

# Aegon N.V. Nomination and Governance Committee Charter

Adopted by the Supervisory Board on March 12, 1998  
Last revision: November 6, 2017

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## 1. General Purpose

- 1.1 The Nomination and Governance Committee (“the Committee”) is appointed by the Supervisory Board (“the Board”) from among its members to advise the Board and prepare decisions to be taken by the Board.
- 1.2 The Committee focusses on the size, composition, and profile of the Executive Board and the Board and addresses the functioning, succession, and proposed nomination of members of the Executive Board and the Board.
- 1.3 The Committee also ensures that the corporate governance structure is in line with the applicable rules and regulations and advises on the responsible business strategy.

## 2. Duties and responsibilities

- 2.1 The Committee shall have the following duties and responsibilities<sup>1</sup>:
- a) Drawing up selection criteria and appointment procedures for nominations of members of the Executive Board and the Board;
  - b) Preparing and updating the “Supervisory Board Profile”;
  - c) Periodically assessing the size and composition of the Executive Board and the Board, and making a proposal for a composition profile of the Board;
  - d) Periodically assessing the functioning of individual members of the Executive Board and the Board, and reporting on this to the Board;
  - e) Drawing up a plan for the succession of members of the Executive Board and the Board;
  - f) Proposing candidates for the Board to be nominated for a first appointment to fill a vacancy;
  - g) Advising on members of the Board to be nominated for reappointment after their retirement by rotation every four years;
  - h) Advising on and proposing to the Board candidates to be nominated for appointment to the Executive Board as a member or Chairman;
  - i) Supervising the policy of the Executive Board on the selection criteria and appointment procedures for senior management;
  - j) Overseeing the corporate governance structure of the Company, compliance with the Dutch Corporate Governance Code, and any other applicable corporate governance legislation and regulations;
  - k) Procuring that each substantial change to the corporate governance structure of the Company, or in the compliance of the Company with the Dutch Corporate Governance Code, will be submitted to the General Meeting of Shareholders for discussion under a separate agenda item;
  - l) Periodically assessing and advising on the responsible business strategy as part of the corporate strategy and overseeing the execution of the responsible business strategy;
  - m) Reviewing and advising on the Company’s Annual Review.
- 2.2 The Committee shall be involved in a translocation of a person who reports to the Board or one of its Committees.
- 2.3 In discharging its duties and responsibilities with regard to the SB composition, the Committee shall take into account the ‘Profile and Composition of the Supervisory Board’, as it shall be in place from time to time.

## 3. Composition

- 3.1 The Committee shall consist of at least three (3) members, drawn from among the members of the Supervisory Board, and appointed by the Board.
- 3.2 The members of the Committee shall be appointed by the Board on the recommendation of the Committee, provided that the Chairman of the Committee shall be appointed by the Chairman of the Board. Committee members shall not have a set term of office and may be replaced by the Board at any time.

<sup>1</sup> Dutch Corporate Governance Code, best practice provision 2.2.5.

- 3.3 More than half of the members of the Committee shall be independent within the meaning of the Dutch Corporate Governance Code<sup>2</sup>.
- 3.4 The Chairman of the Board shall also be the Chairman of the Committee.
- 3.5 The Company Secretary or a deputy shall act as the secretary to the Committee.
- 3.6 Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee, and on the accuracy and completeness of the information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary.
- 3.7 No member of the Committee shall receive, directly or indirectly, any compensation from the Company other than fees paid to Board members for service on the Board or a committee thereof, except that a member of the Committee may receive a pension or deferred compensation for prior service with the Company that is not contingent on future or continued service.

#### 4. Meetings and Reports

- 4.1 The Committee shall meet at least twice a year. The meetings shall be attended by the Chairman of the Executive Board, unless the Committee expresses its wish to meet without him. The Chairman of the Committee may decide on attendance of other Executive Board members.
- 4.2 Members shall not attend those parts of the Committee meetings during which their own reappointment will be discussed.
- 4.3 For every meeting of the Committee, at least 50% of its members need to be present to constitute a valid quorum.
- 4.4 Except in case of urgency, the notice period for a meeting in person shall be at least seven days prior to the meeting date. The Committee may also meet by telephone or video conference.
- 4.5 The Company Secretary or a deputy shall take minutes of the meetings of the Committee, which will be shared with the Committee members only.
- 4.6 The Chairman of the Committee shall report on the deliberations and findings of the most recent Committee meeting in the first meeting of the Board following the Committee meeting.<sup>3</sup>
- 4.7 The Committee shall report to the Board on how the Committee has performed its duties in the financial year, details of its existence, its composition, number of meetings, and the main issues discussed.<sup>4</sup>

#### 5 Effectiveness and amendments of the Charter

- 5.1 The Committee shall regularly review and reassess the adequacy of this Charter, report on it, and recommend any proposed changes to the Board for approval. The Board shall at least once a year review the Committee's functioning as part of the evaluation of the functioning of the Board.<sup>5</sup>
- 5.2 This updated Charter has been approved by the Nomination and Governance Committee on November 6, 2017 and adopted by the Board on November 7, 2017. It may be amended at any time by the Board, and any such amendment shall be effective as of such date determined by the Board.

<sup>2</sup> Dutch Corporate Governance Code, best practice provision 2.3.4.  
<sup>3</sup> Dutch Corporate Governance Code, best practice provision 2.3.5.  
<sup>4</sup> Dutch Corporate Governance Code, best practice provision 2.3.5.  
<sup>5</sup> Dutch Corporate Governance Code, best practice provision 2.2.6.