

# Proposed alternations Bye-Laws Aegon Ltd.



As announced on September 15, 2023, in our update on the stakeholder engagement process for the transfer of Aegon's legal domicile to Bermuda (the "**Stakeholder Engagement Update**") three additional changes to the governance of Aegon Ltd. (the "**Company**") had been decided upon to further enhance shareholder rights. We also announced that the required alterations to our Bye-Laws were to be submitted for approval at the first general meeting of shareholders of Aegon Ltd. to be held after the redomiciliation.

The three changes to the governance of the Company are the introduction of (i) pre-emptive rights for the issuance of common shares, (ii) the requirement to receive shareholder approval for share buy-backs, and (iii) shareholder approval for annual final dividend payments. In addition to these three changes, a few minor changes are proposed to be made to the Company's Bye-Laws.

An overview of the proposed alterations is set out in the below table, which provides a comparison between the current Bye-Laws and the Bye-Laws that are proposed to be altered. Also, a rationale for the proposed alterations has been included in the table.

The Board of Directors has discussed and approved the proposed alternations to the Bye-Laws of Aegon Ltd. during its Board meeting held on March 13, 2024. The AGM is asked to approve the proposed alterations to the Bye-Laws during the Annual General Meeting of the Company, scheduled for June 12, 2024, at 10:00am Atlantic Time (15:00 CET). For further information on the Company's AGM reference is made to the convening notice which is available on our website ([www.aegon.com](http://www.aegon.com)).

# bye-law	Current text	Proposed text	Rationale
3.5	<p>The Board may, at its discretion and without the sanction of a Resolution, authorise the purchase by the Company of its own shares as referred to in Section 42A of the Companies Act, of any class, at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever, upon such terms as the Board may in its discretion determine, provided always that such purchase is effected in accordance with the provisions of the Companies Act. The whole or any part of the amount payable on any such purchase may be paid or satisfied otherwise than in cash, to the extent permitted by the Companies Act.</p>	<p>The Board <del>may, at its discretion and without may with</del> the sanction of a Resolution, :</p> <p>(a) authorise the purchase by the Company of its own shares as referred to in Section 42A of the Companies Act, of any class, at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever, upon such terms as the Board may in its discretion determine, provided always that such purchase is effected in accordance with the provisions of the Companies Act. The whole or any part of the amount payable on any such purchase may be paid or satisfied otherwise than in cash, to the extent permitted by the Companies Act.</p> <p>(b) <del>The Board may, at its discretion and without the sanction of a Resolution;</del> authorise the acquisition by the Company of its own shares as referred to in Section 42B of the Companies Act, of any class, at any price (whether at par or above or below par), and any shares to be so acquired may be selected in any manner whatsoever, to be held as treasury shares, upon such terms as the Board may in its discretion determine, provided always that such acquisition is effected in accordance with the provisions of the Companies Act. The whole or any part of the amount payable on any such acquisition may be paid or satisfied otherwise than in cash, to the extent permitted by the Companies Act. The Company shall be a Shareholder either through shares being registered in the Register in the Company's name or held in the Dutch Statutory Giro System in the Company's name, but subject always to the provisions of the Companies Act and for the avoidance of doubt the Company shall not exercise any rights and shall not enjoy or participate in any of the rights attaching to those shares save as expressly provided for in the Companies Act or these Bye-Laws.</p> <p><del>No authorisation by Resolution is required for the acquisition by the Company of its own shares for no consideration or for the purpose of transferring those shares to a participant under any applicable compensation plans in place for employees of the Company or its Subsidiaries.</del></p>	<p>The proposed alterations introduce the requirement to receive shareholder approval for share buy-backs as was announced in our Stakeholder Engagement Update.</p> <p>In comparison to our current bye-laws it is furthermore proposed to combine the provisions relating to the acquisition of common shares and common shares B in one bye-law as opposed to separate these provisions in two different bye-laws.</p> <p>The requirement that the Board is to be authorized by our shareholders to acquire own shares, does not apply to acquisition of shares for no consideration or for transferring these to employee participation plans. This exemption is in accordance with Dutch Law and the arrangements included in Aegon N.V.'s articles of association as was applicable prior to the redomiciliation to Bermuda.</p>

# bye-law	Current text	Proposed text	Rationale
3.6	<p>The Board may, at its discretion and without the sanction of a Resolution, authorise the acquisition by the Company of its own shares as referred to in Section 42B of the Companies Act, of any class, at any price (whether at par or above or below par), and any shares to be so acquired may be selected in any manner whatsoever, to be held as treasury shares, upon such terms as the Board may in its discretion determine, provided always that such acquisition is effected in accordance with the provisions of the Companies Act. The whole or any part of the amount payable on any such acquisition may be paid or satisfied otherwise than in cash, to the extent permitted by the Companies Act. The Company shall be a Shareholder either through shares being registered in the Register in the Company's name or held in the Dutch Statutory Giro System in the Company's name, but subject always to the provisions of the Companies Act and for the avoidance of doubt the Company shall not exercise any rights and shall not enjoy or participate in any of the rights attaching to those shares save as expressly provided for in the Companies Act or these Bye-Laws.</p>	<p><b>Resolution granting authorization to the Board pursuant to Bye-Law 3.5 shall:</b></p> <p><b>i. be valid for a period not exceeding eighteen months;</b></p> <p><b>ii. determine the number of shares which may be acquired;</b></p> <p><b>iii. determine the manner in which these may be acquired and the limits within which the acquisition price must be set; and</b></p> <p><b>iv. cannot be withdrawn, unless determined otherwise at the time of the adoption of the Resolution.</b></p>	<p>In comparison to our current bye-laws it is proposed to include the provisions relating to the acquisition of common shares and common shares B in one bye-law.</p> <p>The proposed bye-law 3.6 provides further detail on the authorization of the Board by our shareholders to acquire own shares. This provision is similar to the limitations that were provided when Aegon was still a Dutch public limited company.</p>

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# bye-law	Current text	Proposed text	Rationale
6.1	No pre-emptive rights shall apply to the issuance, allotment, or offer of any Common Shares or the grant of a right to Subscribe for Common Shares.	<p><del>No pre-emptive rights shall apply to the issuance, allotment, or offer of any Common Shares or the grant of a right to Subscribe for Common Shares.</del></p> <p>Common Shares</p> <p>(a) If the Company proposes to issue, or allot, or offer any unissued Common Shares or grant a right to subscribe for Common Shares, those shares or rights shall not be issued, allotted, offered or granted to any person unless the Company has first offered them to the holders of the Common Shares on the same terms, and at the same price, as those shares or rights are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as possible without involving fractions and subject to Bye-Law 6.1(b)).</p> <p>No pre-emptive rights shall apply (i) to the issuance, allotment, or offer of any Common Shares to a person exercising a right to subscribe for shares previously granted, (ii) in relation to equity compensation plans in place for employees of the Company or its Subsidiaries or (iii) against a non-cash contribution.</p> <p>(b) If the Company is required to offer shares to the holders of Common Shares pursuant to this Bye-Law 6.1, the Board may exclude or limit these pre-emptive rights in accordance with a prior authorisation granted by Resolution provided that if less than half (1/2) of the then outstanding shares that are entitled to vote on the matter is represented during such general meeting, the Resolution can only be adopted with at least two thirds (2/3) of the votes cast.</p>	<p>As announced in our Stakeholder Engagement Update the proposed alternations to this bye-law introduce a pre-emptive right for holders of common shares.</p> <p>As provided for in our Stakeholder Engagement Update share issuances for equity compensation plans or against a non-cash contribution are excluded from pre-emptive rights.</p>

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# bye-law	Current text	Proposed text	Rationale
6.2	<p>Unless the Board excludes or limits pre-emptive rights in accordance with Bye-Law (b), if the Company proposes to issue, or allot, or offer any Common Shares B or grant a right to subscribe for Common Shares B, those shares or rights shall not be issued, allotted, offered or granted to any person unless the Company has first offered them to the holders of the Common Shares B on the same terms, and at the same price, as those shares or rights are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as possible without involving fractions and subject to Bye-Law 6.3) No pre-emptive rights shall apply to the issuance, allotment, or offer of any Common Shares B to a person exercising a right to subscribe for shares previously granted.</p>	<p><b>Common Shares B</b></p> <p><del>(a) Unless the Board excludes or limits pre-emptive rights in accordance with Bye-Law 6.4, if the Company proposes to issue, or allot, or offer any</del> If the Company proposes to issue, or allot, or offer any unissued Common Shares B or grant a right to subscribe for Common Shares B, those shares or rights shall not be issued, allotted, offered or granted to any person unless the Company has first offered them to the holders of the Common Shares B on the same terms, and at the same price, as those shares or rights are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as possible without involving fractions and subject to Bye-Law <del>6.3</del>6.2(b)). No pre-emptive rights shall apply to the issuance, allotment, or offer of any Common Shares B to a person exercising a right to subscribe for shares previously granted.</p> <p>(b) If the Company is required to offer shares to the holders of Common Shares B pursuant to Bye-Law 6.2, the Board may exclude or limit these pre-emptive rights in accordance with a prior authorisation granted by Resolution of the meeting of holders of Common Shares B, provided that if less than half (1/2) of the then outstanding Common Shares B that are entitled to vote on the matter is represented during such meeting of holders of Common Shares B, the Resolution can only be adopted with at least two thirds (2/3) of the votes cast.</p>	<p>In our current bye-laws a pre-emptive right is included for the holders of our common shares B. The relevant provisions relating to the pre-emptive right of our common shares B have been included and merged into one bye-law.</p>

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# bye-law	Current text	Proposed text	Rationale
6.4	If the Company is required to offer shares to the holders of Common Shares B pursuant to Bye-Law 0, the Board may exclude or limit these pre-emptive rights in accordance with a prior authorisation granted by Resolution of the meeting of holders of Common Shares B, provided that if less than half (1/2) of the then outstanding Common Shares B that are entitled to vote on the matter is represented during such meeting of holders of Common Shares B, the Resolution can only be adopted with at least two thirds (2/3) of the votes cast.	n/a	The content of bye-law 6.4 has been moved to bye-law 6.2 (b). As a result it is proposed that bye-law 6.4 ceases to exist.
10.1	<p>Subject to the Companies Act and to such of the exceptions and restrictions contained in these Bye-Laws as may be applicable:</p> <p>(a) a holder of Common Shares may transfer all or any of its Common Shares by an instrument of transfer in the common form, including without limitation common procedures for transfer within the Dutch Statutory Giro System, or in any other form which the Board may approve; and</p> <p>(b) a holder of Common Shares B may only transfer all or any of its Common Shares B with the prior written approval of the Board; such transfer may take place by an instrument of transfer in the common form, including without limitation common procedures for transfer within the Dutch Statutory Giro System, or in any other form which the Board may approve.</p>	<p>Subject to the Companies Act and to such of the exceptions and restrictions contained in these Bye-Laws as may be applicable:</p> <p>(a) a holder of Common Shares may transfer all or any of its Common Shares by an instrument of transfer in the common form, including without limitation common procedures for transfer within the Dutch Statutory Giro System, or in any other form which the Board may approve; and</p> <p>(b) a holder of Common Shares B may only transfer all or any of its Common Shares B with the prior <del>written approval of confirmation in writing that</del> the Board <del>approved the transfer</del>; such transfer may take place by an instrument of transfer in the common form, including without limitation common procedures for transfer within the Dutch Statutory Giro System, or in any other form which the Board may approve.</p>	Technical change to clarify that the Board may also approve a transfer of Common Shares B during a physical meeting and this is not limited to a written approval.

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# bye-law	Current text	Proposed text	Rationale
10.3	<p>Notwithstanding a transfer within and in accordance with the procedures of the Dutch Statutory Giro System, the instrument of transfer of a share shall be signed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered may be retained by the Company. The Board may also decline to register any transfer unless:</p> <p>(a) the instrument of transfer is duly stamped (if required by law) and lodged with the Company, at such place as the Board shall appoint for the purpose, accompanied by the certificate for the shares (if any has been issued) to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer,</p> <p>(b) the instrument of transfer is in respect of only one class of share;</p> <p>(c) the instrument of transfer is in favour of less than five (5) persons jointly;</p> <p>(d) in the case of the transfer of Common Shares B, the Board's prior written consent to the transfer was obtained in accordance with Bye-Laws 10.1(b) and 10.2;</p> <p>(e) in case of the transfer of shares held within the Dutch Statutory Giro System, such transfer is made in accordance with the common procedures of the Dutch Statutory Giro System; and</p> <p>(f) it is satisfied that all applicable consents, authorisations, permissions or approvals of any governmental body or agency in Bermuda or any other applicable jurisdiction required to be obtained under relevant law prior to such transfer have been obtained.</p>	<p>Notwithstanding a transfer within and in accordance with the procedures of the Dutch Statutory Giro System, the instrument of transfer of a share shall be signed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered may be retained by the Company. The Board may also decline to register any transfer unless:</p> <p>(a) the instrument of transfer is duly stamped (if required by law) and lodged with the Company, at such place as the Board shall appoint for the purpose, accompanied by the certificate for the shares (if any has been issued) to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer,</p> <p>(b) the instrument of transfer is in respect of only one class of share,</p> <p>(c) the instrument of transfer is in favour of less than five (5) persons jointly;</p> <p>(d) in the case of the transfer of Common Shares B, the Board's prior <del>written consent</del> approval to the transfer was obtained in accordance with Bye-Laws and 10.1 (b) and 10.2</p> <p>(e) in case of the transfer of shares held within the Dutch Statutory Giro System, such transfer is made in accordance with the common procedures of the Dutch Statutory Giro System; and</p> <p>(f) it is satisfied that all applicable consents, authorisations, permissions or approvals of any governmental body or agency in Bermuda or any other applicable jurisdiction required to be obtained under relevant law prior to such transfer have been obtained.</p>	<p>Change to bye-law 10.3 (c) is corresponding to proposed technical change to bye-law 10.1 (b).</p>

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# bye-law	Current text	Proposed text	Rationale
15.1	<p>A person must not, other than Euroclear Nederland, an Intermediary or solely as custodian or securities depository (or nominee thereof) or under any arrangements implemented and/or approved by the Board under Bye-Law 7.4 whether by himself, or with persons determined by the Board to be acting in concert with him, directly or indirectly, in any manner, acquire after the Effective Date Beneficial Ownership of any shares which, taken together with shares already Beneficially Owned by him and by persons determined by the Board to be acting in concert with him, carry, directly or indirectly, thirty per cent (30%) or more of the voting rights attributable to the shares (the "Limit"), except as result of a "Permitted Acquisition", as hereinafter defined.</p>	<p>A person must not, other than Euroclear Nederland, an Intermediary or solely as custodian or securities depository (or nominee thereof) or under any arrangements implemented and/or approved by the Board under Bye-Law 7.4 whether by himself, or with persons determined by the Board to be acting in concert with him, directly or indirectly, in any manner, acquire after the Effective Date Beneficial Ownership of any shares which, taken together with shares already Beneficially Owned by him and by persons determined by the Board to be acting in concert with him, carry, directly or indirectly, thirty per cent (30%) or more of the voting rights attributable to the shares (taking into account the limitation of Bye-Law 19.9, to the extent applicable) (the "Limit"), except as result of a "Permitted Acquisition", as hereinafter defined.</p>	<p>The proposed addition to this bye-law is made for clarification purposes.</p> <p>As long as the holders of Common Shares B continue to only exercise 1/40th of the votes on the Common Shares B, the threshold for the mandatory offer should also only take into account such limited votes and not the full votes that can be exercised on the Common Shares B.</p> <p>If the full voting rights attached to the Common Shares B were to be exercised in the future, the limitation of bye-law 19.9 would not apply and the mandatory offer threshold would be calculated taking into account the full votes on the Common Shares B.</p>
32.1	<p>The Board may from time to time declare dividends or distributions out of contributed surplus to be paid to the Shareholders according to their rights and interests, in particular those set out in Bye-Laws 3.3 and 3.5, including such interim dividends as appear to the Board to be justified by the position of the Company. The Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Law 34.2, in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment.</p>	<p><del>The Board may from time to time declare dividends or distributions out of contributed surplus to be paid to the Shareholders according to their rights and interests, in particular those set out in Bye-Laws 3.3 and 3.5, including such interim dividends as appear to the Board to be justified by the position of the Company. The Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Law 34.2, in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment.</del></p> <p><del>The Board may, but shall not be required, to include a proposal for the declaration and payment of a final annual dividend in such amount as the Board may in its sole discretion determine to be justified, as an agenda item for consideration at the Company's annual general meeting. Any annual final dividend approved by Resolution at the annual general meeting shall be paid to the Shareholders according to their rights and interests, in particular those set out in Bye-Laws 3.3 and 3.5 including such interim dividends as appear to the Board to be justified by the position of the Company. The Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Law Error! Reference source not found., in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment.</del></p>	<p>The proposed alterations introduce the requirement to receive shareholder approval for annual final dividend payments as was announced in our Stakeholder Engagement Update.</p>

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# bye-law	Current text	Proposed text	Rationale
32.2		The Board may from time to time declare such interim dividends or distributions from contributed surplus as the Board may in its sole discretion determine to be justified by the position of the Company. Any interim dividend or distribution out of contributed surplus shall be paid to the Shareholders according to their rights and interests, in particular those set out in Bye-Laws 3.3 and 3.5. The declaration and payment of interim dividends or distributions from contributed surplus shall not require approval by Resolution.	<p>A new bye-law 32.2 is introduced to provide that interim dividends may be made without approval of the shareholders as an advance of the final annual dividend that is subject to shareholder approval.</p> <p>This alteration is made to facilitate Aegon's current practice in terms of dividend paying and is similar to what was included in Aegon's articles of association prior to the redomiciliation.</p>
32.3		The Board, in its discretion, may determine that any dividend shall be paid in cash or shall be satisfied, subject to Bye-Law 34.2 in paying up in full shares in the Company to be issued to the Shareholders credited as fully paid. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment.	<p>A new bye-law 32.3 is introduced that contains the same language as is included in the final paragraph of the current bye-law 32.1.</p> <p>As a result of introducing new bye-law 32.2 and 32.3, the current bye-laws 32.2 to 32.9 are renumbered to bye-laws 32.4 to 32.11.</p>

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# bye-law	Current text	Proposed text	Rationale
32.7	<p>Subject to Bye-Law 32.6, any dividend, distribution or interest, or part thereof payable in cash, or any other sum payable in cash to the Shareholders may be paid by cheque or warrant sent through the post or by courier addressed to the holder at their address in the Register or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at their registered address as appearing in the Register or addressed to such person at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first in the Register in respect of such shares, and shall be sent at their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two (2) or more joint holders may give effectual receipts for any dividends, distributions or other monies payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Subject to Bye-Law <del>32.6</del> 32.8, any dividend, distribution or interest, or part thereof payable in cash, or any other sum payable in cash to the Shareholders may be paid by cheque or warrant sent through the post or by courier addressed to the holder at their address in the Register or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at their registered address as appearing in the Register or addressed to such person at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first in the Register in respect of such shares, and shall be sent at their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two (2) or more joint holders may give effectual receipts for any dividends, distributions or other monies payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Change in cross reference because of proposing to insert a new bye-law 32.2 and 32.3 and consequential renumbering of existing bye-laws.</p>
32.8	<p>All dividends, distributions or interests in respect of shares held by a securities depository, including Euroclear Nederland, shall be paid by placing those dividends, distributions or interest (minus any applicable withholding tax withheld or deducted pursuant to Bye-Law 32.3) at the disposal of such securities depository, subject to and in accordance with the regulations of such securities depository.</p>	<p>All dividends, distributions or interests in respect of shares held by a securities depository, including Euroclear Nederland, shall be paid by placing those dividends, distributions or interest (minus any applicable withholding tax withheld or deducted pursuant to Bye-Law <del>32.3</del> 32.5) at the disposal of such securities depository, subject to and in accordance with the regulations of such securities depository.</p>	<p>Change in cross reference because of proposing to insert a new bye-law 32.2 and 32.3 and consequential renumbering of existing bye-laws</p>
44	<p>Any resolution proposed for consideration at any general meeting to approve the amalgamation or merger of the Company with any other company, wherever incorporated, shall require the approval of:</p> <p>a) the Board; and</p> <p>b) the Shareholders by Resolution</p>	<p>Any resolution proposed for consideration at any general meeting to approve the amalgamation or merger of the Company with any other company, wherever incorporated, shall require the approval of:</p> <p>(a) the Board; and</p> <p>(b) the Shareholders by a Resolution <b>decided on by a simple majority of votes cast at a general meeting.</b></p>	<p>Alterations proposed for clarification purposes.</p>

