



Rob Routs

Chairman Supervisory Board

Voorzitter Raad van Commissarissen



Welcome to the Annual General Meeting of Shareholders

In order to hear a simultaneous translation in **English**, please choose **channel 11**

Welkom op de jaarlijkse Algemene Vergadering van Aandeelhouders

Voor het beluisteren van een simultaanvertaling in het **Nederlands** kiest u **kanaal 10**



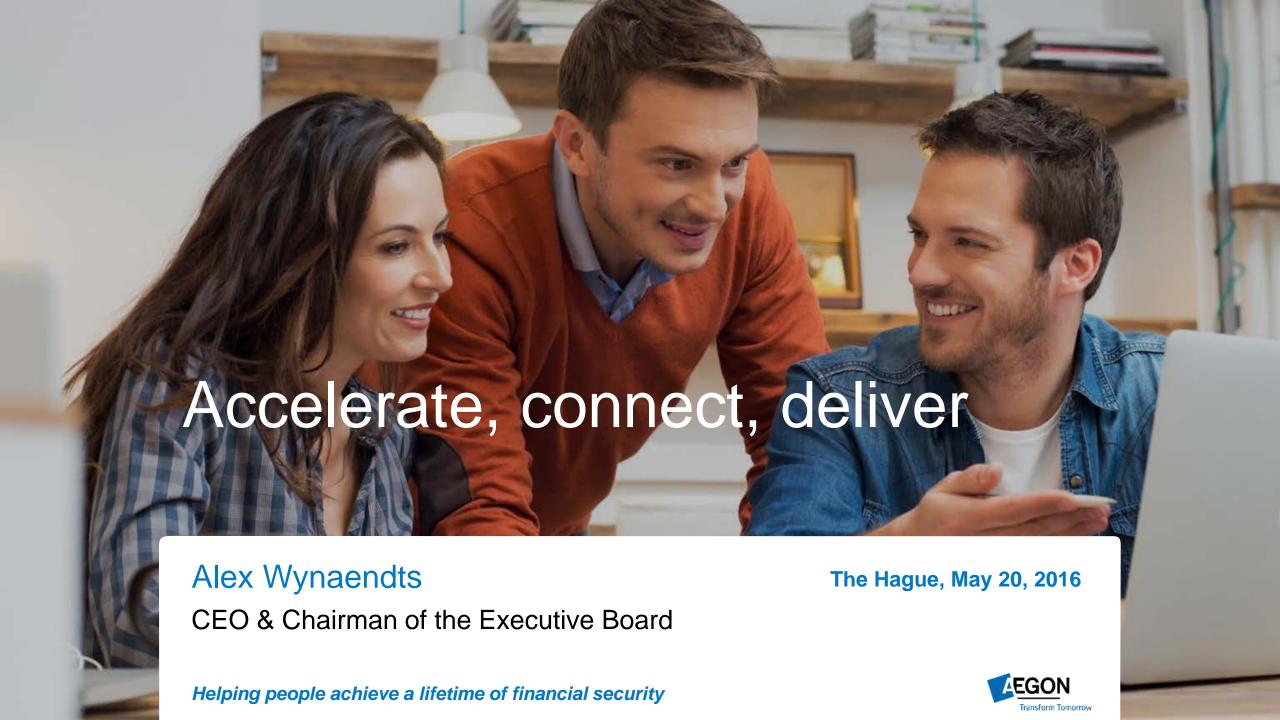
1 Opening



2 Presentation on the course of business in 2015

2 Presentatie over de gang van zaken in 2015





Today's story line

Achievements since 2010

- Transformed the profile of the company
- Achieved a solid capital position

Our priorities going forward

- Broaden relationships with our customers
- Expand in asset management, administration and guidance & advice
- Improve performance by growing the business and reducing expenses with EUR 200 million by 2018

Ambitious financial targets

- Achieve a return on equity of 10% by 2018
- Growing returns to shareholders: EUR 400 million share buyback & growing dividends





Transformed profile of the company

By executing on our strategy

Transformation primarily the result of three important steps

EUR 3.4 billion divestments of non-core activities

- Majority UK annuity book
- Transamerica Re
- Life business Canada
- Spanish joint ventures
- La Mondiale in France

Optimized value of back book

- Realized material cost savings in established markets
- Less capital allocated to run-off and annuity businesses from the past
- Optimized hedging of financial market and underwriting risk

While growing fee business profitably

- Generated average annual sales growth of 12% since 2010
- Invested in digitization
- Created highly successful asset manager
- Secured distribution deals and joint ventures with strong partners

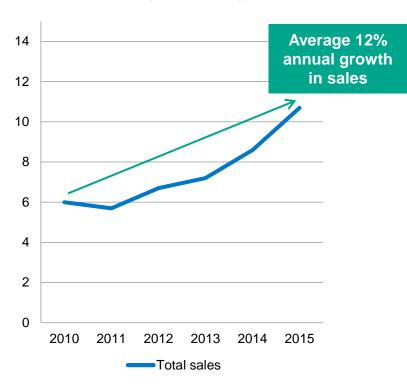


Successfully grown our business

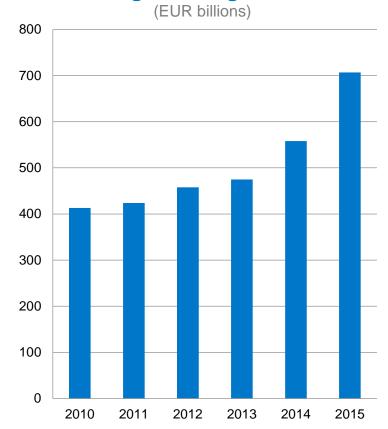
Over the last 5 years

Focusing on fee business main driver behind attractive sales growth

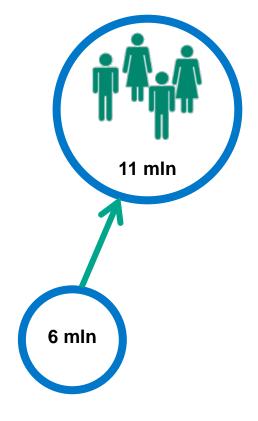
(EUR billions)



Revenue-generating investments



Pension customer base





Maintained solid capital position and returned capital

Solid group Solvency II ratio ~155% end of first quarter 2016 Robust balance sheet Strong ratings S&P AA- financial strength rating Operational free cash flow growth Doubled free cash flow since 2010 Growing cash flows Reduced holding expenses Reduced holding expenses by close to 50% EUR 1.4 billion cash dividends since 2010; Growing dividends & share buyback Return increase of 2015 final dividend to EUR 0.13 of capital Significant deleveraging EUR 400 million share buyback



Although we have not met all targets...

2015 Target

Delivery

Key drivers

Return on equity > 10%

Earnings growth of 7-10%

X



- Impact of low rates
- Significant adverse impact from
 - Regulatory changes in the UK
 - Portfolio changes in Spain and CEE

Operational free cash flows +30%

Double fee-based earnings





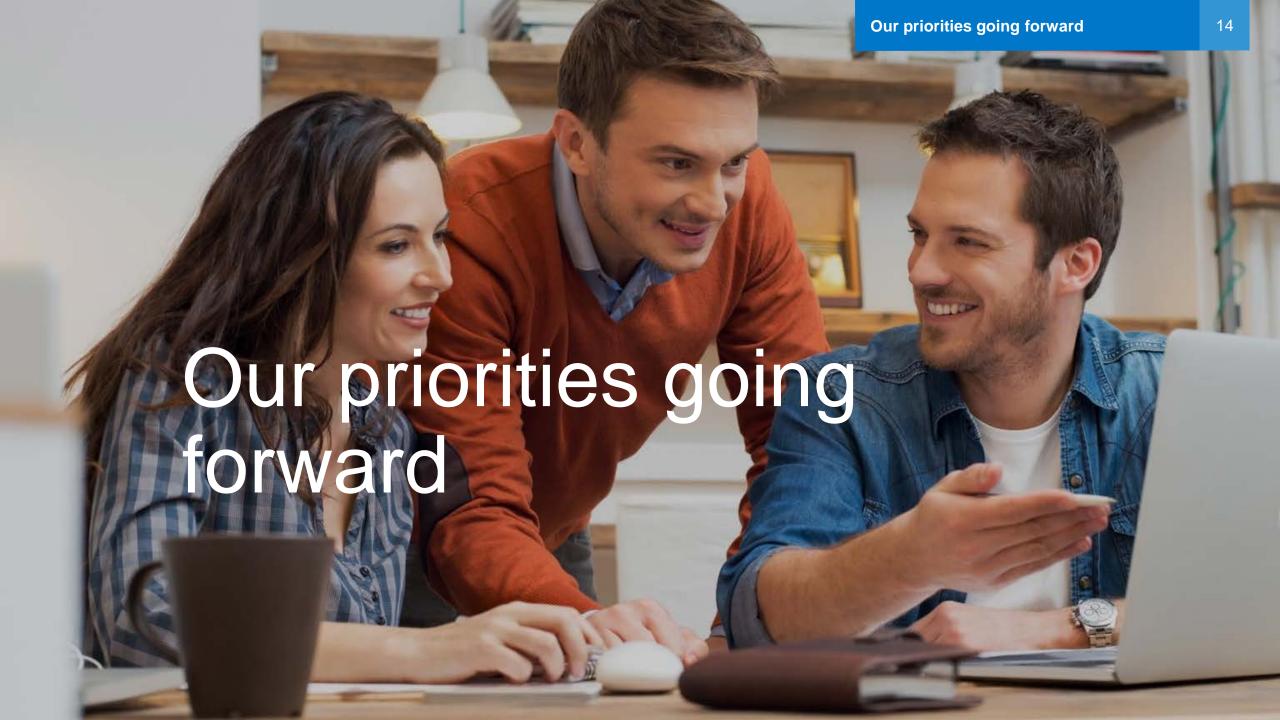
- Successful shift to capital-light products
- EUR 200 million cost savings in NL and UK
- Capital release from spread-based portfolios



...we have made significant progress on our strategic objectives

- Increase in Net Promoter Score performance
 - Like-for-like NPS increased from 4.3 to 7.1
- Digital transformation
 - 95% of our businesses offer products and services online
- Substantial increase in impact investments
 - Up 65% compared with 2014
- Real progress towards becoming employer of choice
 - Evidenced by Global Employee Survey with engagement score of 71%; > industry average





Global trends impacting our business



Persistently low interest rates



Shift from state & corporate benefits to individual responsibility for financial security



Increased competition as a result of blurring boundaries in the financial services industry



Reduced accessibility to traditional advice for mass customer segments



Customer demand shifting towards digital first, multi-channel access and personalized offerings



Customers expect transparent, simple, superior service and fair products



A tightened regulatory environment that increases complexity and reduces returns



Living up to our purpose

To help people achieve a lifetime of financial security

From working life

...through guidance and ...to trusted provider of advice...

pension solutions









Developing new ways to connect with customers

- Customer portals
- Direct-to-consumer
- Digital sales tools
- Customer guidance and advice: combining technology and remote human interaction
- Retirement outlook tools and self-service

















cyeopen.nl

Reducing expenses

By improving our business

Strong expense track record 2010-2015



Expenses up only 1% per year while growing sales by 8% per year*



Reduced expense base of insurance activities by ~20% or EUR 100 million



Expense base reduced by ~35% or GBP 100 million since 2010

Additional cost savings in 2016-2018...

USD 150 million savings

EUR 50 million savings

Stabilize cost at low level



Additions to Management Board reflect key strategic priorities

Existing members



Alex

Wynaendts



Darryl **Button**



Allegra van Hövell-Patrizi



Mark Mullin



Marco Keim



Adrian Grace



Gábor **Kepecs**

Additions



Sarah Russell



Mark **Bloom**

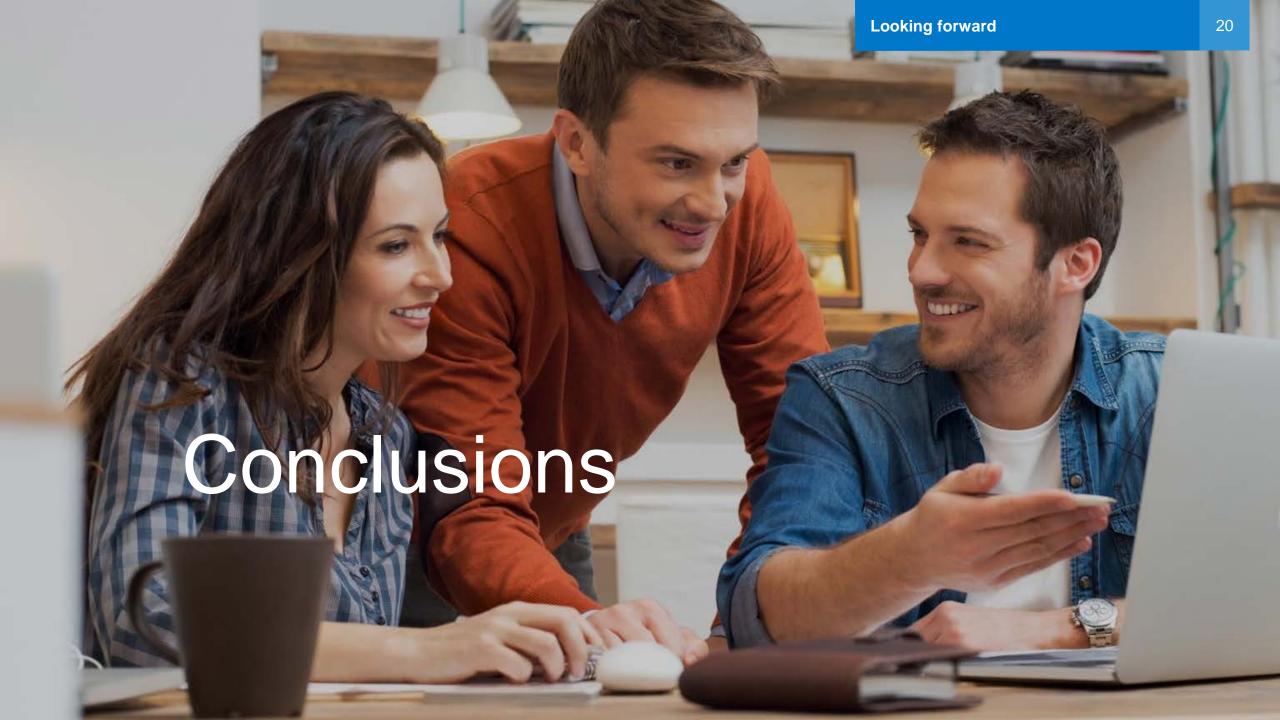


Carla Mahieu



Onno van Klinken





Accelerate, connect, deliver

- Transforming our business
 - To improve delivery
- Better connecting with customers
 - Building a life-long relationship with our customers
- Increasing profitability
 - Return on equity of 10% by 2018
- Growing capital returns to shareholders
 - EUR 1.7 billion dividends in 2016-2018 & share buyback



2 Presentation on the course of business in 2015

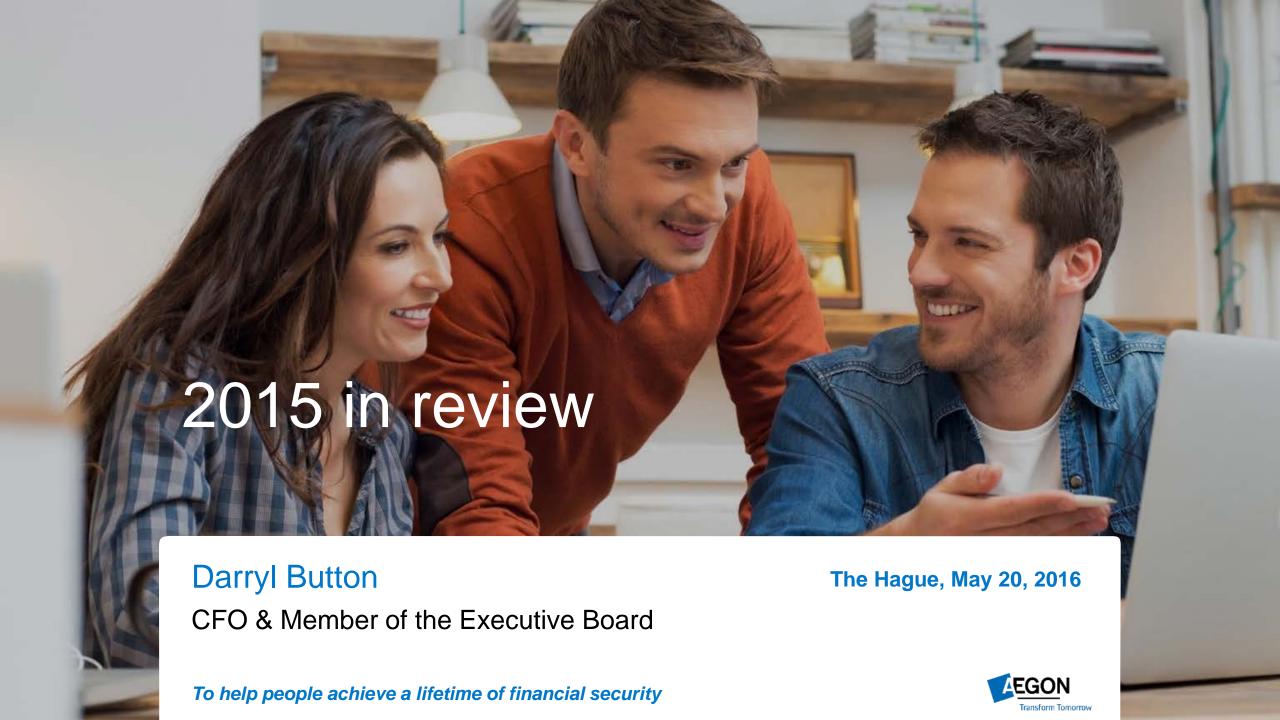
2 Presentatie over de gang van zaken in 2015



3.1 Annual Report 2015

3.1 Jaarverslag 2015

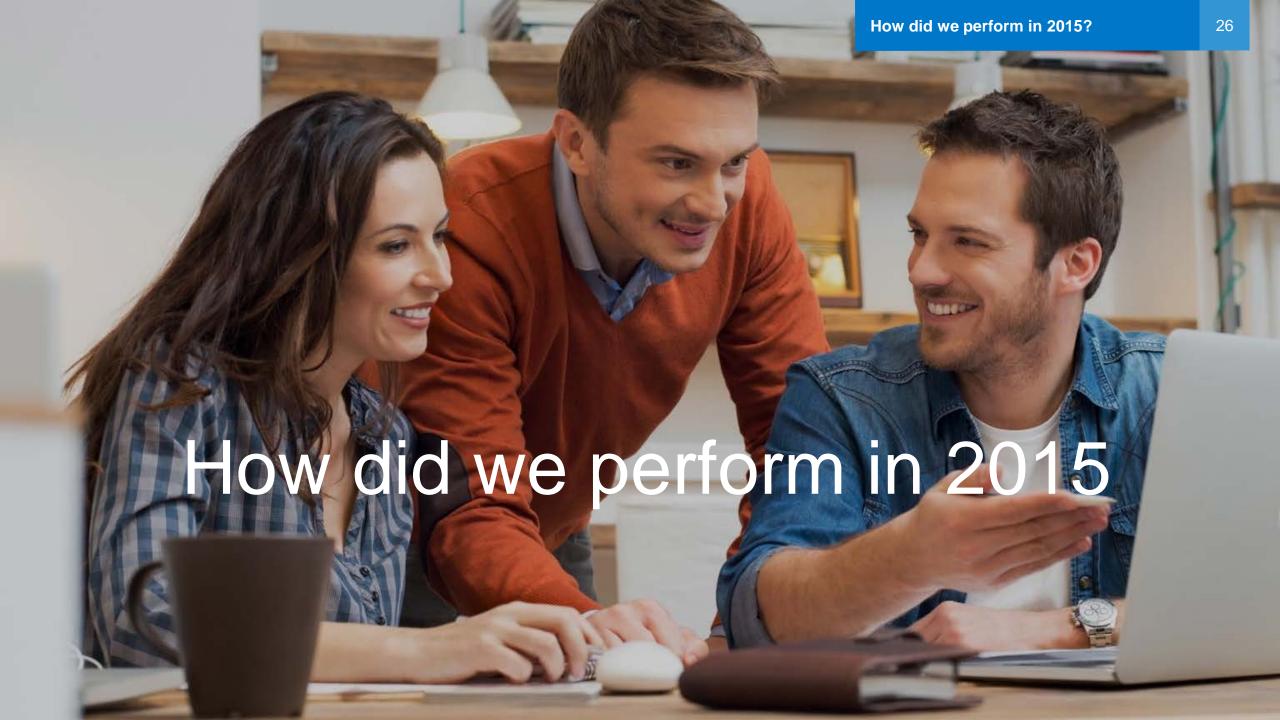




Today's story line

- Our performance in 2015
- Solid capital position
- Capital return to shareholders
- Achieve return on equity of 10% by 2018





How did we perform in 2015

Underlying earnings



Net income



Operational expenses



Sales



Revenue-generating investments



EUR 1.9 billion up 4%

EUR 619 million down 48% EUR 3.7 billion up 13%

EUR 10.7 billion up 24%

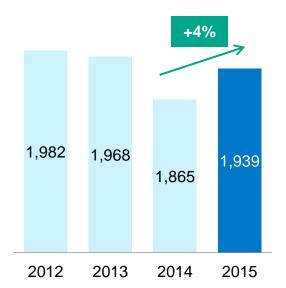
EUR 707 billion up 27%



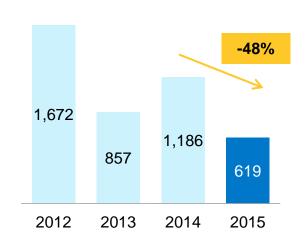
2015: A challenging year

From an earnings perspective

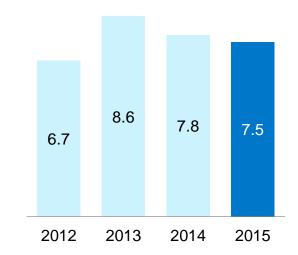
Underlying earnings before tax (EUR million)



Net income (EUR million)

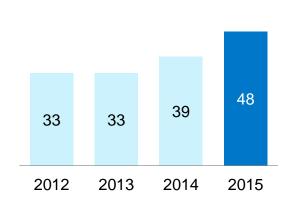


Return on equity (%)



Fee-based earnings

(% of UEBT)

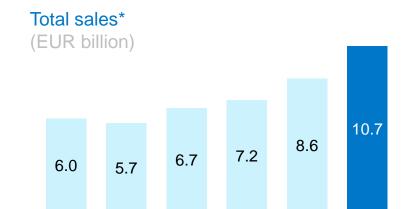




Strong sales

Despite difficult market environment

- Sales up 24%* in 2015
 - Increase of 12% per year since 2010**
- Gross deposits up 39% in 2015:
 - Higher pensions & mutual fund deposits in US
 - Production from online bank Knab in NL Sales in Aegon Asset Management
- Confirms continued progress made to connect with customers in new ways



2012

2013

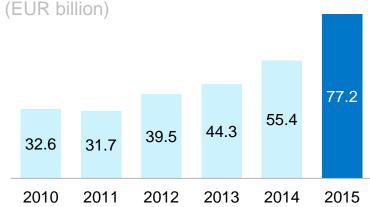
2014

2015



2011

2010





^{*} Sales represents new life sales + accident & health premiums + general insurance premiums + 1/10 gross deposits

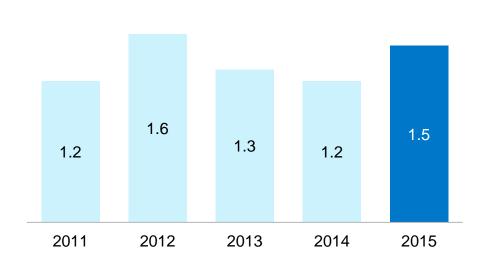
^{**} Percentage shown is compounded average growth rate for 2010 to 2015

Continued strong cash flows

Support increased return to shareholders

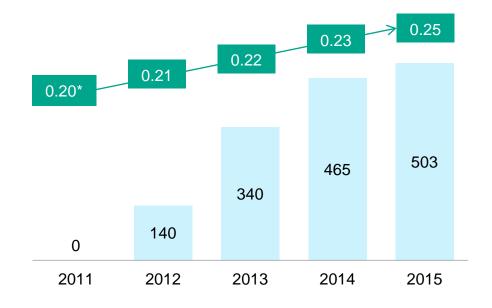
Operational free cash flows

(Excl. market impacts and one-time items, EUR billion)



Increasing dividends**

(EUR per share; EUR million cash spent)





^{*} Final 2011 dividend of EUR 0.10 per share annualized for comparative purposes

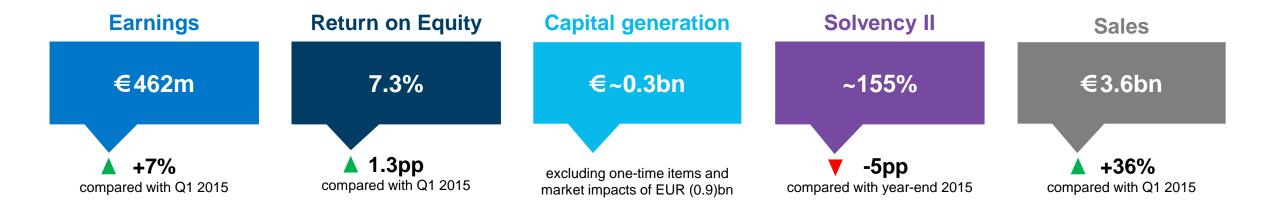
^{**} Dividend per share represents interim and final dividend declared over the year; cash represents amount spent during fiscal year



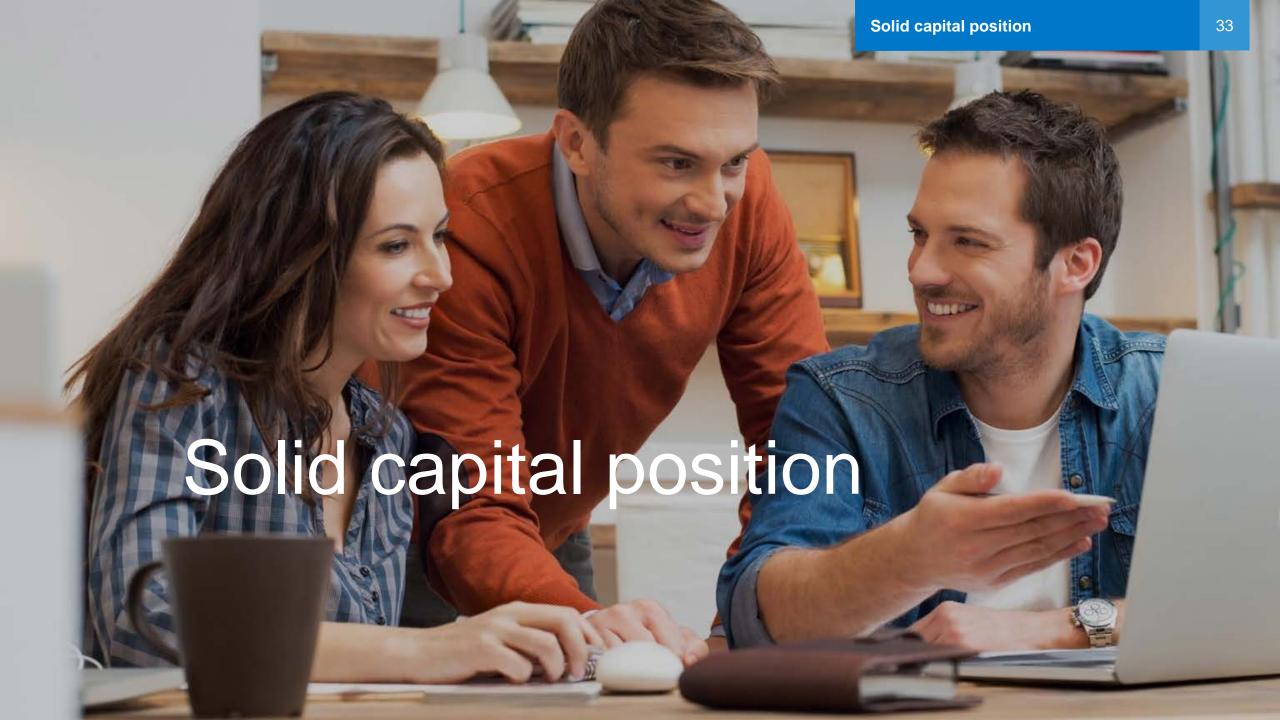
Q1 results impacted by volatile markets

Strong sales momentum continues

- Underlying earnings up 7%
- Solvency II ratio of ~155%
- Continued strong fee-based sales







Aegon's solid capital position

Managing capital across various country units and frameworks

Local regulatory framework

United States

Asset
Management

Netherlands

United Kingdom

Other

- Group Solvency II ratio is the combined solvency position of our businesses
- In addition, we take into account:
 - Capital frameworks used by rating agencies
 - The cash buffer we aim to hold
 - Our leverage ratio



What determines our Solvency II ratio?

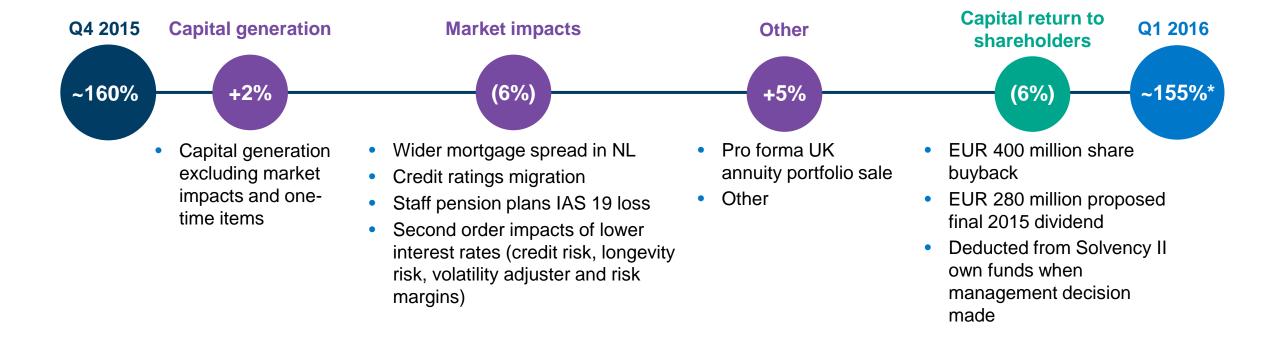
The importance of local ratios for upstreaming dividend

	Group SII ratio		Local capital management
	On ratio	Opportunity	Accelerated growth and/or additional remittances to the group
_	170%		
	140%	Target	Capital deployment and remittances according to capital plan
	120%	Caution	Capital plan and risk position re-assessed
	100%	Recovery	Capital plan and risk position re-assessed; remittances reduced or suspended
		Regulatory Plan	Suspension of dividends; regulatory plan required



Solvency II ratio at ~155%

Ratio mainly impacted by adverse market impacts





^{*} Pro forma basis includes reinsurance of 2/3 of UK annuity book pre-Part VII transfer

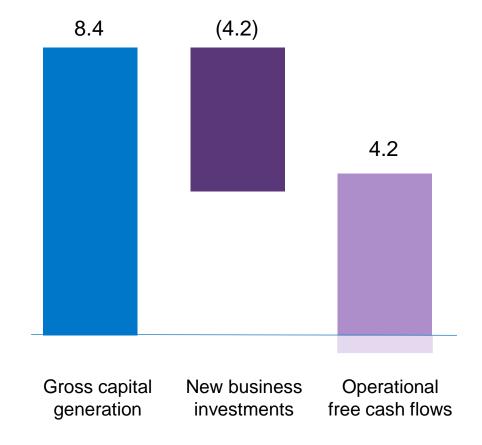


Investments in new business

Important driver of future cash flows

- Capital generation in Americas & NL benefits from cost savings
- Rising contribution from:
 - UK, Asset Management, CEE, Spain & Portugal
 - Due to organic growth
- Investments in new business to drive:
 - Earnings growth
 - Future operational free cash flows

Normalized operational free cash flow 2016-2018 (EUR billion)





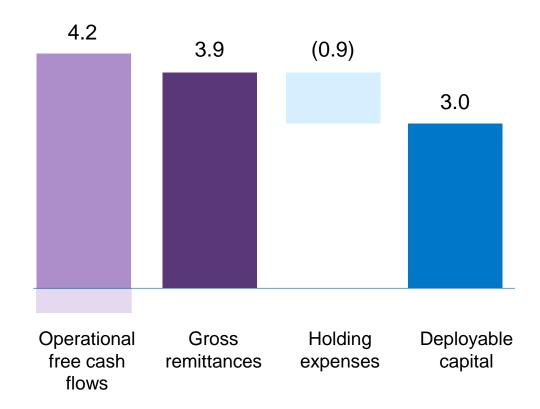
Focus on capital return

In capital deployment strategy 2016-2018

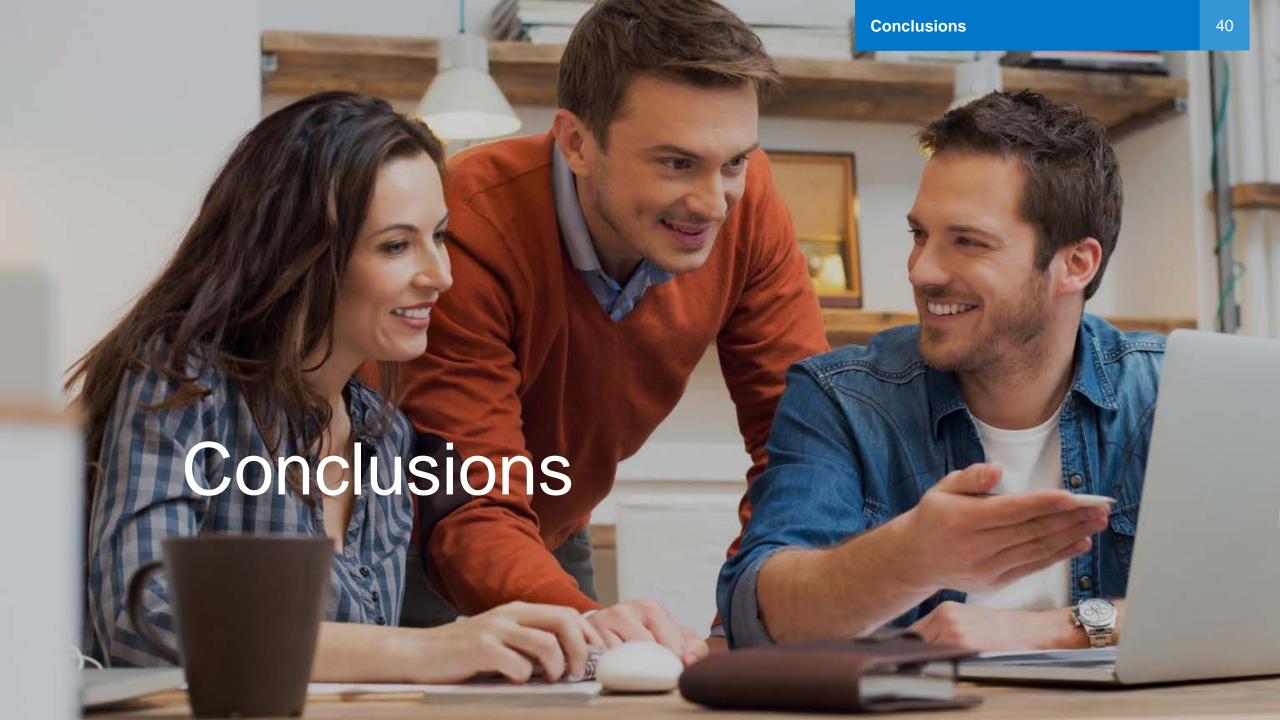
- EUR 1.7 billion for dividends
- EUR 1.3 billion for strategic priorities
 - Capital injections to support growth
 - Share buyback
 - Flexibility

Capital deployment 2016-2018

(EUR billion)







Conclusions

- Our performance in 2015
 - A challenging year from earnings perspective
 - Continued strong sales momentum
- Solid capital position
 - Supported by disciplined capital management policy
- Capital return to shareholders
 - Growing dividends
 - EUR 400 million share buyback
- Achieve return on equity of 10% by 2018
 - Organic growth cost savings capital return



3.1 Annual Report 2015

3.1 Jaarverslag 2015



3.2 Remuneration Report 2015

3.2 Remuneratierapport 2015





Ben Noteboom

Chairman Remuneration Committee

Voorzitter Remuneration Committee



Aegon's Remuneration Policy

In general

- Legislation and regulations impacting Aegon's remuneration policies worldwide:
 - Maximum variable compensation in financial sector introduced
 - Limits on sign-on-, retention- and severance payments
 - Fiscal treatment of pension accrual in the Netherlands further limited
- Aegon's policies vary per country taking into account circumstances and conditions on the labor markets in which we operate



No changes to Executive Board Remuneration Policy

Fixed compensation (annual salary)
+
Variable compensation (max. 100% of annual salary)
+
Benefits (e.g. pension)

Variable compensation:

- Conditionally allocated after completion of performance year, depending on results
- Maximum of 100% as per Dutch legislation for International holdings
- 50% of the allocation is in shares, 50% in cash
- 40% of the allocation is paid out/vests in year following performance year
- 60% of the allocation is deferred and is paid out/vests in the subsequent 3 years, subject to ex-post assessments
- After vesting, the variable compensation shares are subject to a holding period of 3 years



Executive Board variable compensation 2015

Performance indicators and results

Outcome 2015 Financial and non-financial Group targets (maximum 60%) Underlying earnings after tax (12%) Return on equity (9%) Market consistent value of new business (9%) 41.94% (of 60% max) Operational Free Cash Flows (9%) Return on economic required capital (9%) Strategy & sustainability (12%) **Personal targets (maximum 40%)** CEO 38.00% CEO Strategy redesign (10%), succession planning (10%), customer satisfaction (10%), Solvency II (10%) 37.20% CFO CFO (of 40% max) Financial strategy (12%), Solvency II (12%), cash flow generation (8%), talent development (8%)

Executive Board variable compensation 2015

Conditional variable compensation allocated:

- CEO: 79.94% of fixed compensation (2014: 79,13%, 2013: 98,33%)
- CFO: 79.14% of fixed compensation (2014: 79,76%, 2013: 98,50%)
- 40% of variable compensation to be paid / vest in 2016
- 60% is deferred in three tranches (to be paid / vest in 2017, 2018 and 2019)
- Vested shares have an additional 3-year holding period



Variable compensation Aegon outside Europe

- Competitors in- & outside Europe not impacted by Dutch legislation on maximum variable compensation
- In the USA and Asia in particular, the ratio between fixed and variable pay differs significantly from that in the Netherlands
- To continue to be able to attract and retain key talents, Aegon needs to provide a competitive package in these labor markets
- This includes the flexibility on variable compensation as provided for in the legislation, up to the maximum of 200%



Proposal under agenda item 10

Variable compensation outside Europe

Proposal to approve that the Company's subsidiaries outside Europe may continue to pay variable compensation up to 200% of annual fixed salary to some of their employees

- Concerns some 150 selected roles in the USA and Asia
- Usually related to senior and Executive leadership or type of business e.g. asset management
- Exact amounts of variable compensation will be established after completion of the performance year, based on the actual business results and personal performance



3.1 Annual Report 2015

3.1 Jaarverslag 2015



3.3 Annual Accounts 2015

Proposal to adopt the Annual Accounts 2015

3.3 Jaarrekening 2015

Voorstel tot vaststelling van de jaarrekening 2015



Voting procedure / Stemprocedure

Prior to the voting

- Insert card with chip facing you
- Name appears on display

During the voting

- Voting options appear in display
- Press button:
 - 1 = For
 - 2 = Against
 - 3 = Abstain
- Choice appears in display
- During voting you can change your choice
- Last choice counts



Vóór de stemming

- Plaats kaart met chip naar voren
- Naam verschijnt in venster

Tijdens de stemming

- Stemkeuzes verschijnen in venster
- Maak uw keuze:
 - **1** = Vóór
 - 2 = Tegen
 - **3** = Onthouding
- Keuze verschijnt in venster
- Tijdens stemming kunt u uw keuze wijzigen
- Laatste keuze geldt



Voting / stemming

3.3 Annual Accounts 2015

Proposal to adopt the Annual Accounts 2015

3.3 Jaarrekening 2015

Voorstel tot vaststelling van de jaarrekening 2015



4 Proposal to approve the final dividend 2015

4 Voorstel tot goedkeuring van het slotdividend over het boekjaar 2015



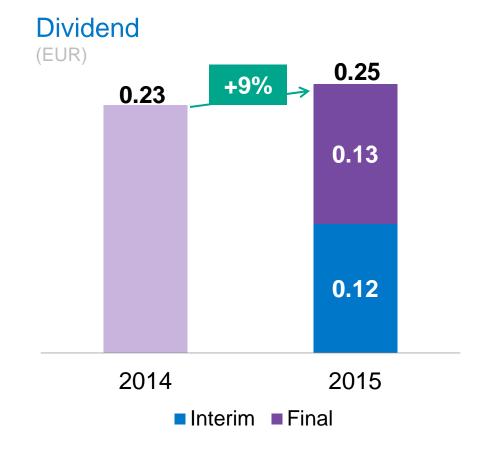
Aegon's dividend policy

- Cash flows upstreamed to the holding are available to execute our strategy, to fund operating expenses and to pay dividends to shareholders
- Aegon aims to pay a sustainable dividend to shareholders, which can grow over time if performance of the company allows so
- In normal circumstances, Aegon expects to declare an interim dividend and propose a final dividend for approval at the AGM



Aegon's dividend proposal

- Proposed final dividend for 2015:
 EUR 0.13 per common share
 - Results in total dividend for 2015 of EUR 0.25 per common share
- To be paid in cash or stock
- Value of stock dividend approximately equal to cash dividend
- Stock dividend to be repurchased to neutralize effect of dilution





4 Proposal to approve the final dividend 2015

4 Voorstel tot goedkeuring van het slotdividend over het boekjaar 2015



Vote / Stemming

4 Proposal to approve the final dividend 2015

4 Voorstel tot goedkeuring van het slotdividend over het boekjaar 2015



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

5 Voorstel tot het verlenen van kwijting aan de leden van de Raad van Bestuur



Vote / Stemming

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

Voorstel tot het verlenen van kwijting aan de leden van de Raad van Bestuur



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

6 Voorstel tot het verlenen van kwijting aan de leden van de Raad van Commissarissen



Vote / Stemming

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

6 Voorstel tot het verlenen van kwijting aan de leden van de Raad van Commissarissen



7 Proposal to reappoint Mr. Robert Routs to the Supervisory Board

7 Voorstel tot herbenoeming van de heer Robert Routs als lid van de Raad van Commissarissen





Rob Routs

Age: 69

Nationality: Dutch

Former occupation/vroegere functie:

Executive Director Oil Products and Chemicals at Royal Dutch Shell

Shares in the Company: None

Membership of other Boards:

Chairman of the Supervisory Board of Royal DSM N.V.

Member of the Board of Directors of ATCO Ltd

Member of the Board of Directors of A.P. Møller - Mærsk A/S

Member of the Board of Directors of AECOM Technology Corporation



7 Proposal to reappoint Mr. Robert Routs to the Supervisory Board

7 Voorstel tot herbenoeming van de heer Robert Routs als lid van de Raad van Commissarissen



Vote / Stemming

7 Proposal to reappoint Mr. Robert Routs to the Supervisory Board

7 Voorstel tot herbenoeming van de heer Robert Routs als lid van de Raad van Commissarissen



Proposal to reappoint Mr. Ben van der Veer to the Supervisory Board

Voorstel tot herbenoeming van de heer Ben van der Veer als lid van de Raad van Commissarissen





Ben van der Veer

Age: 65

Nationality: Dutch

Former occupation/vroegere functie:

Chairman of the Board of Management of KPMG N.V.

Shares in the Company: 1450 common shares - December 31, 2015

Membership of other Boards:

Member of the Supervisory Board of TomTom N.V.

Non-Executive Board Member of RELX N.V., RELX PLC and RELX Group PLC

Member of the Supervisory Board of Royal FrieslandCampina N.V. (not listed)



Proposal to reappoint Mr. Ben van der Veer to the Supervisory Board

Voorstel tot herbenoeming van de heer Ben van der Veer als lid van de Raad van Commissarissen



Vote / Stemming

Proposal to reappoint Mr. Ben van der Veer to the Supervisory Board

Voorstel tot herbenoeming van de heer Ben van der Veer als lid van de Raad van Commissarissen



9 Proposal to reappoint Mr. Dirk Verbeek to the Supervisory Board

9 Voorstel tot herbenoeming van de heer Dirk Verbeek als lid van de Raad van Commissarissen





Dirk Verbeek

Age: 65

Nationality: Dutch

Former occupation/vroegere functie:

Executive Board member Aon Group Inc.

Shares in the Company: 1011 common shares - December 31, 2015

Membership of other Boards:

Member of the Supervisory Board of Aon Groep Nederland B.V. (not listed)

Advisor to the President and Chief Executive Officer of Aon Corporation

Member of the Advisory Board of CVC Europe (not listed)
Member of the Advisory Board of OVG Real Estate (not listed)



9 Proposal to reappoint Mr. Dirk Verbeek to the Supervisory Board

9 Voorstel tot herbenoeming van de heer Dirk Verbeek als lid van de Raad van Commissarissen



9 Proposal to reappoint Mr. Dirk Verbeek to the Supervisory Board

9 Voorstel tot herbenoeming van de heer Dirk Verbeek als lid van de Raad van Commissarissen



- 10 Proposal to approve the Company's subsidiaries may pay variable compensation of up to 200% of the annual fixed compensation to their employees working outside Europe
- 10 Voorstel tot goedkeuring van de mogelijkheid voor dochtermaatschappijen van de Vennootschap om hun medewerkers die werkzaam zijn buiten Europa een variabele beloning tot 200% van hun jaarlijkse vaste beloning te betalen

- 10 Proposal to approve the Company's subsidiaries may pay variable compensation of up to 200% of the annual fixed compensation to their employees working outside Europe
- 10 Voorstel tot goedkeuring van de mogelijkheid voor dochtermaatschappijen van de Vennootschap om hun medewerkers die werkzaam zijn buiten Europa een variabele beloning tot 200% van hun jaarlijkse vaste beloning te betalen

11 Proposal to cancel all common shares repurchased during the EUR 400 million share buyback program

11 Voorstel tot intrekking van alle in het kader van de aandeleninkoop van EUR 400 miljoen ingekochte gewone aandelen



11 Proposal to cancel all common shares repurchased during the EUR 400 million share buyback program

11 Voorstel tot intrekking van alle in het kader van de aandeleninkoop van EUR 400 miljoen ingekochte gewone aandelen



12 Proposal to authorize the Executive Board to issue common shares

12 Voorstel tot machtiging van de Raad van Bestuur tot uitgifte van gewone aandelen



12 Proposal to authorize the Executive Board to issue common shares

12 Voorstel tot machtiging van de Raad van Bestuur tot uitgifte van gewone aandelen



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

13 Voorstel tot machtiging van de Raad van Bestuur tot beperking of uitsluiting van voorkeursrechten bij de uitgifte van gewone aandelen



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

13 Voorstel tot machtiging van de Raad van Bestuur tot beperking of uitsluiting van voorkeursrechten bij de uitgifte van gewone aandelen



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

14 Voorstel tot machtiging van de Raad van Bestuur tot uitgifte van gewone aandelen in het kader van incentiveplannen



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

14 Voorstel tot machtiging van de Raad van Bestuur tot uitgifte van gewone aandelen in het kader van incentiveplannen



15 Proposal to authorize the Executive Board to acquire shares in the Company

15 Voorstel tot machtiging van de Raad van Bestuur tot verkrijging van eigen aandelen door de Vennootschap



15 Proposal to authorize the Executive Board to acquire shares in the Company

15 Voorstel tot machtiging van de Raad van Bestuur tot verkrijging van eigen aandelen door de Vennootschap



16 Any other business

16 Wat verder ter tafel komt



17 Close of the meeting

17 Sluiting van de vergadering



