

Aegon announces agreement with Vereniging Aegon and publishes proposal for US-aligned governance framework

Aegon today announces an agreement with its largest shareholder, Vereniging Aegon, on the future relationship with the Vereniging, alongside a proposed governance framework that will be put in place in connection with Aegon's planned relocation to the US. Together, these steps are designed to align Aegon's governance with US market standards and support the company's ambition to become a leading US life insurance and retirement group.

Proposed governance framework

Aegon intends to move its legal seat to Delaware, the state of incorporation of the majority of US public companies. In connection with this, Aegon will amend its bye-laws to align Aegon's governance with US market standards. Key proposed changes include:

- phased removal of Aegon's staggered board structure with annual elections for all directors beginning in 2030
- majority voting in uncontested elections and plurality voting in contested elections
- annual Say-on-Pay advisory votes
- simplification of the capital structure with the elimination of Common Shares B and Special Cause voting by converting all outstanding Common Shares B held by Vereniging Aegon on a 1:40 basis into a single class of common stock with equal voting rights
- authorization of a new class of preferred stock, as is customary for US-listed companies

The proposed governance changes follow an extensive review by Aegon's Board of Directors and are supported by Vereniging Aegon.

The full proposed governance framework including a comparison to Aegon's current governance can be found [here](#).

Changes to structure of Vereniging Aegon

Aegon and Vereniging Aegon have agreed on the following:

- Vereniging Aegon will be renamed Vereniging Aegon Americas and will retain its existing ownership position in Aegon, currently 18.4% on a proforma basis¹, which will align with its voting rights going forward. Vereniging Aegon Americas' objective remains to support the interests of Aegon and its stakeholders, including through charitable and societal activities
- Vereniging Aegon's current charitable and societal activities in the Netherlands will be transferred to a new, dedicated Netherlands-based charitable organization, to be named Stichting Aegon Fonds Nederland
- Vereniging Aegon will donate EUR 500 million to this new charitable organization to support and further develop its charitable and societal activities in the Netherlands, in line with Aegon's purpose of "helping people live their best lives"

¹ As per April 30, 2026 and including the Common Shares B converted on a 1:40 basis

Aegon CEO Lard Friese commented: “The agreement with Vereniging Aegon and the proposed governance changes are an important step in our planned relocation to the US. We value Vereniging Aegon Americas as a continued investor of Aegon and welcome the creation of Aegon Fonds Nederland, which will continue and expand Vereniging Aegon’s longstanding charitable and societal activities in the Netherlands.”

Chairman of Vereniging Aegon Lodewijk Hijmans van den Bergh commented: “The creation of Aegon Fonds Nederland preserves Aegon’s longstanding heritage in the Netherlands and ensures the continued development of social impact initiatives that support Dutch society. We are supportive of the new governance framework which will allow Vereniging Aegon Americas to continue to remain a committed long-term shareholder of Aegon.”

Next steps

Following our Annual General Meeting on June 10, 2026, Aegon will engage with shareholders, investor representation bodies, and proxy advisors on the proposed governance framework in conjunction with the redomiciliation.

The future relationship with Vereniging Aegon, including the structure of its shareholding as well as the proposed governance framework are conditional upon, among other things, shareholder approval of a proposal covering the redomiciliation and related certificate of incorporation and bye-laws changes at the EGM to be held in the fourth quarter of 2026.

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About Aegon

Aegon is an international financial services holding company. Aegon’s ambition is to build leading businesses that offer their customers investment, protection, and retirement solutions. Aegon’s portfolio of businesses includes fully owned businesses in the United States and United Kingdom, and a global asset manager. Aegon also creates value by combining its international expertise with strong local partners via insurance joint-ventures in Spain & Portugal, China, and Brazil, and via asset management partnerships in France and China. In addition, Aegon owns a Bermuda-based life insurer and generates value via a strategic shareholding in a market leading Dutch insurance and pensions company.

Aegon’s purpose of helping people live their best lives runs through all its activities. As a leading global investor and employer, Aegon seeks to have a positive impact by addressing critical environmental and societal issues. Aegon is headquartered in Schiphol, the Netherlands, domiciled in Bermuda, and listed on Euronext Amsterdam and the New York Stock Exchange. More information can be found at aegon.com.

Important Information for Investors and Securityholders

This communication is not intended to and does not constitute an offer to sell, buy, or exchange or the solicitation of an offer to sell, buy, or exchange any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, purchase, or exchange of securities or solicitation of any vote or approval in any jurisdiction in contravention of applicable law. In connection with the proposed corporate reorganization that includes, among other things, the domestication and continuation of Aegon as a Delaware corporation (the "Redomiciliation"), Aegon will file a registration statement on a Form F-4, which includes a U.S. Shareholder Circular (the "Proxy Statement/Prospectus"), with the U.S. Securities and Exchange Commission (the "SEC"). Aegon plans to mail the definitive Proxy Statement/Prospectus to its shareholders in connection with the proposed Redomiciliation ahead of calling an extraordinary general meeting of shareholders contemplated in Q4 2026. INVESTORS AND SECURITYHOLDERS OF AEGON ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ALL OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT AEGON, ITS PROPOSED REDOMICILIATION AND RELATED MATTERS. Investors and securityholders will be able to obtain free copies of the definitive Proxy Statement/Prospectus (when available) and other documents filed with the SEC by Aegon through the website maintained by the SEC at www.sec.gov (<http://www.sec.gov>). In addition, investors and securityholders will be able to obtain free copies of the documents filed with the SEC on Aegon's website at www.aegon.com/redomiciliation (<http://www.aegon.com/redomiciliation>) or by contacting Aegon's Investor Relations, World Trade Center, Schiphol Boulevard 223, 1118 BH Schiphol, The Netherlands, Tel: + 3120-259-2500, E-mail: ir@aegon.com

Participants in the Solicitation

Aegon, its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from Aegon's securityholders in respect of the proposed transactions under the rules of the SEC. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Aegon's securityholders, in connection with the proposed Redomiciliation, including a description of their respective direct or indirect interests, by security holdings or otherwise, is included in the Proxy Statement/Prospectus described above. Additional information regarding Aegon's directors and executive officers regarding the interests of such potential participants is also included in Aegon's 20-F, which was filed with the SEC on March 30, 2026. This document is available free of charge as described from the SEC's website at www.sec.gov.

Forward-looking statements

This communication contains certain forward-looking statements with respect to the financial condition, results of operations and business of Aegon, and certain of its plans and objectives with respect to these items, and in particular with respect to the change of legal domicile. By their nature, forward-looking statements involve risk and uncertainty, because they relate to future events and circumstances, and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by forward-looking statements, including, without limitation, (i) the proposed Redomiciliation may not be completed in a timely manner or at all; (ii) the failure to realize the anticipated benefits of the proposed Redomiciliation; (iii) the possibility that any or all of the various conditions to the consummation of the proposed Redomiciliation may not be satisfied or waived; (iv) the effect of the pendency of the proposed Redomiciliation on our ability to retain and hire key personnel, or its operating results and business generally and (v) the effects of the proposed Redomiciliation on trading, liquidity and the price of Aegon's securities and other important factors described in the section titled "Risk Factors" in Aegon's 2025 Annual Report on Form 20-F for more details. Aegon disclaims any obligation to update or revise any forward-looking statements contained in these documents, other than to the extent required by applicable law.

This document contains information that qualifies, or may qualify, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (596/2014). Further details of potential risks and uncertainties affecting Aegon are included in its filings with the Netherlands Authority for the Financial Markets and the US Securities and Exchange Commission, including the 2025 Integrated Annual Report. These forward-looking statements speak only as of the date of this document. Except as required by any applicable law or regulation, Aegon expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Aegon's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

