





# Extraordinary General Meeting of Shareholders

## Buitengewone Algemene Vergadering van Aandeelhouders

The Hague, September 29, 2023





# William L. Connelly

Chairman of the Supervisory Board

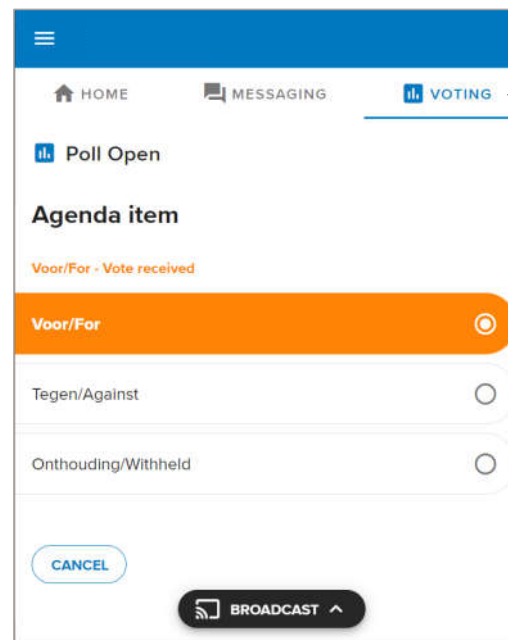


Agenda item 1

Opening

# How to vote

- Please submit your vote by clicking on “for”, “against”, or “withheld”
- You can change your vote until the voting is closed
- A vote confirmation will be displayed



Click here to vote

Agenda item 2

Redomiciliation

## Agenda item 2.1

Proposal to enter into the cross-border conversion to Luxembourg and to amend the Articles of Association to reflect the conversion into a Luxembourg S.A.



Voting item



# Lard Friese

CEO





# Transforming Aegon

## Successful first chapter

- Created strategic focus, building on our strengths
- Value-creating capital allocation
- Improved operational performance
- Strong balance sheet and growing capital distributions to shareholders



# Transforming Aegon

## The next chapter

- Closed a.s.r. transaction and started associated capital return
- Building America's leading middle market life insurance & retirement company
- Drive improvement in, and value of, UK, Asset Management and International
- Significant financial flexibility at the Holding subject to continued disciplined capital management
- Group supervision and legal seat to change in alignment with corporate profile



# Redomiciliation to Bermuda; change in Group supervision

## Context

- Aegon aims to create leading businesses in investment, protection and retirement solutions
- The transaction with a.s.r. has created a leading Dutch insurance company in which Aegon is a strategic shareholder with a 29.99% stake
- However, Aegon no longer has a regulated insurance business in the Netherlands and the Dutch Central Bank cannot remain Aegon's group supervisor. A new group supervisor is therefore required

## Change in legal seat

- Aegon will move its legal domicile to Bermuda to facilitate the transition of group supervision to the Bermuda Monetary Authority (BMA)
- Bermuda has a well-established system of corporate law and hosts many respected international (re)insurance companies, including four of Aegon's subsidiaries
- Aegon N.V. to be converted into Aegon Ltd.
- New governance will include a one-tier board structure, comprising of executive and non-executive directors

## Change in group Supervisor

- Responsibility for group regulatory supervision for Aegon will be transferred to the BMA
- Bermuda's regulatory regime has been granted equivalent status by both the EU and the UK, and it has been designated as a qualified and reciprocal jurisdiction by the US National Association of Insurance Commissioners (NAIC)
- Current local supervisors will continue in their existing roles

## What remains unchanged

- Headquarters will stay in the Netherlands and Aegon will remain a Dutch tax resident
- Our shares will remain listed on Euronext Amsterdam and the New York Stock Exchange
- Continue to report under IFRS, and in addition will explore US GAAP
- No material impact on Aegon's capital management approach

# Routing: Double conversion



Note:

- All assets and liabilities, rights, obligations and other legal relationships of Aegon N.V. will remain with Aegon S.A., respectively Aegon Ltd.
- Shareholders will remain shareholders, and the shares remain listed on Euronext Amsterdam and NYSE

# Balanced governance framework

- New governance applies well-recognized international governance standards to reflect Aegon's international footprint and will continue to take into account the long-term interests of the company and all its stakeholders.
- Following stakeholder engagement, changes have been made to the proposed governance of Aegon Ltd.
  - Binding vote on major transactions/divestments by the General Meeting
  - Binding (periodic) vote on remuneration policy by the General Meeting
  - The introduction of pre-emptive rights for the issuance of common shares of Aegon Ltd
  - The introduction of the requirement to receive shareholder approval for share buy-backs
  - The introduction of shareholder approval for annual final dividend payments

## Agenda item 2.1

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Voting item

## Agenda item 3

# Composition of the Board of Directors of Aegon S.A. and of the Board of Aegon Ltd.

Appointment of:

**William Connelly**

**Mark Ellman**

**Karen Fawcett**

**Jack McGarry**

**Caroline Ramsay**

**Thomas Wellauer**

**Corien Wortmann-Kool**

**Dona Young**

**Lard Friese**



Voting item

## Agenda item 4

# Appointment independent auditor Aegon S.A. and Aegon Ltd.

- 4.1 Appointment independent auditor Aegon S.A
- 4.2 Appointment independent auditor Aegon Ltd. for the 2023 financial year
- 4.3 Appointment independent auditor Aegon Ltd. for the 2024 financial year



Voting item





# Voting results

Agenda item 5

Any other business

Agenda item 6

Closing



The live presentation of the Extraordinary General Meeting of Shareholders has concluded

