneration received in 2019

In EUR thousands	Base Fee	Attendance Fee	Travel Fee	Total
Connelly	95	54	20	169
Ellman	56	39	20	115
Noteboom	58	39	6	103
Van der Veer	58	54	6	118
Wortmann – Kool	63	54	6	123
Young	66	66	26	158
Dineen*	40	27	12	79
Total	436	333	96	865

Executive Board Remuneration Policy 2019

Compensation and benefit overview

Component	Details		
Fixed compensation	Paid in monthly installments		
Variable compensation	Target/maximum: 80%/100% of fixed compensation Pay-out: • 40% upfront • 60% deferred, tranche vesting over 3-yr period (3x 20%) • Each portion paid 50:50 in cash/shares • All shares subject to additional 3-year holding period		
Pension	40% of fixed compensation* 28% of fixed compensation – grandfathered arrangement Mr. Wynaendts		
Other benefits	E.g. company car, social security and tax paid by employer		

^{*} Up to May 2019, an end of term arrangement applied to Mr. Wynaendts.

AEGON

Executive Board remuneration in 2019

Remuneration received in relation to 2019

In EUR thousands	Fixed	Variable**	Pension	Benefits	Total
Wynaendts*	1,314	1,048	1,302	252	3,916
Rider	931	743	373	77	2,124
Total	2,245	1,791	1,675	329	6,040

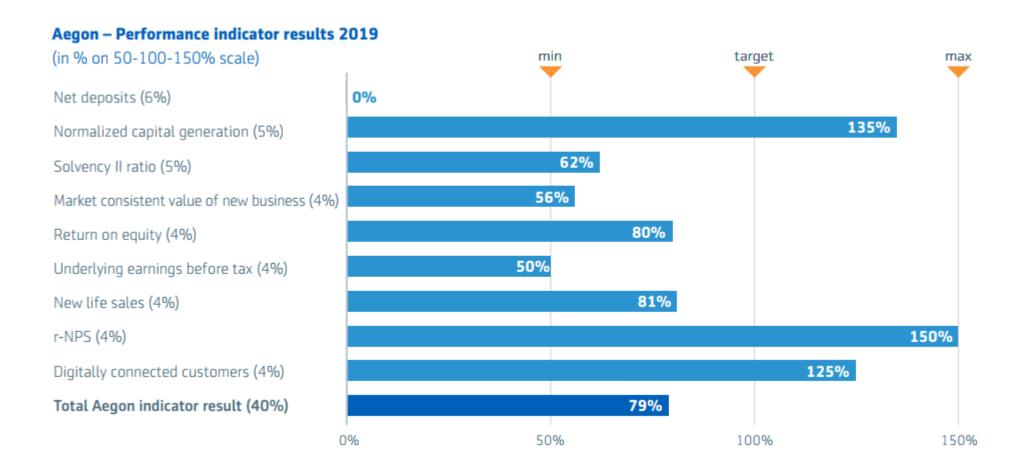


^{*} Pension Mr. Wynaendts: includes Jan-May end of term arrangement, June-Dec 40% of fixed compensation.

^{**} Awarded in relation to 2019 performance year (to be paid in 2020-2023).

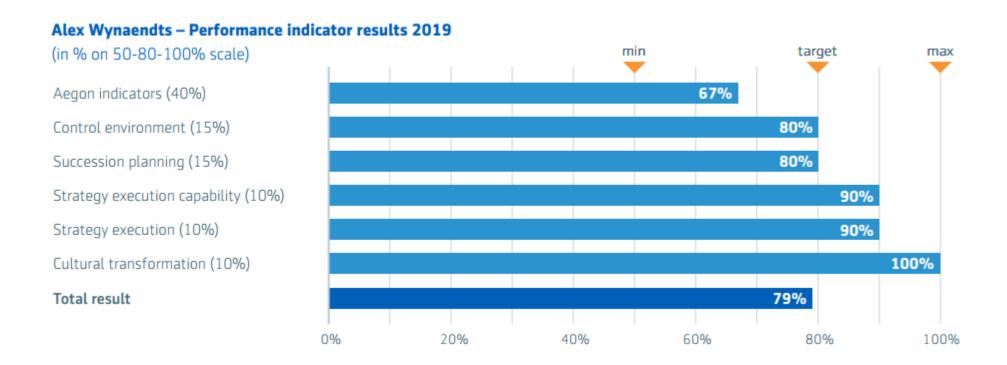
Executive Board variable compensation in 2019

2019 Aegon results for calculation Executive Board variable compensation



Executive Board variable compensation in 2019 (cont'd)

2019 results Mr. Wynaendts for variable compensation calculation



Executive Board variable compensation in 2019 (cont'd)

2019 results Mr. Rider for variable compensation calculation

Matt Rider – Performance indicator results 2019



Aegon indicators (40%)

Control environment (20%)

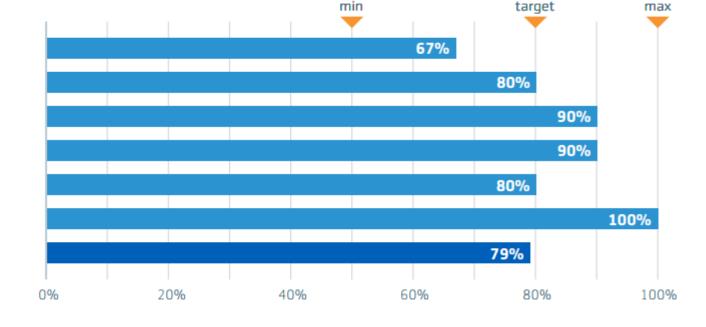
Financial strategy execution (10%)

Finance transformation (10%)

Succession planning (10%)

Cultural transformation (10%)

Total result



Executive Board remuneration in 2020

Annualized remuneration levels per January 2020

In EUR thousands	Fixed	Variable	Pension	Total
Wynaendts	1,327	Target: 80%	40%	Target: 3,318
	+ 2% allowance*	Max: 100%	+ 28%*	Max: 3,584
Friese **	1,485	Target: 80%	40%	Target: 3,267
		Max: 100%		Max: 3,564
Rider	941	Target: 80%	40%	Target: 2,070
		Max: 100%		Max: 2,258

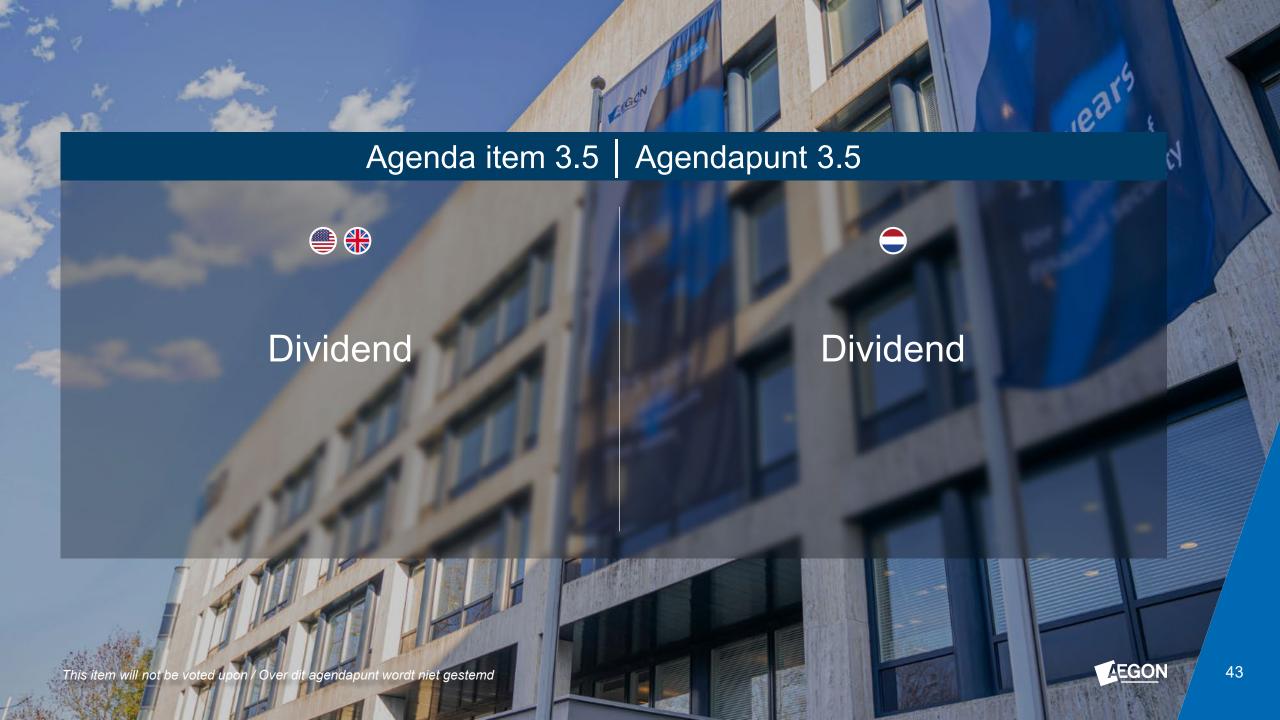


^{*} Grandfathered arrangements (2% allowance and 28% pension).

^{**} When appointed. Received a separate sign-on arrangement of EUR 1.25 mln in March 2020 when hired, which is split in (almost) half cash and the other half in Aegon shares. Half of the sign-on payment has been paid upfront and the other half is deferred to vesting dates in future years.



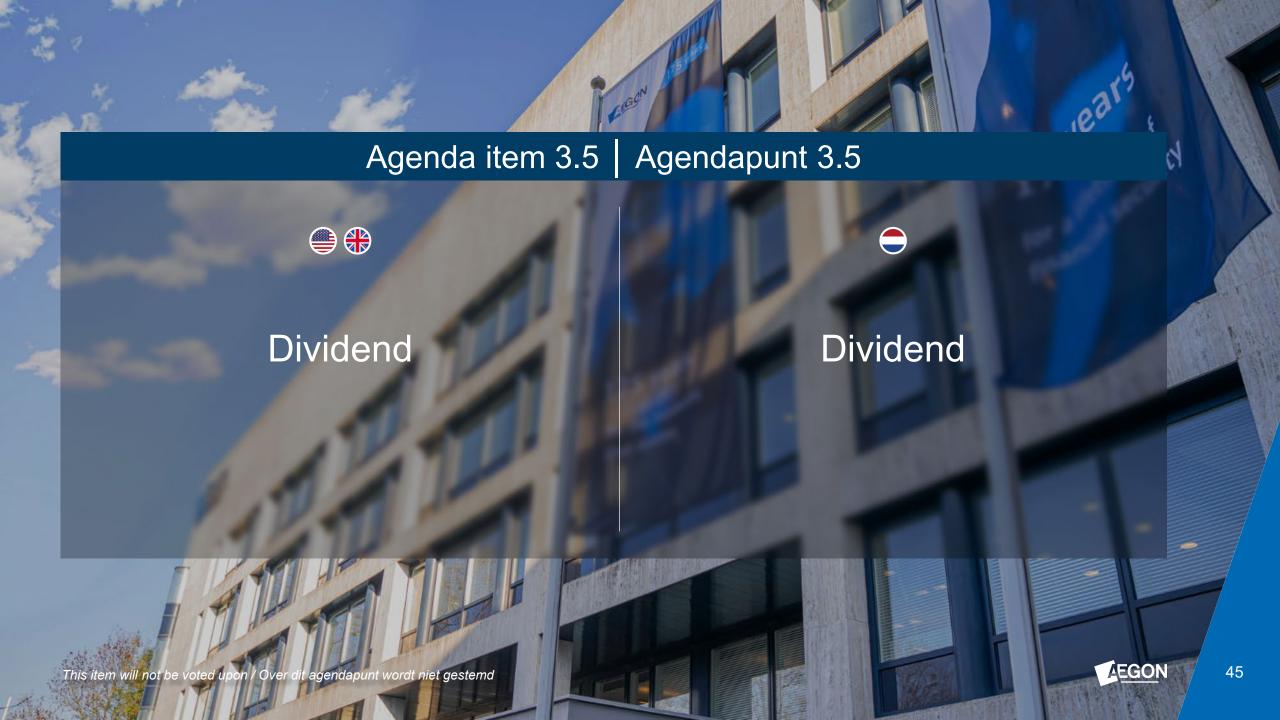


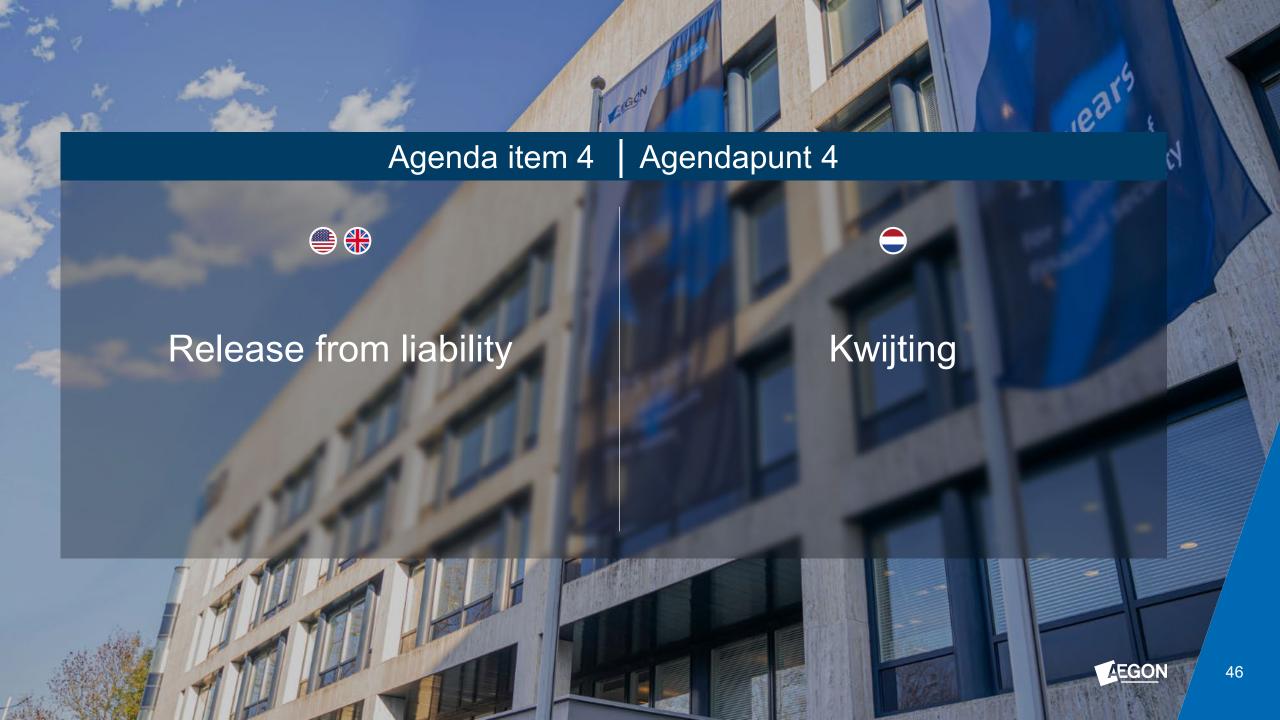


Dividend

- In its Annual Report 2019¹⁾, Aegon proposed a final 2019 dividend of EUR 0.16 per common share and EUR 0.004 per common share B, absent further deterioration of the market circumstances, and based on the assessments made at that time
- Subsequently, Aegon decided to forego the 2019 final dividend to comply with the call²⁾ made by EIOPA and DNB
- Therefore, the total dividend for financial year 2019 is the interim dividend of EUR 0.15 per common share and EUR 0.00375 per common share B, paid in September 2019
- Aegon will review opportunities for returning capital to its shareholders as soon as appropriate
- Aegon will take a decision on the 2020 interim dividend in August 2020 in line with our dividend policy, taking circumstances and outlook at that time into consideration













Ben Noteboom

Chairman of the Remuneration Committee

Voorzitter van de Remuneratie Committee

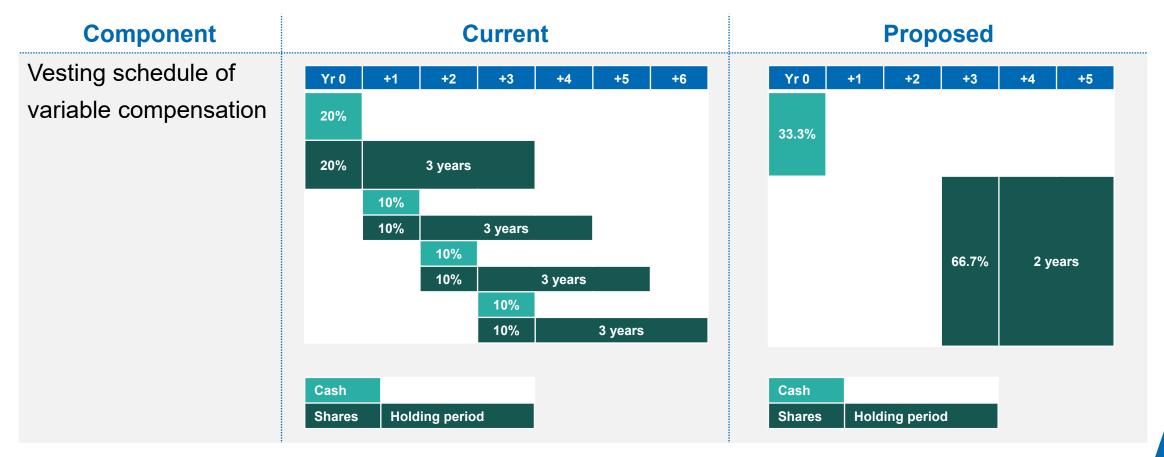




Main change 1: Increase alignment with shareholders by increasing shares in pay-mix

Component	Current	Proposed
Pay-mix of variable compensation	50% in cash	33.33% in cash
	50% in Aegon shares	66.67% in Aegon shares

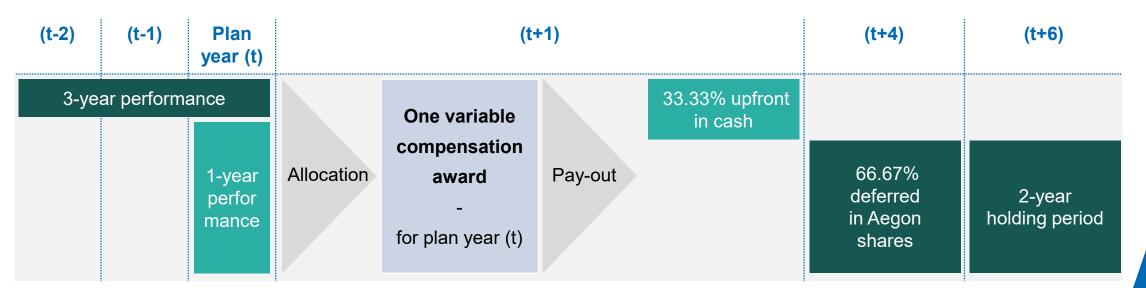
Main change 2: Simplification by moving from tranche-vesting to cliff-vesting



Main change 3: Increase long-term focus with introduction 3-year performance period

Component	Current	Proposed
Performance period	 1 year for all indicators 	 3 years for at least 20% of indicators
		 1 year for all other indicators

Illustration of proposal



Main change 4: Increase transparency and stakeholder alignment with mandatory categories

Component	Current	Proposed
Performance indicator mix	• ≥ 50% non-financial (by law)	 ≥ 50% non-financial (by law) Mandatory performance indicator categories

Proposed categories

Category	Examples of performance indicators
Shareholders	Relative Total Shareholder Return
Capital	Normalized Capital Generation, Solvency II ratio
Earnings	Return on Equity, Underlying Earnings, Earnings per Share
Sales	Market Consistent Value of New Business, Fees and Premium based Revenues, Annualized Revenue on Deposits
Stakeholders	Net Promotor Score, Products per Customer, Employee Training, Employee Turnover
ESG	Employee Engagement, Employee Diversity, Risk Management, Governance
Strategy	Strategy Execution

2020 Executive Board performance indicators

Based on proposed policy changes

2019 performance indicators

Category	Performance indicators
Aegon	Net Deposits
financial	Normalized Capital Generation
	Return on Equity
	Market Consistent Value of New Business
	Solvency II ratio
	Underlying Earnings Before Tax
	New Life Sales
Aegon non- financial	Relational Net Promotor Score
	Digitally connected customers
Personal	Strategy execution
	Control environment
	Succession planning
	Cultural transformation

2020 performance indicators

Mandatory category	Performance indicators
Shareholders	Relative TSR
Capital	Normalized Capital Generation
Earnings	Return on Equity
Sales	Market Consistent Value of New Business
	Fees and Premium based Revenues
Stakeholders	Relational Net Promotor Score
Strategy	Execution of key strategic projects
	Personal indicators: CEO handover, strategy execution and transformation projects
ESG	Personal indicators: employee engagement, diversity & inclusion and control environment

Summary of main remuneration elements

Component	Details
Total remuneration level	 Internal references: Management Board and general employee population
	 External references: market trends, inflation, European insurance peer group, Dutch AEX peer group
Fixed compensation	Base Fee: In cash, optionally in shares
Variable compensation	Target: 80% of fixed compensation
	 Maximum: 100% of fixed compensation
	 Subject to collective plan rules, incl. malus and claw back clauses
Pension	 40% of fixed compensation
Other benefits	 E.g. company car, social security and tax paid by employer.



Proposed Supervisory Board Remuneration Policy

Main policy changes

Component	Current	Proposed
Fees	• 2019 fee levels	 No change to 2019 Fee levels Option to index the Fees each year for economic developments (e.g. inflation) Any Fee change exceeding this level or change in the
		scope of a Fee, still requires Shareholder approval
Policy-considerations	Not included	 Explanation how the Policy contributes to Aegon's strategy, long-term interests and sustainability
	•	 Explanation how the Supervisory Board took Aegon's identity, purpose, values and stakeholder environment into account when drafting the Policy







Thomas Wellauer

• Age: 64

Nationality: Swiss

Main occupation

Non-executive director

Main former occupation

- COO of Swiss Re

- Membership of other Boards
 - Chairman of the Board of Directors of SIX (non-listed)
 - Chairman of the Board of Trustees of the University Hospital Zurich Foundation (non-listed)
 - Member of the Global Executive Board of the International Chamber of Commerce (non-listed)*



^{*} The board membership at International Chamber of Commerce will end on June 30, 2020





Caroline Ramsay

Age: 57

Nationality: British

Main occupation

- Senior finance and audit roles in Financial Services

Main former occupation

- Group Chief Auditor of RSA plc.

Membership of other Boards

 Non-Executive Audit Committee Chair of Brit Syndicates Ltd. (non-listed)

- Non-Executive Audit Committee Chair of Standard Life UK Smaller Companies Trust plc.
- Non-Executive Audit Committee Chair of Tesco Underwriting Ltd. (non-listed)
- Member of FCA Regulatory Decisions Committee and Member of the Payment Systems Regulator Enforcement Decisions Committee (non-listed)
- Non-Executive Audit Committee Chair of Scottish Equitable plc., Aegon UK, and Cofunds Ltd. (non-listed)*



^{*} The board memberships at Scottish Equitable plc., Aegon UK, and Cofunds Ltd. will end should Mrs. Ramsay be appointed to the Supervisory Board of Aegon N.V.







Lard Friese

• Age: 57

Nationality: Dutch

Shares in the company:

- None

- Main former occupation:
 - Chair of the Executive Board and CEO of NN Group
- External Board membership that qualify under Act Management and Supervision:
 - None









