

Aegon N.V. SB Remuneration Committee Charter

Originally Adopted by the Supervisory Board on March 12, 1998
Last revision by the Supervisory Board on November 11, 2020

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1. General Purpose

- 1.1 The Remuneration 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 is designated to safeguard the existence of sound remuneration policies and practices within Aegon Group (“the Company” or “the Group”) by overseeing the development and execution of these policies and practices in accordance with the applicable rules and regulations.
- 1.3 The Committee assesses in particular the remuneration governance processes, procedures and methodologies adopted, to ensure that the remuneration policies and practices properly take into account all types of risks as well as liquidity and capital levels.
- 1.4 The Committee also ensures that the overall remuneration policy is consistent with the longer-term strategy of the Company and the longer-term interest of its shareholders, investors, and other stakeholders, as well as the public at large.

2. Duties and Responsibilities

- 2.1 The Committee shall have the following duties and responsibilities:
- a) Annually, review the Aegon Group Global Remuneration Framework including its accompanying documents (the “Remuneration Framework”); subsequently advise the Board on the approval and adoption of the Remuneration Framework, including recommendations on the outcomes of its annual review, and any policy and/or individual exemptions thereof, including appropriate risk mitigating actions.
 - b) Periodically and at least annually, request that a review of the execution of and compliance with the remuneration policies and practices is performed, including the remuneration governance processes and procedures surrounding these within the Group and subsequently advise the Board thereof.
 - c) Annually, prepare recommendations to the Board regarding the Group performance indicators used for bonus pools within the Group, the related weights and target levels and the proposed results for each indicator, thereby taking into account the outcomes of the relevant ex-ante and ex-post risk assessments as performed by the Group Key Functions¹, and ensuring the financial position remains sufficiently sound.
 - d) Annually, assess whether there are reasons to review the Supervisory Board and/or Executive Board Remuneration Policy (“the Remuneration Policies”), taking into account the applicable rules and regulations such as, but not limited to, the Dutch Financial Supervision Act, the Dutch Civil Code, the Dutch Corporate Governance Code², and the Solvency II Legal Framework. When a review is initiated, advise the Board on recommended amendment(s), if any. When the amended Remuneration Policies are endorsed by the Board, the Board will submit the proposed Remuneration Policy amendment(s) for approval by the Shareholders of Aegon N.V. at the General Meeting of Shareholders. At least every four years the Committee will review and prepare the Remuneration Policies as such that the Board is able to submit the Remuneration Policies to the Shareholder for approval as prescribed by the law.

¹ As defined in the Remuneration Framework

² Dutch Corporate Governance Code, best practice provision 3.1.2

- e) At least annually, with regard to the Executive Board and the Global Heads of the Group Key Functions, perform the following activities, including but not limited to:
 - i) Draft a proposal for the remuneration of the individual members of the Executive Board and the Global Heads of the Group Key Functions, for adoption by the Board. The proposal shall be drawn up in accordance with the Remuneration Framework and related remuneration policies and the Committee shall take note of the view of individual members of the Executive Board with regard to the amount and structure of their own remuneration and shall ask the individual members to pay attention to the aspects that the remuneration proposal shall in any event contain, being³:
 - a) The remuneration structure, including consideration of the payout process and deferral and holding periods, the outcomes of the applicable ex-ante and ex-post risk assessments and the possibility of claw-back arrangements;
 - b) The amount of the fixed and variable remuneration components, the ratio of variable versus fixed remuneration, the shares to be granted and/or other variable remuneration components, pension rights, and other forms of compensation to be awarded, as well as the performance criteria, their application, the realized outcomes and the pay ratios within the company and its affiliated enterprise;
 - ii) In case of termination of an employment or assignment of a member of the Executive Board or a person employed in a job qualifying as Global Head of Group Key Functions, propose the amount of severance pay, if any, to be paid, and the underlying rationale, for adoption by the Board.
- f) Upon incident, prepare recommendations to the Board regarding the ex-ante and ex-post risk assessments, including claw-back of variable compensation related to prior financial years and already paid out and/or vested to the Executive Board, the Management Board, and Global Heads of Group Key Functions, thereby supported by the Group Key Functions in consultation with Group Finance and HR.
- g) Annually, prepare the information provided to shareholders and other stakeholders on remuneration policies and practices, including the Remuneration Report as part of the Annual Report of Aegon N.V. and the related agenda item at the General Meeting of Shareholders in accordance with the applicable rules and regulations such as, but not limited to, the Dutch Financial Supervision Act, the Dutch Civil Code, the Dutch Corporate Governance Code, the Solvency II Legal Framework, and the Shareholder Rights Directive.
- h) Provide any other support, advice, and proposals in order for the Board to execute its legal and regulatory responsibilities relating to remuneration as may be imposed on the Board from time to time.

3. Composition

- 3.1 The Committee shall consist of at least three members of the Board. No more than one member of the Committee shall be a member of the Executive Board of another Dutch listed company. More than half of the members of the Committee shall be independent within the meaning of the Dutch Corporate Governance Code⁴. At least one member is also a member of the Risk Committee of the Board.
- 3.2 The members of the Committee shall be appointed by the Board from among its members on the recommendation of the Nomination and Governance Committee, provided that the Chairman of the Committee shall be appointed by the Chairman of the Board. The Committee shall not be chaired by the Chairman of the Board or a former member of the Executive Board⁵, nor by a Board member who is a member of the Executive Board of another listed Company. Committee members shall not have a set term of office and may be replaced by the Board at any time.
- 3.3 At least one member of the Committee shall have sufficient expertise and professional experience concerning risk management and control activities, with regard to the mechanism for aligning the remuneration structure to the company's risk and capital profile.
- 3.4 The Company Secretary or a deputy shall act as the secretary to the Committee.

³ Dutch Corporate Governance Code, best practice provision 3.2.2.

⁴ Dutch Corporate Governance Code, best practice provision 2.3.4.

⁵ Dutch Corporate Governance Code, best practice provision 2.3.4.

4. Meetings and Reports

- 4.1 The Committee shall meet quarterly or as often as it determines to be necessary.
- 4.2 For every meeting of the Committee, at least 50% of its members need to be present to constitute a valid quorum.
- 4.3 Except in case of urgency, the notice period for a meeting in person shall be at least seven days prior to the date of such meeting. The Committee may also meet by telephone or video conference. Minutes will be prepared by the Company Secretary.
- 4.4 Minutes of Committee meetings shall be sent to: (i) the members of the Committee; (ii) all members of the Board unless there is a compelling reason not to do so, and the receipt of such minutes are to be noted during a meeting of the Board; (iii) the members of the Executive Board, unless there is a compelling reason not to do so.
- 4.5 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 members of the Executive Board or employees of the Company.
- 4.6 In order to safeguard its independent and competent judgment, the Committee shall have adequate financial resources and access to all data and information concerning the design and implementation of the Remuneration Framework as well as unfettered access to all related information and data from the Group Key Functions.
- 4.7 The Committee is entitled to seek independent advice, internal and external, and engage for support. The Committee will periodically review the appointment of external remuneration consultants to the Board.
- 4.8 The Committee will seek input from the Group Key Functions on the design, implementation and execution of the remuneration policies and practices within the Group, and the related remuneration governance processes and procedures, in particular with respect to the annual review of the Remuneration Framework, the ex-ante and ex-post risk assessments carried out at the individual level of Executive Board members, Management Board members and the Global Heads of Group Key Functions.
- 4.9 The Committee will ensure the proper involvement of the internal control and other competent functions (e.g. human resources and strategic planning). To this effect, the Committee will meet at least once a year with representatives of the Group Key Functions in the organization and will devote specific attention to the assessment of the mechanisms adopted to ensure that the remuneration system properly takes into account all types of risks, liquidity and capital levels.
- 4.10 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 meeting⁶.
- 4.11 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 discussed⁷.

⁶ Dutch Corporate Governance Code, best practice provision 2.3.5.
⁷ Dutch Corporate Governance Code, best practice provision 2.3.5.

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.⁸
- 5.2 This updated charter has been reviewed by the Committee and the Nomination and Governance Committee on November 11, 2020 and adopted by the Board on November 11, 2020. 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.

⁸ Dutch Corporate Governance Code, best practice provision 2.2.6.