

Aegon N.V. Supervisory Board Remuneration Policy 2020

Version History

Initial Date:	May 17, 2019
Revised and updated:	March 11, 2020
Endorsed by the Supervisory Board of Aegon N.V.	March 17, 2020
Adopted by Shareholders at the Annual General Meeting of Shareholders	May 15, 2020

1. POLICY

1.1 Remuneration Policy

This Supervisory Board Remuneration Policy (the 'Policy') outlines the terms and conditions for the remuneration of the members of the Supervisory Board of Aegon N.V. (the 'SB members'), to be submitted for approval by the Shareholders of Aegon N.V. (the 'Shareholders') at the Annual General Meeting of Shareholders on May 15, 2020. This Policy replaces the Aegon N.V. Supervisory Board Remuneration Policy of 2019.

The Remuneration Committee of the Supervisory Board of Aegon N.V. (the 'Remuneration Committee') prepared the changes to this Policy, which were endorsed by the Supervisory Board on March 17, 2020. At the date of approval, the Policy complies with the applicable rules and regulations such as the Dutch Financial Supervision Act, the Dutch Civil Code, the Dutch Corporate Governance Code and the Solvency II Legal Framework.

1.2 Policy Term

This Policy will take effect from January 1, 2020.

The Policy remains in place until a new or revised Policy has been adopted by the Shareholders in accordance with the applicable requirements from the Dutch Civil Code. The Supervisory Board will submit a proposal to the Shareholders to adopt a Policy at a Meeting of Shareholders (the 'Shareholders' Meeting') at least every four years. The Policy will subsist if Shareholders reject a new or revised Policy at a Shareholders' Meeting, even if this would be four years after the approval of this Policy. Subsequently, the Supervisory Board is required to submit a new proposal to the Shareholders to adopt a Policy at the next Shareholders' Meeting (and if rejected again, the next Shareholders' Meeting thereafter, etc.), while this Policy subsists.

1.3 Policy Changes

The Supervisory Board made the following changes to this Policy compared to the previous version, while leaving the fees unchanged:

- Increasing transparency for all Stakeholders by clarifying how the Policy contributes to Aegon's strategy, long-term interests and sustainability and how it takes into account Aegon's identity, purpose, values and stakeholder environment.
- Adding the option for the Supervisory Board to annually index the Supervisory Board fees (as defined in 3.1 – 3.5) based on economic developments in the Netherlands without requiring additional Shareholder approval.

These changes were made in order to comply with the new Dutch Act which implemented the European Shareholders Rights Directive and (optionally) allow reasonable annual adjustment of the fees without requesting Shareholder approval each year.

1.4 Policy Considerations

The Policy contributes to Aegon's strategy, long-term interests and sustainability through the remuneration of the SB members in various ways:

- The Policy provides the Supervisory Board with the means to attract, motivate, and retain competent, diverse¹, and experienced SB members for the long-term. Having motivated, competent, and experienced SB members on board is essential for executing Aegon's strategy, and safeguarding and promoting its long-term interests and sustainability.
- SB members receive fixed remuneration for their responsibilities which does not depend on the Aegon results in order to protect their independence when supervising the manner in which the Executive Board members implement the long-term value creation strategy. These responsibilities are part of the membership of the SB and its Committees and optionally the position of (Vice) Chairman of the Supervisory Board and/or its Committees. The certainty of the fixed compensation also allows SB members in their supervisory role to focus on the long-term interest and sustainability of Aegon.
- The SB members receive fixed remuneration for their activities, such as attending Committee meetings and additional Supervisory Board meetings, in order to regularly discuss the Aegon strategy, the implementation of the strategy and the principal risks associated with it, while taking into account the broader long-term interests and sustainability of Aegon.
- SB members are only allowed to privately own Aegon N.V. Shares if this is a long-term investment, aligning their interests with Aegon's long-term interests.

The Supervisory Board took Aegon's identity, purpose, and values into account when developing the Policy and its changes:

- Aegon is an international financial services group based in the Netherlands, which provides life insurance, pensions and asset management (identity). The main operations are in the US, the Netherlands, and the UK, while there is also significant presence in Southern and Eastern Europe, Asia, and Latin America. The Policy provides the Supervisory Board with the means to attract, motivate, and retain SB members from various countries, predominantly based in the Netherlands and the US. As Aegon is based in the Netherlands, the Policy considers the European Insurance peers as well as Dutch General Industry peers to be the relevant external reference for the SB member's Remuneration. The Policy is also influenced by the European and Dutch rules and regulations on (Executive) remuneration, which apply to Aegon as a result of its identity (i.e. for being an Insurance firm in Europe and for being a listed and financial company in the Netherlands).
- Aegon's purpose is to help people achieve a lifetime of financial security. In order to fulfill this purpose, Aegon has a strategy to which this Policy actively contributes (see above).
- The four Future Fit values 'Acting as one, Customer centricity, Agility, and Accountability' aim to create a company that is fit for the future: one that meets customers' expectations, is right for our digitally-connected, data-driven world, and can adapt quickly to changing market conditions. These values are not explicitly reflected in the Policy as a result of the fee-based remuneration structure. However, these values are strongly incorporated in the Supervisory Board Charter.

The Supervisory Board has not taken the internal compensation structures and levels into account as the fee-based compensation structure for SB members is significantly different from these internal compensation structures and levels.

¹ Diverse in terms of, for instance but not limited to, nationality, age, gender, and background of education.

The Supervisory Board developed draft Policy changes based on the requirements of the new Dutch Act which implemented the Shareholders Rights Directive. Subsequently, the Supervisory Board actively reached out to a number of stakeholders to consult or discuss the draft Policy and its changes in order to assess its public support. The Chairman of the Remuneration Committee, together with the Investor Relations and the Compensation & Benefits team, consulted Aegon's main Shareholders, including Vereniging Aegon, proxy advisors, and Shareholder interest groups on the draft changes. The Chairman of the Remuneration Committee discussed the draft Policy with the European Works Council, while the Chairman of the Supervisory Board discussed it with the Central Works Council in the Netherlands. All feedback was shared with the Supervisory Board. They took note that not all Stakeholder feedback was aligned, but that there were no significant conflicts either. On a more ongoing basis, the Supervisory Board and the Executives regularly discuss remuneration related topics with the supervisory authorities, legislators, and politicians. Within Aegon, constant monitoring of (social) media takes place, including sensitive topics such as remuneration, and such feedback is shared with the Supervisory Board.

1.5 Policy Review and Revision

Each year, the Policy will be reviewed by the Remuneration Committee. The Remuneration Committee may suggest revisions to the Policy or a new policy to the Supervisory Board. When endorsed, the Supervisory Board will submit a proposal to the Shareholders to adopt the revised or new policy at the Shareholders' Meeting.

1.6 Temporary Derogation from the Policy

As determined by the Dutch Civil Code, derogation from this Policy is only allowed under exceptional circumstances and for a limited time period under the following conditions:

- ♦ The derogation can be from any remuneration element and/or provision in this Policy, as long as it continues to stay:
 - In line with the general spirit of this Policy as described in 1.3;
 - In line with the internal and external references as defined in this Policy (see 3.1), and;
 - Compliant with the applicable legislation and regulations.
- ♦ The Supervisory Board will adopt a derogation, which includes at least the following details:
 - An explanation why the derogation is required in order to serve the long-term interest and sustainability of Aegon as a whole or to assure its viability;
 - Which remuneration element or provision is derogated from and how it affects the Supervisory Board member's compensation levels;
 - An assessment which confirms that the Policy allows the proposed derogation and that it complies with the applicable rules and regulations;
 - The period of derogation. This period is limited to the moment the Shareholders have adopted a revised or new policy at a Shareholders' Meeting.
- ♦ The derogation and the abovementioned Supervisory Board approval details are disclosed in the next Remuneration Report.

In case a future change in rules and regulations conflicts with (a part of) this Policy, the Supervisory Board may deviate from this Policy to ensure compliance with the new rules and regulations. The Supervisory Board will disclose the deviation in the Remuneration Report and submit a proposal to the Shareholders to adopt a revised Policy at a Shareholders' Meeting which complies with the new rules and regulations.

2. Appointment

The Shareholders appoint a Supervisory Board member in accordance with the Articles of Association of Aegon N.V. and the Dutch Corporate Governance Code.

2 This a 3-year vesting period after the performance year and, after (cliff) vesting, an additional 2-year holding period.

3. Remuneration Structure

3.1 Supervisory Board remuneration

A Supervisory Board member is entitled to (i) base fees for their Supervisory Board membership (see 3.2) and membership of a Committee(s) of the Supervisory Board (see 3.3), (ii) an attendance fee for extra Supervisory Board meetings, be it attended in person or by video and/or telephone conference (see 3.4) and (iii) an attendance fee for Committee meetings, be it attended in person or by video and/or telephone conference (see 3.5).

The current fees were approved by the Shareholders at the 2019 Annual General Meeting of Shareholders and have not changed in this Policy.

The Supervisory Board regularly reviews the fees to ensure the structure remains competitive, taking into account external reference information such as economic developments (e.g. inflation) as well as a quantitative assessments of the competitiveness against a peer group of Insurance companies in Europe and a peer group of companies based in the Netherlands (see the [Annex](#) for the peer group selection).

The Supervisory Board is allowed to annually index the fees based on economic developments in the Netherlands without Shareholder approval.

For any other change to the fees or the fee structure, such as, but not limited to, a higher fee increase versus indexation, changing the scope for a fee, or introducing a new fee, the Supervisory Board has to submit a proposal to the Shareholders to amend this Policy at a Shareholders' Meeting.

3.2 Supervisory Board membership fee

Base fee for Supervisory Board membership	EUR / year
Chairman	80,000
Vice-Chairman	50,000
Member	40,000

3.3 Supervisory Board Committee membership fee

Base fee for Supervisory Board Committee membership	EUR / year
Chairman of the Audit or Risk Committee	13,000
Member of the Audit or Risk Committee	8,000
Chairman of other committees	10,000
Member of other committees	5,000

3.4 Supervisory Board attendance fee

Attendance fees	EUR / extra meeting
Extra Supervisory Board meeting	3,000

Extra Supervisory Board meetings are meetings in addition to the minimum required regular Supervisory Board meetings as defined in the Aegon N.V. Supervisory Board Charter.

3.5 Supervisory Board Committee attendance fee

Attendance fees	EUR / meeting
Committee meeting	3,000

A Supervisory Board member can also receive such an attendance fee for additional work outside committee meetings, which require similar effort and representation such as, but not limited to, attending meetings with shareholders and other stakeholders.

4. Other conditions

Additionally, a Supervisory Board member is entitled to travel fees (see the 4.1) and cost reimbursement (see the 4.2).

4.1 Travel fees

The SB member will receive a fee to cover the time to travel for attending Supervisory Board (Committee) meetings and related meetings and events.

Travel fees	EUR / travel
Intercontinental	4,000
Continental or US interstate	2,000

4.2 Cost reimbursement

Aegon N.V. pays or reimburses all reasonable costs related to the attendance of Supervisory Board meetings, Supervisory Board Committee meeting, and related meetings and events in accordance with the Aegon N.V. Supervisory Board Charter. The local employee travel and reimbursement policies are used as reference.

5. Verification

All calculations made to determine compensation under this Policy are verified by the independent external auditor and the Supervisory Board's Remuneration Committee.

ANNEX

The Supervisory Board assesses the competitiveness of the Supervisory Board's remuneration structure and levels against the peer companies.

For this purpose, the Supervisory Board selected a primary set of peer group companies according to the following criteria:

- ♦ Industry: Insurance, with a preference for Life Insurance;
- ♦ Size: Average Market Capitalization, Employees, Revenue and Total Assets;
- ♦ Geographic scope: Preferably companies which operate globally;
- ♦ Location: Headquarters based in Europe excluding UK.

UK peer companies are excluded as the non-executive directors typically have different responsibilities compared to their continental European counterparts.

Based on these criteria, the current peer group consists of the following 12 European Insurance companies: Ageas, Allianz, AXA, CNP Assurances, Assicurazioni Generali, Mapfre, Münchener RE, NN Group, Swiss Life, Swiss Re, Talanx, and Zurich Insurance Group. This peer group partially differs from the European peer group for the Executive Board, as a result of excluding the UK companies.

In addition, the Supervisory Board selects a secondary peer group according to the following criteria, in order to monitor alignment with the General Industry in the Netherlands:

- ♦ Industry: General Industry and listed on the AEX;
- ♦ Size: Average Market Capitalization, Employees, Revenue and Total Assets;
- ♦ Location: Headquarters based in the Netherlands.

Based on these criteria, the current secondary peer group consists of the following 12 AEX companies: Ahold Delhaize, ING Group, Randstad, Heineken, NN Group, Philips, ABN AMRO, Akzo Nobel, ASML, DSM, KPN, and Wolters Kluwer. The last update of this peer group was in 2019, when ING, NN Group, ABN AMRO, DSM, and Wolters Kluwer were added, replacing ArcelorMittal, RELX Group, Royal Dutch Shell, Unibail-Rodamco, and Unilever. This peer group is equal to the Dutch peer group for the Executive Board.