



Agenda

Annual General Meeting of Shareholders 2014

May 21, 2014

Aegonplein 50

The Hague

The AGM will be webcast
on Aegon's corporate website:
aegon.com/agm



Transform Tomorrow

Annual General Meeting of Shareholders (AGM) of Aegon N.V. (the “Company”) to be held on Wednesday, May 21, 2014 at 10:00 a.m. at the Aegon head office, Aegonplein 50, The Hague, the Netherlands.

Agenda

1. Opening (*)
2. Presentation on the course of business in 2013 (*)
- 3.1 Annual Report 2013 (*)
- 3.2 Remuneration Report 2013 (*)
- 3.3 Annual Accounts 2013: Proposal to adopt the Annual Accounts 2013
4. Proposal to approve the final dividend 2013
5. Proposal to release the members of the Executive Board from liability for their duties
6. Proposal to release the members of the Supervisory Board from liability for their duties
7. Proposal to appoint Mr. Robert W. Dineen to the Supervisory Board
8. Proposal to appoint Ms. Corien M. Wortmann-Kool to the Supervisory Board
9. Proposal to authorize the Executive Board to issue common shares
10. Proposal to authorize the Executive Board to restrict or exclude pre-emptive rights upon issuing common shares
11. Proposal to authorize the Executive Board to issue common shares under incentive plans
12. Proposal to authorize the Executive Board to acquire shares in the company
13. Any other business (*)
14. Close of the meeting (*)

(*) These items will not be voted upon.

The Annual Report 2013 is available on Aegon's corporate website (aegon.com/agm). Copies can be obtained by completing the order form on the website.

Explanation of the agenda

General remarks:

- ◆ Registration of attendance is required prior to the start of the meeting. Please see the notes under the headings "Admittance to the AGM and voting rights" and "Registration of attendance" on pages 7-8 of this agenda.
- ◆ Upon registration shareholders and proxy holders will receive an electronic voting device and a voting card for exercising their voting rights during the meeting.
- ◆ The Chairman will chair the meeting in English; simultaneous translation via headphones (from English into Dutch and from Dutch into English) is available.
- ◆ Audio/visual recordings during the meeting are not allowed, unless prior written permission is granted.
- ◆ Sandwiches will be served after the meeting.

1. Opening

Opening of the meeting by the Chairman, Mr. Robert J. Routs. The draft minutes of the AGM of May 15, 2013 were published on Aegon's corporate website (aegon.com/agm) on August 15, 2013 and were available for comments for three months since then. The final minutes were signed by the Chairman and the Secretary on November 15, 2013 and have been available on Aegon's corporate website as from that date.

2. Presentation on the course of business in 2013

The Executive Board will give a presentation on the course of business in 2013.

3.1 Annual Report 2013

Discussion on the Annual Report 2013, which includes the Executive Board Report, the Report of the Supervisory Board, the Corporate Governance and the Annual Accounts 2013.

3.2 Remuneration Report 2013

Discussion on the Remuneration Report 2013, as included in the Annual Report 2013.

3.3 Annual Accounts 2013: Proposal to adopt the Annual Accounts 2013

It is proposed that shareholders adopt the Annual Accounts for the year 2013.

4. Proposal to approve the final dividend 2013

It is proposed that the final dividend for 2013 will amount to EUR 0.11 per common share and EUR 0.00275 per common share B. This proposal results in a total dividend for the financial year 2013 of EUR 0.22 per common share and EUR 0.0055 per common share B, taking into account the interim dividend of EUR 0.11 per common share and EUR 0.00275 per common share B, paid in September 2013. The final dividend will be paid in cash or common shares at the election of the shareholder. The value of the dividend in common shares will be approximately equal to the cash dividend.

If the proposed dividend is approved by the shareholders, Aegon shares will be quoted ex-dividend on Friday May 23, 2014. The record date for the dividend will be Tuesday May 27, 2014. Shareholders can elect to receive the dividend in cash or in common shares during the dividend election period, which will run from Friday May 30 up to and including Friday June 13, 2014. The stock fraction for the stock dividend will be based on the average price for the Aegon share on the Euronext Amsterdam stock exchange for the five trading days from Monday June 9 through Friday June 13, 2014. The dividend will be payable as of Friday June 20, 2014.

Aegon's dividend policy is included in the Annual Report 2013 on page 335.

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

It is proposed that the Executive Board members be released from liability for their duties, to the extent the exercise of such duties is reflected in the Annual Report 2013 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2013.

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

It is proposed that the Supervisory Board members be released from liability for their duties, to the extent the exercise of such duties is reflected in the Annual Report 2013 or has otherwise been disclosed to shareholders prior to the adoption of the Annual Accounts 2013.

7. Proposal to appoint Mr. Robert W. Dineen to the Supervisory Board

It is proposed that Mr. Robert W. Dineen be appointed as a member of the Supervisory Board for a term of four years as of May 21, 2014. Mr. Dineen is eligible for appointment. Information regarding Mr. Dineen is available in annex 1 (page 9).

8. Proposal to appoint Ms. Corien M. Wortmann-Kool to the Supervisory Board

It is proposed that Ms. Corien M. Wortmann-Kool be appointed as a member of the Supervisory Board for a term of four years as of May 21, 2014. Ms. Wortmann-Kool is eligible for appointment. Information regarding Ms. Wortmann-Kool is available in annex 2 (page 10).

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

It is proposed that the following Resolution be taken:

“The General Meeting of Shareholders hereby resolves to authorize the Executive Board, for a period of eighteen (18) months starting May 21, 2014, as the company body which, subject to the prior approval of the Supervisory Board, shall be authorized to decide on the issuance of common shares in Aegon N.V. and the granting of rights to acquire common shares in Aegon N.V. This authority shall be limited annually to 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs on the occasion of the acquisition of an enterprise or a corporation. The term "capital" means the total par value of common shares in issue at the time this authorization is used for the first time in any calendar year. This authorization may only be withdrawn by the General Meeting of Shareholders on a proposal of the Executive Board, previously approved by the Supervisory Board.”

Explanation:

In accordance with Dutch law, it is proposed that shareholders authorize the Executive Board to decide on an issuance of Aegon N.V. common shares, subject to Supervisory Board approval. This will allow the Executive Board to be flexible and to react quickly to circumstances necessitating an issue of common shares, without having to wait for shareholders' approval. This authorization can be used for any and all purposes other than for incentive plans and is limited to the extent expressly provided in the text of this proposed Resolution. Issuances of common shares are publicly announced by press release and on Aegon's corporate website (aegon.com/agm). Upon adoption, this Resolution will replace the authorization granted in 2013.

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

It is proposed that the following Resolution be taken:

“The General Meeting of Shareholders hereby resolves to authorize the Executive Board, for a period of eighteen (18) months starting May 21, 2014, as the company body which, subject to the prior approval of the Supervisory Board, shall be authorized to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of common shares or the granting of rights to subscribe for common shares in Aegon N.V., provided that this shall be limited annually to 10% of the capital, plus 10% of the capital if the issuance occurs on the occasion of the acquisition of an enterprise or a corporation. The term "capital" means the total par value of the common shares in issue at the time this authorization is used for the first time in any calendar year. This authorization may only be withdrawn by the General Meeting of Shareholders on a proposal of the Executive Board, previously approved by the Supervisory Board.”

Explanation:

In accordance with Dutch law, it is proposed that shareholders authorize the Executive Board to restrict or exclude pre-emptive rights of existing shareholders upon an issue of Aegon N.V. common shares (or upon the granting of rights to subscribe for Aegon N.V. common shares), subject to Supervisory Board approval. This authority, in combination with the authority under agenda item 9, will allow the Executive Board to be flexible and to react quickly to circumstances necessitating an issue of common shares without or with limited pre-emptive rights, without having to wait for shareholders' approval. This authorization is limited to the extent expressly provided in the text of this proposed Resolution. Issuances of common shares are publicly announced by press release and on Aegon's corporate website (aegon.com/agm). Upon adoption, this Resolution will replace the authorization granted in 2013.

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

It is proposed that the following Resolution be taken:

“The General Meeting of Shareholders hereby resolves to authorize the Executive Board, for a period of eighteen (18) months starting May 21, 2014, to issue common shares and/or to grant rights to subscribe for common shares to employees and/or management of Aegon N.V. and/or companies with which Aegon N.V. forms a group, based on a group-wide incentive plan or the Remuneration Policy for the Executive Board. This authorization shall be limited annually to 1% of the total nominal amount of the common shares in issue at the time that this authorization is used for the first time in any calendar year. This authorization may only be withdrawn by the General Meeting of Shareholders on a proposal of the Executive Board, previously approved by the Supervisory Board.”

Explanation:

This authorization is identical to the one granted in previous years. Within Aegon the variable compensation for senior management and for the members of the Executive Board is usually paid out in cash and/or shares over multiple years and is subject to further conditions being fulfilled. This authorization includes the shares to be granted to the members of the Executive Board, based on the Remuneration Policy for the Executive Board, as adopted in the 2011 AGM. Upon adoption, this Resolution will replace the authorization granted in 2013.

12. Proposal to authorize the Executive Board to acquire shares in the company

It is proposed that the following Resolution be taken:

“The General Meeting of Shareholders resolves to authorize the Executive Board for a period of eighteen (18) months starting May 21, 2014, to acquire, for a consideration, shares in Aegon N.V.’s own capital. The number of shares that may be so acquired shall not exceed 10% of Aegon N.V.’s total issued capital. Common shares and common shares B may only be acquired at a price not higher than 10% above the actual market value of the shares immediately prior to the acquisition.”

Explanation:

This authorization to acquire shares in Aegon N.V. is largely identical to the one granted in previous years. Although according to Dutch law a repurchase of shares is allowed to a maximum of 50% of Aegon’s total issued capital, it is proposed to limit this authorization to 10%. This authorization 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 authorization granted in 2013.

Admittance to the AGM and voting rights

Recognized as persons entitled to take part in the AGM will be those persons who hold shares of Aegon N.V. as at the Record Date, being Wednesday April 23, 2014, following the processing of all additions and withdrawals as at the Record Date. The foregoing applies by analogy to pledgees and usufructuaries of shares holding the right to attend general meetings of shareholders of Aegon N.V. The shares will not be blocked until the date of the AGM. On shares acquired after April 23, 2014, the holder cannot exercise meeting rights or voting rights at the AGM.

Shareholders holding their shares in a securities account under the Dutch giro system who wish to attend the AGM (or their proxies as the case may be), are required to notify their intended attendance with ABN AMRO Bank N.V., Amsterdam, the Netherlands (“ABN AMRO”), which is possible from Thursday, April 24 until Wednesday, May 14, 2014 at the latest. This notification can be made through the ABN AMRO website (abnamro.com/evoting) or through one’s bank or stockbroker (intermediary) in the Netherlands within the meaning of the Dutch Securities Transactions Act (“Wet Giraal Effectenverkeer”) by submitting a statement from one’s intermediary regarding one’s shareholdership on the Record Date as mentioned above.

Shareholders registered in the company’s register of shareholders will receive an invitation by mail. They are required to inform Aegon N.V. in writing of their intention to attend the AGM by Wednesday, May 14, 2014 at the latest.

Shareholders with vested Aegon shares from incentive plans will receive an email containing information on how to notify their intended attendance.

The agenda with explanatory notes is available on Aegon’s corporate website (aegon.com/agm) as of Wednesday April 9, 2014 and will be sent to shareholders registered in Aegon N.V.’s register of shareholders. Holders of New York Registry Shares will receive a proxy solicitation notice.

Shareholders having notified their attendance with ABN AMRO as mentioned above, have several options to vote without attending the meeting. A shareholder can vote through the e-voting system of ABN AMRO (abnamro.com/evoting) or can appoint a proxy to represent him at the AGM without a voting instruction or can give a voting instruction to the Company Secretary of Aegon N.V. A proxy form without voting instruction and a proxy form including voting instruction to the Company Secretary can be found on Aegon’s corporate website.

Shareholders registered in the company's register of shareholders can vote without attending the meeting by appointing a proxy without voting instruction or by giving a voting instruction to the Company Secretary.

Shareholders with vested Aegon shares from incentive plans will receive a separate e-mail containing a link enabling them to vote by means of an electronic voting instruction through a dedicated e-voting system of ABN AMRO. These shareholders can also appoint a proxy (including or excluding voting instruction) in order to exercise their voting rights.

Registration of attendance

Following notification as explained under "Admittance to the AGM and voting rights", shareholders or their proxies can only exercise their meeting/voting rights at the AGM if they register in person directly prior to the AGM. This attendance registration will take place at the entrance of the meeting room as from 9:00 a.m. until the start of the AGM at 10:00 a.m. Shareholders or their proxies must provide evidence of their identity by way of valid identification papers. Proxies must also provide proof of their authorization in writing. Upon registration, shareholders and proxy holders will receive an electronic voting device and a voting card for exercising their voting rights at the AGM.

Written questions

Aegon offers shareholders the opportunity to submit written questions concerning items on the agenda until Wednesday, May 14, 2014. These questions may be combined and shall be dealt with and discussed at the AGM. All questions should be submitted to Aegon's Investor Relations team (by email: ir@aegon.com, or by mail: Aegon N.V., IR Team, P.O. Box 85, 2501 CB The Hague).

The Hague, April 9, 2014
On behalf of the Supervisory Board,
Robert J. Routs, Chairman

Annexes:

- | | | |
|---------|----|---|
| Page 9 | 1. | Information regarding Mr. Robert W. Dineen |
| Page 10 | 2. | Information regarding Ms. Corien M. Wortmann-Kool |
| Page 11 | | Route description |

Annex 1: Information regarding Mr. Robert W. Dineen

Agenda item 7: Proposal to appoint Mr. Robert W. Dineen to the Supervisory Board

The biography of Mr. Dineen as required by Dutch law with regard to the nomination for his appointment to the Supervisory Board is as follows:

Name	:	Robert W. Dineen
Age	:	64
Gender	:	Male
Nationality	:	American
Profession/main occupation	:	Non-executive director
Main former occupation	:	Vice Chairman of Lincoln Financial Network
Shares in Aegon N.V.	:	None
Membership of other Boards	:	None

When Robert W. Dineen retired on May 1, 2013, he was Vice Chairman of Lincoln Financial Network (LFN) and a member of the Senior Management Committee of Lincoln Financial Group (LFG), responsible for strategy and all of the business units to include Life and Annuity, Group Protection, Retirement Plan Services, the wholesale and retail distribution units of the company and Delaware Asset Management before its divestiture in 2009. Additionally, he was a member of LFG's Risk Management and Capital Committee as well as LFG's Investment Committee. Prior to becoming Vice Chairman, he led LFN, the retail distribution arm of Lincoln Financial Group, and served as Chief Executive Officer of Lincoln Financial Securities Corporation and Lincoln Financial Advisors Corporation.

Before joining Lincoln Financial Group, Mr. Dineen was Senior Vice President and head of Merrill Lynch's Managed Asset Group, where he was responsible for leading and directing the manufacturing and distribution of all retail and institutional separate account businesses.

Mr. Dineen is a graduate of Belmont Abbey College, where he received a Bachelor of Arts degree.

Mr. Dineen is nominated for appointment given his knowledge of and experience in the US insurance industry. Furthermore, he has extensive experience in areas as executive leadership, manufacturing and distribution, corporate governance, regulatory compliance, asset management, organizational development and effectiveness, risk management and mergers & acquisitions.

Mr. Dineen is independent within the meaning of the Dutch Corporate Governance Code. He has no conflicts of interest with Aegon.

After interviewing Mr. Dineen, the Nominating Committee has discussed his qualifications and established that he fits the Profile of the Supervisory Board well and advised the Supervisory Board to nominate him for appointment. The Supervisory Board followed that advice and recommends to shareholders that Mr. Dineen be appointed as a member of the Supervisory Board for a term of four years as from May 21, 2014.

Annex 2: Information regarding Ms. Corien M. Wortmann-Kool

Agenda item 8: Proposal to appoint Ms. Corien M. Wortmann-Kool to the Supervisory Board

The biography of Ms. Wortmann-Kool as required by Dutch law with regard to the nomination for her appointment to the Supervisory Board is as follows:

Name	:	Corien M. Wortmann-Kool
Age	:	54
Gender	:	Female
Nationality	:	Dutch
Profession/main occupation	:	Member of the European Parliament (until May 2014)
Shares in Aegon N.V.	:	None
Board membership	:	Member Supervisory Board Het Kadaster (NL, not listed) Member Supervisory Board Mercedes-Benz Netherlands (NL, not listed)

Ms. Corien Wortmann-Kool is a member of the European Parliament for the European People's Party and vice-chairman of the EPP Group for Financial, Economic and Environmental affairs. She is chairman of the EPP working group in this area. She is involved in and has extensive knowledge of the financial sector legislation, such as Solvency II. Furthermore, she has extensive knowledge of financial supervision in Europe, financial markets legislation, EU/Eurozone economic governance and competition policy, also as a member of the Committee on Economic and Monetary Affairs. In addition, she is amongst others member of the Committee on Transport and Tourism, member of the Committee on Women's Rights and Gender Equality, as well as member of the Delegation for relations with the United States. She was Vice President of the Committee on International Trade from 2007 until 2009. Ms. Wortmann-Kool will not stand for re-election in the elections for the European Parliament in May 2014.

Before she became a member of the European Parliament in 2004, Ms. Wortmann-Kool was Deputy/Acting Director Transport and Infrastructure of the Dutch Ministry of Transport, Public Works and Water Management. In that role she was responsible for large infrastructure projects, rail and waterways and international transport policy. Prior to that position, she was a project manager at the same Ministry. From 1987 until 1996 she was a board member of a retail company.

Ms. Wortmann-Kool was granted a Master's degree in Political Science at VU University Amsterdam.

Ms. Wortmann-Kool is nominated for appointment because of her broad experience with political, governmental and social organizations, in particular as a member of the European Parliament. The combination of financial legislation knowledge and political experience provides added value to the Board.

Ms. Wortmann-Kool is independent within the meaning of the Dutch Corporate Governance Code. She has no conflicts of interest with Aegon.

After interviewing Ms. Wortmann-Kool, the Nominating Committee has discussed her qualifications and established that she fits the Profile of the Supervisory Board well and advised the Supervisory Board to nominate her for appointment. The Supervisory Board followed that advice and recommends to shareholders that Ms. Wortmann-Kool be appointed as a member of the Supervisory Board for a term of four years as from May 21, 2014.

Route description

Aegon's headquarters is located in The Hague, next to the NS station "Den Haag Mariahoeve":
Aegonplein 50, 2591 TV Den Haag

By public transport

By train

Take the train to The Hague Mariahoeve Station. Walk to the Mariahoeve exit when you get off the train. The Aegon building is on your right hand side.

By tram/bus

Bus no. 24 and tram no. 6 depart from The Hague Central Station. If you take the bus, you will have to get off at Mariahoeve Station. If you take the tram, you get off at Mariahoeve Station at Hofzichtlaan. Cross the road towards Mariahoeve Station. The Aegon building is next to the station.

By car

From Gouda/Utrecht (A12) or Delft/Rotterdam (A13)

Follow direction The Hague. Take the A4 in the direction of Amsterdam at the Prins Clausplein Junction. Take Exit 8 (Leidschendam/Wassenaar N14). Turn right onto Noordelijke Randweg at the traffic lights and continue into the tunnel. Turn left at the end of the second tunnel (Mgr. van Steelaan). Turn right at the second set of traffic lights (Hofzichtlaan). Also turn right at the second set of traffic lights on this road. You now drive onto Aegonplein. The Aegon building is straight in front of you. The parking is on the right side of the building.

From Amsterdam (A4)

Follow direction The Hague. Take Exit 8 (Leidschendam/Wassenaar N14). Turn left at the traffic lights and continue into the first tunnel. Turn left at the end of the second tunnel (Mgr. van Steelaan). Turn right at the second set of traffic lights (Hofzichtlaan). You also have to turn right at the second set of traffic lights on this road. You now drive onto Aegonplein. The Aegon building is straight in front of you. The parking is on the right side of the building.

From Amsterdam/Leiden/Wassenaar (N44)

Follow direction The Hague. At the Rijksstraatweg before the tunnel take Exit Ring N14 in the direction of Leidschendam, Utrecht, Rotterdam. Immediately get into the left lane and turn left at the traffic lights. Cross the crossing at the next set of traffic lights (direction Den Haag Mariahoeve). Turn left at the following set of traffic lights (Hofzichtlaan). Follow the signs for Mariahoeve Station and turn left again; you now drive onto Aegonplein. The Aegon building is straight in front of you. The parking is on the right side of the building.



Transform Tomorrow