MINUTES

AEGON N.V. ANNUAL GENERAL MEETING OF SHAREHOLDERS 2011

MAY 12, 2011
The Hague, AEGONplein 50

MINUTES of the Annual General Meeting of Shareholders (AGM) of AEGON N.V. ('AEGON' or 'the Company'), having its registered office in The Hague, held on Thursday, May 12, 2011, at 1:00 pm, at the AEGON head office, AEGONplein 50, The Hague, the Netherlands.

1. Opening

The *Chairman* opens the meeting and welcomes the shareholders and other participants and states that all members of the Executive Board and Supervisory Board are present with the exception of Mr. Storm, who will join later because of his attendance at another shareholders meeting. In addition to the members of the Executive Board, who are also member of the Management Board, two other members of the Management Board are present: Messrs. Keim and Kepecs, while Mr. Mullin is not able to attend. In conformity with the Dutch Corporate Governance Code, the auditors who performed the audit of the 2010 annual accounts, Mr. Van Overmeire and Mrs. Holmes, are both present at this meeting. They are joined by Mr. Lelieveld, who will succeed Mr. Van Overmeire as lead audit partner upon appointment of Ernst & Young as independent auditor, as proposed under agenda item 7. The auditors are available to answer questions, if required.

The *Chairman* states that the meeting will be held in English, but that questions can be asked in Dutch as well. Simultaneous translation from English to Dutch and from Dutch to English is available. Furthermore, the *Chairman* says that voting on the relevant agenda items will take place electronically. Voting devices and voting smart cards have been distributed prior to the meeting.

The *Chairman* establishes that this AGM has been convened by placing announcements, among others, on AEGON's corporate website on March 31, 2011, in two national newspapers in the Netherlands and in one newspaper in the United Kingdom on March 31, 2011. The agenda, together with the explanation and the annexes, has been sent to the holders of shares registered in the shareholders register held by the Company and to the participants of the Shareholders Communication Channel (Communicatiekanaal Aandeel-houders), while holders of New York Registry Shares have been notified of the AGM and the agenda items by separate writing.

When convening this meeting, the Company listed the subjects that will be dealt with at the meeting. Notice was also given that the agenda with the explanatory notes, annexes and enclosures, the Annual Accounts 2010 and the Annual Report 2010 as well as the supplementary data required by law, including the data regarding the nominations for re-appointment of one member of the Executive Board and three members of the Supervisory Board, were available free of charge at the Company's head office in The Hague, on AEGON's corporate website and with RBS in Amsterdam. They were also available at Capita Trust Company in London.

The AGM documents have been available for inspection from the day on which this meeting was convened until the end of this meeting. They will remain available until the end of the meeting. The Annual Report and the Annual Accounts have also been available as of March 31, free of charge.

This meeting has been convened in accordance with Dutch law and AEGON's Articles of Association. The total number of issued shares of the company at the registration date amounts to 2,231,406,051. The number of voting shares in normal circumstances as at the registration date of April 14, 2011 is 2,203,885,980. The issued shares are divided as follows: 1,909,654,051 common shares with a par value of EUR 0.12, of which 27,520,071 shares are non-voting treasury shares and 211,680,000 preferred shares A and 110,072,000 preferred shares B with a par value of EUR 0.25.

Later during the meeting, the *Company Secretary* announces that 92 holders of common and preferred shares are present at the meeting. They represent together with shareholders that have voted through E-voting or proxy-voting a total of 1,339,816,513 votes. That number represents over 65% of AEGON's currently issued and outstanding share capital and over 60% of the voting shares at the registration date. As in previous years shareholders have been actively encouraged to vote at the AGM.

The draft minutes of the AGM of April 27, 2010 have been available for comments at AEGON's office in The Hague and were also published for comments on AEGON's corporate website on July 27, 2010. The final minutes were signed by the Chairman and the Company Secretary on October 27, 2010. As of that date, the minutes have been and still are available at AEGON's office in The Hague and on AEGON's website.

The minutes of this AGM will be kept in English by the Company Secretary, Mr. Beltman. An unofficial translation in Dutch will be prepared as well. The draft minutes will be available for comments on the corporate website for three months as of August 12. They will subsequently be signed by the Chairman and the Company Secretary on November 12 and will then be available on the corporate website. By completing a form, which is available outside of the meeting room, shareholders can request a copy of the final minutes.

Before moving to item 2 of the agenda, the *Chairman* refers to the trade union members gathered at the AEGONplein prior to the AGM, representing the Stichting Belangenbehartiging Pensioengerechtigden Vervoer- en Havenbedrijven (SBPVH). This foundation has been created to defend the pension interests of employees in the ports of Rotterdam and Amsterdam. Their pensions are insured by OPTAS N.V., a company acquired by AEGON from Stichting OPTAS in 2007. As stated in the Annual Report, OPTAS N.V. is an indirect subsidiary of AEGON N.V. and holds statutory reserves of EUR 895 million (2009: EUR 861 million) which are restricted. Included in AEGON N.V.'s legal reserves is an amount of EUR 355 million related to OPTAS N.V. which represents the increase in statutory reserves since the acquisition of OPTAS N.V. The Ondernemingskamer (Enterprise Court) has ruled in favor of AEGON regarding its characterization of the restricted capital in the Annual Report, the capital being described as AEGON equity.

2. Presentation on the course of business in 2010

The *Chairman* introduces Mr. Alex Wynaendts, AEGON's CEO, who will give a presentation on the course of business and significant events in 2010. The slides of the presentation of Mr. Wynaendts are considered part of these minutes and are published on www.aegon.com.

Mr. *Wynaendts* welcomes all shareholders before taking the opportunity to review the progress over the past year and the steps taken to strengthen AEGON's financial position, to reduce cost across the businesses, to improve operational efficiencies, and overall to support AEGON's ambition to become a leader in its chosen markets in the coming years.

The Management Board and the Supervisory Board have clearly defined AEGON's ambition, which is "to become a leader in all of our chosen markets by 2015". Being a leader is not necessarily being the largest, although the need for scale is recognized. For AEGON being a leader means being: the most recommended company by customers throughout their life cycle, the most recommended partner for distributors, and, equally important, the most preferred employer for employees. 'Chosen markets' refers to chosen market segments in AEGON's existing core markets – life, pensions and asset management – but also to new markets, such as Central & Eastern Europe, Spain, Asia and Latin America. Essential to achieving business is successfully implementing the strategic priorities, which Mr. Wynaendts introduced shortly after taking over as CEO in 2008. He reminds the AGM of what these are: 1. to reallocate capital to higher growth and return markets and businesses, 2. to increase returns within our existing businesses and 3. to optimize the benefits of being an international company. AEGON remains convinced that making further progress in these areas will enable the company to achieve sustainable profitable growth over the longer term.

Subsequently, Mr. *Wynaendts* discusses the new environment for AEGON's business. In general, the economy seems to be improving and long-term interest rates are gradually moving up, which is positive for our business. However, recovery and sentiment remain vulnerable, with still a good deal of uncertainty and continued volatility in the markets. There are still high levels of government deficits, and debt levels are unsustainable, very clearly illustrated by the pressure on the peripheral Eurozone countries, like Greece, Portugal and Ireland. Consumer and producer confidence is improving but still uncertain. Unemployment remains high in many parts of the world, particularly in the US, but also in many parts of Europe, in particular Southern Europe. The housing markets remain depressed and we see that continuing in the US.

There is also an increase in political and regulatory oversight as a result of the severe economic turbulence brought on by the financial crisis and as a result of the failure of a number of financial institutions. Another fact is that the credibility of the financial sector has been undermined, not only by the crisis but also by a history of developing and selling complex and highly structured products. At the same time, the new generation of customers which is next in line for AEGON's products and services will have very different demands in terms of types of products, services and distribution channels. Recommendation will not only occur through face to face, but also by the increasing influence of social media, a trend that provides us with many new opportunities.

These changes in the new environment have specific consequences for our sector. As a result of market volatility and increased regulatory demands, there is a clear trend toward requiring insurers and other financial institutions to maintain higher capital levels. At the same time, customers are now more active and engaged than ever before and demanding simpler, clearer products. For providers this will mean further reducing distribution costs by connecting better with customers and building new distribution channels, in order to be successful. Providers will need to step up their investment in innovation and keep pace with developments in technology. Furthermore, non-traditional competitors are raising their game, changing the competitive landscape and forcing new ways of thinking among traditional providers.

What does this all mean for AEGON? With Mr. Wynaendts becoming the new CEO in 2008, the Management Board made it a priority to make AEGON more capital efficient, ensuring that we are deploying it in those markets and business lines that offer higher returns and growth over the longer term. Effectively, it is about making sure our capital is working for us, and for our shareholders. If the financial crisis has taught us anything, it is the importance of capital and its availability to support the promises the company makes in the day-to-day business. Our business is really all about making promises for the long term.

At the same time, the Management Board recognizes a clear need to enhance customer loyalty by improving service levels across the company. This has meant introducing a consistent method of measuring customer satisfaction in our various markets and on a regular basis (known as Net Promoter Score). We have taken steps to be much more cost-efficient while also improving service levels. Here it is not a question of either/or but focusing on both, costs and service, in a way that truly benefits the customer. This is where we believe our commitment to a new culture of innovation at AEGON will make the difference.

Finally, but very importantly, AEGON has introduced a new culture of leadership. This means a new culture of accountability. In order to make the most of AEGON's considerable resources and expertise, we have to work much better as an organization. We have to learn from successes in various parts of our organization and we also have to learn from mistakes. This requires a leadership team aligned to common objectives and values which is then accountable to the entire organization and all the way to the end customer. Towards this end, over the last two to three years, we have made significant changes in our senior management team. We have appointed new CEOs of our Dutch, our US, and recently our UK businesses, in addition to making quite a number of other changes in senior positions.

Both the environment and consequences for our sector confirm that AEGON has focused on the right strategic priorities: to reallocate capital to activities with higher growth, to increase our returns and to capture the considerable benefits of being an international company as epitomized by ONE AEGON.

During the past year, in line with this focus, AEGON has taken a number of specific actions in the US, the Netherlands and the UK, but also in our newer markets across Central & Eastern Europe. Mr. *Wynaendts* discusses a few of the key developments.

Supporting AEGON's objective to reallocate its capital, AEGON has exited or is running off a number of businesses to reduce the exposure to financial markets and to improve the risk profile. This includes the recently announced divestment of the life reinsurance business Transamerica Reinsurance, as well as the sale of the funeral insurance business here in the Netherlands. At the same time, AEGON is shifting from spread-based to more fee-generating business, while also continuing to invest in the opportunities which newer markets offer in Central & Eastern Europe, Asia and Latin America. To support the aim to increase returns, AEGON continues to focus on cost, further reducing operating expenses during the year.

In the UK, AEGON is making good progress towards our target of reducing the total cost base by 25% by the end of this year, which is conducive to improving the returns of this business and creating a more focused organization. In the US, CEO Mark Mullin and his management team are continuing to implement the broad restructuring program, which began a couple of years ago, consolidating not less than twelve business units into three customer-focused segments. At the beginning of this year, a further reorganization of AEGON Bank in the Netherlands was announced. This reorganization is part of the strategy in the Dutch market to bring more focus to the sales activities. AEGON Bank is now positioned around the theme 'Income for later'. This reorganization has meant the reduction of 80 staff positions and a consolidation of activities from Nieuwegein to The Hague, resulting in annual cost savings of EUR 20 million.

Solid progress has been made in the roll-out of non-life insurance in Central & Eastern Europe. AEGON began introducing non-life products in these markets from a strategic point of view to support the core life business. It has become even more important given the actions by governments in both Hungary and Poland to nationalize private pensions.

Finally, in the ongoing efforts to ensure that AEGON is more than the sum of its parts, the company is working to leverage resources and best practices, focusing on creating the new culture of leadership as mentioned earlier. We are also working to strengthen our capability in the critical areas of human resources, brand and sustainability.

On April 26, AEGON announced the successful conclusion of the negotiations with SCOR – the French reinsurer – to divest AEGON's life reinsurance business, Transamerica Reinsurance. This divestment supports the aim to focus on AEGON's core business: life insurance, pensions and asset management. Furthermore, it enables us to redeploy the capital required for this business, while further improving our risk profile since the reinsurance reserve financing obligation will be reduced by 50%. The transaction will result in cash proceeds of USD 900 million and a release of a further USD 500 million. Therefore, AEGON expects to upstream USD 1.1 billion to the holding company here in the Netherlands to support the repurchase of the remaining core capital securities issued to the Dutch State.

In this context, Mr. *Wynaendts* gives an update on the progress to date in repurchasing the core capital securities from the Dutch State. AEGON has now repurchased a total of EUR 2.25 billion, excluding premiums: EUR 1 billion in December 2009, EUR 500 million in August 2010, and EUR 750 million in March 2011, to be followed by the remaining EUR 750 million by the end of June of this year. In addition, AEGON will have paid just over EUR 1 billion in premium to the Dutch State.

Mr. *Wynaendts* notes that completing repayment to the Dutch State, combined with the broad range of actions and initiatives that have been taken over the past couple of years, has enabled to establish a new strong basis for AEGON going forward. Consequently, AEGON has committed to delivering on new targets for underlying earnings, return on equity, core capital and cash flows. And, as was communicated with the fourth quarter 2010 results, AEGON is also determined to resume dividend payments to the shareholders. The intention is to pay EUR 0.10 per share over the second half of 2011.

Subsequently, Mr. *Wynaendts* discusses the medium-term targets. First, in 2011, underlying earnings will be affected by a number of strategic actions. However, in the medium term, underlying earnings before tax are to increase by 7% to 10% from the new base of underlying earnings. This will be achieved through improved cost efficiencies and capital reallocation to areas with higher growth and return prospects. Second, AEGON will continue to improve its risk-return profile. In addition to running off a number of spread businesses in the US, AEGON has increased its hedging of market risks and is shifting towards more fee business, as mentioned earlier. It is expected that by 2015 approximately one-third of underlying earnings will be generated by fee business. Taking into account our economic assumptions, AEGON is aiming to generate a return on equity of 10% to 12% in the medium term. Third, there is a commitment to maintaining a strong capital buffer and to increase core capital as a percentage of total capital to at least 75% by the end of 2012. Fourth, AEGON aims to increase annual operational cash flows by 30% from the current normalized level of EUR 1 billion to EUR 1.2 billion by 2015. This will enable the company to pay a sustainable dividend to shareholders.

Regarding sustainability, Mr. *Wynaendts* states that AEGON has been working over the past months on an integrated, company-wide approach to this important area. This approach and the specific focus areas are fully consistent with the business objectives and longer-term ambitions. AEGON is adopting a stakeholder framework, which means that we aim to better balance the interests of all our stakeholders, customers, business partners, employees and the broader community in our business decision-making. AEGON believes that this approach safeguards the long-term viability of the Company and will create value for shareholders.

This new sustainability approach has a number of elements. First, AEGON is determined to get the basics right; all interactions with stakeholders will have to be in line with AEGON's core purpose and values. To support our efforts to improve customer satisfaction and loyalty, we recognize the need to invest in our brands or to continue to invest in our brands. This entails introducing new company-wide brand values, broadening our customer loyalty programs, and measuring on a more consistent basis our brand value in our markets, as well as customer satisfaction. Second, to better support our employees and our ambition to be considered the employer of choice – which is one of the criteria that we use to measure if we are successful in reaching our ambition – we will conduct a global employee engagement survey in the second half of this year. This survey will support AEGON's efforts to ensure that each and every employee of AEGON understands the strategy and, more importantly, understands his or her contribution to achieving our ambition. At the same time, AEGON is launching a talent and performance management program that will help attract and retain the right people and plan for the future. Third, to ensure that AEGON and its intermediaries and business partners work in the best interest of customers, we are working to strengthen AEGON's market conduct standards globally. AEGON published a new corporate donations policy this year, better defining those areas where we aim to make a positive difference. We are currently developing a more integrated approach to responsible investment, a significant issue for us and for our stakeholders. In February, as a first step, AEGON signed up globally to the United Nations Principles for Responsible Investment. Later this year, AEGON will set a CO_2 target to reduce the impact of our operations on the environment.

Beyond these basics, AEGON will continue its efforts to build financial awareness and improve financial education. The reality is that people to a large extent do not understand their long-term financial needs, or they do not sufficiently understand the steps they need to take to ensure their financial security. This is where AEGON has relevant expertise and where it can make a larger contribution to society.

In short, AEGON's approach to sustainability is aimed at reducing risk and improving overall business performance by enhancing our reputation and increasing employee engagement.

Finally, Mr. *Wynaendts* concludes that AEGON today is a different company than a few years ago, with an improved risk profile, reduced cost structure and an organization better aligned to capture the clear opportunities for our business and, importantly, an organization fully committed to focusing and addressing customer needs. The first phase of the transformation plan has been completed. All major businesses have been reviewed since the start of the portfolio review initiated almost three years ago, and we are now in a position to put the crisis firmly behind us and set our sights towards the future with renewed confidence. With the full repayment to the Dutch State by the end of June, AEGON will have turned a decisive corner and is well-positioned to deliver earnings growth, improved cash flows and a sustainable dividend, which will all support shareholder value.

Mr. *Wynaendts* thanks the shareholders for their attention and for their continued confidence in AEGON.

The *Chairman* thanks Mr. Wynaendts for his presentation and opens the floor for questions and remarks.

Mr. *Keyner* states that he speaks not only on behalf of the VEB but also on behalf of proxies for over 2 million shares. His questions today relate to AEGON's earnings capacity and generating a return for shareholders, given that the insurance industry is facing a number of challenges. Consumer confidence has hardly increased in recent years in the Netherlands, especially with respect to insurers, and lower interest rates do not benefit life insurers, nor do the additional capital requirements. There are various reasons to be concerned about a company such as AEGON. Does AEGON consider bank savings products in the Netherlands, as possible alternative for the unit-linked product range?

Mr. *Wynaendts* refers to his presentation. With regard to the trust of the people in the sector, he states that this is in particular an issue for the Netherlands and not as much an issue in the other countries in which AEGON operates. Secondly, as a consequence of the financial crisis, the regulators demand that insurers hold more capital, which has a negative impact on returns. Lower interest rates are clearly not supportive to the business. AEGON is well aware of the challenges and the need to address them. That is why AEGON focuses on optimizing its portfolio. Capital efficiency is essential and AEGON aims to only employ capital where the Company can achieve adequate returns. It means taking the right decisions about what to do and, more importantly, taking decisions about what not to do. To exit a business or sell a company is a difficult decision. Buyers may be hard to find and such decisions have impact on all the people involved. In the past period AEGON has focused on taking decisions about what it would not do. Mr. *Wynaendts* mentions that the first phase of the restructuring of our portfolio is now behind us. That means that AEGON has businesses which it is confident that can grow in the future and that can generate adequate returns for shareholders. For example, the US is one third smaller than three years ago. The remaining businesses in the US are doing well. AEGON's first quarter results today confirm that the strategy being implemented in the US is paying off. Returns and sales are going up.

Mr. *Wynaendts* refers to the cost cutting and efficiency measures AEGON is taking in the UK and the Netherlands, as discussed in his presentation which aim to increase the returns from these businesses. At the same time there are many opportunities in the world where AEGON can expand its business, for example in Central & Eastern Europe. We also see growth opportunities in Asia and in Spain. We have invested in Brazil and Mexico, large markets where the potential is enormous and where only a very small part of the population is insured. The story behind AEGON is a story about restructuring, about having taken significant measures, having reduced our risk profile and about being well-positioned for growth. That will create value for the future.

Mr. *Keyner* asks in this context if AEGON sells products at a loss, simply to be present on a certain market in the hope that in two or three years things will improve.

Mr. *Wynaendts* explains that AEGON has a good insight in the profitability of all products it sells around the world. There are only a very small number of exceptions where we do not meet our hurdle rates. The Management Board decides whether we will continue these products for a short period of time because they support other business or AEGON's franchise whilst hoping the market environment will improve. AEGON's Value of New Business is positive and the Internal Rate of Return of our business was reasonable high in the first quarter. All this demonstrates that AEGON's strategy is not about selling a lot of products but about selling a lot of products profitably.

Mr. *Keyner* refers to cost efficiency as being essential. From the Annual Report he understands that AEGON already operates very efficiently as an insurer. He asked if this is based on any benchmark with respect to other insurance companies and if further cost reductions are achievable.

Mr. *Wynaendts* reiterates that reducing costs is an essential part of the strategy. The changing environment will only make that more important. AEGON has been driving costs down consistently, and AEGON will continue doing so. This takes into account that we invest in new markets. Mr. *Wynaendts* notes that the Company does a lot of benchmarking in this regard.

Mr. *Bruijnen* refers to the lack of confidence in the insurance industry. He asks what AEGON will do to restore confidence, especially given the issues concerning the 'woekerpolissen' and the dockworkers who were demonstrating for safeguarding their pension rights.

Mr. *Wynaendts* remarks that AEGON recognizes that there is a credibility issue with the insurance sector in the Netherlands for a number of reasons. It is also AEGON's responsibility to contribute to improving that credibility. AEGON was the first company to address the issue about the 'woekerpolissen'. AEGON effectively improved the terms of the products and came to agreements with consumer organizations on lowering the costs. It is a process in which AEGON has taken its responsibility and AEGON will continue to do so. But it will take time to completely restore credibility.

Mr. *De Vries* states that he is a shareholder and his pension is with AEGON/OPTAS. In his view AEGON did not need the State support of EUR 3 billion in 2008. Recently, AEGON has issued almost EUR 1 billion in shares and the company is cashing on profitable assets at low rates to redeem the debt to the government. He asks what happened to the EUR 3 billion and how to achieve a more AEGON-friendly publicity strategy by providing information immediately and responding adequately to issues.

Mr. *Wynaendts* summarizes why in October 2008 AEGON had no choice other than to accept the State support. One will also understand why it has been AEGON's highest priority to do everything possible to repay it as soon as possible. In 2008, the world was totally uncertain. 2008 had seen the collapse of Lehman Brothers, Bear Sterns, Wachovia, Washington Mutual and many others. The situation in Europe was very precarious, in particular with several banks in the UK on the verge of collapse, and in the Netherlands we had our own situation. He mentions ABN AMRO, Fortis and DSB. At that point in time it was impossible to say what was going to happen next. AEGON's Management Board – as being responsible for the company and being accountable to customers, employees and shareholders – had no other choice than to accept the State support, which at that time was the only available option to ensure AEGON could survive, whatever would happen on the financial markets. The State support is indeed expensive, but Mr. *Wynaendts* notes that going to the market in October 2008 would have been much more expensive. AEGON accepted the reality of that moment and worked hard to pay back the State support as soon as possible. AEGON has paid EUR 1 billion premium in addition to the EUR 3 billion support the company has received from the Dutch State. The *Chairman* adds that AEGON is the first financial institution in the Benelux to fully pay back the State.

Mr. *Malizia* says he represents the International Brotherhood of Teamsters. The Teamsters pension and benefit funds have a contract with AEGON and subsidiary Transamerica for insurance and other financial services. Teamsters is concerned about the actions taken by AEGON in 2007, when it purchased the Dutch dockworkers' pension fund, which was held by the OPTAS Foundation. Mr. Malizia urges AEGON to follow the law and return the dockworkers' rights to the assets of their pension and to make a real commitment to resolve this issue with the union of dockworkers. He adds that Teamster Funds is not pleased with the Company's lack of movement and AEGON should therefore not take the Teamsters' business for granted. Mr. Malizia mentions in this regards that AEGON is a member of the United States Chamber of Commerce. He notes that this is a powerful lobbying group that is focused on legislation that continues to favor executives at the expense of working people and the greater economy. According to Mr. Malizia AEGON is complicit in the Chamber's extreme partisan and revisionist actions and positions through its membership dues, its political action committee contributions, and the payments to the foundation of the Chamber. He adds that the Chamber may be involved in illegal activity. In addition, while AEGON may strive to remain non-partisan the US Chamber is almost strictly partisan in its activity. AEGON's actions to promote a better environment are hampered by the US Chamber of Commerce. Mr. *Malizia* also refers to letters from Change to Win Investment Group to AEGON about this topic. Teamsters is of the opinion that it is clear that AEGON and the Chamber of Commerce at cross purposes, especially when it comes to issues of the environment and protecting consumers and investors and ask that AEGON will terminate the Chamber membership and publicly renounce the Chamber's extreme positions on climate change and other issues, affecting AEGON's stakeholders.

The *Chairman* thanks Mr. Malizia for coming to The Hague to deliver these comments. He notes that AEGON does not take any customer for granted and certainly not the Teamsters. He also notes that AEGON recognizes politics in the US, but is not in a situation today to influence these one way or the other. AEGON has its views on sustainability and will continue to push that view. What happens otherwise on that topic in the US, AEGON cannot influence other than by advocating what the Company thinks in this area. He asks Mr. Wynaendts to response briefly to the OPTAS matter.

Mr. *Wynaendts* responds that Mr. Malizia's presence gives AEGON the opportunity to present its view of the facts. The facts are that AEGON acquired OPTAS, which is an insurance company with liabilities and assets. AEGON acquired all assets and liabilities, including of course the equity. AEGON has until today always fulfilled its promises and has always met all its obligations under its contracts and is committed to do so for as long as these contracts are in force. The restricted capital Mr. Malizia referred to is part of the shareholders equity. It is part of what AEGON has acquired and what AEGON has paid for. This has been confirmed by two courts, the 'Ondernemingskamer' (the Enterprise Chamber of the Amsterdam Court of Appeals) and subsequently by the 'Hoge Raad', the Supreme Court of the Netherlands. These two courts confirmed, in addition to the Minister of Social Affairs, at that time Mr. Piet Hein Donner, that the position AEGON has taken is the right one. The courts suggested the dockworkers should engage with the Stichting OPTAS which received the purchase price of around EUR 1.5 billion.

Despite these clear facts, AEGON is prepared to engage in a dialogue with the dockworkers. In fact, AEGON has been in discussions for more than three years with the representatives of the dockworkers. Very recently the CEO and CFO of AEGON The Netherlands have had a meeting with the representatives of the dockworkers about a solution of this issue, because AEGON cares about the interests of all of our customers, including the customers represented here. However, AEGON will have to take into account the facts and the interests of all our stakeholders, including shareholders, and therefore any solution must be a balanced one.

The *Chairman* concludes that in spite of all the legal decisions AEGON is still ready to continue the dialogue to see if a solution is possible.

Later under the same agenda item: Mr. *Stam*, who represents Stichting Belangenbehartiging Pensioen-gerechtigden Vervoer- en Havenbedrijven (SBPVH), says that in view of the answer of Mr. Wynaendts it is high time that he will be honest about AEGON. He notes that talks with AEGON were discontinued two weeks ago due to one comment from the CEO of AEGON Netherlands about the nature and ownership of the restricted capital. Mr. *Stam* comments that the money is restricted and can only be used if a court gives permission. The judge will decide whether the spending of the money meets the requirements of the restricted capital. The only objective is to improve the pensions of the dock workers. Should AEGON choose not to spend the restricted capital on improving the pensions of the dockworkers, but would wait for the last dockworker to die, that would not be beneficial for AEGON's image. At this point Mr. *Stam* refers to a petition from employees and employers, which he would like to offer to the Executive Board and Supervisory Board. The petition complains about the quality of the helpdesk. In reaction SBPVH has set up its own helpdesk. (*Comment from the Company Secretary: the petition is accepted by the Chairman.*)

Mr. *Stam* then mentions that AEGON wanted to acquire OPTAS in 2001 and reviewed the issue of the restricted capital and again in 2007, when AEGON decided to do the deal despite the warnings from the dockworkers not to pay for restricted capital. Mr. *Stam* continues to say that the restricted capital belongs to the dockworkers. He refers to the case before the Supreme Court. SBPVH has filed two claims. The first claim was that the entire equity of OPTAS should be tied, i.e. EUR 1.3 billion instead of EUR 717 million. The Supreme Court ruled that this claim was not admissible. The second claim was that SBPVH did not agree that the money is on the balance sheet as 'free equity', because AEGON cannot expose of it freely because the judge has to give permission to use that capital. Mr. *Stam* notes that the dockworkers will give shareholders information about this issue. They will show a film about this issue in San Francisco and will talk to AEGON's major clients there.

The *Chairman* says that it is clear that these matters can be better resolved in a dialogue than during an AGM.

Mr. *Wynaendts* responds that he understands that this is an emotional issue. He repeats AEGON's readiness to talk to Mr. Stam and his colleagues in order to achieve a reasonable solution. AEGON wants to make sure that all its clients, including Mr. Stam and his colleagues, be served adequately. It is known that there have been some problems in the migration from the OPTAS systems to the AEGON systems. AEGON is doing everything to solve this. He notes with regard to the agreement between SBPVH and Stichting OPTAS that a major part of the amount received from the Stichting OPTAS has been placed with AEGON. This was a single premium of EUR 225 million of the total of EUR 500 million that SBPVH received from the association. Mr. *Stam* adds that this generated for AEGON an administration fee of about EUR 3.5 million.

With regard to the questions from Mr. Stam about the restricted capital, Mr. *Wynaendts* refers to his answer to Mr. Malizia of Teamsters earlier during this the meeting. AEGON will fulfill all its obligations to the dockworkers. The restricted capital is shareholders' equity and this meeting is not the place to debate the ruling of the Supreme Court.

The *Chairman* closes the discussion.

Later under the same agenda item: Mr. *Stam* notes that AEGON denounces responsibility in matters concerning the restricted capital of the former pension fund and service company of the transportation and dockworkers in the Netherlands. He asks whether the members of the Supervisory Board, the members of the Executive Board and the members of the Management Board are aware of AEGON's silence in the annunciation of the port sector claim? Are all members in support of the viewpoint, proceedings and conduct of the AEGON delegation negotiating with the representatives of the port business and the dockworkers? Secondly, are the members of the Supervisory Board willing to talk to the SBPVH?

The *Chairman* answers that the Supervisory Board has full confidence in management that is talking about solutions for this situation. The Supervisory Board will certainly continue to review the developments in this case.

Mr. *Niemantsverdriet* observes that the OPTAS acquisition was considered by various parties. Zwitserleven and Nationale-Nederlanden chose not do this acquisition. He asks if the restricted or tied capital, which is regarded as shareholders equity, is freely disposable equity or restricted equity. If it is restricted capital, the question is what the restriction is.

Mr. *Wynaendts* responds that the restriction in tied-up capital is that it cannot be paid out without court permission. He repeats that AEGON looks forward to a constructive dialogue.

The *Chairman* says that AEGON aims to reach a fair solution for its clients, the dockworkers and for AEGON.

Mr. De Vries recommends that AEGON pays more attention to public disclosure on this subject because lack of openness always has a negative impact on the share price.

The *Chairman* notes that he appreciates the advice.

Mr. *Gootjes* states that he is speaking on behalf of the Dutch Association of Investors for Sustainable Development (VBDO). Referring to the importance of the external audit of the financial report he remarks that AEGON’s sustainability report is also externally reviewed, but only with a limited level of assurance. His question is whether AEGON is willing to increase the level of external assurance for the sustainability report up to the level of the financial report.

Mr. *Wynaendts* explains that AEGON introduced external assurance on its sustainability report already two years ago. Since then, AEGON has been working very closely with the auditors of Ernst & Young. It is a useful process helping to increase the quality and the reliability of that report. AEGON is willing to increase the level of assurance to 'reasonable assurance'. But first it is essential to make sure that AEGON has the internal controls in place and that the systems are in place that will allow us to get to the level of reasonable assurance.

Mr. *Gootjes* also remarks that AEGON mentioned that the company is working to make the investments more sustainable and also more transparent. AEGON has signed up to the United Nations Principles for Responsible Investment (UNPRI) for asset management. As a signatory, AEGON has to fill out a questionnaire. His question is whether AEGON is willing to make that questionnaire publicly available, so that all stakeholders are able to see what initiatives the company is taking in terms of responsible investment.

Mr. *Wynaendts* states that AEGON signed up to the UNPRI in February of this year, so very recently. AEGON Asset Management in the UK has been a signatory since 2008 and they publish reports and those reports are therefore available to stakeholders. As a new signatory, AEGON has a grace period of one year. So, next year AEGON will publish a report and we will make that available.

Mr. *Van Diepen* states that he is a private shareholder interested in earnings per share and dividend. Referring to the presentation by Mr. Wynaendts he asks for some more details on new distribution channels and on the development of non-traditional competitors emerging in the market. Furthermore, he asks if non-life insurance in Central & Eastern Europe means general insurance.

Regarding the last question, Mr. *Wynaendts* explains that non-life insurance is indeed general insurance, but AEGON CEE focus is on insuring assets closely related to an individual, such as his house and household. Regarding distribution channels, the trend is that customers really want to engage more directly with the insurance company. Insurance companies are used to engage very often exclusively through intermediaries. This will change because of the development of new technology, such as web-based technology and the social media. In that light new distribution channels are being developed to accompany the changes and the positive developments in technology. Regarding non-traditional insurers, Mr. *Wynaendts* gives examples in the UK where supermarkets like Tesco and Sainsbury's are significant players in the insurance market. They are also big enough to have their own manufacturing of insurance products. In the Netherlands AEGON has just announced agreements with Kruidvat and Trekpleister. Different channels will be developing and AEGON wants to make sure it is participating in those developments. This proves why innovation is so important.

Mr. *Van Diepen* remarks that in insurance certain products are appropriate for new distribution channels, such as travel insurance, but the forte of intermediaries is that they have the knowledge and expertise, needed for certain other types of insurance products. The strong point of AEGON is that the Company mainly works through intermediaries.

Mr. *Wynaendts* agrees that it is absolutely right that not all insurance products can be sold through the same channel. There is a change in the environment and there is a need for more simple products. It is clear that when you have simple products that do not need specific advice, this may change the way of selling these products to your customers. For simple products like car insurance, household insurance, or insuring your house there is no need for a lot of specific experience. At the same time we recognize the need for sales and advice for more complicated products, making sure that you are buying the right product from the right manufacturer at the right price. AEGON wants to make sure that the Company maintains a broad range of products and distribute these in the most effective way when there is no need to have expensive face-to-face contact.

Mr. *Van der Krans* states that he represents Mn Services, being the asset manager of PME, PMT and twenty other Dutch and British pension funds. He is also speaking on behalf of APG and the Pension Fund Grafische Bedrijven. He congratulates AEGON with the prospects of full repayment of the Dutch State and thereby releasing itself from the constraints regarding dividend, price setting and acquisitions. He also compliments AEGON with its Sustainability Report, which has received an A+ rating. He raises some questions related to corporate governance. In this AGM around 60% of the voting rights are represented, while the voting rights of the Vereniging AEGON amount to approximately 23%. That is almost 40% of the amount of votes to be cast today. Although the AEGON-affiliated members on the Board of the Vereniging AEGON do not have a numeric majority among the seven members in total, Mr. *Van der Krans* believes that they have substantial influence on the voting decisions of the Vereniging AEGON due to their function. One of the purposes of today's AGM is to be able to hold the AEGON Board accountable. However, when it comes to voting the Vereniging AEGON, influenced by the CEO and the CFO, should be able to win each resolution. From a corporate governance and democratic point of view this is a rather strange situation. SNS REAAL recently decided to remove all affiliated members of their protecting entity in order to safeguard an independent decision-making process. In that light he asks the Vereniging AEGON and the affiliated members and AEGON N.V. to reconsider their position and follow this good example of one of AEGON's peers. Secondly, in 2009 when AEGON received State support Mrs. Peijs and Mr. Doctors van Leeuwen have been labeled as 'government Supervisory Board members'. With this label came some special rights. Since AEGON has now paid off 75% of the State debt this label of 'government SB member' has been removed. Both are serving AEGON like the other Board members. That raises the question why to vote today on the re-appointment of Mrs. Peijs. Mr. Van der Krans also asks more clarity regarding the position of Mr. Docters van Leeuwen. Taking into account the positive notes on his experience and his network regarding supervision, Mn Services highly recommends to let Mr. Docters van Leeuwen serve as a Board member, even after full repayment of the Dutch State.

Regarding the government Supervisory Board members, the *Chairman* notes that for Mrs. Peijs he would like to postpone any discussion until the agenda item about her re-election. As far as Mr. Docters van Leeuwen is concerned the *Chairman* says that it has been agreed that he will resign from AEGON's Board when the Dutch State is fully paid back.

Regarding the Vereniging AEGON, Mr. *Wynaendts* explains that there are 18 voting members of the association. AEGON and the AEGON Association have agreed that for matters that could cause a conflict of interest the two members representing AEGON – Mr. Nooitgedagt and Mr. Wynaendts – would not vote. Moreover, the members of the AEGON Association can be trusted to have their own opinion.

Mr. *Van der Krans* agrees that there is a not a numeric majority, but still, the AEGON CEO and CFO as members of the Board of Vereniging AEGON should be able to influence decision-making irrespective of their minority.

Mr. *Wynaendts* further explains that the members of the Association all have a good reputation. He assures the meeting that the Association has a balanced membership and that AEGON's CEO and CFO have no dominant influence. Moreover, there is a procedure to avoid conflicts of interest.

The *Chairman* comments that it is very important that the Vereniging AEGON keeps its independence.

Mr. *Keyner* refers to the debate with the dockworker representatives. The fact that AEGON regularly faces off against clients as enemies will not benefit shareholders in the long run. The Board saying today “let's consult and discuss a solution” is in his view the only correct reaction. It is essential to treat clients decently in order to money in the long run. Shareholders will then receive wonderful dividends and look forward to excellent increases in the share price. That will bring about the much needed recovery at AEGON. Then, Mr. *Keyner* refers to the State aid and asks what the reasons are to pay back the Dutch State so quickly while a substantial penalty has to be paid. He asks if the main driver is to be free again to make acquisition in the Dutch market or elsewhere.

Regarding his first remark on the dockworkers issue, the *Chairman* states that as indicated earlier there is a strong intention to look for a solution. Mr. *Wynaendts* fully agrees with that and adds that AEGON is fully committed and very keen to engage in a discussion to resolve this matter. He agrees that AEGON will only create value in the long term if it addresses the long-term needs of its customers. Mr. *Wynaendts* refers to his introduction when he talked about customers and customer loyalty, which are central to AEGON’s strategy.

Regarding the repayment of the Dutch State, Mr. *Wynaendts* states that there are no reasons to 'sit' longer on that money from the Dutch State. First of all, the commitment to repay by June 30, 2011 is part of the overall agreement with the Dutch Ministry of Finance and the European Commission. AEGON believes that the outcome that was reached with the European Commission and the Ministry of Finance is the most favorable outcome for AEGON. Secondly, the total amount (including the premium) to be paid back remains the same, regardless of when it is paid back. Regarding the related question on expansion, it is important to realize that AEGON is present in a number of key markets, including the Netherlands. AEGON is keen to expand further in Central & Eastern Europe, amongst others. The same applies to Asia and to certain businesses in the US and in Latin America. So, the Board will look at all options. The Board will look at many ways of achieving growth, but the primary focus is on organic growth.

Mr. *Keyner* wants to know whether AEGON’s position in the Netherlands already is so strong as one of the six major insurers that it does not want to do acquisitions, but rather wants to increase the efficiency of the existing operations in the Netherlands

Mr. *Wynaendts* responds that the preference is to have a business in all markets where AEGON operates that is run efficiently, has sufficient scale and as a consequence is a solid operator in that market. That also applies to the Netherlands. In the Netherlands AEGON’s focus is to improve the service levels, avoiding customer complaints, such as the petition from the OPTAS customers. In Central & Eastern Europe AEGON has built a very solid base in Poland and Hungary, and increasingly now also in Turkey. AEGON continues to build on that basis and to focus on operational excellence in the way the business units deliver their products to the customers.

Mr. *Keyner* raises a question about AEGON’s risk profile. He examined the Risk overview 2010 on page 45 of the annual report. There is a list of risk factors for the firm but he did not see the litigation risk. He mentions the litigation risk in the Netherlands, related to the unit-linked policies and ‘Koersplan’. He notes that it is still conceivable that many of the Koersplan policies will have to be reversed for AEGON. That might mean a repayment of hundreds of thousands of euros if a higher court confirms the ruling from a lower court. Mr. Keyner misses a clear explanation in the Annual Report that this is a potential risk that AEGON is trying to hedge in one way or another.

Mr. *Wynaendts* explains that litigation risk is part of the operational risk section as presented on page 45. Litigation is discussed in more detail in the annual accounts on page 214, where also a reference is made to Koersplan.

Mr. *Burrie* refers to the questions about the State support and he asks if the money was intended to strengthen the reserves or that it has been used to hedge the losses. He also refers to the repayment premium, which ultimately is being paid by the shareholders. Mr. *Burrie* also refers to the role of the independent intermediary. His concern is that a lot of intermediaries are turning away from AEGON because of the use of non-traditional channels like Kruidvat. For complex insurance products AEGON benefits greatly from the intermediary, who is more knowledgeable.

Mr. *Wynaendts* explains that AEGON works very extensively with intermediaries and will continue to do so, because the importance of the role of advice is evident as well as the role of supporting the customers when they need support. At the same time, the Company is looking at how it can be more efficient in that distribution channel. AEGON works with intermediaries in all the markets where the Company operates, including for example in the US and China, but there is also a need to adjust the product offering to the new environment.

Mr. *Wynaendts* then comments on the questions regarding the State support. AEGON was able to negotiate a reduction in the 50% penalty-free redemption for the first EUR 1 billion. So, the first repayment of EUR 1 billion was not done at a 50% penalty. Then the Board was able to negotiate another EUR 500 million, which was also not at a 50% penalty. The remaining EUR 1.5 billion was paid at a penalty of 50%. It is not only a question of a dialogue and an agreement between the Ministry of Finance of the Netherlands and AEGON, but at the end of the day the European Commission decided that the State support had to meet certain minimum levels. So, AEGON has not only to deal with the Dutch Ministry of Finance. It was the result of a very complex discussion and negotiation. In the end the 50% premium was not paid in full, but approximately 30% over a 2.5 year period. This is still quite expensive, but not as expensive as when the 50% was applied. As explained earlier, at that point in time it was the right decision in view of the total uncertainty in which AEGON found itself. Any alternative at that point in time would have been significantly more expensive.

3.1 Annual Report 2010

Mr. *Nooitgedagt* gives a presentation on the full-year 2010 results and the highlights of the 2011 Q1 results that were announced in the morning of May 12. The slides of the presentation of Mr. Nooitgedagt are considered part of these minutes and are published on www.aegon.com.

During 2010, both AEGON's underlying earnings and net income improved considerably. Underlying earnings before tax increased by 66% to EUR 1,972 million. Net income increased from EUR 204 million in 2009 to EUR 1,760 million. The increases in underlying earnings were the result of business growth, cost savings, further improvements in financial markets and strengthening of the dollar against the euro. The improvement of net income was driven by higher underlying earnings, a turnaround in fair value results, higher realised gains on investments and considerably lower impairments. These positive effects were partly offset by higher losses for the run-off businesses and tax charges, where 2009 had included tax benefits. The underlying earnings before tax increased 66% to EUR 2 billion, mainly as a result of a strong recovery in the Americas. The improvement was the result of growth of the business, cost savings, higher fee income as a result of higher account balances driven by net inflows and a recovery in financial markets and the absence of reserve strengthening in the Americas. Earnings in the Netherlands remained generally strong. AEGON's operations in the United Kingdom reported higher underlying earnings, while earnings from new markets increased mainly as a result of the inclusion of AEGON Asset Management, only partly offset by higher claim experience in the non-life business in Hungary.

AEGON's new life sales in 2010 increased with 5% compared with 2009 to EUR 2.2 billion. Sales across the company showed improvements during the year. Spain was an exception, as a consequence of the continued weak economic conditions. Gross deposits – excluding run-off businesses – increased 18% to EUR 32.6 billion in 2010 as a result of continued strong growth in variable annuity, retail mutual funds and also pension deposits in the United States, as well as new mandates for AEGON Asset Management, in evidence of the strategic shift from spread to fee-based businesses.

Subsequently, Mr. *Nooitgedagt* provides the highlights of the first quarter 2011 results.

With regard to the medium-term targets reasonable progress has been made in the first quarter of this year. Underlying earnings were impacted by exceptional charges in the UK, due to the program to redress customers for errors in policy records, and increased longevity provisioning in the Netherlands, for which a prudent approach has been taken by adding to the reserves on average EUR 20 million per quarter during 2011, in addition to the 2010 level of provisioning. In the Americas, earnings increased by 2% driven by strong results from both pensions and variable annuities, in line with the strategy to increase fee-generating business and reduce spread business. In Central & Eastern Europe, earnings were stable, despite the negative impact of the new pension legislation in Hungary.

One of the priorities over the past few years in particular was and continues to be to maintain a strong capital position and buffer. At the end of 2010, AEGON's excess capital above AA capital adequacy requirements totalled EUR 3.8 billion. During the year, AEGON businesses generated EUR 2.7 billion of cash flows, while the Company invested EUR 1.3 billion in new business and businesses upstreamed EUR 1.3 billion to the holding company. Important is that AEGON's solvency ratio under the EU Insurance Group Directive – the IGD – remained strong and amounted to 198% at year-end 2010. AEGON's core capital position improved considerably during 2010 to EUR 18.7 billion, as a result of a further increase in the value of the company's investments and the inclusion of the result for the year 2010. These positive effects were partly offset by the repayment of EUR 500 million to the Dutch State, as well as the coupon, premium and dividend payments on AEGON securities. Shareholders' equity amounted to EUR 17.2 billion at the end of 2010, compared to EUR 12.2 billion at the end of 2009. This of course was the result of improved revaluation reserves, net income and some currency effects. In the first quarter of this year, shareholders' equity decreased slightly to EUR 16.9 billion, mainly due to a weaker US dollar.

Impairments totalled EUR 452 million for 2010, a significant improvement over the previous couple of years, reflecting the improved market conditions. In Q1 2011, impairments were at the lowest level in three years, but still above AEGON's long-term expectations. These impairments were primarily related to US real estate-related securities. The trend of lower impairments continued during the first quarter of this year and totalled EUR 62 million. This includes recoveries of EUR 26 million. Impairments are expected to remain at somewhat elevated levels for the foreseeable future due mainly to US real estate-related securities.

Total embedded value increased 6% to almost EUR 19 billion in 2010. This improvement was due to positive performance of the in-force business as a result of cost savings, improved financial markets and strengthening of currencies. In line with our strategy to reduce the relative capital allocated to our US operations, more Value of New Business (VNB) is generated outside the US. This is demonstrated by the fact that New Markets, which only represent 7% of embedded value, already generated 21% of VNB in 2010.

Mr. *Nooitgedagt* summarizes that progress is being made on a number of strategic objectives, and notes that AEGON is on track to fully repurchase the remaining core capital securities by the end of June 2011.

The *Chairman* thanks Mr. Nooitgedagt for his introduction and opens the floor for questions and remarks.

Mr. *Van Diepen* raises a question on AEGON's position in Hungary and the impact of the changes in the pension market.

Mr. *Nooitgedagt* answers that in Hungary mandatory pension fund assets have been taken over by the Hungarian State. The unfavorable pension legislation changes resulted in a write-down of intangibles of EUR 18 million and a EUR 5 million restructuring charge related to the Hungarian pension operations. However, AEGON Hungary is not only dependent on the mandatory pension business. AEGON is also active in the voluntary pension business, life and non-life insurance business. Although earnings are lower compared with 2009, Hungary remains an important new market for AEGON. Hungary is a substantial part of the results of New Markets, which as a whole reported EUR 91 million of net profit for 2010.

Mr. *Burrie* asks about the nature of the errors that have been made in the customer administration in the United Kingdom.

Mr. *Nooitgedagt* explains that AEGON UK has gone through all policyholder files since May 2009 to check them for administrative errors. These concern a variety of issues, such as addresses, amounts and valuation of the pension assets. As part of this legacy program, AEGON UK identified impacted customers and took steps to bring those customers in the financial position they would have been in had the issue not occured. AEGON aims to have completed this program before year-end 2011. Provisions have been taken and these refer partly to compensation of clients.

Mr. *Heinemann* would like to hear what the influence has been of the IFRS valuation principles and the obligations of liabilities ensuing from life insurance and pensions.

Mr. *Nooitgedagt* answers that the industry implemented IFRS in 2002 and 2003. At that time, there was no requirement to change the valuation of insurance liabilities. The way they are currently valued is like it was before the implementation of IFRS, so still at the interest rate of 3% to 4% – basically at cost – and valuating these liabilities at a higher interest rate or a higher discount is not possible at this moment. We have not disclosed the difference between the market value and the book value of our liabilities but we expect – which is now under discussion – that in the coming three to four years that change will happen under IFRS4

Phase 2. Most of the assets are at market value. That is one of the reasons for the valuation differences going through equity and the significant improvement of our shareholders' equity at the end of 2010 compared with year-end 2009.

Referring to a question from Mr. *Bruijnen*, Mr. *Nooitgedagt* explains that provisions are taken for our liabilities based on the policies we sell to our customers. All these commitments are reflected in our liabilities and discounted at an interest rate of 3% to 4% per year. That is the way IFRS accounting works.

Mr. *Keyner* refers to the sale of Transamerica Reinsurance, which is for EUR 2.1 billion in the books, while the proceeds will be less. That raises the question to which extent shareholders can trust the quality of the balance sheet. Given the concerns with regard to the real estate market in the US, it would be logical to take an impairment loss immediately, reflecting the actual situation.

Mr. *Nooitgedagt* states that more impairment lossses may be expected but probably at a lower level than we have seen in the past. Pursuant to IFRS, such impairment losses must be accounted for at the moment they happen, based on cash-flow testing. If the cash flows of the underlying asset are not sufficient impairment losses are charged. Regarding impairmant losses it should be realised that IFRS accounting is based on incurred losses and not on expected losses.

Mr. *Van Diepen* refers to an interview with Mr. Streppel a number of years ago, stating that IFRS is making the definition of profit more volatile. It has to do with the valuation of assets and liabilities. As an economist and not an auditor he is of the opinion that the insurance business is very complicated. What does help – not only in this Company but also in other companies – is the cash-flow statement, which shows that the cash and cash equivalents are increasing.

Mr. *Nooitgedagt* confirms that the first quarter press release shows that our cash position has further improved. He states that in a volatile world cash and capital are becoming more important under IFRS.

Referring to the euro crisis, Mr. *Gerritsen* asks what the impact on AEGON would be if the worst-case scenario for Greece would materialize.

Mr. *Nooitgedagt* states that AEGON’s exposure to Greece is limited to EUR 5 million. AEGON works with scenario studies to get insight in the potential impact of the euro crisis.

There being no further questions, the chairman proposes to move to item 3.2.

3.2 Annual Accounts 2010: Proposal to adopt the Annual Accounts 2010

Following the discussion on the Annual Accounts under item 3.1, the *Chairman* proposes to adopt the Annual Accounts 2010 as drawn up by the Executive Board and approved, without changes, by the Supervisory Board.

Following an electronic vote showing 1,312,756,113 votes in favor, 1,850,044 against and 25,210,356 abstentions; the *Chairman* establishes that the General Meeting of Shareholders has adopted the Annual Accounts for 2010.

4. Dividend 2010

The *Chairman* states that AEGON committed not to pay a dividend on the common shares until the core capital obtained from the Dutch State is fully repaid. Consequently, AEGON did not declare an interim dividend nor proposes a final dividend for 2010.

The general policy is that AEGON aims to pay out a sustainable dividend to allow equity investors to share in the performance of the Company, which can grow over time if the performance of the Company so allows. After investment in new business to generate organic growth, capital generation in AEGON's operating subsidiaries is available for distribution to the holding company, while maintaining the capital and liquidity position in the operating subsidiaries in line with AEGON's capital management and liquidity risk policies. AEGON uses the cash flows from the operating subsidiaries to pay holding expenses, including funding costs. The remaining cash flow from operating units to AEGON N.V. is available to execute AEGON's strategy and to fund dividends on its shares, subject to maintaining the holding company targeted excess capital. Depending on circumstances, future prospects and other considerations, AEGON may elect to deviate from this target. The Executive Board and Supervisory Board will also take the capital position, financial flexibility, leverage ratios, and strategic considerations into account when declaring or proposing dividends on common shares.

In normal circumstances, AEGON would expect to declare an interim dividend when announcing its second quarter results and to propose a final dividend at the Annual General Meeting of Shareholders for approval. Dividends would normally be paid in cash or stock at the election of the shareholder. The relative value of cash and stock dividends may vary. Stock dividends paid may, subject to capital management and other considerations, be repurchased in order to limit dilution.

AEGON currently intends to resume dividend payments on its common shares after the full repurchase of the Convertible Core Capital Securities issued to the Dutch State, which is expected to occur by the end of June 2011. Absent unforeseen circumstances, the intention is to propose a final EUR 0.10 dividend per common share at the Annual General Meeting of Shareholders in 2012 covering the second half of 2011. When determining whether to declare or propose a dividend, AEGON has to balance prudence versus offering an attractive return to shareholders, for example in adverse economic and/or financial market conditions. Also, AEGON's operating subsidiaries are subject to (local) insurance regulations, which could restrict dividends to be paid to the holding company. There is no requirement or assurance that AEGON will declare and pay any dividends.

Noting that no questions are raised and this is not a voting item, the *Chairman* moves to the next agenda item.

5. Proposal to release the members of the Executive Board from liability for their duties

The *Chairman* puts forward the proposal that members of AEGON's Executive Board be released from liability for their duties, in so far as the exercise of these duties is reflected in the Annual Report 2010 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2010.

The *Chairman* establishes that there are no comments or questions on this proposal.

Following an electronic vote showing 1,309,659,033 votes in favor, 27,396,375 against and 2,761,105 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has released the members of the Company's Executive Board from liability for their duties, insofar as the exercise of these duties is reflected in the Annual Report 2010 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2010.

6. Proposal to release the members of the Supervisory Board from liability for their duties

The *Chairman* puts forward the proposal that members of AEGON's Supervisory Board be released from liability for their duties, insofar as the exercise of these duties is reflected in the Annual Report 2010 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2010.

The *Chairman* establishes that there are no comments or questions on this proposal.

Following an electronic vote showing 1,309,326,809 votes in favor, 27,674,546 against and 2,815,158 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has released the members of the Company's Supervisory Board from liability for their duties, insofar as the exercise of these duties is reflected in the Annual Report 2010 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2010.

7. Proposal to appoint the independent auditor

The *Chairman* proposes that, in accordance with the recommendation of the Audit Committee, the meeting appoints Ernst & Young as the independent auditor for the Annual Accounts 2011.

The *Chairman* notes that each year the Audit Committee evaluates the functioning of the external auditor and advises the Supervisory Board to propose to shareholders either the reappointment of the auditor or the appointment of a new auditor. This procedure is in line with the regulations of the Sarbanes-Oxley Act ('SOX'). SOX, he says, 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. A detailed pre-approval policy is established by the Audit Committee in 2004 for the first time and last updated in May 2009. All of Ernst & Young's services are subject to pre-approval by the Audit Committee each year.

The *Chairman* mentions that there is also a rotation schedule in place for the individuals who carry out 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 had served as lead partner. He will be succeeded by Rob Lelieveld for the 2011 audit.

The Audit Committee has reviewed the independence and quality of Ernst & Young and the individual members of the group and local/regional audit teams on an annual basis. In addition, last year management and the Audit Committee have carried out an in-depth assessment of Ernst & Young's performance, quality, cost levels and independence, as required under the Dutch Corporate Governance Code. In this exercise, they were supported by an independent outside advisor. This year's review resulted in the recommendation by the Audit Committee to the Supervisory Board to ask shareholders to re-appoint Ernst & Young. The Supervisory Board agreed and now proposes to shareholders to reappoint Ernst & Young as the independent auditor for the financial year 2011.

Mr. *Bruijnen* asks if there are criteria to assess whether the external auditor is performing well.

The *Chairman* states that in essence their task is to perform an independent audit of the accounts of the Company. The assessment that was carried out confirmed that the external auditors performed well. He adds that the external auditors are present in the meeting, so they are available for questions during or after the meeting.

Mr. *Keyner* asks whether the external auditor has any knowledge about the valuation of Transamerica Re versus the sales price and whether this has led him to take a different view of the other assets on your balance sheet.

Mr. *Nooitgedagt* explains that the balance sheet is reviewed every quarter by the external auditor, also to determine whether impairment charges has to be taken or not. The accounting of the Transamerica Re transaction will take place at closing.

In reply to a question of Mr. Keyner, Mr. *Van Overmeire* (Ernst & Young) states that he was the auditor for 2010. The impairment process is a process that the external auditor looks upon very carefully every year according to the valuation hierarchy as explained in the Financial Statements. In the area where the external auditor relies on the cash-flow models, he looks very carefully at the models, including the assumptions made by management. The external auditor makes use of valuation specialists. Ernst & Young concurs with the conclusions. E&Y also concurs with the statement that the CFO made about the Transamerica Re transaction. This is a reinsurance transaction for 2011, so it does not affect the valuation at the end of 2010.

The *Chairman* establishes that there are no further comments. Following an electronic vote showing 1,326,965,412 votes in favor, 12,032,910 against and 818,191 abstentions; the Chairman establishes that the General Meeting of Shareholders has appointed Ernst & Young as the independent auditor of AEGON's 2011 Annual Accounts.

8. Proposal to adopt a new Executive Board Remuneration Policy

The *Chairman* brings forward a proposal to adopt a new Executive Board Remuneration Policy. The current remuneration policy was adopted by the shareholders in 2010 and is included in the Annual Report, pages 66 to 69. The proposed new remuneration policy for the members of the Executive Board is included in the agenda for this meeting. Adoption by the shareholders will be effective retroactively as from January 1, 2011. The *Chairman* gives the floor to Mr. Van Wijk, chairman of the Compensation Committee of the Supervisory Board, to give a presentation on the proposed new policy.

Mr. *Van Wijk* refers to slides 41 – 43 of the presentation – which are considered part of these minutes and are published on www.aegon.com – and explains that the new policy is basically designed to include a number of amendments to stay compliant with newly introduced European and Dutch regulations. He states that in general it is important to make sure that AEGON continues to be able to attract and retain top quality management, as is also the aim of the current policy. AEGON is an international company that can only be successful when it is able to compensate its executives at competitive levels. He acknowledges that people may have different views on these compensation levels depending on where they live. Several institutional shareholders have expressed their concerns about current compensation levels. That was also the case last year. In their view compensation levels are so much under pressure and bound by regulation that this may present a potential risk for our ability to attract and retain the right people. The Supervisory Board shares those concerns.

Mr. *Van Wijk* states that the Executive Board members did not receive short-term variable compensation over 2010 while fixed compensation increased only marginally. At present, the Executive Board remuneration is significantly below the median of the international market. That is not what the Supervisory Board had in mind when the executives were appointed. The intention was to pay them in accordance with international market practices. Over time, this needs to be addressed in accordance with rules and regulations as well as applicable codes. The Supervisory Board will closely monitor developments and hopes that in the coming months European regulators will harmonize their views and interpretations of the new regulations, in particular the European Capital Requirements Directive 3 (CRD3). In addition, the general sentiment of our customers and stakeholders will be taken into account, even more as the State support is not yet repaid in full. Clearly, the ideas of what good compensation looks like vary substantially across economies, countries and cultures. It is clear that this cannot be ignored, nor the fact that AEGON is headquartered in the Netherlands with the Dutch Central Bank as the lead supervisor, so the Dutch position has to be acknowledged in our policies.

At this moment, a policy is presented to shareholders that clearly is a compromise of what the Supervisory Board believes is right and the current interpretation of the rules, for which we have approval of the Dutch Central Bank. The current policy for the Executive Board needs to be adjusted in order to comply with the new regulations. Some shareholders have raised objections against certain parts of the policy, but the Supervisory Board has tried to make the best and most balanced choices. AEGON needs to apply the new rules, even when there are doubts about the ability to align shareholders' and other stakeholders' interests, or doubts whether the compensation package for AEGON's executives is in line with international practices. Mr. *Van Wijk* notes that this is currently not the case. The current proposal is as good as possible. The Supervisory Board will monitor the developments very closely and the Company will engage with its shareholders in order to see what further improvements can be made.

Based on the major drivers as included in the presentation and the adjustments that were made to the existing policy, approval is sought for the new Executive Board remuneration policy, aligning all interests as good as possible at this point in time.

Mr. *Gootjes* refers to the sustainability element of the Executive Board compensation. In the Annual Report the Dow Jones Sustainability Index (DJSI) and AEGON's ranking on that index is mentioned. That has been controversial for two other Dutch companies and they have changed that. He asked whether AEGON has changed that element as well.

Mr. *Van Wijk* acknowledges that there is some debate about the DJSI. AEGON is following that debate, but chose not to change the use of the DJSI.

Mr. *Gootjes* responds that the most important sustainability element for a financial company is the sustainability of its investments. He suggests to take that into consideration for future remuneration policies.

Mr. *Van Wijk* answers that the Supervisory Board will take that into account when revisiting the remuneration policy.

Mr. *Keyner* refers to integrity and customer orientation, which should be an integral part of remuneration. He also refers to the many discussions about excessive remuneration packages. He suggests AEGON to take the vanguard in that respect and says that the remuneration and pension plan as it is currently, is adequate and that the challenges for AEGON are fascinating enough to add meaning to the jobs of the members of the Executive Board. That should be the guidance when designing the remuneration structure for the Company.

Mr. *Van Wijk* states that because of the different interpretations and different implementation measures of CRD3 by local regulators there is no level playing field. The problem we face is that if we have to apply these rules throughout the AEGON organization internationally, in particular in the United States but also in other parts of the world, we cannot offer attractive packages to external candidates. As a result of this discrepancy, AEGON runs the significant risk in the Netherlands but also elsewhere that we will not be able to attract the right people with what from a Dutch perspective seem to be adequate remuneration packages, but are in fact out of line with the packages in other countries. That is the sincere worry of the Supervisory Board. It is not so much an issue of absolute levels, but rather whether the level is competitive. That is why we follow the international practices. The current result differs from the international practice and means that in the Netherlands we are forced to comply with rules that make it very difficult for us to compete for talent as an international company.

Mr. *Keyner* remarks that the VEB does not say that remuneration for top executives should be as low as possible, but it should be adequate. In the past five years it has become clear that top salaries and top variable compensation for executives do not lead to good governance. Companies should take the longer-term perspective into account if they want to be successful, shareholders to benefit and clients to receive proper services.

Mr. *Van Wijk* remarks that being so far off from what is being paid internationally puts the company in a very difficult position to attract the right people. He notes that the remuneration policy is aimed at paying at the median level, which is certainly not the top. In fact, however, AEGON is currently paying its executives well below the median level, which should also be the shareholder's worry in the longer term. AEGON has loyal executives who have accepted that, but for the longer term this is not a sustainable position when trying to attract new people and talent.

Mr. *Bruijnen* remarks in this context that the Company should not be dependent on the top executives only when it comes to how the company is run and achieving good results for all stakeholders.

Mr. *Jansen* states that customer satisfaction is very important. Salaries of management are ultimately paid by the customers. He finds that including customer satisfaction only as part of the sustainability-related objectives as part of the Group Targets for the members of the Executive Board, is not sufficient.

Mr. *Van Wijk* states that the overall performance is indirectly a reflection of whether you serve your customer appropriately or not. So, there is a correlation between the financial Group Targets and the sustainability-related objectives. The challenge is to find a proper balance between the various elements.

For the time being this is certainly a set of targets that is appropriately established. The *Chairman* adds that the Supervisory Board will continue to look at customer satisfaction very closely.

The *Chairman* establishes that there are no further comments on the Executive Board remuneration proposal.

Following an electronic vote showing 931,473,623 votes in favor, 405,501,184 against and 2,841,706 abstentions, the *Chairman* establishes that the General Meeting of Shareholders have approved the proposal to adopt a new Executive Board Remuneration Policy, effective January 1, 2011.

9. Proposal to reappoint Mr. A.R. Wynaendts to the Executive Board

The *Chairman* puts forward a proposal to reappoint Mr. Wynaendts as a member of AEGON's Executive Board for a term of four years from May 12, 2011. His résumé has been attached to the agenda of the meeting.

The *Chairman* establishes that there are no comments on the proposal.

Following an electronic vote showing 1,333,752,216 votes in favor, 4,444,437 against and 1,619,860 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has reappointed Mr. Wynaendts as a member of the Executive Board for a term of four years, beginning May 12, 2011.

10. Proposal to reappoint Mr. A. Burgmans to the Supervisory Board

The *Chairman* puts forward a proposal to reappoint Mr. Burgmans as a member of AEGON's Supervisory Board for a term of four years from May 12, 2011. His résumé has been attached to the agenda of the meeting.

Mr. *Bruijnen* would like to know how critical Mr. Burgmans has been vis-à-vis the Executive Board during his past term.

Mr. *Burgmans* answers that he is of the opinion that a supervisory board member should be constructive and critical, emphazising both elements. He estimates the ratio of the two elements at 80% constructive and 20% critical. But the criticism is in fact an important requirement to be a good supervisory board member. Of course a supervisory board members is not on his/her own. The Supervisory Board at AEGON has a style in which on the one hand we try to help the Executive Board constructively but on the other hand we can ask really critical questions.

The *Chairman* establishes that there are no further comments on the proposal.

Following an electronic vote showing 1,333,631,587 votes in favor, 4,477,774 against and 1,707,152 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has reappointed Mr. Burgmans as a member of the Supervisory Board for a term of four years, beginning May 12, 2011.

11. Proposal to reappoint Mrs. K.M.H. Peijs to the Supervisory Board

The *Chairman* puts forward a proposal to reappoint Mrs. Peijs as a member of AEGON's Supervisory Board for a term of four years from May 12, 2011. Her résumé has been attached to the agenda of the meeting.

The *Chairman* establishes that there are no comments on the proposal.

Following an electronic vote showing 1,309,828,280 votes in favor, 28,301,553 against and 1,686,680 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has reappointed Mrs. Peijs as a member of the Supervisory Board for a term of four years, beginning May 12, 2011.

12. Proposal to reappoint Mr. L.M. van Wijk to the Supervisory Board

The *Chairman* puts forward a proposal to reappoint Mr. Van Wijk as a member of AEGON's Supervisory Board for a term of four years from May 12, 2011. His résumé has been attached to the agenda of the meeting.

The *Chairman* establishes that there are no comments on the proposal.

Following an electronic vote showing 1,320,012,387 votes in favor, 18,174,022 against and 1,630,104 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has reappointed Mr. Van Wijk as a member of the Supervisory Board for a term of four years, beginning May 12, 2011.

13. Proposal to authorize the Executive Board to issue common shares

The *Chairman* establishes that the full text of the proposed resolution to authorize the Executive Board to issue common shares has been included in the explanatory notes to the agenda. In accordance with Dutch law, shareholders are asked to give the Executive Board authority to issue common shares or grant rights to subscribe to common shares for a period of eighteen months, subject to prior approval by the Supervisory Board. The purpose of this proposal is to enable the Executive Board to react quickly, without having to wait for prior approval from shareholders, to circumstances that may require an issue of common shares. Under the terms of the resolution, this authorization will be limited to 10% of AEGON's issued capital, plus an additional 10% in the event of an acquisition. This '10 plus 10' formula is common among companies in the Netherlands.

The *Chairman* remarks that this Authorization is exactly the same as last year. The Authorization was used in February 2011 to issue 10% new shares via an accelerated book-build offering. The shares were sold at a price of EUR 5.20 per share. The proceeds of EUR 903 million were used to fund part of the repurchase of 375 million convertible core capital securities provided by the Dutch State.

In reply to a remark of Mr. *Heinemann*, the *Chairman* explained that the requested Authorization will replace the Authorization as granted during the 2010 AGM, which is mentioned in the explanation to the agenda.

The *Chairman* establishes that there are no further comments on this proposal.

Following an electronic vote showing 1,216,503,557 votes in favor, 121,964,535 against and 1,348,421 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has authorized the Executive Board, for a period of eighteen (18) months, effective May 12, 2011, to issue common shares or rights to acquire common shares, subject to the approval of the Supervisory Board. This authority is limited each year to 10% of AEGON's issued capital, plus a further 10% in the event of an acquisition. The term 'capital', in this instance, refers to the total par value of common shares issued at the moment the authorization is used for the first time in any calendar year. This authorization can only be withdrawn by the General Meeting of Shareholders on a proposal from the Executive Board, and as previously approved by the Supervisory Board.

14. Proposal to authorize the Executive Board to restrict or exclude pre-emptive rights upon issuing common shares

The *Chairman* establishes that the full text of the proposed resolution to authorize the Executive Board to restrict or exclude pre-emptive rights upon issuing common shares has been included in the explanatory notes to the agenda. In accordance with Dutch law, shareholders are asked to give the Executive Board authority, for a period of eighteen months, to restrict or exclude shareholders' pre-emptive rights when issuing common shares or granting rights to subscribe to common shares, subject to Supervisory Board approval. This authority, together with that for agenda item 13, will give the Executive Board the opportunity to react quickly, without having to wait for prior approval from shareholders, to circumstances that may require an issue of common shares with or without restricted pre-emptive rights. This authorization is also limited to 10% of AEGON's issued capital, plus a further 10% in the event of an acquisition. As an example, the authorization was used to exclude pre-emptive rights in February 2011 when the Company raised EUR 903 million of share capital through an accelerated book-build offering.

The *Chairman* establishes that there are no comments on this proposal.

Following an electronic vote showing 1,228,777,764 votes in favor, 109,272,442 against and 1,766,307 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has authorized the Executive Board, for a period of eighteen (18) months, effective May 12, 2011, to restrict or exclude pre-emptive rights of existing shareholders following an issuance of common shares or the granting of rights to subscribe to common shares, subject to the approval of the Supervisory Board. This authority is granted on the condition that it will be limited each year to 10% of the Company's issued capital, plus a further 10% in the event of an acquisition. The term 'capital', in this instance, refers to the total par value of common shares issued at the moment the authorization is used for the first time in any calendar year. This authorization can only be withdrawn by the General Meeting of Shareholders on a proposal from the Executive Board, and as previously approved by the Supervisory Board.

15. Proposal to authorize the Executive Board to issue common shares under incentive plans

The *Chairman* proposes that the General Meeting of Shareholders resolves to authorize the Executive Board for a period of eighteen months and effective May 12, 2011 to issue common shares and/or to grant rights to subscribe to common shares to employees and/or management of AEGON N.V. and all companies with which AEGON N.V. forms a group, based on a group-wide incentive plan or the remuneration policy of the Executive Board as adopted. This authorization will be limited to 1% of the total nominal amount of the common shares issued at the time that this authorization is used for the first time in any calendar year. This authorization can only be withdrawn by the General Meeting of Shareholders on a proposal of the Executive Board previously approved by the Supervisory Board. This authorization is identical to the one granted in 2010.

The *Chairman* adds that AEGON has developed a long-term incentive compensation program for its senior management including the Executive Board. This authorization includes shares granted to members of the

Executive Board based on the remuneration policy for the Executive Board as proposed and agreed under agenda item 8.

The *Chairman* establishes that there are no comments on this proposal.

Following an electronic vote showing 1,320,726,905 votes in favor, 13,418,555 against and 5,671,053 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has authorized the Executive Board, for a period of eighteen (18) months, effective May 12, 2011, to issue common shares and/or to grant rights to subscribe to common shares to employees and/or management of AEGON N.V. and all companies with which AEGON N.V. forms a group, as part of either a group-wide incentive plan or the remuneration policy of the Executive Board as adopted. This authorization is limited to 1% each year of the total nominal amount of common shares outstanding at the moment the authorization is used for the first time in any calendar year. This authorization can only be withdrawn by the General Meeting of Shareholders on a proposal from the Executive Board, as previously approved by the Supervisory Board.

16. Proposal to authorize the Executive Board to acquire shares in the Company

The *Chairman* establishes that the full text of the proposed authorization to the Executive Board to acquire shares in the Company has been included in the explanatory notes to the agenda. This authorization for the Company to buy shares in its own capital is identical to those granted in previous years. Although according to Dutch law and the Articles of Association a repurchase of common and/or preferred shares for a consideration is possible in such a way that the aggregate par value of the shares AEGON acquires, holds, holds as collateral or held by a subsidiary, may not exceed 50% of AEGON’s total issued capital, it is proposed to limit this authorization to 10% of AEGON’s total issued capital. This authorisation will allow the Executive Board to be flexible and to react quickly to circumstances necessitating a repurchase of AEGON N.V. shares and can be used for any and all purposes. Upon adoption, this Resolution will replace the authorisation granted in 2010.

The *Chairman* establishes that there are no comments on this proposal.

Following an electronic vote showing 1,320,882,450 votes in favor, 17,528,520 against and 1,405,543 abstentions, the *Chairman* establishes that the General Meeting of Shareholders has authorized the Executive Board, for a period of eighteen (18) months, effective May 12, 2011, to acquire, for a certain consideration, shares in AEGON’s own capital. The number of shares that can be acquired in this way shall not exceed 10% of AEGON’s total issued capital. Under the terms of the resolution, common shares can only be acquired at a price not higher than 10% above the quoted local market price immediately prior to purchase. Preferred shares can be acquired at a price not higher than 10% above their average paid-in amount, plus any dividends accrued but not yet paid at the time of the purchase.

17. Any other business

Before opening the floor for any other questions, the *Chairman* congratulates Mr. Wynaendts with his reappointment as a member of the Executive Board and Mrs. Peijs, Mr. Burgmans and Mr. Van Wijk with their reappointment as members of the Supervisory Board.

The *Chairman* also extends the gratitude of the members of the Supervisory Board and Executive Board to Mrs. Sue Kempler, who unfortunately had to step down from the Supervisory Board due to health reasons.

Mrs. Kempler has been an outstanding member of AEGON's Supervisory Board. The Company benefitted from her in-depth knowledge of AEGON's business and career-long involvement with leading industry organisations dedicated to the promotion of high ethical standards in the insurance sector.

The *Chairman* thanks all AEGON employees around the world for their many contributions during the difficult years since the beginning of the financial crisis. The Supervisory Board and Executive Board count on them to execute AEGON's strategy.

Mr. *Keyner* makes the remark that the VEB is concerned about the corporate culture, especially the integrity of the distribution channel. As AEGON does not always have face-to-face dealings with their end customers, the question is how AEGON guarantees the integrity in customer-orientation of the external distribution channel, including large brokers.

Mr. *Wynaendts* states that AEGON does not only see the distributor as the one who sells the products, but AEGON engages much more with them. The Company makes significant efforts to ensure that the distributors adhere to the AEGON procedures. Integrity and clarity to our customers are at the core of our DNA and it is also at the core of the way we work with our distributors.

Mr. *Van Diepen* comments that he believes that a shareholders meeting is not the appropriate platform for an action group and suggests to limit their time to speak. He also notes that the annual present was a music CD of Lang Lang last year, while in the past a large tablet of chocolate was a nicer present. His suggestion is to reconsider the gift, realising not to look a gifted horse in the mouth.

The *Chairman* agrees with the first comment and will take his second into account next year, without making any promises.

Mr. *Jansen* states that he chaired for nine years the Stichting Belangenbehartiging Pensioengerechtigden Vervoer- en Havenbedrijven (Stichting BPVH). Under his chairmanship an agreement was reached that led to a settlement payment of EUR 500 million by Stichting OPTAS to SBPVH. He is surprised that things seem to develop in the wrong direction given the demonstration earlier today. Mr. Van Laak as his successor could play a positive role in solving the current issues.

Mr. *Wynaendts* answers that he is grafeful for the role Mr. Jansen played in reaching an agreement. As said before AEGON is prepared to continue the talks with SBPVH, but it has to be a two-way street.

18. Close of the meeting

No other business was raised and the *Chairman* thanks everybody present for attending the meeting, noting that members of the Supervisory Board and Management Board as well as Investor Relations officers will be available for questions. The meeting is closed at 16.30 pm.

Prepared in The Hague on August 12, 2011 and adopted and signed on November 12, 2011.

/s/ R.J. Routs	/s/ W.U. Beltman
R.J. Routs, Chairman	W.U. Beltman, Secretary