



## **FURTHER EXPLANATION ON PROPOSAL TO APPOINT INDEPENDENT AUDITORS AS PROVIDED AT AGM**

At the Annual General Meeting of AEGON N.V, held on April 22, 2009, item 7 of the agenda was the "Proposal to appoint the independent auditor".

The full text of the proposal as worded at the AGM follows below.

"We propose, in accordance with the recommendation of the Audit Committee, that you appoint Ernst & Young as the independent auditor for the Annual Accounts 2009.

"The Audit Committee evaluates the functioning of the external auditor every year and advises the Supervisory Board to make a proposal for shareholders to reappoint the auditor or to appoint another auditor.

"This procedure is in line with the regulations of Sarbanes-Oxley. SOX also states that an auditor must be independent and that all the services performed by the external auditor must be pre-approved by the Audit Committee. This pre-approval policy was established by the Audit Committee in 2004 for the first time and lastly updated in March 2009. Ernst & Young's services have been subject to pre-approval by the Audit Committee every year.

"We also have a rotation schedule in place for the persons who perform the audit. According to this schedule an auditor can only audit AEGON's accounts for a limited period of time. The 2006 audit was the first year that Lex van Overmeire served as lead partner. His planned rotation year is 2011. Christine Holmes succeeded Kevin Guckian in 2008. In addition, the Audit Committee applies the SEC partner rotation requirements not only to the audit teams of the Group and significant subsidiaries, but to all audit engagement partners, in addition to coordinating partners as required by SEC rules.

"The Audit Committee reviews the independence of Ernst & Young and the individual members of the Group and local/regional audit teams on an annual basis. Management and the Audit Committee also carry out recurring in-depth assessments of Ernst & Young's performance, quality, cost levels and independence, as required pursuant to the Dutch Corporate Governance Code.

"When considering Mr. Nooitgedagt's nomination for appointment as member of the Executive Board, the Supervisory Board and the Executive Board, with the assistance of external counsel, thoroughly researched the rules and requirements around this appointment. We concluded that there were no rules preventing this appointment and that there was no risk that Ernst & Young would be hampered in carrying out its audit of AEGON's accounts in an independent, critical and effective way, since Mr. Nooitgedagt never worked on the AEGON audit and has severed all ties with Ernst & Young. In this assessment the applicable rules and regulations and the additional independence procedures Ernst & Young will implement for the audit over 2009 were taken into account.

These procedures consist of:

- Ernst & Young will have their independent US Capital markets reviewing partner perform close-monitoring procedures on the auditor's independence, including amongst others the monitoring over the required communications to the Audit Committee, compliance with the pre-approval of services procedures, fee communications and the PCAOB Ethics and Independence rule nr. 3526;
- Partners independent from the team will evaluate and assess the conduct of the audit with the Audit Committee and Executive Board at the conclusion of the 2009 audit; and
- A member of Ernst & Young's board will assess the quality of the audit performed, including independence considerations.

"Although these procedures are not required by any rules, Ernst & Young offered to perform them and the Audit Committee accepted that offer for the benefit of the shareholders and other stakeholders.

"Furthermore, Ernst & Young confirmed to us that they also performed thorough research on this matter and concluded that our appointment of Jan Nooitgedagt did not violate any independence rules and would not impair Ernst & Young's independence.

"In March this review of the Audit Committee of Ernst & Young's independence, fees and the Pre-approval Policy resulted in the recommendation to the Supervisory Board to ask shareholders to reappoint Ernst & Young. The Supervisory Board agreed and now proposes to shareholders to reappoint Ernst & Young as the independent auditor for the financial year 2009."