

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 20-F/A**  
(Amendment No. 1)

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission file number

1-10882

**Aegon Ltd.**

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Bermuda

(Jurisdiction of incorporation or organization)

Aegonplein 50, 2591 TV The Hague, The Netherlands

(Address of principal executive offices)

Duncan Russell

Chief Financial Officer

Aegon Ltd.

PO Box 85, 2501 CB The Hague, The Netherlands

+31-70-3447305

[Duncan.Russell@aegon.com](mailto:Duncan.Russell@aegon.com)

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, par value EUR 0.12 per share	AEG	New York Stock Exchange
5.500% Fixed-to-Floating Rate Subordinated Notes due 2048	AG48	New York Stock Exchange
5.100% Subordinated Notes due 2049 issued by Aegon Funding Company LLC	AEFC	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not applicable

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 1,652,797,432 common shares and 353,387,800 common shares B

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act  
☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
☐ Yes ☒ No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  
☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.  
☒ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act. ☐

<sup>†</sup>The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by checkmark which basis of accounting the registrant has used to prepare the financial statements included in this filing:  
☐ U.S. GAAP ☒ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other  
If "other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant as elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

## **EXPLANATORY NOTE**

This Amendment No. 1 (“Amendment No. 1”) to the Annual Report on Form 20-F of Aegon Ltd. (“Aegon”) for the fiscal year ended December 31, 2024 filed on March 27, 2025 (the “2024 Form 20-F”) is being filed to include the audited financial statements and related notes of ASR Nederland N.V. (“ASR”), and the audit report of KPMG Accountants N.V. relating thereto, as required by Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, as amended.

Aegon owns less than 50% non-controlling interest in ASR and accounts for ASR using the equity method of accounting. ASR met the significant subsidiary test by virtue of the third condition set forth in Rule 1-02(w)(1) of Regulation S-X for the year ended December 31, 2024.

This Amendment No. 1 consists of a cover page, this explanatory note, the signature page and the exhibits for (i) audited financial statements of ASR for the year ended December 31, 2024 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, (ii) the consent of KPMG Accountants N.V., the independent auditors of ASR, (iii) certifications of the Chief Executive Officer and Chief Financial Officer of Aegon.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, revise, update, amend or restate the information presented in, or any exhibits to, the 2024 Form 20-F or reflect any events that have occurred subsequent to the filing of the 2024 Form 20-F.

### **Description**

12.3	Certification of Lard Friese pursuant to rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934	Filed herewith
12.4	Certification Duncan Russell pursuant to rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934	Filed herewith
15.3	Consent of KPMG Accountants N.V., the independent auditors of ASR	Filed herewith
99.1	Audited financial statements of ASR for the year ended December 31, 2024	Filed herewith

## **SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to the Annual Report on Form 20-F on its behalf.

The Hague, the Netherlands, April 1, 2025

/s/ Duncan Russell

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Duncan Russell

Chief Financial Officer  
Aegon Ltd.