

AEGON NV
Form 20-F
March 25, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-10882

Aegon N.V.

(Exact name of Registrant as specified in its charter)

Edgar Filing: AEGON NV - Form 20-F

Not Applicable

(Translation of Registrant's name into English)

The Netherlands

(Jurisdiction of incorporation or organization)

Aegonplein 50, PO Box 85, 2501 CB The Hague, The Netherlands

(Address of principal executive offices)

J.H.P.M. van Rossum

Executive Vice President and Corporate Controller

Aegon N.V.

Aegonplein 50, 2501 CB The Hague, The Netherlands

+31-70-3445458

Jurgen.vanRossum@aegon.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Common shares, par value EUR 0.12 per share	New York Stock Exchange
Securities registered or to be registered pursuant to Section 12(g) of the Act.	

Not applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not applicable

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:
2,094,630,321 common shares and 581,325,720 common shares B

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Edgar Filing: AEGON NV - Form 20-F

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by checkmark which basis of accounting the registrant has used to prepare the financial statements included in this filing

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Table of Contents

Table of Contents

II

Cross reference table Form 20-F

1	Identity of Directors, Senior Management and Advisers	n/a
2	Offer Statistics and Expected Timetable	n/a
3	Key Information	
3A	Selected financial data	11-13
3B	Capitalization and indebtedness	n/a
3C	Reasons for the offer and use of proceeds	n/a
3D	Risk factors	83-104; 159-186; 320-339
4	Information on the Company	
4A	History and development of the Company	10; 14-82; 279-280; 360
4B	Business overview	14; 31-39; 44-50; 55-59; 67-82
4C	Organizational structure	10; 14
4D	Property, plants and equipment	339
4A	Unresolved Staff Comments	n/a

Edgar Filing: AEGON NV - Form 20-F

5 Operating and Financial Review and Prospects

5A	Operating results	14-82
5B	Liquidity and capital resources	87-90; 225-227
5C	Research and development, patent and licenses etc.	n/a
5D	Trend information	8-9; 14-82
5E	Off-balance sheet arrangements	271-275
5F	Tabular disclosure of contractual obligations	185-186; 271-275
5G	Safe harbor	n/a

6 Directors, Senior Management and Employees

6A	Directors and senior management	6-7; 113-115
6B	Compensation	105-112; 199-202; 282-287
6C	Board practices	106-112
6D	Employees	303
6E	Share ownership	114-115; 306-308

7 Major Shareholders and Related Party Transactions

7A	Major shareholders	306-308
7B	Related party transactions	281-287
7C	Interest of experts and counsel	n/a

8 Financial Information

8A	Consolidated Statements and Other Financial Information	126-132; 309-315
8B	Significant Changes	n/a

Table of Contents

III

9	The Offer and Listing	
9A	Offer and listing details	
9B	Plan of distribution	341
9C	Markets	n/a
9D	Selling shareholders	341
9E	Dilution	n/a
9F	Expenses of the issue	n/a
		n/a
10	Additional Information	
10A	Share capital	
10B	Memorandum and articles of association	n/a
10C	Material contracts	342-343
10D	Exchange controls	343
10E	Taxation	344
10F	Dividends and paying agents	344-350
10G	Statement by experts	n/a
10H	Documents on display	n/a
10I	Subsidiary Information	361
		n/a

Edgar Filing: AEGON NV - Form 20-F

11	Quantitative and Qualitative Disclosures About Market Risk		85-86; 159-186
12	Description of Securities Other than Equity Securities		n/a
13	Defaults, Dividend Arrearages and Delinquencies		n/a
14	Material Modifications to the Rights of Security Holders and Use of Proceeds		n/a
15	Controls and Procedures		119
16A	Audit committee financial expert		98-99
16B	Code of Ethics		118
16C	Principal Accountant Fees and Services		350-352
16D	Exemptions from the Listing Standards for Audit Committees		n/a
16E	Purchases of Equity Securities by the Issuer and Affiliated Purchasers		352
16F	Change in Registrant's Certifying Accountant		351
16G	Corporate Governance		113-116
16H	Mine Safety Disclosure		n/a
17	Financial Statements		n/a
18	Financial Statements		126-304

Table of Contents

IV

This page has been intentionally left blank.

Annual Report on Form 20-F 2015

Table of Contents

1

Table of contents**Strategic information**

<u>Introduction</u>	3
<u>CEO letter</u>	4
<u>Composition of the Executive Board and the Management Board</u>	6
<u>Aegon's strategy</u>	8

Business overview

<u>History and development of Aegon</u>	10
<u>Selected financial data</u>	11
<u>Business lines</u>	14
<u>Results of operations</u>	16
↳ <u>Worldwide</u>	16
↳ <u>Americas</u>	24
↳ <u>The Netherlands</u>	40
↳ <u>United Kingdom</u>	51
↳ <u>New Markets</u>	60
<u>Risk management</u>	83
<u>Capital and liquidity management</u>	87
<u>Regulation and Supervision</u>	91

Governance

<u>Report of the Supervisory Board</u>	95
<u>Members of the Supervisory Board</u>	103
<u>Remuneration Report</u>	105
<u>Corporate governance</u>	113
↳ <u>Differences between Dutch and US company laws</u>	117
↳ <u>Code of ethics</u>	118
↳ <u>Controls and procedures</u>	119

Consolidated financial statements of Aegon N.V.

<u>Exchange rates</u>	124
<u>Consolidated income statement of Aegon N.V.</u>	126
<u>Consolidated statement of comprehensive income of Aegon N.V.</u>	127
<u>Consolidated statement of financial position of Aegon N.V.</u>	128
<u>Consolidated statement of changes in equity of Aegon N.V.</u>	129
<u>Consolidated cash flow statement of Aegon N.V.</u>	132
<u>Notes to the consolidated financial statements</u>	133

<u>Remuneration</u>	282
<u>Financial statements of Aegon N.V.</u>	
<u>Income statement of Aegon N.V.</u>	290
<u>Statement of financial position of Aegon N.V.</u>	291
<u>Notes to the financial statements</u>	292
<u>Other information</u>	
<u>Proposal for profit appropriation</u>	305
<u>Major shareholders</u>	306
<u>Other financial information</u>	
<u>Schedule I</u>	309
<u>Schedule II</u>	310
<u>Schedule III</u>	312
<u>Schedule IV</u>	314
<u>Schedule V</u>	315
<u>Auditor's report on the Annual Report on Form 20-F (PwC)</u>	316
<u>Auditor's report on the Annual Report on Form 20-F (EY)</u>	317
<u>Additional information</u>	
<u>Compliance with regulations</u>	319
<u>Risk factors</u>	320
<u>Property, plant and equipment</u>	339
<u>Dividend policy</u>	340
<u>The offer and listing</u>	341
<u>Memorandum and Articles of Association</u>	342
<u>Material contracts</u>	343
<u>Exchange controls</u>	344
<u>Taxation</u>	344
<u>Principal accountant fees and services</u>	350
<u>Purchases of equity securities by the issuer and affiliated purchasers</u>	352
<u>Glossary</u>	353
<u>Disclaimer</u>	358
<u>Contact</u>	360
<u>Documents on display</u>	361
<u>Index to Exhibits</u>	362

Table of Contents

2

This page has been intentionally left blank.

Annual Report on Form 20-F 2015

Table of Contents

3

Introduction**Filing**

This document contains Aegon's Annual Report as filed on Form 20-F (also referred to in this document as Annual Report) with the United States Securities and Exchange Commission (SEC).

About this report

This report serves as Aegon's Annual Report for the year ended December 31, 2015. It presents the consolidated financial statements of Aegon (pages 126-288) and the stand-alone financial statements of Aegon N.V. (pages 290-304), both prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board, and Part 9 of Book 2 of the Dutch Civil Code.

Aegon N.V. is referred to in this document as Aegon, or the Company, and is together with its member companies referred to as Aegon Group or the Group. For such purposes, member companies means, in relation to Aegon N.V., those companies required to be consolidated in accordance with the Netherlands legislative requirements concerning relating to consolidated accounts.

Presentation of certain information

References to the NYSE are to the New York Stock Exchange and references to the SEC are to the US Securities and Exchange Commission. Aegon uses EUR and euro when referring to the lawful currency of the member states of the European Monetary Union; USD, and US dollar when referring to the lawful currency of the United States of America; GBP, UK pound and pound sterling when referring to the lawful currency of the United Kingdom; CAD Canadian dollar when referring to the lawful currency of Canada; CNY when referring to the lawful currency of the People's Republic of China; CZK when referring to the lawful currency of the Czech Republic, HUF when referring to the lawful currency of Hungary; PLN when referring to the lawful currency of Poland; RON when referring to the lawful currency of Romania; TRY when referring to the lawful currency of Turkey, and UAH when referring to the lawful currency of Ukraine.

Aegon prepares its consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS) and with Part 9 of Book 2 of the Netherlands Civil Code for purposes of reporting with the U.S. SEC, including financial information contained in this Annual Report on Form 20-F. Aegon's accounting policies and its use of various options under IFRS are described in note 2 to the consolidated financial statements.

Other than for SEC reporting, Aegon prepares its Annual Accounts under International Financial Reporting Standards as adopted by the European Union, including the decisions Aegon made with regard to the options available under International Financial Reporting Standards as adopted by the EU (IFRS-EU). IFRS-EU differs from IFRS in respect of certain paragraphs in IAS 39 Financial Instruments: Recognition and Measurement regarding hedge accounting for portfolio hedges of interest rate risk. Under IFRS-EU, Aegon applies fair value hedge accounting for portfolio hedges

of interest rate risk (fair value macro hedges) in accordance with the EU carve out version of IAS 39. Under IFRS, hedge accounting for fair value macro hedges cannot be applied to mortgage loans and ineffectiveness arises whenever the revised estimate of the amount of cash flows in scheduled time buckets is either more or less than the original designated amount of that bucket.

This information is prepared by reversing the hedge accounting impacts that are applied under the EU carve out version of IAS 39. Financial information under IFRS accordingly does not take account of the possibility that had Aegon applied IFRS as its primary accounting framework it might have applied alternative hedge strategies where those alternative hedge strategies could have qualified for IFRS compliant hedge accounting. These decisions could have resulted in different shareholders' equity and net income amounts compared to those indicated in this Annual Report on Form 20-F.

A reconciliation between IFRS-EU and IFRS is included in note 2.1 to the consolidated financial statements.

Table of Contents

4 Strategic information [CEO letter](#)

[CEO letter](#)

2015 was a year in which we made significant progress in the execution of our strategy. Our operational and financial successes are ultimately the result of customers placing their trust in Aegon, and I am proud that we are helping millions of people achieve a lifetime of financial security.

Once again, one of the key highlights of the year was the very strong and profitable sales we generated across the Company, which are up by 24% on 2014. Moreover, I am pleased that we have seen a 12% year-on-year increase in sales over the last five years, and this success underlines the continued progress Aegon has made to connect with customers in new ways – including through our new and innovative digital propositions.

While we had strong results in terms of sales, it was a challenging year from an earnings perspective and I am disappointed that our results – in particular those in the US – did not meet our expectations. The main cause of this decline in earnings was the adverse effect from model updates and assumption changes. These included the impact of changes in customer behavior, the effect of which was exacerbated by the low interest rate environment. We have taken actions to mitigate this adverse effect and remain committed to generating attractive returns.

[Adapting to change](#)

The global economic climate continues to present challenges for the insurance sector. Credit conditions worsened in 2015 as world oil prices reached their lowest point in over a decade. While the gradual upturn in the US economy was a positive sign, the economic growth outlook in the US remains mixed and below that of the pre-crisis level. Similarly, although measures to stimulate the eurozone economy had a positive effect on the outlook for the region, conditions for insurers became more challenging as interest rates dropped to historic lows. In this challenging environment Aegon remains well positioned for the future. The transformation in our business over the last five years, from one reliant largely on spread businesses to one focused on fee and technical income, makes us a stronger and more resilient franchise going forward.

[Transforming our business](#)

2015 was the final year of a five-year strategy cycle at the Company. As pleasing as it was to not only meet, but exceed, our targets for operational free cash flows and fee-based earnings, I am disappointed that we did not achieve our targets for return on equity and earnings growth. In January 2016, we updated the market on our strategy and the steps we are taking to continue to improve our operational performance. Central to this is the announcement that we will further reduce our expenses by EUR 200 million over the next three years. In parallel, we will focus on developing a life-long relationship with our customers so that we can serve their financial needs at all the major financial junctures in their lives; rather than on a one-off basis. In order to accomplish this, we need to get much closer to our customers and connect with them how and when they wish. To this end, we will step up our work to provide guidance and advice to customers and accelerate our investments in digital solutions.

[Focusing on value creation](#)

We continued to make progress in the optimization of our portfolio, allocating capital to those businesses that create value and growth in order to deliver on our financial targets and strategy. 2015 saw the divestment of a number of non-core activities, including our life insurance business in Canada, Clark Consulting and our joint venture with La Mondiale in France, freeing up close to a billion euros of capital. In terms of reinvesting our capital, two transactions that we secured are particularly exciting: first, the creation of a strategic partnership with La Banque Postale Asset Management, the fifth largest asset manager in France with over 10 million customers; and second, the acquisition of Mercer's record keeping business, which makes Aegon one of the top five in the US pension administration market, with approximately 5 million plan participants. Both of these deals illustrate how we are reaching new customers by enhancing our distribution networks and teaming up with market leaders.

Annual Report on Form 20-F 2015

Table of Contents

5

Navigating a complex regulatory landscape

While regulation of our industry is changing rapidly and compliance costs are rising, with the right business model these changes represent a clear opportunity. Indeed, Aegon has the added competitive advantage of knowing how to operate in rapidly changing markets due to its global presence.

Preparations for the European Union Solvency II Directive were a considerable undertaking throughout the year. Gaining approval for Aegon's internal model in the Netherlands and the United Kingdom in December was a significant achievement, and our strong capital position was reflected in the fact that all our major business units are above their respective target levels. I am pleased that our estimated group Solvency II ratio of 160% is in the upper end of our target range, meaning we are in a strong position to return capital to our shareholders. Our strong capital position enabled us to announce a share buyback of EUR 400 million, and to increase the dividend yet again this year by 9% in line with our dividend policy of having a sustainable and growing dividend.

In November, Aegon was designated as one of a group of nine Global Systemically Important Insurers (G-SII) by the Financial Stability Board (FSB). We are engaging with supervisors with regard to the G-SII Framework, and while some implications of G-SII designation are not clear, we are making progress on the plans we need to develop.

Our communities and our employees

Although this report provides a comprehensive overview of Aegon's financial activities, we take the impact we have on the communities in which we operate, wider society and the environment very seriously. For this reason, we are pleased to also publish an annual review, which is available on aegon.com. This explains our social, economic and environmental performance and impacts, together with outlining how we create value for our stakeholders.

I am proud to work alongside over 31,500 talented colleagues who are dedicated to making a difference and who share my passion for our purpose *to help people achieve a lifetime of financial security*. On behalf of the Management Board I would like to express my sincere thanks for all their hard work and commitment. Furthermore, I would like to thank Aegon's many shareholders for placing their trust in the company. Without their support and investment, we would not be able to deliver on the promises we make to our 30 million customers around the world.

Looking to the future

Aegon is, I believe, well positioned to take advantage of the many opportunities in our markets by connecting with ever more customers and meeting their needs in a smooth and seamless way across their lifetimes. This gives me confidence that Aegon will achieve its strategic and financial objectives, and also create long-term value for customers and therefore shareholders alike.

Thank you for your support and interest in our company.

Alex Wynaendts

Chief Executive Officer and Chairman of the Executive Board of Aegon N.V.

Table of Contents

6 Strategic information [Composition of the Executive Board and the Management Board](#)

[Composition of the Executive Board and the Management Board](#)

[Alex Wynaendts \(1960, Dutch\)](#)

[Chief Executive Officer](#)

[Chairman of the Executive Board](#)

[Chairman of the Management Board](#)

Alex Wynaendts began his career in 1984 with ABN AMRO Bank, working in Amsterdam and London in the Dutch bank's capital markets, asset management, corporate finance and private banking operations. In 1997, Mr. Wynaendts joined Aegon as Senior Vice President for Group Business Development. He was appointed as a member of the Executive Board in 2003, overseeing the Company's international growth strategy. In April 2007, Mr. Wynaendts was named Aegon's Chief Operating Officer, and has been CEO and Chairman of the Executive Board and Management Board since April 2008. Mr. Wynaendts was reappointed as member of the Executive Board at the Annual General Meeting of Shareholders of Aegon N.V. on May 20, 2015. His third and final term of office will end in 2019.

[Darryl Button \(1969, Canadian\)](#)

[Chief Financial Officer](#)

[Member of the Executive Board](#)

[Member of the Management Board](#)

Darryl Button began his career at Mutual Life Insurance Co. of Canada, joining Aegon in 1999 as Director of Product Development and Risk Management at Aegon USA's Institutional Markets business unit. He was appointed Corporate Actuary of Aegon USA in 2002 and became CFO of Aegon Americas in 2005. From 2008 to 2011, Mr. Button also took on the responsibilities of Chairman and executive management of Aegon's Canadian operations, before joining Aegon's Corporate Center in 2012 as Executive Vice President and Head of the Corporate Financial Center. In 2013, Mr. Button was appointed as CFO and as a member of the Executive Board of Aegon. He is also a member of the Management Board.

Adrian Grace (1963, British)

Chief Executive Officer of Aegon UK

Member of the Management Board

Adrian Grace began his career with Leeds Permanent Building Society in 1979, before joining Mercantile Credit in 1984. In 2001, Mr. Grace joined Sage Group PLC as Managing Director of the Small Business Division. In 2004, he moved to Barclays Insurance as Chief Executive, before joining HBOS in 2007 as Managing Director of Commercial Business within the Corporate Division. In 2009, he joined Aegon UK as Group Business Development Director and in April 2011 became the Chief Executive Officer. Mr. Grace has been a member of Aegon's Management Board since February 2012.

Tom Grondin (1969, Canadian)¹

Chief Risk Officer of Aegon N.V.

Member of the Management Board

Tom Grondin was appointed Chief Risk Officer of Aegon N.V. in 2003 and as a member of Aegon's Management Board in January 2013. His current responsibilities include managing Aegon's Risk, Actuarial, Compliance and Risk Structuring and Transfer functions. He joined Aegon USA's Institutional Markets business unit in 2000, where he was Chief Actuary. Prior to joining Aegon, he was a consultant at Tillinghast-Towers Perrin, and an asset liability manager at Manulife Financial.

¹ Tom Grondin was appointed as Chief Financial Officer, Aegon Asia, effective January 1, 2016. Allegra van Hövell-Patrizi joined Aegon on January 1, 2016 as Group Chief Risk Officer, and member of the Management Board.

Table of Contents

7

Marco Keim (1962, Dutch)

Chief Executive Officer of Aegon the Netherlands

Member of the Management Board

Marco Keim began his career with accountants Coopers & Lybrand/Van Dien. He has also worked for aircraft manufacturer Fokker Aircraft and NS Reizigers, part of the Dutch railway company, NS Group. In 1999, he joined Swiss Life in the Netherlands as a board member. Three years later, Mr. Keim was appointed CEO. In June 2008, he became CEO of Aegon the Netherlands and a member of Aegon's Management Board.

Gábor Kepecs (1954, Hungarian)

Chief Executive Officer of Aegon Central & Eastern Europe

Member of the Management Board

Gábor Kepecs began his career with the Hungarian government before joining former state-owned insurance company Állami Biztosító. He was appointed CEO in 1990, two years before Állami Biztosító was privatized and acquired by Aegon. Mr. Kepecs was the CEO of Aegon Hungary from 1992 to 2009, during which time he headed the expansion of Aegon's businesses not only in Hungary, but also across the Central & Eastern European region. Mr. Kepecs has been a member of Aegon's Management Board since 2008.

Mark Mullin (1963, American)

Chief Executive Officer of Aegon Americas

Member of the Management Board

Mark Mullin has spent more than 20 years with Aegon in various investment and business management positions in both the United States and Europe. Mr. Mullin has served as President and CEO of one of Aegon's US subsidiaries, Diversified Investment Advisors, and as head of the Company's annuity and mutual fund businesses. He was named

President of Aegon Americas in 2009, and became President and CEO of Aegon Americas and a member of the Management Board in 2010.

Table of Contents

8 Strategic information **Aegon s strategy**

Aegon s strategy

Achievements since 2011

In 2011, Aegon embarked on a strategic direction based on the following objectives: to get closer to customers by addressing their financial needs across the various stages of their lives; to leverage technology to improve service and customer experience, while also reducing expenses in order to remain competitive; and to focus on protection and accumulation needs in emerging markets, and on accumulation and post-retirement needs in developed markets.

Since this time, the profile of the Company has been transformed by refocusing the Group on fee business. Key accomplishments include: divesting non-core businesses, such as Transamerica s Reinsurance business, a number of joint ventures in Spain, La Mondiale in France, and the Company s Canadian life insurance business; creating a successful asset management business; significantly reducing expenses, while investing in new digital business models, e.g. Knab in the Netherlands and Aegon s retirement platform in the UK; and increasing the number of customers that place their trust in Aegon to 30 million.

Key drivers for change

Going forward, it is necessary to constantly anticipate changes in Aegon s business environment. This environment is being shaped by a number of trends:

- ⌚ Low interest rates, which may persist for a longer period than anticipated;
- ⌚ The shift from state and corporate benefits to individuals taking responsibility for their own privately-funded plans;
- ⌚ Reduced accessibility to traditional financial advice for the middle market and mass-affluent customer segments;
- ⌚ Increased competition due to the blurring of boundaries between insurers, banks, asset managers, distributors, and other (new) non-traditional entrants into the financial services industry following regulatory and technology developments;
- ⌚ Shifting consumer demand towards digital first, multi-channel access, and personalized offerings;
- ⌚ Increasing customer expectations for greater transparency, simplicity, and superior service; and
- ⌚ A regulatory environment that increases complexity across all lines of business and puts pressure on returns.

Aegon s ambition

Aegon s purpose *to help people achieve a lifetime of financial security* forms the basis of the Company s strategy. The central focus of the strategy is to further change the Company by shifting from a product-based company to a customer need-driven one. This means serving diverse and evolving needs across the customer life cycle (right time, right solution); aligning Aegon s brand promise with being a trusted partner for financial solutions that are relevant, simple, rewarding, and convenient; and developing long-term customer relationships by providing guidance and advice, and identifying additional financial security needs at every stage of customers lives.

The aim of Aegon's strategy is that the Company be a truly international enterprise with a common culture across its businesses of working together; that Aegon's respective businesses learn from each other and replicate best practices to benefit customers; that it recognizes and addresses opportunities in rapidly changing markets in a timely and nimble way; and that it attracts, develops, and retains the best people who share its values and are committed to its purpose.

In order to do so, Aegon will focus on reducing complexity, eliminating duplication, improving accuracy, and increasing automation to realize cost efficiencies, allowing investments in its transformation to a digitally enabled, customer-centric company. Furthermore, the Company will focus on driving scale and establishing strong market positions in its current footprint, and strictly adhering to comprehensive standards that support the efficient use of capital by all businesses. The different market segments, the different geographies, and the different starting positions of Aegon's businesses nonetheless mean that they will experience different paths to meet the same goals. Expertise and knowledge available in Aegon's established markets will be utilized to position its businesses in emerging markets.

In summary, it is Aegon's ambition to be regarded as *a trusted partner for financial solutions at every stage of life* in all its markets. That means: being recognized by its customers, business partners, and society as a company that puts the interests of its customers first in all that it does; and being regarded as an employer of choice by employees, engaging and enabling them to succeed. In addition, the Company will strive to generate the returns, earnings, and dividends that fulfil shareholders' expectations.

Table of Contents

9

Aegon's strategic objectives

Aegon believes that it will achieve its ambition of becoming a trusted partner for financial solutions at every stage of life if it realizes the following strategic objectives:

- ⚡ Serving customers' need for financial security throughout their lifetimes by providing digitally-enabled, omni-channel, accessible solutions and superior customer experience (**Loyal Customers**);
- ⚡ Delivering excellent service to customers at competitive cost levels by increasing scale and improving quality, efficiency, and accuracy of processes with technology (**Operational Excellence**);
- ⚡ Valuing and supporting Aegon employees as the Company's greatest asset by engaging and enabling them with the tools, training, and culture needed to exceed customers' expectations (**Empowered Employees**); and
- ⚡ Ensuring that the Company always meets its long-term commitments to stakeholders by delivering sustainable financial results and maintaining a strong and stable balance sheet (**Optimized Portfolio**).

To realize these objectives, Aegon needs to be more focused and more forward-looking, and it needs to accelerate and improve the quality of execution.

Acquisitions & divestments

Acquisitions can accelerate the implementation of Aegon's strategy, provide it with access to new technologies and provide the scale needed in markets in which it is already active. Aegon is selective when determining which businesses it would like to acquire, generally targeting acquisitions that fit the Company's mission of securing the financial future of its customers, and that are aligned with its four strategic objectives. The Company uses several financial criteria for determining the attractiveness of acquisitions including: return on capital, internal rate of return, capital generation, and capital fungibility. Similar strategic and financial criteria are applied when considering the potential divestment of existing activities.

Table of Contents

10 Business overview [History and development of Aegon](#)

[Business overview](#)

[History and development of Aegon](#)

[Aegon is an international life insurance, pensions and asset management group. Its listed holding company, Aegon N.V., is a public limited liability company with its statutory seat and head office in the Netherlands.](#)

Aegon's history dates back over 170 years. Aegon N.V. was formed in 1983 through the merger of AGO and Ennia, both of which were successors to insurance companies founded in the 1800s.

Aegon is headquartered in the Netherlands and through its subsidiaries it employs over 31,500 people worldwide. Aegon's common shares are listed on stock exchanges in Amsterdam (Euronext) and New York (NYSE). Aegon's main operating units are separate legal entities and operate under the laws of their respective countries. The shares of these legal entities are directly or indirectly held by three intermediate holding companies incorporated under Dutch law: Aegon Europe Holding B.V., the holding company for all European activities; Aegon International B.V., which serves as a holding company for the Aegon Group companies of all non-European countries; and Aegon Asset Management Holding B.V., the holding company for some of its asset management entities.

The Company fosters an entrepreneurial spirit within its businesses and encourages the innovation of products and services, with the focus always on helping people achieve a lifetime of financial security. Aegon uses a multi-brand, multichannel distribution approach to meet its customers' needs.

Aegon has the following reportable operating segments: the Americas, which includes the United States, Mexico and Brazil; the Netherlands; the United Kingdom; and New Markets, which includes a number of countries in Central & Eastern Europe and Asia, as well as Spain, Portugal, and the reporting units Variable Annuities Europe and Aegon Asset Management.

Annual Report on Form 20-F 2015

Table of Contents

11

Selected financial data

The financial results in this Annual Report are based on Aegon's consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards as issued by the IASB (IFRS).

Application of the accounting policies in the preparation of the financial statements requires management to apply judgment involving assumptions and estimates concerning future results or other developments, including the likelihood, timing or amount of future transactions or events. There can be no assurance that actual results will not differ materially from those estimates. Accounting policies that are critical to the presentation of the financial statements and that require complex estimates

or significant judgment are described in the notes to the financial statements.

A summary of historical financial data is provided in the table below. It is important to read this summary in conjunction with the consolidated financial statements and related notes (see pages 126-288) of this Annual Report.

Selected consolidated income statement information

In EUR million (except per share amount)

	2015	2014	2013	2012	2011
Amounts based upon IFRS					
Premium income	20,311	19,864	19,939	19,049	19,521
Investment income	8,525	8,148	7,909	8,413	8,167
Total revenues ¹⁾	31,289	30,157	29,805	29,327	29,159
Income/ (loss) before tax	873	889	1,189	2,005	1,027
Net income/ (loss)	712	757	989	1,633	936
Earnings per common share					
Basic	0.27	0.29	0.36	0.72	(0.03)
Diluted	0.27	0.29	0.36	0.72	(0.03)
Earnings per common share B					
Basic	0.01	0.01	0.01	-	-
Diluted	0.01	0.01	0.01	-	-

¹⁾ Excluded from the income statements prepared in accordance with IFRS are receipts related to investment-type annuity products and investment contracts.

Selected consolidated balance sheet information

In million EUR (except per share amount)

	2015	2014	2013	2012	2011
Amounts based upon IFRS					
Total assets	417,175	424,467	351,860	363,063	343,155
Insurance and investment contracts	343,558	321,384	283,234	277,596	272,105
Borrowings including subordinated and trust pass-through securities	13,361	15,049	12,009	13,416	9,377
Shareholders' equity	23,688	23,957	17,694	21,037	17,545

Table of Contents**12 Business overview Selected financial data****Number of common shares**

In thousands	2015	2014	2013	2012	2011
Balance at January 1	2,145,948	2,131,459	1,972,030	1,909,654	1,736,049
Share issuance	-	-	120,713	-	173,605
Stock dividends	1,089	14,489	38,716	62,376	-
Balance at end of period	2,147,037	2,145,948	2,131,459	1,972,030	1,909,654

Number of common shares B

In thousands	2015	2014	2013	2012	2011
Balance at January 1	581,326	579,005	-	-	-
Share issuance	3,696	2,320	579,005	-	-
Balance at end of period	585,022	581,326	579,005	-	-

Dividends

Aegon declared interim and final dividends on common shares for the years 2011 through 2015 in the amounts set forth in the following table. The 2015 interim dividend amounted to EUR 0.12 per common share. The interim dividend was paid in cash or stock at the election of the shareholder. The interim dividend was payable as of September 18, 2015. At the General Meeting of Shareholders on May 20, 2016, the Supervisory Board will, absent unforeseen circumstances, propose a final dividend of EUR 0.13 per common share (at each shareholders option in

cash or in stock), which will bring the total dividend for 2015 to EUR 0.25. Proposed final dividend for the year and proposed total dividend 2015 per common share B are EUR 0.00325 and EUR 0.00625 respectively. Dividends in US dollars are calculated based on the foreign exchange reference rate as published each working day at 14:15 hours by the European Central Bank on the business day following the announcement of the interim dividend or on the business day following the General Meeting of Shareholders approving the relevant final dividend.

Year	EUR per common share ¹⁾			USD per common share ¹⁾		
	Interim	Final	Total	Interim	Final	Total
2011	-	0.10	0.10	-	0.13	0.13
2012	0.10	0.11	0.21	0.12	0.14	0.26
2013	0.11	0.11	0.22	0.15	0.15	0.30
2014	0.11	0.12	0.23	0.15	0.13	0.28

2015	0.12	0.13 ²⁾	0.25	0.13
------	------	--------------------	------	------

¹ Paid at each shareholder's option in cash or in stock.

² Proposed.

From May 2003 to May 2013, Aegon had common shares and class A and class B preferred shares. The annual dividend on Aegon's class A and class B preferred shares was calculated on the basis of the paid-in capital on the preferred shares using a rate equal to the European Central Bank's fixed interest percentage for basic refinancing transactions plus 1.75%, as determined on Euronext Amsterdam's first working day of the financial year to which the dividend relates. Apart from this,

no other dividend was paid on the preferred shares. This resulted in a rate of 2.75% for the year 2012. Applying this rate to the weighted average paid-in capital of its preferred shares during 2012, the total amount of annual dividends Aegon made in 2013 on its preferred shares for the year 2012 was EUR 59 million. In addition, Aegon paid a 2013 interim dividend on the preferred shares of EUR 24 million, covering the period from January 1, 2013 until the cancellation of all preferred shares in May 2013.

Annual Report on Form 20-F 2015

Table of Contents

13

Exchange rates

Fluctuations in the exchange rate between the euro and the US dollar will affect the dollar equivalent of the euro price of Aegon's common shares traded on Euronext Amsterdam and, as a result, are likely to impact the market price of Aegon's common shares in the United States. Such fluctuations will also affect any US dollar amounts received by holders of common shares upon conversion of any cash dividends paid in euros on Aegon's common shares.

As of March 9, 2016, the USD exchange rate was EUR 1 = USD 1.0997.

The high and low exchange rates for the US dollar per euro for each of the last six months through February 2016 are set forth below:

Closing rates	Sept. 2015	Oct. 2015	Nov. 2015	Dec. 2015	Jan. 2016	Feb. 2016
High (USD per EUR)	1.1358	1.1473	1.1026	1.1025	1.0964	1.1362
Low (USD per EUR)	1.1104	1.0963	1.0562	1.0573	1.0743	1.0868

The average exchange rates for the US dollar per euro for the five years ended December 31, 2015, calculated by using the average of the exchange rates on the last day of each month during the period, are set forth below:

Year ended December 31,	Average rate ¹⁾
2011	1.4002
2012	1.2909
2013	1.3303
2014	1.3210
2015	1.1032

¹ The US dollar exchange rates are the noon buying rates in New York City for cable transfers in euros as certified for customs purposes by the Federal Reserve Bank of New York.

Table of Contents

14 Business overview [Business lines](#)

[Business lines](#)

[Americas](#)

[↳ United States - Life & Protection](#)

[↳ Life insurance](#)

Products offering protection against mortality, morbidity and longevity risks, including traditional and universal life, in addition to endowment, term, and whole life insurance products.

[↳ Accident and health insurance](#)

Products offering supplemental health, accidental death and dismemberment insurance, critical illness, cancer treatment, credit/disability, income protection, travel and long-term care insurance.

[↳ United States - Investments & Retirement](#)

Products and services include variable and fixed annuities, retirement plans (including ancillary services), mutual funds and stable value solutions.

[↳ Latin America](#)

Brazil: Life and critical illness insurance; private and company pensions; pension scheme administration; and investment funds.

Mexico: Individual life, group life, and health insurance; and saving plans.

[The Netherlands](#)

[↳ Life & Savings](#)

Products with mortality, morbidity, and longevity risks, including traditional and universal life, in addition to employer, endowment, term, whole life insurance products; mortgages; annuity products; and banking products, including saving deposits.

[↳ Pensions](#)

Individual and group pensions usually sponsored by, or obtained via, an employer. Administration-only services are offered to company and industry pension funds.

¿ **Non-life**

General insurance, consisting mainly of automotive, liability, disability, household insurance, and fire protection.

¿ **Distribution**

Independent distribution channel, offering both life and non-life insurance solutions.

United Kingdom

¿ **Life**

Immediate annuities, individual protection products, such as term insurance, critical illness, and income protection.

¿ **Pensions**

Individual pensions, including self-invested personal pensions and drawdown products, such as guaranteed income drawdown products; group pensions, sponsored by, or obtained via, an employer. Also includes the tied-agent distribution business.

New Markets

Includes all businesses and operating units in Central & Eastern Europe, Asia, Spain and Portugal, in addition to Aegon's variable annuity activities in Europe and Aegon Asset Management.

¿ **Central & Eastern Europe**

Active in the Czech Republic, Hungary, Poland, Romania, Slovakia, Turkey, and Ukraine. Includes life insurance, individual and group pension products, savings and investments, in addition to general insurance.

¿ **Spain & Portugal**

Distribution partnerships with Santander in Spain & Portugal and with Liberbank in Spain. Includes life insurance, accident and health insurance, general insurance and investment products.

¿ **Asia**

Joint ventures in China and India offering (term) life insurance and savings products, and in Japan offering variable annuities. Life insurance marketed to high-net-worth individuals via the Transamerica brand in Hong Kong and Singapore. Direct and affinity products marketed in Asia by Aegon Direct & Affinity Marketing Services.

¿ **Variable Annuities Europe**

Variable annuities offered by Aegon companies operating in Europe, and international/offshore bonds for the UK market.

↳ **Aegon Asset Management**

Asset management products, including equity and fixed income, covering third-party clients, insurance-linked solutions, and Aegon's own insurance companies.

Annual Report on Form 20-F 2015

Table of Contents

15

In January 2016, Aegon announced that it had changed its reporting structure going forward. The new reporting structure will consist of four business lines: Americas, Europe (consisting of the Netherlands; United Kingdom, including Variable Annuities Europe; Central & Eastern Europe; and Spain & Portugal), Asia and Aegon Asset Management. Furthermore, rather than report its financial results by division, Aegon Americas will report by using the following product groups:

- ⌚ Life
- ⌚ Accident & Health
- ⌚ Retirement Plans
- ⌚ Mutual Funds
- ⌚ Variable Annuities
- ⌚ Fixed Annuities
- ⌚ Stable Value Solutions
- ⌚ Latin America

The new reporting structure is effective from January 1, 2016. For this reason, Aegon's 2015 Annual Report on Form 20-F reflects the former reporting structure.

Table of Contents16 Business overview **Results of operations** **Worldwide****Results of operations****Results 2015 worldwide****Underlying earnings geographically**

Amounts in EUR millions

Net underlying earnings

Tax on underlying earnings

Underlying earnings before tax geographically

Americas

The Netherlands

United Kingdom

New markets

Holding and other activities

Underlying earnings before tax

Fair value items

Gains / (losses) on investments

Net impairments

Other income / (charges)

Run-off businesses

Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)*Income tax from certain proportionately consolidated joint ventures and associates included in income before tax**Income tax**Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax***Net income**

Commissions and expenses

of which operating expenses

	2015	2014	%
Net underlying earnings	1,552	1,416	10%
Tax on underlying earnings	387	449	(14%)
Underlying earnings before tax geographically			
Americas	1,200	1,134	6%
The Netherlands	537	558	(4%)
United Kingdom	125	115	9%
New markets	236	196	20%
Holding and other activities	(161)	(138)	(17%)
Underlying earnings before tax	1,939	1,865	4%
Fair value items	(500)	(1,366)	63%
Gains / (losses) on investments	346	697	(50%)
Net impairments	49	(34)	-
Other income / (charges)	(980)	(240)	-
Run-off businesses	52	(21)	-
Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	906	900	1%
<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>			
	33	10	-
<i>Income tax</i>			
	(194)	(143)	(36%)
<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>			
	(33)	(10)	-
Net income	712	757	(6%)
Commissions and expenses	6,802	5,892	15%
of which operating expenses	3,734	3,312	13%

This Annual Report includes the non-IFRS financial measure: underlying earnings before tax. The reconciliation of this measure to the most comparable IFRS measure is presented in the table above in addition to in note 5 Segment information of the consolidated financial statements. This non-IFRS measure is calculated by consolidating on

a proportionate basis the revenues and expenses of Aegon's joint ventures in the Netherlands, Mexico, Spain, Portugal, China and Japan and Aegon's associates in India, Brazil, the Netherlands, United Kingdom and Mexico.

The table also includes the non-IFRS financial measure: net underlying earnings. This is the after-tax equivalent of underlying earnings before tax. The reconciliation of net underlying earnings to the most comparable IFRS measure is presented in the table above. Aegon believes that its non-IFRS measure provides meaningful information about the underlying operating results of Aegon's businesses, including insight into the financial measures that senior management uses in managing the businesses.

Aegon's senior management is compensated based in part on Aegon's results against targets using the non-IFRS measures presented in this report. While many other insurers in Aegon's peer group present substantially similar non-IFRS measures, the non-IFRS measures presented in this document may nevertheless differ from the non-IFRS measures presented by other insurers. There is no standardized meaning to these measures under IFRS or any other recognized set of accounting standards and readers are cautioned to consider carefully the different ways in which Aegon and its peers present similar information before making a comparison. Aegon believes the non-IFRS measures present within this report, when read together with Aegon's reported IFRS financial statements, provide meaningful supplemental information for the investing public. This enables them to evaluate Aegon's businesses after eliminating the impact of current IFRS accounting policies for financial instruments and insurance contracts, which embed a number of accounting policy alternatives that companies may select in presenting their results (as companies may use different local generally accepted accounting principles (GAAPs)), and this may make the comparability difficult between time periods.

Annual Report on Form 20-F 2015

Table of Contents

17

New life sales

Amounts in EUR millions

	2015	2014	%
Americas	599	552	9%
The Netherlands	130	251	(48%)
United Kingdom	911	972	(6%)
New markets	304	271	12%
Total recurring plus 1/10 single	1,944	2,045	(5%)

Gross deposits (on and off balance)

Amounts in EUR millions

	2015	2014	%
Americas	36,999	31,849	16%
The Netherlands	5,137	2,781	85%
United Kingdom	307	281	9%
New markets	34,761	20,519	69%
Total gross deposits	77,205	55,431	39%

Worldwide revenues geographically 2015

Amounts in EUR millions	Americas	The Netherlands	United Kingdom	New Markets	Holding, other activities and eliminations	Segment total	Associates and Joint Ventures eliminations	Consolidated
Total life insurance gross premiums	7,046	2,240	5,650	2,565	(102)	17,400	(431)	16,969
Accident and health insurance premiums	2,266	234	47	170	-	2,717	(14)	2,703
General insurance premiums	-	473	-	244	2	720	(80)	640
Total gross premiums	9,312	2,947	5,697	2,979	(100)	20,836	(524)	20,311
Investment income	3,680	2,277	2,327	291	2	8,576	(51)	8,525
Fees and commission income	1,704	351	43	813	(278)	2,633	(195)	2,438

Edgar Filing: AEGON NV - Form 20-F

Other revenue	9	-	-	2	7	19	(5)	14
Total revenues	14,705	5,575	8,067	4,086	(369)	32,064	(775)	31,289
Number of employees, including agent employees	12,701	4,503	2,260	11,767	299	31,530		

Underlying earnings before tax by line of business

Amounts in EUR millions

	2015	2014	%
Life	757	652	16%
Individual Savings & Retirement	540	665	(19%)
Pensions	594	510	16%
Non-life	17	46	(62%)
Distribution	22	15	50%
Asset management	170	115	48%
Other	(161)	(138)	(17%)
Underlying earnings before tax	1,939	1,865	4%

Table of Contents18 Business overview **Results of operations** **Worldwide****Results 2015 worldwide**

Aegon's net income in 2015 declined to EUR 712 million. Underlying earnings before tax increased to EUR 1,939 million, driven by favorable currency movements. Results in 2015 were impacted by a loss of EUR 500 million on fair value items, which was driven by accounting losses on hedging programs and the impact of assumption changes. Other charges amounted to EUR 980 million, mainly driven by the loss on the divestment of the Canadian life insurance activities and the impact of model updates. This loss was partly offset by realized gains of EUR 346 million, and net recoveries of EUR 49 million.

Net income

Net income declined by 6% to EUR 712 million compared with 2014 as lower losses on fair value items and net recoveries were more than offset by higher other charges and lower realized gains.

Underlying earnings before tax

Aegon's underlying earnings before tax in 2015 increased by 4% to EUR 1,939 million compared with 2014. The recurring impact of the actuarial assumption changes and model updates implemented in the third quarters of 2014 and 2015 and adverse claims experience in the United States were more than offset by favorable currency movements.

- ⌚ Underlying earnings before tax from the Americas increased by 6% to EUR 1,200 million in 2015 compared with 2014. The impact of the stronger US dollar more than offset adverse claims experience and the impact on recurring earnings of the actuarial assumption changes and model updates implemented in the third quarters of 2014 and 2015.
- ⌚ In the Netherlands, underlying earnings before tax declined by 4% to EUR 537 million in 2015 compared with 2014, as underlying earnings before tax in 2014 included a EUR 45 million employee benefit release resulting from legislation changes in the Netherlands. Excluding this benefit, earnings increased by 5%, primarily driven by lower funding costs and higher investment income.
- ⌚ Underlying earnings before tax from Aegon's operations in the United Kingdom were up 9% to EUR 125 million in 2014, mainly due to favorable currency movements.
- ⌚ Underlying earnings before tax from New Markets increased by 20% to EUR 236 million compared with 2014, as the positive impact of higher performance fees and third-party assets under management at Aegon Asset Management more than offset lower earnings from Central & Eastern Europe primarily driven by the negative impact of higher surrenders in Poland following product changes.
- ⌚ Total holding costs increased by 17% to EUR 161 million in 2015 compared with 2014. This was mainly as a result of higher net interest costs following a debt issuance to refinance a perpetual security for which the cost was previously accounted for directly through shareholders' equity and a gain related to interest on tax.

Fair value items

The results from fair value items amounted to a loss of EUR 500 million. The loss was mainly driven by adverse results on hedging programs in the United States (EUR 521 million) and the underperformance of alternative

investments in the United States (EUR 171 million) partly offset by the result on derivatives where no hedge accounting is applied in the Netherlands (EUR 120 million) and the positive impact of assumption changes (EUR 101 million).

Included in the loss on hedging programs in the United States is the loss on fair value hedges without accounting match in the Americas (EUR 402 million). This was mainly driven by the loss on equity and interest rate hedges, which were set up to protect Aegon's capital position.

Underperformance of fair value investments was primarily driven by investments related to the energy sector and hedge funds in the United States.

Realized gains on investments

Realized gains on investments amounted to EUR 346 million, and were primarily related to a rebalancing of the fixed income portfolio in the Netherlands and the United Kingdom to improve Aegon's capital position under Solvency II.

Impairment charges

Net recoveries improved by EUR 83 million to EUR 49 million in 2015 compared with 2014. In the United States, gross impairments were more than offset by recoveries mostly related to investments in subprime residential mortgage-backed securities.

Table of Contents

19

Other charges

Other charges amounted to EUR 980 million. These were mostly caused by the loss on the divestment of the Canadian life insurance activities (EUR 751 million) and charges related to model updates (EUR 205 million).

Run-off businesses

The results of run-off businesses improved to EUR 52 million, as the 2014 result included a negative impact from model updates of EUR 32 million.

Income tax

Income tax amounted to EUR 194 million. The effective tax rate on underlying earnings and total income for 2015 was 20% and 21%, respectively. This was mostly driven by tax credits related to solar energy investments in the United States.

Commissions and expenses

Commissions and expenses increased by 15% in 2015 compared with 2014 to EUR 6.8 billion. Operating expenses increased by 13% in 2015 compared with 2014 to EUR 3.7 billion. Adverse currency movements and higher defined benefit expenses in the Netherlands more than offset lower project and transformation costs in the UK and the positive impact of the divestment of the Canadian life insurance activities.

Production

Compared with 2014, Aegon's total sales in 2015 increased by 24% to EUR 10.7 billion. This was a result of higher gross deposits, partly driven by favorable currency movements. In 2015, compared with 2014, gross deposits were up 39% to EUR 77.2 billion, driven by higher pensions and mutual fund deposits in the United States, production from online bank Knab in the Netherlands, and sales in Aegon Asset Management. Net deposits, excluding run-off businesses, increased by 85% to EUR 18.4 billion compared to 2014, mostly due to higher gross deposits and the de-recognition of movements in stable value solutions balances. New life sales declined by 5% compared with 2014 to EUR 1.9 billion, mostly driven by lower universal life production in the United States, fewer pension buy-out sales in the Netherlands, and a lower demand for traditional pension products in the United Kingdom. New premium production for accident & health life and general insurance increased by 3% compared with 2014 to EUR 1.0 billion, as the stronger US dollar more than offset a lower contribution from portfolio acquisitions and several product exits.

Capital management

During 2015, shareholders' equity decreased by EUR 0.3 billion to EUR 23.7 billion, as retained earnings and favorable currency exchange rates were more than offset by the book loss on the sale of the Canadian life insurance

activities and higher interest rates, which resulted in lower revaluation reserves. During the year, the revaluation reserves decreased by

EUR 1.8 billion to EUR 6.5 billion. Aegon's shareholders' equity, excluding revaluation reserves and defined benefit plan remeasurements, amounted to EUR 18.7 billion on December 31, 2015, or 8.86 per common share. The gross leverage ratio improved to 27.0% on December 31, 2015, compared with the end of 2014, which was mostly as a result of earnings generated during the year. The negative impact on the gross leverage ratio of the book loss on the sale of the Canadian life insurance activities was offset by the redemption of the USD 500 million senior bond, which matured on December 8, 2015. Excess capital in the holding increased from EUR 1.2 billion at the end of 2014 to EUR 1.4 billion on December 31, 2015, as dividends from business units and proceeds from divestments were partly offset by the impact of cash used for deleveraging, dividends to shareholders, interest payments and operating expenses.

During 2015, Aegon's Insurance Group Directive (IGD) ratio increased from 208% at the end of 2014 to 220% on December 31, 2015. The increase reflects positive retained earnings during the year, in addition to the impact of divestments. On March 3, 2015, Aegon completed the sale of its 35% share in La Mondiale Participations to La Mondiale for EUR 350 million. Furthermore, on July 31, 2015, Aegon completed the sale of its Canadian operations to Wilton Re for CAD 600 million (EUR 428 million). The capital in excess of the S&P AA threshold in the United States decreased from USD 1.1 billion at the end of 2014 to USD 0.2 billion on December 31, 2015, as dividends paid to the holding were offset by earnings, while the RBC ratio in the United States decreased from 540% at year-end 2014 to ~460% on December 31, 2015. The decrease in the United States primarily reflected market conditions and the impact of assumption changes and model updates implemented during the third quarter. In the Netherlands, the IGD ratio, excluding Aegon Bank, increased from 215% on December 31, 2014, to ~240% at the end of 2015 due to earnings generated during the year. The Pillar 1 ratio in the United Kingdom, including the with-profit fund, increased from 140% at the end of 2014 to ~165% at the end of 2015 due to earnings and changes to longevity assumptions in the fourth quarter.

On November 24, 2015, Aegon successfully placed its inaugural EUR 750 million Conditional Pass-Through Covered Bond. The placement enabled Aegon to further diversify its funding sources and to attract new external long-term funding. The net proceeds were used to refinance part of the existing Dutch mortgage portfolio of Aegon.

Dividends from and capital contributions to business units

Aegon received EUR 1.1 billion of dividends from its business units during 2015, almost all of which from the Americas. Aegon spent EUR 0.3 billion on capital contributions and acquisitions in New Markets.

Table of Contents**20 Business overview Results of operations Worldwide****Results 2014 worldwide****Underlying earnings geographically**

Amounts in EUR millions	2014	2013	%
Net underlying earnings	1,416	1,531	(8%)
Tax on underlying earnings	449	437	3%

Underlying earnings before tax geographically

Americas	1,134	1,314	(14%)
The Netherlands	558	454	23%
United Kingdom	115	87	32%
New markets	196	227	(13%)
Holding and other activities	(138)	(113)	(22%)
Underlying earnings before tax	1,865	1,968	(5%)

Fair value items	(1,366)	(1,118)	(22%)
Gains / (losses) on investments	697	500	39%
Net impairments	(34)	(122)	72%
Other income / (charges)	(240)	(52)	0%
Run-off businesses	(21)	21	0%

Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	900	1,197	(25%)
---	------------	--------------	--------------

<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	10	8	33%
---	----	---	-----

Income tax	(143)	(208)	31%
------------	-------	-------	-----

<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	(10)	(8)	(33%)
--	------	-----	-------

Net income	757	989	(23%)
-------------------	------------	------------	--------------

Commissions and expenses	5,892	5,873	0%
of which operating expenses	3,312	3,273	1%

New life sales

Amounts in EUR millions	2014	2013	%
Americas	552	464	19%
The Netherlands	251	206	22%
United Kingdom	972	1,014	(4%)
New markets	271	228	19%
Total recurring plus 1/10 single	2,045	1,911	7%

Gross deposits (on and off balance)

Amounts in EUR millions	2014	2013	%
Americas	31,849	28,424	12%
The Netherlands	2,781	1,338	108%
United Kingdom	281	281	(0%)
New markets	20,519	14,287	44%
Total gross deposits	55,431	44,330	25%

Annual Report on Form 20-F 2015

Table of Contents

21

		The	United	New	Holding, other activities and elimina-	Segment total	Associ- ates and Joint Ventures elimina-	Consoli- dated
Worldwide revenues geographically 2014	Americas	Nether-	Kingdom	Markets	tions		tions	
Amounts in EUR millions								
Total life insurance gross premiums	6,461	3,982	4,859	2,015	(70)	17,246	(351)	16,896
Accident and health insurance premiums	1,874	233	56	163	-	2,326	(11)	2,316
General insurance premiums	-	501	-	224	-	725	(72)	653
Total gross premiums	8,334	4,716	4,916	2,402	(70)	20,298	(433)	19,864
Investment income	3,312	2,568	2,073	234	2	8,191	(42)	8,148
Fees and commission income	1,485	324	43	623	(237)	2,237	(100)	2,137
Other revenue	2	-	-	3	5	10	(3)	7
Total revenues	13,134	7,608	7,032	3,262	(300)	30,735	(578)	30,157
Number of employees, including agent employees	12,865	4,426	2,420	8,617	274	28,602		

Underlying earnings before tax by line of business

Amounts in EUR millions	2014	2013	%
Life	652	1,003	(35%)
Individual Savings & Retirement Pensions	665	487	37%
Non-life	510	471	8%
Distribution	46	12	-
Asset management	15	16	(8%)
Other	115	95	21%
Underlying earnings before tax	(138)	(115)	20%
	1,865	1,968	(5%)

Table of Contents22 Business overview **Results of operations** **Worldwide****Results 2014 worldwide**

Aegon's net income in 2014 amounted to EUR 757 million. Underlying earnings before tax amounted to EUR 1,865 million. Furthermore, results in 2014 were impacted by a loss of EUR 1,366 million on fair value items, which was driven by accounting losses on hedging programs and the impact of assumption changes and model updates, and other charges of EUR 240 million. This was partly offset by realized gains of EUR 697 million, and net impairment charges of EUR 34 million.

Net income

Net income decreased to EUR 757 million compared with 2013, which was driven by lower underlying earnings before tax, higher other charges, higher losses from fair value items and lower income before tax from run-off businesses, partly offset by higher realized gains and lower net impairments.

Underlying earnings before tax

Aegon's underlying earnings before tax in 2014 decreased 5% to EUR 1,865 million compared with 2013. The benefit of business growth and favorable equity markets was more than offset by the impact of charges for actuarial assumption changes and model updates, and unfavorable mortality in the Americas.

- ⌚ Underlying earnings before tax from the Americas decreased 14% to EUR 1,134 million in 2014 compared with 2013. Growth in variable annuities and pensions was more than offset by the impact of a charge for actuarial assumption changes and model updates, unfavorable mortality in the life business and the impact of lower interest rates.
- ⌚ In the Netherlands, underlying earnings before tax increased 23% to EUR 558 million in 2014 compared with 2013, primarily generated by mortgage production. Underlying earnings before tax growth in 2014 was driven by higher investment income, improved margins on savings, a EUR 45 million employee benefit reserve release resulting from legislation changes in the Netherlands, and improvement in non-life.
- ⌚ Underlying earnings before tax from Aegon's operations in the United Kingdom amounted to EUR 115 million in 2014. The 32% increase compared with 2013 was primarily the result of improved persistency.
- ⌚ Underlying earnings before tax from New Markets declined 14% to EUR 196 million compared with 2013. A 21% increase in underlying earnings before tax, compared with 2013, from Aegon Asset Management due to higher third-party balances was more than offset by lower underlying earnings before tax in Asia, which was mostly due to charges for actuarial assumption changes and model updates.
- ⌚ Total holding costs increased 22% to EUR 138 million in 2014 compared with 2013. This was mainly as a result of higher net interest costs following a debt issuance to refinance a perpetual security for which the cost was previously accounted for directly through shareholders' equity.

Fair value items

The results from fair value items amounted to a loss of EUR 1,366 million. The loss was mainly driven by adverse results on hedging programs in the United States (EUR 301 million), adverse fair value movements on interest rate hedges, longevity hedges and result on derivatives where no hedge accounting is applied in the Netherlands (EUR 739 million), the adverse impact of assumption changes and model updates (EUR 123 million), and the

underperformance of alternative investments in the United States (EUR 90 million).

Included in the loss on hedging programs in the United States is the loss on fair value hedges without accounting match in the Americas (EUR 251 million), mainly driven by the loss on equity hedges, which were set up to protect Aegon's capital position, as a result of the strong US equity market performance in 2014.

Underperformance of fair value investments was primarily driven by investments related to the energy sector in the United States, and credit spread tightening in the Netherlands.

Realized gains on investments

Realized gains on investments amounted to EUR 697 million and were primarily related to a rebalancing of the fixed income portfolio in the Netherlands and the United Kingdom, and the divestment of a private equity investment in the Netherlands.

Impairment charges

Net impairments improved by EUR 88 million to EUR 34 million in 2014 compared with 2013. In the United States, gross impairments were more than offset by recoveries mostly related to investments in subprime residential mortgage-backed securities.

Other charges

Other charges amounted to EUR 240 million. These were mostly caused by a charge in the Netherlands (EUR 95 million) related to the agreement with the harbor workers' former pension fund Optas, a provision taken for the closed block of European direct marketing activities (EUR 36 million), a provision for the implementation of the fee cap on pensions in the United Kingdom (EUR 35 million), a provision for the modification of unit-linked policies in Poland (EUR 23 million), and a change in the valuation of fixed assets in Aegon's Canadian business in anticipation of its divestment (EUR 15 million).

Table of Contents**Run-off businesses**

The results of run-off businesses amounted to a loss of EUR 21 million, mainly driven by a negative impact from model updates of EUR 32 million.

Income tax

Income tax amounted to EUR 143 million. The effective tax rate on underlying earnings for 2014 was 24%. The effective tax rate on total income was 16%. This was mostly driven by the combined effects of negative fair value items taxed at nominal rates, the reversal of the tax charge in Americas in 2013 related to hedging losses, tax credits and tax exempt items.

Commissions and expenses

Commissions and expenses increased slightly in 2014 compared with 2013 to EUR 5,892 million. Operating expenses increased 1% in 2014 compared with 2013 to EUR 3,312 million. This was mainly because the benefit of an employee benefit reserve release in the Netherlands (EUR 45 million) was more than offset by a provision and expenses related to implementing the upcoming fee cap on pensions in the United Kingdom, and higher expenses to support growth in the United States and the Netherlands.

Production

Compared with 2013, Aegon's total sales, in 2014, increased 20% to EUR 8.6 billion. This was a result of higher gross deposits, new life sales and production of accident and health and general insurance. In 2014, compared with 2013, gross deposits increased 25% to EUR 55.4 billion, driven by pensions, variable annuities and mutual funds in the United States, production from online bank Knab in the Netherlands, and Aegon Asset Management. Net deposits, excluding run-off businesses, decreased 7% to EUR 9.9 billion compared to 2013, mostly due to a reduction in stable value solutions balances of approximately EUR 3.0 billion and a one-time transfer of pension assets to the Polish government due to legislative changes. New life sales increased 7% compared with 2013 to EUR 2.0 billion, mostly driven by higher universal life production in the United States and Asia, and higher pension production in the Netherlands.

Capital management

In 2014, shareholders' equity increased EUR 6.3 billion compared with December 31, 2013 to EUR 24.0 billion. This was driven by lower interest rates, which resulted in higher revaluation reserves, and favorable currency exchange rates. During the year, the revaluation reserves increased by EUR 5.3 billion to EUR 8.3 billion. Aegon's shareholders' equity, excluding revaluation reserves and defined benefit plan remeasurements, amounted to EUR 17.3 billion on

December 31, 2014.

The gross leverage ratio improved to 28.7% on December 31, 2014 compared to the end of 2013, which was mostly as a result of deleveraging. Excess capital in the holding decreased to EUR 1.2 billion on December 31, 2014 compared to 2013 (EUR 2.2 billion), as dividends from business units were more than offset by the impact of cash used for deleveraging, interest payments and operating expenses.

Shareholders' equity per common share, excluding revaluation reserves and defined benefit plan remeasurements, amounted to EUR 8.18 on December 31, 2014.

On December 31, 2014, Aegon's Insurance Group Directive (IGD) ratio stood at 208%. The capital in excess of the S&P AA threshold in the United States remained stable at USD 1.1 billion, as dividends paid to the holding were offset by earnings. The RBC ratio in the United States was ~540% at year-end 2014. In the Netherlands, the IGD ratio, excluding Aegon Bank, was ~215%. The Pillar 1 ratio in the United Kingdom, including the with-profit fund, was approximately 140% at the end of 2014 reflecting the negative impact of de-risking of the asset portfolio in preparation for Solvency II.

Effective as of March 15, 2014, Aegon redeemed junior perpetual capital securities with a coupon of 6.875% and a principal amount of USD 550 million. Effective as of June 15, 2014, Aegon redeemed perpetual capital securities with a coupon of 7.25% issued in 2007 and with a principal amount of USD 1,050 million, equal to approximately EUR 780 million. This transaction was largely financed by the issuance of EUR 700 million subordinated notes with a coupon of 4% on April 25.

On October 16, 2014, Aegon announced the sale of its Canadian operations to Wilton Re for CAD 600 million (EUR 423 million). This transaction will result in a book loss of EUR 0.8 billion at closing and is expected to close in the first half of 2015, subject to regulatory approval.

On November 24, 2014, Aegon announced the sale of its 35% share in La Mondiale Participations to La Mondiale for EUR 350 million, in line with IFRS book value. The proceeds will increase the group's IGD solvency ratio by approximately 5 percentage points. This transaction was closed on March 3, 2015.

Dividends from and capital contributions to business units

Aegon received EUR 1.1 billion of dividends from its business units during 2014, almost all of which from the Americas. Capital contributions of EUR 0.1 billion were paid to Aegon's businesses in New Markets.

Table of Contents**24 Business overview Results of operations Americas****Results 2015 Americas**

	Amounts in USD millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
Net underlying earnings	1,045	1,082	(3%)	941	814	16%
Tax on underlying earnings	287	424	(32%)	259	320	(19%)
Underlying earnings before tax by business						
Life insurance	213	(13)	-	192	(10)	-
Accident & health insurance	140	212	(34%)	126	160	(21%)
Life & Protection	353	199	77%	318	150	112%
Retirement plans	261	272	(4%)	235	205	15%
Mutual funds	50	47	6%	45	35	26%
Variable annuities	501	671	(25%)	452	505	(11%)
Fixed annuities	66	172	(62%)	59	130	(54%)
Stable value solutions	101	109	(8%)	91	82	11%
Investments & retirement	978	1,271	(23%)	881	957	(8%)
Canada	-	30	-	-	23	-
Latin America	1	5	(72%)	1	4	(67%)
Underlying earnings before tax	1,332	1,506	(12%)	1,200	1,134	6%
Fair value items	(654)	(661)	1%	(589)	(497)	(18%)
Gains / (losses) on investments	(83)	113	-	(74)	85	-
Net impairments	79	27	189%	71	21	-
Other income / (charges)	(1,041)	(69)	-	(938)	(52)	-
Run-off businesses	58	(28)	-	52	(21)	-
Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	(308)	889	-	(277)	669	-
<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	5	4	39%	5	3	66%
Income tax	35	(105)	-	31	(79)	-
<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	(5)	(4)	(39%)	(5)	(3)	(66%)
Net income	(273)	784	-	(246)	590	-

Edgar Filing: AEGON NV - Form 20-F

Life insurance gross premiums	7,821	8,585	(9%)	7,046	6,461	9%
Accident and health insurance premiums	2,515	2,490	1%	2,266	1,874	21%
Total gross premiums	10,336	11,074	(7%)	9,312	8,334	12%
Investment income	4,085	4,401	(7%)	3,680	3,312	11%
Fees and commission income	1,891	1,974	(4%)	1,704	1,485	15%
Other revenues	11	3	-	9	2	-
Total revenues	16,322	17,453	(6%)	14,705	13,134	12%
Commissions and expenses of which operating expenses	4,529	4,446	2%	4,080	3,346	22%
	1,843	1,871	(2%)	1,660	1,408	18%

Annual Report on Form 20-F 2015

Table of Contents

25

	Amounts in USD millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
New life sales						
Life & Protection	622	615	1%	561	463	21%
Canada	-	75	-	-	56	-
Latin America	42	43	(2%)	38	33	17%
Total recurring plus 1/10 single	665	733	(9%)	599	552	9%

	Amounts in USD millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
New premium production accident and health insurance	1,003	1,193	(16%)	904	898	1%

	Amounts in USD millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
Gross deposits (on and off balance)						
Life & Protection	7	9	(20%)	6	7	(4%)
Retirement plans	27,833	26,736	4%	25,075	20,121	25%
Mutual funds	5,084	4,879	4%	4,580	3,672	25%
Variable annuities	7,857	10,235	(23%)	7,079	7,702	(8%)
Fixed annuities	276	323	(15%)	249	243	2%
Investment & retirement	41,051	42,173	(3%)	36,983	31,738	17%
Canada	-	121	-	-	91	-
Latin America	12	18	(35%)	10	14	(22%)
Total gross deposits	41,069	42,321	(3%)	36,999	31,849	16%

Exchange rates	Weighted average rate		Closing rate as of	
	2015	2014	December 31, 2015	December 31, 2014
Per 1 EUR				
USD	1.1100	1.3288	1.0863	1.2101
CAD	1.4173	1.4667	1.5090	1.4015

Table of Contents26 Business overview **Results of operations Americas****Results 2015 Americas**

The net loss in 2015 was USD 273 million, primarily the result of the book loss on the divestment of Canada of USD 837 million. Underlying earnings before tax decreased to USD 1.3 billion compared with 2014. This was mainly driven by adverse claims experience and the impact on recurring earnings of the actuarial assumption changes and model updates implemented in the third quarters of 2014 and 2015. Gross deposits and new life sales declined to USD 41.1 billion and USD 665 million respectively, due to product adjustments to improve profitability, while new premium production for accident & health insurance was down to USD 1.0 billion.

Net loss

The net loss amounted to USD 273 million in 2015, primarily the result of the book loss on the divestment of Aegon's Canadian life insurance business of USD 837 million. Results on fair value items amounted to a loss of USD 654 million, which was primarily related to the impact on hedging programs as a result of lower interest rates and higher equity markets. Realized losses on investments amounted to USD 83 million, and were mainly related to investments in emerging markets and the energy sector. Net impairments improved compared with 2014 to a benefit of USD 79 million as recoveries, which were mostly related to investments in subprime residential mortgage-backed securities, more than offset gross impairments. Other charges were USD 1.0 billion, and were primarily related to the divestment of Aegon's Canadian business and model updates.

Underlying earnings before tax

Underlying earnings before tax in 2015 decreased by 12% to USD 1.3 billion compared with 2014. This was mainly driven by adverse claims experience and the impact on recurring earnings of the actuarial assumption changes and model updates implemented in the third quarters of 2014 and 2015.

- ⌘ Underlying earnings before tax from Life & Protection increased by 77% compared with 2014 to USD 353 million. This is due to lower charges for assumption changes more than offsetting unfavorable mortality and morbidity, the impact of lower interest rates and the impact on recurring earnings of the actuarial assumption changes and model updates implemented in the third quarters of 2014 and 2015. The earnings impact of the updates in 2015 was primarily caused by long-term care.
- ⌘ Investments & Retirement underlying earnings before tax declined by 23% to USD 978 million compared with 2014, which was caused by higher charges for actuarial assumption changes and margin pressure. Retirement plans underlying earnings before tax were down 4% to USD 261 million in 2015 compared with 2014, primarily driven by lower general account pension liabilities and margin pressure arising from the competitive environment on fees. Underlying earnings before tax from variable annuities declined by 25% to USD 501 million compared with 2014 as a result of the negative impact from actuarial assumption changes of USD 2 million in 2015, while 2014 included a benefit of USD 174 million. Underlying earnings before tax from mutual funds increased by 6% to USD 50 million, mainly driven by favorable markets. Fixed annuity underlying earnings before tax were down 62% to USD 66 million compared with 2014, as the product is no longer actively sold. Furthermore, underlying earnings

before tax from fixed annuities were adversely impacted by assumption changes amounting to USD 65 million.

Commissions and expenses

Commissions and expenses increased by 2% in 2015 to USD 4.5 billion compared with 2014. Operating expenses decreased by 2% in 2015 to USD 1.8 billion compared with 2014, and this was mainly driven by the divestment of Canada.

Production

Gross deposits declined by 3% in 2015 to USD 41.1 billion compared with 2014. Higher gross deposits in retirement plans were more than offset by lower gross deposits in variable annuities. Gross deposits in retirement plans increased by 4% to USD 27.8 billion due to higher recurring deposits. Variable annuity gross deposits were down by 23% to USD 7.9 billion compared with 2014, mainly driven by product adjustments implemented in the first quarter of 2015 in response to the low interest rate environment.

New life sales declined by 9% in 2015 to USD 665 million compared with 2014, as growth in indexed universal life was more than offset by the divestment of Canada, the withdrawal of the universal life secondary guarantee product due to the low interest rate environment, and lower term life sales. New premium production for accident & health insurance was down 16% to USD 1.0 billion, mainly resulting from a lower contribution from portfolio acquisitions and several product exits.

Annual Report on Form 20-F 2015

Table of Contents

27

Results 2014 Americas

	Amounts in USD millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
Net underlying earnings	1,082	1,280	(15%)	814	965	(16%)
Tax on underlying earnings	424	464	(9%)	320	349	(8%)
Underlying earnings before tax by business						
Life insurance	(13)	469	-	(10)	353	-
Accident & health insurance	212	254	(17%)	160	191	(16%)
Life & Protection	199	719	(72%)	150	542	(72%)
Retirement plans	272	239	14%	205	180	14%
Mutual funds	47	33	42%	35	25	40%
Variable annuities	671	414	62%	505	312	62%
Fixed annuities	172	215	(20%)	130	162	(20%)
Stable value solutions	109	110	(1%)	82	83	(1%)
Investments & retirement	1,271	1,011	26%	957	762	26%
Canada	30	4	-	23	3	-
Latin America	5	9	(44%)	4	7	(43%)
Underlying earnings before tax	1,506	1,744	(14%)	1,134	1,314	(14%)
Fair value items	(661)	(1,300)	49%	(497)	(980)	49%
Gains / (losses) on investments	113	145	(22%)	85	110	(23%)
Net impairments	27	(58)	-	21	(44)	-
Other income / (charges)	(69)	95	-	(52)	72	-
Run-off businesses	(28)	28	-	(21)	21	-
Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	889	655	36%	669	493	36%
<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	4	4	-	3	3	-
Income tax	(105)	(115)	9%	(79)	(86)	8%
<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	(4)	(4)	-	(3)	(3)	-
Net income	784	540	45%	590	407	45%

Edgar Filing: AEGON NV - Form 20-F

Life insurance gross premiums	8,585	8,212	5%	6,461	6,187	4%
Accident and health insurance premiums	2,49	2,372	5%	1,874	1,787	5%
Total gross premiums	11,074	10,584	5%	8,334	7,974	5%
Investment income	4,401	4,473	(2%)	3,312	3,370	(2%)
Fees and commission income	1,974	1,689	17%	1,485	1,273	17%
Other revenues	3	6	(50%)	2	4	(50%)
Total revenues	17,453	16,752	4%	13,134	12,622	4%
Commissions and expenses of which operating expenses	4,446	4,394	1%	3,346	3,311	1%
	1,871	1,911	(2%)	1,408	1,440	(2%)

Table of Contents**28 Business overview Results of operations Americas**

	Amounts in USD millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
New life sales						
Life & Protection	615	505	22%	463	380	22%
Canada	75	68	10%	56	51	10%
Latin America	43	42	2%	33	32	3%
Total recurring plus 1/10 single	733	615	19%	552	464	19%

	Amounts in USD millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
New premium production accident and health insurance	1,193	902	32%	898	680	32%

	Amounts in USD millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
Gross deposits (on and off balance)						
Life & Protection	9	11	(18%)	7	8	(13%)
Retirement plans	26,736	21,238	26%	20,121	16,002	26%
Mutual funds	4,879	4,301	13%	3,672	3,241	13%
Variable annuities	10,235	8,496	20%	7,702	6,402	20%
Fixed annuities	323	552	(41%)	243	416	(41%)
Stable value solutions	-	2,984	-	-	2,248	-
Investment & Retirement	42,173	37,571	12%	31,738	28,309	12%
Canada	121	125	(3%)	91	94	(3%)
Latin America	18	18	-	14	14	-
Total gross deposits	42,321	37,725	12%	31,849	28,424	12%

Exchange rates

	Weighted average rate		Closing rate as of	
	2014	2013	December 31, 2014	December 31, 2013
Per 1 EUR				
USD	1.3288	1.3272	1.2101	1.3780
CAD	1.4667	1.3674	1.4015	1.4641

Table of Contents

29

Results 2014 Americas

Net income in 2014 amounted to USD 784 million. Underlying earnings before tax decreased to USD 1,506 million compared with 2013. This was mainly because higher earnings from variable annuities and pensions were more than offset by lower earnings in Life & Protection, mostly due to the impact of assumption changes and model updates, and unfavorable mortality. Higher new life sales increased driven by higher universal life products and gross deposits increased driven by successful expansion of distribution.

Net income

Net income increased to USD 784 million in 2014 compared with 2013. Lower underlying earnings before tax, higher other charges, lower income before tax from run-off business and lower realized gains were more than offset by lower losses from fair value items and net reversals of impairments. Results on fair value items amounted to a loss of USD 661 million, which was primarily related to the impact on hedging programs as a result of lower interest rates and higher equity markets. Realized gains on investments amounted to USD 113 million. Net impairments improved compared with 2013 to a benefit of USD 27 million as recoveries, mostly related to investments in subprime residential mortgage-backed securities, more than offset gross impairments. Other charges were USD 69 million, and were primarily related to a provision for the closed block of European direct marketing activities and a write down of fixed assets in Aegon's Canadian business in anticipation of the sale, subject to regulatory approval.

Underlying earnings before tax

Underlying earnings before tax in 2014 decreased 14% to USD 1,506 million compared with 2013. Higher underlying earnings before tax in variable annuities and pensions as a result of higher balances due to business growth and favorable markets were more than offset by lower underlying earnings before tax from Life & Protection and fixed annuities.

- ⌚ Underlying earnings before tax from Life & Protection decreased 72% compared to 2013 to USD 199 million as growth from the business was more than offset by the negative impact of assumption changes and model updates (USD 400 million), unfavorable mortality and the impact of lower interest rates. The actuarial assumption updates were primarily related to updated mortality assumptions for the older ages. The model updates were primarily related to changes to modeled premium persistency.
- ⌚ Individual Savings & Retirement underlying earnings before tax increased 35% to USD 891 million compared to 2013. Higher underlying earnings before tax from variable annuities and mutual funds more than offset lower underlying earnings before tax from fixed annuities. Underlying earnings before tax from variable annuities were up 62% to USD 671 million compared to 2013, resulting from the positive impact from actuarial assumption changes and model update of USD 174 million. Excluding this benefit, underlying earnings before tax were up due to higher fee income from higher account balances. Underlying earnings before tax from mutual funds increased 42% to USD 47 million compared to 2013, primarily driven by higher net inflows and favorable markets. Underlying earnings before tax from fixed annuities was down 20% to

USD 172 million compared to 2013 as the product is no longer being actively sold. Furthermore, underlying earnings before tax from fixed annuities was adversely impacted by assumption changes amounting to USD 39 million.

- ⚡ Underlying earnings before tax from Employer Solutions & Pensions increased 9% to USD 381 million in 2014 compared to 2013, primarily driven by higher balances as a result of business growth and favorable markets.
- ⚡ Underlying earnings before tax in Canada amounted to USD 30 million in 2014, compared to USD 4 million in 2013. Increase is primarily driven by adverse impact from actuarial assumption changes and model refinements recorded in 2013. In Latin America underlying earnings before tax were down to USD 5 million.

Commissions and expenses

Commissions and expenses increased by 1% in 2014 to USD 4,446 million compared with 2013. Operating expenses decreased 2% in 2014 to USD 1,871 million compared with 2013, mainly as the benefit of lower restructuring costs more than offset higher expenses driven by growth of the business.

Table of Contents

30 Business overview **Results of operations** **Americas**

Production

New life sales increased 19% in 2014 to USD 733 million compared with 2013 mostly as a result of higher universal life sales. New premium production for accident & health insurance increased 32% in 2014 to USD 1,193 million compared with 2013. This was mostly driven by expanded distribution and higher supplemental health sales due to the Affordable Care Act.

Gross deposits increased 12% in 2014 to USD 42.3 billion compared with 2013. Gross deposits in variable annuities, retail mutual funds and retirement plans were all higher in 2014. Variable annuity gross deposits were up 20% to USD 10.2 billion compared with 2013, mainly due to continued focus on key distribution partners and distribution expansion through alternative channels. In 2014, retirement plan gross deposits were also higher compared with 2013, driven by plan takeovers and the focus on retirement readiness by growing customer participation and contributions.

Annual Report on Form 20-F 2015

Table of Contents

31

Overview of Americas

Aegon Americas comprises Aegon USA, which operates under the Transamerica brand, together with operations in Brazil and Mexico.

Aegon USA

Aegon USA is one of the leading¹ life insurance organizations in the United States, and the largest of Aegon's operating units worldwide. It administers millions of policies and employs around 12,000 people. Most of Aegon USA's companies operate under the Transamerica brand, one of the best-known names in the United States for financial services (i.e. banks and businesses engaged in issuing, administering and selling insurance products, mutual funds, and other securities). Its companies have existed since the mid-19th century, and its main offices are in Cedar Rapids, Iowa, and Baltimore, Maryland with additional offices located throughout the United States.

Through these subsidiaries and affiliated companies, Aegon USA provides a wide range of life insurance, supplemental health, pensions, long-term savings and investment products.

Like other Aegon companies, Aegon USA uses a variety of distribution channels to help customers access its products and services as best suits their needs. Aegon USA distributes products and services through a number of channels, including agents, banks, investment advisers, registered representatives of broker-dealers, the internet, and direct and worksite marketing.

Aegon Brazil

In 2009, Aegon acquired a 50% interest in Mongeral Aegon Seguros e Previdência S.A., Brazil's fourth largest independent (i.e. non-bank affiliated) life insurer. As of December 31, 2015, Aegon Brazil had around 500 employees.

To further capture growth prospects in Brazil, on November 6, 2014, Mongeral Aegon and Bancoob (Banco Cooperativo do Brasil) signed an agreement to establish a new life insurance and pensions company dedicated to providing life insurance and pension products and services to the Sicoob system. Sicoob is the largest cooperative financial system in the country, with over 3 million associates and 2,340 points of service. Bancoob is a private commercial bank owned by the credit cooperative entities affiliated with the Sicoob system. This agreement represents a key expansion of distribution for Mongeral Aegon, which already serves over 2 million customers nationwide through over 4,000 broker partners. The venture is still subject to final regulatory approval from SUSEP (Superintendência de Seguros Privados).

Aegon Mexico

In 2006, Aegon acquired a 49% interest in Seguros Argos S.A. de C.V., a Mexican life insurance company. In 2013, Aegon entered into a joint venture with Administradora Akaan S.A. de C.V. to create Akaan-Aegon S.A.P.I. de C.V.

and explore financial service opportunities. This organization is in the start-up phase and will initially focus on third-party asset management. As of December 31, 2015, Aegon Mexico had around 40 employees.

Aegon Canada

On July 31, 2015, Aegon completed the sale of its Canadian life insurance business to Wilton Re following regulatory approval. The agreement to sell Aegon's Canadian life insurance was announced on October 16, 2014. Based in Toronto, Aegon Canada offered a range of insurance products and financial services, primarily through its Transamerica Life Canada and Canadian Premier Life subsidiaries. Aegon maintains an insurance agency operating in Canada as World Financial Group Insurance Agency of Canada Inc., in addition to an affiliated securities dealer.

Organizational structure

Aegon USA

Aegon USA was founded in 1989, when Aegon brought all of its operating companies in the United States together under a single financial services holding company: Aegon USA, LLC. As of December 31, 2015, Aegon USA, LLC was merged into Transamerica Corporation, which is the holding company for the US operations. Business is conducted through its various subsidiaries. The use of the term Aegon USA throughout this document refers to the operating subsidiaries in the United States, through which Aegon USA conducts business. Aegon USA has operating licenses in every US state, in addition to the District of Columbia, Puerto Rico, the Virgin Islands and Guam.

Aegon USA's primary insurance subsidiaries are:

- ⌚ Transamerica Life Insurance Company;
- ⌚ Transamerica Financial Life Insurance Company;
- ⌚ Transamerica Advisors Life Insurance Company;
- ⌚ Transamerica Premier Life Insurance Company; and
- ⌚ Transamerica Casualty Insurance Company.

In 2015, Aegon USA was organized into two divisions each operating through one or more of the Aegon USA life insurance companies:

- ⌚ Life & Protection (L&P); and
- ⌚ Investments & Retirement (I&R).

1 Source: A.M. Best.

2 Source: BrandPower Analysis.

Table of Contents**32 Business overview Results of operations Americas**

These divisions, described in greater detail below, represent groups of products and services that Aegon USA offers through a number of distribution methods and sales channels. The business structure is designed to enable Aegon USA to manage and improve the efficiency of the organization and operating processes, identify business synergies, and pursue cross-selling opportunities. Coordinated support services complement operations by providing functional support in systems technology, investment management, regulatory compliance, and various corporate functions. Products are also offered and distributed through one or more of Aegon USA's licensed insurance or brokerage subsidiary companies.

Overview of sales and distribution channels**Aegon USA**

Aegon USA uses a variety of sales and distribution channels in the United States. These include:

- ⌚ Affinity groups;
- ⌚ Banks;
- ⌚ Benefit consulting firms;
- ⌚ Direct- to-consumer;
- ⌚ Independent and career agents;
- ⌚ Independent marketing organizations;
- ⌚ Institutional partners;
- ⌚ Registered representatives of regional and independent broker-dealers;
- ⌚ Registered investment advisers;
- ⌚ Third-party administrators;
- ⌚ Wirehouses; and
- ⌚ Worksite.

In general, Aegon USA companies are focused on particular products or market segments, ranging from lower income to high-net-worth individuals, and from small to large institutions.

Overview of business lines**Aegon USA****Life & Protection**

Life & Protection (L&P) offers a comprehensive portfolio of protection solutions to customers in a broad range of market segments. Consumers may choose to purchase through independent distributors, sales associates with an exclusive relationship to Transamerica, through the worksite, or directly from Aegon USA's subsidiaries.

Products

Products offered include term life insurance, universal life, variable universal life, indexed universal life and whole life insurance, in addition to supplemental health, long-term care insurance, and specialty coverage.

Term life insurance

Term life insurance provides protection for a stated period of time. Benefits are paid to policy beneficiaries in the event of the death of the insured during a specified period.

Universal life insurance

Universal life insurance is flexible permanent life insurance that offers death benefit protection together with the potential for cash value accumulation. The frequency and amount of premiums, in addition to the death benefit, can be adjusted as a policyholder's circumstances change. A version of this product has secondary guarantees, which guarantee continuation of the life insurance if the customer consistently pays an agreed minimum amount of premium each year. Transamerica withdrew its universal life secondary guarantees product in early 2015, in response to the low and volatile interest rate environment.

Variable universal life insurance

Variable universal life insurance is cash-value life insurance that offers both a death benefit and an investment feature. The premium amount for variable universal life insurance is flexible and, within contract limits, may be changed by the consumer as needed, although these changes can result in a change in the coverage amount. The investment feature usually includes sub-accounts, which function like mutual funds and can provide exposure to stocks and bonds. This exposure offers the possibility of an increased (or decreased) rate of return over a universal life or permanent insurance policy.

Indexed universal life insurance

Indexed Universal Life (IUL) insurance provides permanent death benefit protection and cash value accumulation with flexible premium payments. What distinguishes it from other types of cash value insurance is the way interest earnings are credited. Net premiums may be allocated to either a fixed account or indexed accounts. Indexed accounts credit interest based in part on the performance of one or more major stock market indices. The credited interest is based on the index, but with a floor and a cap. IUL offers both market-paced growth potential in the indexed accounts and downside protection. It is an appealing alternative to regular Universal Life for which interest is credited at a fixed rate and Variable Universal Life, in which the cash value is directly exposed to ups and downs of the market.

Whole life insurance

Whole (or permanent) life insurance provides lifelong death benefit protection, provided that the premiums required are paid, while accumulating tabular cash values based on statutory requirements. Premiums are generally fixed and usually payable over the life of the policy.

Supplemental health

Supplemental health insurance products include accidental death, accident, cancer, critical illness, disability, hospital indemnity, Medicare Supplement, Medicare Part D prescription drug, and retiree medical.

Table of Contents

33

A number of these products provide insureds with lump sum or specified income payments if hospitalized or diagnosed with a critical illness. Others pay benefits for specific medical expenses and treatments, or cover deductibles, co-payments and co-insurance amounts not covered by other health insurance. In addition, L&P offers stop-loss insurance to employers to protect against catastrophic losses under self-funded health plans.

Long-term care insurance

Long-term care (LTC) insurance products provide benefits to policyholders that require care due to a qualifying chronic illness or cognitive impairment. LTC insurance serves as an asset protection tool by reimbursing policyholders for costly expenses associated with LTC services, and it may also help families better manage the financial, health and safety issues associated with LTC.

Life & Protection sales and distribution

The L&P division is organized by distribution channel to better align with customers' needs. It is supported by a shared services platform. Each channel has primary target market segments on which it focuses. The L&P distribution channels fall into four main categories: independent, partner, worksite and direct-to-consumer.

Independent

This channel offers life insurance (term life, universal life, variable and indexed universal life and whole life), long-term care and supplemental health products and services through approximately 65,000 independent brokerage distributors and financial institutions that target the affluent, emerging affluent and middle markets. These products are designed for family protection, business needs, and estate and legacy planning.

Partner

Through exclusive relationships with over 35,000 sales associates, this channel provides the same life and health products as the independent distribution channel, with a focus on the middle and emerging affluent markets.

Worksite

The L&P division is also active in the employee benefits market. It offers life and supplemental health insurance products through employers, labor unions and trade associations. The comprehensive portfolio includes universal life, whole life and term life insurance, in addition to accident, critical illness, cancer, hospital indemnity, supplemental medical expense, short-term disability, vision, and dental policies.

Direct-to-consumer

Transamerica Direct targets consumers in the mass affluent, emerging mass affluent and middle markets both directly and via affinity endorsements to provide them with easy access to insurance, investment and retirement solutions.

Investments & Retirement

Investments & Retirement (I&R) offers a wide range of solutions to serve customers to and through retirement: first, as they accumulate assets; and second, as they manage assets to generate retirement income. The division administers these products, and distributes them through a variety of channels, including wirehouse firms, banks, broker-dealers, consultants, insurance agents, registered investment advisors, independent financial planners, and direct-to-consumer.

Investments & Retirement products

I&R products and services include mutual funds, variable and fixed annuities, retirement plans (including ancillary services) and stable value solutions.

Mutual funds

I&R provides a wide range of specialized mutual funds for all market conditions, including asset allocation, US equity, global/ international equity, alternative investments, hybrid allocation, fixed income and target date funds. Funds are offered through Transamerica Asset Management (TAM), a sub-advised or manager of managers mutual fund platform. Sub-advisers can include both those affiliated or not affiliated with Transamerica.

Variable annuities

For new sales, I&R currently offers several different variable annuity products to meet a range of investor needs. I&R also offers guaranteed living benefits, often referred to as riders.

Variable annuities allow the holder to accumulate assets for retirement on a tax-deferred basis and to participate in equity or bond market performance, in addition to receiving one of many payout options designed to help meet the policyholder's need for income in retirement. Variable annuity payments can vary based on investment performance. Guaranteed living benefits (GLBs) are generally optional guarantees that can be embedded into variable annuity products. GLBs are intended to provide a significant measure of protection against market risk while the annuitant is alive. I&R offers different forms of GLBs, such as guaranteeing an income stream for life and/or guaranteeing principal protection.

Fixed annuities

Fixed annuities allow investors to make a lump-sum payment or a series of payments and receive income in the form of periodic payments that can begin immediately or after a period of time. I&R introduced a new fixed-indexed annuity in 2015. A fixed-indexed annuity may credit interest using an annual point-to-point crediting method based, in part, on the percentage change in the value of the selected index account option(s) at the start and end of the crediting period. A fixed account option is also available. Transamerica is not actively marketing new sales of fixed deferred annuities; current sales primarily represent annuitizations and additional premium on existing contracts.

Table of Contents

34 Business overview **Results of operations** Americas

Retirement plan services

I&R provides comprehensive and customized retirement plan services to employers across the entire spectrum of defined benefit, defined contribution and non-qualified deferred compensation plans. I&R also offers services to individuals rolling over funds from other qualified retirement funds or Individual Retirement Accounts (IRAs).

Retirement plan services are offered by Transamerica Retirement Solutions, which provides plans across all market segments, including administration, recordkeeping and investment services to employers of all sizes, also in addition to partnering with plan advisors and third-party administrators to serve their customers. On December 31, 2015, Aegon closed the acquisition of Mercer's US defined contribution administration business. As a result of the acquisition, Transamerica Retirement Solutions is now a top ten defined contribution record-keeper based on plan participants and assets¹.

Transamerica Retirement Solutions provides plan sponsors with access to a wide array of investment options. Depending on the product chosen by the plan sponsor, the Company can offer unrestricted access to the entire universe of publicly-available investments. The Company also offers a product for smaller plans with an array of hundreds of investment choices from more than 40 investment management companies.

Transamerica Retirement Solutions provides tools to help plan participants monitor their retirement accounts and engage in behavior to stay on track toward a funded retirement. The Company also offers Managed Advice[®], an option that plan sponsors can make available to participants that provides investment and savings advice.

For individual plan participants who are in transition due to a job loss or change or planned retirement, Transamerica Retirement Solutions offers Personal Retirement Services (PRS) through a team of experienced registered representatives and registered investment advisers. Solutions include IRAs, advisory services, annuities and access to other financial products and resources.

Transamerica Stable Value Solutions

Transamerica Stable Value Solutions (SVS) provides synthetic Guaranteed Investment Contracts (GICs) in the United States, primarily to tax-qualified institutional entities such as 401(k) plans and other retirement plans. SVS provides a synthetic GIC wrapper around fixed-income invested assets, which are owned by the plan and managed by the plan or a third-party money manager hired by the plan. A synthetic GIC is typically issued with an evergreen maturity and may be terminated under certain conditions. Such a contract helps to reduce fluctuations in the value of the wrapped assets for plan participants, and provides book value benefit-responsiveness.

Investments & Retirement sales and distribution

I&R distributes its retirement plan, mutual fund and annuity products primarily on a wholesale basis through third-party intermediaries such as broker-dealers, wirehouses, consultants, insurance agents, and registered investment advisers. A subset of those firms that represent a significant portion of I&R sales are managed by the I&R Business

Development Group.

I&R has three main wholesaling teams: retirement, mutual fund, and annuities. The retirement team is broken down into two segments: Emerging Markets, which focuses on the USD 20 million and below asset segment; and Institutional Markets, which focuses on the USD 20 million and over asset segment. The annuity wholesaling team is divided into groups by distribution channel (i.e., independent broker-dealers, banks and wirehouses). The mutual fund wholesaling group is split into two teams, one that concentrates on retail advisors and one that focuses on institutional and platform opportunities. In total, I&R has a team of more than 400 sales and business development professionals who are focused on distributing Transamerica products.

I&R also serves customers directly through two businesses: PRS, as described above, and Your Financial Life (YFL). YFL offers guidance and resources for retirement planning (including financial articles and tools, and Transamerica certified financial planners), together with access to annuity, mutual fund and IRA rollover products. YFL is marketed directly to customers, primarily through digital channels.

Latin America

Aegon's business in Latin America comprises a 50% interest in Mongeral Aegon Seguros e Previdência S.A., a Brazilian independent life insurer, and a 49% interest in Seguros Argos S.A. de C.V., a Mexican life insurance company. Mongeral Aegon's insurance activities include pension product distribution, individual and group life insurance products, and administrative services. Seguros Argos's primary product is a 20-year term life insurance product. Both insurance companies distribute their products in the worksite market. Aegon is also a 50% owner of a joint venture with Administradora Akaan S.A. de C.V. to create Akaan-Aegon S.A.P.I. de C.V. to explore financial service opportunities. This organization is in the start-up process and will initially focus on third-party asset management.

Run-off businesses

Institutional spread-based business

This business was put into run-off in 2009. The primary products included Guaranteed Investment Contracts (GICs), Funding Agreements (FAs), and medium-term notes (MTNs). GICs were generally issued to tax qualified plans, while FAs and MTNs were typically issued to non-tax qualified institutional investors.

¹ Plansponsor, 2015.

Table of Contents

35

Guaranteed investment contracts and funding agreements GICs and FAs are spread-based products issued on a fixed-rate or floating-rate basis. They provide the customer with a guarantee of principal and a specified rate of return. Practically all of the liabilities represented by the fixed-rate contracts were effectively converted to a floating-rate via swap agreements when the contracts were issued. Contracts issued in foreign currencies were converted at issuance to US dollars through swap agreements when the contracts were issued to eliminate currency risk.

Medium-term notes

Before 2009, Aegon USA utilized consolidated special purpose entities to issue MTNs that are backed by FAs. The proceeds of each note series were used to purchase an FA from an Aegon insurance company, which was used to secure that particular series of notes. The payment terms of any particular series substantially matched the payment terms of the FA that secured that series.

Structured settlement annuities

Structured settlement annuities are a form of immediate annuity purchased as a result of a lawsuit or claim. New sales of structured settlement annuities were discontinued in 2003, although Aegon USA continues to administer the closed block of business.

Bank- and corporate-owned life insurance

Aegon USA services life insurance products sold to the bank- and corporate-owned life insurance (BOLI/COLI) market in the United States. BOLI/COLI helps bank and corporate customers fund long-term employee benefits such as executive compensation and post-retirement medical plans. The bank or corporation insures key employees, and is the owner and beneficiary of the policies. New sales of BOLI/COLI were discontinued in 2010.

On July 10, 2015, Aegon announced an agreement with Greenspoint Capital and The Newport Group to sell Clark Consulting, its BOLI distribution and servicing unit, for USD 177.5 million. The transaction closed on September 2, 2015. Clark Consulting was a distinct entity within the BOLI/COLI insurance business that will continue to be in run-off.

Life reinsurance

In August 2011, Aegon completed the divestment of its life reinsurance business, Transamerica Reinsurance, to SCOR, a global reinsurance company based in France. Under the agreement, Aegon divested its global life reinsurance activities with the exception of select blocks of business. The retained businesses comprise primarily variable annuity guarantee business.

Competition

The US marketplace is highly competitive. Aegon USA's competitors include other large insurance carriers, in addition to

certain banks, securities brokerage firms, investment advisors, and other financial intermediaries marketing insurance products, annuities and mutual funds. Aegon USA leverages long-term relationships with many institutions to offer them product lines such as variable annuities, life insurance, mutual funds, and defined contribution pension plans.

The Life & Protection division faces competition from a variety of carriers. In individual life insurance, leading competitors include Lincoln National, Prudential Financial, MetLife, Pacific Life, and John Hancock. In long-term care insurance, Transamerica competes primarily with Genworth and John Hancock. In supplemental health, Transamerica competes with a wide range of companies and company types based on the nature of the coverage.

The Investment & Retirement division also faces competition from a variety of carriers. It maintains an effective wholesaling force, and focuses on strategic business relationships and products with competitive features, benefits and pricing.

Aegon USA's primary competitors in the variable annuity market are AIG, Jackson National, Lincoln National, MetLife, Nationwide, and Prudential Financial.

The top five competitors in the mutual fund market are American Funds, Fidelity, Vanguard, PIMCO, and T. Rowe Price.

In the institutional segment of the defined contribution market, Aegon USA's main competitors are Fidelity, Empower Retirement, Prudential Financial, Mass Mutual, Principal Financial, Charles Schwab, T. Rowe Price, and Vanguard. Aegon USA's main competitors in the defined benefit segment are Mass Mutual, New York Life, Principal Financial, and Prudential Financial. In the emerging market segment and the multiple employer plan segment, Aegon USA's main competitors are American Funds, Fidelity, Voya Financial, John Hancock, and Principal Financial.

Regulation and supervision

Aegon USA

Aegon USA's insurance companies and the business they conduct in the US are regulated primarily at a US state level, with some activities, products and services also subject to federal regulation.

State Insurance Regulation

Aegon USA's largest insurance companies are domiciled in the State of Iowa, and the Iowa Insurance Division exercises principal regulatory jurisdiction over those companies. This regulation includes implementation and enforcement of standards of solvency, adequacy of reserves and capital, and reinsurance.

The Aegon USA insurance companies are licensed as insurers in Iowa and are also licensed and regulated in each US state and jurisdiction in which they conduct insurance business. The extent

Table of Contents**36 Business overview Results of operations Americas**

of such regulation varies, but has a shared purpose in terms of the protection of policy and contract holders. The insurance regulators in each state carry out their mission by providing oversight in the broad areas of market conduct and financial solvency regulation.

In the areas of licensing and market conduct, states grant or revoke licenses to transact insurance business, regulate trade and marketing practices, approve policy forms and certain premium rates, review and approve products and rates prior to sale, address consumer complaints, and perform market conduct examinations on both a regular and targeted basis.

In the area of financial regulation, state regulators implement and supervise statutory reserve and capital requirements, including minimum risk-based capital solvency standards. Insurance companies are also subject to extensive reporting, investment limitations, and required approval of significant transactions in each state in which they are licensed.

State regulators, by law, conduct extensive financial examinations every three to five years.

State regulators have the authority to impose a variety of punitive measures, including revoking licenses, for failure to comply with applicable regulations. All state insurance regulators are members of the National Association of Insurance Commissioners (NAIC), a non-regulatory association that works to achieve uniformity and efficiency of insurance regulation across the United States and US jurisdictions.

Recent regulatory enhancements that have been or are being implemented in states, include increased reporting of holding company activities, increased transparency and uniformity for certain captive reinsurance transactions and requirements for companies to conduct an Own Risk and Solvency Assessment (ORSA). In 2014, the NAIC adopted a regulatory framework impacting captives used for term and universal life with secondary guarantee products (Actuarial Guideline 48), which became effective on January 1, 2015. Additionally, principle-based reserving is expected to come into force in 2017. Actuarial Guideline 49 adds new rules for illustrations of indexed universal life insurance, with changes to the maximum illustration rate effective as of September 1, 2015, and other sections effective as of March 1, 2016.

Emerging state issues that may impact Aegon USA include consideration of changes to accounting and actuarial requirements for variable annuities (VA), which may reduce insurers' needs and abilities to use variable annuity captives, and initiatives to develop group capital requirements for certain Internationally Active Insurance Groups (IAIGs). Aegon USA uses reinsurance and VA captives in part for reserve requirements and to hedge risk. Given that proposals related to VA captive reinsurance arrangements are still being formulated, it is too early to assess their possible impact on Aegon USA's operations. Aegon USA is prepared to comply with new regulations.

Federal Regulation of Financial Services and Health Insurance

Although the insurance business is primarily regulated at the state level, many federal laws and initiatives impact the insurance sector in such areas as the regulation of financial services, derivatives, retirement plans, securities products, health care, taxes and privacy. Regulation of financial services has increased as result of the Dodd Frank Act, which also created the Federal Insurance Office (FIO) and the Office of Financial Research (OFR). The FIO is

authorized to review the insurance market in the US and make recommendations to Congress, and the OFR conducts research in financial services, including insurance, in support of such oversight. In addition, the FIO is authorized to establish US insurance policy in international matters. Finally, the Federal Reserve Board also has authority to establish capital standards for systemically significant insurers and to participate in the establishment of international insurance capital standards. In the area of privacy, there has been increased scrutiny at a state, federal and international level following a number of high-profile data breaches of financial services and other companies. As a result, Congress and federal regulators are considering options to combat data breaches and cyber-threats, in addition to those already imposed by the Gramm-Leach-Bliley Act and other federal law and regulations.

In addition to financial services products, many supplemental health insurance products offered by Aegon USA, such as Medicare Supplement products, are subject to both federal and state regulation as health insurance. The Patient Protection and Affordable Care Act (PPACA), enacted in 2011, significantly changed the regulation of health insurance and the delivery of health care in the United States, including in certain respects, the regulation and delivery of supplemental health insurance products. Following decisions by the US Supreme Court to uphold critical provisions of PPACA, continued federal regulation of certain health insurance products should be expected.

Solvency II

As of January 1, 2016, under the new Solvency II requirements, the activities of Aegon Americas have been consolidated into the Aegon Group Solvency II results through deduction and aggregation using available and required capital as per the local capital regimes. The US regulatory regimes were granted provisional equivalence on December 7, 2015. The combined Solvency II position of the activities of Aegon Americas on December 31, 2015, is estimated to be ~160%.

Securities Regulation

A number of Aegon USA subsidiaries are subject to regulation under the federal securities laws administered by the SEC and aspects of states' securities and other laws. Variable insurance policies, certain annuity contracts and registered investment companies (funds) offered by Aegon USA are subject to regulation under the federal securities laws administered by the SEC and aspects of states' securities laws. Certain separate accounts of Aegon USA insurers that offer variable life insurance

Table of Contents

37

and certain annuities and interests under these annuity and insurance policies are registered and subject to SEC regulation. The distribution and sale of these and other securities by affiliate and non-affiliate broker-dealers is regulated by the SEC and the Financial Industry Regulatory Authority (FINRA). A number of Aegon USA companies are also registered as investment advisors and subject to SEC regulation.

Aegon USA also owns or manages other investment vehicles that are exempt from registration but may be subject to other requirements of those laws, such as anti-fraud provisions and the terms of applicable exemptions.

In accordance with Dodd-Frank Act requirements, in January 2011 the SEC studied and recommended a harmonized standard of care for broker-dealers, investment advisors and persons associated with firms that provide personalized investment advice. Broker-dealers are currently subject to requirements to make suitable recommendations, while investment advisors are regulated as fiduciaries, required to put customer interests above their own. The SEC intends to propose regulations imposing a harmonized standard of care, and has announced that the proposed regulations will be published in the fall of 2016. In addition, in accordance with Dodd-Frank Act requirements, the SEC intends to enhance its regulatory and examination oversight of registered investment advisers, but has not provided any timeframe for such a proposal. Finally, the SEC has reformed the regulation of institutional money market funds by requiring those funds to price and transact their shares at a market value floating net asset value per share (NAV). The SEC has also provided money market fund boards with the discretion to stem heavy redemptions by, among other tools, imposing liquidity fees and gates in the fund's best interests. The SEC has set a two-year period for compliance. The impact of these requirements and any future regulations regarding investment advisers, money market funds, or other investment products, including proposed rules designed to enhance the regulation of the use of derivatives by registered investment companies, is still under review and cannot be predicted at this time.

The financial services industry continues to operate under heightened scrutiny and increased regulation in various jurisdictions. Such scrutiny and regulations have included matters relating to producer and other compensation arrangements, suitability of sales (especially to seniors), misleading sales practices, unclaimed property reporting, revenue sharing, investment management and valuation issues involving mutual funds and life insurance separate accounts and their underlying funds. Aegon USA, like other businesses in the financial services industry, is routinely examined and receives requests for information from the SEC, FINRA, state regulators and others in

connection with examinations and investigations of its own companies and third-party or unaffiliated insurers, broker-dealers, investment advisers, investment companies and service providers relating to certain historical and current practices with respect to these and other matters. Some of those inquiries have led to investigations, which remain open, or have resulted in fines, corrective actions or restitution. Aegon USA continues to cooperate with these regulatory agencies. In certain instances, Aegon USA modified business practices in response to those inquiries or findings. Certain Aegon USA companies have paid, or have been informed that the regulators may seek, restitution, fines or other monetary penalties or changes in the way that business is conducted. The impact of any such fines or other monetary penalties is not expected to have a material impact on Aegon USA's financial position, net income or cash flow.

[Regulation of Workforce Retirement Plans and IRAs](#)

Aegon USA administers and provides investment and insurance services and products used to fund defined contribution plans, such as 401(k) plans, defined benefit plans, IRAs, 529 plans and other savings vehicles. Aegon USA also provides plans used to administer benefits distributed on termination of defined benefit plans. These products and services are subject to the Employee Retirement Income Security Act (ERISA) and the federal Internal Revenue Code of 1986, as amended (the Code) for which the Department of Labor (DOL) and the US Treasury Department (Treasury) have regulatory jurisdiction, respectively.

The DOL recently proposed a conflicts of interest rule that significantly expands the scope of activities that are classified as fiduciary investment advice and that are subject to a best interest standard. The rule, if promulgated in the manner proposed, would impact the delivery of products and services to workforce retirement plans and participants in those plans and in IRAs, especially concerning sales and services to small business plans and sales of variable annuities. Legislation and regulation is also being considered that would facilitate the use of multiple employer plans (MEPs), of which Aegon USA is a leading provider. In addition, both the Treasury and the DOL have published, in final and proposed forms respectively, guidance to facilitate the offering of guaranteed lifetime income products. Finally, many states have sought to open their plans to non-government workers who do not have access to an employer retirement savings plan. Any proposals that impact the current business models or fees and services to employer plans or IRAs will impact the Aegon USA companies that provide administration and investment services and products to private workforce plans. The likelihood that these legislative proposals will be passed or the regulatory guidance finalized cannot be predicted at this time.

Table of Contents**38 Business overview Results of operations Americas****Tax Treatment of Insurance Companies and their Products and Plans**

Although the insurance business is regulated at a state level, the US federal tax treatment of life insurers, life insurance, pension and annuity products is governed by the US federal tax code. Provisions that increase the taxation of life insurers, as well as remove or decrease the value of tax incentives for life insurance, pensions and annuity products considered alone and relative to other investment vehicles have been proposed in the Executive Administration's Fiscal Year 2016 budget for the US federal government and set forth in discussion drafts and whitepapers on comprehensive federal tax reform legislation. These initiatives also contemplate international tax reform, including proposals that would limit the ability of companies to deduct interest expense on financing provided by a non-US affiliate. Executive Administration budget proposals, legislative proposals and discussion drafts must be enacted by Congress before they become law. The risk of tax law changes is heightened when additional revenue is sought to reduce the federal deficit or to pay for other tax law changes, such as lower tax rates. In addition, tax reform initiatives of the type contemplated by discussion drafts of comprehensive federal tax reform legislation further increase the risk of both increased taxation of life insurers and of decreased tax incentives for short- and long-term savings products. These changes, if enacted, would have a direct impact on the cost and competitiveness of life insurance, annuity and pension products sold to ensure Americans' financial and retirement security.

Asset liability management

Aegon USA's insurance companies are primarily subject to regulation under the laws of the states in which they are domiciled. Each state's laws prescribe the nature, quality and percentage of various types of investments that may be made by the companies. Such laws generally permit investments in government bonds, corporate debt, preferred and common stock, real estate and mortgage loans. Limits are generally placed on other classes of investments.

The key investment strategy for traditional general account insurance is asset liability management (ALM), whereby predominately high-quality investment assets are matched in an optimal way to the corresponding insurance liability. This strategy takes into account currency, yield and maturity characteristics. Asset diversification and quality considerations are also taken into account, along with considerations of the policyholders

guaranteed or reasonably expected excess interest sharing. Investment-grade fixed income securities are the main vehicle for ALM, and Aegon USA's investment personnel are highly skilled and experienced in these investments.

Aegon USA manages its asset liability matching through the work of several committees. These committees review strategies, define risk measures, define and review asset liability management studies, examine risk-hedging techniques, including the use of derivatives, and analyze the potential use of new asset classes. The primary method for analyzing interest rate sensitivity is the economic capital risk measure. Under this measure, the sensitivity of assets relative to liabilities is calculated in a market consistent manner and presented as the risk of loss in a 1 in 200-year event. Another methodology used to analyze risk is cash flow testing. Cash flow testing analysis is performed using computer simulations, which model assets and liabilities under projected interest rate scenarios and commonly used stress-test interest rate scenarios. Cash flow testing is run using defined scenarios and is a real world simulation. It takes various forms of management action into account such as reinvestment and sales decisions, together with spreads and defaults on Aegon's assets, which is not the case in a market consistent framework.

Based on the results of these risk measures, an investment portfolio is constructed to best match the cash flow and interest sensitivity of the underlying liabilities, while trying to maximize the spread between the yield on the portfolio assets and the rate credited on the policy liabilities. ALM is a continual process. Results from the economic framework and scenario testing are analyzed on an ongoing basis and portfolios are adjusted accordingly. Decisions are made based on minimizing the amount of interest rate risk capital, while maximizing expected returns. These decisions are built into portfolio benchmarks in terms of duration and asset mix targets, and also in exploring hedging opportunities. On the liability side, Aegon USA has some offsetting risks, whereby some liabilities perform better in rising interest rate environments, while others tend to perform well in falling interest rate environments. The amount of offset may vary depending on the absolute level of interest rates, together with the magnitude and timing of interest rate changes, but it generally provides some level of diversification. On the asset side, hedging instruments are continuously studied to determine whether their cost is commensurate with the risk reduction they offer.

Annual Report on Form 20-F 2015

Table of Contents

39

Reinsurance ceded

Ceding reinsurance does not remove Aegon's liability as the primary insurer. Aegon could incur losses should reinsurance companies not be able to meet their obligations.

These reinsurance contracts are designed to diversify Aegon USA's overall risk and limit the maximum loss on risks that exceed policy retention levels. The maximum retention limits vary by product and class of risk up to USD 15 million.

Aegon USA remains contingently liable with respect to the amounts ceded should the reinsurance company not be able to meet its obligations. To minimize its exposure to such defaults, Aegon USA regularly monitors the creditworthiness of its reinsurers, and where appropriate, arranges additional protection

through letters of credit or trust agreements. For certain agreements, funds are withheld for investment by the ceding company. Aegon USA has experienced no material reinsurance recoverability problems in recent years.

Aegon USA reinsures part of its life insurance exposure with third-party reinsurers under both quota-share and excess-of-loss (traditional indemnity) reinsurance treaties. Aegon USA's reinsurance strategy is consistent with typical industry practice.

Aegon USA insurance companies also enter into contracts with company-affiliated reinsurers, both in the United States and overseas. These contracts have been eliminated from the Company's consolidated financial statements.

Table of Contents**40 Business overview Results of operations the Netherlands****Results 2015 the Netherlands**

Amounts in EUR millions	2015	2014	%
Net underlying earnings	419	423	(1%)
Tax on underlying earnings	118	135	(13%)
Underlying earnings before tax by business			
Life & Savings	325	336	(3%)
Pensions	212	195	9%
Non-life	(21)	13	-
Distribution	22	15	50%
Underlying earnings before tax	537	558	(4%)
Fair value items	175	(766)	-
Gains / (losses) on investments	306	431	(29%)
Net impairments	(20)	(12)	(76%)
Other income / (charges)	(22)	(113)	81%
Income before tax	977	99	-
Income tax	(223)	(37)	-
Net income	753	62	-
Life insurance gross premiums	2,240	3,982	(44%)
Accident and health insurance premiums	234	233	0%
General insurance premiums	473	501	(5%)
Total gross premiums	2,947	4,716	(38%)
Investment income	2,277	2,568	(11%)
Fees and commission income	351	324	8%
Total revenues	5,575	7,608	(27%)
Commissions and expenses	1,053	977	8%
of which operating expenses	831	726	14%
New life sales			
Amounts in EUR millions	2015	2014	%
Life & Savings	32	33	(2%)
Pensions	98	218	(55%)
Total recurring plus 1/10 single	130	251	(48%)
Amounts in EUR million	2015	2014	%
New premium production accident and health insurance	9	9	1%

Edgar Filing: AEGON NV - Form 20-F

New premium production general insurance	29	26	11%
Gross deposits (on and off balance)	2015	2014	%
Life & Savings	4,870	2,708	80%
Pensions	267	73	-
Total gross deposits	5,137	2,781	85%

Annual Report on Form 20-F 2015

Table of Contents

41

Results 2015 the Netherlands¹

Net income in 2015 increased to EUR 753 million compared with EUR 62 million in 2014, mainly driven by the positive impact of rising credit spreads on fair value items. Underlying earnings before tax declined, as 2014 included an employee pension-related reserve release of EUR 45 million. On a comparable basis, underlying earnings before tax increased by 5%, as lower funding costs, higher earnings from mortgages and a mortality provision release more than offset lower non-life results. Lower new life sales were driven by the absence of large pension buyouts given the low interest rate environment. Gross deposits almost doubled resulting from growth of Knab, Aegon's online bank and premium pension institutions (PPI), Aegon's defined contribution pension business.

Net income

Net income from Aegon's businesses in the Netherlands increased with EUR 691 million to EUR 753 million in 2015 compared with 2014. Realized gains on investments totalled EUR 306 million, and were mainly the result of portfolio rebalancing in the low rate environment. Results on fair value items amounted to a gain of EUR 175 million, driven by a positive impact of rising credit spreads and interest rates. Impairment charges amounted to EUR 20 million and were primarily related to the consumer loan portfolio. Other charges of EUR 22 million included a EUR 11 million charge for the restructuring of the non-life business.

Underlying earnings before tax

Underlying earnings before tax in 2015 decreased by 4% to EUR 537 million, as 2014 included an employee pension-related reserve release of EUR 45 million. On a comparable basis, underlying earnings before tax increased by 5%, as lower funding costs, higher earnings from mortgages and a mortality provision release more than offset lower non-life results.

- ⌚ Underlying earnings before tax from Life & Savings amounted to EUR 325 million in 2015. Higher investment income, primarily generated by profitable mortgage production, and lower funding costs were more than offset by the non-recurrence of an employee benefit reserve release and the transfer of part of the mortgage portfolio to the Pension business.
- ⌚ Underlying earnings before tax from Pensions increased by 9% to EUR 212 million compared with 2014. Higher earnings from mortgages and favorable mortality more than offset the non-recurrence of an employee benefit reserve release and lower investment income resulting from rebalancing the fixed income portfolio..
- ⌚ The loss from the Non-life business amounted to EUR 21 million in 2015. This was driven by a continuation of the high level of claims in the proxy channel and commercial lines, which Aegon agreed in January 2016 to sell to Allianz.
- ⌚ Underlying earnings before tax from the Distribution business increased to EUR 22 million in 2015, compared with EUR 15 million in 2014. The increase was mainly driven by cost savings.

Commissions and expenses

Commissions and expenses increased in 2015 to EUR 1,053 million. Operating expenses were up to EUR 831 million in 2015 compared with 2014 due to a charge related to the non-life business, the release of the employee benefit

reserve booked in 2014, and the higher employee benefit expenses, which resulted from the low interest rate environment.

Production

Gross deposits almost doubled in 2015 to EUR 5.1 billion compared with 2014, mainly driven by the growth of Knab, Aegon's online bank in the Netherlands, and by the PPI business. Production of mortgages in 2015 increased by 24% to EUR 5.9 billion, of which EUR 3.7 billion was related to third-party investor demand (2014: EUR 2.1 billion).

New life sales amounted to EUR 130 million, which was a result of the absence of large pension buyouts. Individual life sales remained stable at EUR 32 million, while pension sales decreased to EUR 98 million.

Premium production for accident & health was stable in 2015 compared to 2014 at EUR 9 million. General insurance production increased to EUR 29 million.

1 Throughout this report, Aegon the Netherlands refers to all Aegon companies operating in the Netherlands.

Table of Contents**42 Business overview Results of operations the Netherlands****Results 2014 the Netherlands**

Amounts in EUR millions	2014	2013	%
Net underlying earnings	423	352	20%
Tax on underlying earnings	135	102	32%
Underlying earnings before tax by business			
Life & Savings	336	247	36%
Pensions	195	208	(6%)
Non-life	13	(20)	-
Distribution	15	18	(17%)
Underlying earnings before tax	558	454	23%
Fair value items	(766)	(41)	-
Gains / (losses) on investments	431	342	26%
Net impairments	(12)	(32)	64%
Other income / (charges)	(113)	(36)	-
Income before tax	99	687	(86%)
Income tax	(37)	(166)	78%
Net income	62	521	(88%)
Life insurance gross premiums	3,982	3,515	13%
Accident and health insurance premiums	233	243	(4%)
General insurance premiums	501	487	3%
Total gross premiums	4,716	4,245	11%
Investment income	2,568	2,310	11%
Fees and commission income	324	328	(1%)
Total revenues	7,608	6,883	11%
Commissions and expenses	977	990	(1%)
of which operating expenses	726	732	(1%)
New life sales			
Amounts in EUR millions	2014	2013	%
Life & Savings	33	40	(19%)
Pensions	218	166	32%
Total recurring plus 1/10 single	251	206	22%
Amounts in EUR million	2014	2013	%

Edgar Filing: AEGON NV - Form 20-F

New premium production accident and health insurance	9	24	(61%)
New premium production general insurance	26	26	1%
Gross deposits (on and off balance)	2014	2013	%
Life & Savings	2,708	1,338	102%
Pensions	73	-	-
Total gross deposits	2,781	1,338	108%

Annual Report on Form 20-F 2015

Table of Contents

43

Results 2014 the Netherlands

2014 net income decreased to EUR 62 million compared with 2013 due mostly to higher losses from fair value items, partly offset by higher underlying earnings before tax and higher realized gains. Growth in underlying earnings was mostly driven by higher investment income and an employee pension-related reserve release. Higher new life sales were driven by increased pension production and higher gross deposits were driven by growth of online bank Knab.

Net income

Net income from Aegon's businesses in the Netherlands decreased to EUR 62 million in 2014 compared with 2013. Higher losses from fair value items and an increase in other charges in 2014 partly offset by higher underlying earnings before tax and realized gains compared with 2013. Realized gains on investments totaled EUR 431 million, and were mainly the result of the sale of a private equity investment and repositioning the fixed income portfolio in anticipation of Solvency II. Results on fair value items amounted to a loss of EUR 776 million, primarily related to model updates and hedging programs. In 2014, impairment charges declined by more than half, compared with 2013, to EUR 12 million as a result of lower mortgage arrears. Other charges of EUR 113 million were mostly due to a EUR 95 million provision for the Optas agreement.

Underlying earnings before tax

Underlying earnings before tax in 2014 increased 23% to EUR 558 million compared with 2013. Higher underlying earnings before tax in Life & Savings and Non-life more than offset lower underlying earnings before tax from Pensions.

- ⌚ Underlying earnings before tax from Life & Savings increased 36% to EUR 336 million compared with 2013, and were mostly a result of higher investment income, primarily generated by mortgage production, and improved margins on savings. An employee benefit reserve release resulting from legislation changes accounted for EUR 20 million of the increase.
- ⌚ Underlying earnings before tax from Pensions decreased 6% to EUR 195 million compared with 2013. The positive impact of growth of the business and an employee benefit reserve release resulting from legislation changes of EUR 14 million was more than offset by lower investment income, mostly due to a reduced mortgage allocation to the investment portfolio.
- ⌚ Non-life underlying earnings before tax improved to EUR 13 million in 2014, including the impact of an employee benefit reserve release resulting from legislation changes of EUR 11 million. Management actions taken to improve the profitability of the disability segment and the proxy channel in the general insurance business showed positive results, but are yet to have the desired impact. For this reason, Aegon expects to discontinue additional contracts in the proxy channel in 2015.
- ⌚ Underlying earnings before tax from the Distribution business amounted to EUR 15 million in 2014. The decrease compared with 2013 was mainly driven by lower margins, as a result of the competitive market environment.

Commissions and expenses

Commissions and expenses decreased slightly in 2014 to EUR 977 million compared with 2013. Operating expenses decreased to EUR 726 million in 2014 compared with 2013, mainly the result of a EUR 45 million employee benefit reserve release resulting from legislation changes. Excluding this release, operating expenses increased 5%.

Production

New life sales increased 22% in 2014 compared with 2013 to EUR 251 million. Individual life sales declined 18% in 2014 to EUR 33 million compared with 2013, as the ongoing shift to banksparen products more than offset higher term sales related to new mortgage production. Pensions sales increased 31% in 2014 to EUR 218 million compared with 2013, mainly the result of a single large new contract for Dutch mineworkers. Production of mortgages in 2014 amounted to EUR 4.8 billion (2013: EUR 3.2 billion), of which EUR 2.1 billion was related to third-party investor demand (2013: EUR 0.5 billion).

Premium production for accident & health amounted to EUR 9 million in 2014 down from EUR 24 million in 2013. General insurance production was flat in 2014 compared with 2013 at EUR 26 million. Production was negatively impacted by the continued focus on improving profitability.

Gross deposits more than doubled in 2014 to EUR 2.8 billion compared with 2013 driven by the growth of Knab, Aegon's online bank in the Netherlands.

Table of Contents

44 Business overview Results of operations the Netherlands

Overview of the Netherlands

Aegon has operated in the Netherlands for more than 170 years, and is the country's leading provider of life insurance and pensions¹, with approximately 4,500 employees. Aegon the Netherlands is headquartered in The Hague, has offices in Leeuwarden and Groningen, and owns the Unirobe Meeùs Group, one of the largest intermediaries in the Netherlands².

Organizational structure

Aegon the Netherlands operates through a number of brands, including TKP Pensioen, Optas and Unirobe Meeùs. Aegon itself is one of the most widely recognized brands in the Dutch financial services sector³.

Aegon the Netherlands' primary subsidiaries are:

- ⌚ Aegon Bank N.V.;
- ⌚ Aegon Levensverzekering N.V.;
- ⌚ Aegon Schadeverzekering N.V.;
- ⌚ Aegon Spaarkas N.V.;
- ⌚ Optas Pensioenen N.V.;
- ⌚ Aegon Hypotheken B.V.;
- ⌚ TKP Pensioen B.V.;
- ⌚ Unirobe Meeùs Groep B.V.;
- ⌚ Aegon PPI B.V.; and

Stichting CAPPITAL Premiepensioeninstelling.
Aegon the Netherlands has four lines of business:

Life & Savings;

Pensions;

Non-life; and

Distribution.

Overview of sales and distribution channels

Like other Aegon companies, Aegon NL uses a variety of distribution channels to help customers access its products and services as best suits their needs. In general, all business lines use the intermediary channel, which focuses on independent agents and retail sales organizations in the Netherlands. The Pensions business line includes sales and account management, which serves large corporations and financial institutions, such as company and industry pension funds. Aegon Bank uses the direct channel, primarily for savings, and Aegon Schadeverzekering has strategic partnerships for the sale of its products, and uses an online channel. Furthermore, Aegon the Netherlands has made significant investments in its direct online channel, including the proprietary brands Knab, Kroodle and onna-onna.

¹ Verzekerd van cijfers 2014, Verbond van Verzekeraars.

² AM Jaarcijfers

³ Metrixlab brandtrackers.

Knab was launched in 2012 by Aegon Bank, to help people better understand their finances. Knab enables its customers to make their own choices regarding their personal financial situation and thereby achieve their financial goals. The online bank reflects Aegon's purpose by offering its customers an insight and overview of their finances through its unique financial planning tools. It alerts them to opportunities relevant to their personal situation. Furthermore, Knab offers a wide range of banking products, with a focus on wealth accumulation and payment services.

In 2013, Aegon the Netherlands launched Kroodle, one of the world's first insurance companies to operate primarily through Facebook. It enables customers in the Netherlands to purchase insurance and manage their accounts through their Facebook profile.

Launched in 2008, onna-onna is a non-life brand that offers motor, travel, home and liability insurance, focusing on female customers.

In early 2015, Aegon launched its own advice channel, in response to growing customer demand for direct services. While the distribution landscape is becoming increasingly multi-channel, Aegon will continue to distribute the largest part of its portfolio through intermediaries.

Overview of business lines

Life & Savings

Aegon the Netherlands provides a range of individual savings products, mortgage loans and life insurance and personal protection products and services, including traditional, universal and term life. Based on underlying earnings before tax, Life & Savings is Aegon the Netherlands' largest line of business.

Products

Endowment insurance

Endowment insurance includes several products that accumulate a cash value. Premiums are paid at inception or over the term of the contract.

Annual Report on Form 20-F 2015

Table of Contents

45

Accumulation products pay benefits on the policy maturity date, subject to survival of the insured. Most policies also pay death benefits should the insured die during the term of the contract. Death benefits may be stipulated in the policy or depend on the gross premiums paid to date. Premiums and amounts insured are established at inception of the contract. The amount insured can be increased as a result of profit sharing, if provided for under the terms and conditions of the product.

Minimum interest guarantees exist for all generations of accumulation products written, except for universal life products, for which premiums are invested solely in equity funds. Older generation products contain a 4% guarantee. In 1999 the guarantee for new products decreased to 3%; and in 2013 the guarantee decreased to 0%.

Various profit-sharing arrangements exist. Bonuses are either paid in cash (usually for a pension, as described later) or used to increase the sum insured. A common form of profit sharing is to set bonus levels by reference to external indexes based on pre-defined portfolios of Dutch government bonds. The bonds included in the portfolios have differing remaining maturities and interest rates. Together they are considered an approximation of the long-term rate of return on high-quality Dutch financial investments.

Term and whole life insurance

Term life insurance pays out death benefits should the insured die during the term of the contract. Whole life insurance pays out death benefits in the event of death, regardless of when this occurs. Premiums and amounts insured are established at inception of the contract and are guaranteed. The amount insured may be adjusted at the request of the policyholder. Term life insurance policies do not include profit-sharing arrangements. Part of the whole life insurance portfolio has profit-sharing features, which are based on external indexes or the return of related assets.

Annuity insurance

Annuity insurance includes products in the accumulation phase and products in the deaccumulation phase. Payout commences at a date determined in the policy, and usually continues until the death of the insured or the beneficiary. Premiums are paid at inception of the policy or during the accumulation phase of the policy. The contracts contain minimum guarantees of 3% or 4%, and prior to 1999, of 4%. Interest rebates are given on both single and regular premium annuity insurance, and may be based on a portfolio of Dutch government bonds although other calculation benchmarks may also be applied. There are also profit-sharing schemes set by reference to external indexes based on pre-defined portfolios of Dutch government bonds.

Variable unit-linked products

These products have a minimum benefit guarantee, except for premiums invested in equity funds. The initial guarantee period

is ten years. Tontine plans are unit-linked contracts with a specific bonus structure. At the end of the year in which the insured dies, the policy balance is distributed to surviving policyholders that belong to the same tontine series, rather than to the policyholder's estate. A death benefit is paid to the dependents in the event that the policyholder dies

before the policy matures. Tontine policyholders may invest premiums in a number of Aegon funds. Aegon the Netherlands manages tontine plans, but no longer sells them.

Mortgage loans

At present, Aegon the Netherlands mostly offers annuity mortgages . Before 2013, Aegon the Netherlands also offered interest-only, unit-linked and savings mortgage loans, and is continuing to do so for existing mortgage loans that are being renegotiated. Mortgage loans are partly funded by issuing residential mortgage-backed securities in Saecure Aegon s Dutch residential mortgage-backed securities program. In 2015, Aegon the Netherlands increased its mortgage loan fee business. For this business, Aegon originates the mortgage loans fully for account of third parties and remains the service provider for these mortgage loans.

Savings accounts

Aegon the Netherlands offers flexible savings accounts with cash withdrawal with limited restrictions, and deposit accounts with a pre-determined maturity.

Investment contracts

Investment contracts are investment products that offer index-linked returns and generate fee income from the performance of the investments.

Long-term deposits (Banksparen)

Banksparen is a tax-deferred savings product in which amounts are deposited in a locked bank account. The amount saved is available after a certain period of time for specific purposes such as for a supplementary pension or paying off a mortgage.

Sales and distribution

Aegon the Netherlands s Life & Savings products are sold through Aegon s intermediary and direct channels.

Pensions

The Pensions business provides a variety of full-service pension products to pension funds and companies.

Products

Aegon the Netherlands provides full-service pension solutions and administration-only services to company and industry pension funds, large companies and owners of small and medium-sized companies. The full-service pension products for account of policyholders are separate account group contracts with and without guarantees.

Table of Contents**46 Business overview Results of operations the Netherlands**

Separate account group contracts are large group contracts that have an individually-determined asset investment underlying the pension contract. For older generation products, a guarantee consists of profit sharing, and is the highest of either the market interest rate or the contractual interest rate of 3% or 4%. At present, the contracts offered to clients hold a maximum guarantee of 3%, and Aegon is also planning to introduce a 0% guarantee product. If profit sharing turns into a loss, the minimum guarantee becomes effective, but the loss in any given year is carried forward to be offset against future surpluses. In general, the guarantee is dependent on the life of the insured in order that their pension benefit is guaranteed. Large group contracts also receive part of the technical results for mortality risk and disability risk. The contract period for these types of contracts is typically five years and the tariffs, cost loadings and risk premiums are generally fixed over this period.

Aegon the Netherlands also offers products for small and medium-sized companies, defined benefit and defined contribution products on a subscription basis. These products reduce complexity and enable Aegon to adapt the tariffs, cost loadings and risk premiums annually. Every year, clients also have the opportunity to decide whether or not they wish to continue with the contract.

Defined benefit group contracts provide a guarantee on the benefits paid. The longevity risk therefore lies with Aegon the Netherlands.

Aegon also offers customers an all-in defined benefit product with guaranteed benefits. The expected profit for the customer and anticipated investment returns are taken into account in the pricing of the product. Customers may contribute funds for future pension increases to a separate account. Aegon the Netherlands also offers defined contribution products for both single and recurring premiums. Profit sharing is based on investment returns on specified funds. All positive and negative risks, such as investment risk and longevity risk, are attributed to the employees.

A decrease in the number of company and industry pension funds in the Netherlands will continue over the next few years. By law, the assets and liabilities of a terminated pension fund must be transferred to another pension provider. Aegon the Netherlands offers a pension fund buy-out product for its terminating pension funds. It takes on the guaranteed or non-guaranteed liabilities, with or without annual pension increases, and receives a lump-sum premium upfront. All risks related to the transferred benefits are carried by Aegon the Netherlands.

On December 22, 2015, legislation was passed that enables companies to set up *Algemeen Pensioen Fonds* (General Pension

¹ Verzekerd van cijfers 2014, Verbond van Verzekeraars.

Fund). In 2016, Aegon the Netherlands introduced this new proposition to clients. This offers pension solutions to clients in which Aegon the Netherlands provides no guarantees and the investment benefits lie with the participants. Aegon the Netherlands provides fee-based services to this General Pension Fund as administration and investment solutions.

Sales and distribution

Most of Aegon the Netherlands' pensions are sold through sales and account management and Aegon's intermediary channel. Customers include individuals, company and industry pension funds, and small, medium and large corporations. Aegon the Netherlands is the country's leading pension provider.

For the majority of company and industry customers, Aegon the Netherlands provides a full range of pension products and services. In addition, TKP Pensioen specializes in pension administration for company and industry pension funds, and also provides defined contribution plans to corporate and institutional clients. Aegon offers defined contribution plans for small and medium-sized companies, and Stichting CAPPITAL Premiepensioeninstelling offers the same plans for large companies.

Non-life

The Non-life business consists of general insurance and accident and health insurance.

Products

General insurance

Aegon the Netherlands offers general insurance products in retail markets. These include house, inventory, car, fire and travel insurance. In the Netherlands, Aegon has completed a thorough business review and will restructure its non-life business to focus exclusively on the retail and SME segments of the market, which includes property & casualty and disability insurance. Aegon will exit the proxy channel entirely and is considering strategic options for its commercial lines business. These actions are expected to result in improved non-life returns in the future.

Accident and income protection insurance

Aegon the Netherlands offers disability and sick leave products to employers that cover sick leave payments to employees not covered by social security, and for which the employer bears the risk.

Sales and distribution

Aegon the Netherlands offers non-life insurance products primarily through direct and intermediary channels. In addition, sales and account management provides products for larger corporations in the Netherlands.

Table of Contents

47

Distribution

Of the distribution channels owned by Aegon the Netherlands, Unirobe Meeùs Group is the main one, through which it offers financial advice to customers, including the sale of insurance, pensions, mortgage loans, financing, and savings and investment products.

Competition

Aegon the Netherlands faces strong competition in all of its markets from insurers, banks, investment management companies and pension funds. Its main competitors are NN Group, Achmea, ASR, Vivat and Delta Lloyd. In addition, these markets are subject to fast-changing dynamics, including the growing use of online distribution channels and a changing pensions landscape (such as the introduction of Premie Pensioen Instellingen and the Algemeen Pensioen Fonds).

Aegon the Netherlands has been a key company in the total life market for many years, and was ranked number one in 2014¹ based on gross premium income. The life insurance market in the Netherlands comprises pensions and life insurance. The top six companies in the Netherlands by gross premium income accounted for approximately 90% of total premium income in 2014 in the insurance market. Aegon the Netherlands is one of the main companies in the pension market for insurance companies and pension funds. Aegon the Netherlands is ranked fifth in the individual life insurance market². Aegon the Netherlands is one of a number of many insurers in the non-life market. Aegon the Netherlands non-life market share is around 4.2%, measured by premium income.

In the mortgage loans market, Aegon the Netherlands held a market share of approximately 11% based on new sales⁴ in 2014 and its market share continues to grow. Rabobank, ING and ABN AMRO are the largest mortgage loan providers in this market. Competition from foreign competitors and capital from pension funds is increasing.

Aegon the Netherlands holds approximately 1.9% of Dutch household savings⁵, and is therefore small in comparison to banks such as Rabobank, ING, ABN AMRO and SNS Bank.

Since 2008, several regulatory changes have had an impact on demand for insurance products in the Dutch market notably in the life insurance market where the tax deductibility of certain products has been reduced, which has also caused a shift to bank saving products (banksparen). Furthermore, low economic growth and financial market volatility have made customers more reluctant to commit to long-term contracts. These changes have increased competition, resulting in a greater focus on competitive

1 Verzekerd van Cijfers.

2 Verzekerd van Cijfers.

3 Dutch Central Bank.

4 The Land Registry (Kadaster), 2015.

5 Dutch Central Bank.

pricing, improved customer service and retention, and product innovation.

In the pensions market, pension funds face pressure on their coverage ratios, in addition to increased regulatory and governance requirements. In response, these funds are seeking to reduce risk exposure by insuring the whole or part of their business. This is an opportunity for pension insurers, and Aegon is one of the leading providers of these solutions.

The premium pension institution (PPI) market is set to grow significantly due to the shift from defined benefit plans to defined contribution plans, and demand for more transparent and cost-efficient pension products. As a result, significant economies of scale will be required to service this market effectively, and the number of providers is expected to shrink within a few years. Aegon the Netherlands has identified this market as an opportunity for growth and plans to invest in building a leadership position.

Regulation and supervision

General

Regulation of the financial sector in the Netherlands is included in the Financial Supervision Act (Wet op het financieel toezicht or Wft). The Wft came into force on January 1, 2007, replacing the seven, primarily sectoral financial supervision Acts that were in place at that time, completing reform of financial supervision legislation in the Netherlands.

The aim of the Wft is to embed the cross-sectoral functional approach within the Dutch supervisory system. This approach replaced the prior sectoral approach to financial supervision, which was embedded in the previous legislation. The supervision of financial institutions pursuant to the Wft rests with the Dutch Central Bank (DNB) and the Authority for the Financial Markets (AFM).

DNB is responsible for prudential supervision, while the AFM supervises the conduct of business of financial institutions, and the conduct of business on financial markets. The aim of DNB's prudential supervision is to ensure the solidity of financial institutions and contribute to the stability of the financial sector.

The AFM's conduct of business supervision focuses on ensuring orderly and transparent financial market processes, integrity in relations between market parties and due care in the provision of services to clients. With regard to insurance companies and banks, DNB is the supervisory authority, and therefore the main insurance and banking supervisory authority in the Netherlands, in the case of the latter, together with the European Central Bank (ECB).

Table of Contents**48 Business overview Results of operations the Netherlands**

The Dutch supervisory authorities have a number of formal tools to exercise their supervisory tasks. These tools include the authority to request information, if this is necessary for the purpose of prudential supervision; and the power to issue formal instructions to financial institutions, to impose fines, or to publish sanctions. DNB, as prudential supervisory authority, can, under certain circumstances, require a recovery plan, a short-term financing plan, appoint a trustee, draw up a transfer plan or (ultimately) withdraw the license of a financial institution.

Financial supervision of insurance companies

Insurance supervision in EU member states is based on EU legislation, which, up until December 31, 2015, was set out in the Solvency I framework. Effective as of January 1, 2016, EU insurance regulation is contained in the Solvency II framework. The Solvency I framework consisted primarily of EU directives, which were transposed into national law, in the Netherlands in the Dutch Financial Supervision Act and lower level national rules, such as in particular the Decree on Prudential Rules for Financial Undertakings (Besluit prudentiële regels Wft or Bpr Wft).

The Solvency II framework also consists of an EU Directive and has consequently been transposed into the Dutch Financial Supervision Act. However, a large part of the Level II Solvency II rules are also set out in EU regulations, which apply directly in EU member states, and as a consequence do not need to be implemented into national legislation, such as in the Bpr Wft.

The following insurance entities of Aegon the Netherlands are subject to prudential supervision of DNB:

- ⌚ Aegon Levensverzekering N.V.;

- ⌚ Aegon Schadeverzekering N.V.;

- ⌚ Aegon Spaarkas N.V.; and

- ⌚ Optas Pensioenen N.V.

An insurance company is neither permitted to conduct both life insurance and non-life insurance business within a single legal entity (with the exception of reinsurance), nor to carry out both insurance and banking activities within the same legal entity. Within Aegon the Netherlands, Aegon Levensverzekering N.V., Aegon Spaarkas N.V. and Optas Pensioenen N.V. conduct life insurance activities. Aegon Schadeverzekering N.V. conducts non-life insurance activities. Prudential supervision is exercised by the home state supervisory authority (DNB in the Netherlands). Insurance companies in the Netherlands may conduct their activities on a cross-border basis or through a branch office based on the mutual recognition of (prudential) supervision in the EU (the so-called European passport). Aegon the Netherlands does not have material cross-border insurance business or business conducted through branch offices elsewhere in the EU.

Solvency I

Under Solvency I, life insurance companies were required to maintain certain levels of capital in accordance with EU directives.

During 2015, this level was approximately 4% of general account technical provision or, if no interest guarantees were provided, approximately 1% of technical provisions with investments for the account of policyholders, and an additional 0.3% charge for value at risk. General insurance companies were, under Solvency I, required to maintain shareholders' equity of equal to or greater than 18% of gross written premiums a year, or 23% of the three-year average of gross claims.

With respect to the period up to December 31, 2015, every life and non-life insurance company licensed by DNB and falling under its prudential supervision must file audited regulatory reports on at least an annual basis. These reports, which are primarily designed to enable DNB to monitor the solvency of the insurance company, include a (consolidated) balance sheet, a (consolidated) income statement, extensive actuarial information, and detailed information on the insurance company's investments. DNB's regulatory reporting is based on a single entity focus, and is designed to highlight risk assessment and risk management.

Preparing for Solvency II

Solvency II came into effect on January 1, 2016. In anticipation of Solvency II, the Dutch Ministry of Finance made the European Insurance and Occupational Pensions Authority (EIOPA) Preparatory Guidelines for Solvency II reporting mandatory as of May 17, 2015, by amending the Decree on Prudential Rules for Financial Undertakings. This amendment to the Bpr Wft meant that insurance companies were required to submit an annual report for 2014 and two quarterly reports (for the second and third quarters of 2015) on the basis of the EIOPA guidelines in preparation for Solvency II. These mandatory preparatory Solvency II reports replaced the Theoretical Solvency Criteria (TSC) introduced on January 1, 2014. Solvency I quarterly reports were therefore no longer required as of the second quarter of 2015, and yearly reports are no longer required from 2016 onwards.

In the run up to Solvency II, all Dutch insurance companies were required to produce an Own Risk and Solvency Assessment (Eigen Risico Beoordeling or ERB) for 2015. Both the preparatory Solvency II reports and ERB were used as proxies for the ability of insurance companies (going forward) to comply with the applicable solvency requirements. Capital requirements until the date from which Solvency II came into force were based on Solvency I.

If an insurance company in the Netherlands is not compliant with the Solvency II requirements or does not expect to remain compliant with the applicable Solvency II requirements within one year, the approval of the DNB is required for it to be able to pay a dividend or to redeem capital. For this reason, the preparatory Solvency II reports also served as indications for the ability to pay a dividend or to redeem capital.

Table of Contents

49

Solvency II

Aegon the Netherlands uses a Partial Internal Model to calculate the solvency position of its insurance activities under Solvency II. The calculation includes the use of the volatility adjuster, but does not include the use of any transitional measures. The internal model was approved on November 26, 2015, by the regulator DNB as part of the Internal Model Application Process. The solvency position of the banking activities will continue to be calculated using the CRR/CRD IV framework. The combined Solvency II position of the activities of Aegon the Netherlands on December 31, 2015, is estimated to be ~150%.

Financial supervision of credit institutions

As of November 4, 2014, Aegon Bank N.V. has been subject to indirect supervision by the ECB under the new European system of banking supervision, the Single Supervisory Mechanism (SSM), which comprises the European Central Bank and the relevant national authorities of participating EU Member States. The SSM is one of the elements of the Banking Union. The ECB may give instructions to DNB in respect of Aegon Bank N.V. or even assume direct supervision over the prudential aspects of the Aegon Bank N.V.'s business. Pursuant to the banking supervision by DNB, Aegon Bank N.V. is (among others) required to file monthly regulatory reports and an audited Annual Report.

Credit institutions are subject to regulatory requirements. These include (among others) capital and liquidity requirements, the requirement to maintain a certain leverage ratio, governance and reporting requirements in line with the requirements of EU Directive 2013/36/EU (CRD IV) and EU Regulation 575/2013 (CRR).

CRD IV and the CRR are the European Union's translation of the Basel III accord for prudential supervision of credit institutions and investment firms. The CRR is binding for all EU member states and became effective on January 1, 2014. CRD IV is an EU directive, and is required to be implemented into local legislation. CRD IV has been implemented in the Netherlands by means of amending the Financial Supervision Act (Wet op het financieel toezicht, the Wft) on August 1, 2014. The majority of the requirements became effective as of that date, with the liquidity coverage ratio becoming effective on October 1, 2015 and a number of other requirements (such as the leverage ratio and net stable funding ratio) to be further defined.

The CRR has applied across all EU member states since January 1, 2014. The CRD IV and CRR frameworks include requirements with respect to capital adequacy, and introduce requirements with respect to the counterparty risk relating to derivative transactions, a new liquidity framework (liquidity coverage ratio and net stable funding ratio) in addition to a leverage ratio and two new, supplementary capital buffers, a capital preservation buffer and a countercyclical buffer. The capital requirements include qualitative in addition to quantitative requirements.

Capital of the highest quality, Core Equity Tier 1 or CET1 capital, forms a substantial part of the capital of a credit institution. Additional Tier 1 capital (AT1 capital) forms the rest of the Tier 1 capital. In addition, the capital of a credit institution may be composed of Tier 2 (T2) capital, which is of a lesser quality than Tier 1 capital.

EU Directive 2014/59/EU (the Banking Recovery and Resolution Directive, BRRD) has been implemented in the Netherlands as of November 16, 2015, by means of an amendment of the Wft. The BRRD gives regulators powers to

write down debt (or to convert such debt into equity) of ailing banks, certain investment firms and their holding companies to strengthen their financial position and allow such institutions to continue as a going concern subject to appropriate restructuring. Pursuant to the BRRD, the banks are required at all times to meet a minimum amount of own funds and eligible liabilities (MREL) expressed as a percentage of the total liabilities and own funds. The resolution authority will set a level of minimum MREL on a bank-by-bank basis based on assessment criteria due to be set out in technical regulatory standards.

Other financial undertakings in the Netherlands

DNB also supervises pension funds, including premium pension institutions (PPIs), investment firms and fund management companies.

Asset liability management

Aegon the Netherlands Risk & Capital Committee, which meets every month, determines and monitors the balance sheet and profit and loss account. The focus of these meetings is, among other activities, to ensure an optimal strategic asset allocation, to decide on hedging strategies to reduce interest rate and equity risks, to manage and possibly hedge actuarial risks, and to decide on the need for securitizations of residential mortgage portfolios in order to improve the liquidity and funding position of Aegon the Netherlands.

Most of the liabilities of Aegon the Netherlands, insurance or otherwise, are long-term. Scenarios and optimization analyses are conducted for fixed income, equities and real estate asset classes. The result is an asset allocation and hedges representing the desired risk-return profile. Constraints, such as the minimum return on equity or economic required capital and the minimum desired solvency ratio, are also taken into account. The implementation of Solvency II on January 1, 2016 has implications for Asset Liability Management. The majority of Aegon the Netherlands investments are managed by Aegon Asset Management. Risk-based restrictions are in place to monitor and control actual portfolio allocations against strategic portfolio allocations. An internal framework limits investment exposure to any single counterparty.

Table of Contents

50 Business overview **Results of operations** **the Netherlands**

Aegon the Netherlands partially offsets the risk of future longevity increases related to parts of its insurance liabilities by buying longevity index derivatives. These longevity derivatives will pay out if the mortality rates in future years have decreased more than a pre-determined percentage compared with the base scenario at the moment of signing the contract. To further implement the strategy of reducing longevity risk, Aegon the Netherlands implemented an additional longevity hedge on July 15, 2015. This hedge is based on a longevity experience index and provides out-of-the money protection. The tenor is 50 years, while Aegon the Netherlands has a one-sided option to exit after five years and after ten years.

Reinsurance ceded

Like other Aegon companies around the world, Aegon the Netherlands reinsures part of its insurance exposure with third-party reinsurers under traditional indemnity, and excess of loss contracts. Reinsurance helps Aegon manage, mitigate and diversify its insurance risks, and limit the maximum loss it may incur.

Since January 1, 2014, Aegon the Netherlands reinsures its term life assurance through a quota-sharing contract between its subsidiary Aegon Levensverzekering N.V. and a reinsurer.

For non-life, Aegon the Netherlands reinsures its property, marine, general and motor third-party liability business only. For property insurance, an excess of loss contract is in place with a retention level of EUR 3 million for each separate risk, and EUR 20 million for each windstorm event. For motor third-party liability insurance, Aegon the Netherlands has reinsurance in place with a retention level of EUR 2.5 million for each event. For general third-party liability, Aegon the Netherlands has reinsurance in place with a retention level of EUR 1 million for each event.

For marine insurance there is also an excess of loss contract in place with a retention level of EUR 1.5 million for each event.

Table of Contents

51

Results 2015 United Kingdom

	Amounts in GBP millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
Net underlying earnings	112	108	3%	154	134	15%
Tax on underlying earnings	(21)	(16)	(33%)	(29)	(19)	(47%)
Underlying earnings before tax by business						
Life	58	77	(24%)	80	95	(16%)
Pensions	33	16	108%	46	20	132%
Underlying earnings before tax	91	92	(2%)	125	115	9%
Fair value items	(19)	(12)	(62%)	(27)	(15)	(80%)
Gains / (losses) on investments	69	132	(48%)	95	164	(42%)
Net impairments	-	-	-	-	-	-
Other income / (charges)	19	(40)	-	27	(49)	-
Income before tax	160	173	(8%)	220	215	3%
Income tax attributable to policyholder return	(12)	(34)	63%	(17)	(42)	59%
Income before tax on shareholders return	147	139	6%	203	172	18%
Income tax on shareholders return	11	5	135%	15	6	162%
Net income	158	143	10%	218	178	22%
Life insurance gross premiums	4,134	3,962	4%	5,697	4,916	16%
Total gross premiums	4,134	3,962	4%	5,697	4,916	16%
Investment income	1,688	1,671	1%	2,327	2,073	12%
Fees and commission income	31	34	(8%)	43	43	2%
Total revenues	5,854	5,668	3%	8,067	7,032	15%
Commissions and expenses	508	620	(18%)	700	769	(9%)
of which operating expenses	259	354	(27%)	357	439	(19%)

	Amounts in GBP millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
New life sales						
Life	52	53	(1%)	72	65	10%
Pensions	609	731	(17%)	840	907	(7%)
Total recurring plus 1/10 single	661	783	(16%)	911	972	(6%)

	Amounts in GBP millions			Amounts in EUR millions		
	2015	2014	%	2015	2014	%
Gross deposits (on and off balance)						
Savings	223	227	(2%)	307	281	9%
Total gross deposits	223	227	(2%)	307	281	9%

Exchange rates	Weighted average rate		Closing rate as of	
	2015	2014	December 31, 2015	December 31, 2014
Per 1 EUR GBP	0.7256	0.8061	0.7370	0.7760

Table of Contents52 Business overview **Results of operations** **United Kingdom****Results 2015 United Kingdom**

Net income in 2015 increased by more than 10% to GBP 158 million compared with 2014, primarily due to lower business transformation costs and the non-recurrence of a provision for the implementation of the pension fee cap. Underlying earnings before tax decreased slightly compared with 2014. New life sales declined by 16% to GBP 661 million compared with 2014, driven by lower traditional pensions production. Platform assets more than doubled to GBP 6.4 billion by the end of 2015 compared with the end of 2014.

Net income

Net income from Aegon's businesses in the United Kingdom increased by more than 10% to GBP 158 million in 2015 compared with 2014, primarily due to lower business transformation costs and the non-recurrence of a provision for the implementation of the pension fee cap. Realized gains on investments totaled GBP 69 million, and were mainly the result of selective de-risking of the asset portfolio to improve Aegon's capital position in preparation for Solvency II. Results on fair value items amounted to a loss of GBP 19 million as a result of unrealized losses on equity hedges to protect the capital position. Other income of GBP 19 million was mostly due to charges for policyholders in respect of tax, with an equal offset in taxes attributable to policyholder return.

Underlying earnings before tax

Underlying earnings before tax in the United Kingdom decreased by 2% to GBP 91 million compared with 2014. Higher underlying earnings before tax in Pensions nearly offset lower underlying earnings before tax from the Life business.

- ⌚ Underlying earnings before tax from Life decreased by 24% to GBP 58 million compared with 2014. This was mostly due to lower investment income as a result of selective de-risking of the asset portfolio to improve Aegon's capital position in preparation of Solvency II.
- ⌚ Underlying earnings before tax from Pensions increased by 108% to GBP 33 million in 2015 compared with 2014. This was primarily driven by lower expenses, positive market movements and policy adjustments resulting from market movements and higher lapses.

Commissions and expenses

Commissions and expenses decreased by 18% in 2015 to GBP 508 million compared with 2014. Operating expenses decreased by 27% in 2015 to GBP 259 million compared with 2014, mainly due to lower business transformation costs and the non-recurrence of a provision for the implementation of the pension fee cap.

Production

New life sales decreased by 16% in 2015 to GBP 661 million compared with 2014. This was mostly the result of lower group pensions sales driven by lower demand for traditional pension products.

Platform assets reached GBP 6.4 billion by the end of 2015, which was more than double the total at the end of 2014. Gross deposits of GBP 223 million in 2015 were mainly driven by the addition of new customers as the platform

gained additional traction in the market.

Annual Report on Form 20-F 2015

Table of Contents

53

Results 2014 United Kingdom

	Amounts in GBP millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
Net underlying earnings	108	118	(8%)	134	139	(4%)
Tax on underlying earnings	(16)	(44)	(64%)	(19)	(52)	(63%)
Underlying earnings before tax by business						
Life	77	85	(9%)	95	100	(5%)
Pensions	16	(9)	-	20	(11)	-
Distribution	-	(2)	-	-	(2)	-
Underlying earnings before tax	92	74	24%	115	87	32%
Fair value items	(12)	(14)	(14%)	(15)	(16)	(6%)
Gains / (losses) on investments	132	41	-	164	48	-
Net impairments	-	(26)	-	-	(31)	-
Other income / (charges)	(40)	(38)	5%	(49)	(45)	9%
Income before tax	173	37	-	215	43	-
Income tax attributable to policyholder return	(34)	(27)	(26%)	(42)	(32)	(31%)
Income before tax on shareholders return	139	9	-	172	11	-
Income tax on shareholders return	5	56	(91%)	6	66	(91%)
Net income	143	65	120%	178	76	134%
Life insurance gross premiums	3,962	5,546	(29%)	4,916	6,537	(25%)
Total gross premiums	3,962	5,546	(29%)	4,916	6,537	(25%)
Investment income	1,671	1,743	(4%)	2,073	2,054	1%
Fees and commission income	34	68	(50%)	43	80	(46%)
Total revenues	5,668	7,356	(23%)	7,032	8,670	(19%)
Commissions and expenses	620	640	(3%)	769	754	2%
of which operating expenses	354	328	8%	439	387	13%

	Amounts in GBP millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
New life sales						
Life	53	58	(9%)	65	68	(4%)
Pensions	731	802	(9%)	907	946	(4%)
Total recurring plus 1/10 single	783	860	(9%)	972	1,014	(4%)

	Amounts in GBP millions			Amounts in EUR millions		
	2014	2013	%	2014	2013	%
Gross deposits (on and off balance)						
Variable annuities	-	3	-	-	3	-
Pensions	227	236	(4%)	281	278	1%
Total gross deposits	227	239	(5%)	281	281	0%

Exchange rates	Weighted average rate		Closing rate as of	
	2014	2013	December 31, 2014	December 31, 2013
Per 1 EUR				
GBP	0.8061	0.8484	0.7760	0.8320

Table of Contents**54 Business overview Results of operations United Kingdom****Results 2014 United Kingdom**

Net income in 2014 more than doubled to GBP 143 million compared with 2013, mostly due to higher underlying earnings before tax, higher realized gains and lower impairments. Growth in underlying earnings before tax compared with 2013 was mostly driven by improved persistency. New life sales declined by 9% to GBP 783 million compared with 2013, driven by lower traditional pensions production. Platform assets more than doubled to GBP 2.7 billion by the end of 2014 compared to the end of 2013.

Net income

Net income from Aegon's businesses in the United Kingdom more than doubled to GBP 143 million in 2014 compared with 2013, which was driven by higher underlying earnings before tax, realized gains and lower impairments. Realized gains on investments totaled GBP 132 million, and were mainly the result of selective de-risking of the asset portfolio in preparation for Solvency II. Results on fair value items amounted to a loss of GBP 12 million. Impairments charges were nil for the year. Other charges of GBP 40 million were mostly due to business transformation costs, and provision and expenses of GBP 26 million for the implementation of the upcoming pension fee cap.

Underlying earnings before tax

Underlying earnings before tax in the United Kingdom increased 24% to GBP 92 million compared with 2013. Higher underlying earnings before tax in Pensions more than offset lower underlying earnings before tax from the Life business.

- ⚡ Underlying earnings before tax from Life decreased 9% to GBP 77 million compared with 2013. This was mostly due to lower investment income as a result of selective de-risking of the asset portfolio backing annuities in preparation for Solvency II.
- ⚡ Underlying earnings before tax from Pensions increased to GBP 16 million in 2014 compared with a loss of GBP 9 million in 2013. This increase was mostly driven by improved persistency following the introduction of the Retail Distribution Review (RDR).

Commissions and expenses

Commissions and expenses decreased by 3% in 2014 to GBP 620 million compared with 2013. Operating expenses increased by 8% in 2014 to GBP 354 million compared with 2013, mainly the result of provision and expenses of GBP 26 million for the upcoming fee cap on pension business. Excluding this provision, operating expenses were flat compared with 2013.

Production

New life sales decreased 9% in 2014 to GBP 783 million compared with 2013, which was mostly the result of lower group pensions sales following the implementation of the RDR in 2013.

Edgar Filing: AEGON NV - Form 20-F

Platform assets reached GBP 2.7 billion by the end of 2014, more than doubling compared with the end of 2013. Gross deposits of GBP 227 million in 2014 were mainly driven by the addition of new customers as the platform gained additional traction in the market.

Annual Report on Form 20-F 2015

Table of Contents

55

Overview of United Kingdom

In the United Kingdom, Aegon is a major provider of corporate and individual pensions, protection products, annuities, and savings products. Aegon UK has over two million customers, approximately 2,300 employees, and GBP 59 billion in revenue-generating investments. Aegon UK's main offices are in Edinburgh and London.

Aegon UK is now predominantly a retirement savings and protection business, supporting customers who are retired or saving for their retirement. Products are increasingly sold through its web portals, which enable advisors, employers and individuals to buy and manage investments online, and to have a single view of investments.

Organizational structure

Aegon UK PLC is Aegon UK's holding company. It was registered as a public limited company at the beginning of December 1998. The leading operating subsidiaries (both operating under the Aegon brand) are:

- ⌵ Scottish Equitable PLC; and
- ⌵ Aegon Investment Solutions Ltd.

Overview of sales and distribution channels

Aegon UK has three main distribution channels: Financial Advisors (referred to as Retail), Workplace and Direct to Customer. An award-winning platform supports all of these channels in an integrated way. It continued to be one of the fastest-growing platforms in the UK market in 2015¹.

Retail channel Aegon Retirement Choices (ARC)

Aegon UK offers a comprehensive digital proposition to independent financial advisors and strategic partnerships. Aegon Retirement Choices (ARC) helps advisors and their customers with the transition from work to retirement. ARC uses leading-edge digital technology to deliver an intuitive method of saving for retirement, taking income in retirement, and dealing with changing circumstances. It also provides valuable online reporting and lifestyle tools that enable advisors to demonstrate their professionalism and display their charges for advice in a transparent way. In addition to the Self Invested Pension Plan which provides a range of pre-and post-retirement investment options for high-net-worth customers (including insured funds and a wide range of open-ended investment companies) Individual Savings Accounts and General Investment Accounts are also offered.

Aegon UK offers two distinct versions of the proposition targeted at distinct market segments:

- ⌵ A full-wrap service, which includes multiple wrapper choices, fully open architecture fund choice and digital advisor/ customer self-service access; and
- ⌵ One Retirement, a standalone pension accumulation and drawdown product, designed to be a single-point solution for customers that do not have a broader set of needs.

Aegon UK's Retail sales team has been increasing adoption of the proposition by helping Independent Financial Advisors (IFAs) to upgrade existing business and to acquire new assets from other providers.

[Workplace channel](#) [Workplace Aegon](#)

Retirement Choices

Aegon is building and diversifying its workplace distribution capability to cover a range of advisors from IFAs to large Employee Benefit Consultants (EBCs), for example by extending Aegon UK's successful partnership with Mercers. Services that Aegon UK offers include:

- ⌚ Workplace Aegon Retirement Choices¹, a comprehensive pension proposition that manages workplace pensions for employers in a seamless and streamlined way, enabling them to offer employees a choice of savings wrappers;
- ⌚ Employers' auto-enrolment obligations, which are supported through Aegon's SmartEnrol capability;
- ⌚ Support for the governance of the workplace pension scheme, which is offered through the sophisticated analytics of Aegon's Smart Governance; and
- ⌚ Employee access to Retiready, which enables employers to cater for all levels of employee investment knowledge and confidence, in addition to moving with their employees throughout their working life.

Direct to Customer channel

In April 2014, Aegon launched its Retiready digital retirement planning service, which is designed to help customers understand how on track they are for the retirement they want, and to support them in taking action. Answering a few simple questions gives customers a Retiready score out of 100, showing how ready they are for retirement.

¹ Platform, UK Advisor Platform Guide, November 2015.

Table of Contents

56 Business overview **Results of operations** **United Kingdom**

Since its launch, Aegon UK has been focusing on existing Aegon customers that no longer have an advisor, and either upgrading them to Retiready or offering a Digital Look Through service for their existing Aegon policy on Retiready. Retiready customers have access to a number of tools to help them better engage with and manage their retirement savings. In 2015, over 140,000 customers with assets of around GBP 2 billion were upgraded to the new proposition.

Overview of Business Lines

In line with the rest of the Group, reporting for Aegon UK is organized along two business lines: Life and Pensions. Life comprises protection products sold to individuals and small and medium sized companies (SMEs), and individual annuities. Pensions comprises a broad range of workplace and personal pensions in addition to investment products.

From a business management perspective, the Aegon UK has been reorganized into Digital Solutions and Traditional Pensions Business. These have separate leadership teams and operating models that allocate systems and resources so that Aegon UK is able to split profitability and capital requirements by business line.

The Digital Solutions business is responsible for our new digital propositions sold through Retail Advisor, Workplace and Direct to Customer channels. The majority of new assets going forward will be accumulated in this business. In addition, where appropriate, Aegon UK is upgrading customers from its Traditional Pensions Business to Digital propositions to ensure an enhanced customer experience, a more engaged relationship and lower cost to serve. The Digital Solutions business also includes Aegon UK's protection proposition. As of January 1, 2016, Aegon's European variable annuity business Variable Annuities Europe has also been part of this business line.

The Traditional Pensions Business is responsible for older products that are no longer actively marketed to new customers. However, new assets are accumulated as customers pay into existing policies, or as new employees join older workplace schemes. These propositions include older style group and individual pensions, with-profits policies and annuities.

Products

- ⌚ Aegon UK's main product focus is on retirement solutions and protection products.

Retirement solutions

Aegon UK provides a full range of personal and corporate pensions and pension-related products. These include:

- ⌚ Individual Saving Accounts;
- ⌚ Flexible personal pensions;
- ⌚ Self-invested personal pensions;
- ⌚ Platform-based corporate pension schemes;
- ⌚ Transfers from other retirement plans;
- ⌚ Phased retirement options and income drawdown;
- ⌚ Secure retirement income (SRI), a new retirement solution that bridges the gap between annuities and income drawdown products. It offers customers a guaranteed income for life, in addition to continued control over their investments. This product is currently unique in offering a guaranteed pension product integrated into

- a digital proposition. The underlying guarantee is reinsured by Aegon Ireland PLC; and
- A range of unit-linked guarantee investment products that provide valuable guarantees for the at-retirement market. These include an offshore investment plan, which provides a guaranteed income for life, and an offshore bond, which provides capital guarantees (offered by Aegon Ireland PLC).

Protection products

Aegon UK offers a range of products for individual customers, including life cover, critical illness and income protection. The target market is wealthier customers over the age of 40, where Aegon UK's underwriting expertise helps it to provide a customer-centric proposition. This also provides a strong overlap with the target customers for Aegon Retirement Choices, giving opportunities to leverage sales and promotional activity. In addition, Aegon UK offers a range of protection products for small and medium-sized companies that wish to insure key personnel. This is a key market for Aegon, and the Company currently protects 400,000 customers.

Packaged products

Packaged products are those managed by Aegon's Traditional Pensions Business and include a variety of individual and corporate pensions, with-profits products and annuity products. These products are not actively marketed.

Competition

There is a diverse range of competitors in the markets in which Aegon UK operates, and market dynamics are continuing to evolve. Aegon UK faces competition from three main sources: life and pension companies, retail investment firms, and retail platform service companies. While competition can be seen partly in terms of product features and benefits, it is also increasingly played out in terms of establishing Aegon UK's proposition as the primary or secondary tool used by advisors to manage their clients' assets, or as a preferred partner for EBCs advising corporate clients.

In recent years, the life and pension market has been increasingly concentrated among the largest companies and those perceived to be financially strong. Aegon UK's competitors include insurance companies such as Legal and General, Standard Life, Zurich and Aviva, in addition to independent platform businesses such as Transact. Consolidation and realignment is taking place in the market, for example Aviva's acquisition of Friends Life.

Table of Contents

57

One of the key drivers for competition is the considerable regulatory and legislative change that is continuing to create new commercial opportunities. The impact of the Financial Services Authority's (FSA) Retail Distribution Review (which has regulated provision in order to bring about greater transparency of charging and improve the quality of financial advice) and of Auto-enrolment (which requires all employers to offer pensions to their employees) are still working through the market.

In addition, in April 2015, the government removed all restrictions on individuals being able to access their pension pots, thereby significantly increasing the flexibility with which individuals can use their pension savings. Individuals are now no longer restricted to buying an annuity or entering drawdown, and can choose to withdraw some of their money, all of it, take flexible income through drawdown, or secure income via an annuity or guaranteed product. This development has had a substantial impact on the at retirement market, with a large reduction in annuity sales and an increase in the purchase of income drawdown products. Financial Conduct Authority (FCA) industry sales data show that annuity sales fell by 70% in the first half of 2015 compared with the first half of 2014, while income drawdown sales rose by 67%. In addition, many customers chose to withdraw part of their pension pot tax-free.

The shift from annuity products to drawdown products has created significant opportunities for Aegon UK because it has been a relatively small player in the UK annuity market, and much stronger in drawdown products. The recently launched Secure Retirement Income product is unique in the UK in providing a guaranteed retirement income product on a platform.

Regulation and supervision

All relevant Aegon UK companies are regulated by the Prudential Regulation Authority (PRA) and/or the FCA.

The PRA is responsible for the prudential regulation of deposit takers, insurers and major investment firms. The FCA is responsible for regulating firms' conduct in retail and wholesale markets. It is also responsible for the prudential regulation of those firms that do not come under the PRA's remit.

A number of Aegon UK directors and senior managers have been approved by the FCA and/or the PRA to perform one or more controlled functions. A candidate is only approved by the regulator if the regulator is satisfied he or she is fit and proper to perform the controlled function(s) for which they have applied.

Financial supervision of insurance companies Solvency I

The European Union Insurance Directives referred to collectively as Solvency I are incorporated into UK law. The directives are based on the 'home country control' principle, i.e. an insurance company with a license issued by the regulatory authorities in its home country is allowed to conduct business in any country of the European Union, either directly or through a branch. Separate licenses are required for each branch of the insurance company

where it conducts business. The regulatory body that issued the license (the PRA in the UK) is responsible for monitoring the solvency of the insurer.

Under UK law, a company (other than existing conglomerates) is not permitted to conduct both life insurance and non-life insurance business within one legal entity, nor is a company allowed to carry out both insurance and banking business within the same legal entity.

Every life insurance company licensed by and/or falling under the supervision of the PRA must file audited regulatory reports on at least an annual basis. These reports, primarily designed to enable the PRA to monitor the solvency of the insurance company, include a (consolidated) balance sheet, a (consolidated) income statement, extensive actuarial information, and detailed information regarding the investments of the insurance company. The PRA's regulatory reporting is based on a single entity focus, and is designed to highlight risk assessment and risk management.

The PRA may request additional information it considers necessary and may conduct an audit at any time. The PRA may also make recommendations for improvements, and may, ultimately, withdraw an insurance company's license.

Under Solvency I, life insurance companies are required to maintain certain levels of shareholders' equity in accordance with EU directives. Until January 1, 2016, this level was approximately 4% of general account technical provision.

The PRA also requires that all life insurance firms conduct an annual Individual Capital Assessment (ICA) of the capital required to withstand a 1 in 200 shock on a 1-year value at risk basis. The PRA reviews the underlying assumptions for each firm's ICA every few years, and may apply an Individual Capital Guidance if they deem this appropriate.

Solvency II

Since the introduction of Solvency II on January 1, 2016, Aegon UK has been using a Partial Internal Model to calculate the solvency position of its insurance activities. The calculation includes the use of both the matching adjustment in addition to the use of transitional measures. The internal model was approved on December 14, 2015, by the PRA as part of the Internal Model Application Process. The combined Solvency II position of the activities of Aegon UK on December 31, 2015, is estimated to be ~140%.

Asset liability management

Asset liability management (ALM) is overseen by Aegon UK's Management Investment Committee (MIC), which meets each month to monitor capital requirements and ensure appropriate matching of assets and liabilities.

Table of Contents**58 Business overview Results of operations United Kingdom**

In addition to monitoring risk exposures in compliance with Aegon N.V.'s worldwide risk management strategies, investment exposure to any single counterparty is limited by an internal framework that reflects the limits set by the appropriate regulatory regime. This applies both within asset classes (equities, bonds and cash) and across all investments.

For its with-profit business, Aegon UK's guiding philosophy is to match guarantees with appropriate investments. The nature of with-profit businesses, however, typically prevents perfect matching, and the role of the MIC is therefore to monitor the capital implications of any mismatching. Reports covering the impact of a range of possible investment scenarios on the solvency of each of the funds are produced on a periodic basis. These reports allow the investment strategy for the with-profit funds to be discussed, and are summarized for the With-Profits Forum a sub-committee of the Board of Aegon UK.

For non-profit business, considerable interest rate risk arises from Aegon UK's large book of annuities in payment. Assets are purchased to provide a close expected match to liability outflows, with regular reporting to the MIC on the capital implications of any mismatching.

For unit-linked business, the matching philosophy is to closely match the unit liabilities with units in the relevant underlying funds. A proportion of the unit-linked assets are invested in funds managed by external investment managers. The MIC monitors the performance of the investment managers against fund benchmarks.

With-profit fund

The invested assets, insurance and investment contract liabilities of Aegon UK's with-profit fund are included in the account of policyholder assets and liabilities. Assets and liabilities are always equal, as an excess of assets over liabilities regarding guaranteed benefits and constructive obligations is classified as an insurance or investment contract liability. All assets in the Scottish Equitable with-profit fund are held 100% for participating policyholders.

Guarantees

With the exception of Aegon Secure Lifetime Income and 5 for Life (which are written by Aegon Ireland PLC) and the product guarantees within Secure Retirement Income, Investment Control and Income for Life (which are reinsured to Aegon Ireland PLC), all Aegon UK contracts with investment guarantees are written in policyholder-owned funds (otherwise called with-profit funds). These funds contain free assets that have not yet been fully distributed to individual policyholders. Free assets help meet the cost of guarantees and provide a buffer to protect the fund from the impact of adverse events. Aegon UK has an exposure only once these assets have been exhausted. As outlined below, Aegon UK believes this exposure to be low.

Scottish Equitable only sells guaranteed annuity products in the UK to existing customers. Certain policies also have a guaranteed minimum rate of return, guaranteed minimum pension, or guaranteed death or other benefits. Guaranteed rates of return only apply if the policy is kept in force as per the dates specified, or according to the events described in the policy conditions. The costs of all guarantees are borne by the with-profit funds, and therefore impact payouts to with-profit policyholders.

As part of its demutualization process prior to acquisition by Aegon N.V., the business and assets of Scottish Equitable Life Assurance Society were transferred to Scottish Equitable PLC on December 31, 1993. Aegon UK has no financial interest in Scottish Equitable PLC's with-profit fund, except routine yearly fund management charges, and costs and expenses that the Company agreed to accept at the time of demutualization.

Guaranteed rates of return on with-profit policies are typically in the range of 0% to 5.5% a year. The funds with the highest rates have, however, been closed to premiums since 1999, and all funds have been closed to new business with investment guarantees since October 2002 (except for a small increase in regular payments). For a number of contracts written mainly in the 1970s and 1980s, Scottish Equitable also offered minimum pension guarantees, including guaranteed annuity options. As life expectancy rates have improved and interest rates have fallen over time, these minimum guarantees are now often valuable.

Annual Report on Form 20-F 2015

Table of Contents

59

Management of the with-profit fund

Aegon UK's with-profit fund has an investment strategy that reflects the nature of the underlying guarantees. The fund can invest in a variety of different asset types. The main categories are UK and overseas equities, UK-fixed interest securities, and cash. The with-profit fund has a target range for the percentage of its assets that are invested in equities, and this range may be varied. There is a policy of holding an appropriate mix of asset classes to reduce risk within these target ranges.

The results of the with-profit fund's investment performance are distributed to policyholders through a system of bonuses that depends on:

- ⌚ The guarantees under the policy, including previous annual bonus additions; and
- ⌚ The investment returns on the underlying assets, with an allowance for smoothing to reduce volatility. Although smoothing means that investment profits are spread from one year to the next, the aim is to pay out all of the investment profits earned by the fund over the long term. For early withdrawals, there are other measures to ensure that a fair share of total fund growth is received. A market value reduction may be applied to certain funds where, for cohorts of similar contracts, the face value of the benefits is greater than the value of the underlying assets. Policy conditions may state specific points for which a market value reduction will not apply.

As mentioned above, the free assets (assets that, as yet, have not been distributed to policyholders) help meet the cost of guarantees and provide a buffer to deal with adverse events. These free assets are partly invested in equity puts and fixed interest swaps/swaptions to protect against adverse market movements. Aegon UK has an exposure only once these free

assets are exhausted. The risk of exposure has been assessed by Aegon UK as remote, based on applying the risk-based capital approach now required for Solvency II reporting in the UK.

As the Scottish Equitable with-profit fund is now closed to new business with investment guarantees, the free assets are gradually being distributed to with-profit policyholders through the bonus system outlined above. This includes ensuring that any surpluses in the with-profit fund from other (historic) business lines can be distributed to existing with-profit policyholders at a suitable rate, helping to prevent a tontine effect as the number of with-profit policyholders declines.

Reinsurance ceded

Aegon UK uses reinsurance to both manage risk and maximize financial value, through returns achieved and efficient capital management. The degree to which reinsurance is used across the product lines varies, depending largely on the appropriateness and value of reinsurance available in the market.

The protection business is significantly reinsured. A reinsurance panel is in place to provide reinsurance, predominantly on a quota share basis across the range of benefits. A facultative reinsurance panel is also used to assist the placement of the very large cases. Longevity reinsurance is in place for a number of in-force tranches of annuity

business. Financial reinsurance has been used historically across the unitized business with the final repayments made in 2014.

Aegon UK uses a range of reinsurers across the reinsurance market. Reinsurance is currently in place with Hannover, Munich Re, Pacific, RGA, Scor, Swiss Re, and XLRe. In addition, internal reinsurance is in place with Blue Square Re.

Table of Contents60 Business overview **Results of operations** **New Markets****Results 2015 New Markets**

Amounts in EUR millions	2015	2014	%
Net underlying earnings	146	135	8%
Tax on underlying earnings	90	61	48%
Underlying earnings before tax by business / country			
Central & Eastern Europe	37	60	(39%)
Asia	20	(17)	-
Spain and Portugal ¹⁾	12	28	(56%)
Variable Annuities Europe	(3)	10	-
Aegon Asset Management	170	115	48%
Underlying earnings before tax	236	196	20%
Fair value items	8	(6)	-
Gains / (losses) on investments	20	16	23%
Net impairments	(2)	(43)	95%
Other income / (charges)	(47)	(24)	(96%)
Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	215	139	54%
<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	28	8	-
Income tax	(71)	(50)	(42%)
<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	(28)	(8)	-
Net income	144	89	61%
Life insurance gross premiums	2,565	2,015	27%
Accident and health insurance premiums	170	163	4%
General insurance premiums	244	224	9%
Total gross premiums	2,979	2,402	24%
Investment income	291	234	24%
Fees and commission income	813	623	31%
Other revenues	2	3	(22%)
Total revenues	4,086	3,262	25%
Commissions and expenses	1,188	984	21%

of which operating expenses 827 684 21%
¹ Underlying earnings before tax in 2014 include EUR 19 million of Aegon's stake in La Mondiale Participations (France).

New life sales

Amounts in EUR millions	2015	2014	%
Central & Eastern Europe	91	107	(15%)
Asia	173	114	52%
Spain and Portugal	39	49	(20%)
Total recurring plus 1/10 single	304	271	12%

Amounts in EUR million	2015	2014	%
New premium production accident and health insurance	47	34	38%
New premium production general insurance	55	45	21%

Annual Report on Form 20-F 2015

Table of Contents

61

Gross deposits (on and off balance)	2015	2014	%
Central & Eastern Europe	227	215	5%
Asia	408	526	(22%)
Spain and Portugal	29	55	(47%)
Variable Annuities Europe	375	383	(2%)
Aegon Asset Management	33,722	19,340	74%
Total gross deposits	34,761	20,519	69%

	Weighted average rate	
Exchange rates	2015	2014
Per 1 EUR		
US dollar	1.1100	1.3288
Canadian dollar	1.4173	1.4667
Pound sterling	0.7256	0.8061
Czech koruna	27.2662	27.5153
Hungarian florint	309.3147	308.3758
Polish zloty	4.1819	4.1839
Romanian leu	4.4428	4.4429
Turkish Lira	3.0206	2.9060
Chinese Yuan Renminbi	6.9598	8.1902
Ukrainian Hryvnia	24.1414	15.8120

Table of Contents62 Business overview **Results of operations** **New Markets****Results 2015 New Markets**

Net income in 2015 increased to EUR 144 million compared with 2014 as a result of higher underlying earnings before tax and lower impairments. Higher underlying earnings before tax in 2015 compared with 2014 were mainly the result of improved results in Asia and growth of third-party asset balances in Asset Management. Gross deposits increased by 69% to EUR 35 billion as a result of record-high Asset Management inflows. New life sales of EUR 304 million were mainly related to sales of universal life products out of Hong Kong and Singapore.

Net income

Net income in 2015 increased 61% to EUR 144 million compared with 2014. Impairments decreased from EUR 43 million in 2014 to EUR 2 million in 2015, as a result of lower impairments on the Hungarian mortgage portfolio. Other charges amounted to EUR 47 million and mainly related to model updates in Asia.

Underlying earnings before tax

In New Markets, underlying earnings before tax increased by 20% in 2015 compared with 2014 to EUR 236 million, as higher earnings in Aegon Asset Management and Asia were only partly offset by the divestment of Aegon's stake in La Mondiale Participations and a decrease in earnings in Central & Eastern Europe (CEE) and Variable Annuities Europe.

- ⌚ Underlying earnings before tax from CEE decreased to EUR 37 million in 2015 compared with EUR 60 million in 2014. This decrease was primarily driven by the negative impact of higher surrenders in Poland following product changes and adverse claim experience due to storms in Hungary.
- ⌚ Underlying earnings before tax from Asia increased significantly to EUR 20 million, compared with EUR (17) million in 2014. This increase in underlying earnings before tax was the result of higher policy fees and the non-recurrence of a charge from model updates.
- ⌚ Underlying earnings before tax from Spain & Portugal decreased from EUR 28 million in 2014 to EUR 12 million in 2015. Underlying earnings before tax in 2014 include EUR 19 million of Aegon's stake in La Mondiale Participations (France) which was divested by Aegon in 2015. Excluding this divestment, earnings increased driven by growth of Aegon's joint ventures with Santander.
- ⌚ Underlying earnings before tax from Variable Annuities Europe decreased to EUR (3) million in 2015, mainly as a result of increased hedging expenses.
- ⌚ Underlying earnings before tax from Aegon Asset Management increased by 48% in 2015 to EUR 170 million compared with 2014. This increase was driven by higher performance and management fees. Performance fees of EUR 35 million were received in relation to mandates in China. Higher management fees resulted from growth of third-party asset balances.

Commissions and expenses

Commissions and expenses increased by 21% in 2015 compared with 2014 to EUR 1.2 billion. Operating expenses increased by 21% in 2015 compared with 2014 to EUR 827 million. The increase in operating expenses was mainly the result of currency movements, growth of the business and higher project-related expenses.

Production

Gross deposits in New Markets increased by 69% to EUR 35 billion. Aegon Asset Management's deposits grew to a record-high of EUR 34 billion. This increase was due to higher deposits in the Dutch Mortgage Fund, higher absolute return fund sales in the United Kingdom, increased flows in Chinese money market, equity and bond funds and the inclusion of Aegon's share in La Banque Postale Asset Management sales. Variable annuity deposits in Europe and Asia totaled EUR 375 million and EUR 408 million respectively.

New life sales increased by 12% in 2015 compared with 2014 to EUR 304 million.

- ⚡ In CEE, new life sales in 2015 declined by 15% to EUR 91 million. Sales growth in Turkey was more than offset by lower sales in Poland resulting from changes in the product offering.
- ⚡ In Asia, new life sales increased by 52% in 2015 compared with 2014 to EUR 173 million. This increase was mainly the result of higher sales of universal life products out of Hong Kong and Singapore, and favorable currency movements. In addition, sales in China increased as a result of the success of the whole life critical illness product.
- ⚡ New life sales in Spain & Portugal declined by 20% in 2015 compared with 2014 to EUR 39 million due to a lower sales contribution from bancassurance joint ventures in Spain.

New premium production from accident & health and general insurance business increased by 29% in 2015 compared with 2014 to EUR 102 million. This was mainly driven by strong health and general insurance sales in Spain, and higher general insurance sales in CEE.

Annual Report on Form 20-F 2015

Table of Contents

63

Results 2014 New Markets

Amounts in EUR millions	2014	2013	%
Net underlying earnings	135	153	(12%)
Tax on underlying earnings	61	74	(18%)
Underlying earnings before tax by business / country			
Central & Eastern Europe	60	57	5%
Asia	(17)	34	-
Spain and France	28	33	(15%)
Variable Annuities Europe	10	7	43%
Aegon Asset Management	115	95	21%
Underlying earnings before tax	196	227	(14%)
Fair value items	(6)	(21)	71%
Gains / (losses) on investments	16	-	-
Net impairments	(43)	(16)	(169%)
Other income / (charges)	(24)	(33)	27%
Income before tax (excluding income tax from certain proportionately consolidated joint ventures and associates)	139	158	(12%)
<i>Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	8	5	60%
Income tax	(50)	(31)	(61%)
<i>Of which Income tax from certain proportionately consolidated joint ventures and associates included in income before tax</i>	(8)	(5)	(60%)
Net income	89	127	(30%)
Life insurance gross premiums	2,015	1,349	49%
Accident and health insurance premiums	163	170	(4%)
General insurance premiums	224	194	15%
Total gross premiums	2,402	1,713	40%
Investment income	234	233	-
Fees and commission income	623	583	7%
Other revenues	3	2	50%
Total revenues	3,262	2,531	29%
Commissions and expenses	984	999	(2%)
of which operating expenses	684	656	4%

New life sales

Amounts in EUR millions	2014	2013	%
Central & Eastern Europe	107	108	(1%)
Asia	114	67	70%
Spain and France	49	54	(9%)
Total recurring plus 1/10 single	271	228	19%

Amounts in EUR million	2014	2013	%
New premium production accident and health insurance	34	43	(21%)
New premium production general insurance	45	35	29%

Table of Contents**64** Business overview **Results of operations** **New Markets**

Gross deposits (on and off balance)	2014	2013	%
Central & Eastern Europe	215	248	(13%)
Asia	526	587	(10%)
Spain and France	55	9	-
Variable Annuities Europe	383	424	(10%)
Aegon Asset Management	19,34	13,018	49%
Total gross deposits	20,519	14,287	44%

Weighted average rate

Exchange rates

Per 1 EUR	2014	2013
US dollar	1.3288	1.3272
Canadian dollar	1.4667	1.3674
Pound sterling	0.8061	0.8484
Czech koruna	27.5153	25.9238
Hungarian florint	308.3758	296.3309
Polish zloty	4.1839	4.1940
Romanian leu	4.4429	4.4167
Turkish Lira	2.9060	2.5305
Chinese Yuan Renminbi	8.1902	8.1637
Ukrainian Hryvnia	15.8120	10.8249

Annual Report on Form 20-F 2015

Table of Contents

65

Results 2014 New Markets

Net income in 2014 decreased to EUR 89 million compared with 2013 as the increase in realized gains was more than offset by higher impairments. Lower underlying earnings before tax in 2014 compared with 2013 were mainly the result of a charge from model updates in Asia in 2014, which more than offset the increase in underlying earnings before tax in Aegon Asset Management in 2014.

Net income

Net income in 2014 declined by 30% to EUR 89 million compared with 2013. The increase in realized gains was more than offset by higher impairments both compared with 2013. New regulation on the Hungarian foreign currency mortgage portfolio was the main driver behind this increase in impairments. This new regulation focused on the determination of the adequate exchange rate to be used for the calculation of outstanding debt and interest payments.

Underlying earnings before tax

In New Markets, underlying earnings before tax decreased 14% in 2014 to EUR 196 million compared with 2013, as higher earnings in Aegon Asset Management, Variable Annuities Europe and Central & Eastern Europe were more than offset by a decrease in earnings in Asia and Spain & France.

- ⌚ Underlying earnings before tax from Central & Eastern Europe increased to EUR 60 million in 2014 compared with EUR 57 million in 2013. This increase was primarily driven by higher underlying earnings before tax in Hungary, which more than offset the negative impact of higher surrenders in Poland following product changes
- ⌚ Underlying earnings before tax from Asia decreased significantly to EUR (17) million, compared with EUR 34 million in 2013. This decrease in underlying earnings before tax was primarily the result of a charge from model updates in 2014 of EUR 26 million, primarily related to changes to modeled premium persistency, in the high net worth business. In addition, 2013 included a gain of EUR 22 million related to actuarial assumption changes and model refinements.
- ⌚ Underlying earnings before tax from Spain & France decreased 15% in 2014 to EUR 28 million compared with 2013. Positive results from the joint venture with Banco Santander in Spain were more than offset by the impact of the divestment of partnerships and continuing investments in order to grow the business.
- ⌚ Underlying earnings before tax from Variable Annuities Europe amounted to EUR 10 million in 2014, mainly resulting from growth of the business
- ⌚ Underlying earnings before tax from Aegon Asset Management increased 21% in 2014 to EUR 115 million compared with 2013. This increase was driven by higher performance and management fees. Higher management fees resulted from growth of third-party asset balances.

Commissions and expenses

Commissions and expenses decreased by 2% in 2014 to EUR 984 million compared with 2013. Operating expenses increased by 4% in 2014 to EUR 684 million compared with 2013. The increase in operating expenses, despite favorable exchange rates in 2014 compared with 2013, was mainly the result of the joint venture with Banco

Santander in Spain, and higher marketing and sales expenses to support growth.

Production

New life sales in 2014 increased 19% to EUR 271 million compared with 2013.

- ⤵ In Central & Eastern Europe, new life sales in 2014 remained stable at EUR 107 million. This was mostly the result of higher sales in Turkey, Hungary and the Czech Republic, due to improved distribution productivity and growth of the tied-agent network, which were offset by adverse currency movements and lower sales in Poland.
- ⤵ In Asia, new life sales increased 70% in 2014 to EUR 114 million compared with 2013. This increase was mainly driven by increased sales of universal life products in Hong Kong and Singapore.
- ⤵ New life sales in Spain declined 9% in 2014 to EUR 49 million compared with 2013, as the sales contribution from the joint venture with Santander was offset by the loss of sales driven by the divestment of partnerships.

Table of Contents

66 Business overview **Results of operations** **New Markets**

New premium production from accident & health insurance business decreased 21% in 2014 to EUR 34 million compared with 2013, mainly a result of lower sales of the direct marketing activities in Asia. New premium production from Aegon's general insurance business was up 29% to EUR 45 million compared with 2013, driven by the successful sales campaigns of the joint venture with Banco Santander in Spain.

Gross deposits in New Markets increased 44% in 2014 compared with 2013 and amounted to EUR 21 billion. Gross deposits in Aegon Asset Management increased 49% in 2014 to EUR 19 billion compared with 2013, mainly driven by strong growth in retail sales in China and the United Kingdom. Gross deposits in Asia declined to EUR 526 million in 2014 compared with 2013 as a result of lower sales of variable annuities in Japan. Deposits in Central & Eastern Europe, Asia and Variable Annuities Europe decreased in 2014 compared with 2013, while the gross deposits in Spain & France were higher.

Annual Report on Form 20-F 2015

Table of Contents

67

Overview of Central & Eastern Europe

Aegon has operations in the Central & Eastern European (CEE) countries of the Czech Republic, Hungary, Poland, Romania, Slovakia, Turkey and Ukraine. Aegon first entered the Central & Eastern European market in 1992 with the purchase of a majority stake in Hungary's former state-owned insurance company, Állami Biztosító. Aegon Hungary is Aegon's leading business in Central & Eastern Europe.

Organizational structure

Aegon's main subsidiaries and affiliates in Central & Eastern Europe are:

- ⌘ Aegon Hungary Composite Insurance Co. (Aegon Magyarország Általános Biztosító Zártkörűen Működő Részvénytársaság);
- ⌘ Aegon Poland Life (Aegon Towarzystwo Ubezpieczeń na Życie Spółka Akcyjna);
- ⌘ Aegon Poland Pension Fund Management Co. (Aegon Powszechnie Towarzystwo Emerytalne Spółka Akcyjna);
- ⌘ Aegon Turkey (Aegon Emeklilik ve Hayat A.Ş.);
- ⌘ Aegon Romania Pension Administrator Co. (Aegon Pensii Societate de Administrare a Fondurilor de Pensii Private S.A);
- ⌘ Aegon Czech Life (Aegon Pojišťovna, a.s);
- ⌘ Aegon Slovakia Life (Aegon životná poisťovňa, a.s.);
- ⌘ Aegon Slovakia Pension Management Co. (Aegon, d.s.s., a.s); and
- ⌘ Aegon Life Ukraine ..

Overview of sales and distribution channels

Aegon operates through a number of different sales channels in Central & Eastern Europe. These include tied agents, insurance brokers, call centers, online channels and particularly in Hungary, Poland, Romania and Turkey retail banks.

Overview of business lines**Life & Savings**

Aegon companies in Central & Eastern Europe offer a range of life insurance and personal protection products. These include traditional life and unit-linked products. Unit-linked products cover all types of life insurance, including pension, endowment and savings.

Traditional general account life insurance consists mainly of index-life products that are not unit-linked but have guaranteed interest rates, in addition to group life and preferred term life products.

Preferred life is an individual term life insurance product that offers insurance protection. The product distinguishes between smoker and non-smoker status, and uses standard and preferred pricing dependent on the respective health of

clients.

Group life contracts are renewable each year and carry optional accident and health cover.

In Poland, Aegon is one of the leading providers of unit-linked products¹. In addition, Aegon Poland Life also offers traditional saving type products.

In Hungary, Aegon offers a wide range of life insurance products, including term life products, whole life products, group life insurance, and accidental life and traditional saving type products, in addition to unit-linked policies, which are frequently accompanied with riders. These riders provide customers in addition to the main coverage with additional financial support in the event of, for instance, having an accident, disabled disability, or being hospitalized, over and above that of the main coverage. Furthermore, Aegon is also a significant market player² in Hungary in the unit-linked segment.

In both the Czech Republic and Slovakia, Aegon focuses on the unit-linked segment, in addition to offering term life products and offering a wide range of riders that cover, among others, accidental death, disability, critical illness risks, and providing a daily hospitalization allowance to insured clients.

In Turkey, Aegon provides only traditional life insurance products, the most important of which are pure term life with several riders, term life with premium refund on maturity, and saving-type endowment products. Aegon's insurance portfolio is growing significantly in Turkey due to the country's high growth rate.

Aegon entered the Ukrainian life insurance market in February 2013 by acquiring Fidem Life, a life insurance company offering mainly endowment traditional life products. The company was subsequently renamed Aegon Life Ukraine. The business has developed slowly due to the unstable political and economic climate.

¹ https://www.knf.gov.pl/en/about_the_market/Insurance/Financial_and_statistical_data/Quarterly_data/quarterly.html

² <http://www.mabisz.hu/en/market-reports.html>

Table of Contents**68 Business overview Results of operations Central & Eastern Europe**

In Romania, Aegon undertakes life insurance business via Aegon Poland Life Insurance Company. The Romanian branch sells unit-linked, term life and endowment insurance policies. In April, 2014, Aegon Poland Life's branch took over Eureko Asigurari S.A.'s life portfolio in Romania, which consists of mainly traditional life and unit-linked policies.

In 2013, Aegon Hungary Composite Insurance Company incorporated a new subsidiary, Aegon Hungary Home Savings and Loan Association. The new entity provides a saving product combined with a preferential loan option, which is subsidized by the state during the saving period.

Mortgage loans

Aegon Hungary first offered mortgage loans to retail customers in 2006 via Aegon Hungary Mortgage Finance Co., a subsidiary of Aegon Hungary Composite Insurance Company.

The mortgage loan business has been affected by several legislative changes in recent years. According to laws enacted in 2014, financial institutions were required to retrospectively apply exchange rates of the Central Bank of Hungary (MNB), instead of the exchange rates they applied in the past, to foreign currency denominated loans. In addition, following a decision made by the Curia (the Hungarian Supreme Court), financial institutions were required to reimburse unilateral fee and interest increases made in the past under the loan agreements to debtors. The settlement with debtors was completed in accordance with the law. Furthermore, due to additional legislative changes also enacted in 2014, most foreign currency denominated loans were required to be converted into Hungarian forint-based loans at fixed exchange rates in 2015, with subsequent interest charges maximized by law.

On March 17, 2014, Aegon Hungary Mortgage Finance Company suspended the acceptance of new loan applications for an indefinite period of time.

Pensions

Aegon's pension business in Central & Eastern Europe experienced considerable growth before the financial crisis of 2008, mainly due to the region's strong economic growth, and the reform of pension systems in many of the countries in the region. In recent years, pension systems in several countries in the region have been revised, and this has had a significant impact on Aegon's business activities.

Aegon is currently active in the (formerly mandatory) private pension market in Slovakia, Poland and Romania. In the voluntary pension market, Aegon is active in Hungary, Turkey and Romania.

In Romania, Aegon Romania Pension Administrator Company took over the management of Eureko private pension fund on October 10, 2014. The Eureko fund merged with Vital, the Pillar 2 private pension fund managed by Aegon. As a result, it became the fourth largest fund of its kind in the country¹.

Aegon launched its Pillar 3 voluntary pension fund, Aegon Essential, in Romania, on May 11, 2015. On December 4, 2015, Aegon Romania Pension Administrator Company took over the management of Eureko's voluntary pension fund, which subsequently merged with Aegon Essential.

In terms of assets under management, Aegon's private pension funds in Poland⁴, Slovakia⁷ and Romania¹, and its voluntary pension fund in Hungary⁸, are among the largest in the respective countries. In terms of numbers of members, Aegon has a significant market presence in Poland⁴, Romania¹, and Hungary⁸. As of December 2015, Aegon had over 2.1 million pension fund members in Central & Eastern Europe.

Non-life

Aegon Hungary offers non-life cover (mainly household and car insurance, along with some wealth and liability industrial risk and travel insurance). Aegon is the leading insurance company in the Hungarian household market². In recent years, margins on non-life insurance in Hungary have been attractive. Moreover, household insurance provides considerable opportunities for the cross-selling of life insurance.

As part of Aegon's regional expansion, Aegon Hungary opened branch offices selling household insurance policies in Slovakia in 2010 and Poland in 2011.

Competition

In 2015, Aegon was the third largest life insurance provider in Hungary, based on the first nine months' standardized premium income, and the third largest provider in the non-life insurance market³. Aegon is also a significant market participant in Poland. As of September 2015, it was ranked eighth for unit-linked products in Poland, based on gross written premiums⁴. In addition, at the end of June 2015, Aegon Life Ukraine was the fifth largest in the market, based on the first six months' premium income. Aegon is a less significant market participant in Slovakia, the Czech Republic and Romania. In Turkey, Aegon was ranked ninth based on written premium at the end of October 2015⁶.

1 <http://asfromania.ro/informatii-publice/statistici/statistici-pensii/evolutie-indicatori>

2 <http://www.mabisz.hu/images/stories/docs-eng/publications/yearbook-2014-english.pdf>

3 <http://www.mabisz.hu/images/stories/docs-eng/publications/quarter/2015-i-iii-quarter.pdf>

4 https://www.knf.gov.pl/en/about_the_market/Insurance/Financial_and_statistical_data/Quarterly_data/quarterly.html

5 <http://uainsur.com/stats/life/>

6 <http://www.tsb.org.tr/official-statistics.aspx?pageID=1003>

7 <http://www.adss.sk/en/Default.aspx?CatID=60&fundID=566>

8 <http://www.mnb.hu/felugyelet/idosorok/v-aranykonyv>

Table of Contents

Aegon was ranked third in terms of both the number of participants and managed assets in 2014 in the voluntary pension fund market in Hungary¹. For managed assets, at the end of 2015, Aegon was ranked fifth in the Slovakian private pension market². In November 2015, Aegon ranked tenth in terms of both the number of participants and managed assets in Poland³. At year-end 2015, Aegon was the fourth largest provider in the Romanian mandatory private pension market, both in terms of net assets under management and number of participants⁴.

Regulation and supervision

In Central & Eastern Europe, a single insurance company may only be licensed for and conduct either a life insurance business or a non-life insurance business – not both. In Hungary, however, insurance companies established before 1995 are exempt from this rule. This exemption therefore applies to Aegon Hungary.

State supervision and oversight of the insurance industry is conducted by the following bodies and institutions:

- ⌚ The Central Bank of Hungary (MNB);
- ⌚ National Bank of Slovakia (NBS);
- ⌚ Czech National Bank (CNB);
- ⌚ Polish Financial Supervisory Authority (KNF);
- ⌚ Authority for Financial Supervision (ASF) (Romania);
- ⌚ Undersecretariat of Treasury (Turkey); and
- ⌚ National Commission for State Regulation of Financial Services Markets (Ukraine).

The authorities mentioned above promote consumer protection and have the right to investigate prudential activities and conduct, financial position and solvency, and compliance with all relevant laws.

In addition to legal regulation, insurance companies are members of a number of self-regulatory groups in their respective countries. These self-regulatory groups are the main forums for discussion among insurance companies. Their specialized departments (for example, actuarial, financial, and legal) meet periodically.

In preparation for the implementation of Solvency II, with the exception of the Czech Republic, the other European Economic Area (EEA) countries that form part of the CEE region enacted the new insurance laws during 2015, incorporating the requirements of the new solvency regime. As of January 1, 2016, when the Solvency II requirements became effective, Aegon's EU-domiciled entities in Central & Eastern Europe have been using the Standard Formula to calculate the solvency position of their insurance activities. The activities in Ukraine and Turkey have been included through Deduction & Aggregation on

a Solvency II Standard Formula basis. The combined Solvency II position of the activities of Aegon CEE on December 31, 2015 is estimated to be ~250%.

In Hungary, the foundation and operations of voluntary pension funds are regulated by the country's Voluntary Mutual Pension Funds Act (XCVI. 1993). Activity in this area is also supervised by the MNB. Slovakia's pension market is regulated by the Pension Asset Management Companies and Respective Notices Act (43/2004). The private pension business is under the supervision of the National Bank of Slovakia (NBS). In Romania, the private and voluntary

pension system is regulated and supervised by the Authority for Financial Supervision (ASF). The mandatory pension system is subject to the Privately Administered Pension Funds Act (411/2004) and the voluntary pension system is subject to the Voluntary Pension Law (204/2006), both complemented by individual regulations (as secondary legislation). In Poland, this activity is supervised by the KNF and governed by the Organization and Operation of Pension Funds Act. In Turkey, the voluntary pension funds are under the supervision of the Undersecretariat of Treasury and the companies are subject to Individual Retirement Saving and Investment System Law No. 4632.

In Hungary, the Credit Institutions and Financial Enterprises Act (2013) stipulates the foundation, operation and reporting obligations of the country's financial institutions (including Aegon Hungary Mortgage Finance Company). In addition, Aegon Hungary Mortgage Finance Company is under the supervision of the MNB, in exactly the same way as Aegon Hungary Home Savings and Loan Association.

Asset liability management

The investment strategy and the asset liability management of the CEE region is overseen within Aegon by the Regional Risk and Capital Committee, which meets on a quarterly basis. Aegon CEE's asset liability management focuses on asset liability duration and liquidity. The performance of the portfolios against benchmarks is also evaluated during the Committee's meetings.

Reinsurance ceded

Aegon takes out reinsurance for its life and non-life businesses in Central & Eastern Europe, the aim of which is to mitigate insurance risk. In accordance with Aegon's Reinsurance Use Policy, Aegon's companies in the region only work through large multinational reinsurers that have well-established operations in the region. For short-tail business, Aegon CEE accepts reinsurance companies with a minimum Standard & Poor's (S&P) rating of A-. For long-tail business Aegon CEE accepts reinsurance companies with a minimum S&P rating of AA-.

1 <http://www.mnb.hu/felugyelet/idosorok/v-aranykonyv>

2 <http://www.adss.sk/en/Default.aspx?CatID=60&fundID=566>

3 https://www.knf.gov.pl/en/about_the_market/Pension_system/Finacial_and_statistical_data/Monthly_data.html

4 <http://asfromania.ro/informatii-publice/statistici/statistici-pensii/evolutie-indicatori>

Table of Contents

70 Business overview **Results of operations** **Central & Eastern Europe**

The credit standing of the reinsurance partners is strictly monitored, discussed on a monthly basis by the Global Reinsurance Use Committee, and assessed on a quarterly basis by the Risk & Capital Committee. From 2013, Aegon Hungary began a long-term arrangement with Aegon's internal reinsurer, Blue Square Re, for property, catastrophe, general third-party liability and motor third-party liability risks. In the first phase, Blue Square Re takes the risk and, in the second phase, Blue Square Re retrocedes the risk in the reinsurance market, potentially with some level of retention. In addition, in 2014, Aegon Turkey started to cede the mortality risk stemming from the bulk of its traditional life portfolio to Blue Square Re.

The four most important reinsurance programs currently in force (with retention levels for each event indicated in parentheses) are:

- ⌚ Property catastrophe excess of loss treaty (EUR 16 million retention);
- ⌚ Motor third-party liability excess of loss treaty (EUR 0.8 million retention);
- ⌚ Property per risk excess of loss treaty (EUR 1.0 million retention); and
- ⌚ General third-party liability excess of loss treaty (EUR 0.2 million).

The majority of treaties in force for Aegon's operations in Central & Eastern Europe are non-proportional excess of loss programs – except for the life reinsurance treaties, which are made on a surplus and quota-share basis (including various riders).

Table of Contents

71

Overview of Asia

Aegon Asia operates through three major joint ventures in the People's Republic of China (hereafter referred to as China), India and Japan, in addition to a network of wholly-owned subsidiaries, including Aegon's businesses in Hong Kong and Singapore that serve the high-net worth segment.

Organizational structure

- ⌚ Aegon's main operating companies in Asia (including Aegon's ownership percentages) are:
- ⌚ Aegon THTF Life Insurance Co. Ltd. (50%);
- ⌚ Aegon Life Insurance Co. Ltd. (49%);
- ⌚ Aegon Sony Life Insurance Co. Ltd. (50%);
- ⌚ SA Reinsurance Ltd. (50%);
- ⌚ Transamerica Life (Bermuda) Ltd. (wholly-owned); and
- ⌚ Aegon Direct and Affinity Marketing Services companies (various entities).

Joint ventures

On October 20, 2014, Aegon and Tsinghua Tongfang Co. Ltd (THTF) signed a joint venture agreement to replace CNOOC as Aegon's partner in Aegon's Chinese joint venture. The name of the joint venture was changed from Aegon CNOOC Life Insurance Co. Ltd. to Aegon THTF Life Insurance Co. Ltd. (Aegon THTF) on June 18, 2015. Aegon THTF is licensed to sell both life insurance and accident and health products in China. Aegon THTF has expanded its network of offices and business in China since 2003. Having obtained 12 provincial licenses, its geographic presence provides access to a potential market of over 640 million people, primarily in the coastal provinces of eastern China.

In 2006, Aegon entered into joint venture agreements with Religare Enterprises Limited and Bennett, Coleman & Co. Ltd. (BCCL) to establish Aegon Religare Life Insurance Co., Ltd. in India, which commenced operations in 2008. In December 2015, following regulatory approvals, Aegon and BCCL increased their ownership percentages in the joint venture to 49% and 48.4% respectively, and the joint venture was renamed Aegon Life Insurance Co., Ltd. (Aegon Life). By December 31, 2015, the joint venture had a distribution network across 52 cities and 20 states in India, and had issued more than 472,000 policies to over 412,000 customers.

In June 2007, Aegon signed a joint venture agreement with Sony Life, one of Japan's leading insurance companies, to establish Aegon Sony Life Insurance Co., Ltd. (Aegon Sony Life). Aegon Sony Life commenced operations in December 2009. By December 2015, Aegon Sony Life had entered into distribution partnerships with two mega banks and 22 regional banks, in addition to Sony Life's Life Planner distribution channel, which has over 4,000 professionals. The primary focus of Aegon Sony Life is annuity sales in Japan. Aegon and Sony Life

also jointly established a reinsurance company, SA Reinsurance Ltd. (SARe), to provide Aegon Sony Life with greater flexibility in the pricing and design of its annuity products. Launched in 2010 and based in Bermuda, SARe manages the guaranteed benefit risks of Aegon Sony Life's products.

Wholly-owned subsidiaries

In 2011, a new organizational structure was adopted for Aegon's operations in Asia, whereby all of Aegon's Asia-based insurance businesses are managed as one regional division headquartered in Hong Kong.

Transamerica Life Bermuda (TLB) and its predecessors recently celebrated 81 years of service to customers in Asia. TLB now primarily serves the high-net-worth market in Asia through its branches in Hong Kong and Singapore.

Aegon Direct and Affinity Marketing Services (ADAMS) is a direct marketing services group with four active operations and four run off operations in eight countries in the Asia-Pacific region. The first ADAMS company was established in Australia in 1998, and ADAMS subsequently launched operations in Korea, Japan, Taiwan, Hong Kong, Thailand, Indonesia and China. On March 1, 2015, ADAMS ceased new business operations in Hong Kong, while continuing to fulfill obligations to customers through its broker operation. On September 30, 2015, ADAMS Australia ceased writing new business, while continuing to support its existing business.

Overview of sales and distribution

In China and India, Aegon THTF and Aegon Life offer products through multiple distribution channels, from agents, independent brokers and banks, to direct marketing, group and e-sales.

Aegon Sony Life in Japan has two primary distribution channels: the Sony Life Planner channel (operated by Sony Life), and the bank distribution channel.

TLB distributes its products through relationships with private banks, local and international brokers, and intermediaries.

ADAMS is one of the largest independent insurance direct marketing services companies in Asia. ADAMS specializes in direct and affinity marketing, and services business partners across the direct marketing value chain.

Table of Contents

72 Business overview **Results of operations** Asia

Overview of business lines

Life and savings

Aegon provides a broad range of life insurance products through its life insurance businesses in China and India. These include unit-linked, universal life, and traditional life products.

In China, Aegon THTF's agency and broker channels primarily sell whole- or life-critical illness products. Regular premium participating endowment and single-pay universal life are both key products for the bancassurance channel. Telemarketers largely sell return of premium products. The e-sales channel is currently focused on offering protection products.

Aegon Life offers a number of term plans, traditional individual participating products, traditional pension participating products and unit-linked plans.

Universal life and term products

TLB's main products consist of USD denominated universal life and USD term plans for the high-net-worth market.

Individual savings and retirement

Aegon Sony Life sells variable annuities. These products provide either a guaranteed lifetime withdrawal benefit (GLWB) or a guaranteed minimum accumulation benefit (GMAB).

Since 2010, SARE has assumed the risk on all minimum guarantees offered on Aegon Sony Life's variable annuity products.

Non-life

Aegon THTF offers non-life products (primarily consisting of short-term accident and short-term health products) through all channels. Non-life sales are, however, concentrated in the group channel, where the main products are group medical policies. Accident products are also one of the major types of products sold through the e-sales channel.

ADAMS is a marketing services company. It operates via partnerships primarily with local insurers to consult on the development and marketing of the most relevant insurance products to a given market's customers. Revenue is primarily generated through reinsurance arrangements with reinsurance or insurance companies from within the Aegon Group, together with fee income from product sales. Under this business model ADAMS develops, funds and executes direct marketing activities in exchange for reinsurance participation. ADAMS typically establishes brokerage or agency companies in order to be part of the selling process and to comply with existing regulations.

Competition

China: Aegon THTF

As of November 31, 2015, there were 75 life insurance companies in the market, including 47 domestic life companies and 28 foreign life insurers. Based on total premium income, Aegon THTF ranked forty-ninth among life insurance companies and fourteenth among foreign life companies in China. Aegon THTF's market share among foreign-invested companies was 1.4% in terms of total premium¹.

India: Aegon Life

There were 24 licensed life insurers in India at the end of December 2015. While the state-owned Life Insurance Corporation of India continues to maintain a dominant share of new business premiums (April 2015 to December 2015)², private sector companies have shown double-digit growth to garner more than 50% of the individual recurring new business premiums written. Aegon Life India ranked twenty-first in the individual recurring premium market (April 2015 to December 2015)³.

Japan: Aegon Sony Life

There are eight active companies in Japan's variable annuities market. In 2015, Aegon Sony Life ranked second in the market behind Dai-ichi Frontier.

Hong Kong and Singapore: TLB

TLB's main competitors in Hong Kong and Singapore are local and global providers in the high-net-worth market, such as HSBC Life, AIA, Manulife Bermuda, and Sun Life Bermuda.

Asia: ADAMS

The use of direct marketing in the insurance industry is growing due to economic pressure on traditional distribution channels and changes in customer behavior. For this reason, multinational insurers across the region are increasing their marketing capabilities.

Regulation and supervision

China: Aegon THTF

The insurance industry in China is regulated by the China Insurance Regulatory Commission (CIRC). In 2015, the CIRC released a series of regulations, including: Notice about Strengthen Product Management of Life Insurance Rate Reform Policies ; Notice about Promoting Participating Personal Premium Rate Policy Reform ; Interim Measures about Personal Tax Preferential Health Insurance Business ; Notice about Strengthening the Insurance Company's Prudential Asset Allocation ; and Guidelines about Insurance Funds Internal Control . These regulations demonstrate the commitment to reforming product pricing, in addition to loosening restrictions on investment strategy. The insurance industry in China began its

1 Source: the China Insurance Regulatory Commission (www.circ.gov.cn).

2 Source: Insurance Regulatory and Development Authority of India.

3 Source: Insurance Regulatory and Development Authority of India.

Annual Report on Form 20-F 2015

Table of Contents

73

transition towards the new solvency regime (C-ROSS) following the release of 17 regulations on C-ROSS by the CIRC in February 2015.

India: Aegon Life

Indian life insurance companies are regulated by the Insurance Regulatory and Development Authority of India (IRDAI). The IRDAI regulates, promotes and encourages the orderly growth of insurance and reinsurance businesses in India. Established by the government of India, it safeguards the interests of the country's insurance policy holders.

The IRDAI is very active in introducing new regulations that focus on protecting policyholders' interests and exploring avenues to support growth in the industry. Some steps initiated by the IRDAI during 2015 include: the Insurance Amendment Act 2015; regulations on the transfer of equity shares; recognizing other forms of capital; draft regulations on the expense of management; guidelines on opening a place of business; guidelines on the unclaimed amounts of policyholders; and guidelines related to appointment of insurance agents. India's insurance laws were amended by the Indian Parliament in March 2015 to allow foreign investors to hold up to 49% equity in insurance companies in India. Following that change, Aegon increased its equity interest in Aegon Life to 49% in December 2015.

Japan: Aegon Sony Life

The Financial Services Agency (FSA) is the government agency that supervises all insurance companies in Japan. New products and major product amendments are filed with, and approved by, the FSA, in addition to general policy provisions, statements of business procedure, and pricing and valuation.

Following the 2014 revisions of the Insurance Business Act, in May 2015, the FSA published amendments to the Supervisory Guidelines for Small Amount and Short Term Insurance Providers that update the rules on insurance solicitors' obligations.

Hong Kong and Singapore: TLB

TLB is incorporated in Bermuda and regulated by the Bermuda Monetary Authority, the integrated regulator of the financial services sector in Bermuda. TLB's Asia branches are located in Hong Kong and Singapore. The insurance industry in Hong Kong is regulated by the Office of the Commissioner of Insurance. Changes to the Insurance Companies Ordinance in 2015 provide for the establishment of a new independent insurance authority. The amendments will take effect in stages, with the first being the establishment of the Provisional Insurance Authority.

The insurance industry in Singapore is regulated by the Monetary Authority of Singapore (MAS). The MAS is an integrated regulator that oversees all banks, insurers, capital market intermediaries, and financial advisors in Singapore.

Asia: ADAMS

There is an evolving regulatory environment for the use of personal data for marketing purposes, particularly in the market for direct distribution. ADAMS keeps abreast of all changes or proposed changes to regulations governing personal data in all of its markets. Where appropriate, ADAMS implements industry standard compliance programs, such as Payment Card Industry (PCI) Compliance in Australia and Privacy Mark in Japan.

Solvency II

Solvency II requirements became effective for Aegon Group as of January 1, 2016. Aegon's Asian activities are included in the Aegon Group Solvency II ratio through Deduction & Aggregation. For TLB and SA Re, Deduction & Aggregation is applied using available and required capital as per the local capital regime. The regulatory regime of Bermuda was granted provisional equivalence on December 7, 2015. The other units in Asia are included using the Solvency II standard formula basis. The combined Solvency II position of the activities of Aegon Asia on December 31, 2015, is estimated to be ~350%.

Asset liability management

China: Aegon THTF

Aegon THTF has a board-level Investment and Risk Committee (IRC), together with a management-level Risk & Capital Committee and a management-level Investment Committee. Regular review of risk and capital requirements is conducted in these committees to monitor asset and liability mismatch risk, investment risk and the solvency position. Based on the payment structure and term of insurance liabilities, Aegon THTF invests in corporate bonds, government bonds, bank deposits, debt projects, or other fixed income assets to match liabilities. Operating and shareholders equity funds may be invested in mutual funds, stocks, money market funds and bond repurchase in order to enhance investment returns.

India: Aegon Life

Aegon Life has a board-level Investment Committee (IC), a board-level Risk Management Committee (RMC), and a management-level Risk & Capital Committee (RCC). Regular reviews of risk and capital requirements are conducted by the RCC and RMC. Regular reviews are performed to ensure appropriate ALM for the business. An ALM report is tabled at the RCC meeting on a quarterly basis.

Japan: Aegon Sony Life and SARE

Aegon Sony Life reinsures 100% of its guarantees on variable annuities to SARE. SARE has a comprehensive hedging program in place that covers the major risk dimensions. Execution of this hedging program is outsourced to Aegon USA Investment Management LLC. Comprehensive risk management procedures have been defined to ensure the implementation of appropriate risk management activities.

Table of Contents**74 Business overview Results of operations Asia**

In reinsuring minimum variable annuity guarantees, SARE accepts certain market and policyholder behavior risks. SARE covers payments under the guarantees to the extent that the benefits to the policyholder exceed the variable annuity account value. The market risks are managed through the use of capital-market hedging techniques.

Hong Kong and Singapore: TLB

TLB's assets are currently managed by Aegon USA Investment Management in the United States. There is a management-level RCC and a management-level IC. Regular reviews of risk and capital matters are conducted by the RCC, while the IC focuses on the areas of investment performance and mismatch risk.

Asia: ADAMS

ADAMS's assets are managed by Aegon USA Investment Management in the United States in a pool of assets backing similar liabilities. ALM is performed as part of asset portfolio management.

Reinsurance ceded**China: Aegon THTF**

Aegon THTF shares its morbidity and mortality risk with international and national reinsurers. The mortality risk of individual products is shared through a surplus reinsurance structure. Most of the individual morbidity risks are taken by Hannover Re and China Re in quota share. The group products are mainly reinsured by Hannover Re. Aegon THTF also has modified co-reinsurance with Hannover Re to improve its solvency ratio, in addition to morbidity and mortality risk transfer. Aegon THTF reviews the reinsurance structure regularly and adjusts it based on claims experience and its risk acceptance capability.

India: Aegon Life

Reinsurance arrangements are regulated by the IRDAI. Aegon Life primarily reinsures the mortality and morbidity risks of its policies sold with RGA Re. For specific products, reinsurance treaties are entered into with other major reinsurance companies such as Munich Re and Swiss Re.

Japan: Aegon Sony Life and SARE

Aegon Sony Life reinsures 100% of its guarantees on variable annuities with SARE.

In April 2014, Aegon Sony Life entered into a Surplus Relief reinsurance contract with Reinsurance Group of America Re (RGA Re) on a local statutory basis only. Surplus Relief provides relief from acquisition cost recovery risk.

Hong Kong and Singapore: TLB

TLB uses third-party mortality reinsurance for its universal life and traditional policies. Mortality reinsurance takes the form of yearly-renewable term excess-of-retention or quota-share arrangements. This is typically arranged through a pool of reinsurers, such as Munich Re and Swiss Re.

Asia: ADAMS

ADAMS's traditional business model primarily creates value by offshore reinsurance through an Aegon risk carrier, whereby risk-based premium is acquired for the group. ADAMS positions itself as an independent marketing services provider. This enables it to form partnerships with local insurers, particularly in locations where Aegon does not have a local presence. ADAMS also increasingly generates fee income from its professional services.

Annual Report on Form 20-F 2015

Table of Contents

75

Overview of Spain & Portugal

Aegon entered the Spanish insurance market in 1980 with the purchase of local insurer Seguros Galicia. In recent years, Aegon's activities in Spain have developed through distribution partnerships with Spanish banks.

Aegon Spain Holding (hereafter referred to as Aegon Spain) operates in Spain through Aegon España. In addition, Aegon Spain operates through partnerships with Banco Santander and Liberbank, S.A. Aegon Administracion y Servicios A.I.E., a separate legal entity, provides administration and operations services to all Aegon companies in Spain, including joint ventures with third parties. Aegon Spain has a long-term agreement to distribute both protection and general insurance products through Banco Santander's network of branches in Portugal.

Organizational structure

Aegon's main subsidiaries and affiliates in Spain and Portugal are:

- ⌚ Aegon España S.A. de Seguros y Reaseguros;
- ⌚ Aegon Administracion y Servicios A.I.E.;
- ⌚ Aegon Activos A.V, S.A.;
- ⌚ Aegon Santander Generales Seguros y Reaseguros (51%), in partnership with Banco Santander;
- ⌚ Aegon Santander Vida Seguros y Reaseguros (51%), in partnership with Banco Santander;
- ⌚ Aegon Santander Portugal Vida Companhia de Seguros S.A. (51%), in partnership with Banco Santander Totta;
- ⌚ Aegon Santander Portugal Nao Vida Companhia de Seguros S.A. (51%), in partnership with Banco Santander Totta; and
- ⌚ Liberbank Vida y Pensiones, Seguros y Reaseguros, S.A. (50%), in partnership with Liberbank, S.A

Overview of sales and distribution channels

The main distribution channel in the Spanish market is bancassurance, which accounts for 67% of life sales, in comparison with 28% for brokers and 5% for direct customers¹. Aegon Spain distributes its products nationwide through partner branches and its own sales network.

In the Portuguese market, approximately 69% of pure life risk premiums and 17% of health and general insurance premiums are written through bancassurance channels, where credit-related policies mostly related to household mortgages play a significant role².

Aegon Spain and Banco Santander

On December 20, 2012, Aegon Spain and Banco Santander formed a partnership to distribute a number of insurance products. This became fully operational on June 4, 2013, following regulatory approval.

Banco Santander is the largest financial institution in Spain, with over 3,500 branches nationwide. Aegon Spain's agreement with Banco Santander concerns the business lines of pure life risk and general insurance products (accident, home and commercial multi-risk insurance, and critical illness). These are sold through two insurance entities: Aegon Santander Vida for pure life risk products, and Aegon Santander Generales for general insurance products. Aegon's share in each entity is 51%.

In July 2014, Aegon Spain and Banco Santander Totta Seguros, a Portuguese insurance company that is part of the Santander International group, signed an agreement to distribute a number of insurance products. This became fully operational in January 2015, following regulatory approval. The agreement concerns the distribution of pure life risk and general insurance products (accident, home and commercial multi-risk insurance, and sickness) through over 600 branches nationwide – the largest network of its kind in the country. These are sold through two insurance entities: Aegon Santander Portugal Vida for pure life risk products, and Aegon Santander Portugal Não Vida, for general insurance products. Aegon has a 51% share in each entity.

Aegon Spain and Liberbank

Liberbank, S.A. has a presence nationwide, with special focus on retail markets in a number of Spanish regions (Asturias, Cantabria, Castilla La Mancha and Extremadura). Liberbank Vida y Pensiones currently distributes its products through nearly 700 Liberbank, S.A. branches.

On December 31, 2014, Cantabria Vida y Pensiones (Aegon's partner until 2014) was taken over by Liberbank Vida y Pensiones.

Distribution

Aegon Spain offers life insurance, general insurance, health, pension products and mutual funds. It uses three main distribution channels: bancassurance, which comprises 58%; 40% through its own network of brokers and agents; and 2% through a direct channel. Aegon Spain's sales network is focused on individual life, pensions, general, accident and health insurance in both urban and rural areas.

- 1 Investigación Cooperativa entre Entidades Aseguradoras y Fondos de Pensiones (ICEA), which is responsible for researching, compiling and publishing all statistics in the Spanish insurance industry.
- 2 Associação Portuguesa de Seguradores (APS), which promotes risk management in Portugal.

Table of Contents**76 Business overview Results of operations Spain & Portugal****Overview of business lines**

Aegon Spain focuses primarily on retail customers. It offers individual life, pensions, general insurance, accident and health cover through different distribution channels, including its own channels (agents, brokers and direct), together with bancassurance products through its joint venture partnerships with Liberbank, S.A. and Banco Santander, the latter of which in both Spain and Portugal.

Life insurance & Pensions

Aegon Spain's life insurance business comprises both individual and group protection and savings products, with individual products forming the larger part of the business.

Protection business includes primarily life, accident and disability cover, and products can be complemented with critical illness, income protection and other riders. Customers' saving needs are serviced by Aegon Spain through its targeted offering of universal life, unit-linked and pension funds. Both savings and protection products are distributed through the channels mentioned above. In addition, Aegon Spain distributes mutual funds from third parties.

General insurance

Aegon Spain first offered general insurance products in 2013 through its joint venture with Banco Santander. The offering focuses mainly on household protection products, distributed through the banking network of partner Banco Santander.

Health

Health insurance is offered by Aegon in Spain through both its own network of brokers and agents, and direct channels. Medical expense coverage for doctor visits, diagnoses, hospitalization, dental and other health covers are offered through a broad network of medical partners across Spain.

The gross premium written contribution in 2015 for each of Aegon Spain's business lines was 55% for life insurance, 20% for accident and health insurance, and 25% for general insurance.

Competition

The Spanish insurance market is highly competitive. For Aegon Spain's traditional life, unit-linked variable life and pension products, the major competitors are retail bank-owned insurance companies. The life market is dominated by Grupo VidaCaixa, with a 28% market share, and Zurich, with a 12% market share, followed by BBVA Seguros, with a 7% market share. Aegon Spain's market share is less than 1%.

For Aegon Spain's health and general insurance products, the main competitors are both foreign and local companies.

Mapfre leads the non-life insurance market with a 15% market share, followed by Grupo Mutua Madrileña with a 13% market share, and Allianz with a 7% market share. The non-life market is more fragmented than the life market. Aegon Spain's multi-risk business line is responsible for non-life and has a market share of less than 1%.

With respect to the Portuguese market, the risk life bancassurance market is dominated by Ocidental Vida and Fidelidade, which distribute their products through Milleniumbcp and Caixa Geral de Depósitos respectively. These companies have a market share of 20% each³.

In the non-life bancassurance market, Ocidental Seguros is currently the market leader in terms of issued premiums, with a market share of 34%. It is followed by Fidelidade and CA Seguro (which sells through the Crédito Agrícola branch network) both of which have a market share of 14%³.

Regulation and supervision

Insurance companies in Spain are required to report on a quarterly basis to the Dirección General de Seguros y Fondos de Pensiones (DGSFP), the regulatory authority for the Spanish insurance industry. Spanish regulations incorporate all requirements from the relevant EU directives.

The regulatory authority for the Portuguese insurance industry is the Autoridade de Supervisão de Seguros e Fundos de Pensões (ASF). Insurance companies are required to report to the ASF on a monthly basis and more extensively on a quarterly basis. Portuguese regulations also incorporate all requirements from the relevant EU directives.

Solvency I

The local Solvency I requirements in Spain and Portugal are based on percentages of the reserves for the life insurance business and the premiums and the sum at risk for the health and general insurance business. The local regulations for investments require the appropriate matching of investments and technical provisions, and also establish different levels of restrictions on the type of assets in which the insurance company may invest.

Solvency II

As of January 1, 2016, under the new Solvency II requirements, Aegon Spain has been using the Standard Formula to calculate the solvency position of its insurance activities. The calculation includes the use of the matching adjustment or volatility adjustment, depending on the underlying portfolio in addition to transitional measures. The combined Solvency II position of the activities of Aegon Spain on December 31, 2015, is estimated to be ~190%.

1 Source: Investigación Cooperativa entre Entidades Aseguradoras y Fondos de Pensiones (ICEA).

2 Investigación Cooperativa entre Entidades Aseguradoras y Fondos de Pensiones (ICEA).

3 Associação Portuguesa de Seguradores (APS).

Table of Contents

77

Asset liability management

Aegon Spain's approach to asset liability management is to make projections of asset and liability cash flows, calculate their present values using a market yield curve, and calculate the main parameters affecting these cash flows, such as duration and convexity. The goal is to lock in the spread by matching the duration of assets to the duration of liabilities.

Reinsurance ceded

Aegon Spain has a single Aegon reinsurance management policy. This means that both its joint ventures and own business are treated as a whole, with the same economic conditions and reinsurers panel, but with individual profit shares without losses carried forward by each entity belonging to Aegon Spain. The main contract for mortality and morbidity provides proportional reinsurance protection for both its individual risk and group risk policies. With this approach, Aegon Spain seeks to optimize the

cost of reinsurance coverage, sharing the profits and not the losses, while achieving prudential diversification of its insurance risk by limiting the maximum possible losses on risks that exceed retention levels. Maximum retention levels vary by product and by the nature of the risk being reinsured, although the retention limit is in general between EUR 9,000 and EUR 60,000 per life insured. Aegon Spain remains contingently liable for the amount ceded should the reinsurance company fail to meet its obligations. Aegon Spain generally only uses reinsurance companies that have a Standard & Poor credit rating of A or higher. Aegon's Group Reinsurance Use Committee is involved in the pre-approval of reinsurers, and the selection of reinsurers where a reinsurer has a rating below A. In addition, to reduce its exposure to defaults, Aegon Spain has several reinsurers on its panel and regularly monitors the creditworthiness of each. Further protection is taken out through funds that are withheld for investment by the ceding company where appropriate.

Table of Contents

78 Business overview **Results of operations** **France**

Overview of France

On November 24, 2014, following a strategic review, Aegon announced its decision to sell its 35% share in La Mondiale Participations, subject to regulatory review. The sale was finalized on March 3, 2015.

Background

Aegon began a partnership with mutual insurer La Mondiale in 2002 through the acquisition of a minority interest in La Mondiale Participations, La Mondiale's subsidiary company. La Mondiale Participations offered a range of life insurance,

pensions, savings, investment and asset management services to corporate and individual retail customers through three subsidiaries: Arial Assurance, La Mondiale Partenaire and La Mondiale Europartenaire.

Annual Report on Form 20-F 2015

Table of Contents

79

Overview of Variable Annuities Europe

Variable Annuities Europe is a specialist provider of variable annuity (guarantee) products in the United Kingdom, Germany and France. It also offers offshore investment bonds in the United Kingdom.

Organizational structure

The legal entity of Variable Annuities Europe is Aegon Ireland PLC (Aegon Ireland). Its main office is located in Dublin, Ireland, with a branch office in Frankfurt, Germany. It operates two business lines: variable annuities (guarantees) and offshore investment bonds.

Overview of sales and distribution channels

In the UK, Aegon Ireland products are sold exclusively through Aegon UK's retail advisor channel. In Germany, Aegon Ireland has its own branch office in Frankfurt and has a number of distributors and a customer service team. Business in France is conducted through a reinsurance contract with AG2R La Mondiale.

Variable annuities (guarantees)

Variable annuities are advised products distributed primarily through financial advisors and banks in three European markets: the UK, Germany and France.

In the UK, Aegon Ireland variable annuities (often referred to as unit-linked guarantees) are sold exclusively via Aegon UK's retail advisor channel, and are distributed through the Aegon Retirement Choices (ARC) and One Retirement propositions, banks, and financial advisors. In July 2015, Aegon UK launched a new guaranteed pension product (Secure Retirement Income), of which the guaranteed lifetime income option is reinsured to Aegon Ireland.

In Germany, Aegon Ireland offers variable annuities and employs a direct sales and customer service team in its Frankfurt branch office. The key distribution channel is financial advisors.

In France, AG2R La Mondiale offers a variable annuity product, of which the guaranteed lifetime income option is reinsured to Aegon Ireland.

Offshore investment bonds

Aegon Ireland offshore investment bonds are offered exclusively in the UK, and are distributed through the ARC proposition, other third-party propositions, banks and financial advisors. Offshore investment bonds are traditionally marketed to high-net-worth individuals. Offshore contracts offer considerable tax advantages and a wide choice of investment options.

Overview of business lines

Variable annuities (guarantees)

Variable annuity products are essentially unit-linked life and pension insurance products with guarantees. They typically offer

a range of investment fund options linked to equities and fixed-interest investments. Some options enable the policyholder to select assets in fixed proportions. Increasingly, however, investment fund options aim to control fund volatility around certain target levels. In each case, an appropriate guarantee charge is set according to fund risk or fixed equity content. The guarantees offered may take several different forms: a minimum level of future lifetime income (immediate or deferred), an income for a defined term, or a minimum return of capital at the end of a defined period. Optional or integrated minimum death benefits are also usually offered. Charges for the guarantees are applied to the policyholder's account value, and vary according to the guarantee and the fund choice.

These products allow a customer to participate in equity and bond market performance with the assurance of a minimum level of future benefit, regardless of the performance of their account. The various forms of guarantee enable customers to select the minimum benefit options that best suit their own capital or income needs.

Policyholder contributions are invested in the chosen underlying fund(s). For the majority of products, the client selects investment options based on their preferred level of risk. The assets related to this product are segregated for the benefit of policyholders in separate accounts of the insurance company.

The policyholder's account value reflects the performance of the selected funds less charges, withdrawals or guarantee payments. The insurance provider earns administration and expense charges, in addition to guarantee charges for the guaranteed benefits.

Offshore investment bonds

Offshore investment bond products are open-ended unit-linked life insurance products. They offer a wide variety of investment choices, making it possible to invest in a broad range of external assets, such as collective investment schemes, unit trusts, and open-ended investment companies (OEICs), together with internal unit-linked funds managed by Aegon Ireland, and cash deposits.

The premiums paid are invested in the underlying funds as selected by customers. Alternatively, customers may request the appointment of a specialist fund manager to select the underlying funds on an advisory or discretionary basis.

The assets related to this product are segregated for the benefit of policyholders in separate accounts of the insurance company.

Table of Contents

80 Business overview [Results of operations](#) [Variable Annuities Europe](#)

These separate accounts are classified as investments for the account of policyholders.

Offshore bond products enable customers to make regular withdrawals from their policy, provided there is sufficient value in the underlying fund. The death benefit is typically 100.1% of the surrender value of the policy on the death of the last life assured. Offshore bond products do not have explicit guarantees. The surrender value reflects the performance of the funds selected by the client. The final surrender value of the policy may therefore be less than that of the original investment.

The account value of offshore bond products reflects the performance of the funds. The insurance provider earns ongoing administration and expense charges on the policy. Collected surrender charges are typically applied to recoup deferred acquisition costs.

Competition

Variable annuities (guarantees)

There was no material change in the competitive environment for variable annuities in Europe in 2015 as challenging economic and financial conditions limited new product launches.

In the UK, Variable Annuities Europe has two direct competitors: Axa and MetLife. Following the introduction of pension reforms in the UK in April 2015, the market for retirement income products is expected to grow especially for those products offering income guarantees. New retirement income products are expected to come to market in 2016. While this is a challenge for Variable Annuities Europe, it is also an opportunity to grow the market for retirement income products. Due to the new pension reforms, Aegon launched Secure Retirement Income, a variable annuity pension product offering guaranteed lifetime income.

In Germany, several competitors offer variable annuity type products, but they are generally not essential to their overall offering. The main competitors for variable annuity business are Canada Life and Swiss Life. Other providers include Allianz, Generali, Helvetia and Standard Life.

In France, AXA and Allianz are the only other providers offering variable annuities other than AG2R La Mondiale.

Offshore investment bonds

In recent years, the UK offshore investment bond market has been increasingly concentrated among the largest companies and is highly competitive.

Regulation and supervision

Aegon Ireland is registered as a life insurance company in Ireland under the European Communities (Life Assurance) Framework Regulations 1994 (the 1994 Regulations), which implement the Consolidated Life Directive in Ireland. Aegon Ireland is regulated

by the Central Bank of Ireland. As an Irish-authorized life insurance company, Aegon Ireland may undertake life insurance business in any member state of the European Economic Area on either a freedom of services (FOS) or freedom of establishment (FOE) basis, subject to the notification requirements set out in the 1994 Regulations.

Aegon Ireland operates on an FOE basis in Germany (with a branch office in Frankfurt) and on an FOS basis in the UK, selling life insurance products in Class III (contracts linked to investment funds) and Class I (life insurance and contracts to pay annuities on human life), excluding contracts written in Class II (contracts of insurance to provide a sum on marriage or on the birth of a child). Aegon Ireland must comply with the general good provisions that apply to insurers selling such policies in each jurisdiction.

The Central Bank of Ireland has sole responsibility for the prudential supervision and regulation of Aegon Ireland. For this reason, Aegon Ireland's entire business, state of solvency, establishment and maintenance of technical reserves, quality of corporate governance, risk management, and internal control systems are all subject to monitoring and supervision by the Central Bank of Ireland. Aegon Ireland is required to submit annual returns to the Central Bank of Ireland, and is subject to annual review meetings and themed visits. The Central Bank of Ireland has wide powers of intervention in all areas of Aegon Ireland's business.

Solvency II

As of January 1, 2016, when Solvency II became effective, Aegon Ireland has been using the Standard Formula to calculate the solvency position of its insurance activities. The combined Solvency II position of the activities of Variable Annuities Europe on December 31, 2015, is estimated to be ~125%.

Asset liability management

Variable Annuities Europe's main market exposures arise from the guarantees provided on Variable Annuity (guarantee) products. The primary exposure is to changes in equity and interest rates. Variable Annuities Europe employs a dynamic hedge programme to mitigate these financial market risks associated with the guarantees provided. On a daily basis, and if necessary on an intra-day basis, the hedge positions are reviewed and updated. Instruments used for the hedge program include equity futures, total return swaps, variance swaps and interest rate swaps.

Reinsurance ceded

While Aegon Ireland does not cede any reinsurance, it does accept reinsurance of certain guarantee lifetime income options on behalf of Aegon UK, including the new guaranteed pension product – Secure Retirement Income – and AG2R La Mondiale.

Table of Contents

81

Overview of Aegon Asset Management

Aegon Asset Management is an active investment manager that uses its investment management expertise to help people achieve a lifetime of financial security.

Organizational structure

Aegon Asset Management is a provider of investment management expertise to institutional and private investors around the world. It has offices in the United States, the Netherlands, the United Kingdom, Hungary, Spain, and Hong Kong. It operates under three main brands:

- ❧ **Aegon Asset Management** specializes in providing clients with a range of high-quality investment solutions across asset classes, including fixed income, equities, real estate, absolute return, liability-driven, and multi-asset and balance sheet solutions. Its focus lies on illiquid investment products. A long and successful history of partnership with Aegon's insurance businesses has enabled Aegon Asset Management to establish experienced investment teams, a solid asset base and proven long-term records;
- ❧ **Kames Capital** is a UK-based asset management company that provides fixed income, equities, real estate and multi-asset solutions to both UK and international clients; and
- ❧ **TKP Investments** is a Netherlands-based fiduciary manager that is recognized for its manager selection and tailored advice on balance sheet solutions for the pension market.

In addition, Aegon Asset Management operates two key strategic partnerships:

- ❧ In China, Aegon Asset Management owns 49% of Aegon Industrial Fund Management Company, a Shanghai-based asset manager that offers mutual funds, segregated accounts and advisory services; and
- ❧ On June 4, 2015, Aegon Asset Management entered into a strategic partnership for the French market through the acquisition of a 25% stake in La Banque Postale Asset Management. This strategic partnership supports Aegon's ambition to grow and diversify its customer base through associated distribution arrangements. La Banque Postale Asset Management offers a comprehensive range of investment strategies to French institutional clients, and to private investors through La Banque Postale group's retail banking network.

Aegon Asset Management's main operating entities are Aegon USA Investment Management LLC, Aegon USA Realty Advisors LLC, Aegon Investment Management B.V. (the Netherlands), TKP Investments B.V. (the Netherlands), Kames Capital plc (United Kingdom) and Aegon Hungary Fund Management Company Zrt. Depending on regulatory requirements and the local business environment, boards of local operating entities may include oversight through independent non-executive directors.

Strategic direction and global oversight of business performance is executed by the Board of Aegon Asset Management with both global and local roles and responsibilities. The Board (AAM) is supported by the Governance Risk & Compliance Committee (AAM) and its Human Resources Committee (AAM), along with the Global Product Committee and the Global Steering Committee, which focuses on strategy execution. Members of the Board (AAM) are appointed by Aegon N.V. The Risk Advisory Committee and Remuneration Committee support Aegon's oversight of AAM.

Overview of business lines

Aegon Asset Management has three distinct client segments.

General account business consists of funds held on the balance sheet of Aegon insurance companies to meet policyholder liabilities typically when the insurer has given the policyholder a guarantee. These assets are managed to match the insurers' liabilities. As a rule, general account assets are managed in a closed architecture structure, and the main asset classes are fixed income and mortgage loans. Aegon Asset Management also manages Aegon's general account derivatives book.

The majority of affiliate sales business consists of funds sold by Aegon insurers through which the policyholder's return is determined by the investment return of the fund. These funds have various legal structures, and are usually managed against a benchmark or peer group target. The main asset classes include fixed income, equities, real estate, mortgage loans and alternatives. In the United States and the United Kingdom, a significant element of Affiliate Sales is conducted on an open architecture basis, where Aegon Asset Management competes with external fund managers.

For third-party business, Aegon Asset Management distributes its investment strategies directly to its clients. The wholesale businesses typically sell collective investment vehicles (mutual funds) to customers through wholesale distributors and independent intermediaries. The main asset classes are fixed income and equities, and the funds are usually managed against a benchmark or peer group target. The institutional businesses typically sell tailored services to large corporations or pension funds. Aegon Asset Management employs a full range of asset classes, and manages the funds against objectives, targets and risk profiles agreed with clients. Aegon Asset Management offers both absolute and relative return products.

Table of Contents**82 Business overview Results of operations Aegon Asset Management****Competition in main locations**

Aegon Asset Management competes with other asset management companies to acquire business from open-architecture Aegon insurance units and third parties. Its competitors include global asset managers (both from financial conglomerates and stand-alone) and local specialists in the countries in which it operates. In general, competition varies according to the type of asset class and style of management.

In the United States, Aegon Asset Management focuses on fixed income, asset allocation and real estate loans. In the wholesale market, Aegon Asset Management works as a sub-advisor with its insurance company affiliates in order to produce competitive products. It also works with consultants and other partners to offer products to third-party institutions.

In the Netherlands, Aegon Asset Management provides a wide range of investment solutions to retail and institutional clients through its affiliate insurance company. In the third-party institutional market, it competes with both fiduciary and balance sheet managers, together with global asset managers with an asset-only proposition. Competition continues to be strong in the pension fund industry due to both the ongoing consolidation of pension funds and the growing service requirements of pension fund clients.

In the United Kingdom, competition in the third-party wholesale market has been heavily influenced by the effect that new regulatory changes stemming from the Retail Distribution Review (RDR) have had on distribution.

In mainland China, Aegon Industrial Fund Management Company focuses on Chinese equity, fixed income, and money market strategies. It competes against a wide range of locally-based asset managers including China Universal Asset Management and Alibaba's Yuebao fund.

In France, La Banque Postale Asset Management competes for private investors through La Banque Postale's retail banking network, with a focus on new multi-asset strategies. In the institutional market, it will expand its current offering with additional strategies from Aegon Asset Management businesses to compete with the big local asset managers and specialized international players.

Regulation and supervision

Regulation of asset management companies in general differs to that of insurers. Aegon Asset Management's global holding company, Aegon Asset Management Holding B.V., is regulated by De Nederlandse Bank (The Dutch Central Bank (DNB)) as a financial holding company according to the Dutch Financial Supervision Act. Local operating entities are regulated by their local regulators, most notably the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten (AFM), conduct of business supervision) and DNB (prudential supervision) for Dutch-based entities, the Financial Conduct Authority (FCA) for UK-based entities and the Securities & Exchange Commission (SEC) and the Commodity Futures Trading Commission (CFTC) for the US-based entity. From a regulatory perspective, the asset management activities of Aegon Asset Management in the United States do not fall under the responsibility of Aegon Asset Management Holding B.V. as these entities are subsidiaries of Transamerica Corporation.

Edgar Filing: AEGON NV - Form 20-F

Solvency II requirements became effective for Aegon Group as of January 1, 2016. The EU-domiciled asset management activities are accounted for in the Group Solvency II calculation using the requirements set by the Capital Requirements Directives (CRD). Non EU-domiciled activities are accounted for using local capital requirements.

Annual Report on Form 20-F 2015

Table of Contents

83

Risk management**General**

As an insurance group, Aegon manages risk on behalf of its customers and other stakeholders. As a result, the Company is exposed to a range of underwriting, operational and financial risks. Aegon's risk management and control systems are designed to ensure that these risks are managed effectively and efficiently in a way aligned with the Company's strategy.

Definition and tolerances

For Aegon, risk management involves:

- ⌚ Understanding which risks the Company is facing;
- ⌚ Maintaining a company-wide framework through which the risk-return trade-off associated with these risks can be assessed;
- ⌚ Maintaining risk tolerances and supporting policies to limit exposure to a particular risk or combination of risks; and
- ⌚ Monitoring risk exposures and actively maintaining oversight of the Company's overall risk and solvency positions.

By setting certain predefined tolerances and adhering to policies that limit the overall risk to which the Company is exposed, Aegon is able to accept risk with the knowledge of potential returns and losses.

Objectives of risk management

Aegon's risk strategy provides direction for the targeted Aegon risk profile while supporting Aegon's business strategy. The targeted risk profile is determined by customer needs, Aegon's competence to manage the risk, the preference of Aegon for the risk and whether there is sufficient capacity to take the risk. Key inputs for Aegon's risk preferences include expected returns, alignment between Aegon, counterparty and customer interests, the existing risk exposures and other risk characteristics such as diversification, the severity of the risk in an extreme market event and the speed at which risk can materialize in Aegon's capital position, liquidity position and IFRS net income.

In addition to the targeted risk profile, risk tolerances and limits are established to ensure that Aegon maintains, at all times, a solvency and liquidity position such that no plausible scenario would cause the Company to default on its obligations to policyholders. To accomplish this, Aegon has established a number of risk criteria and tolerances as part of its risk strategy:

- ⌚ Financial strength: ensure Aegon meets long-term obligations to policyholders, thereby enabling Aegon to compete in key markets as a financially strong global insurer;
- ⌚ Continuity: ensure that Aegon meets policyholder obligations, even under extreme event scenarios;
- ⌚ Culture: encourage strong risk awareness by stressing the Company's low tolerance for operational risk. This helps to improve operational excellence and ensures that the Company is fair in its treatment of customers and

other stakeholders; and

- ⌚ Risk balance: manage the concentration of risk and encourage risk diversification within Aegon.

Aegon's risk governance framework

Aegon has a strong culture of risk management, based on clear, well-defined risk governance; the goals of which are to:

- ⌚ Minimize ambiguity by clearly defining roles and responsibilities and risk reporting procedures for decision makers;
- ⌚ Institute a proper system of checks and balances, and ensure that senior management is aware of material risk exposure at all times;
- ⌚ Manage risk in line with the targeted risk profile, including the avoidance of an over-concentration of risk in particular areas;
- ⌚ Facilitate diversification by enabling management to identify diversification benefits from apparent risk-return trade-offs; and
- ⌚ Reassure external stakeholders that Aegon has appropriate risk management structures and controls in place.

Governance structure

Aegon's risk management framework is represented across all levels of the organization. This ensures a coherent and integrated approach to risk management throughout the Company. Similarly, Aegon has a comprehensive range of company-wide risk policies that detail specific operating guidelines and limits. These policies are designed to keep overall risk-specific exposures to a manageable level. Any breach of policy limits or warning levels triggers immediate remedial action or heightened monitoring. Further risk policies may be developed at a local level to cover situations specific to particular regions or business units. Aegon's risk management governance structure has four basic layers:

- ⌚ The Supervisory Board and the Supervisory Board Risk Committee (SBRC);
- ⌚ The Executive Board and the Management Board;
- ⌚ The Enterprise Risk Management Committee and the Group Risk & Capital Committee (GRCC); and
- ⌚ The Regional Risk & Capital Committees.

The SBRC is responsible for overseeing Aegon's Enterprise Risk Management (ERM) framework, including risk governance and measures taken to ensure risk management is properly integrated into the Company's broader strategy. The SBRC oversees the Company's risk exposure as it relates to capital, earnings and compliance with Group Risk policies. It is the responsibility of the Executive Board and the Group's Chief Risk Officer (CRO) to inform the Supervisory Board of any risk that directly threatens the solvency, liquidity or operations of the Company. Details of members of the SBRC can be found on pages 98, 103 and 104 of this Annual Report.

Table of Contents
84 Business overview Risk management

Aegon's Executive Board has overall responsibility for risk management. The Executive Board adopts the risk strategy, risk governance, risk tolerance and material changes in risk methodology and risk policies. The Group's CRO has a direct reporting line to the Supervisory Board and attends Executive Board meetings. The Group's CRO discusses ERM and related matters, and is a member of the Management Board.

The Management Board oversees a broad range of strategic and operational issues. While the Executive Board remains Aegon's statutory executive body, the Management Board provides vital support and expertise in safeguarding Aegon's strategic goals. The Management Board discusses and sponsors ERM, in particular the risk strategy, risk governance, risk tolerance, and material changes in risk methodology and risk policies.

The Management Board is supported by two committees:

- ⌚ The Enterprise Risk Management Committee (ERMC), which focuses on Aegon's ERM framework development and maintenance, including risk strategy, risk governance, risk tolerance, risk methodology, risk policies and risk management standards of practice; and
- ⌚ The Group Risk & Capital Committee (GRCC), which focuses on managing Aegon's overall solvency and liquidity position, while ensuring that risk-taking is within the risk tolerance statements and consistent with the group risk policies.

The ERMC can seek advice on significant ERM framework development work from temporary working groups, which are comprised of subject-matter experts from across the Company's businesses. These working groups are established by the ERMC, including their membership, scope of work and deliverables.

The GRCC informs the Management Board about any identified or near breaches of overall tolerance levels, in addition to any potential threats to the Company's solvency, liquidity or operations.

Risk & Capital Committees (RCCs) have been established at each of Aegon's reporting units. The responsibilities and prerogatives of the RCCs are set out in their respective charters and are similar in content to those of Group Risk, but tailored to local circumstances. Group Risk is responsible for the development, maintenance and oversight of compliance with the ERM framework, including risk strategy, risk governance, risk tolerance, risk methodology and risk policies. Group Risk also maintains oversight of material risk, balance sheet and commercial decisions taken throughout the Company. Group Risk further identifies good risk management practices and facilitates implementation of these, in addition to ensuring that there is consistency in the application of these practices across the Company. Furthermore, Group Risk prepares risk management information, including information about current risk exposures

and issues, and additional sensitivity and scenario analyses, both at its own initiative and at the request of management.

Aegon's risk management staff structure is fully integrated. Business unit CROs have either a direct reporting line to the Group's CRO or one of the regional CROs that reports directly to the Group's CRO.

During 2015, Aegon also commenced a reorganization of its compliance and operational risk functions in order to improve their focus and influence. This reorganization included splitting the function at Group into a first line Regulatory Compliance function and a second line Operational and Conduct Risk Management (OCRM) function, in addition to strengthening reporting lines from the relevant business unit heads to the new Global Heads of Regulatory Compliance and OCRM.

Within the context of the ERM framework, the following reporting units are distinguished: the Americas, the Netherlands, the UK, Central & Eastern Europe, Asia, Spain, Variable Annuities Europe, Aegon Asset Management, and the Holding.

Lines of defense

Aegon's risk management structure is organized along three lines of defense to ensure conscious risk-return decisions, and to limit the magnitude of potential losses within defined levels of certainty. The objective of this structure is to avoid surprises due to the materialization of unidentified risks, or from losses that exceed predefined risk tolerance levels and related limit structures.

The Company's first line of defense, including the business and support functions, such as Regulatory Compliance, has direct responsibility for managing and taking risk in accordance with defined risk strategy, risk tolerance and risk policies. The second line of defense – the Risk Management department including the operational risk and conduct management function – facilitates and oversees the effectiveness and integrity of ERM across the Company. The third line of defense – the audit function – provides independent assurance and challenge regarding the effectiveness and integrity of ERM across the Company.

Scenario analysis

As part of the Company's ERM Framework, Aegon undertakes regular sensitivity analyses to verify that the impact of different economic and business scenarios on earnings and the capital position are within the risk tolerances set. These analyses cover a variety of extreme event scenarios that have been constructed to test Aegon's exposure to identified critical market events or conditions that would present an extraordinary business challenge. These scenarios include events such as economic depression and inflation.

Table of Contents

85

Risk management in 2015:**Preparation for Solvency II**

Under Solvency II, capital requirements can be calculated: (i) on the basis of an internal model, developed by the insurance company itself, which requires the approval of the supervisor; (ii) on the basis of a standard formula, in accordance with Solvency II rules and guidelines; or (iii) a combination of an internal model and the standard formula, a partial internal model. An important development in 2015 was that Aegon both applied for and received approval to use a partial internal model as of January 1, 2016, to measure and aggregate most material risks related to its EU exposures and calculate its Solvency Capital Required (SCR) under Solvency II. A standard formula is used for certain less material risks in the Netherlands and the UK, and all risks in other business units.

Aegon's existing economic model for managing risk (its Economic Framework) and its ERM Framework formed a strong basis on which to develop its partial internal model. The various components of the internal model were extensively debated with the relevant supervisors, went through internal governance and were fully validated and vetted before approval was obtained. Furthermore, the ERM Framework, risk tolerances, risk policies and standards and practices have all been made Solvency II compliant. Given the magnitude of the Solvency II process, a specific program management structure supported the regular risk governance bodies.

The preparation for Solvency II concerned the quantitative, methodological, Pillar 1 component of Solvency II (technical provisions, valuation of assets and liabilities, solvency requirements, own fund requirements), the full embedment in risk management governance (Pillar 2) and in reporting (Pillar 3). It is important to not only meet technical implementation requirements, but to also use Solvency II in the taking of management decisions. While the full application of the Solvency II regulation in Aegon's capital framework was not possible until after the legislation came into force, Aegon started applying Solvency II numbers as much as possible before the implementation date. Examples in 2015 include Risk and Capital reporting, the budget and Medium Term Plans, target setting of staff, product pricing and development, asset & liability management, and merger, acquisition and disinvestment decisions.

Risk overview 2015

Aegon faces a number of risks, some of which may arise from internal factors, such as inadequate compliance systems. Others, such as movements in interest rates or unexpected changes in longevity or mortality trends, are external in nature. The most significant risk Aegon faces is that of changes in financial

markets, particularly movements in interest rates, equity and credit markets. These risks, whether internal or external, may affect the Company's operations, earnings, share price, value of its investments, or the sale of certain products and services. A description of risks relating to Aegon's businesses and risks relating to Aegon's common shares can be found on pages 320-339 of this Annual Report.

Credit risk

In 2015, credit spreads increased moderately, and Aegon slightly reduced its exposure to credit risk. In the UK, callable bonds were sold and the proceeds and new business were invested largely in high-rated sovereign-linked paper. In the Netherlands, corporate bonds were sold and reinvested in highly-rated structured assets. In the general account investment portfolio, Aegon retained minimum exposure to peripheral European countries.

Equity market risk and other investment risks

Equity markets were volatile in 2015, with a sharp correction in the third quarter followed by a partial recovery in the fourth. During the year, Aegon continued to progress its program of hedging equity risk at its UK pension business, variable annuities, and US and Dutch operations in order to protect the Company against a possible deterioration in equity markets. The US business has a macro hedge in place to protect the business capital position of variable annuities from fluctuations in equity markets. As a result of a mismatch between US statutory and IFRS accounting, this hedge showed a negative impact on income before tax of EUR 372 million in 2015 (2014: EUR 251 million). The Dutch operations further extended hedging of equity volatility risk in the existing equity hedge program.

Interest rate risk

In 2015, 30-year swap rates in the US and UK decreased by 8 bps and 13 bps to 2.72% and 2.17% respectively, compared with an increase in the 30-year swap rate in the eurozone by 15 bps to 1.67%. In the US, additional interest rate hedges were put in place in the first half of 2015 by implementing forward-starting swaps. The existing interest rate programs also remained in place in 2015 for hedging guarantees for Aegon's operations in the Netherlands, its long-term care business in the US, and for its variable annuities businesses in the US, Ireland and Asia.

Currency exchange rate risk

As an international company, Aegon is exposed to movements in currency exchange rates. Aegon does not, however, consider this exposure to be material from an asset liability management perspective. The Company holds its capital base in various currencies in amounts that correspond to the book value of individual business units.

Table of Contents

86 Business overview **Risk management**

Liquidity risk

Aegon has put a strong liquidity management strategy in place. The Company considers extreme liquidity stress scenarios, including the possibility of prolonged frozen capital markets, an immediate and permanent rise in interest rates, and policyholders withdrawing liabilities at the earliest conceivable date. In addition, the Company has liquidity stress planning in place. In 2015, Aegon retained significant holdings of cash and highly liquid assets as a precaution against potential adverse market developments. Stress tests show that available liquidity would more than match the Company's liquidity requirements even if market conditions were to significantly deteriorate.

Underwriting risk

Aegon's earnings depend, to a significant degree, on the extent to which claims experience is consistent with assumptions used to price products and establish technical liabilities. Changes in, among other things, morbidity, mortality, longevity trends and

policyholder behavior may have a considerable impact on the Company's income. Assumptions used to price products and establish technical liabilities are reviewed on a regular basis. In 2015, Aegon made several significant changes to assumptions and updates to models. Please refer to note 3 Critical accounting estimates and judgment in applying accounting policies for further information.

Operational risk

Like other companies, Aegon faces operational risk resulting from operational failures or external events, such as processing errors, acts from personnel, and natural or man-made disasters. Aegon's systems and processes are designed to support complex products and transactions and to avoid such issues as system failures, business disruption, financial crime and breaches of information security. Aegon works on analyses on a continuous basis, studying such operational risks, and regularly develops contingency plans to deal with them.

Table of Contents

87

Capital and liquidity management**Liquidity and capital resources**

In line with its risk tolerance, the goal of Aegon's capital and liquidity management is to promote strong and stable capital adequacy levels for its businesses on various capital metrics, and to maintain adequate liquidity to ensure that the Company is able to meet its obligations.

Risk tolerance is an important element of Aegon's Enterprise Risk Management Framework, and focuses on financial strength, continuity, the steering of the risk balance and the desired risk culture. The core aim is to establish the organization's tolerance for risk to assist management in carrying out Aegon's strategy within the Group's available resources.

Guiding principles

Aegon follows a number of guiding principles that determine its approach to capital and liquidity management:

- ⌚ To promote strong capital adequacy in Aegon's businesses and operating units;
- ⌚ To manage and allocate capital efficiently in support of the strategy and in line with its risk tolerance;
- ⌚ To maintain an efficient capital structure with an emphasis on optimizing Aegon's cost of capital;
- ⌚ To ensure sufficient liquidity by enforcing stringent liquidity risk policies for both business units and the holding; and
- ⌚ To maintain continued access to international capital markets on competitive terms.

Aegon believes these guiding principles together strengthen the Company's ability to withstand adverse market conditions, enhance its financial flexibility and serve the long-term interests of both the Company and its stakeholders.

Governance

Aegon's Corporate Treasury department manages and coordinates capital and liquidity management strategies and processes. As such, the department is responsible for managing the capitalization of the Aegon Group and the holding company in line with Aegon's Capital Management Policy. The capitalization levels are discussed and approved by Aegon's Management Board.

Capital management**Strategic importance**

Aegon's approach to capital management plays an important role in supporting the execution of Aegon's strategic priorities. These priorities include the shift of capital to products that offer higher growth and return prospects, and the shift from spread business to fee business. Disciplined risk and capital management support Aegon's aim to pay a sustainable dividend to its shareholders.

Improving risk-return profile

Aegon continues to take measures to improve its risk-return profile. These measures include, for instance, the continued run-off of Aegon's spread-based institutional business in the

United States, the sale of Aegon's Canadian life insurance business, the strategic growth in fee-based earnings, and extensive asset-liability management and hedging programs. Examples of these programs include hedging the interest rate and equity risk from guarantees in the Netherlands, and hedging the capital position in the Americas against adverse equity and interest rate movements. In addition, Aegon is actively involved in hedging longevity risk. Furthermore, Aegon continuously monitors the risk-return profile of new business written and withdraws products that do not meet the required hurdle rates.

Capital requirements and leverage

Aegon's goal for all business units is to maintain a strong financial position in order to be able to withstand losses from adverse business and market conditions. The Company's overall capital management strategy is based on managing capital adequacy, capital quality and the use of leverage.

Capital adequacy and quality

Capital adequacy and quality are managed within the organization at a Company, country and business unit, and legal entity level. As a matter of policy, Aegon maintains the capitalization of its business units based on the most stringent of the following constraints:

- ⌚ Local regulatory requirements;
- ⌚ Rating agency requirements for very strong capitalization for rated entities; and
- ⌚ Any additional, self-imposed internal requirements.

Aegon's Insurance Groups Directive ratio was 220% on December 31, 2015 compared with 208% at the end of 2014. The increase reflects earnings generated during the year as well as the impact of divestments.

Solvency II

The introduction of Solvency II has meant a change in the regulatory capital requirements in EU-domiciled legal entities and therefore impacted the capitalization levels used to assess capital adequacy of Aegon's EU-domiciled business units. As Solvency II became effective on January 1, 2016, Aegon prepared for the implementation throughout 2015. Aegon uses a combination of the two aggregation methods defined within the Solvency II framework to calculate the Group Solvency ratio:

- ⌚ Accounting Consolidation-based method; and
- ⌚ Deduction and Aggregation method.

Aegon applies the Accounting Consolidation-based method as the default method. However, for insurance entities domiciled outside the EEA for which provisional or full equivalence applies, such as the United States, Aegon uses the Deduction and Aggregation method, with local regulatory requirements to bring these into the Group Solvency position. The local regulatory requirements of the US life insurance companies are calculated using 250% of the Company Action Level (CAL).

Table of Contents

88 Business overview **Capital and liquidity management**

The Group Solvency II position on December 31, 2015, which excludes Aegon Bank N.V., is estimated to be ~160%. There are however still uncertainties around the interpretation of the Solvency II requirements, notably the uncertainty on the loss absorbency of taxes.

G-SII designation

On November 3, 2015, Aegon was designated by the Financial Stability Board (FSB) as a Global Systemically Important Insurer (G-SII), based on an assessment methodology developed by the International Association of Insurance Supervisors (IAIS). The FSB reviews the G-SII designation annually. As a result of the G-SII designation, Aegon will be subject to an additional layer of direct supervision at group level. G-SIIs will be required (as of January 2019) to hold an additional capital buffer (Higher Loss Absorbing Capacity or HLA) in addition to the capital buffer (Basic Capital Requirements or BCR) internationally active insurance groups will be required to hold pursuant to IAIS guidelines. Furthermore, within 12 months of a G-SII designation, G-SIIs will be required to develop a liquidity risk management plan, a systemic risk management plan, and an ex ante recovery plan. Relevant supervisory authorities will be required to: establish a crisis management group (within 6 months after G-SII designation); develop a resolution plan based on a resolution strategy and enter into a cross-border cooperation agreement (within 18 months); and conduct a resolvability assessment (within 24 months). The precise consequences of the G-SII designation are not yet fully clear, as relevant parts of the IAIS guidelines still need to be determined (and where appropriate, subsequently included in formal regulation).

Leverage metrics

In line with the guiding principles of its capital and liquidity management, Aegon N.V. monitors and manages several leverage metrics:

- ⌚ Gross financial leverage ratio;
- ⌚ Fixed charge coverage; and
- ⌚ Various rating agency leverage metrics.

Aegon's gross financial leverage ratio is calculated by dividing total financial leverage by total capitalization. Aegon defines total financial leverage as debt or debt-like funding issued for general corporate purposes and for capitalizing Aegon's business units. Total financial leverage includes hybrid instruments, and subordinated and senior debt. Aegon's total capitalization consists of the following components:

- ⌚ Shareholders' equity, excluding revaluation reserves and the remeasurement of defined benefit plans, based on IFRS as adopted by the EU;
- ⌚ Non-controlling interests and share options not yet exercised; and
- ⌚ Total financial leverage.

Aegon's fixed charge coverage is a measure of the Company's ability to service its financial leverage. It is the ratio of underlying earnings before tax and prior to the payment of interest expenses on financial leverage to interest payments on financial leverage. The fixed charge coverage includes the impact of interest rate hedging.

On December 31, 2015, Aegon's total capitalization was EUR 26.1 billion (EUR 24.8 billion on December 31, 2014), its gross financial leverage ratio was 27.0% (28.7% on December 31, 2014) and its fixed charge coverage was 6.7x

(6.5x on December 31, 2014). Aegon targets a gross financial leverage ratio of 26-30% and a fixed charge coverage of 6-8x.

Ratings

Aegon's objective is to be capitalized to maintain a very strong financial strength rating in its operating units, and this plays an important role in determining the Company's overall capital management strategy. Aegon maintains strong financial strength ratings from leading international rating agencies for its main operating subsidiaries, and a strong credit rating for Aegon N.V.

Agency	Aegon			
	Aegon N.V.	Aegon USA	the Netherlands	Aegon UK
December 31, 2015				
Standard & Poor's	A-	AA-	AA-	A+
Moody's Investors Service	A3	A1	-	-
Fitch Ratings	A	AA-	-	AA-

Funding and back-up facilities

Most of Aegon's financial leverage is issued by Aegon N.V., the parent company. A limited number of other Aegon companies have also issued debt securities, but for the most part these securities are guaranteed by Aegon N.V.

Aegon N.V. has regular access to international capital markets under a USD 6 billion debt issuance program. Access to the capital market in the United States is made possible by a separate shelf registration.

Aegon also has access to domestic and international money markets through its USD 4.5 billion commercial paper programs. On December 31, 2015, Aegon had EUR 125 million outstanding under these programs.

To support its commercial paper programs and need for Letters of Credit (LOCs), and to enhance its liquidity position, Aegon maintains backup credit and LOC facilities with international lenders. The Company's principal arrangement is a EUR 2 billion syndicated revolving credit facility maturing in 2019, and

Table of Contents

89

additional LOC facilities of USD 2.6 billion, which mature in 2020. In addition, Aegon also maintains various shorter-dated bilateral backup liquidity, and committed and uncommitted LOC facilities.

Operational leverage

Although operational leverage is not considered part of Aegon's total capitalization, it is an important source of liquidity and funding. Operational leverage relates primarily to financing Aegon's mortgage portfolios through securitizations, warehouse facilities, covered bonds, and the funding of US Regulation XXX and Guideline AXXX redundant reserves.

Aegon enters into reinsurance agreements for risk and capital management purposes with several affiliated captive insurance companies (captives). All captives are fully consolidated for IFRS reporting and for Solvency II based on local valuations under equivalence.

The captives are utilized for a number of purposes that may include:

- ⌚ Financing term life insurance (subject to Regulation XXX reserves) and universal life insurance with secondary guarantees (subject to Regulation AXXX reserves) to support lower-risk statutory reserves at a lower cost for policyholders and shareholders;
- ⌚ Managing variable annuity hedging programs;
- ⌚ Managing and segregating risks; and
- ⌚ Monetizing embedded value.

All external financing provided to captives to support statutory reserves is disclosed in note 39 (Borrowings) to the consolidated financial statements to the extent to which it has been funded. LOCs issued by third parties provided to captives to provide collateral to affiliated insurers are disclosed in note 48 Commitments and contingencies. These LOCs have been provided by third parties for the benefit of the affiliated company whose liabilities are reinsured.

Liquidity management**Strategic importance**

Liquidity management is a fundamental building block of Aegon's overall financial planning and capital allocation processes. Aegon aims to have sufficient liquidity to meet cash demands even under extreme conditions. The Company's liquidity risk policy sets guidelines for its operating companies and the holding in order to achieve a prudent liquidity profile.

Liquidity is coordinated centrally and managed both at Aegon N.V. and at the business unit level. Aegon maintains a liquidity policy that requires all business units to project their sources and uses of liquidity over a two-year period under normal and severe business and market scenarios. This policy ensures that liquidity is measured and managed consistently across the Company, and that liquidity stress management plans are in place.

Sources and uses of liquidity

Aegon's subsidiaries are primarily engaged in the life insurance and pensions business, which is a long-term business with relatively illiquid liabilities and generally matching assets. Liquidity consists of liquid assets held in investment portfolios, in addition to inflows generated by premium payments and customer deposits. These are used primarily to purchase investments, as well as to fund benefit payments to policyholders, policy surrenders, operating expenses, and, if the subsidiary's capital position so allows, to pay dividends to the holding.

At the holding company Aegon N.V., liquidity is sourced from internal dividends from business units and through the capital markets. The main sources and uses of liquidity at the holding company Aegon N.V. are dividends from subsidiaries, movements in debt, net expenses (including interest), funding operations, capital returns to shareholders and the balance of acquisitions and divestitures. The ability of Aegon's insurance subsidiaries to transfer funds to the holding company is constrained by the need for these subsidiaries to remain adequately capitalized at the levels set by local insurance regulations, and as administered by local insurance regulatory authorities.

In order to ensure the holding company's ability to fulfil its cash obligations, it is Aegon's policy that the holding company holds liquid assets in reserve to fund a minimum of 1.5 years of holding company operating and funding expenses, without having to rely on the receipt of funds from its subsidiaries and without the need to access capital and money markets.

Insurance laws and regulations in local regulatory jurisdictions often contain minimum regulatory capital requirements, which during 2015 included 100% of the Authorized Control Level (ACL) for US insurance entities, 100% Solvency I required capital for Dutch insurance companies, and 100% Solvency I Pillar 1 capital for insurance companies in the United Kingdom.

Table of Contents**90 Business overview Capital and liquidity management**

The minimum regulatory capital requirements for Aegon's main subsidiaries and the actual capitalization levels on December 31, 2015, are included in the following table:

Capital requirements	Legal/regulatory minimum capital requirement	Actual capitalization	Excess over legal/regulatory minimum
United States ¹⁾	100% Authorized Control Level (NAIC RBC ACL)	~920% of combined ACL	~EUR 6.7 bln
The Netherlands ²⁾	100% Solvency I	~240% Solvency I	~EUR 2.7 bln
United Kingdom ³⁾	100% Solvency I (Pillar 1)	~165% Solvency I (Pillar 1)	~EUR 1.1 bln

¹ Capitalization for the United States represents the internally defined combined risk-based capital (RBC) ratio of Aegon's life insurance subsidiaries in the United States. The combined RBC ratio utilizes the NAIC RBC ratio excluding affiliated notes and taking into account excess or deficient amounts related to offshore life affiliates.

² Excluding the banking activities.

³ Including the With Profits fund at unaudited June 30, 2015 values.

Local insurance regulators generally use their discretionary authority and judgment to restrict and/or prohibit the transfer of funds to the holding company to capital levels well above the minimum capital requirements contained in the applicable insurance regulations. The discretionary nature of the regulatory assessment of capital adequacy creates a natural ambiguity with regards to the exact level of capital required by local regulatory authorities. Precise capitalization levels effectively required by local insurance regulators are often not known in advance, in part because the views and risk tolerances of certain regulators for certain asset classes continue to develop over time, in line with the development and evolution of local, regional and global regulatory capital frameworks. In practice, and for transfer of funds purposes, Aegon manages the capitalization of its subsidiaries in excess of the minimum regulatory capital requirements contained in the applicable regulations, as shown in the table above.

The capitalization level and shareholders' equity of the subsidiaries can be impacted by various factors (e.g. general economic conditions, capital markets risks, underwriting risk factors, changes in government regulations, legal and arbitrational proceedings). To mitigate the impact of such factors on the ability of subsidiaries to transfer funds, the subsidiaries hold additional capital in excess of the levels required by local insurance regulations.

Aegon's liquidity position

On December 31, 2015, Aegon held a balance of EUR 1.4 billion in excess capital at group level, compared with EUR 1.2 billion on December 31, 2014, an increase that reflects the net impact of dividends from subsidiaries, capital injections in subsidiaries, divestments, acquisitions, deleveraging initiatives, holding expenses and capital returns to shareholders.

Aegon's liquidity is invested in accordance with the Company's internal risk management policies. Aegon believes its working capital, backed by its external funding programs and facilities, is ample for the Company's present requirements.

External dividends

In order to enable equity investors to share in Aegon's performance, Aegon aims to pay out a sustainable dividend, which may increase based on Aegon's performance. After investments have been made in new business to generate organic growth, capital generated by Aegon's operating subsidiaries is available for distribution to the holding company, while maintaining a capital and liquidity position in the operating subsidiaries in line with Aegon's capital management and liquidity risk policies.

Aegon uses cash flows from its operating subsidiaries to pay holding expenses, including funding costs. The remaining cash flow is available to execute Aegon's strategy and to fund dividends on its shares. When determining whether to declare or propose a dividend, Aegon's Executive Board balances prudence with offering an attractive return to shareholders. This is particularly important during adverse economic and/or financial market conditions. Furthermore, Aegon's operating subsidiaries are subject to local insurance regulations that could restrict dividends to be paid to the holding company. There is no requirement or assurance that Aegon will declare and pay any dividends.

Table of Contents

91

Regulation and Supervision

Individual Aegon companies are each subject to prudential supervision in their respective home countries. Insurance and banking companies, together with a number of the investment undertakings in the Group, are required to maintain a minimum solvency margin based on local requirements. In addition, some parts of the Group are subject to prudential requirements on a consolidated basis, including capital and reporting requirements. Such additional requirements lead, in certain circumstances, to duplicative requirements, such as the simultaneous application of consolidated banking requirements and Solvency II group solvency requirements. Eligible capital to cover solvency requirements includes shareholders' equity, perpetual capital securities, and dated subordinated debt.

Insurance Groups Directive

Until December 31, 2015, EU supervisors, such as De Nederlandsche Bank (The Dutch Central Bank, DNB), were required to carry out supplementary supervision on European insurance and reinsurance companies in an insurance group, based on the EU's Insurance Groups Directive (EU Directive 98/79/EC, the Insurance Groups Directive). The supplementary supervision of insurance companies in an insurance group enables EU supervisors to make a detailed assessment of the financial position of the EU insurance and reinsurance companies that are part of that group. The provisions of the Insurance Groups Directive require EU supervisors, including DNB, to take the relevant financial affiliations between the insurance companies, and other entities in the Group into account. Aegon was therefore required to submit reports to its EU supervisors twice a year setting out supplemental capital adequacy calculations of the insurance companies, risk concentrations and significant transactions and positions between insurance and non-insurance companies in the Group. The requirements of the Insurance Groups Directive are included in the Solvency II framework, which entered into force in EU member states on January 1, 2016. The Insurance Groups Directive was repealed, effective as of the same date.

Solvency II**Introduction**

The Solvency II framework imposes prudential requirements at group level as well as on the individual EU insurance and reinsurance companies in Aegon. Insurance supervision is exercised by local supervisors on the individual insurance and reinsurance companies in the Aegon group, and by the group supervisor at group level. DNB is Aegon's Solvency II group supervisor. Solvency II introduces economic, risk-based capital requirements for insurance and reinsurance companies in all EU member states, as well as for groups with insurance and/or reinsurance activities in the EU. These capital requirements should, compared with the current Solvency I and IGD framework, better reflect the actual risk profile of insurance and reinsurance companies and insurance groups. The Solvency II approach to

prudential supervision can be described as a total balance sheet-approach, and takes material risks to which insurance companies are exposed into account in addition to the correlation between these risks.

The Solvency II framework is structured along three pillars. Pillar 1 comprises quantitative requirements (including technical provisions, valuation of assets and liabilities, solvency requirements and own fund requirements). Pillar 2 requirements include governance and risk management requirements, and requirements for effective supervision (the supervisory review process). Pillar 3 consists of disclosure and supervisory reporting requirements. These three pillars should not only be considered in isolation, but interact with one another. More complex risks, for instance, require a stronger risk management and governance structure, and a more complex governance structure could lead to higher capital requirements.

In addition to these requirements, which apply to individual EU insurers and reinsurers, the Solvency II framework is complemented by requirements that apply at group level (group supervision). This means that a number of requirements from the Solvency II framework that apply to the individual EU insurance and reinsurance undertakings apply, with the necessary modifications at group level. The core focus of EU insurance supervision continues to be on the supervision of individual EU insurance and reinsurance undertakings. In addition, group supervision remains supplementary to the supervision of individual insurance and reinsurance undertakings, and group supervision encompasses more extensive requirements than supplementary supervision under the EU Insurance Groups Directive.

Pillar 1

Solvency II requires EU insurance and reinsurance companies to determine technical provisions at a value that corresponds with the present exit value of their insurance and reinsurance obligations towards policyholders and other beneficiaries of insurance and reinsurance contracts. The calculation of the technical provisions should be based on market consistent information to the extent to which that information is available. The value of the technical provisions is equal to the sum of a best estimate and a risk margin. The discount rate at which technical provisions are calculated is an important element in order to determine the technical provisions. This and other parameters to determine the technical provisions may have an important effect on the amount and volatility of the own funds that insurance and reinsurance undertakings are required to maintain. The Solvency II framework contains several measures (in particular the volatility and matching adjustment) that should reduce volatility of the technical provisions and own funds, in particular for insurance and reinsurance products with long-term guarantees.

Table of Contents**92 Business overview Regulation and Supervision**

Insurers and reinsurers are required to hold eligible own funds in addition to the assets held to cover the technical provisions in order to ensure that they are able to meet their obligations over the next 12 months with a probability of at least 99.5% (insurance or reinsurance company's balance sheet ability to withstand a 1-in-200-year event). The buffer that insurance and reinsurance companies are required to hold is the Solvency Capital Requirement (SCR). Insurance and reinsurance companies are allowed to: (a) use a standard formula to calculate their SCR (the rules for which are set out in detail in the Solvency II rules and guidelines); (b) use an internal model (for which the approval of the supervisory authorities is required); or (c) use a partial internal model (a combination of the standard formula and an internal model). An internal model is developed by the insurance or reinsurance company in question, and should better reflect the actual risk profile of the insurance or reinsurance company than the standard formula. Aegon (as a group) uses a partial internal model.

In addition to the SCR, insurance and reinsurance companies should also calculate a Minimum Capital Requirement (MCR). This represents a lower level of financial security than the SCR, below which the level of eligible own funds held by the insurance or reinsurance company is not allowed to drop.

Insurance and reinsurance companies are required to hold eligible own funds against the SCR and MCR. The capital is divided into three tiers in accordance with the quality of the own funds. The lower tiers of own funds (tier 2 and tier 3) may only represent a certain part of the eligible own funds. Furthermore, the SCR may be covered up to limited amounts with off-balance sheet own funds (ancillary own funds such as letters of credits or guarantees). The MCR should be covered entirely by on-balance sheet items (basic own funds).

Pillar 2

Under Pillar 2, insurance and reinsurance companies are required to set up and maintain an adequate and effective system of governance, which includes an appropriate internal organization (such as policies and procedures), a risk governance system and an effective assessment of the risk and solvency position of the company (including a prospective assessment of risks), through the Own Risk and Solvency Assessment (ORSA) process. In general, Solvency II requires insurance and reinsurance companies to maintain an effective system of governance that is proportionate to the nature, scale and complexity of the insurance or reinsurance company. A number of risks that insurance or reinsurance companies face can only be addressed through proper governance structures, rather than quantitative requirements. The management body of the insurance or reinsurance company is ultimately responsible for the maintenance of an effective governance system.

Insurance and reinsurance companies are required to have an adequate and transparent organizational structure, with a clear

allocation and appropriate segregation of responsibilities. The system of governance should be subject to regular internal review. Solvency II requires insurance and reinsurance companies to have written policies in a number of areas (such as risk management, internal control, internal audit and outsourcing (where appropriate)). A number of key functions are required to be part of the system of governance (compliance, risk management, the actuarial function and internal audit). The persons responsible for these functions are required to be fit and proper.

The Pillar 2 requirements include specific requirements relating to the risk management system. This should cover at least the following areas: underwriting and reserving, asset-liability matching, investments (in particular derivatives and similar commitments), liquidity and concentration risk management, operational risk management, reinsurance and other risk mitigating techniques. Risk management relating to Solvency II is discussed in further detail in the section risk management on page 83. As part of the risk management system, insurance and reinsurance undertakings are required to undertake an ORSA, which includes the overall solvency needs of the undertaking, taking into account the risk profile, risk tolerance limits and business strategy, the ongoing compliance with Solvency II capital requirements and rules regarding technical provisions, and the extent to which the risk profile of the undertaking deviates from the assumptions underlying the calculation of the SCR. Solvency II Pillar 2 requirements also include detailed requirements with respect to outsourcing, including intra group outsourcing.

The Supervisory Review Process (SRP), which is part of Pillar 2, allows supervisory authorities to supervise the ongoing compliance of insurance and reinsurance undertakings with Solvency II requirements. Possible enforcement measures include the imposition of capital add-ons (for instance in the event that the risk profile of the undertaking deviates from the SCR calculation or if there are weaknesses in the system of governance), the requirement to submit and execute a recovery plan (in the event of a (threatening) breach of the SCR or MCR), and ultimately the revocation of an insurance or reinsurance license (to the extent the measures relate to an EU licensed insurance or reinsurance undertaking and not to the group as a whole, which does not have a license).

Pillar 3

Solvency II introduces new and more detailed reporting and disclosure requirements than formerly prescribed under the Solvency I framework. These requirements include non-public supervisory reporting on a quarterly and annual basis through regular supervisory reports (RSR), complemented by detailed quantitative reporting templates (QRTs) containing detailed financial data. In addition, it will be a requirement to publish a Solvency and Financial Condition Report (SFCR) on an annual basis.

Table of Contents

93

Group supervision

Solvency II not only imposes regulatory requirements on individual EU insurance and reinsurance undertakings; many of the requirements that apply to the individual insurance and reinsurance undertakings apply, with the necessary modifications, at group level. These requirements include group solvency requirements, group reporting and disclosure requirements, and requirements regarding the system of governance, risk management and internal control framework at group level. The group requirements do not include an MCR. Solvency II does however require groups to maintain eligible own funds, at least equal to a floor, as further defined in the Solvency II rules (the absolute floor of the group solvency), which can be considered to be an MCR at group level. Although entities that are not subject to solo supervision under Solvency II (such as entities in other financial sectors, non-financial entities, and regulated and non-regulated entities in third countries) are not directly subject to Solvency II requirements, these entities may be affected indirectly by the Solvency II group requirements. Entities in other financial sectors are, in most cases, taken into account in the group solvency calculation, applying the capital requirements of that specific financial sector (such as Basel III requirements for banks and certain investment firms) and using the deduction and aggregation method for inclusion of these entities in the group calculation (as opposed to the accounting consolidation method, which is the default method under Solvency II). However, subject to certain conditions, entities in other financial sectors may be included in accordance with the accounting consolidation method. In particular, this may be the case where the group supervisor (DNB) is satisfied as to the level of integrated management and internal control regarding these entities. Furthermore, DNB may require groups to deduct any participation from the own funds eligible for the Group Solvency ratio. Accordingly, Aegon will deduct its participation in Aegon Bank N.V. from Aegon's group solvency.

As referred to in the capital and liquidity management section, Aegon uses a combination of the two aggregation methods defined within the Solvency II framework to calculate the Group Solvency ratio, the Accounting Consolidation method and the Deduction and Aggregation method. Aegon applies the Accounting Consolidation method as the default method. However, for insurance entities domiciled outside the EEA for which provisional or full equivalence applies, such as the United

States, Aegon uses the Deduction and Aggregation method, with local regulatory requirements to bring these into the Group Solvency position. US insurance and reinsurance entities are included in Aegon's group solvency calculation in accordance with local US (RBC) requirements. Aegon uses 250% of the local RBC Company Action Level (CAL) as the SCR equivalent. The RBC and CAL are both described in more detail in note 46. The classification or tiering of Aegon's capital is based on distinct tier limits for the part of the group covered by Accounting Consolidation Method (where tier limits are based on the SCR of the consolidated part of the group, i.e. the consolidated group SCR) and for the part of the group covered by the Deduction and Aggregation Method. If a prudential regime of an equivalent or provisionally equivalent third country (such as the regulatory regimes in the United States) does not categorize own funds into tiers or defines tiers which are significantly different from those established under the Solvency II Directive, then, in line with EIOPA's opinion of January 27, 2016 (EIOPA-BoS-16-008), the own funds brought in by the Deduction and Aggregation Method are allocated to tiers according to the principles laid down in Articles 87 to 99 of the Solvency II Directive for each individual third-country insurance undertaking. Entities belonging to other financial sectors are usually included in the Group Solvency Calculation using prudential requirements applicable to that specific sector and using the Deduction and Aggregation Method.

Solvency II group supervision is exercised by a combination of the supervisory authorities of the local insurance and reinsurance entities and the group supervisor, which in Aegon's case is DNB. An important role in the cooperation between the supervisory authorities in the context of group supervision is played by the college of supervisors, in which the local and group supervisors are represented. This college is chaired by the group supervisor.

Financial conglomerate supervision

Since the beginning of October 2009, Aegon has been subject to supplemental group supervision by DNB in accordance with the requirements of the EU's Financial Conglomerate Directive. Supplemental group supervision pursuant to the Financial Conglomerate Directive includes supplementary capital adequacy requirements for financial conglomerates and supplementary supervision on risk concentrations and intra-group transactions in the financial conglomerate.

Table of Contents

94 Business overview **Regulation and Supervision**

G-SII designation

On November 3, 2015, Aegon was designated by the Financial Stability Board (FSB) as a Global Systemically Important Insurer (G-SII), based on an assessment methodology developed by the International Association of Insurance Supervisors (IAIS). The FSB reviews the G-SII designation annually. As a result of the G-SII designation, Aegon will be subject to an additional layer of direct supervision at group level. G-SIIs will be required (as of January 2019) to hold an additional capital buffer (Higher Loss Absorbing Capacity or HLA) in addition to the capital buffer (Basic Capital Requirements or BCR) internationally active insurance groups will be required to hold pursuant to IAIS

guidelines. Furthermore, within 12 months of a G-SII designation, G-SIIs will be required to develop a liquidity risk management plan, a systemic risk management plan, and an *ex ante* recovery plan. Relevant supervisory authorities will be required to: establish a crisis management group (within 6 months after G-SII designation); develop a resolution plan based on a resolution strategy and enter into a cross-border cooperation agreement (within 18 months); and conduct a resolvability assessment (within 24 months). The precise consequences of the G-SII designation are not yet fully clear, as relevant parts of the IAIS guidelines still need to be determined (and where appropriate, subsequently included in formal regulation).

Annual Report on Form 20-F 2015

Table of Contents

95

Report of the Supervisory Board

The Supervisory Board is entrusted with supervising and advising the Executive Board on management of the Company, and overseeing Aegon's strategy and the general course of its businesses.

Oversight and advice

In performing their duties, members of the Supervisory Board are guided by the interests of Aegon and the Company's stakeholders. The Supervisory Board is a separate corporate body, independent of the Executive Board. The Supervisory Board consists of nine members. For further details on its individual members, please see pages 103 and 104.

The Supervisory Board is charged with the supervision of the Executive Board, of the general course of affairs of the Company, and of its businesses.

The duties of the Supervisory Board with regard to the activities of members of the Executive Board are published in the Supervisory Board Charter, which is published on Aegon's corporate website, aegon.com. The Supervisory Board makes recommendations to the General Meeting of Shareholders concerning all appointments and reappointments to, and dismissals from, both the Executive Board and the Supervisory Board.

In addition, the Supervisory Board determines the remuneration of individual members of the Executive Board in line with the Remuneration Policy adopted at the Company's General Meeting of Shareholders. Overall accountability for Aegon's remuneration governance also resides with the Supervisory Board, which is advised by its Remuneration Committee. This includes the responsibility for designing, approving and maintaining the Aegon Group Global Remuneration Framework, including the remuneration policies for the Executive Board, Identified Staff, and for staff in Control Functions.

Corporate governance

Details of Aegon's corporate governance structure and a summary of the Company's compliance with the Dutch Corporate Governance Code and other relevant Codes and Regulations can be found on pages 113 and 116 of this Annual Report and in the Corporate Governance Statement published on Aegon's corporate website, aegon.com.

Composition of the Supervisory Board and**Executive Board****Supervisory Board**

The composition of the Board is discussed regularly in Board meetings and in particular by the Nominating and Governance Committee. An overview of the composition of the Supervisory Board in 2015 can be found on pages 103 and 104.

Mr. Leo van Wijk resigned as a member of the Board on May 20, 2015, at the end of his third and final term. The Board greatly benefitted from his knowledge and experience, and is grateful for his many contributions. On May 20, 2015, shareholders approved the appointment of Mr. Ben Noteboom to the Board for a term of four years.

All members of the Supervisory Board are considered independent under the terms of the Dutch Corporate Governance Code.

Executive Board

The Executive Board consists of two members, Alex Wynaendts, Chief Executive Officer (CEO), and Darryl Button, Chief Financial Officer (CFO). In compliance with the Dutch Corporate Governance Code, members of the Executive Board are appointed by shareholders for a term of four years, with the option of reappointment for additional four-year terms. Mr. Wynaendts' second term as CEO ended in 2015. Following the recommendation from the Nominating and Governance Committee, and in view of his broad international and financial services experience, his leadership and vision and his performance as CEO, the Supervisory Board proposed to the shareholders to reappoint Mr. Wynaendts at the Annual General Meeting of Shareholders of May 20, 2015, as a member of the Executive Board for another four-year term as of May 20, 2015. The Board has full confidence that with Mr. Wynaendts as CEO, Aegon is well-positioned to deliver on its purpose to help people achieve a lifetime of financial security. Shareholders reappointed Mr. Wynaendts as CEO to the Executive Board in the General Meeting of Shareholders of May 20, 2015. The appointment schedule and other information about members of the Executive Board are available on Aegon's corporate website, aegon.com.

Board meetings

Attendance

In 2015, the Supervisory Board had seven regular (face-to-face) meetings: four related to the quarterly results, one on the annual report, one on strategy and one on the budget and Medium Term Plan. In addition, there were seven conference calls, the majority of which were updates in between the face-to-face meetings. Meetings of the Committees of the Supervisory Board committees were usually held the day before the meetings of the full Supervisory Board. All but one of the regular board meetings were attended by all board members, and all committee meetings were attended by all committee members. An overview of the attendance by Supervisory Board members per meeting is provided in the following table.

Table of Contents**96 Governance Report of the Supervisory Board**

Name	Regular SB meeting	SB conference call	Audit Committee	Risk Committee	Remuneration Committee	Nomination &	Combined
						Governance Committee	Audit & Risk Committee
Rob Routs	7/7	7/7	-	-	6/6	6/6	1/1
Irv Bailey	7/7	7/7	6/6	-	6/6	-	1/1
Bob Dineen	7/7	7/7	6/6	4/4	-	-	1/1
Shemaya Levy	7/7	7/7	-	4/4	-	6/6	1/1
Ben Noteboom ¹⁾	4/4	4/4	3/3	-	3/3	-	1/1
Ben van der Veer	7/7	7/7	6/6	-	-	6/6	1/1
Dick Verbeek	7/7	7/7	6/6	4/4	-	3/3	1/1
Leo van Wijk ¹⁾	3/3	2/3	-	-	3/3	3/3	-
Corien Wortmann	7/7	7/7	-	4/4	6/6	-	1/1
Dona Young	7/7	7/7	6/6	4/4	-	-	1/1

¹ Where a Supervisory Board member retired from the Supervisory Board, stepped down from a Committee or was appointed throughout the year, only meetings during his / her tenure are taken into account.

Members of the Executive Board and Management Board were present at most of the Supervisory Board meetings held in 2015. At the request of the Supervisory Board, other Aegon executives also attended the meetings to provide reports and updates on specific topics. Representatives from Aegon's external auditor PwC attended the March Supervisory Board meeting on Aegon's annual report. PwC also attended all 2015 Audit Committee meetings. Regular Board meetings were preceded or followed by executive sessions – meetings of the Supervisory Board without the presence of Executive Board or Management Board members.

Activities

The key topics discussed during the 2015 Supervisory Board meetings were the quarterly results, Aegon's strategy, acquisitions, divestments and preparations for the introduction of the Solvency II capital regime in 2016.

Quarterly results were discussed on the basis of feedback from the Audit Committee. The full-year results reported in the Annual Report were discussed in the March meeting in the presence of the external auditor PwC.

The Supervisory Board was closely involved in defining the strategic direction for the Company. Plans and projects were discussed during executive sessions and in regular meetings. Agreement was reached on the strategic framework during the June meeting. This included the measures to achieve Aegon's financial targets, in particular a return on

equity of 10%. The strategic focus for all Business Units was discussed, in particular the strategies for the Americas, the Netherlands, UK, Central & Eastern Europe, Asia, and Asset Management. Digitization of the business is a key priority company-wide, changing it from a primarily product-oriented to a fully client-oriented company.

Acquisitions and divestments were discussed in the context of the strategy. The Supervisory Board supported the active management of the business portfolio with add-on acquisitions, the sale of underperforming businesses and disposals of entities that are no longer consistent with the strategy. While acquisitions and divestments of EUR 50 million or more require Supervisory

Board approval, smaller add-ons and divestments were also discussed.

Updates on the Company's readiness for the introduction of Solvency II were discussed during Board meetings. All current Supervisory Board members followed an extensive Solvency II education program. The annual strategy meeting in June was partly dedicated to a full update on all Solvency II preparations, with discussions on the expected Solvency II ratios for both the Group as a whole and for individual business units, in addition to operational readiness.

At the Supervisory Board meeting in December, the budget for 2016 was approved and the Medium Term Plans were discussed.

In 2015, Supervisory Board discussions included the following topics:

- ⌚ Strategy, including Aegon's sustainability program and business reviews;
- ⌚ Acquisitions, divestments and the restructuring of businesses;
- ⌚ Executive Board and senior management succession planning;
- ⌚ Senior appointments;
- ⌚ Executive remuneration;
- ⌚ Governance and composition of the Supervisory Board;
- ⌚ Technological developments and the application of these to enhance customer centricity;
- ⌚ Human resources, including talent development and results of the global employee survey;
- ⌚ Annual and quarterly results, dividend and the Group Medium Term Plan, including the 2016 budget and capital plan;
- ⌚ Capital position (including hedging programs to protect the capital position) and Solvency II;
- ⌚ Enterprise risk management;
- ⌚ Investor relations;
- ⌚ Legal, regulatory and compliance issues, and Aegon's engagement with regulators;
- ⌚ Accounting changes, including voluntary accounting policy changes adopted as of January 1, 2016;
- ⌚ Actuarial changes; and
- ⌚ IT and IT security.

Table of Contents

97

Highlights

One of the key focus areas of the Supervisory Board in 2015 was Solvency II, the European regulatory framework for insurers and insurance groups. Solvency II entered into force on January 1, 2016, and includes risk-based capital requirements, an Own Risk and Solvency Assessment (ORSA), group supervision, supervisory review processes, and reporting and disclosure requirements. Management presented regular updates on Solvency II and the Company's readiness to comply with it. In addition, the Board followed an extensive Solvency II education program. During the strategy offsite meeting in June 2015, in Budapest, Hungary, the Supervisory Board and the Management Board had extensive discussions about Group and business unit strategies, digital transformation and Solvency II. The Board reviewed the progress of the execution of Aegon's strategic objectives, and the challenges the Company faces. After the December 2014 Board review of Aegon's Sustainability Program, the Board discussed the progress of this program again in May 2015. Further details of Aegon's sustainability vision and progress are available in Aegon's 2015 Review.

In recognition of the importance of succession planning and talent management, the Board received updates from Aegon's Global Head of Human Resources on progress made towards achieving the objectives of the talent agenda: attracting new staff with a wide range of different skills and experience; identifying sufficient qualified succession candidates; and strengthening the talent pipeline for future succession. The Board also received and discussed the results of the annual Global Employee Survey.

During the year, the Board discussed various M&A transactions and divestitures: the strategic asset management partnership with La Banque Postale in France was completed in June; and Transamerica expanded its distribution partnership with Edward Jones and acquired Mercer's U.S. defined contribution record keeping business. The divestitures of Aegon's 35% equity stake in La Mondiale Participations in France, Clark Consulting in the US, and Aegon's Canadian life insurance business were also completed in 2015. In December of 2015, the Supervisory Board visited Denver, US, for an in-depth review of the Americas' strategy.

A long-lasting dispute ended after the appeal period of the court approval expired and the restrictions on the capital of the harbor workers' former pension fund Optas Pensioen N.V. were removed.

Results and budget

In February 2015, the Supervisory Board convened to discuss the results of the fourth quarter of 2014. In March 2015, the Supervisory Board reviewed and adopted Aegon's 2014 Annual Report, the Consolidated Financial Statements of Aegon N.V. and the Financial Statements of Aegon N.V.. In May, August and November, the Supervisory Board reviewed Aegon's first, second and third quarter 2015 results respectively.

In December 2015, the Supervisory Board and Management Board reviewed the Group Medium Term Plan, including the budget for 2016. The Boards took notice of the uncertainties and challenges in the coming years as described in the Plan. These included, among others: increased regulatory requirements, low interest rates, market volatility, digital developments and the changing distribution landscape. The Board discussed Aegon's cash flow and capital projections, together with the continued focus on cost efficiency. The Plan provides for a continuation of investments in digital capabilities to increase customer connectivity. The Board supported the Plan and approved the budget for 2016. The

Board also approved the 2016 capital plan and authorized the Executive Board to execute the capital plan in 2016. Discussions about the strategy process will be continued on a regular basis by both the Management Board and Supervisory Board.

Legal and compliance

In 2015, the Supervisory Board and the Audit Committee discussed a number of compliance, regulatory and legal topics relating to Europe, the United States, Asia, and Asset Management with management, the General Counsel and the Global Head Regulatory Compliance. In particular, the Board discussed the possible consequences of being designated as a Global Systematically Important Insurer (G-SII), restructuring of the Compliance and Operational Risk Management (ORM) operating models, and the relationship with local regulators.

After discussions in the Nominating and Governance Committee, the Board Profile and all Charters of the Supervisory Board, Supervisory Board Committees, Executive Board and Management Board were reviewed and updated. The updated Board Profile and Charters are available on Aegon's corporate website.

The Chairmen of the Supervisory Board, Audit and Risk Committees visited the group regulator (Dutch Central Bank, DNB) to discuss issues of strategy, risk management and compliance.

Educational sessions and Board review

The Board and its Committees received updates and presentations on topics ranging from Solvency II and investor relations, to developments in information security and reinsurance. The Audit Committee, joined by several other members of the Board, held a meeting that focused on the European regulatory framework for insurers and insurance groups in the run-up to Solvency II and the consequences for Aegon.

The Supervisory Board undertakes a Board self-assessment on an annual basis. In the beginning of 2015, the Supervisory Board met to review and discuss the results of the 2014 assessment in the absence of management. The Board agreed that it had continued to make progress, and that it functioned well and fulfilled its duties and responsibilities in a satisfactory way. In the same meeting, the Board listed the priorities for the Board to address in 2015. An external advisor interviewed each member of

Table of Contents**98 Governance Report of the Supervisory Board**

the Board on the basis of a completed written questionnaire towards the end of 2015. The 2015 review assessed the collective performance and effectiveness of the Board and its committees, and the performance of the Chairman.

The performance of the members of the Executive Board was discussed regularly during 2015 and at a dedicated meeting of the Nominating and Governance Committee in December. In February 2015 and in February 2016, respectively, the Supervisory Board reviewed the performance of individual members of the Management Board over the preceding calendar year.

Supervisory Board committees

The Supervisory Board has four committees that discuss specific issues in depth and prepare items about which the full Board makes decisions. The committees report verbally about their discussions to the full Supervisory Board at Supervisory Board meetings. Supervisory Board members receive all minutes of the committee meetings. Committee meetings are open to all members of the Board, regardless of membership of the committees. All committee reports have been prepared by the respective committees and were approved by the Supervisory Board. These provide an overview of the responsibilities and activities of the committees.

The four committees are the:

- ⌚ Audit Committee;
- ⌚ Risk Committee;
- ⌚ Nomination and Governance Committee; and
- ⌚ Remuneration Committee.

The Audit Committee**Composition**

On December 31, 2015, the composition of the Audit Committee was as follows:

- ⌚ Ben van der Veer (Chair)
- ⌚ Irving W. Bailey II
- ⌚ Robert W. Dineen
- ⌚ Ben J. Noteboom
- ⌚ Dirk P.M. Verbeek
- ⌚ Dona D. Young

The members of the Audit Committee meet all relevant independence and experience requirements of financial administration and accounting for listed companies. The Committee confirmed that all of its members qualified as independent according to Rule 10A-3 of the SEC, and it also confirmed that Ben van der Veer qualifies as a financial expert according to the terms and conditions of the Dutch Corporate Governance Code and the Sarbanes Oxley Act in the United States.

Role and responsibilities

As Aegon has both an Audit Committee and a Risk Committee, the risk management responsibilities as mentioned in the Dutch Corporate Governance Code are assigned to the Risk Committee. With regard to the oversight of the operation of the risk management framework and risk control systems, including supervising the enforcement of relevant legislation and regulations, the Audit Committee primarily relies on the Risk Committee as established by the Board.

The main role and responsibilities of the Audit Committee are to assist and advise the Supervisory Board in fulfilling its oversight responsibilities regarding:

- ⤿ The integrity of the consolidated interim and full-year financial statements and financial reporting processes;
- ⤿ Internal control systems and the effectiveness of the internal auditors; and
- ⤿ The performance of the external auditors and the effectiveness of the external audit process, including monitoring the independence and objectivity of PwC.

The Audit Committee reports to the Supervisory Board on its activities, identifying any matters about which it considers action or improvements are needed, and making recommendations as to the steps to be taken. For more information about the functioning of the Audit Committee, please see the Audit Committee Charter on aegon.com.

Committee meetings

In 2015, the Audit Committee had seven meetings including conference calls, one of which was a combined meeting with the Risk Committee of the Supervisory Board. The Audit Committee meetings are typically attended by the members of the Audit Committee, Aegon's Chief Financial Officer, Corporate Controller, Chief Risk Officer, internal auditor and partners of PwC, Aegon's external auditor. Members of Aegon's Group Risk, Group Legal and Investor Relations were often present at the Audit Committee meetings. Additional sessions were regularly held with internal and external auditors at the end of Audit Committee meetings. Members of the Executive Board were not present at these extra sessions.

At various meetings, the Audit Committee and the full Supervisory Board also reviewed the changes to Aegon's accounting policies relating to certain reinsurance transactions, in addition to insurance accounting for its business in the UK, as part of the execution of the financial strategy as announced in January 2016.

Table of Contents

99

Financial reporting

In discharging their responsibilities in respect of the 2015 interim and full year financial statements, the Audit Committee:

- ⌚ Reviewed the critical accounting policies (and proposed changes effective January 1, 2016) and compliance with applicable accounting standards and other disclosure requirements and received regular update reports on accounting and regulatory developments;
- ⌚ Reviewed PwC's quarterly board reports;
- ⌚ Reviewed and discussed with PwC, the Executive Board and the Management Board the annual management letter and follow up actions;
- ⌚ Received presentations on various topics by local business unit managers and chief financial officers; and
- ⌚ Reviewed and discussed areas of significant judgments in the preparation of the financial statements, including in particular: model validation remediation, investment valuation and impairments, economic and actuarial assumption setting, and the guarantee hedge programs.

The Audit Committee received detailed written and verbal reports from the external auditors on these matters. The Audit Committee was satisfied with the explanations provided and conclusions reached. Recurring items on the Audit Committee agenda in 2015 were Solvency II capital position and Solvency II reporting.

Risk management and internal controls

With respect to their oversight of accounting risk management and internal controls (provided they did not pertain to the work and responsibilities of the Risk Committee) the Audit Committee:

- ⌚ Reviewed and approved the internal audit plan for 2015 and monitored execution, including progress in respect of recommendations made;
- ⌚ Discussed quarterly updates on the activities of the internal audit function, together with details of progress on internal audits with the internal auditor. Focus areas in 2015 included hedging policies and processes, information security and progress on preparing for the new Solvency II regime (in relation to approval of partial internal model application); and
- ⌚ Discussed the internal control statement with the Executive Board.

The Audit Committee also reviewed Aegon's compliance with the US Sarbanes Oxley Act and regular reports from the Global Head Regulatory Compliance on operational risk. In addition, the Committee reviewed quarterly legal updates.

External audit effectiveness

The Audit Committee discussed and approved the external auditor's engagement letter and the audit plan for 2015. Aegon has well established policies on audit effectiveness and independence of auditors that set out, inter alia:

- ⌚ The review and evaluation of the external auditor and the lead partner of the external audit team on at least an annual basis;
- ⌚ Non-audit services performed by the external auditor;

- ⌚ Rotations of external auditor and lead partner as required by law; and
- ⌚ Discussion about planning and staffing of the external audit activities.

For more information about the policies relating to the effectiveness and independence of the external auditor, please see Annex A, B and C of the Audit Committee Charter, as revised in August 2015, on Aegon's corporate website, aegon.com.

The Risk Committee

Composition

On December 31, 2015, the composition of the Risk Committee was as follows:

- ⌚ Shemaya Levy (Chair)
- ⌚ Robert W. Dineen
- ⌚ Dirk P.M. Verbeek
- ⌚ Corien M. Wortmann-Kool
- ⌚ Dona D. Young

Role and responsibilities

Aegon has both an Audit Committee and a Risk Committee. The risk management responsibilities as mentioned in the Dutch Corporate Governance Code are allocated to the Risk Committee.

The main role and responsibilities of the Risk Committee are to assist and advise the Supervisory Board in fulfilling its oversight responsibilities regarding the effective operation and appropriateness of the Enterprise Risk Management (ERM) framework and internal control systems of Aegon N.V. and its subsidiaries and affiliates that comprise the Aegon Group. This includes:

- ⌚ risk strategy, risk tolerance and risk governance;
- ⌚ product development and pricing;
- ⌚ risk assessment;
- ⌚ risk responses and internal control effectiveness;
- ⌚ risk monitoring;
- ⌚ risk reporting; and
- ⌚ regulatory compliance.

Furthermore, the Risk Committee regularly reviews risk exposures as they relate to capital, earnings and compliance with risk policies. The Company's risk management is an important topic for the Supervisory Board, especially in the current financial climate.

For more information about the functioning of the Risk Committee, please see the Risk Committee Charter on aegon.com.

Table of Contents**100 Governance Report of the Supervisory Board****Committee meetings**

The Risk Committee works closely together with the Audit Committee and has an annual combined meeting, which was this year held in December. The focus during this combined meeting was on financial reporting and associated controls, key risk tolerances and risk management tools, IT security, and regulatory compliance matters, the latter of which included discussions about the status and scope of the Company's Solvency II (SII) Partial Internal Model (PIM) application, and the design of key control functions under this new regulatory regime.

The Risk Committee convened five times in 2015, including the combined meeting with the Audit Committee. The Company's Group Chief Risk Officer and the members of Aegon's Executive Board attended all meetings.

Recurring items on the Risk Committee agenda in 2015 were the quarterly risk dashboard and the Board risk list. The Risk Committee also discussed risk priorities and Aegon's risk strategy. The Recovery Plan, which was introduced in 2014, was updated in 2015.

In addition, the Risk Committee dedicated significant time overseeing the Company's preparations for Solvency II compliance and the PIM application process, including sessions on:

- ⌚ the Solvency II PIM design;
- ⌚ review of model validation findings; and
- ⌚ the Company's own risk and solvency assessment (ORSA).

The Nomination and Governance Committee**Composition**

On December 31, 2015, the composition of the Nomination and Governance Committee was as follows:

- ⌚ Robert J. Routs (Chair)
- ⌚ Shemaya Levy
- ⌚ Ben van der Veer
- ⌚ Dirk P.M. Verbeek

Role and responsibilities

The main role and responsibilities of the Nomination and Governance Committee are to assist and advise the Supervisory Board in fulfilling its responsibilities in the areas of Human Resources Management and Corporate Governance. This includes, inter alia:

- ⌚ board member and senior management succession planning;
- ⌚ drawing up selection criteria and procedures;
- ⌚ advising on and proposing nominations, appointments and reappointments;
- ⌚ reviewing and updating the board profile and charters for the Board and committees;
- ⌚ discussing annual employee survey; and
- ⌚

overseeing the corporate governance structure of the Company, compliance with the Dutch Corporate Governance Code and any other applicable corporate governance legislation and regulations.

Committee meetings

Aegon's Nomination and Governance Committee had six meetings in 2015. In addition to the committee members, these meetings are typically attended in whole or in part by the CEO, the Global Head of Human Resources and the General Counsel.

Supervisory Board related activities

The Nomination and Governance Committee discussed the composition of the Supervisory Board and its Committees, current and upcoming vacancies and governance topics. After updating the Supervisory Board Charter, updates for the Charters for the Audit Committee, Risk Committee, Remuneration Committee and Nomination and Governance Committee were prepared and discussed by the Nomination and Governance Committee during the course of 2015. To better reflect the activities of this Committee, the name was changed to the Nomination and Governance Committee. These updates were later discussed and approved by the full Supervisory Board. An update of the Supervisory Board Profile was also discussed and approved in 2015.

Executive Board related activities

The Nomination and Governance Committee discussed the reappointment process and the rationale supporting the proposal to the Annual General Meeting of shareholders (AGM) in May 2015 to reappoint Alex Wynaendts as Aegon's CEO. During the year, the Committee reviewed the composition of the Executive Board and Management Board, together with the functioning and effectiveness of their members as individuals and as a team. Acknowledging the importance of good succession planning, the Committee also discussed with the CEO and Aegon's Global Head of Human Resources the extent to which sufficient internal candidates are available to fill positions at Executive Board, Management Board and senior management level in the event of an emergency, and when positions open up in the future. The CEO also discussed changes in the global senior management team with the Nomination Committee and Governance Committee during the year. The Committee was kept apprised of developments in employee engagement, talent management and international mobility. In February 2015, the full Board discussed these topics extensively with the Global Head of Human Resources. As in previous years, the Board noted that Aegon continued to make progress to ensure proper succession planning is in place. The Board was pleased with the results of the annual Global Employee Survey, which was conducted in January in 2015.

Gender diversity

Enhancing gender diversity in the Executive, Management and Supervisory Board is an important issue for Aegon. Selection and appointment is based on expertise, skills and relevant experience. The Supervisory Board also takes gender diversity into account in view of its aim of having a balanced Executive and Management Board composition.

Table of Contents

101

The Supervisory Board is aware that its current composition does not meet the *balanced composition* requirement under Dutch law (at least 30% of the seats should be filled by women and at least 30% by men). Following the appointment of Corien M. Wortmann-Kool in 2014, the gap with the *balanced composition* was reduced. When identifying candidates for open positions, the Board actively searches for suitable female candidates. It also instructs external search firms to present female candidates. While this has had a positive effect, the requirement has not yet been met.

The Remuneration Committee**Composition**

On December 31, 2015, the composition of the Remuneration Committee was as follows:

- ⌚ Ben J. Noteboom (Chair)
- ⌚ Irving W. Bailey II
- ⌚ Robert J. Routs
- ⌚ Corien M. Wortmann-Kool

Role and responsibilities

The main role and responsibilities of the Remuneration Committee are to advise the Supervisory Board and prepare decisions to be taken by the Board. The Committee is designated to safeguard sound remuneration policies and practices within the Aegon Group by overseeing the development and execution of these policies and practices. This includes inter alia:

- ⌚ reviewing the Aegon Group Global Remuneration Framework and making recommendations on the outcomes;
- ⌚ preparing recommendations regarding variable compensation both at the beginning and after the end of the performance year;
- ⌚ to overseeing the remuneration of the Executive Board, Identified Staff and Group Control functions;
- ⌚ preparing the information provided to shareholders on remuneration policies and practices, including the Remuneration Report.

In 2015, the Compensation Committee Charter was updated. This included a name change from *Compensation Committee* to *Remuneration Committee* .

Committee meetings

The Remuneration Committee had six meetings in 2015, all of which were attended in whole or in part by the CEO. Other regular attendees were the Global Head of Human Resources and Aegon's General Counsel. During the year, the Committee considered advice from the independent external consultant, Towers Watson, on specific topics and ascertained that these consultants did not also advise the members of the Executive Board.

The scope of the Remuneration Committee has broadened in recent years as a result of successive new regulations introduced by the EU (the Capital Requirements Directive III and IV, or CRD III and IV), together with the Guidelines on Remuneration Policies and Practices issued by the Committee of European Banking Supervisors/European Banking Authority. These regulations have been implemented by way of the Decree on Sound Remuneration Policy (Regeling Beheerst Beloningsbeleid Wft 2011-RBB2) issued by the Dutch Central Bank.

The Committee discussed the effect of recent developments regarding regulatory and legislative changes on remuneration policy, including the Wbfo (Dutch legislation on Remuneration in the financial sector), effective as of February 2015. Particular attention was paid to the continuing public debate also during Aegon s AGM in May 2015 about executive remuneration in The Netherlands in relation to (future) legislation and interpretation thereof by the financial services industry. In addition, a number of discussions took place with regard to the extent to which disparities in pay between different countries affect the recruitment of senior management; and the best way to ensure a balance across the Company.

In 2015, the Remuneration Committee oversaw the further application, implementation and approval of Aegon s Group Global Remuneration Framework and the various policies and related procedures, including the Remuneration Policy for Identified Staff. This included:

- ⌚ setting the 2015 performance indicators and targets for remuneration purposes;
- ⌚ allocating variable compensation for 2014;
- ⌚ the scenario analysis of payout levels under the Executive Board Remuneration Policy; and
- ⌚ reviewing and/or approving the ex-ante assessments and ex-post assessments, any exemption requests under the remuneration policies, and changes to the list of Identified Staff.

Furthermore, the Committee discussed the results of the audit by the Internal Audit Department on the application of the Remuneration Framework in 2015.

Table of Contents

102 Governance [Report of the Supervisory Board](#)

[Annual Accounts](#)

This Annual Report includes the Annual Accounts for 2015, which were prepared by the Executive Board and discussed by both the Audit Committee and the Supervisory Board. The Annual Accounts are signed by the members of the Executive Board and the Supervisory Board, and are on the agenda of the 2016 Annual General Meeting of Shareholders. The Supervisory Board recommends the shareholders to adopt the Annual Accounts.

[Acknowledgment](#)

The members of the Supervisory Board are very grateful for the work undertaken by the Executive and Management Boards in pursuit of Aegon's purpose of helping people achieve a lifetime of financial security.

We would like to thank Aegon's employees for all they do to serve Aegon's millions of customers, and we would also like to express our thanks to Aegon's business partners and loyal customers for their continued confidence in the Company.

Finally, the Board wishes to thank all those who invest in Aegon for their continued trust and confidence.

The Hague, the Netherlands, March 25, 2016.

Robert J. Routs

Chairman of the Supervisory Board of Aegon N.V.

Annual Report on Form 20-F 2015

Table of Contents

103

Members of the Supervisory Board**Robert J. Routs (1946, Dutch)**

Chairman of the Supervisory Board

Chairman of the Nomination and Governance Committee

Member of the Remuneration Committee

Robert J. Routs is a former Executive Director for Downstream at Royal Dutch Shell. He was appointed to Aegon's Supervisory Board in 2008 and became Chairman in 2010. His current term as a member of the Aegon Supervisory Board ends in 2016. Mr. Routs is also Chairman of the Supervisory Board of Royal DSM N.V. and sits on the Board of Directors at ATCO Ltd., A.P. Møller - Mærsk A/S and AECOM Technology Corporation.

Irving W. Bailey II (1941, American)

Vice-Chairman of the Supervisory Board

Member of the Audit Committee

Member of the Remuneration Committee

Irving W. Bailey II is retired Chairman and Chief Executive Officer of Providian Corp., a former Managing Director of Chrysalis Ventures, and former Chairman of the Board of Directors of Aegon USA Inc. He was first appointed to Aegon's Supervisory Board in 2004. His current and final term will end in 2016. Mr. Bailey is also a senior advisor to Chrysalis Ventures Inc. (not listed).

Robert Dineen (1949, American)

Member of the Audit Committee

Member of the Risk Committee

Robert Dineen was Vice Chairman of Lincoln Financial Network and a member of the Senior Management Committee of Lincoln Financial Group, before retiring in 2013. Before joining Lincoln Financial Group, Mr. Dineen was Senior Vice President and head of Merrill Lynch's Managed Asset Group. He was appointed to Aegon's Supervisory Board in May 2014, and his current term will end in 2018. He has no other board memberships.

Shemaya Levy (1947, French)

Chairman of the Risk Committee

[Member of the Nomination and Governance Committee](#)

Shemaya Levy is retired Executive Vice President and Chief Financial Officer of the Renault Group. He was appointed to Aegon's Supervisory Board in 2005 and his current and final term will end in 2017. He is also a Vice-Chairman of the Supervisory Board of TNT Express N.V. and member of the Board of Directors of PKC Group Oyj.

Ben J. Noteboom (1958, Dutch)

[Chairman of the Remuneration Committee](#)

[Member of the Audit Committee](#)

Ben J. Noteboom worked for Randstad Holding N.V. from 1993 until 2013, where he was appointed member of the Executive Committee in 2001, and became CEO in 2003. Before joining Randstad, Mr. Noteboom worked for Dow Chemical in several international management functions from 1984 until 1993. He started his career in 1982 at Zurel as a management assistant. Mr. Noteboom was appointed to Aegon's Supervisory Board in 2015, and his current term will end in 2019. He is also a member of the Supervisory Boards of Ahold N.V. and Wolters Kluwer N.V.

Ben van der Veer (1951, Dutch)

[Chairman of the Audit Committee](#)

[Member of the Nomination and Governance Committee](#)

Ben van der Veer is former Chairman of the Board of Management of KPMG N.V.. He was appointed to Aegon's Supervisory Board in 2008, and his current term will end in 2016. In addition, he is a member of the Supervisory Board of TomTom N.V. and a non-executive member of the Boards of RELX N.V., RELX PLC and RELX Group PLC. He is also a member of the Supervisory Board of Royal FrieslandCampina N.V. (not listed).

Table of Contents

104 Governance [Members of the Supervisory Board](#)

[Dirk P.M. Verbeek \(1950, Dutch\)](#)

[Member of the Audit Committee](#)

[Member of the Risk Committee](#)

[Member of the Nomination and Governance Committee](#)

Dirk P.M. Verbeek is a former Executive Board member and Vice President Emeritus of Aon Group Inc.. Mr. Verbeek was appointed to Aegon's Supervisory Board in 2008, and his current term ends in 2016. He is also a member of the Supervisory Board of Aon Groep Nederland B.V. (not listed). Furthermore, he was advisor to the President and Chief Executive Officer of Aon Corporation, and is Chairman of the Benelux Advisory Board of Leonardo & Co. B.V. (not listed), member of the Advisory Boards of CVC Europe (not listed) and OVG Real Estate (not listed) and member of the INSEAD Dutch Council. Until December 2015 he was Chairman of the Supervisory Board of Robeco Groep N.V. (not listed).

[Corien M. Wortmann-Kool \(1959, Dutch\)](#)

[Member of the Risk Committee](#)

[Member of the Remuneration Committee](#)

Corien M. Wortmann-Kool was a Member of the European Parliament and Vice-President on Financial, Economic and Environmental affairs for the EPP Group (European People's Party). She was appointed to Aegon's Supervisory Board in May 2014, and her current term will end in 2018. Ms. Wortmann-Kool is Chairman of the Board of Stichting Pensioenfonds ABP (ABP), the Dutch public sector collective pension fund. She is also a member of the Supervisory Board of Het Kadaster, member of the Netherlands Central Bureau of Statistics (CBS) and member of the Supervisory Board of Save the Children Netherlands.

[Dona D. Young \(1954, American\)](#)

[Member of the Audit Committee](#)

[Member of the Risk Committee](#)

Dona Young is an executive/board consultant and retired Chairman, President and Chief Executive Officer of The Phoenix Companies, which was an insurance and asset management company during her tenure. She was appointed to Aegon's Supervisory Board in 2013, and her current term ends in 2017. Ms. Young is also member of the Board of Directors of Foot Locker, Inc. and a member of the Board of Trustees of Save the Children US (not listed). In 2015, Ms. Young was selected to the National Association of Corporate Directors' Directorship 100.

Table of Contents

105

Remuneration Report**Global Remuneration Principles**

The Aegon Group Global Remuneration Principles provide the foundation for remuneration policies and practices throughout Aegon. They are applied regionally and/or locally.

The key pillars of the Aegon Group Global Remuneration Principles are as follows:

- ⌚ Aegon remuneration is employee-oriented by: fostering a sense of value and appreciation in each individual employee; promoting the short- and long-term interests and well-being of all Aegon staff via fair compensation, pension and/or other benefits; supporting employees' career development; and supporting the (international) mobility of its staff;
- ⌚ Aegon remuneration is performance-related by: establishing a clear link between pay and performance by aligning objectives and target setting with performance evaluation and remuneration; reflecting individual as well as collective performance in line with Aegon's long-term interests; enhancing the transparency and simplicity of Aegon Group remuneration, consistent with the principle of pay for performance; avoiding any pay for non-performance;
- ⌚ Aegon remuneration is fairness-driven by: promoting fairness and consistency in Aegon's remuneration policies and practices, with remuneration packages that are well-balanced across the different echelons within Aegon and its business units; avoiding any discrimination in Aegon's remuneration structures, including, among others, discrimination based on nationality, race, gender, religion, sexual orientation, and/or cultural beliefs; creating global alignment in the total compensation of all Identified Staff; aiming at controlled market competitive remuneration, by providing total compensation packages in line with an appropriately established peer group at a regional unit, country and/or functional level; and
- ⌚ Aegon remuneration is risk-prudent by: aligning business objectives with risk management requirements in the target setting practices throughout the Aegon Group; giving an incentive to appropriate risk-taking behavior while discouraging the taking of excessive risks; protecting the risk alignment effects embedded in the remuneration arrangements of individual staff against any personal strategies or insurance to counter them.

The key pillars outlined above are set out in Aegon's Global Remuneration Framework (GRF). The GRF, which covers all Aegon staff, contains the guiding principles to support sound and effective remuneration policies and practices by ensuring consistency throughout the Aegon Group. The GRF is designed in accordance with relevant rules, guidelines and interpretations, for instance the Decree on Sound Remuneration Policy (Regeling beheerst beloningsbeleid (Rbb) Wft 2014) from DNB (the Dutch Central Bank), and the 2015 Act on the Remuneration Policy of

Financial Undertakings (Wet beloningsbeleid financiële ondernemingen, Wbfo 2015 stb 2015, 45).

Aegon's remuneration policies are derived from the GRF, among which is the Remuneration Policy for the Executive Board. These policies define specific terms and conditions for the employment of various groups of staff. In addition, all steps in the remuneration process, in addition to the involvement of Human Resources, Risk Management, Compliance and Audit, are governed by the GRF and its underlying policies.

Over the course of 2014, in anticipation of the Act on the Remuneration Policy of Financial Undertakings (which came into effect on February 7, 2015), Aegon aligned its GRF and related policies and practices to bring them into line with anticipated new regulations announced by the Dutch government. Among others, the legislation introduces caps on variable compensation that go beyond the maximums suggested by European legislation, and requires a minimum level of non-financial performance indicators for determining variable compensation as well as limitations to financial retention and severance arrangements. Aegon has been compliant with the Wbfo as of the official date that it came into force in the Netherlands. The maximum levels of variable compensation as defined by Wbfo were implemented for the majority of Aegon's organizations globally for the full performance year 2015 (similar regulations apply for Aegon Asset Management). The Wbfo has a provision that makes it possible to apply for a variable compensation maximum that is aligned with the European CRD IV compensation ratio (100% of fixed compensation at maximum level). This has been specifically created for all people working for the corporate office of companies with a strong international nature. In 2015, Aegon met the applicable criteria. Although the regular maximum levels of variable compensation apply in the Netherlands, Aegon has offered selected senior staff at its corporate office a maximum variable compensation opportunity in line with CRD IV remuneration ratios.

For compensation of staff outside Europe, the Company requested shareholder approval to pay a maximum of 200% of base salary as variable compensation for performance delivered by selected senior staff in positions that, based on local market practice, could exceed the 100% of base salary variable compensation set out in the legislation. The Company's capital is not adversely impacted by the maximum variable compensation that could be paid out.

Table of Contents**106 Governance Remuneration Report**

In line with the Wbfo, Aegon wishes to disclose the total amount of variable compensation paid in relation to performance year 2015. The total amount of variable compensation paid out in 2015 was EUR 204 million. In 2015, the total annual compensation paid out to 18 people was equal to or higher than EUR 1 million. These people worked for Aegon's Global Corporate Office, Aegon Americas, Asset Management and Aegon United Kingdom.

Role of Risk Management and Compliance

Variable compensation may have an impact on risk-taking behaviors and, as such, may undermine effective risk management. This can lead to excessive risk taking, which can have a material impact on the Company's financial soundness. To avoid such undesired effects, both the Risk Management and Compliance functions are involved in the design and execution of remuneration policies and practices.

The GRF includes separate remuneration policies for three specific groups of employees. This is in recognition of the fact that these employees' roles and responsibilities require specific risk mitigating measures and governance processes. These remuneration policies are for: (i) the Executive Board; (ii) material risk takers (Identified Staff¹); and (iii) Control Staff. Given the rationale for having a separate policy for material risk takers and the risk mitigating measures that are applied to the remuneration of these individuals, Risk Management is involved in deciding which positions are deemed Identified Staff. Furthermore, where exceptions to the policies are made to reflect local practices or regulations, Risk Management and Compliance are involved in order to ensure such exceptions do not undermine effective risk management and that sufficient mitigating measures are undertaken. Since 2011, in conjunction with Risk Management and Compliance, existing remuneration policies have been amended, including deferral and holding arrangements, payment in non-cash instruments, and specific ex-ante and ex-post measures.

In addition, the Risk Management and Compliance functions, together with the Human Resources and Finance functions, are responsible for the execution of the various ex-ante and ex-post measures that have been introduced by Aegon to ensure the GRF and associated practices are aligned with the defined risk tolerances and behaviors. In this respect, risk mitigating measures undertaken prior to the payout of compensation to individual employees (regardless of whether the compensation is deferred) are considered ex-ante measures. Retribution measures applied after payouts, or concerning allocated but deferred payments (before vesting of these payments) to ensure sustainability of performance, are considered ex-post measures.

Aegon endeavors to seek an appropriate balance of ex-ante and ex-post assessments to ensure effectiveness in both the short- and long-term risk taking behavior of employees.

General compensation practices

Aegon has a pay philosophy that is based on total compensation. This means that the aim is for total remuneration for experienced and competent employees to be consistent with compensation levels in the market in which Aegon operates and competes for employees. Total compensation typically consists of base salaries and where in line with local market practices variable compensation. Market survey information from reputable sources is used to provide information on competitive compensation levels and practices.

Variable compensation, if any, is capped at an appropriate level as a percentage of base pay. Variable compensation for senior management is usually paid out in cash and shares over multiple years, and is subject to further conditions being fulfilled. Additional holding periods may apply to shares after they have vested, restricting their sale for a further one to three years. Variable compensation already paid out may also be retrieved under certain circumstances (Claw-back).

More detailed information is provided in the following sections on the compensation practice for the Supervisory Board and Executive Board.

Supervisory Board Remuneration Policy 2015

Aegon s Remuneration Policy for members of its Supervisory Board is aimed at ensuring fair compensation, and protecting the independence of the Board s members. Terms and conditions for members of the Supervisory Board are part of Aegon s broader Remuneration Policy, and are the responsibility of the Company s Remuneration Committee.

Fees and entitlements

Members of the Supervisory Board are entitled to the following:

- ⌚ A base fee for membership of the Supervisory Board. No separate attendance fees are paid to members for attendance at the regular Supervisory Board meetings;
- ⌚ An attendance fee for each extra Board meeting attended, be it in person or by video and/or telephone conference;
- ⌚ A committee fee for members on each of the Supervisory Board s Committees;
- ⌚ An attendance fee for each Committee meeting attended, be it in person or through video and/or telephone conference; and
- ⌚ An additional fee for attending meetings that require intercontinental travel between the Supervisory Board member s home location and the meeting location.

1 In accordance with the Dutch Decree on Sound Remuneration Policy, the most recent annual disclosure of Identified Staff remuneration can be found on Aegon s corporate website:
<http://www.aegon.com/Documents/aegon-com/Governance/Governance-documents/>

Annual Report on Form 20-F 2015

Table of Contents

107

Each of these fees is a fixed amount. Members of Aegon's Supervisory Board do not receive any performance or equity-related compensation, and do not accrue pension rights with the Company. These measures are designed to ensure the independence of Supervisory Board members and to strengthen the overall effectiveness of Aegon's corporate governance.

Under the current policy, approved by shareholders on May 15, 2013, members of the Supervisory Board are entitled to the following payments:

Base fee for membership of the Supervisory Board	EUR / year
Chairman	80,000
Vice-Chairman	50,000
Member	40,000
Fee for membership of a Supervisory Board committee	EUR / year
Chairman of the Audit Committee	13,000
Member of the Audit Committee	8,000
Chairman of other committees	10,000
Member of other committees	5,000
Attendance fees	EUR
Extra Supervisory Board meeting	3,000
Audit Committee	3,000
Other committees	2,000

Information on members of the Supervisory Board and the composition of Aegon's four committees – Audit, Nomination and Governance, Remuneration and Risk – can be found on pages 98-104.

Supervisory Board Remuneration Report 2015

Members of Aegon's Supervisory Board received the following payments (in EUR) in 2015:

in EUR	2015	2014
Robert J. Routs	143,000	134,000
Irving W. Bailey, II	135,000	122,750
Robert W. Dineen (as of May 21, 2014)	121,000	70,125
Shemaya Levy	101,000	94,125
Ben. J. Noteboom (as of May 20, 2015)	69,250	-
Ben van der Veer	115,000	104,125
Dirk P.M. Verbeek	112,125	92,000
Corien M. Wortmann-Kool (as of May 21, 2014)	96,000	55,250
Dona D. Young	121,000	118,000
Total for active members	1,013,375	790,375
Antony Burgmans (up to April 1, 2014)	-	15,000
Kornelis J. Storm (up to May 21, 2014)	-	33,750
Leo M. van Wijk (up to May 20, 2015)	38,625	86,000
Total remuneration	1,052,000	925,125
VAT liable on Supervisory Board remuneration	220,920	194,276
Total	1,272,920	1,119,401

Not included in the table above is a premium for the mandatory health insurance paid on behalf of Dutch Supervisory Board members. Remuneration for Supervisory Board members is subject to Dutch VAT.

Table of Contents

108 Governance [Remuneration Report](#)

[Executive Board Remuneration Policy 2015](#)

[Executive Board remuneration](#)

Aegon's Executive Board is remunerated on the basis of the principles described in Aegon's GRF. Aegon's remuneration policy for members of the Executive Board is derived from this framework and sets out terms and conditions for members of the Company's Executive Board.

The Executive Board Remuneration Policy was prepared in accordance with the Dutch Corporate Governance Code and the Decree on Sound Remuneration Policy (Regeling beheerst belongingsbeleid (Rbb) Wft 2011, which was succeeded by Rbb Wft 2014) produced by DNB. It was adopted at the General Meeting of Shareholders on May 12, 2011. The Policy will remain in force until such time as the Supervisory Board proposes changes or amendments. Any material changes in the Executive Board Remuneration Policy must also be referred to the General Meeting of Shareholders for adoption.

[Role of the Remuneration Committee](#)

The Remuneration Committee of Aegon's Supervisory Board has overall responsibility for the Company's Remuneration Policies, including the Executive Board Remuneration Policy. Members of the Committee are drawn from the Supervisory Board.

Each year, Aegon's Remuneration Committee reviews Aegon's remuneration policies to ensure they remain in line with prevailing international standards. This review is based partly on information provided by Aegon's external advisor, Towers Watson. The advisor does not, however, advise individual members of the Executive and Supervisory Boards.

The Remuneration Committee may recommend changes to the policies to the Supervisory Board. Any material changes in the Executive Board Remuneration Policy must also be referred to the General Meeting of Shareholders for adoption.

[Review of the Remuneration Policy](#)

Aegon's Executive Board Remuneration Policy is reviewed every year by the Remuneration Committee. The policy applies to all members of Aegon's Executive Board.

[Ensuring pay remains competitive](#)

The Company regularly compares its levels of executive remuneration with those of other comparable companies. Companies included in the peer group are chosen according to the following criteria:

- ⌚ Industry (preferably life insurance);
- ⌚ Size (companies with similar number of employees, assets, revenue and market capitalization);
- ⌚ Geographic scope (preferably the majority of revenues generated outside of the country of origin); and
- ⌚ Location (companies based in Europe).

The peer group was reviewed in 2015. Compared with the 2014 sample Allianz and Mapfre were added, and ING Group was replaced by NN Group. The 2015 peer group therefore comprised the following fourteen companies: Allianz, Aviva, Axa, CNP Assurances, Generali, Legal & General, Mapfre, Münchener Rückversicherung, NN Group, Old Mutual, Prudential plc., Standard Life, Swiss Re, and Zurich Financial Services.

In addition, in order to monitor alignment with the general industry in the Netherlands, a reference group was established, comprising the 12 leading companies listed on Euronext Amsterdam, excluding financial services providers. Going forward, the Supervisory Board will also regularly review the composition of these two groups to ensure that they continue to provide a reliable and suitable basis for comparison.

Total compensation

For each member of the Executive Board, Aegon's Supervisory Board determines a maximum total compensation, reflecting the specific roles and responsibilities of the individual. Each year, the Supervisory Board reviews total compensation levels to ensure they remain competitive and provide proper, risk-based incentives to members of Aegon's Executive Board. To ensure Executive Board members are compensated in accordance with the desired market positioning, alignment to the desired market position needs to be addressed over time, in accordance with applicable rules, regulations and codes.

Consistent with the Executive Board Remuneration Policy, the total direct compensation for Executive Board members consists of fixed compensation and variable compensation. In particular, the variable compensation (both expressed as opportunity and actual payout levels) for Executive Board members at Aegon is lower than at peer and other non-financial companies.

The Supervisory Board conducts regular scenario analyses to determine the long-term effect on the level and structure of compensation granted to members of the Executive Board. The Supervisory Board (Remuneration Committee) has discussed and endorsed the 2015 total compensation for the Executive Board.

Fixed compensation

It is the responsibility of the Supervisory Board to determine fixed compensation for members of the Executive Board based on their qualifications, experience and expertise.

Variable compensation

Aegon believes that variable compensation strengthens the commitment of Executive Board members to the Company's objectives, business strategy, risk tolerance and long-term performance. Variable compensation is based on a number of individual and company performance indicators that are regularly evaluated by experts in the Company's Finance, Risk Management, Business Control, Audit, Human Resources and Compliance departments.

Table of Contents

109

This performance is determined using a mix of financial and non-financial indicators. Aegon believes these indicators provide an accurate and reliable reflection of both company and individual performance. The type of performance indicators are selected in accordance with the long-term goals of the Company. The level of the indicators should be challenging but achievable. The targets and levels are agreed by the Supervisory Board. Performance is assessed by Aegon's Remuneration Committee and validated by the full Supervisory Board.

For 2015, the performance period for variable compensation was one year. By implementing deferral and additional holding periods, Aegon believes that the long-term interests of Executive Board members are aligned with the interests of Aegon and its stakeholders.

Variable compensation, comprising both cash and shares, is conditionally granted at the beginning of each performance period. The number of conditionally granted shares is calculated using the value of one Aegon share at the beginning of this period. This value is equal to the average price on the Euronext Amsterdam stock exchange for the period December 15 to January 15. After the performance year, the Company assesses the realized performance against the performance indicators and compares the minimum, target and maximum levels of the performance indicators with the realized performance. The

amount of conditional variable compensation that can be allocated is then established. Variable compensation is allocated once the accounts for the financial year in question have been adopted by the Company's shareholders and after an ex-ante assessment.

The allocated variable compensation consists of equal parts of cash and shares, of which 40% is paid out (or vests) in the year following the performance year, and 60% is deferred to later years. This deferred portion remains conditional until it vests.

The deferred parts vest in equal tranches over a three-year period. After an ex-post assessment, which may lower the vesting parts, these individual parts are paid 50% in cash and 50% in shares. The shares are restricted for a further period of three years (with the exception of shares sold to meet income tax obligations).

The variable compensation payout can be illustrated by the following example and the table below. For every 1,000 variable compensation that is allocated following the performance period, 400 is paid out/vested in the year following that performance year (N in the following table). This part will be paid 50% in cash (=200) and 50% in shares vesting immediately ($=200 / 6.106^1 = 32$ shares). The remaining 600 is deferred and vests according to a pre-defined schedule.

Information on the expenses recognized for variable compensation and the status of awards are provided in note 53 of this report.

Variable compensation 2015

Variable compensation is initially granted based on performance, as measured against Aegon group targets and personal

objectives. These objectives represent a mix of financial and non-financial measures, providing an accurate and reliable reflection of corporate and individual performance. The mix of group measures versus personal performance measures is 60%-40%.

¹Based on VWAP December 15, 2014 – January 15, 2015.

Table of Contents**110 Governance Remuneration Report**

Objectives	Maximum % of variable	
	compensation	Performance indicator
		Group underlying earnings after tax, return on equity
Group financial IFRS based	21%	Group market consistent value of new business Operational free cash flow
Group financial risk adjusted based	27%	Group pre-tax return on required capital
Group sustainability	12%	Objective measuring corporate responsibility and strategy Individual basket of strategic and personal objectives related to
Personal objectives	40%	Aegon's strategy

Each year a one-year target is set for each performance indicator.

At an aggregated level, payments¹ are made as follows:

- ⌚ 50% of base salary if the threshold target is reached. This results in the allocation of EUR 288,518 and 47,252 shares for Mr Wynaendts and EUR 247,748 and 40,943 shares for Mr Button;
- ⌚ 80% of base salary if the pre-determined performance targets are met. This results in the allocation of EUR 461,628 and 75,602 shares for Mr Wynaendts and EUR 396,396 and 59,693 shares for Mr Button;
- ⌚ Up to 100% of base salary if the targets are exceeded. This results in the allocation of EUR 577,036 and 94,503 shares for Mr Wynaendts and EUR 495,496 and 74,617 shares for Mr Button.

If at an aggregated level the threshold target is not reached, no variable compensation related to the performance period will be made available.

Risk adjustment methodology (ex-ante)

At the end of the performance period, but prior to allocation of variable compensation, the Supervisory Board assesses whether (downward) modifications are needed. For this purpose, quantitative and qualitative measures at group, regional unit and individual level are taken into account, such as:

- ⌚ Breaches of laws and regulations;
- ⌚ Breaches of internal risk policies (including compliance);

- ⌚ Significant deficiencies or material weaknesses relating to the Sarbanes-Oxley Act; and
- ⌚ Reputation damage due to risk events.

Ex-post assessment and discretionary adjustments

The Supervisory Board uses its judgment in the assessment of the outcome of strategic/personal targets to ensure that, taken together, they represent a fair reflection of the overall performance of the Board member over the performance period.

In addition, the Supervisory Board applies an ex-post risk assessment to deferred payouts of variable compensation to determine whether allocated (that is, unvested) variable compensation should become unconditional (meaning it vests) or should be adjusted. This ex-post assessment is based on informed judgment by the Supervisory Board, taking into account significant and exceptional circumstances that are not (sufficiently) reflected in the initially applied performance indicators.

Implementation of this authority is on the basis of criteria such as:

- ⌚ The outcome of a re-assessment of the performance against the original financial performance indicators;
- ⌚ A significant downturn in the Company's financial performance;
- ⌚ Evidence of misbehavior or serious error by the participant;
- ⌚ Significant failure in risk management; and
- ⌚ Significant changes in the Company's economic or regulatory capital base.

The Supervisory Board asks the Remuneration Committee to review these criteria in detail prior to each vesting and to document its findings. Based on this analysis, the Committee may then put forward a proposal to the Supervisory Board to adjust unvested variable compensation. Deferred variable compensation may only be adjusted downwards. Ex-post, risk-based assessments concern deferred variable compensation, not fixed compensation.

Circuit breaker

For each performance indicator, variable compensation is only paid if the threshold level set for that performance indicator is reached.

Claw-back provision

Where variable compensation is based on incorrect data (including non-achievement of performance indicators in hindsight), or in the event of material financial restatements or individual gross misconduct, Aegon's Supervisory Board has the right to claim back variable compensation that has already been paid out or vested.

Pension arrangements

Members of Aegon's Executive Board are offered pension arrangements and retirement benefits. Benefits offered are consistent with Executive Board members' agreements.

1 Mr Button earned an annual salary in USD. Amounts are based on USD, converted to EUR, based on annual average exchange rates.

Table of Contents

111

Loans

Aegon does not grant Executive Board members personal loans, guarantees or other such arrangements, unless in the normal course of business and on terms applicable to all employees, and only with the approval of the Company's Supervisory Board.

Terms of Engagement Agreement

Members of the Executive Board are appointed for four years, and may then be re-appointed for successive mandates also for a period of four years.

Both Executive Board members have an Engagement Agreement with Aegon N.V., rather than a contract of employment. Mr Button continues to be employed by Transamerica Life Insurance while he is seconded on an expatriate assignment to the Netherlands.

Members of the Executive Board may terminate their engagement agreement with a notice period of three months. The Company must give six months' notice if it wishes to terminate the agreement of a member of its Executive Board.

The arrangements with current members of the Executive Board contain provisions for severance payments in the event that their agreement is terminated as a result of a merger or takeover. The Supervisory Board has taken appropriate steps to ensure the arrangements of members of the Executive Board are in line with the Executive Board Remuneration Policy.

Executive Board Remuneration Report

At the end of December 2015, Aegon's Executive Board had two members:

- ❧ Alexander R. Wynaendts, Chief Executive Officer and Chairman of the Executive Board. Mr. Wynaendts was appointed as a member of the Executive Board in 2003 for four years, and re-appointed in 2007 and 2011. At the General Meeting of Shareholders in 2015, Mr. Wynaendts was re-appointed for an additional four years.
- ❧ Darryl D. Button, Chief Financial Officer and member of the Executive Board, was appointed as a member of the Executive Board for four years at the Annual General Meeting of shareholders on May 15, 2013.

Fixed compensation

The fixed compensation of Mr. Button was increased in 2015 to USD 1.1 million (EUR 0.991 million) to further align his compensation towards the desired market position. The fixed compensation of Aegon's CEO remained unchanged in 2015 at EUR 1.154 million.

Conditional variable compensation awards 2015

Subject to the adoption of the annual accounts at the General Meeting of Shareholders on May 20, 2016, variable compensation for Executive Board members is set in cash and shares, based on both their individual and the

Company's performance. Targets for the performance indicators have been set in line with the agreed variable compensation targets and 2015 company budgets.

Table of Contents

112 Governance [Remuneration Report](#)

Performance as reported on the financial and non-financial Group performance indicators and targets resulted in a performance score of 44.90 % (maximum 60%). However, after incorporating model validation updates and assumption changes for the 2015 financial performance of the Group for the Executive Board members, the pay-out on the financial and non-financial Group performance indicators and targets was reduced to 41.94% (maximum 60%). The performance on personal objectives resulted in a pay-out of 38.00% and 37.20% for Mr Wynaendts and Mr Button respectively (maximum 40%).

Over the performance year 2015, Mr. Wynaendts was awarded EUR 922,611 in total conditional variable compensation. Mr. Button was awarded EUR 784,310.

Forty percent of variable compensation related to performance year 2015 is payable in 2016. This is split 50/50 in a cash payment and in an allocation of shares.

In 2016, Mr. Wynaendts and Mr. Button are eligible to receive a cash payment of EUR 184,522 and EUR 156,862 respectively.

The number of shares to be made available in 2016 is 30,219 for Mr. Wynaendts and 23,621 for Mr. Button. With regard to vested shares (with the exception of shares sold to meet income tax obligations), a retention (holding) period of a further three years is applicable before they are at the disposal of the Executive Board members.

The remaining part of variable compensation for the performance year 2015 (60% of the total, which for Mr. Wynaendts equates to EUR 276,783 and 45,330 shares, and for Mr. Button equates to EUR 235,292 and 35,433 shares) is to be paid out in future years, subject to ex-post assessments, which may result in downward adjustments and be subject to meeting additional conditions. In each of the years 2017, 2018 and 2019, 20% of the total variable compensation may be made available. Any payout is split 50/50 in a cash payment and an allocation of shares (vesting). After vesting (with the exception of shares sold to meet income tax obligations), a retention (holding) period is applicable for a further three years, before shares are at the disposal of the Executive Board members.

[Impact of ex-ante and ex-post assessment on attribution of variable compensation](#)

No variable compensation from previous performance years payable in 2015 has been adjusted downwards in 2015.

No circumstances have been identified to lower payout of the deferred payment from prior performance years that vest in 2016 (the so called ex-post assessment) or to lower the payout of the up-front payment of the 2015 performance year variable compensation that vests in 2016 (the so called ex-ante assessment).

Table of Contents

113

Corporate governance

Aegon is incorporated and based in the Netherlands. As a company established in the Netherlands, Aegon must comply with Dutch law and is subject to the Dutch Corporate Governance Code.

The shareholders**Listing and shareholder base**

Aegon's common shares are listed on Euronext Amsterdam and the New York Stock Exchange. Aegon has institutional and retail shareholders around the world. More than three-quarters of shareholders are located in Aegon's three main markets, the Netherlands, United States and the United Kingdom. Aegon's largest shareholder is Vereniging Aegon, a Dutch association with a special purpose to protect the broader interests of the Company and its stakeholders.

General Meeting of Shareholders

A General Meeting of Shareholders is held at least once a year and, if deemed necessary, the Supervisory or Executive Board of the Company has the authority to convene an Extraordinary General Meeting of Shareholders. The main function of the General Meeting of Shareholders is to decide matters such as the adoption of annual accounts, the approval of dividend payments and (re)appointments to the Supervisory Board and Executive Board of Aegon.

Convocation

Meetings are convened by public notice at least 42 days before the meeting. The convocation states the time and location of the meeting, the record date, the agenda items, and the procedures for admittance to the meeting and representation at the meeting by means of a written proxy. Those shareholders who alone or jointly represent at least 1% of Aegon's issued capital or a block of shares worth at least EUR 100 million may request items be added to the agenda of a General Meeting of Shareholders. In accordance with Aegon's Articles of Association, such a request will be granted if it is received in writing at least 60 days before the meeting, and if there are no important interests of the Company that dictate otherwise.

Record date

The record date is used to determine shareholders' entitlements with regard to their participation and voting rights. In accordance with Dutch law, the record date is 28 days before the day of the General Meeting of Shareholders.

Attendance

Every shareholder is entitled to attend the General Meeting to speak and vote, either in person or by proxy granted in writing. This includes proxies submitted electronically. All shareholders wishing to take part must provide proof of their identity and shareholding, and must notify the Company ahead of time of

their intention to attend the meeting. Aegon also solicits proxies from New York registry shareholders in line with common practice in the United States.

Voting at the General Meeting

At the General Meeting, each common share carries one vote. In the absence of a Special Cause, Vereniging Aegon casts one vote for every 40 common shares B it holds.

Supervisory Board

Aegon's Supervisory Board oversees the management of the Executive Board, in addition to the Company's business and corporate strategy. The Supervisory Board must take into account the interests of all Aegon stakeholders. The Supervisory Board operates according to the principles of collective responsibility and accountability.

Composition of the Supervisory Board

Members of the Supervisory Board are appointed by the General Meeting of Shareholders, following nomination by the Supervisory Board itself. Aegon aims to ensure that the composition of the Company's Supervisory Board is well balanced in terms of professional background, geography and gender. A profile exists, outlining the required qualifications of its members. Supervisory Board members are no longer eligible for appointment after the age of 70, unless the Supervisory Board decides to make an exception. Remuneration of the Supervisory Board members is determined by the General Meeting of Shareholders. At present, Aegon's Supervisory Board consists of nine non-executive members.

Committees

The Supervisory Board also oversees the activities of several of its committees. These committees are composed exclusively of Supervisory Board members and deal with specific issues related to Aegon's financial accounts, risk management strategy, executive remuneration and appointments. These committees are the:

- ∩ Audit Committee;
- ∩ Risk Committee;
- ∩ Remuneration Committee; and
- ∩ Nomination and Governance Committee.

Executive Board

Aegon's Executive Board is charged with the overall management of the Company and is therefore responsible for achieving Aegon's aims and developing the strategy and its associated risk profile, in addition to overseeing any relevant sustainability issues

Table of Contents

114 Governance [Corporate governance](#)

and the development of the Company's earnings. Each member has duties related to his or her specific area of expertise.

Aegon's Articles of Association determine that for certain decisions the Executive Board must seek prior approval from the Supervisory Board and/or the approval of the General Meeting of Shareholders. In addition, the Supervisory Board may also subject other Executive Board decisions to its prior approval.

[Composition of the Executive Board](#)

The Executive Board of Aegon has two members: Alex Wynaendts, who is Chief Executive Officer (CEO) and Chairman of the Executive Board, and Darryl Button, who is Aegon's Chief Financial Officer (CFO) and member of the Executive Board.

The number of Executive Board members and their terms of employment are determined by the Company's Supervisory Board. Executive Board members are appointed by the General Meeting of Shareholders, following nomination by the Supervisory Board.

The members of the Executive Board have an engagement agreement with the company rather than an employment contract. The Company's Remuneration Policy for the Executive Board limits exit arrangements to a maximum of one year of salary.

[Management Board](#)

Aegon's Executive Board is assisted in its work by the Company's Management Board, which has seven members, including the members of the Executive Board. Aegon's Management Board is composed of Alex Wynaendts, Darryl Button, Adrian Grace, Tom Grondin (who was succeeded by Allegra van Hövell-Patrizi on January 1, 2016), Marco Keim, Gábor Kepecs and Mark Mullin.

[Capital, significant shareholders and exercise of control](#)

As a publicly-listed company, Aegon is required to provide the following detailed information regarding any structures or measures that may hinder or prevent a third party from acquiring the Company or exercising effective control over it.

[The capital of the Company](#)

Aegon has authorized capital of EUR 1,080 million, divided into 6 billion common shares and 3 billion common shares B, each with a par value of EUR 0.12. As of December, 31 2015, a total of 2,147,036,826 common shares and 585,022,160 common shares B had been issued.

Depository receipts for Aegon shares are not issued with the Company's cooperation.

Each common share carries one vote. There are no restrictions on the exercise of voting rights by holders of common shares, be it regarding the number of votes or the time period in which they may be exercised.

All common shares B are held by Vereniging Aegon, the Company's largest shareholder. The nominal value of the common shares B is equal to the nominal par value of a common share. This means that common shares B also carry one vote per share. However, the voting rights attached to common shares B are subject to restrictions as laid down in the Voting Rights Agreement, under which Vereniging Aegon may cast one vote for every 40 common shares B it holds in the absence of a Special Cause.

The financial rights attached to a common share B are one-fortieth (1/40th) of the financial rights attached to a common share. The rights attached to the shares of both classes are otherwise identical. For the purpose of the issuance of shares, reduction of issued capital and the transfer of common shares B, the value or the price of a common share B is determined as one-fortieth (1/40th) of the value of a common share. For such purposes, no account is taken of the difference between common shares and common shares B in terms of the proportion between financial rights and voting rights.

Significant shareholdings

On December 31, 2015, Vereniging Aegon, Aegon's largest shareholder, held a total of 292,687,444 common shares and 585,022,160 common shares B.

Under the terms of the 1983 Merger Agreement as amended in May 2013, Vereniging Aegon has the option to acquire additional common shares B. Vereniging Aegon may exercise its call option to keep or restore its total stake to 32.6% of the voting rights, irrespective of the circumstances that caused the total shareholding to be or become lower than 32.6%.

To Aegon's knowledge based on the filings made with the Netherlands Authority for Financial Markets, the AFM, the US based investment management firm Dodge & Cox holds a capital and voting interest in Aegon of 3%. Based on its last filing with the Dutch Autoriteit Financiële Markten on July 1, 2013 the Dodge & Cox International Stock Fund stated to hold 83,320,454 common shares and voting rights which represents 3.0% of the capital issued as at December 31, 2015. On February 12, 2016, Dodge & Cox's filing with the US Securities and Exchange Commission (SEC) shows that Dodge & Cox holds 252,801,195 common shares, representing 9.3% of the issued capital, and has voting rights for 246,721,656 shares, representing 9.0% of the votes as at December 31, 2015. The SEC filing also shows that of this number of shares Dodge & Cox International Stock Fund holds 130,337,763 common shares, which represents 4.8% of the issued capital as at December 31, 2015. The remainder of the common shares registered in name of Dodge & Cox with the SEC are held by Dodge & Cox on behalf of its other clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts. The filing of Franklin Resources, Inc. (FRI), a US-based investment management firm, with the SEC on February 3, 2016,

Table of Contents

115

shows that FRI holds 135,002,163 common shares, representing 4.9% of the issued capital as at December 31, 2015. The SEC filing also shows that the common shares are held by various entities to whom they provide asset management services. Each of these entities hold less than 3% of the issued capital as at December 31, 2015.

Special control rights

As a matter of Dutch corporate law, the common shares and the common shares B offer equal full voting rights, as they have equal nominal value (EUR 0.12). The Voting Rights Agreement entered into between Vereniging Aegon and Aegon provides that under normal circumstances, i.e. except in the event of a Special Cause, Vereniging Aegon is not allowed to exercise more votes than is proportionate to the financial rights represented by its shares. This means that in the absence of a Special Cause, Vereniging Aegon may cast one vote for every common share it holds and one vote only for every 40 common shares B it holds. In the event of a Special Cause, Vereniging Aegon may cast one vote for every common share and one vote for every common share B. A Special Cause may include:

- ⚡ The acquisition by a third party of an interest in Aegon N.V. amounting to 15% or more;
- ⚡ A tender offer for Aegon N.V. shares; or
- ⚡ A proposed business combination by any person or group of persons, whether acting individually or as a group, other than in a transaction approved by the Company's Executive and Supervisory Boards.

If Vereniging Aegon, acting at its sole discretion, determines that a Special Cause has arisen, it must notify the General Meeting of Shareholders. In this event, Vereniging Aegon retains full voting rights on its common shares B for a period limited to six months. Vereniging Aegon would, for that limited period, command 32.6% of the votes at a General Meeting of Shareholders.

Issue and repurchase of shares

New shares may be issued up to the maximum of the Company's authorized capital, following a resolution adopted by the General Meeting of Shareholders. Shares may also be issued following a resolution of the Executive Board, providing, and to the extent that, the Board has been authorized to do so by the General Meeting of Shareholders. A resolution authorizing the Executive Board to issue new shares is usually presented at Aegon's Annual General Meeting of Shareholders.

Aegon is entitled to acquire its own fully paid-up shares, providing it acts within existing statutory restrictions. Shareholders usually authorize the Executive Board to purchase the Company's shares under terms and conditions determined by the General Meeting.

Transfer of shares

There are no restrictions on the transfer of common shares. Common shares B can only be transferred with the prior approval of Aegon's Supervisory Board.

Aegon has no knowledge of any agreement between shareholders that might restrict the transfer of shares or the voting rights pertaining to them.

Significant agreements and potential change of control

Aegon is not party to any significant agreements that would take effect, alter or terminate as a result of a change of control following a public offer for the outstanding shares of the Company, other than those customary in financial markets (for example, financial arrangements, loans and joint venture agreements).

Share plan

Senior executives at Aegon companies and some other employees are entitled to variable compensation of which part is granted in the form of shares. For further details, please see the remuneration-report on page 105 and note 53 of the notes to Aegon's consolidated financial statements of this Annual Report. Under the terms of existing share plans the vesting of granted rights is predefined. The shares shall vest as soon as possible in accordance with payroll requirements of a subsidiary after the adoption of the Company's Annual Report at the Annual General Meetings of Shareholders in the year of vesting of these shares.

Appointing, suspending or dismissing Board members

The General Meeting of Shareholders appoints members of both the Supervisory and Executive Boards, following nominations by the Supervisory Board. These nominations are binding providing at least two candidates are nominated. The General Meeting of Shareholders may cancel the binding nature of these nominations with a majority of two-thirds of votes cast, representing at least one half of Aegon's issued capital. The General Meeting may, in addition, bring forward a resolution to appoint someone not nominated by the Supervisory Board. Such a resolution also requires a two-thirds majority of votes cast, representing at least one half of Aegon's issued capital.

Members of Aegon's Supervisory and Executive Boards may be suspended or dismissed by the General Meeting of Shareholders with a two-thirds majority of votes cast, representing at least one half of Aegon's issued capital, unless the suspension or dismissal has first been proposed by the Company's Supervisory Board. A member of the Executive Board may also be suspended by the Supervisory Board, although the General Meeting of Shareholders has the power to annul this suspension.

Amending the Articles of Association

The General Meeting of Shareholders may, with an absolute majority of votes cast, pass a resolution to amend Aegon's Articles of Association or to dissolve the Company, in accordance with a proposal made by the Executive Board and approved by the Supervisory Board.

Table of Contents**116 Governance** **Corporate governance****Dutch Corporate Governance Code**

As a company based in the Netherlands, Aegon adheres to the Dutch Corporate Governance Code and supports its principles for sound and responsible corporate governance. Aegon regards the Code as an effective means to help ensure that the interests of all stakeholders are duly represented and taken into account. The most recent version of the Code came into force on January 1, 2009. It is the responsibility of both the Supervisory Board and the Executive Board to oversee Aegon's overall corporate governance structure. Any substantial change to this structure is submitted to the General Meeting of Shareholders for discussion.

In general, Aegon applies the best practice provisions set out in the Code and a detailed explanation is given below for those instances where Aegon does not fully apply the best practice provisions of the Code. In these few instances, Aegon adheres, as much as is possible, to the spirit of the Code.

Code II.3.3

The Dutch Corporate Governance Code recommends that a member of the Executive Board should not take part in discussions or decision-making related to a subject or transaction in which he or she has a conflict of interest.

Aegon's position on Code II.3.3

In line with Dutch law, members of the Executive Board do not take part in discussions or decision-making related to a subject or transaction in which he or she has a personal conflict of interest. That notwithstanding, Aegon's CEO and CFO are also members of the Executive Committee of the Company's largest shareholder, Vereniging Aegon. While this may be construed as a business-related conflict of interest, under Vereniging Aegon's Articles of Association, Aegon's CEO and CFO are specifically excluded from voting on issues directly related to Aegon or their position within it. Aegon's Supervisory Board holds the view that, given the historic relationship between Aegon and Vereniging Aegon, it is not in the Company's best interests to prevent Aegon's CEO and CFO from participating in discussions and decision-making related to Vereniging Aegon. For this reason, a protocol authorizes the CEO and CFO to continue their activities regarding Vereniging Aegon. The text of this protocol is available on Aegon's website, aegon.com.

Code IV.1.1

The Dutch Corporate Governance Code states that the General Meeting of Shareholders may cancel the binding nature of nominations for the appointment of members to the Executive and Supervisory Boards with an absolute majority of votes and a limited quorum.

Aegon's position on Code IV.1.1

Aegon's Articles of Association provide for a larger majority and a higher quorum than those advocated by the Code. Given that the Company has no specific anti-takeover measures, the current system is deemed appropriate within the context of the 1983 Merger Agreement under which Aegon was formed. However, to mitigate any possible negative effects stemming from this, the Supervisory Board has decided that, in the absence of any hostile action, it will only make nominations for the appointment of members to the Executive and Supervisory Boards that are non-binding in

nature.

Corporate Governance Statement

For an extensive review of Aegon's compliance with the Dutch Corporate Governance Code, please refer to the Corporate Governance Statement on Aegon's corporate website.

Annual Report on Form 20-F 2015

Table of Contents

117

Differences between Dutch and US company laws

Dutch company law is different from US law in the following respects: Aegon, like most large Dutch public companies, has a two-tier governance system comprising an Executive Board and a Supervisory Board. The Executive Board is the executive body. Its members are not Aegon employees and have an engagement agreement with the Company. Members of the Executive Board are appointed and dismissed by the General Meeting of Shareholders, as inside directors are in the United States. The Remuneration Policy as regards the members of the Executive Board is adopted by the General Meeting of Shareholders. The number of the Executive Board members and the terms of their engagement are determined by the Supervisory Board within the scope of the adopted Remuneration Policy.

The Supervisory Board performs supervisory and advisory functions only, and its members are outsiders that are not employed by the Company. The Supervisory Board has the duty to supervise the performance of the Executive Board, the Company's general course of affairs and the business connected with it. The Supervisory Board also assists the Executive Board by giving advice. Other powers of the Supervisory Board include the prior approval of certain important resolutions of the Executive Board. Members of the Supervisory Board are appointed for a four-year term and may be dismissed by the General Meeting of Shareholders. The remuneration of Supervisory Board members is fixed by the General Meeting of Shareholders. Resolutions entailing a significant change in the identity or character of the Company or its business require the approval of the General Meeting of Shareholders.

Table of Contents

118 Governance **Code of ethics**

Code of ethics

Aegon has in place a code of ethics, titled the Code of Conduct, which contains Aegon's ethical principles in relation to various subjects. This Code of Conduct applies to all directors, officers (regardless of the contractual basis of their employment) and the employees of all Aegon companies. This includes members of the Executive Board, the Management Board and the Supervisory Board of Aegon N.V. as well as other executive and non-executive or supervisory directors of Aegon companies.

The current version of the Code of Conduct came into force in 2012 and gives a clearer commitment to a customer-centric approach. No waivers were granted in respect of the Code of Conduct, which is posted on aegon.com.

Annual Report on Form 20-F 2015

Table of Contents

119

Controls and procedures**Disclosure controls and procedures**

At the end of the period covered by this Annual Report, Aegon's management carried out an evaluation, under the supervision and with the participation of its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of Aegon's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, Aegon's CEO and CFO concluded that, as of December 31, 2015, the disclosure controls and procedures were effective. There have been no material changes in the Company's internal controls or in other factors that could significantly affect internal controls over financial reporting subsequent to the end of the period covered by this Annual Report.

Due to the listing of Aegon shares on the New York Stock Exchange, Aegon is required to comply with the US Securities and Exchange Commission regulations adopted pursuant to Section 404 of the Sarbanes-Oxley Act, or SOX 404. These regulations require that Aegon's CEO (the Chairman of the Executive Board) and CFO report on and certify the effectiveness of Aegon's internal controls over financial reporting on an annual basis. Furthermore, external auditors are required to provide an opinion on the effectiveness of Aegon's internal controls over financial reporting. The SOX 404 statement by the Executive Board is stated below, followed by the report of the external auditor.

Management's Annual Report on internal control over financial reporting

The directors and management of Aegon are responsible for establishing and maintaining adequate internal control over financial reporting. Aegon's internal control over financial reporting is a process designed under the supervision of Aegon's principal executive and financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of its published financial statements. Internal control over financial reporting includes policies and procedures that:

- ⌚ Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ⌚ Provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with the generally accepted accounting principles;
- ⌚ Provide reasonable assurance that receipts and expenditures are made only in accordance with the authorizations of management and directors of the Company; and
- ⌚ Provide reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on Aegon's financial statements would be prevented or detected in a timely manner.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management assessed the effectiveness of Aegon's internal control over financial reporting as of December 31, 2015.

Edgar Filing: AEGON NV - Form 20-F

In making its assessment management used the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO, 2013 framework).

Based on the assessment, management concluded that, in all material aspects, the internal control over financial reporting was effective as of December 31, 2015. They have reviewed the results of its work with the Audit Committee of the Supervisory Board.

The effectiveness of internal control over financial reporting as of December 31, 2015, was audited by PricewaterhouseCoopers Accountants N.V., an independent registered public accounting firm, as stated in their auditor's report on the Annual Report on Form 20-F on page 316.

The Hague, the Netherlands, March 25, 2016

The Executive Board of Aegon N.V.

Table of Contents

120

This page has been intentionally left blank.

Annual Report on Form 20-F 2015

Table of Contents

Table of Contents**122 Consolidated financial statements of Aegon N.V.****Table of contents****Consolidated financial statements of Aegon N.V.**

<u>Exchange rates</u>	124
<u>Consolidated income statement of Aegon N.V.</u>	126
<u>Consolidated statement of comprehensive income of Aegon N.V.</u>	127
<u>Consolidated statement of financial position of Aegon N.V.</u>	128
<u>Consolidated statement of changes in equity of Aegon N.V.</u>	129
<u>Consolidated cash flow statement of Aegon N.V.</u>	132

Notes to the consolidated financial statements

1	<u>General information</u>	133
2	<u>Summary of significant accounting policies</u>	133
3	<u>Critical accounting estimates and judgment in applying accounting policies</u>	156
4	<u>Financial risks</u>	159
5	<u>Segment information</u>	187
6	<u>Premium income and premiums paid to reinsurers</u>	195
7	<u>Investment income</u>	196
8	<u>Fee and commission income</u>	196
9	<u>Income from reinsurance ceded</u>	196
10	<u>Results from financial transactions</u>	197
11	<u>Other income</u>	198
12	<u>Policyholder claims and benefits</u>	199
13	<u>Profit sharing and rebates</u>	199
14	<u>Commissions and expenses</u>	199
15	<u>Impairment charges / (reversals)</u>	203
16	<u>Interest charges and related fees</u>	203
17	<u>Other charges</u>	204
18	<u>Income tax</u>	204
19	<u>Earnings per share</u>	206
20	<u>Dividend per common share</u>	206
21	<u>Intangible assets</u>	208
22	<u>Investments</u>	210
23	<u>Investments for account of policyholders</u>	213
24	<u>Derivatives</u>	213
25	<u>Investments in joint ventures</u>	217
26	<u>Investments in associates</u>	219
27	<u>Reinsurance assets</u>	219
28	<u>Deferred expenses</u>	221
29	<u>Assets and liabilities held for sale</u>	222
30	<u>Other assets and receivables</u>	223
31	<u>Cash and cash equivalents</u>	225

32	<u>Shareholders equity</u>	227
33	<u>Other equity instruments</u>	233
34	<u>Subordinated borrowings</u>	235
35	<u>Trust pass-through securities</u>	235
36	<u>Insurance contracts</u>	235
37	<u>Investment contracts</u>	239
38	<u>Guarantees in insurance contracts</u>	240
39	<u>Borrowings</u>	244
40	<u>Provisions</u>	246
41	<u>Defined benefit plans</u>	246
42	<u>Deferred gains</u>	253
43	<u>Deferred tax</u>	253
44	<u>Other liabilities</u>	255
45	<u>Accruals</u>	255
46	<u>Capital and solvency</u>	256
47	<u>Fair value</u>	258
48	<u>Commitments and contingencies</u>	271
49	<u>Transfers of financial assets</u>	275
50	<u>Offsetting, enforceable master netting arrangements and similar agreements</u>	278
51	<u>Business combinations</u>	279
52	<u>Group companies</u>	280
53	<u>Related party transactions</u>	281
54	<u>Events after the balance sheet date</u>	288

Annual Report on Form 20-F 2015

Table of Contents

123

Financial statements of Aegon N.V.

<u>Income statement of Aegon N.V.</u>	290
<u>Statement of financial position of Aegon N.V.</u>	291

Notes to the financial statements

1	<u>General information</u>	292
2	<u>Summary of significant accounting policies</u>	292
3	<u>Shares in group companies</u>	295
4	<u>Loans to group companies</u>	295
5	<u>Other investments</u>	295
6	<u>Receivables</u>	296
7	<u>Other assets</u>	296
8	<u>Share capital</u>	296
9	<u>Shareholders' equity</u>	298
10	<u>Other equity instruments</u>	300
11	<u>Subordinated borrowings</u>	302
12	<u>Long-term borrowings</u>	302
13	<u>Other liabilities</u>	303
14	<u>Number of employees</u>	303
15	<u>Accountants remuneration</u>	303
16	<u>Events after the balance sheet date</u>	304

Other information

<u>Proposal for profit appropriation</u>	305
<u>Major shareholders</u>	306

Other financial information

<u>Schedule I</u>	309
<u>Schedule II</u>	310
<u>Schedule III</u>	312
<u>Schedule IV</u>	314
<u>Schedule V</u>	315
<u>Auditor's report on the Annual Report on Form 20-F (PwC)</u>	316
<u>Auditor's report on the Annual Report on Form 20-F (EY)</u>	317

Additional information

<u>Compliance with regulations</u>	319
<u>Risk factors</u>	320
<u>Property, plant and equipment</u>	339
<u>Employees and labor relations</u>	340

<u>Dividend policy</u>	340
<u>The offer and listing</u>	341
<u>Memorandum and Articles of Association</u>	342
<u>Material contracts</u>	343
<u>Exchange controls</u>	344
<u>Taxation</u>	344
<u>Principal accountant fees and services</u>	350
<u>Purchases of equity securities by the issuer and affiliated purchasers</u>	352
<u>Glossary</u>	353
<u>Disclaimer</u>	358
<u>Contact</u>	360
<u>Documents on display</u>	361
<u>Index to Exhibits</u>	361

Table of Contents**124 Exchange rates****Exchange rates****Exchange rates at December 31, 2015**

	EUR	USD	GBP	CAD	CNY	CZK	HUF	PLN	RON	TRY	UAH
EUR	-	1.0863	0.7370	1.5090	7.0540	27.0220	316.0051	4.2897	4.5215	3.1707	26.1000
USD	0.9206	-	0.6784	1.3891	6.4936	24.8753	290.9004	3.9489	4.1623	2.9188	24.0000
GBP	1.3569	1.4739	-	2.0475	9.5712	36.6649	428.7722	5.8205	6.1350	4.3022	35.4000
CAD	0.6627	0.7199	0.4884	-	4.6746	17.9072	209.4136	2.8427	2.9964	2.1012	17.2000
CNY	0.1418	0.1540	0.1045	0.2139	-	3.8307	44.7980	0.6081	0.6410	0.4495	3.7000
CZK	3.7007	4.0201	2.7274	5.5843	26.1047	-	1,169.4364	15.8748	16.7327	11.7338	96.5000
HUF	0.3165	0.3438	0.2332	0.4775	2.2322	8.5511	-	1.3575	1.4308	1.0034	8.2000
PLN	0.2331	0.2532	0.1718	0.3518	1.6444	6.2993	73.6660	-	1.0540	0.7391	6.0000
RON	0.2212	0.2403	0.1630	0.3337	1.5601	5.9763	69.8894	0.9487	-	0.7012	5.7000
TRY	0.3154	0.3426	0.2324	0.4759	2.2247	8.5224	99.6641	1.3529	1.4260	-	8.2000
UAH	0.0383	0.0416	0.0282	0.0578	0.2703	1.0353	12.1067	0.1643	0.1732	0.1215	-

Exchange rates at December 31, 2014

	EUR	USD	GBP	CAD	CNY	CZK	HUF	PLN	RON	TRY	UAH
EUR	-	1.2101	0.7760	1.4015	7.5072	27.7150	315.7500	4.2981	4.4837	2.8288	19.1412
USD	0.826	-	0.641	1.158	6.204	22.903	260.929	3.552	3.705	2.338	15.818
GBP	1.289	1.559	-	1.806	9.674	35.715	406.894	5.539	5.778	3.645	24.666
CAD	0.714	0.863	0.554	-	5.357	19.775	225.294	3.067	3.199	2.018	13.658
CNY	0.133	0.161	0.103	0.187	-	3.692	42.060	0.573	0.597	0.377	2.550
CZK	3.608	4.366	2.800	5.057	27.087	-	1,139.275	15.508	16.178	10.207	69.064
HUF	0.317	0.383	0.246	0.444	2.378	8.778	-	1.361	1.420	0.896	6.062
PLN	0.233	0.282	0.181	0.326	1.747	6.448	73.463	-	1.043	0.658	4.453
RON	0.223	0.270	0.173	0.313	1.674	6.181	70.422	0.959	-	0.631	4.269
TRY	0.354	0.428	0.274	0.495	2.654	9.797	111.620	1.519	1.585	-	6.767
UAH	0.052	0.063	0.041	0.073	0.392	1.448	16.496	0.225	0.234	0.148	-

Annual Report on Form 20-F 2015

Table of Contents

125

Weighted average exchange rates 2015

	EUR	USD	GBP	CAD	CNY	CZK	HUF	PLN	RON	TRY	UAH
EUR	-	1.1100	0.7256	1.4173	6.9598	27.2662	309.3147	4.1819	4.4428	3.0206	24.14
USD	0.9009	-	0.6537	1.2768	6.2701	24.5641	278.6619	3.7675	4.0025	2.7213	21.74
GBP	1.3782	1.5298	-	1.9533	9.5918	37.5775	426.2882	5.7634	6.1229	4.1629	33.27
CAD	0.7056	0.7832	0.5120	-	4.9106	19.2381	218.2422	2.9506	3.1347	2.1312	17.03
CNY	0.1437	0.1595	0.1043	0.2036	-	3.9177	44.4430	0.6009	0.6384	0.4340	3.46
CZK	3.6675	4.0710	2.6612	5.1980	25.5254	-	1,134.4254	15.3373	16.2942	11.0782	88.53
HUF	0.3233	0.3589	0.2346	0.4582	2.2501	8.8150	-	1.3520	1.4363	0.9765	7.80
PLN	0.2391	0.2654	0.1735	0.3389	1.6643	6.5201	73.9651	-	1.0624	0.7223	5.77
RON	0.2251	0.2498	0.1633	0.3190	1.5665	6.1372	69.6216	0.9413	-	0.6799	5.43
TRY	0.3311	0.3675	0.2402	0.4692	2.3041	9.0267	102.4017	1.3845	1.4708	-	7.99
UAH	0.0414	0.0460	0.0301	0.0587	0.2883	1.1294	12.8126	0.1732	0.1840	0.1251	

Weighted average exchange rates 2014

	EUR	USD	GBP	CAD	CNY	CZK	HUF	PLN	RON	TRY	UAH
EUR	-	1.3288	0.8061	1.4667	8.1902	27.5153	308.3758	4.1839	4.4429	2.9060	15.81
USD	0.753	-	0.607	1.104	6.164	20.707	232.071	3.149	3.344	2.187	11.8
GBP	1.241	1.648	-	1.820	10.160	34.134	382.553	5.190	5.512	3.605	19.6
CAD	0.682	0.906	0.550	-	5.584	18.760	210.251	2.853	3.029	1.981	10.7
CNY	0.122	0.162	0.098	0.179	-	3.360	37.652	0.511	0.542	0.355	1.9
CZK	3.634	4.829	2.930	5.330	29.766	-	1,120.743	15.206	16.147	10.561	57.4
HUF	0.324	0.431	0.261	0.476	2.656	8.923	-	1.357	1.441	0.942	5.1
PLN	0.239	0.318	0.193	0.351	1.958	6.576	73.705	-	1.062	0.695	3.7
RON	0.225	0.299	0.181	0.330	1.843	6.193	69.409	0.942	-	0.654	3.5
TRY	0.344	0.457	0.277	0.505	2.818	9.468	106.117	1.440	1.529	-	5.4
UAH	0.063	0.084	0.051	0.093	0.518	1.740	19.503	0.265	0.281	0.184	

Weighted average exchange rates 2013

	EUR	USD	GBP	CAD	CNY	CZK	HUF	PLN	RON	TRY	UAH
EUR	-	1.3272	0.8484	1.3674	8.1637	25.9238	296.3309	4.1940	4.4167	2.5305	10.8249
USD	0.753	-	0.639	1.030	6.151	19.533	223.275	3.160	3.328	1.907	8.156
GBP	1.179	1.564	-	1.612	9.622	30.556	349.282	4.943	5.206	2.983	12.759
CAD	0.731	0.971	0.620	-	5.970	18.958	216.711	3.067	3.230	1.851	7.916
CNY	0.122	0.163	0.104	0.167	-	3.175	36.299	0.514	0.541	0.310	1.326
100 CZK	3.857	5.120	3.273	5.275	31.491	-	1,143.084	16.178	17.037	9.761	41.757
100 HUF	0.337	0.448	0.286	0.461	2.755	8.748	-	1.415	1.490	0.854	3.653

Edgar Filing: AEGON NV - Form 20-F

PLN	0.238	0.316	0.202	0.326	1.947	6.181	70.656	-	1.053	0.603	2.581
RON	0.226	0.300	0.192	0.310	1.848	5.869	67.093	0.950	-	0.573	2.451
TRY	0.395	0.524	0.335	0.540	3.226	10.245	117.104	1.657	1.745	-	4.278
UAH	0.092	0.123	0.078	0.126	0.754	2.395	27.375	0.387	0.408	0.234	-

Table of Contents**126 Consolidated financial statements of Aegon N.V.****Consolidated income statement of Aegon N.V.**

For the year ended December 31

Amounts in EUR million (except per share data)	Note	2015	2014	2013
Premium income				
	6	20,311	19,864	19,939
Investment income				
	7	8,525	8,148	7,909
Fee and commission income				
	8	2,438	2,137	1,950
Other revenues				
		14	7	6
Total revenues		31,289	30,157	29,805
Income from reinsurance ceded				
	9	3,321	2,906	2,838
Results from financial transactions				
	10	521	13,213	15,393
Other income	11	83	61	393
Total income		35,214	46,338	48,430
Premiums paid to reinsurers				
	6	2,979	3,011	3,108
Policyholder claims and benefits				
	12	23,830	36,214	37,688
Profit sharing and rebates				
	13	31	17	28
Commissions and expenses				
	14	6,485	5,656	5,656
Impairment charges / (reversals)	15	(22)	87	294

Interest charges and related fees				
	16	412	371	355
Other charges	17	774	172	134
Total charges		34,488	45,528	47,262
Income before share in profit / (loss) of joint ventures, associates and tax		726	809	1,168
Share in profit / (loss) of joint ventures		142	56	-
Share in profit / (loss) of associates		5	24	21
Income / (loss) before tax		873	889	1,189
Income tax	18	(162)	(132)	(200)
Net income / (loss)		712	757	989
Net income / (loss) attributable to:				
Equity holders of Aegon N.V.		711	756	986
Non-controlling interests		1	1	3
Earnings per share (EUR per share)	19			
Basic earnings per common share		0.27	0.29	0.36
Basic earnings per common share B		0.01	0.01	0.01
Diluted earnings per common share		0.27	0.29	0.36
Diluted earnings per common share B		0.01	0.01	0.01

Annual Report on Form 20-F 2015

Table of Contents

127

Consolidated statement of comprehensive income of Aegon N.V.

For the year ended December 31

Amounts in EUR million	2015	2014	2013
Net income	712	757	989
Items that will not be reclassified to profit or loss:			
Changes in revaluation reserve real estate held for own use	13	9	(6)
Remeasurements of defined benefit plans	240	(1,156)	562
Income tax relating to items that will not be reclassified	(77)	333	(201)
Items that may be reclassified to profit or loss:			
Gains / (losses) on revaluation of available-for-sale investments	(2,175)	6,759	(3,376)
(Gains) / losses transferred to income statement on disposal and impairment of available-for-sale investments	(485)	(702)	(435)
Changes in cash flow hedging reserve	446	1,188	(555)
Movement in foreign currency translation and net foreign investment hedging reserves	1,414	1,668	(727)
Equity movements of joint ventures	(8)	10	(4)
Equity movements of associates	(1)	(10)	54

Disposal of group assets			
	(544)	-	-
Income tax relating to items that may be reclassified			
	783	(2,018)	1,295
Other			
	9	(5)	(6)
Total other comprehensive income			
	(386)	6,075	(3,398)
Total comprehensive income			
	326	6,832	(2,409)
Total comprehensive income attributable to:			
Equity holders of Aegon N.V.			
	326	6,833	(2,406)
Non-controlling interests			
	-	(1)	(3)

Table of Contents**128 Consolidated financial statements of Aegon N.V.****Consolidated statement of financial position of Aegon N.V.**

As at December 31

Amounts in EUR million	Note	2015	2014
Assets			
Intangible assets			
Investments	21	2,110	2,073
Investments for account of policyholders	22	160,478	153,219
Derivatives	23	200,226	191,467
Investments in joint ventures	24	11,545	28,014
Investments in associates	25	1,561	1,468
Reinsurance assets	26	242	140
Defined benefit assets	27	11,257	9,593
Deferred tax assets	41	41	38
Deferred expenses	43	25	27
Assets held for sale	28 29	12,547 -	10,373 9,881

Other assets and receivables			
	30	7,549	7,563
Cash and cash equivalents			
	31	9,594	10,610
Total assets		417,175	424,467
Equity and liabilities			
Shareholders' equity			
	32	23,688	23,957
Other equity instruments			
	33	3,800	3,827
Issued capital and reserves attributable to equity holders of Aegon N.V.			
		27,488	27,784
Non-controlling interests			
		9	9
Group equity		27,497	27,793
Subordinated borrowings			
	34	759	747
Trust pass-through securities			
	35	157	143
Insurance contracts			
	36	123,042	111,927
Insurance contracts for account of policyholders			
	36	112,679	102,250
Investment contracts			
	37	17,718	15,359
Investment contracts for account of policyholders			
	37	90,119	91,849
Derivatives			
	24	10,890	26,048
Borrowings			
	39	12,445	14,158

Provisions			
	40	175	322
Defined benefit liabilities			
	41	4,471	4,404
Deferred gains			
	42	112	82
Deferred tax liabilities			
	43	2,765	3,151
Liabilities held for sale			
	29	-	7,810
Other liabilities			
	44	14,074	18,152
Accruals	45	272	272
Total liabilities		389,678	396,674
Total equity and liabilities		417,175	424,467

Annual Report on Form 20-F 2015

Table of Contents

Consolidated statement of changes in equity of Aegon N.V.

For the year ended December 31, 2015

Million	Note	Share capital	Retained earnings	Revalu- ation reserves	Re- measure- ment of defined benefit plans	Other reserves	Other equity instru- ments	Issued capital and reserves ¹⁾	Non-con- trolling interests	Total
		8,597	8,740	8,308	(1,611)	(77)	3,827	27,784	9	27,793
come		-	711	-	-	-	-	711	1	712
ive										
be it or										
ion eld		-	-	13	-	-	-	13	-	13
s		-	-	-	240	-	-	240	-	240

to
e

Profit

e
al and

w

gn
and
ent

of

of

assets

to

-	-	(2)	(75)	-	-	(77)	-	(77)
-	-	(2,175)	-	-	-	(2,175)	-	(2,175)
-	-	(485)	-	-	-	(485)	-	(485)
-	-	446	-	-	-	446	-	446
-	-	-	(86)	1,500	-	1,414	-	1,414
-	-	-	-	(8)	-	(8)	-	(8)
-	-	-	-	(1)	-	(1)	-	(1)
-	-	(468)	-	(76)	-	(544)	-	(544)
-	-	836	-	(52)	-	783	-	783

		-	10	-	-	-	-	10	(1)	9
ive 2015		-	10	(1,837)	79	1,363	-	(385)	(1)	(386)
		-	721	(1,837)	79	1,363	-	326	(0)	326
se of		1	-	-	-	-	-	1	-	1
		-	52	-	-	-	-	52	-	52
ng tax		(211)	(292)	-	-	-	-	(503)	-	(503)
al		-	1	-	-	-	-	1	-	1
		-	(111)	-	-	-	-	(111)	-	(111)
		-	(28)	-	-	-	-	(28)	-	(28)
015	32, 33	-	(7)	-	-	-	(27)	(33)	-	(33)
		8,387	9,075	6,471	(1,532)	1,286	3,800	27,488	9	27,497

¹ Issued capital and reserves attributable to equity holders of Aegon N.V.

² Refer to note 51 for details on the disposals.

Table of Contents**130 Consolidated financial statements of Aegon N.V.****Consolidated statement of changes in equity of Aegon N.V.**

For the year ended December 31, 2014

	Note	Share capital	Retained earnings	Revaluation reserves	Re-measurement of defined benefit plans	Other reserves	Other equity instruments	Issued capital and reserves ¹⁾	Non-controlling interests	Total
January 1,		8,701	8,455	3,023	(706)	(1,778)	5,015	22,709	10	22,719
Net income / (loss) recognized		-	756	-	-	-	-	756	1	757
Dividends		-	-	-	-	-	-	-	-	-
Share-based payments		-	-	9	-	-	-	9	-	9
Other		-	-	-	(1,156)	-	-	(1,156)	-	(1,156)

Items
not be
l

- - (2) 335 - - 333 - 333

may
fied
tly to
oss:

esses)
ion of
or-sale
s

- - 6,759 - - - 6,759 - 6,759

esses
to
ement
and
t of
or-sale
s

- - (702) - - - (702) - (702)

cash
ng

- - 1,188 - - - 1,188 - 1,188

s in
rency
and

erves

- - - (84) 1,752 - 1,668 - 1,668

s of
res

- - - - 10 - 10 - 10

s of

- - - (10) - (10) - (10)
- - (1,968) (50) - (2,018) - (2,018)

Items

	-	(4)	-	-	-	-	(4)	(1)	(5)
or nsive ross)	-	(4)	5,285	(905)	1,701	-	6,077	(1)	6,075
nsive ross)	-	752	5,285	(905)	1,701	-	6,833	(1)	6,832
nd f ares	-	(67)	-	-	-	-	(67)	-	(67)
y s	-	11	-	-	-	(1,184)	(1,173)	-	(1,173)
paid on ares	(104)	(266)	-	-	-	-	(370)	-	(370)
n	-	(128)	-	-	-	-	(128)	-	(128)
n ative ed	-	(24)	-	-	-	-	(24)	-	(24)
ons and lans	-	7	-	-	-	(4)	3	-	3
per 31,	32, 33	8,597	8,740	8,308	(1,611)	(77)	3,827	9	27,793

¹ Issued capital and reserves attributable to equity holders of Aegon N.V.

Table of Contents

131

Consolidated statement of changes in equity of Aegon N.V.

For the year ended December 31, 2013

Note	Share capital	Retained earnings	Revaluation reserves	Re-measurement of defined benefit plans	Other reserves	Other equity instruments	Issued capital and reserves ¹⁾	Non-controlling interests	Total
	9,099	8,010	6,116	(1,085)	(1,103)	5,018	26,055	13	26,068
	-	986	-	-	-	-	986	3	989
	-	-	(6)	-	-	-	(6)	-	(6)

ments
benefit

- - - 562 - - 562 - 562

ems
be

- - 1 (202) - - (201) - (201)

may
ied
ly to
ss:

ses)
on of
r-sale

- - (3,376) - - - (3,376) - (3,376)

ses
to
ement
and
of
r-sale

- - (435) - - - (435) - (435)

cash
g

- - (555) - - - (555) - (555)

in
ency
nd

erves

- - - 19 (746) - (727) - (727)

of
es

- - - - (4) - (4) - (4)

- - - - 54 - 54 - 54

of

group

-	3	-	-	-	-	3	(3)	-
---	---	---	---	---	---	---	-----	---

items

-	-	1,274	-	21	-	1,295	-	1,295
---	---	-------	---	----	---	-------	---	-------

in / to
items

-	(3)	3	-	-	-	-	-	-
---	-----	---	---	---	---	---	---	---

-	(4)	-	-	-	-	(4)	(2)	(6)
---	-----	---	---	---	---	-----	-----	-----

ative
(loss)

-	(4)	(3,093)	379	(675)	-	(3,392)	(5)	(3,398)
---	------------	----------------	------------	--------------	---	----------------	------------	----------------

ative
(loss)

-	982	(3,093)	379	(675)	-	(2,406)	(3)	(2,409)
---	------------	----------------	------------	--------------	---	----------------	------------	----------------

and

2	-	-	-	-	-	2	-	2
---	---	---	---	---	---	---	---	---

and
ares

(400)	(1)	-	-	-	-	(401)	-	(401)
-------	-----	---	---	---	---	-------	---	-------

ares

-	(77)	-	-	-	-	(77)	-	(77)
---	------	---	---	---	---	------	---	------

aid on
ares

-	(240)	-	-	-	-	(240)	-	(240)
---	-------	---	---	---	---	-------	---	-------

-	(83)	-	-	-	-	(83)	-	(83)
---	------	---	---	---	---	------	---	------

	-	(146)	-	-	-	-	(146)	-	(146)
ative d	-	(21)	-	-	-	-	(21)	-	(21)
ns and ans	-	30	-	-	-	(3)	27	-	27
er 31,									
32, 33	8,701	8,455	3,023	(706)	(1,778)	5,015	22,709	10	22,719

¹ Issued capital and reserves attributable to equity holders of Aegon N.V.

Table of Contents

132 Consolidated financial statements of Aegon N.V.

Consolidated cash flow statement of Aegon N.V.

For the year ended December 31

Amounts in EUR million	Note	2015	2014	2013
Income / (loss) before tax		873	889	1,189
Results from financial transactions		(896)	(13,640)	(16,219)
Amortization and depreciation		1,405	971	1,011
Impairment losses		(13)	87	322
Income from joint ventures		(142)	(56)	-
Income from associates		(5)	(24)	(21)
Release of cash flow hedging reserve		(39)	(12)	(26)
Remeasurements of defined benefit plans		234	(1,156)	562
Other		476	187	(146)
Adjustments of non-cash items		1,020	(13,644)	(14,517)
Insurance and investment liabilities		3,381	6,375	(679)
Insurance and investment liabilities for account of policyholders		(3,343)	12,302	18,787
		(2,077)	2,147	(2,509)

Edgar Filing: AEGON NV - Form 20-F

Accrued expenses and other liabilities			
Accrued income and prepayments	(1,387)	(2,266)	(927)
Changes in accruals	(3,426)	18,559	14,672
Purchase of investments (other than money market investments)	(38,290)	(36,577)	(34,100)
Purchase of derivatives	(1,003)	1,417	(850)
Disposal of investments (other than money market investments)	36,619	33,846	31,176
Disposal of derivatives	3,099	1,589	182
Net purchase of investments for account of policyholders	4,371	(1,788)	(1,395)
Net change in cash collateral	(2,569)	627	(1,414)
Net purchase of money market investments	648	(958)	3,221
Cash flow movements on operating items not reflected in income	2,875	(1,843)	(3,180)
Tax paid	(405)	148	(164)
Other	(23)	12	(9)
Net cash flows from operating activities	914	4,122	(2,011)
Purchase of individual intangible assets (other than VOBA and future servicing rights)	(52)	(28)	(22)
Purchase of equipment and real estate for own use	(90)	(77)	(66)
	(239)	(95)	(291)

Edgar Filing: AEGON NV - Form 20-F

Acquisition of subsidiaries, joint ventures and associates, net of cash			
Disposal of equipment	8	13	15
Disposal of subsidiaries, joint ventures and associates, net of cash	912	42	811
Dividend received from joint ventures and associates	76	75	64
Other	-	-	5
Net cash flows from investing activities	615	(71)	516
Issuance of share capital	1	-	2
Issuance and purchase of treasury shares	(213)	(199)	(92)
Proceeds from TRUPS ¹⁾ , subordinated loans and borrowings	1,821	3,862	1,056
Repayment of perpetuals	-	(1,173)	-
Repayment of share premium	-	-	(401)
Repayment of TRUPS ¹⁾ , subordinated loans and borrowings	(3,916)	(1,307)	(2,283)
Dividends paid	(292)	(266)	(323)
Coupons on perpetual securities	(148)	(171)	(194)
Coupons on non-cumulative subordinated notes	(38)	(32)	(28)
Other	-	-	(8)

Net cash flows from financing activities		(2,785)	715	(2,271)
Net increase / (decrease) in cash and cash equivalents ²⁾		(1,257)	4,766	(3,766)
Net cash and cash equivalents at the beginning of the year		10,649	5,652	9,497
Effects of changes in exchange rate		200	231	(79)
Net cash and cash equivalents at the end of the year	31	9,593	10,649	5,652

¹ Trust pass-through securities.

² Included in net increase / (decrease) in cash and cash equivalents are interest received (2015: EUR 7,118 million, 2014: EUR 6,711 million, and 2013: EUR 6,731 million) dividends received (2015: EUR 1,384 million, 2014: EUR 1,342 million, and 2013: EUR 1,021 million) and interest paid (2015: EUR 350 million, 2014: EUR 320 million, and 2013: EUR 347 million).

The cash flow statement is prepared according to the indirect method.

Annual Report on Form 20-F 2015

Table of Contents

133

Notes to the consolidated financial statements**1 General information**

Aegon N.V., incorporated and domiciled in the Netherlands, is a public limited liability company organized under Dutch law and recorded in the Commercial Register of The Hague under its registered address at Aegonplein 50, 2591 TV, The Hague, the Netherlands. Aegon N.V. serves as the holding company for the Aegon Group and has listings of its common shares in Amsterdam and New York.

Aegon N.V. (or the Company) and its subsidiaries (Aegon or the Group) have life insurance and pensions operations in over 25 countries in the Americas, Europe and Asia and are also active in savings and asset management operations, accident and health insurance, general insurance and to a limited extent banking operations. Headquarters are located in The Hague, the Netherlands. The Group employs over 31,500 people worldwide (2014: over 28,000).

2 Summary of significant accounting policies**2.1 Basis of presentation**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS) and with Part 9 of Book 2 of the Netherlands Civil Code for purposes of reporting with the U.S. Securities and Exchange Commission (SEC), including financial information contained in this Annual Report on Form 20-F.

The consolidated financial statements have been prepared in accordance with the historical cost convention as modified by the revaluation of investment properties and those financial instruments (including derivatives) and financial liabilities that have been measured at fair value. Information on the standards and interpretations that were adopted in 2015 is provided below in note 2.1.1 Adoption of new IFRS accounting standards. The consolidated financial statements are presented in euro and all values are rounded to the nearest million unless otherwise stated. The consequence is that the rounded amounts may not add up to the rounded total in all cases. All ratios and variances are calculated using the underlying amount rather than the rounded amount. Certain amounts in prior years may have been reclassified to conform to the current year presentation. These reclassifications had no effect on net income, shareholders' equity or earnings per share.

With regard to the income statements of Aegon N.V., article 402, Part 9 of Book 2 of the Netherlands Civil Code has been applied, allowing a simplified format.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Those estimates are inherently subject to change and actual results could differ from those estimates. Included among the material (or potentially material) reported amounts and disclosures that require extensive use of estimates are: fair value of certain invested assets and derivatives, deferred policy acquisition costs, value of business acquired and other purchased intangible assets, goodwill, policyholder claims and benefits, insurance guarantees, pension plans, income taxes and the potential effects of resolving litigation matters.

The consolidated financial statements of Aegon N.V. were approved by the Executive Board and by the Supervisory Board on March 25, 2016. The financial statements will be put for adoption to the Annual General Meeting of Shareholders on May 20, 2016. The shareholders' meeting can decide not to adopt the financial statements but cannot amend them.

Other than for SEC reporting, Aegon prepares its Annual Accounts under International Financial Reporting Standards as adopted by the European Union, including the decisions Aegon made with regard to the options available under International Financial Reporting Standards as adopted by the EU (IFRS-EU). IFRS-EU differs from IFRS in respect of certain paragraphs in IAS 39 Financial Instruments: Recognition and Measurement regarding hedge accounting for portfolio hedges of interest rate risk. Under IFRS-EU, Aegon applies fair value hedge accounting for portfolio hedges of interest rate risk (fair value macro hedges) in accordance with the EU carve out version of IAS 39. Under IFRS, hedge accounting for fair value macro hedges cannot be applied to mortgage loans and ineffectiveness arises whenever the revised estimate of the amount of cash flows in scheduled time buckets is either more or less than the original designated amount of that bucket.

Table of Contents**134** Notes to the consolidated financial statements **Note 2**

A reconciliation between IFRS and IFRS-EU is included in the table below.

	Shareholders equity			Net income		
	2015	2014	2013	2015	2014	2013
In accordance with IFRS	23,688	23,957	17,694	712	757	989
Adjustment of EU IAS 39 carve-out	315	434	(124)	(120)	559	(176)
Tax effect of the adjustment	(71)	(98)	31	27	(129)	44
Effect of the adjustment after tax	244	336	(93)	(92)	429	(132)
In accordance with IFRS-EU	23,931	24,293	17,601	619	1,186	857

2.1.1 Adoption of new IFRS accounting standards

New standards and amendments to standards become effective at the date specified by IFRS, but may allow companies to opt for an earlier adoption date. In 2015, the following amendments to existing standards issued by the IASB became mandatory but are not currently relevant or do not significantly impact the financial position or financial statements:

- ⌚ IAS 19 Employee Benefits - Amendment Employee Contributions;
- ⌚ Annual improvements 2010-2012 Cycle; and
- ⌚ Annual improvements 2011-2013 Cycle.

2.1.2 Future adoption of new IFRS accounting standards

The following standards, amendments to existing standards and interpretations, published prior to January 1, 2016, were not early adopted by the Group, but will be applied in future years:

- ⌚ IFRS 9 Financial Instruments; and
- ⌚ IFRS 15 Revenue from Contracts with Customers.

IFRS 9 Financial Instruments

The IASB issued the final version of IFRS 9 Financial Instruments in July 2014. IFRS 9 combines classification and measurement, the expected credit loss impairment model and hedge accounting. The standard will replace IAS 39 and all previous versions of IFRS 9. Under IFRS 9 Classification and Measurement, financial assets are measured at amortized cost, fair value through profit or loss or fair value through other comprehensive income, based on both the entity's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. The classification and measurement of financial liabilities is unchanged from existing requirements apart from own credit risk. For financial liabilities that are measured at fair value through profit or loss, the changes which are attributable to the change in an entity's own credit risk are presented in other comprehensive income, unless doing so would enlarge or create an accounting mismatch. For the impairment component, the IASB included requirements for a credit loss allowance or provision which should be based on expected losses rather than incurred losses.

Application of IFRS 9 is required for annual periods beginning on or after January 1, 2018. However, at the time of issuance of the new standard, the IASB said it would consider potential challenges arising if IFRS 9 is implemented before the new insurance contracts standard (IFRS 4 Phase II - which is at an advanced stage of development but it is expected that it will not become effective before 2021). Subsequent discussions at the IASB have resulted in a proposal for temporary deferral for insurers which was further described in an Exposure Draft: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts issued by the IASB in December 2015. The comment period ended on February 8, 2016. The measures that the Exposure Draft proposes to introduce into IFRS 4 are:

- ⚡ The overlay approach – an option for all entities that issue insurance contracts to adjust profit or loss to remove any additional accounting volatility that may arise from qualifying financial assets, and
- ⚡ The deferral approach – an optional temporary exemption from applying IFRS 9 for entities whose predominant activity is issuing insurance contracts.

Those new measures would supplement other measures, including the flexibility offered by the existing IFRS 4 in choosing an accounting policy for insurance contracts (e.g. an option to adjust the measurement of insurance contracts to reduce accounting volatility) and the transition reliefs to be included in the new insurance contracts Standard for entities that apply that Standard after they apply IFRS 9.

At this stage it is not yet clear whether Aegon is planning or able to use the overlay or deferral approach. The implementation of IFRS 9 is expected to have a significant impact on shareholders' equity, net result and/or other comprehensive income and disclosures. The full impact however will only be clear after full assessment of the standard.

Annual Report on Form 20-F 2015

Table of Contents

135

IFRS 15 Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 will replace IAS 18 Revenue, as well as other IFRIC and SIC interpretations regarding revenue unless the contracts are within the scope of other standards (for example, financial instruments, insurance contracts or lease contracts). The standard outlines the principles an entity shall apply to measure and recognize revenue and the related cash flows. The core principle is that an entity will recognize revenue at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer. IFRS 15 will be effective for the Group on January 1, 2018, using either of two methods: a full retrospective approach with certain practical expedients or a modified retrospective approach with the cumulative effect of initially applying this standard recognized at the date of initial application with certain additional disclosures. Aegon is evaluating the impact that adoption of this standard is expected to have on the Group's financial statements. The full impact will only be clear after full assessment of the standard.

The following new standards and amendments to existing standards and interpretations, published prior to January 1, 2016, which are not yet effective for the Group nor early adopted, are not expected to significantly impact the financial position or financial statements:

- ⌚ IFRS 10, IFRS 12 and IAS 28 - Investment Entities: Applying the Consolidation Exception;
- ⌚ IFRS 11 Joint Arrangements - Amendment Accounting for Acquisition of Interests in Joint Operations;
- ⌚ IFRS 14 Regulatory Deferral Accounts;
- ⌚ IAS 1 - Amendment Disclosure Initiative;
- ⌚ IAS 27 Separate Financial Statements - Amendment Equity method in Separate Financial Statements;
- ⌚ IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortization; and
- ⌚ Annual improvements 2012-2014 Cycle.

2.2 Basis of consolidation**Subsidiaries**

The consolidated financial statements include the financial statements of Aegon N.V. and its subsidiaries. Subsidiaries (including consolidated structured entities) are entities over which Aegon has control. Aegon controls an entity when Aegon is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The assessment of control is based on the substance of the relationship between the Group and the entity and, among other things, considers existing and potential voting rights that are substantive. For a right to be substantive, the holder must have the practical ability to exercise that right.

The subsidiary's assets, liabilities and contingent liabilities are measured at fair value on the acquisition date and are subsequently accounted for in accordance with the Group's accounting policies, which is consistent with IFRS. Intra-group transactions, including Aegon N.V. shares held by subsidiaries, which are recognized as treasury shares in equity, are eliminated. Intra-group losses are eliminated, except to the extent that the underlying asset is impaired. Non-controlling interests are initially stated at their share in the fair value of the net assets on the acquisition date and subsequently adjusted for the non-controlling share in changes in the subsidiary's equity.

The excess of the consideration paid to acquire the interest and the fair value of any interest already owned, over the Group's share in the net fair value of assets, liabilities and contingent liabilities acquired is recognized as goodwill. Negative goodwill is recognized directly in the income statement. If the fair value of the assets, liabilities and contingent liabilities acquired in the business combination has been determined provisionally, adjustments to these values resulting from the emergence of new evidence within 12 months after the acquisition date are made against goodwill. Aegon recognized contingent considerations either as provision or as financial liability depending on the characteristics. Contingent considerations recognized as provisions are discounted and the unwinding is recognized in the income statement as an interest expense. Any changes in the estimated value of contingent consideration given in a business combination are recognized in the income statement. Contingent considerations recognized as financial liabilities are measured at fair value through profit or loss.

The identifiable assets, liabilities and contingent liabilities are stated at fair value when control is obtained.

Subsidiaries are deconsolidated when control ceases to exist. Any difference between the net proceeds plus the fair value of any retained interest and the carrying amount of the subsidiary including non-controlling interests is recognized in the income statement.

Transactions with non-controlling interests

Transactions with non-controlling interests are accounted for as transactions with equity holders. Therefore disposals to non-controlling interests and acquisitions from non-controlling interests, not resulting in losing or gaining control of the subsidiary are recorded in other comprehensive income. Any difference between consideration paid or received and the proportionate share in net assets is accounted for in equity attributable to shareholders of Aegon N.V.

Table of Contents136 Notes to the consolidated financial statements **Note 2****Investment funds**

Investment funds managed by the Group in which the Group holds an interest are consolidated in the financial statements if the Group has power over that investment fund and it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In assessing control, all interests held by the Group in the fund are considered, regardless of whether the financial risk related to the investment is borne by the Group or by the policyholders (unless a direct link between the policyholder and the fund can be assumed).

In determining whether Aegon has power over an investment fund all facts and circumstances are considered, including the following:

- ⌚ Control structure of the asset manager (i.e. whether an Aegon subsidiary);
- ⌚ The investment constraints posed by investment mandate;
- ⌚ Legal rights held by the policyholder to the separate assets in the investment vehicle (e.g. policyholders could have the voting rights related to these investments);
- ⌚ The governance structure, such as an independent board of directors, representing the policyholders, which has substantive rights (e.g. to elect or remove the asset manager); and
- ⌚ Rights held by other parties (e.g. voting rights of policyholders that are substantive or not).

Exposure or rights to variability of returns can be the result of, for example:

- ⌚ General account investment of Aegon;
- ⌚ Aegon's investments held for policyholder;
- ⌚ Guarantees provided by Aegon on return of policyholders in specific investment vehicles;
- ⌚ Fees dependent on fund value (including, but not limited to, asset management fees); and
- ⌚ Fees dependent on performance of the fund (including, but not limited to, performance fees).

Investment funds where Aegon acts as an agent are not consolidated due to lack of control of the funds. In particular, for some separate accounts, the independent board of directors has substantive rights and therefore Aegon does not have power over these separate accounts but acts as an agent.

For limited partnerships, the assessment takes into account Aegon's legal position (i.e. limited partner or general partner) and any substantive removal rights held by other parties. Professional judgment is applied concerning the substantiveness of the removal rights and the magnitude of the exposure to variable returns, leading to the conclusion that Aegon controls some, but not all, of the limited partnerships in which it participates.

Upon consolidation of an investment fund, a liability is recognized to the extent that the Group is legally obliged to buy back participations held by third parties. The liability is presented in the consolidated financial statements as investment contracts for account of policyholders. Where no repurchase obligation exists, the participations held by third parties are presented as non-controlling interests in equity. The assets allocated to participations held by third parties or by the Group on behalf of policyholders are presented in the consolidated financial statements as investments for account of policyholders.

Equity instruments issued by the Group that are held by investment funds are eliminated on consolidation. However, the elimination is reflected in equity and not in the measurement of the related financial liabilities towards policyholders or other third parties.

Structured entities

A structured entity is defined in IFRS 12 as An entity that has been designed so that voting rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. In these instances the tests and indicators to assess control provided by IFRS 10 have more focus on the purpose and design of the investee (with relation to the relevant activities that most significantly affect the structured entity) and the exposure to variable returns, which for structured entities lies in interests through e.g. derivatives, and will not be focused on entities that are controlled by voting rights.

Structured entities that are consolidated include certain mortgage backed securitization deals, where Aegon was involved in the design of the structured entities and also has the ability to use its power to affect the amount of the investee s returns. Other factors that contribute to the conclusion that consolidation of these entities is required includes consideration of whether Aegon fully services the investees and can therefore influence the defaults of the mortgage portfolios and the fact that in these cases the majority of risks are maintained by Aegon.

Annual Report on Form 20-F 2015

Table of Contents

137

Structured entities that are not consolidated include general account investments in non-affiliated structured entities that are used for investment purposes.

Non-current assets held for sale and disposal groups

Disposal groups are classified as held for sale if they are available for immediate sale in their present condition, subject only to the customary sales terms of such assets and disposal groups and their sale is considered highly probable. Management must be committed to the sale, which is expected to occur within one year from the date of classification as held for sale.

Upon classification as held for sale, the carrying amount of the disposal group (or group of assets) is compared to their fair value less cost to sell. If the fair value less cost to sell is lower than the carrying value, this expected loss is recognized through a reduction of the carrying value of any goodwill related to the disposal group or the carrying value of certain other non-current, non-financial assets to the extent that the carrying value of those assets exceeds their fair value. Any excess of the expected loss over the reduction of the carrying amount of these relevant assets is not recognized upon classification as held for sale, but is recognized as part of the result on disposal if and when a divestment transaction occurs.

Classification into or out of held for sale does not result in restating comparative amounts in the balance sheet.

2.3 Foreign exchange translation**a. Translation of foreign currency transactions**

The Group's consolidated financial statements are presented in euros. Items included in the financial statements of individual group companies are recorded in their respective functional currency which is the currency of the primary economic environment in which each entity operates. Transactions in foreign currencies are initially recorded at the exchange rate prevailing at the date of the transaction.

At the balance sheet date, monetary assets and monetary liabilities in foreign currencies and own equity instruments in foreign currencies are translated to the functional currency at the closing rate of exchange prevailing on that date. Non-monetary items carried at cost are translated using the exchange rate at the date of the transaction, while assets carried at fair value are translated at the exchange rate when the fair value was determined.

Exchange differences on monetary items are recognized in the income statement when they arise, except when they are deferred in other comprehensive income as a result of a qualifying cash flow or net investment hedge. Exchange differences on non-monetary items carried at fair value are recognized in other comprehensive income or the income statement, consistently with other gains and losses on these items.

b. Translation of foreign currency operations

On consolidation, the financial statements of group entities with a foreign functional currency are translated to euro, the currency in which the consolidated financial statements are presented. Assets and liabilities are translated at the closing rates on the balance sheet date. Income, expenses and capital transactions (such as dividends) are translated at

average exchange rates or at the prevailing rates on the transaction date, if more appropriate. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are translated at the closing rates on the balance sheet date.

The resulting exchange differences are recognized in the foreign currency translation reserve, which is part of shareholders' equity. On disposal of a foreign entity the related cumulative exchange differences included in the reserve are recognized in the income statement.

2.4 Segment reporting

Aegon conducts its operations through five primary reporting segments:

- ⌚ Aegon Americas: Covers business units in the United States, Canada (until July 31, 2015), Brazil and Mexico, including any of the units' activities located outside these countries;
- ⌚ Aegon the Netherlands: Covers businesses operating in the Netherlands;
- ⌚ Aegon UK: Covers businesses operating in the United Kingdom;
- ⌚ New Markets: Covers businesses operating in Central & Eastern Europe; Asia, Spain and Portugal, as well as Aegon's variable annuity activities in Europe and Aegon Asset Management that are aggregated as one reportable segment due to their respective size;
- ⌚ Holding and other activities: Includes financing, employee and other administrative expenses of holding companies.

Table of Contents**138** Notes to the consolidated financial statements **Note 2**

These segments are based on the business as presented in internal reports that are regularly reviewed by the Executive Board which is regarded as the chief operating decision maker. Aegon's segment information is prepared by consolidating on a proportionate basis Aegon's joint ventures and associated companies.

Segment measures are explained and disclosed in note 5 Segment information.

2.5 Offsetting of assets and liabilities

Financial assets and liabilities are offset in the statement of financial position when the Group has a legally enforceable right to offset and has the intention to settle the asset and liability on a net basis or simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterpart.

2.6 Intangible assets**a. Goodwill**

Goodwill is recognized as an intangible asset for interests in subsidiaries and is measured as the positive difference between the acquisition cost and the Group's interest in the net fair value of the entity's identifiable assets, liabilities and contingent liabilities. Subsequently, goodwill is carried at cost less accumulated impairment charges. It is derecognized when the interest in the subsidiary or joint venture is disposed.

b. Value of business acquired

When a portfolio of insurance contracts is acquired, whether directly from another insurance company or as part of a business combination, the difference between the fair value and the carrying amount of the insurance liabilities is recognized as value of business acquired (VOBA). The Group also recognizes VOBA when it acquires a portfolio of investment contracts with discretionary participation features.

VOBA is amortized over the useful life of the acquired contracts, based on either the expected future premiums or the expected gross profit margins. The amortization period and pattern are reviewed at each reporting date; any change in estimates is recorded in the income statement. For all products, VOBA, in conjunction with deferred policy acquisition costs (DPAC) where appropriate, is assessed for recoverability on a country-by-country basis and the portion determined not to be recoverable is charged to the income statement. VOBA is considered in the liability adequacy test for each reporting period.

When unrealized gains or losses arise on available-for-sale assets, VOBA is adjusted to equal the effect that the realization of the gains or losses (through a sale or impairment) would have had on VOBA. The adjustment is recognized directly in shareholders' equity. VOBA is derecognized when the related contracts are settled or disposed.

c. Future servicing rights

On the acquisition of a portfolio of investment contracts without discretionary participation features under which Aegon will render investment management services, the present value of future servicing rights is recognized as an intangible asset. Future servicing rights can also be recognized on the sale of a loan portfolio or the acquisition of

insurance agency activities.

The present value of the future servicing rights is amortized over the servicing period and is subject to impairment testing. It is derecognized when the related contracts are settled or disposed.

Where applicable, Aegon recognizes other intangibles on the acquisition of a business combination such as those related to customer relationships. This can include customer contracts, distribution agreements and client portfolios. For these intangibles the present value of future cash flows are recognized and amortized in the period when future economic benefits arise from these intangibles. These intangible assets are also presented under future servicing rights.

d. Software and other intangible assets

Software and other intangible assets are recognized to the extent that the assets can be identified, are controlled by the Group, are expected to provide future economic benefits and can be measured reliably. The Group does not recognize internally generated intangible assets arising from research or internally generated goodwill, brands, customer lists and similar items.

Annual Report on Form 20-F 2015

Table of Contents

139

Software and other intangible assets are carried at cost less accumulated depreciation and impairment losses. Depreciation of the asset is over its useful life as the future economic benefits emerge and is recognized in the income statement as an expense. The depreciation period and pattern are reviewed at each reporting date, with any changes recognized in the income statement.

An intangible asset is derecognized when it is disposed of or when no future economic benefits are expected from its use or disposal.

2.7 Investments

General account investments comprise financial assets, excluding derivatives, as well as investments in real estate.

a. Financial assets, excluding derivatives

Financial assets are recognized on the trade date when the Group becomes a party to the contractual provisions of the instrument and are classified for accounting purposes depending on the characteristics of the instruments and the purpose for which they were purchased.

Classification

The following financial assets are measured at fair value through profit or loss: financial assets held for trading, financial assets managed on a fair value basis in accordance with the Group's investment strategy and financial assets containing an embedded derivative that is not closely related and that cannot be reliably bifurcated. In addition, in certain instances the Group designates financial assets to this category when by doing so a potential accounting mismatch in the financial statements is eliminated or significantly reduced.

Financial assets with fixed or determinable payments, that are not quoted in an active market and that the Group does not intend to sell in the near future are classified as loans. Those for which the holder may not recover substantially all of its initial investment, other than because of credit deterioration, are accounted for as available-for-sale.

All remaining non-derivative financial assets are classified as available-for-sale.

Measurement

Financial assets are initially recognized at fair value excluding interest accrued to date plus, in the case of a financial asset not at fair value through profit or loss, any directly attributable incremental transaction costs.

Loans and financial assets held-to-maturity are subsequently carried at amortized cost using the effective interest rate method. Financial assets at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the income statement as incurred. Available-for-sale assets are recorded at fair value with unrealized changes in fair value recognized in other comprehensive income. Financial assets that are designated as hedged items are measured in accordance with the requirements for hedge accounting.

Amortized cost

The amortized cost of a debt instrument is the amount at which it is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization of any difference between the initial amount and the maturity amount, and minus any reduction for impairment. The effective interest rate method is a method of calculating the amortized cost and of allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the debt instrument or, when appropriate, a shorter period to the net carrying amount of the instrument. When calculating the effective interest rate, all contractual terms are considered. Possible future credit losses are not taken into account. Charges and interest paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts are included in the calculation.

Fair value

The consolidated financial statements provide information on the fair value of all financial assets, including those carried at amortized cost where the values are provided in the notes to the financial statements.

Fair value is defined as the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability). For quoted financial assets for which there is an active market, the fair value is the bid price at the balance sheet date. In the absence of an active market, fair

Table of Contents**140** Notes to the consolidated financial statements **Note 2**

value is estimated by using present value based or other valuation techniques. Where discounting techniques are applied, the discount rate is based on current market rates applicable to financial instruments with similar characteristics. The valuation techniques that include unobservable inputs can result in a different outcome than the actual transaction price at which the asset was acquired. Such differences are not recognized in the income statement immediately but are deferred. They are released over time to the income statement in line with the change in factors (including time) that market participants would consider in setting a price for the asset. Interest accrued to date is not included in the fair value of the financial asset.

Derecognition

A financial asset is derecognized when the contractual rights to the asset's cash flows expire and when the Group retains the right to receive cash flows from the asset or has an obligation to pay received cash flows in full without delay to a third party and either: has transferred the asset and substantially all the risks and rewards of ownership, or has neither transferred nor retained all the risks and rewards but has transferred control of the asset. Financial assets of which the Group has neither transferred nor retained significantly all the risk and rewards are recognized to the extent of the Group's continuing involvement. If significantly all risks are retained, the assets are not derecognized.

On derecognition, the difference between the disposal proceeds and the carrying amount is recognized in the income statement as a realized gain or loss. Any cumulative unrealized gain or loss previously recognized in the revaluation reserve in shareholders' equity is also recognized in the income statement.

Security lending and repurchase agreements

Financial assets that are lent to a third party or that are transferred subject to a repurchase agreement at a fixed price are not derecognized as the Group retains substantially all the risks and rewards of the asset. A liability is recognized for cash (collateral) received, on which interest is accrued.

A security that has been received under a borrowing or reverse repurchase agreement is not recognized as an asset. A receivable is recognized for any related cash (collateral) paid by Aegon. The difference between sale and repurchase price is treated as investment income. If the Group subsequently sells that security, a liability to repurchase the asset is recognized and initially measured at fair value.

Collateral

With the exception of cash collateral, assets received as collateral are not separately recognized as an asset until the financial asset they secure defaults. When cash collateral is recognized, a liability is recorded for the same amount.

b. Real estate

Investments in real estate include property held to earn rentals or for capital appreciation, or both. Investments in real estate are presented as investments. Property that is occupied by the Group and that is not intended to be sold in the near future is classified as real estate held for own use and is presented in Other assets and receivables.

All property is initially recognized at cost. Such cost includes the cost of replacing part of the real estate and borrowing cost for long-term construction projects if recognition criteria are met. Subsequently, investments in real

estate are measured at fair value with the changes in fair value recognized in the income statement. Real estate held for own use is carried at its revalued amount, which is the fair value at the date of revaluation less subsequent accumulated depreciation and impairment losses. Depreciation is calculated on a straight line basis over the useful life of a building. Land is not depreciated. On revaluation the accumulated depreciation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount. Increases in the net carrying amount are recognized in the related revaluation reserve in shareholders' equity and are released to other comprehensive income over the remaining useful life of the property.

On disposal of an asset, the difference between the net proceeds received and the carrying amount is recognized in the income statement. Any remaining surplus attributable to real estate in own use in the revaluation reserve is transferred to retained earnings.

[Maintenance costs and other subsequent expenditure](#)

Expenditure incurred after initial recognition of the asset is capitalized to the extent that the level of future economic benefits of the asset is increased. Costs that restore or maintain the level of future economic benefits are recognized in the income statement as incurred.

Annual Report on Form 20-F 2015

Table of Contents

141

2.8 Investments for account of policyholders

Investments held for account of policyholders consist of investments in financial assets as well as investments in real estate.

Investment return on these assets is passed on to the policyholder. Also included are the assets held by consolidated investment funds that are backing liabilities towards third parties. Investments for account of policyholders are valued at fair value through profit or loss.

2.9 Derivatives**a. Definition**

Derivatives are financial instruments of which the value changes in response to an underlying variable, that require little or no net initial investment and are settled at a future date.

Assets and liabilities may include derivative-like terms and conditions. With the exception of features embedded in contracts held at fair value through profit or loss, embedded derivatives that are not considered closely related to the host contract are bifurcated, carried at fair value and presented as derivatives. In assessing whether a derivative-like feature is closely related to the contract in which it is embedded, the Group considers the similarity of the characteristics of the embedded derivative and the host contract. Embedded derivatives that transfer significant insurance risk are accounted for as insurance contracts.

Derivatives with positive values are reported as assets and derivatives with negative values are reported as liabilities. Derivatives for which the contractual obligation can only be settled by exchanging a fixed amount of cash for a fixed amount of Aegon N.V. equity instruments are accounted for in shareholders' equity.

b. Measurement

All derivatives recognized on the statement of financial position are carried at fair value.

The fair value is calculated net of the interest accrued to date and is based on market prices, when available. When market prices are not available, other valuation techniques, such as option pricing or stochastic modeling, are applied. The valuation techniques incorporate all factors that market participants would consider and are based on observable market data, to the extent possible.

c. Hedge accounting

As part of its asset liability management, the Group enters into economic hedges to limit its risk exposure. These transactions are assessed to determine whether hedge accounting can and should be applied.

To qualify for hedge accounting, the hedge relationship is designated and formally documented at inception, detailing the particular risk management objective and strategy for the hedge (which includes the item and risk that is being hedged), the derivative that is being used and how hedge effectiveness is being assessed. A derivative has to be

effective in accomplishing the objective of offsetting either changes in fair value or cash flows for the risk being hedged. The effectiveness of the hedging relationship is evaluated on a prospective and retrospective basis using qualitative and quantitative measures of correlation. Qualitative methods may include comparison of critical terms of the derivative to the hedged item. Quantitative methods include a comparison of the changes in the fair value or discounted cash flow of the hedging instrument to the hedged item. A hedging relationship is considered effective if the results of the hedging instrument are within a ratio of 80% to 125% of the results of the hedged item.

For hedge accounting purposes, a distinction is made between fair value hedges, cash flow hedges and hedges of a net investment in a foreign operation.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognized in the profit and loss account, together with fair value adjustments to the hedged item attributable to the hedged risk. If the hedge relationship no longer meets the criteria for hedge accounting, the cumulative adjustment of the hedged item is, in the case of interest bearing instruments, amortized through the profit and loss account over the remaining term of the original hedge or recognized directly when the hedged item is derecognized.

Cash flow hedges

Cash flow hedges are hedges of the exposure to variability in cash flows that is attributable to a particular risk of a forecasted transaction or a recognized asset or liability and could affect profit or loss. To the extent that the hedge is effective, the change in the fair value of the derivative is recognized in the related revaluation reserve in shareholders equity. Any ineffectiveness is recognized directly in the income statement. The amount recorded in shareholders equity is released to the income statement to coincide with the hedged transaction, except when the hedged transaction is an acquisition of a non-financial asset or liability. In this case, the amount in shareholders equity is included in the initial cost of the asset or liability.

Table of Contents142 Notes to the consolidated financial statements [Note 2](#)**Net investment hedges**

Net investment hedges are hedges of currency exposures on a net investment in a foreign operation. To the extent that the hedge is effective, the change in the fair value of the hedging instrument is recognized in shareholders' equity. Any ineffectiveness is recognized in the income statement. The amount in shareholders' equity is released to the income statement when the foreign operation is disposed of.

Hedge accounting is discontinued prospectively for hedges that are no longer considered effective. When hedge accounting is discontinued for a fair value hedge, the derivative continues to be carried on the statement of financial position with changes in its fair value recognized in the income statement. When hedge accounting is discontinued for a cash flow hedge because the cash flow is no longer expected to occur, the accumulated gain or loss in shareholders' equity is recognized immediately in the income statement. In other situations where hedge accounting is discontinued for a cash flow hedge, including those where the derivative is sold, terminated or exercised, accumulated gains or losses in shareholders' equity are amortized into the income statement when the income statement is impacted by the variability of the cash flow from the hedged item.

2.10 Investments in joint arrangements

In general, joint arrangements are contractual agreements whereby the Group undertakes, with other parties, an economic activity that is subject to joint control. Joint control exists when it is contractually agreed to share control over an economic activity. Joint control exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. Aegon has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost, which includes positive goodwill arising on acquisition. Negative goodwill is recognized in the income statement on the acquisition date. If joint ventures are obtained in successive share purchases, each significant transaction is accounted for separately.

The carrying amount is subsequently adjusted to reflect the change in the Group's share in the net assets of the joint venture and is subject to impairment testing. The net assets are determined based on the Group's accounting policies. Any gains and losses recorded in other comprehensive income by the joint venture are reflected in other reserves in shareholders' equity, while the share in the joint ventures net income is recognized as a separate line item in the consolidated income statement. The Group's share in losses is recognized until the investment in the joint ventures equity and any other long-term interest that are part of the net investment are reduced to nil, unless guarantees exist.

Gains and losses on transactions between the Group and the joint ventures are eliminated to the extent of the Group's interest in the entity, with the exception of losses that are evidence of impairment which are recognized immediately. Own equity instruments of Aegon N.V. that are held by the joint venture are not eliminated.

On disposal of an interest in a joint venture, the difference between the net proceeds and the carrying amount is recognized in the income statement and gains and losses previously recorded directly in the revaluation reserve are reversed and recorded through the income statement.

2.11 Investments in associates

Entities over which the Group has significant influence through power to participate in financial and operating policy decisions, but which do not meet the definition of a subsidiary, are accounted for using the equity method. Interests held by venture capital entities, mutual funds and investment funds that qualify as an associate are accounted for as an investment held at fair value through profit or loss. Interests held by the Group in venture capital entities, mutual funds and investment funds that are managed on a fair value basis, are also accounted for as investments held at fair value through profit or loss.

Interests in associates are initially recognized at cost, which includes positive goodwill arising on acquisition. Negative goodwill is recognized in the income statement on the acquisition date. If associates are obtained in successive share purchases, each significant transaction is accounted for separately.

Annual Report on Form 20-F 2015

Table of Contents

143

The carrying amount is subsequently adjusted to reflect the change in the Group's share in the net assets of the associate and is subject to impairment testing. The net assets are determined based on the Group's accounting policies. Any gains and losses recorded in other comprehensive income by the associate are reflected in other reserves in shareholders' equity, while the share in the associate's net income is recognized as a separate line item in the consolidated income statement. The Group's share in losses is recognized until the investment in the associate's equity and any other long-term interest that are part of the net investment are reduced to nil, unless guarantees exist.

Gains and losses on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the entity, with the exception of losses that are evidence of impairment which are recognized immediately. Own equity instruments of Aegon N.V. that are held by the associate are not eliminated.

On disposal of an interest in an associate, the difference between the net proceeds and the carrying amount is recognized in the income statement and gains and losses previously recorded directly in the revaluation reserve are reversed and recorded through the income statement.

2.12 Reinsurance assets

Reinsurance contracts are contracts entered into by the Group in order to receive compensation for claims/benefits incurred on contracts written by the Group (outgoing reinsurance). For contracts transferring sufficient insurance risk, a reinsurance asset is recognized for the expected future benefits, less expected future reinsurance premiums. Reinsurance contracts with insufficient insurance risk transfer are accounted for as investment or service contracts, depending on the nature of the agreement.

Reinsurance assets are measured consistently with the assumptions associated with the underlying insurance contracts and in accordance with the terms of each reinsurance contract. They are subject to impairment testing and are derecognized when the contractual rights are extinguished or expire or when the contract is transferred to another party.

Aegon is not relieved of its legal liabilities when entering into reinsurance transactions, therefore the reserves relating to the underlying insurance contracts will continue to be reported on the consolidated statement of financial position during the contractual term of the underlying contracts.

Reinsurance premiums, commissions and claim settlements are accounted for in the same way as the original contracts for which the reinsurance was concluded. The insurance premiums for the original contracts are presented gross of reinsurance premiums paid.

2.13 Deferred expenses**a. Deferred policy acquisition costs (DPAC)**

DPAC relates to all insurance contracts as well as investment contracts with discretionary participation features and represents directly attributable costs that are related to the selling, underwriting and initiating of these insurance contracts.

Acquisition costs are deferred to the extent that they are recoverable and are subsequently amortized based on factors such as expected gross profit margins. For products sold in the United States with amortization based on expected gross profit margins, the amortization period and pattern are reviewed at each reporting date and any change in estimates is recognized in the income statement. Estimates include, but are not limited to: an economic perspective in terms of future returns on bond and equity instruments, mortality, morbidity and lapse assumptions, maintenance expenses and expected inflation rates.

For all products, DPAC, in conjunction with VOBA where appropriate, is assessed for recoverability at least annually on a country-by-country basis as part of the liability adequacy test for each reporting period. If appropriate, the assumptions included in the determination of estimated gross profits are adjusted. The portion of DPAC that is determined not to be recoverable is charged to the income statement.

For products sold in the United States, when unrealized gains or losses arise on available-for-sale assets, DPAC is adjusted to equal the effect that the realization of the gains or losses (through sale or impairment) would have had on its measurement. This is recognized directly in the related revaluation reserve in shareholders' equity.

DPAC is derecognized when the related contracts are settled or disposed.

Table of Contents**144** Notes to the consolidated financial statements **Note 2****b. Deferred cost of reinsurance**

A deferred cost of reinsurance is established when Aegon enters into a reinsurance transaction. Aegon is not relieved of its legal liabilities, so the reserves relating to the underlying reinsured contracts will continue to be reported in the consolidated statement of financial position during the contractual term of the underlying business.

Gains or losses on buying reinsurance are amortized based on the assumptions of the underlying insurance contracts. The amortization is recognized in the income statement.

c. Deferred transaction costs

Deferred transaction costs relate to investment contracts without discretionary participation features under which Aegon will render investment management services. Incremental costs that are directly attributable to securing these investment management contracts are recognized as an asset if they can be identified separately and measured reliably and if it is probable that they will be recovered.

For contracts involving both the origination of a financial liability and the provision of investment management services, only the transaction costs allocated to the servicing component are deferred. The other transaction costs are included in the carrying amount of the financial liability.

The deferred transaction costs are amortized in line with fee income, unless there is evidence that another method better represents the provision of services under the contract. The amortization is recognized in the income statement. Deferred transaction costs are subject to impairment testing at least annually.

Deferred transaction costs are derecognized when the related contracts are settled or disposed.

2.14 Other assets and receivables

Other assets include trade and other receivables, prepaid expenses, equipment and real estate held for own use. Trade and other receivables are initially recognized at fair value and are subsequently measured at amortized cost.

Equipment is initially carried at cost, depreciated on a straight line basis over its useful life to its residual value and is subject to impairment testing. The accounting for real estate held for own use is described in note 2.7 Investments.

2.15 Cash and cash equivalents

Cash comprises cash at banks and in-hand. Cash equivalents are short-term, highly liquid investments generally with original maturities of three months or less that are readily convertible to known cash amounts, are subject to insignificant risks of changes in value and are held for the purpose of meeting short-term cash requirements. Money market investments that are held for investment purposes (backing insurance liabilities, investment liabilities or equity based on asset liability management considerations) are not included in cash and cash equivalents but are presented as investments or investments for account of policyholders.

2.16 Impairment of assets

An asset is impaired if the carrying amount exceeds the amount that would be recovered through its use or sale. For tangible and intangible assets, financial assets and reinsurance assets, if not held at fair value through profit or loss, the recoverable amount of the asset is estimated when there are indications that the asset may be impaired. Irrespective of the indications, goodwill and other intangible assets with an indefinite useful life that are not amortized, are tested at least annually.

There are a number of significant risks and uncertainties inherent in the process of monitoring investments and determining if impairment exists. These risks and uncertainties include the risk that the Group's assessment of an issuer's ability to meet all of its contractual obligations will change based on changes in the credit characteristics of that issuer and the risk that the economic outlook will be worse than expected or have more of an impact on the issuer than anticipated. Any of these situations could result in a charge against the income statement to the extent of the impairment charge recorded.

[a. Impairment of non-financial assets](#)

Assets are tested individually for impairment when there are indications that the asset may be impaired. For goodwill and intangible assets with an undefined life, an impairment test is performed at least once a year or more frequently as a result of an event or change in circumstances that would indicate an impairment charge may be necessary. The impairment loss is calculated as the difference between the carrying and the recoverable amount of the asset, which is the higher of an asset's value in use and its fair value less cost of disposal. The value in use represents the discounted future net cash flows from the continuing use and ultimate disposal of the asset and reflects its known inherent risks and uncertainties. The valuation utilizes the best available information, including assumptions and projections considered reasonable and supportable by management. The assumptions used in the valuation involve significant judgments and estimates. Refer to note 21 Intangible assets for more details.

Table of Contents

145

Impairment losses are charged to shareholders' equity to the extent that they offset a previously recorded revaluation reserve relating to the same item. Any further losses are recognized directly in the income statement.

With the exception of goodwill, impairment losses are reversed when there is evidence that there has been a change in the estimates used to determine the asset's recoverable amount since the recognition of the last impairment loss. The reversal is recognized in the income statement to the extent that it reverses impairment losses previously recognized in the income statement. The carrying amount after reversal cannot exceed the amount that would have been recognized had no impairment taken place.

Non-financial assets that only generate cash flows in combination with other assets and liabilities are tested for impairment at the level of the cash-generating unit. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination. The allocation is based on the level at which goodwill is monitored internally and cannot be larger than an operating segment. When impairing a cash-generating unit, any goodwill allocated to the unit is first written-off and recognized in the income statement. The remaining impairment loss is allocated on a pro rata basis among the other assets, on condition that the resulting carrying amounts do not fall below the individual assets' recoverable amounts.

b. Impairment of debt instruments

Debt instruments are impaired if there is objective evidence that a credit event has occurred after the initial recognition of the asset that has a negative impact on the estimated future cash flows. A specific security is considered to be impaired when it is determined that it is probable that not all amounts due (both principal and interest) will be collected as scheduled. Individually significant loans and other receivables are first assessed separately. All non-impaired assets measured at amortized cost are then grouped by credit risk characteristics and collectively tested for impairment.

For debt instruments carried at amortized cost, the carrying amount of impaired financial assets is reduced through an allowance account. The impairment loss is calculated as the difference between the carrying and recoverable amount of the investment. The recoverable amount is determined by discounting the estimated probable future cash flows at the original effective interest rate of the asset. For variable interest debt instruments, the current effective interest rate under the contract is applied.

For debt instruments classified as available-for-sale, the asset is impaired to its fair value. Any unrealized loss previously recognized in other comprehensive income is taken to the income statement in the impairment loss. After impairment the interest accretion on debt instruments that are classified as available-for-sale is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

Impairment losses recognized for debt instruments can be reversed if in subsequent periods the amount of the impairment loss decreases and that decrease can be objectively related to a credit event occurring after the impairment was recognized. For debt instruments carried at amortized cost, the carrying amount after reversal cannot exceed what the amortized cost would have been at the reversal date, had the impairment not been recognized.

c. Impairment of equity instruments

For equity instruments, objective evidence of impairment of an investment in an equity instrument classified as available-for-sale includes information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in the equity instrument may not be recovered. A significant or prolonged decline in fair value below initial cost is also considered objective evidence of impairment and always results in a loss being recognized in the income statement. Significant or prolonged decline is defined as an unrealized loss position for generally more than six months or a fair value of less than 80% of the cost price of the investment. Equity investments are impaired to the asset's fair value and any unrealized gain or loss previously recognized in shareholders' equity is taken to the income statement as an impairment loss. The amount exceeding the balance of previously recognized unrealized gains or losses is recognized in the income statement. If an available-for-sale equity security is impaired based upon Aegon's qualitative or quantitative impairment criteria, any further declines in the fair value at subsequent reporting dates are recognized as impairments. Therefore, at each reporting period, for an equity security that is determined to be impaired based upon Aegon's impairment criteria, an impairment is recognized for the difference between the fair value and the original cost basis, less any previously recognized impairments.

Impairment losses on equity instruments cannot be reversed.

Table of Contents146 Notes to the consolidated financial statements [Note 2](#)**d. Impairment of reinsurance assets**

Reinsurance assets are impaired if there is objective evidence, as a result of an event that occurred after initial recognition of the reinsurance asset, that not all amounts due under the terms of the contract may be received. In such a case, the value of the reinsurance asset recoverable is determined based on the best estimate of future cash flows, taking into consideration the reinsurer's current and expected future financial conditions plus any collateral held in trust for Aegon's benefit. The carrying value is reduced to this calculated recoverable value, and the impairment loss recognized in the income statement.

2.17 Equity

Financial instruments that are issued by the Group are classified as equity if they represent a residual interest in the assets of the Group after deducting all of its liabilities and the Group has an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation. In addition to common shares, the Group has issued perpetual securities. Perpetual securities have no final maturity date, repayment is at the discretion of Aegon and for junior perpetual capital securities, Aegon has the option to defer coupon payments at its discretion. The perpetual capital securities are classified as equity rather than debt, are measured at par and those that are denominated in US dollars are translated into euro using historical exchange rates.

Non-cumulative subordinated notes are identified as a compound instrument due to the nature of this financial instrument. For these non-cumulative subordinated notes, Aegon has an unconditional right to avoid delivering cash or another financial asset to settle the coupon payments. The redemption of the principal is however not at the discretion of Aegon and therefore Aegon has a contractual obligation to settle the redemption in cash or another financial asset or through the exchange of financial assets and liabilities at potentially unfavorable conditions for Aegon. Compound instruments are separated into liability components and equity components. The liability component for the non-cumulative subordinated notes is equal to the present value of the redemption amount and carried at amortized cost using the effective interest rate method. The unwinding of the discount of this component is recognized in the income statement. The liability component is derecognized when the Group's obligation under the contract expires, is discharged or is cancelled. The equity component is assigned the residual amount after deducting the liability component from the fair value of the instrument as a whole. The equity component in US dollars is translated into euro using historical exchange rates.

Incremental external costs that are directly attributable to the issuing or buying back of own equity instruments are recognized in equity, net of tax. For compound instruments incremental external costs that are directly attributable to the issuing or buying back of the compound instruments are recognized proportionate to the equity component and liability component, net of tax.

Dividends and other distributions to holders of equity instruments are recognized directly in equity, net of tax. A liability for non-cumulative dividends payable is not recognized until the dividends have been declared and approved.

Treasury shares are shares issued by Aegon N.V. that are held by Aegon, one of its subsidiaries or by another entity controlled by Aegon. Treasury shares are deducted from Group equity, regardless of the objective of the transaction. No gain or loss is recognized in the income statement on the purchase, sale, issue or cancellation of the instruments. If sold, the difference between the carrying amount and the proceeds is reflected in retained earnings. The consideration paid or received is recognized directly in shareholders' equity. All treasury shares are eliminated in the calculation of

earnings per share and dividend per common share.

2.18 Trust pass-through securities and (subordinated) borrowings

A financial instrument issued by the Group is classified as a liability if the contractual obligation must be settled in cash or another financial asset or through the exchange of financial assets and liabilities at potentially unfavorable conditions for the Group.

Trust pass-through securities and (subordinated) borrowings are initially recognized at their fair value including directly attributable transaction costs and are subsequently carried at amortized cost using the effective interest rate method, with the exception of specific borrowings that are designated as at fair value through profit or loss to eliminate, or significantly reduce, an accounting mismatch, or specific borrowings which are carried as at fair value through profit or loss as they are managed and evaluated on a fair value basis. The liability is derecognized when the Group's obligation under the contract expires, is discharged or is cancelled.

Subordinated borrowings include the liability component of non-cumulative subordinated notes. These notes are identified as a compound instrument due to the nature of this financial instrument. Compound instruments are separated into equity components and liability components. The liability component for the non-cumulative subordinated notes is related to the redemption amount. For further information on the accounting policy of the non-cumulative subordinated notes refer to note 2.17 Equity.

Annual Report on Form 20-F 2015

Table of Contents

147

2.19 Insurance contracts

Insurance contracts are accounted for under IFRS 4 Insurance Contracts. In accordance with this standard, Aegon continues to apply the existing accounting policies that were applied prior to the adoption of IFRS, with certain modifications allowed by IFRS 4 for standards effective subsequent to adoption. Aegon applies, in general, non-uniform accounting policies for insurance liabilities and intangible assets to the extent that it was allowed under Dutch Accounting Principles. As a result, specific methodologies applied may differ between Aegon's operations as they may reflect local regulatory requirements and local practices for specific product features in these local markets. At the time of IFRS adoption, Aegon was applying US GAAP for its United States operations whereas in the Netherlands and the United Kingdom, Aegon was applying Dutch Accounting Principles. Since adoption of IFRS, Aegon has considered new and amended standards in those GAAPs which have become effective subsequent to the date of transition to IFRS. If any changes are made to current accounting policies for insurance contracts, these will be in accordance with IFRS 4.

Insurance contracts are contracts under which the Group accepts a significant risk other than a financial risk from a policyholder by agreeing to compensate the beneficiary on the occurrence of an uncertain future event by which he or she will be adversely affected. Contracts that do not meet this definition are accounted for as investment contracts. The Group reviews homogeneous books of contracts to assess whether the underlying contracts transfer significant insurance risk on an individual basis. This is considered the case when at least one scenario with commercial substance can be identified in which the Group has to pay significant additional benefits to the policyholder. Contracts that have been classified as insurance are not reclassified subsequently.

Insurance liabilities are recognized when the contract is entered into and the premiums are charged. The liability is derecognized when the contract expires, is discharged, disposed or cancelled. Within the United States and the Netherlands, substantially modified contracts are accounted for as an extinguishment of the original liability and the recognition of a new liability.

Insurance assets and liabilities are valued in accordance with the accounting principles that were applied by the Group prior to the transition to IFRS and with consideration of standards effective subsequent to the date of transition to IFRS, as further described in the following paragraphs. In order to reflect the specific nature of the products written, subsidiaries are allowed to apply local accounting principles to the measurement of insurance contracts. All valuation methods used by the subsidiaries are based on the general principle that the carrying amount of the net liability must be sufficient to meet any reasonably foreseeable obligation resulting from the insurance contracts.

a. Life insurance contracts

Life insurance contracts are insurance contracts with life-contingent benefits. The measurement of the liability for life insurance contracts varies depending on the nature of the product.

Liabilities arising from traditional life insurance products that are offered by Aegon, particularly those with fixed and guaranteed account terms, are typically measured using the net premium method. Under this method the liability is determined as the sum of the discounted value of the expected benefits and future administration expenses directly related to the contract, less the discounted value of the expected theoretical premiums that would be required to meet the future cash outflows based on the valuation assumptions used. The liability is either based on current assumptions

or calculated using the assumptions established at the time the contract was issued, in which case a margin for risk and adverse deviation is generally included. Furthermore, the liability for life insurance comprises reserves for unearned premiums and accrued annuity benefits payable.

Depending on local accounting principles, the liability may include amounts for future services on contracts where the policy administration charges are higher in the initial years than in subsequent years.

Terms and conditions, including participation features and expected lapse rates, are considered when establishing the insurance liabilities. Where the Group has discretion over the amount or timing of the bonuses distributed resulting from participation features, a liability is recognized equal to the amount that is available at the balance sheet date for future distribution to policyholders.

In establishing the liability, guaranteed minimum benefits issued to the policyholder are measured as described in note 2.19 c Embedded derivatives or, if bifurcated from the host contract, as described in note 2.9 Derivatives.

b. Life insurance contracts for account of policyholders

Life insurance contracts under which the policyholder bears the risks associated with the underlying investments are classified as insurance contracts for account of policyholders.

Table of Contents**148** Notes to the consolidated financial statements **Note 2**

The liability for the insurance contracts for account of policyholders is measured at the policyholder account balance. Contracts with unit-denominated payments are measured at current unit values, which reflect the fair values of the assets of the fund. If applicable, the liability representing the nominal value of the policyholder unit account is amortized over the term of the contract so that interest on actuarial funding is at an expected rate of return.

c. Embedded derivatives

Life insurance contracts typically include derivative-like terms and conditions. With the exception of policyholder options to surrender the contract at a fixed amount, contractual features that are not closely related to the insurance contract and that do not themselves meet the definition of insurance contracts are accounted for as derivatives.

Guaranteed minimum benefits

Certain life insurance contracts, issued by the Group, contain guaranteed minimum benefits. Bifurcated guaranteed minimum benefits are classified as derivatives.

In the United States, the additional liability for guaranteed minimum benefits that are not bifurcated is determined each period by estimating the expected value of benefits in excess of the projected account balance and recognizing the excess over the accumulation period based on total expected assessments. The estimates are reviewed regularly and any resulting adjustment to the additional liability is recognized in the income statement. The benefits used in calculating the liabilities are based on the average benefits payable over a range of stochastic scenarios. Where applicable, the calculation of the liability incorporates a percentage of the potential annuitizations that may be elected by the contract holder.

In the Netherlands, an additional liability is established for guaranteed minimum investment returns on group pension plans with profit sharing and on traditional insurance contracts, with profit sharing based on an external interest index, that are not bifurcated. These guarantees are measured at fair value.

d. Shadow accounting

Shadow accounting allows that all gains and losses on investments affect the measurement of the insurance assets and liabilities in the same way, regardless of whether they are realized or unrealized and regardless of whether the unrealized gains and losses are recognized in the income statement or directly in equity in the revaluation reserve. In some instances, realized gains or losses on investments have a direct effect on the measurement of the insurance assets and liabilities. For example, some insurance contracts include benefits that are contractually based on the investment returns realized by the insurer. In addition, realization of gains or losses on available-for-sale investments can lead to unlocking of VOBA or DPAC and can also affect the outcome of the liability adequacy test to the extent that it considers actual future investment returns. For similar changes in unrealized gains and losses, shadow accounting is applied. If an unrealized gain or loss triggers a shadow accounting adjustment to VOBA, DPAC or the insurance liabilities, the corresponding adjustment is recognized through other comprehensive income in the revaluation reserve, together with the unrealized gain or loss.

Some profit sharing schemes issued by the Group entitle the policyholder to a bonus which is based on the actual total return on specific assets held. To the extent that the bonus relates to gains or losses on available-for-sale investments for which the unrealized gains or losses are recognized in the revaluation reserve in equity, shadow accounting is

applied. This means that the increase in the liability is also charged to equity to offset the unrealized gains rather than to the income statement.

e. Non-life insurance contracts

Non-life insurance contracts are insurance contracts where the insured event is not life-contingent. For non-life products the insurance liability generally includes reserves for unearned premiums, unexpired risk, inadequate premium levels and outstanding claims and benefits. No catastrophe or equalization reserves are included in the measurement of the liability.

The reserve for unearned premiums includes premiums received for risks that have not yet expired. Generally, the reserve is released over the coverage period of the premium and is recognized as premium income.

The liability for outstanding claims and benefits is established for claims that have not been settled and any related cash flows, such as claims handling costs. It includes claims that have been incurred but have not been reported to the Group. The liability is calculated at the reporting date using statistical methods based on empirical data and current assumptions that may include a margin for adverse deviation. Liabilities for claims subject to periodic payment are calculated using actuarial methods consistent with those applied to life insurance contracts. Discounting is applied if allowed by the local accounting principles used to measure the insurance liabilities.

Table of Contents

149

Discounting of liabilities is generally applied when there is a high level of certainty concerning the amount and settlement term of the cash outflows.

f. Liability adequacy testing

At each reporting date, the adequacy of the life insurance liabilities (including life insurance contracts for account of policyholders), net of VOBA and DPAC, is assessed using a liability adequacy test.

All tests performed within the Group are based on current estimates of all contractual future cash flows, including related cash flows from policyholder options and guarantees. A number of valuation methods are applied, including discounted cash flow methods, option pricing models and stochastic modeling. Aggregation levels are set either on geographical jurisdiction or at the level of portfolio of contracts that are subject to broadly similar risks and managed together as a single portfolio. Specifically, in the Netherlands and the UK the liability adequacy test is performed on a consolidated basis for all life and non-life business, whereas in the Americas it is performed at the level of the portfolio of contracts. To the extent that the tests involve discounting of future cash flows, the interest rate applied is based on market rates or is based on management's expectation of the future return on investments. These future returns on investments take into account management's best estimate related to the actual investments and, where applicable, reinvestments of these investments at maturity. Aegon the Netherlands, as required locally, adjusts the outcome of the liability adequacy test for the difference between the fair value and the book value of the assets that are measured at amortized cost in the balance sheet.

To the extent that the account balances are insufficient to meet future benefits and expenses, any resulting deficiency is recognized in the income statement, initially by impairing the DPAC and VOBA and subsequently by establishing an insurance liability for the remaining loss, unless shadow loss recognition has taken place. In the Netherlands, in situations where market interest rates for the valuation of debt securities leads to a change in the revaluation reserve, and where the result of using the same assumptions for the liabilities could lead to a deficiency in the liability adequacy test that should be recognized in the income statement, shadow loss recognition is applied. Shadow loss recognition is applied to the extent that the deficiency of the insurance liabilities relates to the revaluation of debt securities as a result of movements in interest rates, the addition to the insurance liabilities is then off set against the revaluation reserve. If in subsequent periods such a deficiency of the insurance liability is no longer applicable, shadow loss recognition is reversed via the revaluation reserve.

The adequacy of the non-life insurance liability is tested at each reporting date. Changes in expected claims that have occurred, but that have not been settled, are reflected by adjusting the liability for claims and future benefits. The reserve for unexpired risk is increased to the extent that the future claims and expenses in respect of current insurance contracts exceed the future premiums plus the current unearned premium reserve.

2.20 Investment contracts

Contracts issued by the Group that do not transfer significant insurance risk, but do transfer financial risk from the policyholder to the Group are accounted for as investment contracts. Depending on whether the Group or the policyholder runs the risks associated with the investments allocated to the contract, the liabilities are classified as investment contracts or as investment contracts for account of policyholders. Investment contract liabilities are recognized when the contract is entered into and are derecognized when the contract expires, is discharged or is

cancelled.

a. Investment contracts with discretionary participation features

Some investment contracts have participation features whereby the policyholder has the right to receive potentially significant additional benefits which are based on the performance of a specified pool of investment contracts, specific investments held by the Group or on the issuer's net income. If the Group has discretion over the amount or timing of the distribution of the returns to policyholders, the investment contract liability is measured based on the accounting principles that apply to insurance contracts with similar features.

Some unitized investment contracts provide policyholders with the option to switch between funds with and without discretionary participation features. The entire contract is accounted for as an investment contract with discretionary participation features if there is evidence of actual switching resulting in discretionary participation benefits that are a significant part of the total contractual benefits.

Table of Contents**150** Notes to the consolidated financial statements **Note 2****b. Investment contracts without discretionary participation features**

At inception, investment contracts without discretionary features are carried at amortized cost.

Investment contracts without discretionary participation features are carried at amortized cost based on the expected cash flows and using the effective interest rate method. The expected future cash flows are re-estimated at each reporting date and the carrying amount of the financial liability is recalculated as the present value of estimated future cash flows using the financial liability's original effective interest rate. Any adjustment is immediately recognized in the income statement. For these investment contracts deposit accounting is applied, meaning that deposits are not reflected as premium income, but are recognized as part of the financial liability.

The consolidated financial statements provide information on the fair value of all financial liabilities, including those carried at amortized cost. As these contracts are not quoted in active markets, their value is determined by using valuation techniques, such as discounted cash flow methods and stochastic modeling. For investment contracts without discretionary participation features that can be cancelled by the policyholder, the fair value cannot be less than the surrender value.

c. Investment contracts for account of policyholders

Investment contracts for account of policyholders are investment contracts for which the actual return on investments allocated to the contract is passed on to the policyholder. Also included are participations held by third parties in consolidated investment funds that meet the definition of a financial liability.

Investment contracts for account of policyholders are designated at fair value through profit or loss. Contracts with unit-denominated payments are measured at current unit values, which reflect the fair values of the assets of the fund.

For unit-linked contracts without discretionary participation features and subject to actuarial funding, the Group recognizes a liability at the funded amount of the units. The difference between the gross value of the units and the funded value is treated as an initial fee paid by the policyholder for future asset management services and recognized as a deferred revenue liability, refer to note 2.23 Deferred gains.

2.21 Provisions

A provision is recognized for present legal or constructive obligations arising from past events, when it is probable that it will result in an outflow of economic benefits and the amount can be reliably estimated. Management exercises judgment in evaluating the probability that a loss will be incurred.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date, considering all its inherent risks and uncertainties, as well as the time value of money. The estimate of the amount of a loss requires management judgment in the selection of a proper calculation model and the specific assumptions related to the particular exposure. The unwinding of the effect of discounting is recorded in the income statement as an interest expense.

Onerous contracts

With the exception of insurance contracts and investment contracts with discretionary participation features for which potential future losses are already considered in establishing the liability, a provision is recognized for onerous contracts in which the unavoidable costs of meeting the resulting obligations exceed the expected future economic benefits. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it.

2.22 Assets and liabilities relating to employee benefits

a. Short-term employee benefits

A liability is recognized for the undiscounted amount of short-term employee benefits expected to be settled within one year after the end of the period in which the service was rendered. Accumulating short-term absences are recognized over the period in which the service is provided. Benefits that are not service-related are recognized when the event that gives rise to the obligation occurs.

b. Post-employment benefits

The Group has issued defined contribution plans and defined benefit plans. A plan is classified as a defined contribution plan when the Group has no further obligation than the payment of a fixed contribution. All other plans are classified as defined benefit plans.

Defined contribution plans

The contribution payable to a defined contribution plan for services provided is recognized as an expense in the income statement. An asset is recognized to the extent that the contribution paid exceeds the amount due for services provided.

Table of Contents

151

Defined benefit plans**Measurement**

The defined benefit obligation is based on the terms and conditions of the plan applicable on the balance sheet date. In measuring the defined benefit obligation the Group uses the projected unit credit method and actuarial assumptions that represent the best estimate of future variables. The benefits are discounted using an interest rate based on the market yield for high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity that approximate the terms of the related pension liability. Actuarial assumptions used in the measurement of the liability include the discount rate, estimated future salary increases, mortality rates and price inflation. To the extent that actual experience deviates from these assumptions, the valuation of defined benefit plans and the level of pension expenses recognized in the future may be affected. Plan improvements (either vested or unvested) are recognized in the income statement at the date when the plan improvement occurs.

Plan assets are qualifying insurance policies and assets held by long-term employee benefit funds that can only be used to pay the employee benefits under the plan and are not available to the Group's creditors. They are measured at fair value and are deducted from the defined benefit obligation in determining the amount recognized on the statement of financial position.

Profit or loss recognition

The cost of the defined benefit plans are determined at the beginning of the year and comprise the following components:

- ⌚ Current year service cost which is recognized in profit or loss; and
- ⌚ Net interest on the net defined benefit liability (asset) which is recognized in profit or loss.

Remeasurements of the net defined benefit liability (asset) which is recognized in other comprehensive income are revisited quarterly and shall not be reclassified to profit or loss in a subsequent period.

Deducted from current year service cost are discretionary employee contributions and employee contributions that are linked to service (those which are independent of the number of years of service). Net interest on the net defined benefit liability (asset) shall be determined by multiplying the net defined benefit liability (asset) by the applicable discount rate. Net interest on the net defined benefit liability (asset) comprises interest income on plan assets and interest cost on the defined benefit obligation. Whereby interest income on plan assets is a component of the return on plan assets and is determined by multiplying the fair value of the plan assets by the applicable discount rate. The difference between the interest income on plan assets and the actual return on plan assets is included in the remeasurement of the net defined benefit liability (asset).

Remeasurements of the net defined benefit liability (asset) comprise of:

- ⌚ Actuarial gains and losses;
- ⌚ The return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- ⌚

Any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

Settlements

Gains or losses on curtailments or settlements of a defined benefit plan comprise of the difference between:

- ⌚ The present value of the defined benefit obligation being settled, as determined on the date of settlement; and
- ⌚ The settlement price, including any plan assets transferred and any payments made directly by Aegon in connection with the settlement.

Aegon recognizes (in the income statement) gains or losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

c. Share-based payments

The Group has issued share-based plans that entitle employees to receive equity instruments issued by the Group or cash payments based on the price of Aegon N.V. common shares. Some plans provide employees of the Group with the choice of settlement.

For share option plans that are equity-settled, the expense recognized is based on the fair value on the grant date of the share options, which does not reflect any performance conditions other than conditions linked to the price of the Group's shares. For long-term share-based plans where employees are granted the conditional right to receive Aegon shares if certain performance indicators are met and depending on continued employment of the individual employee, expenses recognized are based on the fair value on the grant date of the shares. The fair value is measured at the market price of the entities shares, adjusted to take into account the terms and conditions upon which the shares were granted. For example, where the employee is not entitled to receive dividends during the vesting period, this factor is taken into account when estimating the fair value of the shares granted. For the determination of factors such as expected dividends, market observable data has been considered.

Table of Contents**152** Notes to the consolidated financial statements **Note 2**

The cost for share option plans and long term incentive plans are recognized in the income statement, together with a corresponding increase in shareholders' equity, as the services are rendered. During this period the cumulative expense recognized at the reporting date reflects management's best estimate of the number of shares expected to vest ultimately.

Share appreciation right plans are initially recognized at fair value at the grant date, taking into account the terms and conditions on which the instruments were granted. The fair value is expensed over the period until vesting, with recognition of a corresponding liability. The liability is remeasured at each reporting date and at the date of settlement, with any changes in fair value recognized in the income statement.

Share option plans that can be settled in either shares or cash at the discretion of the employee and/or employer are accounted for as a compound financial instrument, which includes a debt component and an equity component.

2.23 Deferred gains**a. Deferred revenue liability**

Initial fees and front-end loadings paid by policyholders and other clients for future investment management services related to investment contracts without discretionary participation features are deferred and recognized as revenue when the related services are rendered.

b. Deferred gain on reinsurance

A deferred gain on reinsurance is established when Aegon enters into a reinsurance transaction. Aegon is not relieved of its legal liabilities, so the insurance liabilities relating to the underlying reinsured contracts will continue to be reported in the consolidated statement of financial position during the contractual term of the underlying business.

Gains or losses on buying reinsurance are amortized based on the assumptions of the underlying insurance contracts. The amortization is recognized in the income statement.

2.24 Tax assets and liabilities**a. Current tax assets and liabilities**

Tax assets and liabilities for current and prior periods are measured at the amount that is expected to be received from or paid to the taxation authorities, using the tax rates that have been enacted or substantively enacted by the reporting date.

b. Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the estimated future tax effects of temporary differences between the carrying value of an item and its tax value, with the exception of differences arising from the initial recognition of goodwill and of assets and liabilities that do not impact taxable or accounting profits. A tax asset is recognized for tax loss carryforwards to the extent that it is probable at the reporting date that future taxable profits will be available against which the unused tax losses and unused tax credits can be utilized.

Deferred tax liabilities relating to investments in subsidiaries, associates and joint ventures are not recognized if the Group is able to control the timing of the reversal of the temporary difference and it is probable that the difference will not be reversed in the foreseeable future.

Deferred tax assets and liabilities are reviewed at each reporting period and are measured at tax rates that are expected to apply when the asset is realized or the liability is settled. Since there is no absolute assurance that these assets will ultimately be realized, management reviews Aegon's deferred tax positions at each reporting period to determine if it is probable that the assets will be realized. These reviews include, among other things, the nature and amount of the taxable income and deductible expenses, the expected timing when certain assets will be used or liabilities will be required to be reported and the reliability of historical profitability of businesses expected to provide future earnings. Furthermore, management considers tax-planning opportunities it can utilize to increase the likelihood that the tax assets will be realized. The carrying amount is not discounted and reflects the Group's expectations concerning the manner of recovery or settlement.

Deferred tax assets and liabilities are recognized in relation to the underlying transaction either in profit and loss, other comprehensive income or directly in equity.

2.25 Contingent assets and liabilities

Contingent assets are disclosed in the notes if the inflow of economic benefits is probable, but not virtually certain. When the inflow of economic benefits becomes virtually certain, the asset is no longer contingent and its recognition is appropriate.

Annual Report on Form 20-F 2015

Table of Contents

153

A provision is recognized for present legal or constructive obligations arising from past events, when it is probable that it will result in an outflow of economic benefits and the amount can be reliably estimated. If the outflow of economic benefits is not probable, a contingent liability is disclosed, unless the possibility of an outflow of economic benefits is remote.

2.26 Premium income

Gross premiums, including recurring and single premiums, from life and non-life insurance and investment contracts with discretionary participation features are recognized as revenue when they become receivable. For products where deposit accounting is required, the deposits are not reflected as premium income, but are recognized as part of the financial liability. For these products the surrender charges and charges assessed have been included in gross premiums.

Premium loadings for installment payments and additional payments by the policyholder towards costs borne by the insurer are included in the gross premiums. Rebates that form part of the premium rate, such as no-claim rebates, are deducted from the gross premium, others are recognized as an expense. Depending on the applicable local accounting principles, bonuses that are used to increase the insured benefits may be recognized as gross premiums. The insurance premiums for the original contracts are presented gross of reinsurance premiums paid.

2.27 Investment income

For interest-bearing assets, interest is recognized as it accrues and is calculated using the effective interest rate method. Fees and commissions that are an integral part of the effective yield of the financial assets or liabilities are recognized as an adjustment to the effective interest rate of the instrument. Investment income includes the interest income and dividend income on financial assets carried at fair value through profit or loss.

Investment income also includes rental income due, as well as fees received for security lending.

2.28 Fee and commission income

Fees and commissions from investment management services and mutual funds, services where Aegon acts as service provider (including mortgage loan fee business) and from sales activities are recognized as revenue over the period in which the services are performed or for sales activities where services have been rendered.

2.29 Policyholder claims and benefits

Policyholder claims and benefits consist of claims and benefits paid to policyholders, including benefits in excess of account value for products for which deposit accounting is applied and the change in the valuation of liabilities for insurance and investment contracts. It includes internal and external claims handling costs that are directly related to the processing and settlement of claims. Amounts receivable in respect of salvage and subrogation are also considered.

2.30 Results from financial transactions

Results from financial transactions include:

[Net fair value change of general account financial investments at fair value through profit or loss, other than derivatives](#)

Net fair value change of general account financial investments at fair value through profit or loss, other than derivatives include fair value changes of financial assets carried at fair value through profit or loss. The net gains and losses do not include interest or dividend income.

[Realized gains and losses on financial investments](#)

Gains and losses on financial investments include realized gains and losses on general account financial assets, other than those classified as at fair value through profit or loss.

[Net fair value change of derivatives](#)

All changes in fair value are recognized in the income statement, unless the derivative has been designated as a hedging instrument in a cash flow hedge or a hedge of a net investment in a foreign operation. Fair value movements of fair value hedge instruments are offset by the fair value movements of the hedged item, and the resulting hedge ineffectiveness, if any, is included in this line. In addition, the fair value movements of bifurcated embedded derivatives are included in this line.

Table of Contents

154 Notes to the consolidated financial statements [Note 2](#)

Net fair value change on for account of policyholder financial assets at fair value through profit or loss

Net fair value change on for account of policyholder financial assets at fair value through profit or loss includes fair value movements of investments held for account of policyholders (refer to note 2.8 Investments for account of policyholders). The net fair value change does not include interest or dividend income.

Other

In addition, results from financial transactions include gains/losses on real estate (general account and account of policyholders), net foreign currency gains/(losses) and net fair value change on borrowings and other financial liabilities and realized gains on repurchased debt.

2.31 Impairment charges/(reversals)

Impairment charges and reversals include impairments and reversals on investments in financial assets, impairments and reversals on the valuation of insurance assets and liabilities and other non-financial assets and receivables. Refer to note 15 Impairment charges/ (reversals).

2.32 Interest charges and related fees

Interest charges and related fees includes interest expense on trust pass-through securities and other borrowings. Interest expense on trust pass-through securities and other borrowings carried at amortized cost is recognized in profit or loss using the effective interest method.

2.33 Leases

Arrangements that do not take the form of a lease but convey a right to use an asset in return for a payment are assessed at inception to determine whether they are, or contain, a lease. This involves an assessment of whether fulfillment of the arrangement is dependent on the use of a specific asset and whether the purchaser (lessee) has the right to control the use of the underlying asset.

Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases.

Payments made under operating leases, where the Group is the lessee, are charged to the income statement on a straight line basis over the period of the lease.

Where the Group is the lessor under an operating lease, the assets subject to the operating lease arrangement are presented in the statement of financial position according to the nature of the asset. Income from these leases are recognized in the income statement on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished.

2.34 Events after the balance sheet date

The financial statements are adjusted to reflect events that occurred between the balance sheet date and the date when the financial statements are authorized for issue, provided they give evidence of conditions that existed at the balance

sheet date.

Events that are indicative of conditions that arose after the balance sheet date are disclosed, but do not result in an adjustment of the financial statements themselves.

2.35 Future adoption of voluntary changes in accounting policies

On January 13, 2016, Aegon provided an update on its strategic plans at its Analyst & Investor Conference. Following this update Aegon will make voluntary changes in accounting policies, effective January 1, 2016, to reflect its strategic priorities. The voluntary changes in accounting policies will be applied retrospectively. Firstly, Aegon will adopt a group-wide accounting policy for reinsurance transactions that are entered into as part of a plan to exit a business. Also, Aegon will make two voluntary accounting policy changes that better reflect its business strategy after restructuring in the United Kingdom. The changes in the United Kingdom do not impact other reporting units within Aegon as these are changes specific to Aegon UK. However, these changes do increase alignment with other reporting units within Aegon.

In the following paragraphs, details are provided for these changes in accounting policies including the impact on shareholders equity and net income.

Annual Report on Form 20-F 2015

Table of Contents

155

Accounting related to certain reinsurance transactions

Aegon will adopt one single group-wide accounting policy for reinsurance transactions that are entered into as part of a plan to exit a business. The existing accounting policy records a deferred cost or gain of reinsurance which is subsequently amortized. Under the new accounting policy, when the company enters into a reinsurance transaction as part of a plan to exit a business, an immediate gain or loss will be recognized in the income statement.

For purposes of this accounting policy, a business is defined as designated insurance liabilities to be disposed of through reinsurance transactions. The insurance liabilities are designated according to their homogenous risk profiles, possible examples include but are not limited to geographical area, product type, distribution channel, policyholder profiles, and policy form or riders.

The adoption of the new accounting policy is expected to decrease shareholders' equity at the date of adoption (January 1, 2016) by between USD 0.1 billion and USD 0.2 billion. Aegon estimates that this accounting change will increase net income by approximately USD 10 million, USD 10 million and USD 20 million for the years 2015, 2014 and 2013 respectively as deferred costs of reinsurance are no longer amortized and the initially recorded deferred costs of reinsurance have been directly accounted for in the income statement at the date of the reinsurance transaction.

Insurance accounting for business in United Kingdom

In January 2016, Aegon announced the restructuring of its business and operations in the UK. This involves splitting the Aegon UK business into three components: the annuity business, the traditional pension book and the new digital solutions platform. By extracting the digital solutions platform from the rest of the business, management aims to ensure the focus and separate culture required to successfully build a viable and sustainably growing business over the longer term.

Aegon will make two voluntary accounting policy changes that better reflect its business strategy after restructuring in the United Kingdom, only effecting Aegon UK. The changes involve the aggregation level at which the liability adequacy test is carried out and the definition of when a substantially modified contract will be derecognized.

Level of aggregation

The current accounting policy for the level of aggregation for the liability adequacy test in the United Kingdom is on a geographical basis, therefore the total Aegon UK book is considered as one population. In the announced restructuring, Aegon's business in the United Kingdom has been split into different portfolios that will be managed independently from one another. Management is of the opinion that the liability adequacy test should be disaggregated to a portfolio level to reflect this change in strategy. This change in the definition of portfolio for Aegon UK will better align with other reporting units in the Group where insurance contracts are grouped consistent with the Company's manner of acquiring, servicing and measuring the profitability of its insurance contracts.

Substantial modification

The current accounting policy for Aegon's business in the United Kingdom is to derecognize insurance contracts when legal extinguishment occurs. As the annuity business, the traditional pension book and the new digital solutions

platform will be managed separately post-restructuring, Aegon has decided to change its accounting policy for Aegon UK to one that applies criteria from IAS 39 contract modification. Under these criteria a change should be significant enough to be considered an extinguishment of the existing contract and the issuance of a new contract. Aegon considers that this change in accounting policy is preferred as introducing a more sophisticated approach to contract modification is consistent with how the business will be managed post-restructuring. Furthermore, it will provide the user with information that is more relevant and that reliably reflects the economic substance of our transactions with our upgraded policyholders, as required by IFRS 4 and IAS 8, in relation to the nature of contract modifications.

Both changes in accounting policy, affecting Aegon UK, will be adopted retrospectively as of January 1, 2016 to coincide with the commencement of the restructuring in 2016. The changes are expected to decrease net income of the year 2015 approximately by between GBP 0.8 billion and GBP 0.9 billion as the two policy changes combined trigger a premium deficiency in 2015. This range also reflects the total impact on shareholders' equity at the date of adoption (January 1, 2016) as there is no impact on the income statement 2014 and 2013.

2.36 Future changes to segment reporting presentation

Based on the amended strategic plans as announced on January 13, 2016, Aegon has reconsidered its segment reporting. IFRS 8 requires operating segments to be defined in line with how the chief operating decision maker (CODM, i.e. Aegon's Executive Board) manages the business. Currently, Aegon has the following reportable segments: Americas, the Netherlands, United Kingdom, New Markets and Holdings and other activities. New Markets was established to aggregate Aegon's emerging businesses and global /

Table of Contents**156** Notes to the consolidated financial statements **Note 3**

European initiatives which is a combination of the following operating segments: Central & Eastern Europe, Asia, Spain & Portugal, Asset Management and VA Europe. Under IFRS 8 these operating segments were aggregated as one reportable segment due to their respective size.

Given that Aegon will change its managerial view to geographical areas and underlying businesses have developed since 2010, internal management reports will change as of 2016 accordingly. Alignment of segment reporting with those changes and developments will be put in place in 2016 reflecting Aegon's announcements related to its strategic plan. This means that the operating segments as described above will be presented on this basis and introduces separate presentation of the asset management business. The following will be reported from 2016 onwards:

- ⌚ Americas: one operating segment which covers business units in the United States, Brazil and Mexico, including any of the units' activities located outside these countries;
- ⌚ Europe: which covers the following operating segments: the Netherlands, United Kingdom (including VA Europe), Central & Eastern Europe, Spain & Portugal;
- ⌚ Asia: one operating segment which covers businesses operating in Hong Kong, Singapore, China, Japan, India and Indonesia including any of the units' activities located outside these countries;
- ⌚ Asset Management: one operating segment which covers business activities from Aegon Asset Management;
- ⌚ Holding and other activities: one operating segment which includes financing, reinsurance activities, employee and other administrative expenses of holding companies.

For Europe, the underlying businesses (the Netherlands, United Kingdom including VA Europe, Central & Eastern Europe and Spain & Portugal) are separate operating segments which under IFRS 8 cannot be aggregated, therefore further details will be provided for these operating segments in the segment note.

The change in segment reporting does not have an impact on the financial position, results of operations or cash flows of Aegon.

3 Critical accounting estimates and judgment in applying accounting policies

Application of the accounting policies in the preparation of the financial statements requires management to apply judgment involving assumptions and estimates concerning future results or other developments, including the likelihood, timing or amount of future transactions or events. There can be no assurance that actual results will not differ materially from those estimates. Accounting policies that are critical to the financial statement presentation and that require complex estimates or significant judgment are described in the following sections.

Valuation of assets and liabilities arising from life insurance contracts

The liability for life insurance contracts with guaranteed or fixed account terms is either based on current assumptions or on the assumptions established at inception of the contract, reflecting the best estimates at the time increased with a margin for adverse deviation. All contracts are subject to liability adequacy testing which reflects management's current estimates of future cash flows (including investment returns). To the extent that the liability is based on current assumptions, a change in assumptions will have an immediate impact on the income statement. Also, if a change in assumption results in not passing the liability adequacy test, the entire deficiency is recognized in the income statement. To the extent that the deficiency relates to unrealized gains and losses on available-for-sale investments, the additional liability is recognized in the revaluation reserve in equity.

Some insurance contracts without a guaranteed or fixed contractual term contain guaranteed minimum benefits. Depending on the nature of the guarantee, it may either be bifurcated and presented as a derivative or be reflected in the value of the insurance liability in accordance with local accounting principles. Given the dynamic and complex nature of these guarantees, stochastic techniques under a variety of market return scenarios are often used for measurement purposes. Such models require management to make numerous estimates based on historical experience and market expectations. Changes in these estimates will immediately affect the income statement.

In addition, certain acquisition costs related to the sale of new policies and the purchase of policies already in force are recorded as DPAC and VOBA assets respectively, and are amortized to the income statement over time. If the assumptions relating to the future profitability of these policies are not realized, the amortization of these costs could be accelerated and may require write-offs due to unrecoverability.

Annual Report on Form 20-F 2015

Table of Contents

157

Actuarial and economic assumptions

The main assumptions used in measuring DPAC, VOBA and the liabilities for life insurance contracts with fixed or guaranteed terms relate to mortality, morbidity, investment return and future expenses. Depending on local accounting principles, surrender rates may be considered.

Mortality tables applied are generally developed based on a blend of company experience and industry wide studies, taking into consideration product characteristics, own risk selection criteria, target market and past experience. Mortality experience is monitored through regular studies, the results of which are fed into the pricing cycle for new products and reflected in the liability calculation when appropriate. For contracts insuring survivorship, allowance may be made for further longevity improvements. Morbidity assumptions are based on own claims severity and frequency experience, adjusted where appropriate for industry information.

Investment assumptions are prescribed by the local regulator, market observable or based on management's future expectations. In the latter case, the anticipated future investment returns are set by management on a countrywide basis, considering available market information and economic indicators. A significant assumption related to estimated gross profits on variable annuities and variable life insurance products in the United States and some of the smaller countries, is the annual long-term growth rate of the underlying assets. The reconsideration of this assumption may affect the original DPAC or VOBA amortization schedule, referred to as DPAC or VOBA unlocking. The difference between the original DPAC or VOBA amortization schedule and the revised schedule, which is based on estimates of actual and future gross profits, is recognized in the income statement as an expense or a benefit in the period of determination.

Assumptions on future expenses are based on the current level of expenses, adjusted for expected expense inflation if appropriate.

Surrender rates depend on product features, policy duration and external circumstances such as the interest rate environment and competitor and policyholder behavior. For policies with account value guarantees based on equity market movements, a dynamic lapse assumption is utilized to reflect policyholder behavior based on whether the guarantee is in the money. Own experience, as well as industry published data, are used in establishing assumptions. Lapse experience is correlated to mortality and morbidity levels, as higher or lower levels of surrenders may indicate future claims will be higher or lower than anticipated. Such correlations are accounted for in the mortality and morbidity assumptions based on the emerging analysis of experience.

Actuarial assumption and model updates

Assumptions are reviewed periodically, typically in the third quarter, based on historical experience and observable market data, including market transactions such as acquisitions and reinsurance transactions. Similarly, the models and systems used for determining our liabilities are reviewed periodically and, if deemed necessary, updated based on emerging best practices and available technology.

During 2015, Aegon implemented actuarial assumption and model updates resulting in a net EUR 181 million charge to income before tax (2014: EUR 352 million). Assumption updates resulted in a net EUR 24 million gain to income before tax. Model updates had an adverse impact on income before tax of EUR 205 million. Refer to note 5 Segment information for further details.

For 2015, Aegon kept its long-term equity market return assumption for the estimated gross profits on variable life and variable annuity products in the Americas at 8% (December 31, 2014: 8%). The long-term assumption for 10-year US Treasury yields remains at 4.25% and the uniform grading period was 10 years. Aegon's assumed returns for US separate account bond fund remains at 4% over the next 10 years and 6% thereafter. The 90-day Treasury yield was 0.16% at December 31, 2015, and is assumed to remain level for the next six months followed by a 9.5 year grade to 2.5%. On a quarterly basis, the estimated gross profits are updated for the difference between the estimated market return and the actual market return.

For 2014, Aegon kept its long-term equity market return assumption for the estimated gross profits on variable life and variable annuity products in the Americas at 8% (December 31, 2013: 8%). The long-term assumption for 10-year US Treasury yields remained at 4.25% and the uniform grading period was 10 years. Aegon's assumed returns for US separate account bond fund remained at 4% over the next 10 years and 6% thereafter. The 90-day Treasury yield was 0.04% at December 31, 2014, and was assumed to remain level for the next two years followed by an eight year grade to 2.5%. These assumptions have been set for the relevant reporting period. On a quarterly basis, the estimated gross profits are updated for the difference between the estimated market return and the actual market return.

In the third quarter of 2013, to reflect the low interest rate environment, Aegon lowered its long-term assumption for 10-year US Treasury yields by 50 basis points to 4.25% and extended the uniform grading period from 5 years to 10 years. Aegon also changed its assumed returns for US separate account bond fund to 4% over the next 10 years and 6% thereafter from its previous assumptions of

Table of Contents**158** Notes to the consolidated financial statements **Note 3**

4% over the next 5 years and 6% thereafter. In addition, Aegon changed its long-term equity market return assumption for the estimated gross profit in variable life and variable annuity products in the Americas from 9% to 8%. In total, these assumption changes led to a negative impact on earnings of EUR 405 million in the third quarter of 2013. Both the assumptions for the bond fund and that for the long-term equity market are gross assumptions from which asset management and policy fees are deducted to determine the policyholder return. The 90-day Treasury yield was 0.07% at December 31, 2013, and was assumed to remain level for the next two years followed by an eight year grade to 2.5%. These assumptions have been set for the relevant reporting period.

Sensitivity on variable annuities and variable life insurance products in the United States

A 1% decrease in the expected long-term equity growth rate with regard to Aegon's variable annuities and variable life insurance products in the United States would result in a decrease in DPAC and VOBA balances and reserve strengthening of approximately EUR 147 million (2014: EUR 130 million). The DPAC and VOBA balances for these products in the United States amounted to EUR 3.0 billion at December 31, 2015 (2014: EUR 2.6 billion).

A relative increase ranging from 5% to 10% to the mortality assumption, dependent on the block of business, would reduce net income by approximately EUR 103 million (2014: EUR 63 million). A relative 20% increase in the lapse rate assumption would increase net income by approximately EUR 76 million (2014: EUR 71 million).

Any reasonably possible changes in the other assumptions Aegon uses to determine EGP margins (i.e. maintenance expenses, inflation and disability) would reduce net income by less than EUR 37 million (per assumption change) (2014: EUR 32 million).

Determination of fair value and fair value hierarchy

The following is a description of Aegon's methods of determining fair value, and a quantification of its exposure to assets and liabilities measured at fair value.

Fair value is defined as the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability). A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- ⌚ In the principal market for the asset or liability; or
- ⌚ In the absence of a principal market, in the most advantageous market for the asset or liability.

Aegon uses the following hierarchy for measuring and disclosing of the fair value of assets and liabilities:

- ⌚ Level I: quoted prices (unadjusted) in active markets for identical assets or liabilities that Aegon can access at the measurement date;
- ⌚ Level II: inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices of identical or similar assets and liabilities) using valuation techniques for which all significant inputs are based on observable market data; and
- ⌚ Level III: inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) using valuation techniques for which any significant input is not based on observable market data.

The best evidence of fair value is a quoted price in an actively traded market. In the event that the market for a financial instrument is not active or quoted market prices are not available, a valuation technique is used.

The degree of judgment used in measuring the fair value of assets and liabilities generally inversely correlates with the level of observable valuation inputs. Aegon maximizes the use of observable inputs and minimizes the use of unobservable valuation inputs when measuring fair value. Financial instruments, for example, with quoted prices in active markets generally have more pricing observability and therefore less judgment is used in measuring fair value. Conversely, financial instruments for which no quoted prices are available have less observability and are measured at fair value using valuation models or other pricing techniques that require more judgment.

The assets and liabilities categorization within the fair value hierarchy is based on the lowest input that is significant to the fair value measurement.

The judgment as to whether a market is active may include, although not necessarily determinative, lower transaction volumes, reduced transaction sizes and, in some cases, no observable trading activity for short periods. In inactive markets, assurance is obtained that the transaction price provides evidence of fair value or it is determined that adjustments to transaction prices are necessary to measure the fair value of the instrument.

Annual Report on Form 20-F 2015

Table of Contents

159

The majority of valuation techniques employ only observable market data, and so the reliability of the fair value measurement is high. However, certain assets and liabilities are valued on the basis of valuation techniques that feature one or more significant market inputs that are unobservable and, for such assets and liabilities, the derivation of fair value is more judgmental. An instrument is classified in its entirety as valued using significant unobservable inputs (Level III) if, in the opinion of management, a significant proportion of the instrument's carrying amount is driven by unobservable inputs. Unobservable in this context means that there is little or no current market data available from which to determine the price at which an at arm's length transaction would be likely to occur. It generally does not mean that there is no market data available at all upon which to base a determination of fair value. Additional information is provided in the table headed "Effect of changes in significant unobservable assumptions to reasonably possible alternatives" in note 47 Fair Value. While Aegon believes its valuation techniques are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain instruments (both financial and non-financial) could result in a different estimate of fair value at the reporting date.

To operationalize Aegon's fair value hierarchy, individual instruments (both financial and non-financial) are assigned a fair value level based primarily on the type of instrument and the source of the prices (e.g. index, third-party pricing service, broker, internally modeled). Periodically, this logic for assigning fair value levels is reviewed to determine if any modifications are necessary in the context of the current market environment.

4 Financial risks

General

As an insurance group, Aegon is exposed to a variety of risks. Aegon's largest exposures are to changes in financial markets (e.g. foreign currency, interest rate, credit and equity market risks) that affect the value of the investments, liabilities from products that Aegon sells, deferred expenses and value of business acquired. Other risks include insurance related risks, such as changes in mortality and morbidity, which are discussed in note 36 Insurance contracts. Aegon manages risk at local level where business is transacted, based on principles and policies established at the Group level. Aegon's integrated approach to risk management involves similar measurement of risk and scope of risk coverage to allow for aggregation of the Group's risk position.

To manage its risk exposure, Aegon has risk policies in place. Many of these policies are group-wide while others are specific to the unique situation of local businesses. The Group level policies limit the Group's exposure to major risks such as equity, interest rates, credit, and currency. The limits in these policies in aggregate remain within the Group's overall tolerance for risk and the Group's financial resources. Operating within this policy framework, Aegon employs risk management programs including asset liability management (ALM) processes and models and hedging programs (which are largely conducted via the use of derivatives). These risk management programs are in place in each country unit and are not only used to manage risk in each unit, but are also part of the Group's overall risk strategy.

Aegon operates a Derivative Use Policy to govern its usage of derivatives. These policies establish the control, authorization, execution and monitoring requirements of the usage of such instruments. In addition, these policies stipulate necessary mitigation of credit risk created through these derivatives management tools. For derivatives, credit risk is normally mitigated by requirements to post collateral via credit support annex agreements or through a central clearinghouse.

As part of its risk management programs, Aegon takes inventory of its current risk position across risk categories. Aegon also measures the sensitivity of net income and shareholders' equity under both deterministic and stochastic scenarios. Management uses the insight gained through these "what if?" scenarios to manage the Group's risk exposure and capital position. The models, scenarios and assumptions used are reviewed regularly and updated as necessary.

Results of Aegon's sensitivity analyses are presented throughout this section to show the estimated sensitivity of net income and shareholders' equity to various scenarios. For each type of market risk, the analysis shows how net income and shareholders' equity would have been affected by changes in the relevant risk variable that were reasonably possible at the reporting date. For each sensitivity test the impact of a reasonably possible change in a single factor is shown. Management action is taken into account to the extent that it is part of Aegon's regular policies and procedures, such as established hedging programs. However, incidental management actions that would require a change in policies and procedures are not considered.

Each sensitivity analysis reflects the extent to which the shock tested would affect management's critical accounting estimates and judgment in applying Aegon's accounting policies. Market-consistent assumptions underlying the measurement of non-listed assets and liabilities are adjusted to reflect the shock tested. The shock may also affect the measurement of assets and liabilities based on assumptions that are not observable in the market. For example, a shock in interest rates may lead to changes in the amortization schedule of DPAC or to increased impairment losses on equity investments. Although management's short-term assumptions may change if there is a reasonably possible change in a risk factor, long-term assumptions will generally not be revised unless there is evidence that the movement is permanent. This fact is reflected in the sensitivity analyses.

Table of Contents**160** Notes to the consolidated financial statements **Note 4**

The accounting mismatch inherent in IFRS is also apparent in the reported sensitivities. A change in interest rates has an immediate impact on the carrying amount of assets measured at fair value. However, the shock will not have a similar effect on the carrying amount of the related insurance liabilities that are measured based on locked-in assumptions or on management's long-term expectations. Consequently, the different measurement bases for assets and liabilities lead to increased volatility in IFRS net income and shareholders' equity. Aegon has classified a significant part of its investment portfolio as available-for-sale, which is one of the main reasons why the economic shocks tested have a different impact on net income than on shareholders' equity. Unrealized gains and losses on these assets are not recognized in the income statement but are booked directly to the revaluation reserves in shareholders' equity, unless impaired. As a result, economic sensitivities predominantly impact shareholders' equity but leave net income unaffected. The effect of movements of the revaluation reserve on capitalization ratios and capital adequacy are minimal. Aegon's target ratio for the composition of its capital base is based on shareholders' equity excluding the revaluation reserve.

The sensitivities do not reflect what the net income for the period would have been if risk variables had been different because the analysis is based on the exposures in existence at the reporting date rather than on those that actually occurred during the year. Nor are the results of the sensitivities intended to be an accurate prediction of Aegon's future shareholders' equity or earnings. The analysis does not take into account the impact of future new business, which is an important component of Aegon's future earnings. It also does not consider all methods available to management to respond to changes in the financial environment, such as changing investment portfolio allocations or adjusting premiums and crediting rates. Furthermore, the results of the analyses cannot be extrapolated for wider variations since effects do not tend to be linear. No risk management process can clearly predict future results.

Concentration risk for financial risks are measured and managed at the following levels:

- ⚡ Concentration per risk type: Risk exposures are measured per risk type as part of Aegon's internal economic framework. A risk tolerance framework is in place which sets risk limits per risk type and which promotes diversification across risk types;
- ⚡ Concentration per counterparty: Risk exposure is measured and risk limits are in place per counterparty as part of the Counterparty Name Limit Policy; and
- ⚡ Concentration per sector, geography and asset class: Aegon's investment strategy is translated in investment mandates for its internal and external asset managers. Through these investment mandates limits on sector, geography and asset class are set. Compliance monitoring of the investment mandates is done by the insurance operating companies.

Moreover, concentration of financial risks are measured in Aegon business planning cycle. As part of business planning, the resilience of Aegon's business strategy is tested in several extreme event scenarios. In the Depression and Inflation scenario, financial markets are stressed without assuming diversification across different market factors. As part of the Extreme Event Scenario testing, certain management actions are implemented when management deems this necessary.

Currency exchange rate risk

As an international group, Aegon is subject to foreign currency translation risk. Foreign currency exposure exists mainly when policies are denominated in currencies other than the issuer's functional currency. Currency risk in the investment portfolios backing insurance and investment liabilities is managed using asset liability matching principles. Assets allocated to equity are kept in local currencies to the extent shareholders' equity is required to satisfy regulatory

and self-imposed capital requirements. Therefore, currency exchange rate fluctuations will affect the level of shareholders' equity as a result of translation of subsidiaries into euro, the Group's presentation currency. Aegon holds the remainder of its capital base (perpetual capital securities, subordinated and senior debt) in various currencies in amounts that are targeted to correspond to the book value of the country units. This balancing mitigates currency translation impacts on shareholders' equity and leverage ratios. Aegon does not hedge the income streams from the main non-euro units and, as a result, earnings may fluctuate due to currency translation. As Aegon has significant business segments in the Americas and in the United Kingdom, the principal sources of exposure from currency fluctuations are from the differences between the US dollar and the euro and between the UK pound and the euro. Aegon may experience significant changes in net income and shareholders' equity because of these fluctuations.

Aegon operates a Currency Risk Policy which applies currency risk exposure limits both at Group and regional levels, and under which direct currency speculation or program trading by country units is not allowed unless explicit approval has been granted by the Group Risk and Capital Committee. Assets should be held in the functional currency of the business written or hedged back to that currency. Where this is not possible or practical, remaining currency exposure should be sufficiently documented and limits are placed on the total exposure at both group level and for individual country units.

Annual Report on Form 20-F 2015

Table of Contents

161

Information on Aegon's three year historical net income/(loss) and shareholders' equity in functional currency are shown in the table below:

	2015	2014	2013
Net income			
Americas (in USD)	(273)	784	540
The Netherlands (in EUR)	753	62	521
United Kingdom (in GBP)	158	143	65
New Markets (in EUR)	144	89	127
Equity in functional currency			
Americas (in USD)	17,731	21,387	19,891
The Netherlands (in EUR)	5,263	4,745	3,350
United Kingdom (in GBP)	3,598	3,781	2,845
New Markets (in EUR)	2,221	2,242	1,873

The exchange rates for US dollar and UK pound per euro for each of the last five year ends are set forth in the table below:

Closing rates	2015	2014	2013	2012	2011
USD	1.09	1.21	1.38	1.32	1.30
GBP	0.74	0.78	0.83	0.81	0.84

Aegon Group companies' foreign currency exposure from monetary assets and liabilities denominated in foreign currencies is not material.

The sensitivity analysis in the following table shows an estimate of the effect of movements in the exchange rates of Aegon's non-euro currencies relative to the euro on net income and shareholders' equity. The effects as included in the following table are due to the translation of subsidiaries, joint ventures and associates in the consolidated financial statements. The 2014 numbers in the sensitivity analysis of net income and shareholders' equity to translation risk have been restated as a result of a change in methodology in compiling the sensitivities. This year the methodology used for translation risk has been brought in line with the methodology used for calculating the other sensitivities. This restatement had no impact on net income, shareholders' equity, total assets, total liabilities or earnings per share.

Sensitivity analysis of net income and shareholders' equity to translation risk

Movement of markets ¹⁾

Estimated approximate effects on net income
Estimated approximate effects on shareholders'

equity

2015

Increase by 15% of USD currencies relative to the euro	69	2,181
Increase by 15% of GBP currencies relative to the euro	38	766
Increase by 15% of other non-euro currencies relative to the euro	111	3,040
Decrease by 15% of USD currencies relative to the euro	(49)	(1,553)
Decrease by 15% of GBP currencies relative to the euro	(27)	(538)
Decrease by 15% of other non-euro currencies relative to the euro	(77)	(2,155)

2014

Increase by 15% of USD currencies relative to the euro	83	2,038
Increase by 15% of GBP currencies relative to the euro	42	771
Increase by 15% of other non-euro currencies relative to the euro	116	3,143
Decrease by 15% of USD currencies relative to the euro	(59)	(1,428)
Decrease by 15% of GBP currencies relative to the euro	(32)	(544)
Decrease by 15% of other non-euro currencies relative to the euro	(81)	(2,202)

¹ The effect of currency exchange movements is reflected as a one-time shift up or down in the value of the non-euro currencies relative to the euro on December 31.

² For the sensitivity analysis the book loss of Canada in 2015 has not been taken into account.

Table of Contents162 Notes to the consolidated financial statements [Note 4](#)**Interest rate risk**

Aegon bears interest rate risk with many of its products. In cases where cash flows are highly predictable, investing in assets that closely match the cash flow profile of the liabilities can offset this risk. For some Aegon country units, local capital markets are not well developed, which prevents the complete matching of assets and liabilities for those businesses. For some products, cash flows are less predictable as a result of policyholder actions that can be affected by the level of interest rates.

In periods of rapidly increasing interest rates, policy loans, surrenders and withdrawals may and usually do increase. Premiums in flexible premium policies may decrease as policyholders seek investments with higher perceived returns. This activity may result in cash payments by Aegon requiring the sale of invested assets at a time when the prices of those assets are adversely affected by the increase in market interest rates; this may result in realized investment losses. These cash payments to policyholders result in a decrease in total invested assets and a decrease in net income. Among other things, early withdrawals may also require accelerated amortization of DPAC, which in turn reduces net income.

During periods of sustained low interest rates, Aegon may not be able to preserve margins as a result of minimum interest rate guarantees and minimum guaranteed crediting rates provided on policies. Also, investment earnings may be lower because the interest earnings on new fixed-income investments are likely to have declined with the market interest rates. Mortgage loans and redeemable bonds in the investment portfolio are more likely to be repaid as borrowers seek to borrow at lower interest rates and Aegon may be required to reinvest the proceeds in securities bearing lower interest rates. Accordingly, net income declines as a result of a decrease in the spread between returns on the investment portfolio and the interest rates either credited to policyholders or assumed in reserves.

Aegon manages interest rate risk closely, taking into account all of the complexity regarding policyholder behavior and management action. Aegon employs sophisticated interest rate measurement techniques and actively uses derivatives and other risk mitigation tools to closely manage its interest rate risk exposure. Aegon operates an Interest Rate Risk policy that limits the amount of interest rate risk to which the Group is exposed. All derivative use is governed by Aegon's Derivative Use Policy. A detailed description on the use of derivatives within Aegon is included in note 24 Derivatives.

The following table shows interest rates at the end of each of the last five years.

	2015	2014	2013	2012	2011
3-month US LIBOR	0.61%	0.26%	0.25%	0.31%	0.58%
3-month EURIBOR	(0.13%)	0.08%	0.29%	0.19%	1.36%
10-year US Treasury	2.27%	2.17%	3.03%	1.76%	1.88%
10-year Dutch government	0.79%	0.68%	2.23%	1.50%	2.19%

The sensitivity analysis in the table below shows an estimate of the effect of a parallel shift in the yield curves on net income and shareholders' equity arising from the impact on general account investments and offset due to liabilities from insurance and investment contracts. In general, increases in interest rates are beneficial to Aegon. However,

timing and valuation differences between assets and liabilities may cause short-term reductions in net income or solvency ratios as rates rise. The rising interest rates would also cause the fair value of the available-for-sale bond portfolio to decline and the level of unrealized gains could become too low to support recoverability of the full deferred tax asset triggering an allowance charge to income. The offsetting economic gain on the insurance and investment contracts is however not fully reflected in the sensitivities because many of these liabilities are not measured at fair value. Over time, the medium-term reduction in net income due to rising interest rates would be offset by higher net income in later years, all else being equal. Therefore, higher interest rates are not considered a long-term risk to the Group. However, a long sustained period of low interest rates will erode net income due to lower returns earned on reinvestments.

	Estimated approximate effects on net income	Estimated approximate effects on shareholders equity
Parallel movement of yield curve		
2015		
Shift up 100 basis points	390	(4,428)
Shift down 100 basis points	(480)	2,559
2014		
Shift up 100 basis points	456	(4,010)
Shift down 100 basis points	(568)	2,476

Annual Report on Form 20-F 2015

Table of Contents

163

Credit risk

As premiums and deposits are received, these funds are invested to pay for future policyholder obligations. For general account products, Aegon typically bears the risk for investment performance which is equal to the the return of principal and interest. Aegon is exposed to credit risk on its general account fixed-income portfolio (debt securities, mortgages and private placements), over-the-counter derivatives and reinsurance contracts. Some issuers have defaulted on their financial obligations for various reasons, including bankruptcy, lack of liquidity, downturns in the economy, downturns in real estate values, operational failure and fraud. During financial downturns, Aegon can incur defaults or other reductions in the value of these securities and loans, which could have a materially adverse effect on Aegon's business, results of operations and financial condition.

The table that follows shows the Group's maximum exposure to credit risk from investments in general account financial assets, as well as general account derivatives and reinsurance assets, collateral held and net exposure. Please refer to note 49 Transfer of financial assets for further information on collateral given, which may expose the Group to credit risk.

	Maximum exposure to credit risk	Cash	Letters of credit / Securities guarantees	Real estate property	Master netting agreements	Other	Total collateral	Surplus collateral (or overcollateralization)	Net exposure
2015									
Debt securities - carried at fair value	107,390	-	-	470	-	-	470	-	106,920
Money market and other short-term investments - carried at fair value	7,444	-	984	-	-	-	984	-	6,460
Mortgage loans - carried at amortized cost	32,899	2,070	-	1,387	45,244	-	48,702	15,644	(159)
Private loans - carried at amortized cost	2,847	-	-	-	-	-	-	-	2,847
Other loans - carried at amortized cost	2,517	-	-	-	-	2,193	2,193	1,377	1,701
Other financial assets - carried at	3,932	-	-	-	-	-	-	-	3,932

Edgar Filing: AEGON NV - Form 20-F

fair value										
Derivatives	10,643	1,510	696	-	-	7,972	-	10,178	58	523
Reinsurance										
assets	11,193	-	5,345	178	-	-	-	5,523	-	5,670
At December 31	178,864	3,580	7,025	2,035	45,244	7,972	2,193	68,049	17,079	127,894

	Maximum exposure to credit risk	Cash	Securities	Letters of credit / guarantees	Real estate property	Master netting agreements	Other	Total collateral	Surplus collateral (or overcollateralization)	Net exposure
2014										
Debt securities - carried at fair value	103,324	-	-	500	-	-	-	500	-	102,824
Money market and other short-term investments - carried at fair value	7,299	-	874	-	-	-	-	874	-	6,425
Mortgage loans - carried at amortized cost	31,729	1,911	-	1,688	41,337	-	1	44,938	13,933	725
Private loans - carried at amortized cost	2,058	-	-	-	-	-	-	-	-	2,058
Other loans - carried at amortized cost	2,516	-	-	-	-	-	2,018	2,018	1,305	1,803
Other financial assets - carried at fair value	3,380	-	-	-	-	-	-	-	-	3,380
Derivatives	27,183	3,932	356	-	-	22,207	-	26,495	33	721
Reinsurance assets	9,494	-	4,709	170	-	-	-	4,879	-	4,615
At December 31	186,983	5,843	5,939	2,358	41,337	22,207	2,019	79,704	15,271	122,551

Table of Contents

164 Notes to the consolidated financial statements [Note 4](#)

Debt securities

Several bonds in Aegon USA's portfolio are insured by monoline insurers. Further information on the monoline insurers is provided in the section [Additional information on credit risk, unrealized losses and impairments](#).

Money market and short-term investments

The collateral reported for the money market and short-term investments are related to tri-party repurchase agreements (repos). Within tri-party repos Aegon invests under short-term reverse repurchase agreements and the counterparty posts collateral to a third party custodian. The collateral posted is typically high-quality, short-term securities and is only accessible for or available to Aegon in the event the counterparty defaults.

Mortgage loans

The real estate collateral for mortgages includes both residential and commercial properties. The collateral for commercial mortgage loans in Aegon Americas is measured at fair value. At a minimum on an annual basis, a fair value is estimated for each individual real estate property that has been pledged as collateral. When a loan is originally provided, an external appraisal is obtained to estimate the value of the property. In subsequent years, the value is typically estimated internally using various professionally accepted valuation methodologies. Internal appraisals are performed by qualified, professionally accredited personnel. International valuation standards are used and the most significant assumptions made during the valuation of real estate are the current cost of reproducing or replacing the property, the value that the property's net earning power will support, and the value indicated by recent sales of comparable properties. Valuations are primarily supported by market evidence. For Aegon the Netherlands, collateral for the residential mortgages is measured as the foreclosure value which is indexed periodically.

Cash collateral for mortgage loans includes the savings that have been received to redeem the underlying mortgage loans at redemption date. These savings are part of the credit side of the statement of financial position, but reduce the credit risk for the mortgage loan as a whole.

A substantial part of Aegon's Dutch residential mortgage loan portfolio benefits from guarantees by a Dutch government-backed trust (Stichting Waarborgfonds Eigen Woning) through the Dutch Mortgage loan Guarantee program (NHG). These guarantees cover all principal losses, missed interest payments and foreclosure costs incurred upon termination and settlement of defaulted mortgage loans when lender-specific terms and conditions of the guarantee are met. When not fully met, the trust may pay claims in part or in full, depending on the severity of the breach of terms and conditions. For each specific loan, the guarantee amortizes in line with an equivalent annuity mortgage loan. When the remaining loan balance at default does not exceed the amortized guarantee, it covers the full loss under its terms and conditions. Any loan balance in excess of this decreasing guarantee profile serves as a first loss position for the lender. For NHG-backed mortgage loans originated after January 1st 2014, a 10% lender-incurred haircut applies on realized losses on each defaulted loan.

Derivatives

The master netting agreements column in the table relates to derivative liability positions which are used in Aegon's credit risk management. The offset in the master netting agreements column includes balances where there is a legally enforceable right of offset, but no intention to settle these balances on a net basis under normal circumstances. As a result, there is a net exposure for credit risk management purposes. However, as there is no intention to settle these balances on a net basis, they do not qualify for net presentation for accounting purposes.

Reinsurance assets

The collateral related to the reinsurance assets include assets in trust that are held by the reinsurer for the benefit of Aegon. The assets in trust can be accessed to pay policyholder benefits in the event the reinsurers fail to perform under the terms of their contract. Further information on the related reinsurance transactions is included in note 27 Reinsurance assets.

Other loans

The collateral included in the other column represents the policyholders account value for policy loans. The excess of the account value over the loan value is included in the surplus collateral column. For further information on the policy loans refer to note 22.1 Financial assets, excluding derivatives.

The total collateral includes both under- and over-collateralized positions. To present a net exposure of credit risk, the over-collateralization, which is shown in the surplus collateral column, is extracted from the total collateral.

Table of Contents

165

Credit risk management

Aegon manages credit risk exposure by individual counterparty, sector and asset class, including cash positions. Normally, Aegon mitigates credit risk in derivative contracts by entering into credit support agreement, where practical, and in ISDA master netting agreements for most of Aegon's legal entities to facilitate Aegon's right to offset credit risk exposure. Main counterparties to these transactions are investment banks which are typically rated A or higher. The credit support agreement will normally dictate the threshold over which collateral needs to be pledged by Aegon or its counterparty. Transactions requiring Aegon or its counterparty to post collateral are typically the result of derivative trades, comprised mostly of interest rate swaps, equity swaps, currency swaps, credit swaps and other bilateral exposure derivatives. Collateral received is mainly cash (USD and EUR). The credit support agreements that outline the acceptable collateral require high quality instruments to be posted. In 2015 and 2014, there was no default with any derivatives counterparty. The credit risk associated with financial assets subject to a master netting agreement is eliminated only to the extent that financial liabilities due to the same counterparty will be settled after the assets are realized. New interest rate swap transactions in the US are traded via Central Clearing Houses as required by the Dodd-Frank act. Credit risk in these transactions is mitigated through posting of initial and variation margins.

Aegon may also mitigate credit risk in reinsurance contracts by including downgrade clauses that allow the recapture of business, retaining ownership of assets required to support liabilities ceded or by requiring the reinsurer to hold assets in trust. For the resulting net credit risk exposure, Aegon employs deterministic and stochastic credit risk modeling in order to assess the Group's credit risk profile, associated earnings and capital implications due to various credit loss scenarios.

Aegon operates a Credit Name Limit Policy (CNLP) under which limits are placed on the aggregate exposure that it has to any one counterparty. Limits are placed on the exposure at both group level and individual country units. The limits also vary by a rating system, which is a composite of the main rating agencies (S&P, Moody's and Fitch) and Aegon's internal rating of the counterparty. If an exposure exceeds the stated limit, then the exposure must be reduced to the limit for the country unit and rating category as soon as possible. Exceptions to these limits can only be made after explicit approval from Aegon's Group Risk and Capital Committee (GRCC). The policy is reviewed regularly.

At December 31, 2015 there was one violation of the Credit Name Limit Policy at Group level. This violation will be resolved overtime by reducing the exposure. At December 31, 2014 there were three violations of the Credit Name Limit Policy at Group level. These violations have been resolved in 2015 through reducing the exposure.

At December 31, 2015 Aegon's largest corporate credit exposures are to American United Life Insurance Company, Berkshire Hathaway, General Electric, HSBC and JP Morgan. Aegon had large sovereign exposures, the largest being in the USA, the Netherlands, Germany, UK and Austria. Highly rated sovereign assets, that is AAA rated by all three agencies, and sovereign exposure domestically issued and owned in local currency are excluded from the Credit Name Limit Policy.

Aegon group level long-term counterparty exposure limits are as follows:

Group limit

Amounts in EUR million

	2015	2014
AAA	900	900
AA	900	900
A	675	675
BBB	450	450
BB	250	250
B	125	125
CCC or lower	50	50

Credit rating

The ratings distribution of general account portfolios of Aegon's major reporting units, excluding reinsurance assets, are presented in the table that follows, organized by rating category and split by assets that are valued at fair value and assets that are valued at amortized cost. Aegon uses a composite rating based on a combination of the ratings of S&P, Moody's, Fitch, Internal and National Association of Insurance Commissioners (NAIC). The rating used is the lower of the external rating and the internal rating.

Table of Contents166 Notes to the consolidated financial statements **Note 4**

	Americas		The Netherlands		United Kingdom		New Markets		Total 2015 ¹⁾			
Credit rating general account investments, excluding reinsurance assets 2015	Amor- tized cost	Fair value	Amor- tized cost	Amor- Fair value cost	Fair value	Amor- tized cost	Fair value	Amor- tized cost	Fair value	Amor- tized cost	Fair value	Total carrying value
AAA	1,528	18,643	1,489	13,361	-	736	-	796	3,017	33,556	36,573	
AA	3,239	5,249	96	4,420	-	6,172	-	396	3,335	16,236	19,571	
A	2,813	24,525	202	2,054	-	3,654	90	1,651	3,105	31,901	35,006	
BBB	212	21,179	459	3,309	-	2,588	54	2,152	725	29,229	29,954	
BB	52	2,063	12	201	-	187	11	436	75	2,887	2,962	
B	-	1,198	-	26	-	2	5	56	5	1,281	1,286	
CCC or lower	-	969	-	-	-	-	4	22	4	991	995	
Assets not rated	2,195	4,203	25,229	7,849	-	598	102	140	27,613	13,133	40,746	
Total	10,038	78,029	27,487	31,220	-	13,937	267	5,649	37,880	129,214	167,093	
Past due and / or impaired assets	23	1,479	520	119	-	1	154	56	697	1,655	2,352	
At December 31	10,062	79,508	28,007	31,339	-	13,938	421	5,705	38,577	130,868	169,445	

¹ Includes investments of Holding and other activities.

	Americas		The Netherlands		United Kingdom		New Markets		Total 2014 ¹⁾			
Credit rating general account investments, excluding reinsurance assets 2014	Amor- tized cost	Fair value	Amor- tized cost	Amor- Fair value cost	Fair value	Amor- tized cost	Fair value	Amor- tized cost	Fair value	Amor- tized cost	Fair value	Total carrying value
AAA	1,418	17,059	866	14,729	-	651	-	617	2,284	33,163	35,447	
AA	3,281	6,184	362	3,431	-	5,413	-	310	3,643	15,321	18,964	
A	2,104	22,738	238	2,328	-	4,231	55	1,314	2,397	30,624	33,021	
BBB	194	20,940	185	2,558	-	2,221	105	1,397	483	27,117	27,600	
BB	131	2,016	-	186	-	149	5	430	137	2,781	2,918	
B	9	1,297	-	-	-	3	5	40	14	1,340	1,354	
CCC or lower	-	861	-	18	-	-	3	12	3	891	894	
Assets not rated	2,021	3,462	24,809	24,156	-	570	153	175	26,995	29,383	56,378	
Total	9,159	74,557	26,460	47,406	-	13,238	326	4,294	35,956	140,621	176,576	

Past due and / or impaired assets	28	1,540	592	122	-	2	161	23	782	1,687	2,469
At December 31	9,187	76,097	27,052	47,528	-	13,240	487	4,318	36,738	142,308	179,045

¹ Includes investments of Holding and other activities.

The following table shows the credit quality of the gross positions in the statement of financial position for general account reinsurance assets specifically:

	Carrying value 2015	Carrying value 2014
AAA	7	7
AA	8,033	2,376
A	2,771	6,768
Below A	14	14
Not rated	368	329
At December 31	11,193	9,494

Annual Report on Form 20-F 2015

Table of Contents

167

Credit risk concentration

The tables that follow present specific credit risk concentration information for general account financial assets.

Credit risk concentrations debt securities and money market investments 2015					Total 2015 ¹⁾	Of which past due and / or impaired assets
	Americas	The Netherlands	United Kingdom	New Markets		
Residential mortgage-backed securities (RMBSs)	4,326	757	21	62	5,167	1,355
Commercial mortgage-backed securities (CMBSs)	4,970	78	590	516	6,153	16
Asset-backed securities (ABSs) - CDOs backed by ABS, Corp. bonds, Bank loans	959	2,055	-	28	3,041	7
ABSs - Other	2,231	342	2,018	282	4,873	60
Financial - Banking	7,617	1,578	1,321	868	11,385	4
Financial - Other	10,787	222	920	623	12,570	1
Industrial	27,349	2,778	2,315	1,995	34,437	31
Utility	4,450	546	977	250	6,223	-
Sovereign exposure	9,794	15,015	5,178	997	30,984	46
At December 31	72,484	23,370	13,341	5,621	114,834	1,521

¹⁾ Includes investments of Holding and other activities.

Credit risk concentrations debt securities and money market investments 2014					Total 2014 ¹⁾	Of which past due and / or impaired assets
	Americas	The Netherlands	United Kingdom	New Markets		
	4,584	932	21	64	5,601	1,405

Residential mortgage-backed securities (RMBSs)						
Commercial mortgage-backed securities (CMBSs)	5,178	118	434	312	6,042	12
Asset-backed securities (ABSs) - CDOs backed by ABS, Corp.						
bonds, Bank loans	784	1,859	-	4	2,647	8
ABSs - Other	2,229	440	2,124	165	4,957	57
Financial - Banking	7,241	753	1,405	669	10,163	9
Financial - Other	10,423	184	1,072	415	12,106	3
Industrial	26,815	2,747	2,398	1,310	33,270	16
Utility	4,041	615	1,010	164	5,831	-
Sovereign exposure	8,811	15,602	4,415	1,177	30,005	37
At December 31	70,105	23,250	12,880	4,280	110,622	1,547

¹ Includes investments of Holding and other activities.

Credit risk concentrations						Of which past due and / or impaired assets
mortgage loans	Americas	The Netherlands	United Kingdom	New Markets	Total 2015¹	
Agricultural	101	-	-	-	101	10
Apartment	2,796	-	-	-	2,796	-
Industrial	837	-	-	-	837	-
Office	1,880	12	-	-	1,892	6
Retail	1,896	13	-	-	1,909	9
Other commercial	351	35	-	-	386	2
Residential	26	24,720	-	232	24,978	625
At December 31	7,888	24,779	-	232	32,899	653

¹ Includes investments of Holding and other activities.

Table of Contents168 Notes to the consolidated financial statements [Note 4](#)

						Of which
						past due and / or impaired assets
Credit risk concentrations		The	United		Total 2014 ¹⁾	
mortgage loans	Americas	Netherlands	Kingdom	New Markets		
Agricultural	86	-	-	-	86	9
Apartment	2,030	-	-	-	2,030	-
Industrial	857	-	-	-	857	2
Office	2,096	14	-	-	2,110	10
Retail	1,800	-	-	-	1,800	7
Other commercial	297	53	-	-	351	4
Residential	26	24,186	-	285	24,496	699
At December 31	7,192	24,253	-	285	31,729	731

¹ Includes investments of Holding and other activities.

The fair value of Aegon Americas commercial and agricultural mortgage loan portfolio as per December 31, 2015, amounted to EUR 8,202 million (2014: EUR 7,622 million). The loan to value (LTV) amounted to approximately 55% (2014: 57%). Of the portfolio 0.07% (2014: 0.23%) is in delinquency (defined as 60 days in arrears). In 2015, Aegon Americas recognized EUR 5 million impairments (net of recoveries) (2014: EUR 8 million) on this portfolio. In 2015, Aegon Americas foreclosed upon, or recovered EUR 23 million (2014: EUR 16 million) of real estate. The 2015 additional impairments associated with these loans at the time of foreclosure amounted to EUR 3 million (2014: impairment recoveries of EUR 1 million).

The fair value of Aegon the Netherlands mortgage loan portfolio as per December 31, 2015, amounted to EUR 29,181 million (2014: EUR 28,758 million). The LTV amounted to approximately 90% (2014: 95%). A significant part of the portfolio (60%; 2014: 60%) is government guaranteed. Of the portfolio, 0.8% (2014: 0.9%) is in delinquency (defined as 60 days in arrears). Impairments in 2015 amounted to EUR 9 million (2014: EUR 4 million). During the last ten years defaults of the portfolio have been 5 basis points on average.

Unconsolidated structured entities

Aegon's investments in unconsolidated structured entities such as RMBSs, CMBSs and ABSs and investment funds are presented in the line item 'Investments' of the statement of financial position. Aegon's interests in these unconsolidated structured entities can be characterized as basic interests, Aegon does not have loans, derivatives, guarantees or other interests related to these investments. Any existing commitments such as future purchases of interests in investment funds are disclosed in note 48 Commitments and contingencies.

For debt instruments, specifically for RMBSs, CMBSs and ABSs, the maximum exposure to loss is equal to the carrying amount which is reflected in the credit risk concentration table regarding debt securities and money market investments. To manage credit risk Aegon invests primarily in senior notes of RMBSs, CMBSs and ABSs. Additional

information on credit ratings for Aegon's investments in RMBSs, CMBSs and ABSs are disclosed in the sections that describe per category of debt securities the composition and impairment assessments. The composition of the RMBSs, CMBSs and ABSs portfolios of Aegon are widely dispersed looking at the individual amount per entity, therefore Aegon only has non-controlling interests in individual unconsolidated structured entities. Furthermore these investments are not originated by Aegon.

Except for commitments as noted in note 48 Commitments and contingencies, Aegon did not provide, nor is required to provide financial or other support to unconsolidated structured entities. Nor does Aegon have intentions to provide financial or other support to unconsolidated structured entities in which Aegon has an interest or previously had an interest.

For RMBSs, CMBSs and ABSs in which Aegon has an interest at reporting date, the following table presents total income received from those interests. The Investments column reflects the carrying values recognized in the statement of financial position of Aegon's interests in RMBSs, CMBSs and ABSs.

Annual Report on Form 20-F 2015

Table of Contents

169

	Total income for the year ended December 31, 2015			December 31, 2015
	Total gains and losses on sale of assets			
2015	Interest income		Total	Investments
Residential mortgage-backed securities	241	(42)	198	5,167
Commercial mortgage-backed securities	221	(12)	208	6,153
Asset-backed securities	63	7	70	3,041
ABSs - Other	102	326	428	4,873
Total	626	278	905	19,234

	Total income for the year ended December 31, 2014			December 31, 2014
	Total gains and losses on sale of assets			
2014	Interest income		Total	Investments
Residential mortgage-backed securities	236	181	417	5,601
Commercial mortgage-backed securities	220	191	411	6,042
Asset-backed securities	47	3	50	2,647
ABSs - Other	170	547	717	4,957
Total	673	922	1,594	19,248

Monoline insurers

About EUR 0.5 billion of the bonds in Aegon USA's portfolio are insured by monoline insurers (2014: EUR 0.5 billion), of which EUR 265 million of bonds (2014: EUR 261 million) in the EUR 0.9 billion subprime portfolio (2014: EUR 0.9 billion). Expected claims against the monolines amounted to EUR 72 million (2014: EUR 68 million), although an insolvency by one of the monolines could create significant market price volatility for the affected holdings.

The following table breaks down bonds in Aegon USA's portfolio that are insured by monoline insurers.

Bonds insured by monoline insurers	2015		2014	
	Amortized cost	Fair value	Amortized cost	Fair value
AAA	2	3	4	4

AA	7	7	9	9
< AA	464	446	497	475
At December 31	473	456	510	488

The rating that is provided by the rating agencies on these guaranteed bonds is the higher of the guarantor's rating or the rating of the underlying bond itself.

Of the EUR 473 million (2014: EUR 510 million) indirect exposure on the monoline insurers, 38% relates to Municipal Bond Insurance Association, Inc. (MBIA), 14% to Ambac Financial Group, inc. (AMBAC), and 38% to Financial Security Assurance Inc. (FSA) (2014: 40% related to MBIA, 14% to AMBAC, and 36% to FSA).

At the end of 2015, Aegon USA had one indirect exposure of EUR 24 million via wrapped bonds via holdings in monoline insurers and derivative counterparty exposure where monoline insurers are Aegon's counterparty (2014: EUR 22 million).

Table of Contents170 Notes to the consolidated financial statements [Note 4](#)**Additional information on credit risk, unrealized losses and impairments****Debt instruments**

The amortized cost and fair value of debt securities, money market investments and other, included in Aegon's available-for-sale (AFS) portfolios, are as follows as of December 31, 2015, and December 31, 2014:

	Amortized cost	Unrealized gains	Unrealized losses	Total fair value	Fair value of instruments with unrealized gains	Fair value of instruments with unrealized losses
2015						
Debt securities and money market instruments						
United States government	8,351	866	(140)	9,077	6,266	2,811
Dutch government	4,245	822	-	5,068	5,049	19
Other government	14,308	2,297	(18)	16,587	15,497	1,090
Mortgage-backed securities	9,991	437	(163)	10,265	6,239	4,025
Asset-backed securities	8,432	548	(128)	8,852	5,171	3,682
Corporate	52,585	4,066	(1,348)	55,302	40,336	14,967
Money market investments	7,141	-	-	7,141	7,141	-
Other	1,120	232	(56)	1,297	1,234	63
Total	106,173	9,268	(1,852)	113,589	86,932	26,657
Of which held by Aegon Americas, NL and UK	100,715	9,029	(1,766)	107,979	83,616	24,363
2014						
Debt securities and money market instruments						
United States government	6,731	1,092	(22)	7,801	6,693	1,108
Dutch government	4,705	1,025	(1)	5,729	5,707	23
Other government	13,439	2,559	(29)	15,969	15,510	459

Edgar Filing: AEGON NV - Form 20-F

Mortgage-backed securities	10,017	637	(124)	10,530	8,559	1,971
Asset-backed securities	8,011	696	(123)	8,584	5,672	2,912
Corporate	47,561	5,758	(435)	52,884	46,566	6,318
Money market investments	6,799	-	-	6,799	6,799	-
Other	1,136	204	(30)	1,310	1,140	170
Total	98,399	11,971	(764)	109,606	96,646	12,960
Of which held by Aegon Americas, NL and UK	94,409	11,656	(743)	105,323	93,142	12,181

Annual Report on Form 20-F 2015

Table of Contents

171

Unrealized bond losses by sector

The composition by industry category of Aegon's available-for-sale (AFS) debt securities and money market investments in an unrealized loss position at December 31, 2015, and December 31, 2014, is presented in the following table:

Unrealized losses - debt securities and money market investments	December 31, 2015		December 31, 2014	
	Carrying value of instruments with unrealized losses	Gross unrealized losses	Carrying value of instruments with unrealized losses	Gross unrealized losses
Residential mortgage-backed securities (RMBSs)	1,823	(155)	1,249	(145)
Commercial mortgage-backed securities (CMBSs)	2,152	(39)	987	(18)
Asset-backed securities (ABSs) - CDOs backed by ABS,				
Corp. bonds, Bank loans	1,710	(38)	1,552	(54)
ABSs - Other	1,501	(47)	980	(26)
Financial Industry - Banking	1,919	(169)	1,228	(179)
Financial Industry - Insurance	678	(43)	242	(15)
Financial Industry - Other	711	(31)	325	(15)
Industrial	9,036	(976)	3,835	(197)
Utility	1,019	(57)	239	(11)
Sovereign	3,753	(154)	1,375	(51)
Total held by Aegon Americas, NL and UK	24,300	(1,710)	12,011	(713)
Held by other segments	2,294	(86)	779	(21)
Total	26,594	(1,796)	12,790	(734)

As of December 31, 2015, there are EUR 8,797 million (December 31, 2014: EUR 11,452 million) of gross unrealized gains and EUR 1,710 million (December 31, 2014: EUR 713 million) of gross unrealized losses in the AFS debt securities portfolio of Aegon Americas, Aegon the Netherlands and Aegon UK. One issuer represents more than 4% of the total unrealized loss position. The unrealized loss is EUR 140 million and relates to securities issued by the government of the United States of America.

Financial and credit market conditions were mixed over the course of 2015. Developed-world growth remains positive, but generally below potential, despite policy-makers' efforts to generate a strong recovery. Emerging Market growth, including China, has fallen, generating weak market returns in those countries. US equity markets had modest

returns, while global markets were mixed. The US dollar strengthened materially against most currencies. In December, the US Federal Reserve ended its zero interest rate policy and tightened the Fed Funds rate by 25 basis points. Longer term US Treasury rates, though, were only modestly higher for the year. Corporate default rates have remained relatively low due largely to readily available access to funding and strong corporate balance sheet fundamentals. However, credit spreads widened significantly during 2015, reflecting credit concerns in the energy, metals and mining sector and general risk aversion. Oil prices fell to multi-year lows late 2015. The increase in US Treasury rates, coupled with wider spreads, caused the market values of fixed income holdings to decrease relative to their carrying values.

Impairment of financial assets

Aegon regularly monitors industry sectors and individual debt securities for indicators of impairment. These indicators may include one or more of the following: 1) deteriorating market to book ratio, 2) increasing industry risk factors, 3) deteriorating financial condition of the issuer, 4) covenant violations by the issuer, 5) high probability of bankruptcy of the issuer, or 6) internationally recognized credit rating agency downgrades. Additionally, for asset-backed securities, cash flow trends and underlying levels of collateral are monitored. A security is impaired if there is objective evidence that a loss event has occurred after the initial recognition of the asset that has a negative impact on the estimated future cash flows. A specific security is considered to be impaired when it is determined that not all amounts due (both principal and interest) will be collected as contractually scheduled.

In the sections below a description is provided on the composition of the categories of debt securities and money market investments. Individual issuers rated below investment grade in any sector which have unrealized loss positions greater than EUR 25 million are disclosed separately. Furthermore, quality ratings of investment portfolios are based on a composite of the main rating agencies (S&P, Moody's and Fitch) and Aegon's internal rating of the counterparty.

Residential mortgage-backed securities

Aegon Americas, Aegon the Netherlands and Aegon UK hold EUR 5,011 million (December 31, 2014: EUR 5,449 million) of residential mortgage-backed securities available-for-sale (RMBS), of which EUR 4,233 million (December 31, 2014: EUR 4,499 million) is held by Aegon Americas, EUR 757 million (December 31, 2014: EUR 932 million) by Aegon the Netherlands, and EUR 21 million

Table of Contents172 Notes to the consolidated financial statements **Note 4**

(December 31, 2014: EUR 21 million) by Aegon UK. Residential mortgage-backed securities are securitizations of underlying pools of non-commercial mortgages on real estate. The underlying residential mortgages have varying credit characteristics and are pooled together and sold in tranches. The following table shows the breakdown of Aegon USA's RMBS available-for-sale portfolio. Additionally, Aegon USA has investments in RMBS of EUR 93 million (December 31, 2014: EUR 88 million), which are classified as fair value through profit or loss.

AFS RMBS by quality	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
GSE guaranteed	1,471	-	-	-	-	1,471	1,493
Prime jumbo	-	1	1	13	199	213	224
Alt-A	-	-	30	3	476	509	596
Negative amortization floaters	-	-	-	1	781	782	807
Reverse mortgage RMBS	-	-	-	190	46	237	171
Subprime mortgage ¹⁾	1	43	119	79	600	843	908
Manufactured housing ¹⁾	-	-	1	15	19	35	33
Other housing ¹⁾	-	-	-	-	-	-	-
At December 31, 2015	1,472	44	151	301	2,121	4,090	4,232
Of which insured	-	-	30	-	15	45	49

¹⁾ Reported as part of asset-backed securities in the table on page 170.

AFS RMBS by quality	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
GSE guaranteed	1,564	-	-	-	-	1,564	1,615
Prime jumbo	1	1	1	14	221	238	244
Alt-A	-	-	31	3	489	523	632
Negative amortization floaters	-	-	-	15	745	760	850
Reverse mortgage RMBS	-	-	-	141	102	243	175
Subprime mortgage ¹⁾	6	57	168	96	536	864	944
Manufactured housing ¹⁾	-	-	1	14	21	36	37
Other housing ¹⁾	2	-	-	-	-	2	2
At December 31, 2014	1,573	58	201	283	2,114	4,230	4,499
Of which insured	-	-	146	1	224	372	355

¹⁾ Reported as part of asset-backed securities in the table on page 170.

RMBS of Aegon USA are monitored and reviewed on a monthly basis. Detailed cash flow models using the current collateral pool and capital structure on the portfolio are updated and reviewed quarterly. Model output is generated under base and stress-case scenarios. Aegon's RMBS asset specialists utilize widely recognized industry modeling

software to perform a loan-by-loan, bottom-up approach to modeling. Key assumptions used in the models are projected defaults, loss severities, and prepayments. Each of these key assumptions varies greatly based on the significantly diverse characteristics of the current collateral pool for each security. Loan-to-value, loan size, and borrower credit history are some of the key characteristics used to determine the level of assumption that is utilized. Defaults were estimated by identifying the loans that are in various delinquency buckets and defaulting a certain percentage of them over the near-term and long-term. Assumed defaults on delinquent loans are dependent on the specific security's collateral attributes and historical performance.

Loss severity assumptions were determined by obtaining historical rates from broader market data and by adjusting those rates for vintage, specific pool performance, collateral type, mortgage insurance and estimated loan modifications. Prepayments were estimated by examining historical averages of prepayment activity on the underlying collateral. Quantitative ranges of significant assumptions within Aegon's modeling process for Prime Jumbo, Alt-A and Negative Amortization RMBS are as follows: prepayment assumptions range from approximately 0.5% to 35% with a weighted average of approximately 5.2% (December 31, 2014: 4.8%), assumed defaults on delinquent loans range from 53% to 100% with a weighted average of approximately 85.8% (December 31, 2014: 86.3%), assumed defaults on current loans are dependent on the specific security's collateral attributes and historical performance, while loss severity assumptions range from approximately 13.9% to 75%, with a weighted average of approximately 55.7% (December 31, 2014: 54.7%). Additionally, quantitative ranges of significant assumptions within Aegon's modeling process for the RMBS subprime mortgage

Table of Contents

173

portfolio are as follows: prepayment assumptions range from approximately 3% to 16% with a weighted average of approximately 6.1% (December 31, 2014: 6.2%), assumed defaults on delinquent loans range from 68% to 100% with a weighted average of approximately 89.6% (December 31, 2014: 89.9%), assumed defaults on current loans are dependent on the specific security's collateral attributes and historical performance, while loss severity assumptions range from approximately 20% to 103%, with a weighted average of approximately 72.1% (December 31, 2014: 73.3%).

Once the entire pool is modeled, the results are closely analyzed by Aegon's asset specialists to determine whether or not Aegon's particular tranche or holding is at risk for not collecting all contractual cash flows taking into account the seniority and other terms of the tranches held. Aegon impairs its particular tranche to fair value where it would not be able to receive all contractual cash flows.

The total gross unrealized loss on AFS RMBS of Aegon Americas, Aegon the Netherlands and Aegon UK amounted to EUR 155 million (December 31, 2014: 145 million), of which EUR 147 million (December 31, 2014: EUR 142 million) relates to positions of Aegon USA, and the total net unrealized gain on available-for-sale RMBS was EUR 159 million (December 31, 2014: EUR 309 million), including a EUR 145 million (December 31, 2014: EUR 269 million) net unrealized gain relating to positions of Aegon USA. The housing market in the United States has continued to improve as evidenced by rising home prices and sales volume. The pace of improvement has slowed considerably from the rapid pace seen post-financial crisis, and is expected to continue to moderate in the coming years. However, the positive trends in the housing market have led to improvements in borrower delinquencies and prepayment rates as well as liquidation timelines. Loss severities on liquidated properties remain elevated for subprime loans but are starting to show signs of improvement for other RMBS sectors. The improving housing market and underlying loan credit performance has led to credit spreads tightening across the asset class for the past few years, but the upside going forward is limited.

There are no individual issuers rated below investment grade in this RMBS sector which have unrealized loss position greater than EUR 25 million.

The fair values of Aegon USA's RMBS instruments (AFS and FVTPL) were determined as follows:

RMBS	Level II	Level III	Total 2015	Level II	Level III	Total 2014
Commercial mortgage-backed securities	4,068	258	4,326	4,320	264	4,584

As of December 31, 2015, Aegon Americas, Aegon the Netherlands and Aegon UK hold EUR 5,636 million (December 31, 2014: EUR 5,701 million) of AFS commercial mortgage-backed securities (CMBS), of which EUR 4,969 million (December 31, 2014: EUR 5,149 million) is held by Aegon USA, EUR 590 million (December 31, 2014: EUR 434 million) by Aegon UK and EUR 78 million (December 31, 2014: EUR 118 million) by Aegon the Netherlands. CMBS are securitizations of underlying pools of mortgages on commercial real estate. The underlying mortgages have varying risk characteristics and are pooled together and sold in different rated tranches. The company's

CMBS include conduit, large loan, single borrower, commercial real estate collateralized debt obligations (CRE CDOs), collateralized debt obligations (CDOs), government agency, and franchise loan receivable trusts.

The total gross unrealized loss on AFS CMBS of Aegon Americas amounted to EUR 39 million as of December 31, 2015 (December 31, 2014: EUR 18 million). The total net unrealized gain on the available-for-sale CMBS as of December 31, 2015, is EUR 181 million (December 31, 2014: EUR 275 million), of which EUR 61 million (December 31, 2014: EUR 167 million) relates to positions of Aegon USA, followed by Aegon UK at EUR 119 million and Aegon the Netherlands at EUR 1 million. Throughout 2015, CMBS fundamentals continued to improve as the pace of credit deterioration moderated, commercial real estate valuations continued to improve and there was a greater availability of financing. Liquidity has improved within the CMBS market; however, credit spreads on many legacy subordinate CMBS tranches remain at wide levels.

Table of Contents174 Notes to the consolidated financial statements **Note 4**

The tables below summarize the credit quality of Aegon USA's AFS CMBS portfolio. Additionally, Aegon USA has investments in CMBS of EUR 1 million (December 31, 2014: EUR 29 million), which are classified as fair value through profit or loss.

CMBS by quality	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
CMBS	3,879	705	87	119	117	4,908	4,969
At December 31, 2015	3,879	705	87	119	117	4,908	4,969

CMBS by quality	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
CMBS	4,038	548	103	119	173	4,981	5,149
At December 31, 2014	4,038	548	103	119	173	4,981	5,149

CMBS of Aegon USA are monitored and reviewed on a monthly basis. Detailed cash flow models using the current collateral pool and capital structure on the portfolio are updated and reviewed quarterly. Model output is generated under base and several stress-case scenarios by Aegon's internal CMBS asset specialists. For conduit securities, a widely recognized industry modeling software is used to perform a loan-by-loan, bottom-up approach. For non-conduit securities, a CMBS asset specialist works closely with Aegon's real estate valuation group to determine underlying asset valuation and risk. Both methodologies incorporate external estimates on the property market, capital markets, property cash flows, and loan structure. Results are then closely analyzed by the asset specialist to determine whether or not a principal or interest loss is expected to occur.

Securities are impaired to fair value when Aegon expects that it will not receive all contractual cash flows on its tranches. As the remaining unrealized losses in the CMBS portfolio relate to holdings where Aegon expects to receive full principal and interest, Aegon does not consider the underlying investments to be impaired as of December 31, 2015.

There are no individual issuers rated below investment grade in the CMBS sector which have unrealized loss position greater than EUR 25 million.

The fair values of Aegon USA's CMBS instruments (AFS and FVTPL) were determined as follows:

	Level II	Level III	Total 2015	Level II	Level III	Total 2014
CMBS	4,910	60	4,970	5,119	59	5,178
Asset-backed securities						

Aegon Americas, Aegon the Netherlands and Aegon UK hold EUR 7,213 million (December 31, 2014: EUR 7,420 million) of AFS ABS instruments of which EUR 3,178 million (December 31, 2014: EUR 2,997 million) is held by Aegon USA, EUR 2,396 million (December 31, 2014: EUR 2,300 million) by Aegon the Netherlands and EUR 1,639 million (December 31, 2014: EUR 2,124 million) by Aegon UK. Additionally, Aegon Americas has investments in ABS of EUR 12 million (December 31, 2014: EUR 16 million), which are classified as fair value through profit or loss. ABS are securitizations of underlying pools of credit card receivables, auto financing loans, small business loans, bank loans, and other receivables. The underlying assets of the asset backed securities have been pooled together and sold in tranches with varying credit ratings.

The total gross unrealized loss on AFS ABS of Aegon Americas, Aegon the Netherlands and Aegon UK amounted to EUR 85 million as of December 31, 2015 (December 31, 2014: EUR 80 million). Aegon USA has EUR 55 million (December 31, 2014: EUR 38 million) of this gross unrealized loss and Aegon the Netherlands EUR 29 million (December 31, 2014: EUR 41 million). The stronger financial and economic conditions have helped stabilize in the US and Europe, the performance of the underlying collateral backing many of these securities. The European ABS market had a reasonable strong start of the year. Towards the mid-part of 2015, the sentiment started to turn due to macroeconomic concerns about a slowdown in global economic growth and the oil turmoil. The combination of these factors has led to wider credit spreads over 2015. In the US, increasing investor demand has been met with new issuance in the asset-backed sector. The combination of these factors has led to varied performance by sector, with most sectors exhibiting wider credit spreads over the course of the year.

Annual Report on Form 20-F 2015

Table of Contents

175

The breakdown by quality of the available-for-sale ABS portfolio of Aegon USA, Aegon the Netherlands and Aegon UK is as follows:

ABS US, NL and UK	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
Credit cards	392	63	36	-	-	491	505
Autos	246	18	13	20	-	297	297
Small business loans	-	3	12	-	151	166	154
CDOs backed by ABS, Corp. bonds, Bank loans	1,747	744	304	128	107	3,031	3,005
Other ABS	738	424	1,708	333	53	3,256	3,636
At December 31, 2015	3,122	1,252	2,074	482	312	7,241	7,596

ABS US, NL and UK	AAA	AA	A	BBB	<BBB	Total amortized cost	Total fair value
Credit cards	382	36	77	42	-	536	556
Autos	220	11	15	4	-	251	252
Small business loans	-	5	23	51	114	193	187
CDOs backed by ABS, Corp. bonds, Bank loans	1,277	750	357	117	179	2,680	2,643
Other ABS	771	442	1,657	367	34	3,271	3,782
At December 31, 2014	2,650	1,243	2,129	581	327	6,931	7,420

There were no individual issuers rated below investment grade in this ABS sector which has unrealized loss position greater than EUR 25 million.

The fair values of Aegon USA, Aegon the Netherlands and Aegon UK ABS instruments (AFS and FVTPL) were determined as follows:

	Level II	Level III	Total 2015	Level II	Level III	Total 2014
ABSs	4,443	3,161	7,605	4,467	2,969	7,436
Corporate - Financial sector						

The Corporate - Financial sector is further subdivided into banking, brokerage, insurance, REITs and Financial - Other sub-sectors. A majority of the gross unrealized loss in Aegon's available-for-sale portfolio is from the banking sub-sector.

[Corporate](#) [Financial sector](#) [Banking sub-sector](#)

The Banking sub-sector in Aegon's portfolio is relatively large, diverse, and of high quality. Aegon holds EUR 9,157 million (December 31, 2014: EUR 9,458 million) of AFS bonds issued by banks. In aggregate, the gross unrealized loss on these bonds amounted to EUR 169 million (December 31, 2014: EUR 181 million) and the net unrealized gain on these bonds amounted to EUR 327 million (December 31, 2014: EUR 489 million).

Bank regulators have implemented a wide array of reforms designed to strengthen capital levels, reduce balance sheet risk and improve liquidity in an effort to reduce systemic risk. Many banks already meet new capital and liquidity requirements, well ahead of regulatory deadlines. In addition, regulators and central governments are adopting new bank guidelines, which are designed to reduce systemic risk by tapping loss-absorbing capital, as needed, to recapitalize or resolve a bank without using taxpayer money. Globally, risk concentrations on bank balance sheets continue to exist, and ratings for some banks remain under pressure, but central banks are accommodative and confidence in the sector has increased materially since the financial crisis.

Within the Banking sub-sector, Aegon holds EUR 1,053 million (December 31, 2014: EUR 1,116 million) of deeply subordinated securities with deferrable coupons that have an associated unrealized loss of EUR 119 million (December 31, 2014 EUR 114 million).

There is one individual issuer rated below investment grade in the Banking sub-sector which has unrealized losses greater than EUR 25 million.

	Category	Fair value	Unrealized loss	Rating	Aging of unrealized loss
Belfius Bank SA	Banking	90	36	BB	> 24 months

Table of Contents**176** Notes to the consolidated financial statements **Note 4**

Aegon's available-for-sale debt securities for Belfius Bank SA have a fair value of EUR 90 million as of December 31, 2015 (December 31, 2014: EUR 74 million). These below investment grade securities had gross unrealized losses of EUR 36 million as of December 31, 2015 (December 31, 2014: EUR 39 million). Belfius Bank SA was created as a result of the financial crisis, Belfius Bank has been 100% owned by the Belgium Government since it was split out of Dexia in October, 2011. The bank operates as a bank-insurer, providing public finance, project finance and other financial services to local governments, the public welfare sector and retail and corporate clients. Historically, the bank's credit risk has been centered on three areas: 1) an oversized bond investment portfolio (wholesale funded); 2) a large amount of credit guarantees provided by Belfius and reinsured with monolines on bonds issued by entities principally active in infrastructure and public utilities projects; and 3) a significant level of funding exposure to Dexia Group. The funding provided to Dexia was repaid in February, 2015 and the bond portfolio and credit guarantees have declined in scale and will be run-down to a risk level in line with Belfius' core franchise business. The material de-risking by the bank since 2011, combined with a relatively stable bank-insurance business model, has lessened Aegon's concern with Belfius. Aegon evaluated the near-term prospects of the issuer and it believes that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

Corporate - Industrial sector

The Corporate - Industrial sector is further subdivided into various sub-sectors. A majority of Aegon's available-for-sale portfolio gross unrealized loss is in the Basic Industry and Consumer Non-Cyclical sub-sectors.

Corporate - Industrial sector - Basic Industry sub-sector

The Basic Industry sector encompasses various sub-sectors including metals and mining, chemicals and paper and forest products, with the majority of the gross unrealized loss relating to metals and mining. Fundamentals for the metals and mining industry have been negatively impacted by falling prices for base metals, ferrous metals, precious metals, iron ore and coal. Slowing economic data out of China has resulted in reduced demand for the base metals and bulk steel-making commodities as the country comprises from 40%-60% of global consumption for most of these commodities. The lack of a sufficient response on the supply side for these commodities has driven significant pricing pressure. The top line pressure companies are experiencing combined with their willingness to take on additional debt when commodity prices were rising has resulted in a substantial deterioration in credit metrics for the majority of the metals and mining industry. Chemicals have been positively impacted by continued low natural gas prices within the US, but given the global scale of most players in the industry, they have also been harmed by a slowdown in global growth as well as volatility in raw material costs, increasing competition from global peers and the potential for lower margins given falling oil prices. Paper and forest products have shown some improvement as the housing recovery takes hold in the United States, but more traditional paper products, such as newsprint, remain challenged. Aegon evaluated the near-term prospects of the issuers in relation to the severity and duration of the unrealized loss and does not consider those investments to be impaired as of December 31, 2015.

There is one individual issuer rated below investment grade in the Basic Industry sub-sector which has unrealized losses greater than EUR 25 million.

	Category	Fair value	Unrealized loss	Rating	Aging of unrealized loss
Teck Resources Ltd.	Basic Industry	28	37	BB	> 24 months

Aegon's available-for-sale debt securities for Teck Resources Limited have a fair value of EUR 28 million as of December 31, 2015. These below investment grade securities had gross unrealized losses of EUR 37 million as of December 31, 2015 (December 31, 2014: EUR 7 million). Teck Resources Limited is a diversified mining company with assets in Canada, the United States, Peru and Chile. The decline in value has been due to the weakness in pricing for metallurgical coal, copper and zinc, which are Teck's three main commodity exposures. The reduction in earnings relates to falling commodity prices, which is compounded by sizable capital expenditure commitments. Teck's liquidity position continues to remain solid. The weaker Canadian dollar and lower oil prices are helping to offset some of the top line pressure by driving down unit costs for Teck's commodity production. While pressure is expected to remain on commodity prices, Teck's maturity profile is not overly onerous relative to its liquidity position, providing it with an ample runway to wait out an improvement in commodity prices, therefore Aegon evaluated that the contractual terms of this investment will be met and was not impaired as of December 31, 2015.

Corporate - Industrial sector - Consumer Non-Cyclical sub-sector

The Consumer Non-Cyclical sub-sector encompasses various industries ranging from consumer products to supermarkets. The more significant of these sub-sectors from an unrealized loss perspective are food and beverage and pharmaceuticals. Food and Beverage balance sheets have begun to modestly weaken as mergers and acquisitions have picked up in the sector. The activity has been in

Annual Report on Form 20-F 2015

Table of Contents

177

response to less impactful cost savings programs in a continued low volume, slow growth environment. While showing signs of stabilization, the pharmaceutical sector continues to deal with some patent cliff issues. As drugs roll off their patents, generic competition takes market share and pulls down margins. Additionally, shareholder friendly activities in the form of increased dividends and share repurchases continue. Merger and acquisition activity continues to be prevalent in the sector, at times resulting in additional leverage. Finally, some companies have analyzed their business models and decided to spin off business lines, in an effort to concentrate on their core competencies. In certain instances, this has resulted in smaller, less diversified companies. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

Corporate - Industrial sector - Consumer Cyclical sub-sector

The Consumer Cyclical sub-sector encompasses various industries ranging from retailers to home construction. The more significant of these sub-sectors from an unrealized loss perspective are retailers, leisure, home construction and automotive. Within the retail sector, merger and acquisition activity has resulted in additional leverage and a more risky profile of some specific companies. As these companies realize synergies and right-size their capital structure with further debt reduction, operating metrics should show signs of stabilization. Lower fuel prices provide potential for additional consumer discretionary spending, especially in the lower-income demographic. The leisure sector should benefit from historically low fuel prices for both operators via lower operating costs, and consumers with additional cash in their wallets. The cruise line sector specifically also stands to benefit from increased customer penetration off a very low base, and entry into the high-potential Chinese market. The home construction sector continues to benefit from the housing recovery. In general, home closings and orders continue to grow at a healthy pace in most markets. However, companies are starting to note accelerated softness in oil and gas related housing markets. This, along with labor shortage issues and rising land costs, have negatively impacted recent results for some companies. Most enterprises still remain optimistic with the housing cycle and are continuing to invest in land to grow its business. Therefore, leverage remains elevated and companies are relying on the capital markets to address near term obligations. Within the automotive sector, the underlying fundamentals driving sales and earnings performance of the automotive industry continue to be supported by relatively strong consumer confidence, high credit availability, low oil prices and financing rates and continued demand for high-margin full-size pickups and SUVs. Lower fixed cost structures have improved the profitability and lowered the breakeven production and sales levels for the industry. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

Corporate - Industrial sector - Capital Goods sub-sector

The Capital Goods sub-sector encompasses various sub-sectors including building materials, diversified manufacturing, aerospace/ defense, packaging, environmental and construction machinery. The more significant of these sub-sectors from an unrealized loss perspective are building materials, diversified manufacturing and aerospace/defense. In general, the building material industry continues to benefit from growth in overall construction spending. Growth has been tempered lately by labor shortage issues, which is contributing to project delays and higher costs. However, most companies maintain a favorable outlook and continue to use excess cash or incremental borrowings to fund growth initiatives. Therefore, given the business is highly cyclical, the recent softness in pockets

of the economy has weighed on companies with constrained liquidity and near term debt maturities. The diversified manufacturing space has shown signs of weakness due to lower capital spending by customers engaged in the oil & gas markets. With oil prices at historically low levels, customers are reluctant to take on additional projects or spend capital to improve their infrastructure. Additionally, shareholder friendly activities in the form of increased dividends and share repurchases continue. In the aerospace/ defense sector, demand for commercial aircraft has been weaker than expected, as low fuel prices have pushed out demand and may put pressure on historically low order cancellation rates for more fuel efficient commercial aircraft. Additionally, the business jet market has seen signs of weakness and deliveries are expected to be lower in 2016 compared to 2015. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

[Corporate - Industrial sector - Transportation sub-sector](#)

The Transportation sub-sector can be further divided into airlines, railroads and transportation services. The majority of the gross unrealized loss relates to completed and operating private infrastructure, such as airports, ports and toll roads. These investments tend to trade at tighter yields than the broader transportation sector due to limited competition and the benefit of security in long-life asset. Aegon evaluated the near-term prospects of the issuers in relation to the severity and duration of the unrealized loss and does not consider those investments impaired as of December 31, 2015.

Table of Contents178 Notes to the consolidated financial statements [Note 4](#)**Corporate - Industrial sector - Communication sub-sector**

The Communication sector encompasses various sub-sectors including cable satellite, media entertainment, wireless and wirelines. Merger and acquisition speculation and activity created volatility in each of the sub-sectors during the year. In addition, several issuers in the communications sector are among the largest issuers in the market and were negatively impacted by the sell-off in liquid securities. On a fundamental basis, the competitive environment in the wireless market remains challenging. The wireline market continues to see a gradual secular decline, whereas cable continues to benefit from the demand for broadband. Media is experiencing an evolution away from traditional media to digital. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

There are no remaining individual issuers rated below investment grade in the Corporate - Industrial sector which have unrealized loss positions greater than EUR 25 million.

Corporate - Energy industry sector

The Energy Industry sector encompasses various sub-sectors including integrated oil and gas producers, independent oil and gas producers, midstream processing and transport, oil field services and drilling, and refining. The majority of the gross unrealized loss relates to independent oil and gas producers, as well as oil field services and drilling. Falling oil prices, and continued low natural gas prices, have reduced cash flow for upstream oil and gas producers. Oil field service and drilling companies have been pressured by the prospect of margin pressure resulting from new capacity additions and the prospect of lower capital spending by their upstream client base. Commodity price pressure stems from strong non-OPEC supply growth, softening global demand, and shifting OPEC policy. Companies have responded with capital spending and cost reduction programs, but cash flows and credit metrics continue to weaken. Some issuers have also initiated debt exchange offers that have put additional pressure on security pricing. Midstream processing and transport companies have begun to be impacted by weaker volume growth, higher capital costs, counterparty concerns, and in some cases, commodity price exposure. Refiners have seen positive near term impacts from lower feedstock costs and stronger demand. Aegon evaluated the near-term prospects of the issuers in relation to the severity and duration of the unrealized loss and does not consider those investments to be impaired as of December 31, 2015.

There is one individual issuer rated below investment grade in the Energy Industry sector which has unrealized losses greater than EUR 25 million.

	Category	Fair value	Unrealized loss	Rating	Aging of unrealized loss
Transocean Inc.	Energy	27	26	BB	> 24 months

Aegon's available-for-sale debt securities for Transocean Inc. have a fair value of EUR 27 million as of December 31, 2015. These below investment grade securities had gross unrealized losses of EUR 26 million as of December 31, 2015 (December 31, 2014: EUR 9 million). Transocean is an offshore drilling contractor, leasing rigs to the energy

industry. Transocean is wholly dependent on the financial standing and capital spending of its customers engaged in exploring and producing oil and natural gas. The weak oil prices have negatively affected the outlook for 2016 and 2017 upstream capital spending. Also, negative rig supply and demand dynamics have affected pricing and utilization. As a result, Transocean's near-term EBITDA throughout 2016 and 2017 is expected to fall materially. The negative fundamental landscape and negative ratings migration has led to the decline in bond prices. Transocean currently has a strong liquidity position. Also, the elimination of Transocean's dividend and the delay of capital spending has better matched its cash flow outspend. Lastly, there is likely secured financing available to Transocean over this timeframe as it has contracted rigs through 2020+ with IG customers that are currently unencumbered. This last step may be needed in 2018, by which time we expect oil prices and upstream capital expenditures to be a bit more favorable than the current environment. As a result, no impairment is warranted at this time.

Corporate - Utility sector

The Utility sector is further subdivided into electric, natural gas and other sub-sectors, with a majority of the gross unrealized losses in electrics domiciled in the United States.

Within the Electric sub-sector, regulated electric utilities, which account for the majority of debt issuance in the sector, continue to produce predictable cash flow and credit trends have been stable to improving for most companies operating in the United States. The low natural gas price environment has generally been beneficial for regulated utilities because it has had the effect of decreasing the fuel component on customer's bills. Lower all in cost to the customer generally enables increases in other operating costs to be passed through with less regulatory lag. Unregulated merchant power generators operating in the United States have been negatively

Annual Report on Form 20-F 2015

Table of Contents

179

impacted by low natural gas prices and the corresponding low electricity prices as well as reduced customer usage. These companies have experienced margin pressure for their coal and nuclear generation assets. Absent a recovery in electricity prices, credit fundamentals for merchant generators could show further deterioration as hedges continue to roll-off. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

There are no individual issuers rated below investment grade in this sub-sector which have unrealized loss positions greater than EUR 25 million.

Sovereign

Aegon Americas, Aegon the Netherlands and Aegon UK's government issued available-for-sale debt securities include emerging market sovereign bonds, US Treasury bonds, agency and state bonds. Aegon evaluated the near-term prospects of the issuers and it is believed that the contractual terms of these investments will be met and these investments are not impaired as of December 31, 2015.

There are no individual issuers rated below investment grade in the sovereign sector which have unrealized loss positions greater than EUR 25 million.

Unrealized loss by maturity

The table below shows the composition by maturity of all available-for-sale debt securities in an unrealized loss position held by Aegon Americas, Aegon the Netherlands and Aegon UK.

	December 31, 2015		December 31, 2014	
	Carrying value of securities with gross unrealized losses	Gross unrealized losses	Carrying value of securities with gross unrealized losses	Gross unrealized losses
One year or less				
	1,172	(22)	674	(6)
Over 1 through 5 years				
	5,011	(225)	3,178	(136)
Over 5 through 10 years				
	7,496	(386)	3,891	(145)

Over 10 years	10,621	(1,077)	4,268	(425)
Total	24,300	(1,710)	12,011	(713)

Unrealized loss by credit quality

The table below shows the composition by credit quality of debt securities, available-for-sale, in an unrealized loss position held by Aegon Americas, Aegon the Netherlands and Aegon UK.

	December 31, 2015		December 31, 2014	
	Carrying value of securities with gross unrealized losses	Gross unrealized losses	Carrying value of securities with gross unrealized losses	Gross unrealized losses
AAA				
AA	6,740	(188)	2,980	(44)
A	2,381	(54)	1,209	(25)
BBB	4,127	(204)	2,080	(93)
BB	8,021	(752)	3,570	(250)
B	1,420	(287)	1,060	(172)
Below B	812	(91)	615	(41)
Total	24,300	(1,710)	12,011	(713)

Table of Contents**180** Notes to the consolidated financial statements **Note 4**

The table below provides the length of time an available-for-sale security has been below cost and the respective unrealized loss.

		At December 31, 2015			
		Investment grade carrying value of securities with gross unrealized losses	Below investment grade carrying value of securities with gross unrealized losses	Investment grade unrealized loss	Below investment grade unrealized loss
0	6 months				
		12,890	1,458	(516)	(121)
6	12 months				
		4,334	357	(267)	(80)
>	> 12 months				
		4,045	1,216	(416)	(311)
Total		21,269	3,031	(1,198)	(512)

		At December 31, 2014			
		Investment grade carrying value of securities with gross unrealized losses	Below investment grade carrying value of securities with gross unrealized losses	Investment grade unrealized loss	Below investment grade unrealized loss
0	6 months				
		4,799	1,058	(104)	(58)
6	12 months				
		637	104	(21)	(9)

> 12 months	4,403	1,011	(286)	(234)
Total	9,839	2,173	(411)	(302)

The unrealized loss worsened during 2015 due to rising interest rates and widening credit spreads in the US and UK.

Aging and severity unrealized losses

The table below provides the length of time a below investment grade security has been in an unrealized loss and the percentage of carrying value (CV) to amortized cost in Aegon Americas, Aegon the Netherlands and Aegon UK.

Aging and severity unrealized losses	2015		2014	
	Carrying value	Unrealized losses	Carrying value	Unrealized losses
CV 70-100% of amortized cost	1,422	(97)	1,054	(55)
CV 40-70% of amortized cost	33	(16)	4	(3)
CV < 40% of amortized cost	4	(8)	-	-
0-6 months	1,458	(121)	1,058	(58)
CV 70-100% of amortized cost	308	(45)	104	(9)
CV 40-70% of amortized cost	48	(33)	-	-
CV < 40% of amortized cost	1	(2)	-	-
6-12 months	357	(80)	104	(9)
CV 70-100% of amortized cost	337	(46)	137	(9)
CV 40-70% of amortized cost	73	(58)	17	(14)
CV < 40% of amortized cost	5	(22)	-	(1)
12-24 months	415	(125)	154	(24)
CV 70-100% of amortized cost	761	(143)	713	(118)

Edgar Filing: AEGON NV - Form 20-F

CV 40-70% of amortized cost				
	26	(13)	136	(76)
CV < 40% of amortized cost	15	(29)	7	(16)
> 24 months	802	(185)	857	(210)
Total	3,031	(512)	2,173	(302)

There are three individual issuers, Belfius Bank SA, Teck Resources and Transocean Inc. rated below investment grade that have an unrealized loss greater than EUR 25 million. These issuers have been separately disclosed above in the Corporate Financial sector and Industrial sector portions of note 4.

Annual Report on Form 20-F 2015

Table of Contents

181

Realized gains and losses on debt securities of Aegon Americas, Aegon the Netherlands and Aegon UK

The following table provides the realized gains and losses on the debt securities of Aegon Americas, Aegon the Netherlands and Aegon UK for the twelve months ended December 31, 2015, and December 31, 2014.

Realized gains and losses on debt securities of Aegon Americas, Aegon the Netherlands and**Aegon UK****December 31, 2015**

Debt securities

	Gross realized gains	Gross realized losses
--	----------------------	-----------------------

545 (207)

December 31, 2014

Debt securities

584 (124)

The table below provides the length of time the security was below cost prior to the sale and the respective realized loss for assets not considered impaired.

December 31, 2015

Debt securities

December 31, 2014

Debt securities

	Gross realized losses		Total
	0 - 12 months	> 12 months	
December 31, 2015	(154)	(53)	(207)
December 31, 2014	(58)	(66)	(124)

Impairment losses and recoveries

The composition of Aegon Americas, Aegon the Netherlands and Aegon UK's bond impairment losses and recoveries by issuer for the periods ended December 31, 2015, and December 31, 2014, is presented in the table below. Those issuers with impairments or recoveries above EUR 25 million are specifically noted.

Impairments:

Other (none individually greater than EUR 25 million)

Subtotal

Recoveries:

Total recoveries

	2015 (Impairment) / recovery	2014 (Impairment) / recovery
Other (none individually greater than EUR 25 million)	(32)	(36)
Subtotal	(32)	(36)

110 56

Sub-total	110	56
Net (impairments) and recoveries	77	20
Net (impairments) and recoveries		

Net recoveries for the twelve months ended December 31, 2015, totaled EUR 77 million (twelve months ended December 31, 2014: EUR 20 million net recoveries).

For the twelve months ended December 31, 2015, Aegon recognized EUR 110 million (twelve months ended December 31, 2014: EUR 56 million) in recoveries on previously impaired securities. In each case where a recovery was taken on structured securities, improvements in underlying cash flows for the security were documented and modeling results improved significantly. Recoveries on non-structured securities were supported by documented credit events combined with significant market value improvements.

In 2015, Aegon recognized EUR 83 million in recoveries on an investment, Countrywide, which is based on the Bank of America legal settlement process stemming from the financial crisis.

Past due and impaired assets

The tables that follow provide information on past due and individually impaired financial assets for the whole Aegon Group. An asset is past due when a counterparty has failed to make a payment when contractually due. Assets are impaired when an impairment loss has been charged to the income statement relating to this asset. After the impairment loss is reversed in subsequent periods, the asset is no longer considered to be impaired. When the terms and conditions of financial assets have been renegotiated, the terms and conditions of the new agreement apply in determining whether the financial assets are past due.

Table of Contents**182** Notes to the consolidated financial statements **Note 4**

Aegon's policy is to pursue realization of the collateral in an orderly manner as and when liquidity permits. Aegon generally does not use the non-cash collateral for its own operations.

Past due but not impaired assets	2015			Total	2014			Total
	0-6 months	6-12 months	> 1 year		0-6 months	6-12 months	> 1 year	
Debt securities - carried at fair value	51	3	53	108	10	53	14	77
Mortgage loans	58	4	6	68	51	4	6	61
Other loans	29	-	-	29	38	-	1	40
Accrued interest	-	-	6	7	-	3	1	4
At December 31	138	8	65	211	99	60	23	182

Impaired financial assets	Carrying amount 2015	Carrying amount 2014
Shares	128	132
Debt securities - carried at fair value	1,413	1,470
Mortgage loans	584	670
Private Loans	9	7
Other loans	7	4
Other financial assets - carried at fair value	5	8
At December 31	2,147	2,291

Equity instruments classified as available-for-sale

Objective evidence of impairment of an investment in an equity instrument classified as available-for-sale includes information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in the equity instrument may not be recovered. A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is also objective evidence of impairment. Significant or prolonged decline is generally defined within Aegon as an unrealized loss position for more than six months or a fair value of less than 80% of the cost price of the investment. Additionally, as part of an ongoing process, the equity analysts actively monitor earnings releases, company fundamentals, new developments and industry trends for any signs of possible impairment.

These factors typically require significant management judgment. The impairment review process has resulted in EUR 4 million of impairment charges for the twelve months ended December 31, 2015 (twelve months ended December 31, 2014: EUR 3 million) for Aegon Americas, Aegon the Netherlands and Aegon UK.

As of December 31, 2015, there are EUR 121 million of gross unrealized gains and EUR 13 million of gross unrealized losses in the equity portfolio of Aegon (December 31, 2014: EUR 180 million of gross unrealized gains and EUR 12 million of gross unrealized losses). There are no securities held by Aegon with an unrealized loss above EUR 5 million. The table below represents the unrealized gains and losses on share positions held by Aegon Americas, Aegon the Netherlands and Aegon UK.

	Cost basis	Carrying value	Net unrealized gains / (losses)	Carrying value of securities with gross unrealized gains	Gross unrealized gains	Carrying value of securities with gross unrealized losses	Gross unrealized losses
December 31, 2015							
Shares	593	794	201	747	214	47	(13)
December 31, 2014							
Shares	444	610	166	538	177	72	(11)

The composition of shares by industry sector in an unrealized loss position held by Aegon Americas, Aegon the Netherlands and Aegon UK at December 31, 2015, and December 31, 2014 is presented in the table below.

Table of Contents

183

	2015	2014
Unrealized losses on shares	Carrying value of instruments with unrealized losses	Gross unrealized losses
Consumer	-	-
Financials	47	(11)
Funds	-	(1)
Total	47	(11)

Impairment losses on shares

The table below provides the length of time the shares held by Aegon Americas, Aegon the Netherlands and Aegon UK were below cost prior to their impairment in 2015 and 2014.

In million EUR
2015

Shares
2014

0-6 months

(2)

Equity market risk and other investments risk

Fluctuations in the equity, real estate and capital markets have affected Aegon's profitability, capital position and sales of equity related products in the past and may continue to do so. Exposure to equity, real estate and capital markets exists in both assets and liabilities. Asset exposure exists through direct equity investment, where Aegon bears all or most of the volatility in returns and investment performance risk. Equity market exposure is also present in insurance and investment contracts for policyholders where funds are invested in equities, backing variable annuities, unit-linked products and mutual funds. Although most of the risk remains with the policyholder, lower investment returns can reduce the asset management fee earned by Aegon on the asset balance in these products. In addition, some of this business has minimum return or accumulation guarantees.

Edgar Filing: AEGON NV - Form 20-F

The general account equity, real estate and other non-fixed-income portfolio of Aegon is as follows:

Equity, real estate and non-fixed income exposure	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Total 2015
Equity funds	152	470	-	57	-	679
Common shares ¹⁾	303	-	475	15	114	907
Preferred shares	228	-	-	2	-	230
Investments in real estate	840	1,148	-	2	-	1,990
Hedge funds	1,581	1	-	2	-	1,585
Other alternative investments	1,385	-	-	-	10	1,395
Other financial assets	585	-	4	8	-	596
At December 31	5,074	1,619	479	86	124	7,382

¹ Common shares in Holding and other activities includes the elimination of treasury shares in the general account for an amount of EUR nil million.

Equity, real estate and non-fixed income exposure	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Total 2014
Equity funds	141	518	-	15	-	674
Common shares ¹⁾	272	7	193	13	105	591
Preferred shares	254	-	-	2	-	256
Investments in real estate	721	1,069	-	2	-	1,792
Hedge funds	786	1	-	-	-	787
	1,408	-	-	-	-	1,408

Other alternative
investments

Other financial assets	645	-	134	8	-	786
At December 31	4,227	1,596	327	39	105	6,295

¹ Common shares in Holding and other activities includes the elimination of treasury shares in the general account for an amount of EUR 1 million.

Table of Contents184 Notes to the consolidated financial statements **Note 4**

Market risk concentrations shares	Americas	The Netherlands	United Kingdom	New Markets	Total 2015¹⁾	Of which impaired assets
Communication	43	-	-	-	48	-
Consumer	25	-	-	-	43	-
Financials	557	4	190	-	775	6
Funds	-	129	286	68	547	121
Industries	12	-	-	-	16	-
Other	14	4	-	4	31	2
At December 31	652	136	475	73	1,460	128

¹ Includes investments of Holding and other activities.

Market risk concentrations shares	Americas	The Netherlands	United Kingdom	New Markets	Total 2014¹⁾	Of which impaired assets
Communication	40	1	-	-	43	-
Consumer	16	2	-	-	30	2
Financials	545	5	-	2	578	1
Funds	-	146	193	22	408	124
Industries	24	1	-	1	36	-
	11	6	-	2	29	5

Other						
At December 31	636	161	193	28	1,123	132

¹ Includes investments of Holding and other activities.

The table that follows sets forth the closing levels of certain major indices at the end of the last five years.

	2015	2014	2013	2012	2011
S&P 500	2,044	2,059	1,848	1,426	1,258
Nasdaq	5,007	4,736	4,177	3,020	2,605
FTSE 100	6,242	6,566	6,749	5,898	5,572
AEX	442	424	402	343	312

The sensitivity analysis of net income and shareholders' equity to changes in equity prices is presented in the table below.

The sensitivity of shareholders' equity and net income to changes in equity markets reflects changes in the market value of Aegon's portfolio, changes in DPAC amortization, contributions to pension plans for Aegon's employees and the strengthening of the guaranteed minimum benefits, when applicable. The results of equity sensitivity tests are non-linear. The main reason for this is due to equity options sold to clients that are embedded in some of these products and that more severe scenarios could cause accelerated DPAC amortization and guaranteed minimum benefits provisioning, while moderate scenarios may not. Aegon generally has positive income benefits from equity market increases and negative impacts from equity market declines as it earns fees on policyholder account balances and provides minimum guarantees for account values. Aegon holds options in its portfolio to provide protection for equity market declines. In 2015 Aegon added options to the portfolio to provide additional protection.

Sensitivity analysis of net income and shareholders' equity to equity markets	Estimated approximate effects on net income	Estimated approximate effects on shareholders' equity
Immediate change of 2015		
Equity increase 10%	132	237
Equity decrease 10%	25	(99)
Equity increase 20%	279	504
Equity decrease 20%	104	(132)
2014		

Equity increase 10%	107	244
Equity decrease 10%	(115)	(247)
Equity increase 20%	146	413
Equity decrease 20%	(209)	(474)

Annual Report on Form 20-F 2015

Table of Contents

185

Liquidity risk

Liquidity risk is inherent in much of Aegon's business. Each asset purchased and liability incurred has its own liquidity characteristics. Some liabilities are surrenderable while some assets, such as privately placed loans, mortgage loans, real estate and limited partnership interests, have low liquidity. If Aegon requires significant amounts of cash on short notice in excess of normal cash requirements and existing credit facilities, it may have difficulty selling these investments at attractive prices or in a timely manner.

Aegon operates a Liquidity Risk Policy under which country units are obliged to maintain sufficient levels of highly liquid assets to meet cash demands by policyholders and account holders over the next two years. Potential cash demands are assessed under a stress scenario including spikes in disintermediation risk due to rising interest rates and concerns over Aegon's financial strength due to multiple downgrades of the Group's credit rating. At the same time, the liquidity of assets other than cash and government issues is assumed to be severely impaired for an extended period of time. All legal entities and Aegon Group must maintain enough liquidity in order to meet all cash needs under this extreme scenario.

Aegon held EUR 36,521 million of general account investments in cash, money market products and sovereign bonds that are readily saleable or redeemable on demand (2014: EUR 35,604 million). The Group expects to meet its obligations, even in a stressed liquidity event, from operating cash flows and the proceeds of maturing assets as well as these highly liquid assets. Further, the Group has access to back-up credit facilities, as disclosed in note 39 Borrowings, amounting to EUR 3,568 million which were unused at the end of the reporting period (2014: EUR 4,404 million).

The maturity analysis below shows the remaining contractual maturities of each category of financial liabilities (including coupon interest). When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to be paid. Financial liabilities that can be required to be paid on demand without any delay are reported in the category On demand. If there is a notice period, it has been assumed that notice is given immediately and the repayment has been presented at the earliest date after the end of the notice period. When the amount payable is not fixed, the amount reported is determined by reference to the conditions existing at the reporting date. For example, when the amount payable varies with changes in an index, the amount disclosed may be based on the level of the index at the reporting date.

To manage the liquidity risk arising from financial liabilities, Aegon holds liquid assets comprising cash and cash equivalents and investment grade investment securities for which there is an active and liquid market. These assets can be readily sold to meet liquidity requirements. For this reason, Aegon believes that it is not necessary to disclose a maturity analysis in respect of these assets to enable users to evaluate the nature and extent of liquidity risk.

Maturity analysis	gross undiscounted	On demand	< 1 yr	1 < 5 yrs	5 < 10 yrs	> 10 yrs	Total
contractual cash flows			amount	amount	amount	amount	amount

**(for non-derivatives)
2015**

Trust pass-through securities	-	9	38	47	169	263
Subordinated loans	-	28	112	112	1,183	1,435
Borrowings	-	2,665	7,117	430	3,833	14,045
Investment contracts ¹⁾	10,285	2,140	2,056	1,062	1,683	17,225
Investment contracts for account of policyholders ¹⁾	32,786	3,261	-	-	282	36,329
Other financial liabilities	7,291	2,757	871	12	29	10,962

2014

Trust pass-through securities	-	8	34	42	160	244
Subordinated loans	-	28	112	140	1,134	1,414
Borrowings	-	3,684	6,472	1,884	3,527	15,568
Investment contracts ¹⁾	8,795	2,171	2,516	1,320	1,058	15,861
Investment contracts for account of policyholders ¹⁾	29,911	3,427	-	-	114	33,453
Other financial liabilities	10,407	3,935	162	5	24	14,532

¹ Excluding investment contracts with discretionary participating features.

Table of Contents**186** Notes to the consolidated financial statements **Note 4**

Aegon's liquidity management is based on expected claims and benefit payments rather than on the contractual maturities.

The projected cash benefit payments in the table below are based on management's best estimates of the expected gross benefits and expenses, partially offset by the expected gross premiums, fees and charges relating to the existing business in force. Estimated cash benefit payments are based on mortality, morbidity and lapse assumptions based on Aegon's historical experience, modified for recently observed trends. Actual payment obligations may differ if experience varies from these assumptions. The cash benefit payments are presented on an undiscounted basis and are before deduction of tax and before reinsurance.

Financial liabilities relating to insurance**and investment contracts ¹⁾ 2015**

	On demand	< 1 yr amount	1 < 5 yrs amount	5 < 10 yrs amount	> 10 yrs amount	Total amount
Insurance contracts	-	5,130	21,353	22,153	131,584	180,220
Insurance contracts for account of policyholders	-	7,205	30,668	31,314	97,230	166,417
Investment contracts	-	3,213	6,570	4,381	5,776	19,941
Investment contracts for account of policyholders	255	11,489	28,422	26,050	64,509	130,725
2014						
Insurance contracts	-	4,962	20,261	21,348	117,892	164,463
Insurance contracts for account of policyholders	-	6,580	27,434	26,771	85,482	146,267
Investment contracts	-	2,367	6,581	4,154	4,756	17,858
	289	9,948	27,591	25,372	72,461	135,661

Investment contracts for account of
policyholders

¹ The liability amount in the consolidated financial statements reflects the discounting for interest as well as adjustments for the timing of other factors as described above. As a result, the sum of the cash benefit payments shown for all years in the table exceeds the corresponding liability amounts included in notes 36 Insurance contracts and 37 Investments contracts.

The following table details the Group's liquidity analysis for its derivative financial instruments, based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis, and the undiscounted gross inflows and outflows on those derivatives that require gross settlement.

Maturity analysis relating to derivatives ¹⁾

(Contractual cash flows) 2015	On demand	< 1 yr amount	1 < 5 yrs amount	5 < 10 yrs amount	> 10 yrs amount	Total amount
Gross settled						
Cash inflows	-	15,428	10,166	16,984	32,890	75,468
Cash outflows	-	(15,812)	(11,179)	(16,871)	(29,622)	(73,485)
Net settled						
Cash inflows	-	175	993	1,742	4,493	7,403
Cash outflows	-	(89)	(447)	(823)	(4,935)	(6,294)

¹ Derivatives includes all financial derivatives regardless whether they have a positive or a negative value. It does not include bifurcated embedded derivatives. These are presented together with the host contract. For interest rate derivatives only, cash flows related to the pay leg are taken into account for determining the gross undiscounted cash flows.

Maturity analysis relating to derivatives ¹⁾

(Contractual cash flows) 2014	On demand	< 1 yr amount	1 < 5 yrs amount	5 < 10 yrs amount	> 10 yrs amount	Total amount
Gross settled						
Cash inflows	-	17,004	10,957	20,187	45,628	93,777
Cash outflows	-	(16,832)	(11,270)	(20,123)	(41,463)	(89,689)

Cash outflows

Net settled

Cash inflows	-	149	922	1,671	4,455	7,196
Cash outflows	-	(85)	(510)	(879)	(4,079)	(5,552)

¹ Derivatives includes all financial derivatives regardless whether they have a positive or a negative value. It does not include bifurcated embedded derivatives. These are presented together with the host contract. For interest rate derivatives only cash flows related to the pay leg are taken into account for determining the gross undiscounted cash flows.

Annual Report on Form 20-F 2015

Table of Contents

187

5 Segment information

Aegon conducted its operations through five primary reporting segments in 2015:

- ⌚ Aegon Americas: covers business units in the United States, Canada (until July 31, 2015), Brazil and Mexico, including any of the units' activities located outside these countries;
- ⌚ Aegon the Netherlands: covers businesses operating in the Netherlands;
- ⌚ Aegon UK: covers businesses operating in the United Kingdom;
- ⌚ New Markets: covers businesses operating in Central & Eastern Europe; Asia, Spain and Portugal, as well as Aegon's variable annuities activities in Europe and Aegon Asset Management that are aggregated as one reportable segment due to their respective size;
- ⌚ Holding and other activities: includes financing, employee and other administrative expenses of holding companies.

These segments are based on the business as presented in internal reports that are regularly reviewed by the Executive Board which is regarded as the chief operating decision maker.

Aegon's segment information is prepared by consolidating on a proportionate basis Aegon's joint ventures and associated companies.

Performance Measure

A performance measure of reporting segments utilized by the Company is underlying earnings before tax. Underlying earnings before tax reflects Aegon's profit from underlying business operations and excludes components that relate to accounting mismatches that are dependent on market volatility or relate to events that are considered outside the normal course of business.

Aegon believes that its performance measure underlying earnings before tax provides meaningful information about the underlying results of Aegon's business, including insight into the financial measures that Aegon's senior management uses in managing the business. Among other things, Aegon's senior management is compensated based in part on Aegon's results against targets using underlying earnings before tax. While many other insurers in Aegon's peer group present substantially similar performance measures, the performance measures presented in this document may nevertheless differ from the performance measures presented by other insurers. There is no standardized meaning to these measures under IFRS or any other recognized set of accounting standards.

The reconciliation from underlying earnings before tax to income before tax, being the most comparable IFRS measure, is presented in the tables in this note.

The items that are excluded from underlying earnings before tax as described further below are: fair value items, realized gains or losses on investments, impairment charges/reversals, other income or charges, run-off businesses and share in earnings of joint ventures and associates.

During 2015, Aegon implemented actuarial assumption and model updates resulting in a net EUR 181 million charge to income before tax.

Assumption updates resulted in a net EUR 24 million gain to income before tax. Charges arising from actuarial assumption updates included in underlying earnings before tax in 2015 amounted to EUR 77 million:

- ⌚ A charge for actuarial assumption updates in the Americas Life & Protection business amounted to EUR 17 million, and was primarily related to updated mortality assumptions of active lives and updated lapse assumptions.
- ⌚ Actuarial assumption updates in the Americas Investments & Retirement business resulted in a charge of EUR 60 million and was primarily related to expense assumption updates related to fixed and variable annuity contracts.

Actuarial assumption changes not included in underlying earnings before tax had a favorable impact on income before tax of EUR 101 million. This has been recorded in fair value items and is primarily reflecting an update of the risk free yield curve to determine Aegon's liabilities for certain variable annuity contracts as well as economic scenario updates for both fixed and variable annuity contracts.

In 2015, management decided to change the measurement of underlying earnings before tax by including the impact of model updates as part of Other income/(charges) rather than as part of underlying earnings before tax. The models are used to support calculations of Aegon's liabilities for insurance and investment contracts sold to policyholders and related assets. Model updates could result in either a strengthening of reserves or a release of reserves held to cover for insurance or investment contracts in force and the related treatment of deferred acquisition costs or costs of value of business acquired. The reason for this change in measurement is that management believes that these model updates are expected not to be recurring.

Table of Contents**188** Notes to the consolidated financial statements **Note 5**

Model updates not included in underlying earnings before tax had an adverse impact on income before tax of EUR 205 million:

- ⌚ A charge of EUR 275 million in the Americas Life & Protection business for enhancing the modeling of universal life policies.
- ⌚ Model updates in the Americas Investments & Retirement business resulted in a gain of EUR 132 million.
- ⌚ A charge of EUR 61 million in New Markets regarding model updates in Asia.

The impact of this change in measurement on 2014 would have been an increase in Aegon Group consolidated underlying earnings before tax of EUR 82 million and a decrease in Other income/(charges) for the same amount for segment reporting purposes. The impact is split between the Americas (EUR 57 million) and New Markets (EUR 26 million). The presentation of the items in the IFRS income statement remained unchanged and continue to be part of the line Policyholder claims and benefits .

Fair value items

Fair value items include the over- or underperformance of investments and guarantees held at fair value for which the expected long-term return is included in underlying earnings before tax. Changes to these long-term return assumptions are also included in the fair value items.

In addition, hedge ineffectiveness on hedge transactions, fair value changes on economic hedges without natural offset in earnings and for which no hedge accounting is applied and fair value movements on real estate are included under fair value items.

Certain assets held by Aegon Americas, Aegon the Netherlands and Aegon UK are carried at fair value and managed on a total return basis, with no offsetting changes in the valuation of related liabilities. These include assets such as investments in hedge funds, private equities, real estate (limited partnerships), convertible bonds and structured products. Underlying earnings before tax exclude any over- or underperformance compared to management's long-term expected return on assets. Based on current holdings and asset returns, the long-term expected return on an annual basis is 8-10%, depending on asset class, including cash income and market value changes. The expected earnings from these asset classes are net of deferred policy acquisition costs (DPAC) where applicable.

In addition, certain products offered by Aegon Americas contain guarantees and are reported on a fair value basis and the total return annuities and guarantees on variable annuities. The earnings on these products are impacted by movements in equity markets and risk-free interest rates. Short-term developments in the financial markets may therefore cause volatility in earnings. Included in underlying earnings before tax is a long-term expected return on these products and excluded is any over- or underperformance compared to management's expected return.

The fair value movements of certain guarantees and the fair value change of derivatives that hedge certain risks on these guarantees of Aegon the Netherlands and Variable Annuities Europe (included in New Markets) are excluded from underlying earnings before tax, and the long-term expected return for these guarantees is set at zero.

Holding and other activities include certain issued bonds that are held at fair value through profit or loss (FVTPL). The interest rate risk on these bonds is hedged using swaps. The fair value movement resulting from changes in Aegon's credit spread used in the valuation of these bonds are excluded from underlying earnings before tax and reported under fair value items.

Realized gains or losses on investments

Includes realized gains and losses on available-for-sale investments, mortgage loans and other loan portfolios.

Impairment charges/reversals

Impairment charges include impairments on available-for-sale debt securities, shares including the effect of deferred policyholder acquisition costs, mortgage loans and other loan portfolios at amortized cost, joint ventures and associates including the effect of deferred policyholder acquisition costs when the returns are part of a product grouping where DPAC is amortized based on gross profits. Impairment reversals include reversals on available-for-sale debt securities.

Other income or charges

Other income or charges is used to report any items which cannot be directly allocated to a specific line of business. Also items that are outside the normal course of business are reported under this heading.

As of 2015, the impact of model updates used to support calculations of Aegon's liabilities for insurance and investment contracts sold to policyholders and related assets are reported under this caption as well.

Annual Report on Form 20-F 2015

Table of Contents

189

Other charges may include restructuring charges that are considered other charges for segment reporting purposes because they are outside the normal course of business. In the consolidated income statements, these charges are included in operating expenses.

Run-off businesses

Includes underlying results of business units where management has decided to exit the market and to run -off the existing block of business. Currently, this line includes results related to the run-off of the institutional spread-based business, structured settlements blocks of business, bank-owned and corporate-owned life insurance (BOLI/COLI) business, and the sale of the life reinsurance business in the United States. Aegon has other blocks of business for which sales have been discontinued and of which the earnings are included in underlying earnings before tax.

Share in earnings of joint ventures and associates

Earnings from Aegon's joint ventures in the Netherlands, Mexico, Spain, Portugal, China and Japan and Aegon's associates in India, Brazil, the Netherlands, United Kingdom, Mexico and France are reported on an underlying earnings before tax basis.

Income statement	Holding						Joint	Segment	Consoli-
	The	United	New and other	Elimina-	Segment	ventures and			
Underlying earnings 2015	America	Netherlands	Kingdom	Markets	activities	tions	total	associates	dated
Underlying earnings before tax	1,200	537	125	236	(163)	2	1,939	34	1,973
Fair value items	(589)	175	(27)	8	(68)	-	(500)	(59)	(559)
Realized gains / (losses) on investments	(74)	306	95	20	-	-	346	(8)	338
	(43)	(25)	-	(2)	-	-	(70)	(21)	(91)

Impairment charges									
Impairment reversals	114	5	-	-	-	-	119	-	119
Other income / (charges)	(938)	(22)	27	(47)	-	-	(980)	21	(959)
Run-off businesses	52	-	-	-	-	-	52	-	52
Income / (loss) before tax	(277)	977	220	215	(230)	2	906	(33)	874
Income tax (expense) / benefit	31	(223)	(2)	(71)	71	-	(194)	33	(162)
Net income / (loss)	(246)	753	218	144	(159)	2	712	-	712
<i>Inter-segment underlying earnings</i>	(220)	(55)	(75)	339	10				
Revenues									
2015									
Life insurance gross premiums	7,046	2,240	5,650	2,565	4	(106)	17,400	(431)	16,969
Accident and health insurance	2,266	234	47	170	6	(6)	2,717	(14)	2,703
General insurance	-	473	-	244	2	-	720	(80)	640
Total gross premiums	9,312	2,947	5,697	2,979	13	(112)	20,836	(524)	20,311
Investment income	3,680	2,277	2,327	291	387	(385)	8,576	(51)	8,525
	1,704	351	43	813	-	(278)	2,633	(195)	2,438

Edgar Filing: AEGON NV - Form 20-F

Fee and
commission
income

Other revenues
Total revenues

9	-	-	2	7	-	19	(5)	14
14,705	5,575	8,067	4,086	406	(776)	32,064	(775)	31,289

*Inter-segment
revenues*

24	2	-	356	393
----	---	---	-----	-----

Table of Contents**190** Notes to the consolidated financial statements **Note 5**

Income statement	Holding						Joint ventures and		Consoli-
Underlying earnings 2014	The Americas	Netherlands	United Kingdom	New and other Markets	and other activities	Eliminations	Segment total	associates eliminations	dated
Underlying earnings before tax	1,134	558	115	196	(139)	1	1,865	(9)	1,856
Fair value items	(497)	(766)	(15)	(6)	(82)	-	(1,366)	2	(1,364)
Realized gains / (losses) on investments	85	431	164	16	-	-	697	(3)	694
Impairment charges	(38)	(19)	-	(43)	-	-	(100)	(23)	(123)
Impairment reversals	58	7	-	-	-	-	66	-	66
Other income / (charges)	(52)	(113)	(49)	(24)	(3)	-	(240)	22	(218)
Run-off businesses	(21)	-	-	-	-	-	(21)	-	(21)
Income / (loss) before tax	669	99	215	139	(223)	1	900	(10)	889
Income tax (expense) / benefit	(79)	(37)	(37)	(50)	60	-	(143)	10	(132)
	590	62	178	89	(164)	1	757	-	757

**Net income /
(loss)***Inter-segment
underlying
earnings*

(173)	(58)	(59)	272	18
-------	------	------	-----	----

**Revenues
2014**

Life insurance gross premiums	6,461	3,982	4,859	2,015	-	(70)	17,246	(351)	16,896
----------------------------------	-------	-------	-------	-------	---	------	--------	-------	--------

Accident and health insurance	1,874	233	56	163	6	(6)	2,326	(11)	2,316
----------------------------------	-------	-----	----	-----	---	-----	-------	------	-------

General insurance	-	501	-	224	-	-	725	(72)	653
Total gross premiums	8,334	4,716	4,916	2,402	6	(76)	20,298	(433)	19,864

Investment income	3,312	2,568	2,073	234	326	(323)	8,191	(42)	8,148
-------------------	-------	-------	-------	-----	-----	-------	-------	------	-------

Fee and commission income	1,485	324	43	623	-	(237)	2,237	(100)	2,137
---------------------------------	-------	-----	----	-----	---	-------	-------	-------	-------

Other revenues	2	-	-	3	5	-	10	(3)	7
Total revenues	13,134	7,608	7,032	3,262	336	(637)	30,735	(578)	30,157

*Inter-segment
revenues*

16	-	-	292	327
----	---	---	-----	-----

Annual Report on Form 20-F 2015

Table of Contents

191

Income statement - Underlying earnings 2013	America	The Netherlands	United Kingdom	New Markets	Holding and other activities	Eliminations	Segment total	Joint ventures and associates eliminations	Consolidated
Underlying earnings before tax	1,314	454	87	227	(109)	(3)	1,968	(50)	1,918
Fair value items	(980)	(41)	(16)	(21)	(61)	-	(1,118)	37	(1,082)
Realized gains / (losses) on investments	110	342	48	-	-	-	500	-	500
Impairment charges	(111)	(40)	(31)	(16)	-	-	(198)	-	(198)
Impairment reversals	67	8	-	-	-	-	75	-	75
Other income / (charges)	72	(36)	(45)	(33)	(11)	-	(52)	6	(47)
Run-off businesses	21	-	-	-	-	-	21	-	21
Income / (loss) before tax	493	687	43	158	(181)	(3)	1,197	(8)	1,189
Income tax (expense) / benefit	(86)	(166)	33	(31)	42	-	(208)	8	(200)
Net income / (loss)	407	521	76	127	(139)	(3)	989	-	989
<i>Inter-segment underlying earnings</i>	(173)	(54)	(59)	257	29				
Revenues 2013									

Edgar Filing: AEGON NV - Form 20-F

Life insurance gross premiums	6,187	3,515	6,537	1,349	14	(73)	17,529	(416)	17,112
Accident and health insurance	1,787	243	-	170	8	(8)	2,200	(10)	2,190
General insurance	-	487	-	194	-	-	681	(44)	637
Total gross premiums	7,975	4,245	6,537	1,713	22	(82)	20,410	(471)	19,939
Investment income	3,370	2,310	2,054	233	336	(336)	7,968	(58)	7,909
Fee and commission income	1,273	328	80	583	-	(238)	2,026	(76)	1,950
Other revenues	4	-	-	2	4	-	10	(3)	6
Total revenues	12,622	6,883	8,670	2,531	362	(656)	30,413	(608)	29,805

Inter-segment revenues 20 1 1 292 342

The Group uses underlying earnings before tax in its segment reporting as an important indicator of its financial performance. The reconciliation of this measure to the income before tax is shown below. Aegon believes that underlying earnings before tax, together with the other information included in this report, provides a meaningful measure for the investing public to evaluate Aegon's business relative to the businesses of its peers.

Table of Contents**192** Notes to the consolidated financial statements **Note 5**

	Note	2015	2014	2013
Underlying earnings before tax		1,973	1,856	1,918
Fair value items		(503)	(425)	(967)
Realized gains and (losses) on financial investments	10	349	697	500
Gains and (losses) on investments in real estate	10	145	(4)	(49)
Fair value changes on economic hedges for which no hedge accounting is applied	10	(41)	(799)	65
Ineffective portion of hedge transactions for which hedge accounting is applied	10	8	43	12
Realized gains and (losses) on repurchased debt	10	2	3	-
Net foreign currency gains and (losses)	10	(5)	-	-
Fair value movements of guarantees related to liabilities for insurance contracts	12	(183)	(150)	(143)
DPAC / VOBA offset ¹⁾	14	(31)	(26)	(22)
Impairment (charges)/reversals	15	24	(79)	(296)
Other income / (charges)	11, 12, 14, 17	(917)	(205)	149
Run-off businesses	5	52	(21)	21
Income before tax		873	889	1,189

Edgar Filing: AEGON NV - Form 20-F

¹ Including a fair value adjustment of EUR 21 million (2014: EUR 28 million; 2013: EUR 1 million).

Other selected income statement items	America	The Netherlands	The United Kingdom	New Markets	Holding and other activities	Total
2015						
Amortization of deferred expenses, VOBA and future servicing rights	767	39	218	123	-	1,147
Depreciation	31	17	22	13	-	84
Impairment charges / (reversals) on financial assets, excluding receivables	(68)	20	-	23	-	(24)
Impairment charges / (reversals) on non-financial assets and receivables	-	2	-	-	-	1
2014						
Amortization of deferred expenses, VOBA and future servicing rights	571	53	216	94	1	936
Depreciation	28	21	17	12	-	78
Impairment charges / (reversals) on financial assets, excluding receivables	(11)	12	-	65	-	66
Impairment charges / (reversals) on non-financial assets and receivables	-	8	6	7	-	21
2013						
Amortization of deferred expenses, VOBA and future servicing rights	572	58	234	143	-	1,007
Depreciation	35	20	13	14	-	82
Impairment charges / (reversals) on financial assets, excluding receivables	48	32	31	17	-	127

Impairment charges / (reversals) on non-financial assets and receivables	(5)	1	-	169	2	167
--	-----	---	---	-----	---	-----

Annual Report on Form 20-F 2015

Table of Contents

193

Number of employees 2015	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Total
Number of employees - headcount	12,701	4,503	2,260	11,767	299	31,530
Of which agents	2,035	277	57	6,064	-	8,433
Of which Aegon's share of employees in joint ventures and associates	545	-	-	1,438	-	1,983
2014						
Number of employees - headcount	12,865	4,426	2,420	8,617	274	28,602
Of which agents	1,802	280	66	3,565	-	5,713
Of which Aegon's share of employees in joint ventures and associates	568	-	-	1,046	-	1,614
2013						
Number of employees - headcount	12,256	4,282	2,400	7,651	302	26,891
Of which agents	1,655	293	63	2,742	-	4,753
Of which Aegon's share of employees in joint ventures and	441	-	-	1,021	-	1,462

associates

Summarized assets and liabilities per segment 2015	Holding						Total
	Americas	The Netherlands	United Kingdom	New Markets	and other activities	Eliminations	
Assets							
Investments							
Investments for account of policyholders	87,620	52,681	13,819	6,128	230	-	160,478
Investments in joint ventures	101,164	26,756	65,337	6,977	-	(8)	200,226
Investments in associates	7	837	-	714	3	-	1,561
Deferred expenses	75	19	9	139	-	-	242
Assets held for sale	9,045	97	2,475	921	9	-	12,547
Other assets	-	-	-	-	-	-	-
Cash and Cash equivalents	18,282	10,928	2,913	2,597	30,691	(32,884)	32,527
	428	6,324	787	732	1,323	-	9,594
Total assets	216,621	97,642	85,341	18,207	32,257	(32,892)	417,175
Liabilities							
Insurance contracts	73,637	32,709	11,159	7,523	91	(2,077)	123,042
	71,322	25,830	12,751	2,776	-	-	112,679

Edgar Filing: AEGON NV - Form 20-F

Insurance contracts for account of policyholders							
Investment contracts	9,911	7,340	457	10	-	-	17,718
Investment contracts for account of policyholders							
Liabilities held for sale	29,842	2,424	53,644	4,209	-	-	90,119
Other liabilities	-	-	-	-	-	-	-
	15,583	24,076	2,447	1,462	4,669	(2,118)	46,120
Total liabilities	200,295	92,379	80,459	15,980	4,761	(4,195)	389,678

Table of Contents194 Notes to the consolidated financial statements [Note 5](#)**Summarized assets and liabilities per segment 2014**

	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Eliminations	Total
Assets							
Investments	83,519	51,463	13,208	4,806	224	(1)	153,219
Investments for account of policyholders	91,138	29,209	64,159	6,971	-	(10)	191,467
Investments in joint ventures	9	789	-	670	1	-	1,468
Investments in associates	91	19	24	6	-	-	140
Deferred expenses	7,113	114	2,443	699	5	-	10,373
Assets held for sale	9,532	-	-	349	-	-	9,881
Other assets	15,951	27,242	2,694	2,506	35,153	(36,238)	47,308
Cash and Cash equivalents	455	7,382	971	512	1,290	-	10,610
Total assets	207,808	116,217	83,498	16,519	36,674	(36,249)	424,467
Liabilities							
Insurance contracts	65,788	31,795	10,598	5,517	4	(1,776)	111,927

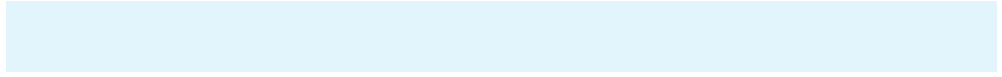
Insurance contracts for account of policyholders	64,139	28,569	6,804	2,739	-	-	102,250
Investment contracts	9,319	5,663	374	3	-	-	15,359
Investment contracts for account of policyholders	26,999	2,237	58,380	4,233	-	-	91,849
Liabilities held for sale	7,806	-	-	3	-	-	7,810
Other liabilities	16,079	43,208	2,470	1,777	8,877	(4,930)	67,480
Total liabilities	190,130	111,472	78,625	14,271	8,881	(6,706)	396,674

Investments 2015	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Eliminations	Total
Shares	652	136	475	73	124	-	1,460
Debt securities	65,284	23,370	13,185	5,551	-	-	107,390
Loans	10,062	27,692	-	421	88	-	38,263
Other financial assets	10,783	335	160	80	18	-	11,376
Investments in real estate	840	1,148	-	2	-	-	1,990
Investments general account	87,620	52,681	13,819	6,128	230	-	160,478
Shares	-	9,174	17,274	259	-	(8)	26,699
Debt securities	4,967	14,642	11,728	270	-	-	31,606
	96,187	17	32,200	6,441	-	-	134,845

Edgar Filing: AEGON NV - Form 20-F

Unconsolidated investment funds							
Other financial assets	10	2,923	3,115	6	-	-	6,054
Investments in real estate	-	-	1,022	-	-	-	1,022
Investments for account of policyholders	101,164	26,756	65,337	6,977	-	(8)	200,226
Investments on balance sheet	188,784	79,437	79,157	13,104	230	(8)	360,704
Off-balance sheet investments third parties	212,704	897	830	131,940	-	-	346,371
Total revenue-generating investments	401,487	80,334	79,987	145,045	230	(8)	707,075
Investments							
Available-for-sale	72,761	22,479	13,534	5,617	18	-	114,409
Loans	10,062	27,692	-	421	88	-	38,263
Financial assets at fair value through profit or loss	105,121	28,119	64,601	7,064	124	(8)	205,020
Investments in real estate	840	1,148	1,022	2	-	-	3,012
Total investments on balance sheet	188,784	79,437	79,157	13,104	230	(8)	360,704
Investments in joint ventures	7	837	-	714	3	-	1,561
Investments in associates	75	19	9	139	-	-	242
Other assets	27,755	17,349	6,175	4,250	32,267	(33,128)	54,668
	216,621	97,642	85,341	18,207	32,501	(33,136)	417,175

**Consolidated total
assets**



Annual Report on Form 20-F 2015

Table of Contents

195

	Americas	The Netherlands	United Kingdom	New Markets	Holding and other activities	Eliminations	Total
Investments 2014							
Shares	636	161	193	28	105	(1)	1,122
Debt securities	63,130	23,250	12,670	4,274	-	-	103,324
Loans	9,187	26,618	-	487	11	-	36,303
Other financial assets	9,845	366	344	16	107	-	10,678
Investments in real estate	721	1,069	-	2	-	-	1,792
Investments general account	83,519	51,463	13,208	4,806	224	(1)	153,219
Shares	-	9,487	17,122	420	-	(10)	27,019
Debt securities	4,585	19,320	12,920	244	-	-	37,070
Unconsolidated investment funds	86,525	-	29,341	6,293	-	-	122,159
Other financial assets	28	401	3,674	13	-	-	4,117
Investments in real estate	-	-	1,101	-	-	-	1,101
Investments for account of policyholders	91,138	29,209	64,159	6,971	-	(10)	191,467
	174,658	80,672	77,367	11,777	224	(11)	344,686
Investments on balance							

sheet

Off-balance sheet investments third parties	139,295	868	570	72,474	-	-	213,208
Total revenue-generating investments	313,953	81,540	77,937	84,251	224	(11)	557,894
Investments							
Available-for-sale	69,851	23,197	12,884	4,284	12	-	110,229
Loans	9,187	26,618	-	487	11	-	36,303
Financial assets at fair value through profit or loss	94,898	29,788	63,381	7,005	200	(11)	195,261
Investments in real estate	721	1,069	1,101	2	-	-	2,893
Total investments on balance sheet	174,658	80,672	77,367	11,777	224	(11)	344,686
Investments in joint ventures	9	789	-	670	1	-	1,468
Investments in associates	91	19	24	6	-	-	140
Other assets	33,050	34,737	6,108	4,067	36,448	(36,238)	78,172
Consolidated total assets	207,808	116,217	83,498	16,519	36,674	(36,249)	424,467
6 Premium income and premiums paid to reinsurers							

2015

	Gross premium income	Premiums paid to reinsurers
Life	16,969	2,694
Non-life	3,342	286

Total		20,311	2,979
2014			
Life		16,896	2,701
Non-life		2,968	310
Total		19,864	3,011
2013			
Life		17,112	2,756
Non-life		2,827	351
Total		19,939	3,108

Table of Contents196 Notes to the consolidated financial statements [Note 7](#)**7 Investment income**

Interest income	2015 7,087	2014 6,759	2013 6,842
Dividend income	1,306	1,265	957
Rental income	133	124	110
Total investment income	8,525	8,148	7,909
Investment income related to general account	6,099	5,717	5,632
Investment income for account of policyholders	2,426	2,431	2,277
Total	8,525	8,148	7,909

Included in interest income is EUR 223 million (2014: EUR 265 million; 2013: EUR 238 million) in respect of interest income accrued on impaired financial assets. The interest income on financial assets that are not carried at fair value through profit or loss amounted to EUR 5,951 million (2014: EUR 5,498 million; 2013: EUR 5,437 million).

Total investment income from:	2015	2014	2013
Shares	1,306	1,265	957
Debt securities and money market instruments	5,332	5,067	5,248
Loans	1,760	1,674	1,605
Real estate	133	124	110
Other	(6)	19	(11)
Total	8,525	8,148	7,909
Investment income from financial assets held for general account:	2015	2014	2013
Available-for-sale	4,235	3,889	3,917
	1,760	1,674	1,605

Loans			
Financial assets designated at fair value through profit or loss	115	127	123
Real estate	61	54	52
Derivatives	(96)	(19)	(26)
Other	25	(8)	(39)
Total	6,099	5,717	5,632
8 Fee and commission income			

	2015	2014	2013
Fee income from asset management	1,648	1,406	1,188
Commission income	614	559	548
Other	176	172	214
Total fee and commission income	2,438	2,137	1,950

Included in fee and commission income is EUR 56 million of fees on trust and fiduciary activities (2014: EUR 35 million; 2013: EUR 40 million).

9 Income from reinsurance ceded

	2015	2014	2013
Recovered claims and benefits	2,784	2,604	2,408
Change in technical provisions	309	98	170
Commissions	227	205	260
Total	3,321	2,906	2,838

Annual Report on Form 20-F 2015

Table of Contents

197

10 Results from financial transactions

Results from financial transactions comprise:	2015	2014	2013
Net fair value change of general account financial investments at fair value through profit or loss, other than derivatives	(35)	192	370
Realized gains and losses on financial investments	349	697	500
Gains and (losses) on investments in real estate	145	(4)	(49)
Net fair value change of derivatives	123	1,062	(1,011)
Net fair value change on for account of policyholder financial assets at fair value through profit or loss	(110)	11,226	15,571
Net fair value change on investments in real estate for account of policyholders	67	53	(12)
Net foreign currency gains and (losses)	(29)	(21)	9
Net fair value change on borrowings and other financial liabilities	9	5	16
Realized gains and (losses) on repurchased debt	2	3	-
Total	521	13,213	15,393

Net foreign currency gains and (losses) includes a loss of EUR 5 million (2014: nil, 2013: nil) that is classified for segment reporting purposes as non-underlying earnings.

Net fair value change of general account financial investments at fair value through profit or loss, other than derivatives comprise:	2015	2014	2013
Shares	-	100	180
	(24)	31	(11)

Debt securities and money market investments			
Other	(12)	61	201
Total	(35)	192	370

Other mainly includes net fair value changes of alternative investments.

Realized gains and losses on financial investments comprise:

Shares	2015 44	2014 197	2013 43
Debt securities and money market investments	346	463	414
Loans	20	35	48
Other	(60)	2	(6)
Total	349	697	500

Realized gains and losses on financial investments comprise:

Available-for-sale investments	2015 330	2014 662	2013 451
Loans	20	35	48
Total	349	697	500

Net fair value change of derivatives comprise:

Net fair value change on economic hedges where no hedge accounting is applied	2015 (500)	2014 3,092	2013 (1,166)
Net fair value change on bifurcated embedded derivatives	614	(2,073)	143
Ineffective portion of hedge transactions to which hedge accounting is applied	8	43	12
Total	123	1,062	(1,011)

Net fair value change on economic hedges where no hedge accounting is applied includes a loss of EUR 139 million related to fair value movements of derivatives (2014: loss of EUR 241 million, 2013: loss of EUR 108 million) that is classified for segment reporting purposes as non-underlying earnings.

Table of Contents198 Notes to the consolidated financial statements **Note 11****The ineffective portion of hedge transactions to which hedge accounting is applied comprises:**

	2015	2014	2013
Fair value change on hedging instruments in a fair value hedge	(49)	(120)	52
Fair value change on hedged items in a fair value hedge	54	165	(39)
Ineffectiveness fair value hedge	5	45	13
Ineffectiveness cash flow hedges	4	(2)	(1)
Total	8	43	12

Net fair value change on for account of policyholder financial assets at fair value through profit or**loss comprise:**

	2015	2014	2013
Shares	706	1,349	3,857
Debt securities and money market investments	(529)	3,744	(1,090)
Unconsolidated investment funds	(356)	5,625	13,002
Derivatives			
	69	507	(198)
Other	-	2	-
Total	(110)	11,226	15,571

The change of the net fair value change on for account of policyholder financial assets at fair value through profit or loss in 2015 compared to 2014 is mainly driven by equity markets and interest rates movements. Net fair value changes on for account of policyholder financial assets at fair value through profit or loss are offset by changes in technical provisions reported as part of the lines Change in valuation of liabilities for insurance contracts and Change in valuation of liabilities for investment contracts in note 12 Policyholder claims and benefits.

11 Other income

	2015	2014	2013
Other income	83	61	393

Other income in 2015 included a release of EUR 38 million of the earn out provision regarding Liberbank in Spain. In addition, other income included the results from the sale of Clark Consulting and the 25.1% share in platform provider and discretionary fund manager Seven Investment Management (7IM) which is accounted for as an associate. The 7IM transaction led to a net gain of EUR 10 million (GBP 7 million) and was recorded as an associate in the books of Aegon. The sale of Clark led to a book gain of EUR 7 million (USD 8 million). Please see also note 51 Business combinations for more details.

Other income in 2014 mainly reflected the release of EUR 23 million regarding the earn out provision of Liberbank in Spain and the guarantee fund payments release of EUR 14 million related to the sale of sovereign assets in Poland to the state, following pension legislation changes introduced in 2013.

Other income in 2013 mainly reflected two reinsurance recapture transactions totaling EUR 200 million and book gains totaling EUR 176 million related to the sale of joint ventures with Unnim and CAM. The book gain of Unnim of EUR 102 million included an amount of EUR 26 million which was recycled from equity through profit and loss. The net gain of EUR 74 million related to the sale of CAM included a negative amount of EUR 44 million which was recycled from equity through profit and loss.

Other income is fully excluded from underlying earnings for segment reporting purposes (refer to note 2.4 Segment reporting).

Annual Report on Form 20-F 2015

Table of Contents

199

12 Policyholder claims and benefits

	2015	2014	2013
Benefits and claims paid life	20,517	15,827	18,541
Benefits and claims paid non-life	2,128	1,752	1,663
Change in valuation of liabilities for insurance contracts	7,880	17,273	15,144
Change in valuation of liabilities for investment contracts	(6,678)	1,404	2,370
Other	(17)	(42)	(30)
Total	23,830	36,214	37,688

Policyholder claims and benefits includes claims and benefits in excess of account value for products for which deposit accounting is applied and the change in valuation of liabilities for insurance and investment contracts. The lines Change in valuation of liabilities for insurance contracts and Change in valuation of liabilities for investment contracts reflect changes in technical provisions resulting from fair value changes on for account of policyholder financial assets included in Results from financial transactions (note 10) of EUR 110 million negative (2014: EUR 11,226 million positive, 2013: EUR 15,571 million positive). In addition, the line Change in valuation of liabilities for insurance contracts includes changes in technical provisions for life insurance contracts of EUR 3,410 million (2014: EUR 7,935 million, 2013: 2,515 million).

The change in valuation of liabilities for insurance contracts includes a loss of EUR 183 million regarding fair value movements of guarantees (2014: loss of EUR 150 million, 2013: loss of EUR 143 million). Furthermore, it includes a loss of EUR 185 million related to other technical results including 2015 model updates (2014: loss of EUR 2 million, 2013: loss of EUR 33 million). The line Other includes policyholder tax. These items are classified for segment reporting purposes as non-underlying earnings.

13 Profit sharing and rebates

	2015	2014	2013
Surplus interest bonuses	2	2	4
Profit appropriated to policyholders	29	15	24
Total	31	17	28

14 Commissions and expenses

	2015	2014	2013
Commissions	3,313	2,992	2,797
Employee expenses	2,280	2,067	2,060
Administration expenses	1,278	1,127	1,103
Deferred expenses	(1,533)	(1,465)	(1,311)
Amortization of deferred expenses	1,052	796	899
Amortization of VOBA and future servicing rights	95	140	108
Total	6,485	5,656	5,656

Included in administration expenses is an amount of EUR 84 million of depreciation that relates to equipment, software and real estate held for own use (2014: EUR 78 million; 2013: EUR 82 million). Minimum lease payments recognized as expense amounted to EUR 19 million (2014: EUR 6 million; 2013: EUR 12 million).

Within employee and administration expenses is an amount of EUR 59 million relating to restructuring charges that is classified as non-underlying earnings for segment reporting purposes (2014: EUR 134 million; 2013: EUR 107 million).

Amortization of deferred expenses included a charge of EUR 28 million (2014: charge EUR 22 million, 2013: charge EUR 35 million), which is classified as non-underlying earnings for segment reporting purposes. This is offset against realized gains and losses and impairments on financial investments.

Amortization of VOBA and future servicing rights include a charge of EUR 3 million (2014: charge EUR 4 million; 2013: gain EUR 13 million) that is classified as non-underlying earnings for segment reporting purposes.

Table of Contents**200** Notes to the consolidated financial statements **Note 14**

Employee expenses	2015	2014	2013
Salaries	1,462	1,295	1,286
Post-employment benefit costs	335	272	292
Social security charges	145	129	133
Other personnel costs	320	337	309
Shares, share appreciation rights, share options	17	33	41
Total	2,280	2,067	2,060

An amount of EUR 51 million is included in employee expenses relating to defined contributions (2014: EUR 43 million; 2013: EUR 39 million).

Long-term incentive plans

Senior managers within Aegon, not classified as Identified Staff, have been granted the conditional right to receive Aegon shares if certain performance indicators are met and depending on continued employment of the individual employee to whom the rights have been granted. The shares were conditionally granted at the beginning of the year at the average share price on the Euronext stock exchange in Amsterdam during the period between December 15 preceding a plan year and January 15 of a plan year. The performance indicators apply over a performance period of one year and consist of financial and non-financial targets set by the Supervisory Board or the local remuneration committees. Following the performance year, shares are allocated based on actual performance. A vesting period of two years applies after which the shares are transferred to the individual employees. In specific circumstances Aegon's Supervisory Board has the right to reclaim variable compensation that has already been paid out or vested.

Variable compensation Identified Staff

Members of the Executive Board and the Management Board as well as other selected jobholders have been defined as Identified Staff in accordance with the rules applicable to them and their interpretation by relevant supervisory authorities. Of these, the Dutch 2015 Act on compensation in the financial sector (Wet beloningsbeleid financiële ondernemingen Wft), the Dutch 2014 Decree on sound remuneration policy (Regeling beheerst beloningsbeleid 2014) and the guidelines issued by the European Banking Authority (EBA) and its predecessor (CEBS) issued under the successive European CRD frameworks (in particular CRD III and IV) are prominent examples. The rules have been adopted in Aegon's Global Remuneration Framework. After the performance period, and based on the framework,

variable compensation, if any, is partially made available and partly deferred. Variable compensation is paid in both cash and in Aegon N.V. shares. The shares were conditionally granted at the beginning of the year at the average share price on the Euronext stock exchange in Amsterdam during the period between December 15 preceding a plan year and January 15 of the plan year. The performance indicators apply over a performance period of one year and consist of Group and/or reporting unit targets (both financial and non-financial) set by the Supervisory Board or the local remuneration committees and personal/strategic targets. The conditional grant of variable compensation is also dependent on continued employment of the individual employee to whom the rights have been granted. An ex-post assessment is applicable to determine whether allocated (unvested) variable compensation should become unconditional or should be adjusted. In addition, in specific circumstances Aegon's Supervisory Board has the right to reclaim variable compensation that has already been paid out or vested. For members of the Executive Board and the Management Board all variable compensation has vested after three years following the performance period. At vesting, the variable compensation is transferred to the individual employees. Additional holding periods of up to three years may apply for vested shares. Members of the Executive Board and the members of the Management Board who are based in the Netherlands are not entitled to execute any transactions regarding the shares for a period of three years following vesting (with the exception of shares sold to meet income tax obligations).

In compliance with regulations under Dutch law, no transactions regarding the shares can be exercised in blackout periods.

Annual Report on Form 20-F 2015

Table of Contents

201

Below an overview is provided of active plans for Long-term incentive and Variable compensation Identified Staff.

	2007	2011 ¹⁾	2012 ¹⁾	2013 ¹⁾	2014 ¹⁾	2015 ¹⁾	Total
Number of shares conditionally granted ²⁾	18,506	4,075,460	9,195,284	5,735,046	5,306,037	5,178,633	29,508,966
Number of shares allocated	18,506	6,452,535	13,392,200	8,536,076	4,714,569	-	33,113,886
Unvested at January 1, 2014	9,253	6,015,593	12,660,673	5,735,046	-	-	24,420,565
Number of shares conditionally granted ²⁾	-	-	-	-	5,306,037	-	5,306,037
Number of shares allocated	-	-	-	2,801,030	-	-	2,801,030
Number of shares forfeited	-	59,497	141,702	101,436	-	-	302,635
Number of shares vested	-	4,098,081	271,159	420,597	-	-	4,789,837
Unvested at December 31, 2014	9,253	1,858,015	12,247,812	8,014,043	5,306,037	-	27,435,160
Number of shares conditionally granted ²⁾	-	-	-	-	-	5,178,633	5,178,633
Number of shares allocated	-	-	-	-	(591,468)	-	(591,468)
Number of shares forfeited	-	-	350,398	364,159	74,384	-	788,941
Number of shares vested	-	1,858,015	5,312,631	191,494	267,780	-	7,629,920
	9,253	-	6,584,783	7,458,390	4,372,405	5,178,633	23,603,464

**Unvested at
December 31,
2015**

Average share price used for grant in EUR	4.727	3.126	4.917	6.739	6.106
	3.915 to	2.260 to	3.900 to	5.840 to	5.159 to
Fair value of shares at grant date in EUR	4.581	2.886	4.684	6.658	6.018

¹ Performance year for both Long-term incentive plans and Variable compensation Identified Staff

² Number of shares conditionally granted based on the at target number of grants made that could increase or decrease subject to the actual performance attained.

Share appreciation rights and share options

Senior executives of Aegon companies, as well as other Aegon employees, have been offered both share appreciation rights (SARs) and share options. These share appreciation rights and share options have been granted at an exercise price equal to the market price of the shares at the date of the grant. The rights and options granted in 2006 - 2008 vest after three years and can only be exercised during the four years after the vesting date. Vesting and exercisability depend on continuing employment of the individual employee to whom the rights and options have been granted. Option plans are settled in equity, while stock appreciation rights are settled in cash or provide the employee with the choice of settlement.

After 2008, no share options or share appreciation rights were granted. As of March 11, 2015 all outstanding share appreciation rights and share options have expired and have not been exercised.

In compliance with regulations under Dutch law, share appreciation rights and share options cannot be exercised in blackout periods.

Share appreciation rights

The following tables present the movements in number of SARs outstanding, as well as the breakdown by the year in which they were granted.

	Number of SARs	Weighted average price in EUR	Weighted average remaining term in years	Aggregate intrinsic value in EUR million
Outstanding at January 1, 2014	287,900	11.35	0.81	-
Forfeited	(9,000)	9.94		
Expired	(113,700)	14.98		
Outstanding at December 31, 2014	165,200	8.93	0.21	-
Forfeited	-	-		
Expired	(165,200)	8.93		

Outstanding at December 31, 2015	-	-	-	-
Exercisable at December 31, 2015	-	-	-	-

Table of Contents**202** Notes to the consolidated financial statements **Note 14**

		Outstanding January 1, 2015	Outstanding December 31, 2015	Exercise price in EUR	Exercise period until March 11, 2015
SARs	Original number granted				
2008	300,300	165,200	-	8.93	
Total	300,300	165,200	-		

Refer to note 47 Fair value for a further description of the method used to estimate the fair value and a description of the significant assumptions. The volatility is derived from quotations from external market sources and the expected dividend yield is derived from quotations from external market sources and the binomial option pricing model.

The liability related to SARs is valued at fair value at each balance sheet date. There were no costs related to the share appreciation rights in 2015 (2014: nil; 2013: nil).

Share options

The following tables present the movements in number of share options, as well as the breakdown by the year in which they were granted.

	Number of share options	Weighted average exercise price in EUR	Weighted average remaining contractual term in years	Aggregate intrinsic in EUR million
Outstanding at January 1, 2014				
	8,495,768	11.15	0.84	-
Forfeited/Cancelled	(571,228)	9.96		
Expired	(3,024,454)	14.97		
Outstanding at December 31, 2014	4,900,086	8.93	0.21	-
Forfeited/Cancelled	(1,216,186)	8.93		
Expired	(3,683,900)	8.93		
Outstanding at December 31, 2015	-	-	-	-
Exercisable at December 31, 2015	-	-	-	-

		Outstanding December 31, 2015	Outstanding January 1, 2015	Exercise price in EUR	Exercise period
Share options	Original number granted				
2008	10,269,900	4,900,086	-	8.93	until March 11, 2015
Total	10,269,900	4,900,086	-		

The costs related to the share options amount to EUR nil million (2014: EUR nil million; 2013: EUR 1 million) and are recognized in the income statement as part of Commissions and expenses.

Share appreciation rights and share options

No SARs and share options were granted after 2008. With regard to the SARs and options granted before 2009, no share options were exercised and no SARs were paid during 2013, 2014, and 2015. Similarly, no cash is received from exercise of share options during 2013, 2014, and 2015. As of March 11, 2015 all outstanding share appreciation rights and share options have expired and have not been exercised.

The exposure from the issued SARs and share options was economically hedged by part of the position in treasury shares. There have been no modifications to the plans during the financial year.

Refer to note 53 Related party transactions for detailed information on conditional shares and share options granted to the Executive Board.

Table of Contents

203

15 Impairment charges / (reversals)

Impairment charges / (reversals) comprise:	2015	2014	2013
Impairment charges on financial assets, excluding receivables ¹⁾	95	132	203
Impairment reversals on financial assets, excluding receivables ¹⁾	(119)	(66)	(77)
Impairment charges and reversals on non-financial assets and receivables ²⁾	1	21	167
Total	(22)	87	294

¹ Impairment charges/(reversals) on financial assets, excluding receivables, are excluded from Underlying earnings before tax for segment reporting (refer to note 5 Segment information).

² Of impairment charges on non-financial assets and receivables nil is excluded from underlying earnings before tax for segment reporting (refer to note 5 Segment information) (2014: EUR 13 million and 2013: EUR 170 milion).

In 2013, impairment charges on non-financial assets and receivables included the impairment on goodwill and customer related intangibles on the Polish pension business totaling EUR 163 million. Refer to note 21 Intangible assets for more details.

Impairment charges on financial assets, excluding receivables, from:	2015	2014	2013
Shares	4	5	3
Debt securities and money market instruments	32	36	131
Loans	37	68	67
Investments in associates	-	-	1
Investments in joint ventures	21	23	-

Total	95	132	203
Impairment reversals on financial assets, excluding receivables, from:	2015	2014	2013
Debt securities and money market instruments	(109)	(56)	(61)
Loans	(9)	(10)	(15)
Total	(119)	(66)	(77)

For more details on impairments on financial assets, excluding receivables, refer to note 4 Financial risks.

16 Interest charges and related fees

	2015	2014	2013
Subordinated loans			
	33	23	3
Trust pass-through securities			
	9	7	8
Borrowings			
	240	290	321
Other	129	51	22
Total	412	371	355

The interest charges accrued on financial assets and liabilities that are not carried at fair value through profit or loss amounted to EUR 269 million (2014: EUR 242 million; 2013: EUR 239 million).

There are no interest charges and related fees that are classified for segment reporting purposes as non-underlying earnings.

Table of Contents204 Notes to the consolidated financial statements. [Note 17](#)**17 Other charges**

	2015	2014	2013
Other charges	774	172	134

Other charges of EUR 774 million in 2015 mainly relate to the book loss on the sale of Aegon's Canadian life insurance business. For the sale of Canada refer to note 51 Business combinations.

Other charges of EUR 172 million in 2014 mainly included EUR 95 million related to the settlement with Optas, EUR 29 million related to provision for the modification of unit-linked policies in Poland, EUR 23 million related to a provision for the closed block of European direct marketing activities and EUR 15 million related to the reduction of the carrying amount of non-current financial assets related to the sale of the Canada operations, subject to regulatory approval.

Other charges of EUR 134 million in 2013 mainly included EUR 71 million related to an increase in reserves in connection with the Company's use of the Social Security Administration's death master-file in the United States. Additionally, it included a loss of EUR 22 million related to the sale of national independent financial advisor Positive Solutions in the United Kingdom.

Other charges is fully excluded from underlying earnings for segment reporting purposes (refer to note 2.4 Segment reporting).

18 Income tax

	Note	2015	2014	2013
Current tax				
Current year		111	66	374
Adjustments to prior years		(70)	38	(479)
		42	104	(105)
Deferred tax	43			
Origination / (reversal) of temporary differences		93	114	(187)
Changes in tax rates / bases		(40)	(12)	(54)
Changes in deferred tax assets as a result of recognition / write off of previously not recognized / recognized tax losses, tax credits and deductible temporary differences		(8)	(63)	1
Non-recognition of deferred tax assets		22	17	65
Adjustments to prior years		53	(28)	479
		120	28	304
Income tax for the period (income) / charge		162	132	200

Adjustments to prior years include shifts between current and deferred tax. In 2013 the shift between current and deferred tax is mainly caused by an agreement with tax authorities, resulting in an increased current tax receivable and a decreased deferred tax asset.

Annual Report on Form 20-F 2015

Table of Contents

205

Reconciliation between standard and effective income tax:	2015	2014	2013
Income before tax	873	889	1,189
Income tax calculated using weighted average applicable statutory rates	219	265	360
Difference due to the effects of:			
Non-taxable income	31	(109)	(129)
Non-tax deductible expenses	49	52	33
Changes in tax rate/base	(40)	(12)	(54)
Different tax rates on overseas earnings	6	(22)	(14)
Tax credits	(100)	(35)	(56)
Other taxes	14	43	20
Adjustments to prior years	(17)	10	-
Origination and change in contingencies	3	5	-
Changes in deferred tax assets as a result of recognition / write off of previously not recognized / recognized tax losses, tax credits and deductible temporary differences	(8)	(63)	1
Non-recognition of deferred tax assets	22	17	65

Tax effect of (profit) / losses from joint ventures and associates			
	(8)	(8)	(5)
Other	(9)	(11)	(21)
	(57)	(132)	(160)
Income tax for the period (income) / charge	162	132	200

The weighted average applicable statutory tax rate for 2015 is 25.1% (2014: 29.8%; 2013: 30.2%). The decrease in weighted average applicable statutory tax rate compared to the prior years is primarily caused by an increase in profits in lower taxed countries.

Non-taxable income in 2015 is negatively impacted by the non-deductible loss on the sale of Aegon's Canadian life insurance business.

In the UK, the corporate income tax rate decreased from 21% to 20% as from April 1, 2015. As per April 1, 2017 the tax rate in the UK will further decrease to 19%. A beneficial impact of these changes is reflected in the change in tax rate/base. In Spain the corporate income tax rate decreased from 30% to 28% as from 2015 and will further decrease to 25% as from 2016. The impact of the change of the Spanish tax rate was included in the 2014 change in tax rate/base.

Tax credits in 2015 include tax benefits related to solar investments in the United States.

As in previous years, Other mainly consists of tax effects of the UK life company that have no direct correlation to the IFRS result and also consists of the effect of the various tax rates, other than the statutory tax rate, that are applicable to income of the UK life company.

The following table presents income tax related to components of other comprehensive income.

	2015	2014	2013
Items that will not be reclassified to profit and loss:			
Changes in revaluation reserve real estate held for own use			
	(2)	(2)	1
Remeasurements of defined benefit plans	(75)	335	(202)
	(77)	333	(201)
Items that may be reclassified subsequently to profit and loss:			
Gains / losses on revaluation of available-for-sale investments			
	810	(1,752)	1,013
Gains / losses transferred to the income statement on disposal and impairment of available-for-sale investments			
	124	148	69
Changes in cash flow hedging reserve	(98)	(364)	192

Movement in foreign currency translation and net foreign investment hedging reserve	(52)	(50)	21
	783	(2,018)	1,295
Total income tax related to components of other comprehensive income	706	(1,685)	1,094

Table of Contents206 Notes to the consolidated financial statements **Note 19****19 Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing the net income attributable to equity holders, after deduction of preferred dividends declared, coupons on perpetual securities and non-cumulative subordinated notes, and coupons and premium on convertible core capital securities by the weighted average number of common shares, excluding common shares purchased by the Company and held as treasury shares (refer to note 32.1 Share capital – par value and 32.3 Treasury shares respectively).

	2015	2014	2013
Net income / (loss) attributable to equity holders	711	756	986
Dividends on preferred shares	-	-	(83)
Coupons on perpetual securities	(111)	(128)	(146)
Coupons on non-cumulative subordinated notes	(28)	(24)	(21)
Net income / (loss) attributable to equity holders for basic earnings per share calculation	572	605	736
Net income / (loss) attributable to common shareholders	568	600	733
Net income / (loss) attributable to common shareholders B	4	4	3
Weighted average number of common shares outstanding (in million)	2,101	2,094	2,035
Weighted average number of common shares B outstanding (in million)	584	580	366
Basic earnings per common share (EUR per share)	0.27	0.29	0.36
Basic earnings per common share B (EUR per share)	0.01	0.01	0.01

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the average number of shares outstanding for share options. For the purpose of calculating diluted earnings per share, Aegon assumes that all dilutive share options have been exercised at the exercise price, or adjusted exercise price if necessary. A share option is considered dilutive if the exercise price was lower than the average market price for the period. The assumed proceeds from the exercise of share options are regarded as having been received from the issue of common shares at the average market price of the Aegon N.V. share during the year. The difference between the number of dilutive options considered exercised and the number of common shares that would have been issued at the average market price has been treated as an issue of common shares for no consideration.

The number of share options that has not been included in the weighted average number of common shares used in the calculation of diluted earnings per share amounted to nil (2014: 4,900,086; 2013: 8,495,768). In 2015, 2014 and 2013, the average share price did not exceed the exercise prices in these option contracts. At year end, Aegon has no share options outstanding as all outstanding share options have expired as of March 11, 2015. Aegon has no share options on common shares B.

The diluted earnings per share equaled the basic earnings per share for all years disclosed since there were no share options considered dilutive as mentioned above.

20 Dividend per common share

It will be proposed to the Annual General Meeting of Shareholders on May 20, 2016, absent unforeseen circumstances, to pay a final dividend for the year 2015 of EUR 0.13 per common share. After taking into account the interim dividend 2015 of EUR 0.12 per common share, this will result in a total 2015 dividend of EUR 0.25 per common share. Proposed dividend for the year and proposed final dividend 2015 per common share B are EUR 0.00625 and EUR 0.00325 respectively.

The interim dividend 2015 was paid in cash or stock at the election of the shareholder. The cash dividend amounted to EUR 0.12 per common share, the stock dividend amounted to one new Aegon common share for every 45 common shares held. The stock dividend and cash dividend are approximately equal in value. The interim dividend was payable as of September 18, 2015. The interim dividend 2015 for common shares B amounted to 1/40th of the dividend paid on common shares.

57% of holders of common shares elected to receive the cash dividend. The remaining 43% have opted for stock dividend. Aegon repurchased common shares to neutralize the dilutive effect of the 2015 interim dividend paid in shares.

To neutralize the dilutive effect of the 2015 interim dividend paid in shares, Aegon executed a share buyback program to repurchase 20,136,673 common shares. Between September 16, 2015, and October 13, 2015, these common shares were repurchased at an average price of EUR 5.2777 per share. These shares will be held as treasury shares and will be used to cover future stock dividends.

Table of Contents

207

Final dividend 2014

The Annual General Meeting of Shareholders on May 20, 2015, approved a final dividend over 2014 of EUR 0.12 per common share payable in either cash or stock, related to the second half of 2014, paid in the first half of 2015. The stock dividend amounted to one new Aegon common share for every 55 common shares held. The stock dividend and cash dividend are approximately equal in value. Dividend paid on common shares B amounted to 1/40th of the dividend paid on common shares.

Approximately 42% of shareholders elected to receive the stock dividend. The remaining 58% opted for cash dividend. To neutralize the dilutive effect of the 2014 final dividend paid in shares, Aegon executed a program to repurchase 16,279,933 common shares. Between June 17, 2015, and July 14, 2015, these common shares were repurchased at an average price of EUR 6.6324 per share. These shares will be held as treasury shares and will be used to cover future stock dividends.

Interim dividend 2014

The interim dividend 2014 was paid in cash or stock at the election of the shareholder. The stock dividend amounted to one new Aegon common share for every 58 common shares held. The stock dividend and cash dividend are approximately equal in value. The interim dividend was payable as of September 19, 2014. The interim dividend 2014 for common shares B amounted to 1/40th of the dividend paid on common shares.

Approximately 55% of holders of common shares elected to receive the cash dividend. The remaining 45% have opted for stock dividend. Aegon repurchased common shares to neutralize the dilutive effect of the 2014 interim dividend paid in shares. Aegon executed a program to repurchase 16,319,939 common shares. Between September 17, 2014, and October 15, 2014, these common shares were repurchased at an average price of EUR 6.4900 per share. These shares are held as treasury shares and will be used to cover future stock dividends.

Final dividend 2013

The Annual General Meeting of Shareholders on May 21, 2014, approved a final dividend over 2013 payable in either cash or stock related to the second half of 2013, paid in the first half of 2014. The cash dividend amounted to EUR 0.11 per common share, the stock dividend amounted to one new Aegon common share for every 59 common shares held. The stock dividend and cash dividend are approximately equal in value. Dividend paid on common shares B amounted to 1/40th of the dividend paid on common shares.

Approximately 60% of holders of common shares elected to receive the cash dividend. The remaining 40% opted for stock dividend. To neutralize the dilutive effect of the 2013 final dividend paid in shares, Aegon executed a program to repurchase 14,488,648 common shares. Between June 20, 2014, and July 17, 2014, these common shares were repurchased at an average price of EUR 6.4300 per share.

Interim dividend 2013

The interim dividend 2013 on common shares was paid in cash or stock at the election of the shareholder. Stock dividend amounted to one new Aegon common share for every 50 common shares held. The stock dividend and cash

dividend were approximately equal in value. The interim dividend was payable as of September 13, 2013. The interim dividend 2013 for common shares B was fully paid in cash.

Approximately 55% of holders of common shares elected to receive the cash dividend. The remaining 45% have opted for stock dividend. Aegon repurchased common shares to neutralize the dilutive effect of the 2013 interim dividend paid in shares. Between September 17, 2013, and October 14, 2013, 19,047,358 common shares were repurchased under the share buyback program, at an average price of EUR 5.6233 per share.

Table of Contents208 Notes to the consolidated financial statements [Note 21](#)**21 Intangible assets****Net book value**

	Goodwill	VOBA	Future servicing rights	Software	Other	Total
At January 1, 2014	211	1,768	239	50	4	2,272
At December 31, 2014	216	1,546	255	50	5	2,073

At December 31, 2015

	299	1,682	57	61	12	2,110
Cost						
At January 1, 2015						
Additions	412	6,757	657	336	80	8,242
Acquisitions through business combinations	-	2	-	33	17	52
Capitalized subsequent expenditure	66	-	5	-	-	71
Disposals	-	-	-	2	-	2
Net exchange differences	-	-	(398)	(1)	-	(399)
	28	703	49	11	9	801
At December 31, 2015	507	7,462	314	381	105	8,769
Accumulated amortization, depreciation and impairment losses						
At January 1, 2015	197	5,211	402	285	75	6,169
Amortization through income statement	-	117	12	26	1	156

Shadow accounting adjustments	-	(102)	-	-	-	(102)
Disposals	-	-	(184)	(1)	-	(185)
Impairment losses	-	-	-	-	9	9
Net exchange differences	12	555	27	10	8	612
At December 31, 2015	208	5,780	257	320	93	6,659

Cost

At January 1, 2014	388	6,758	596	278	69	8,090
Additions	-	1	4	23	2	30
Acquisitions through business combinations	2	-	-	-	-	2
Capitalized subsequent expenditure	-	-	-	2	-	2
Disposals	-	-	-	(5)	-	(5)
Net exchange differences	28	793	57	12	9	899
Transfers to disposal groups	-	(795)	-	-	-	(795)
Other movements	(5)	(2)	-	26	-	19
At December 31, 2014	412	6,757	657	336	80	8,242
Accumulated amortization, depreciation and						

impairment losses

At January 1, 2014	177	4,991	358	228	66	5,819
Amortization through income statement	-	123	17	24	-	164
Shadow accounting adjustments	-	72	-	-	-	72
Disposals	-	-	-	(5)	-	(5)
Impairment losses	14	2	-	-	-	15
Net exchange differences	10	618	27	11	9	675
Transfers to disposal groups	-	(592)	-	-	-	(592)
Other movements	(4)	(2)	-	28	-	22
At December 31, 2014	197	5,211	402	285	75	6,169

Amortization and depreciation through income statement is included in Commissions and expenses. None of the intangible assets have titles that are restricted or have been pledged as security for liabilities.

With the exception of goodwill, all intangible assets have a finite useful life and are amortized accordingly. VOBA and future servicing rights are amortized over the term of the related insurance contracts, which can vary significantly depending on the maturity of the acquired portfolio. VOBA currently recognized is amortized over an average period of 24 years, with an average remaining amortization period of 10 years (2014: 10 years). Future servicing rights are amortized over an average period up to 30 years, of which 10 years remain at December 31, 2015 (2014: 9 years). Software is generally depreciated over an average period of 5 years. At December 31, 2015, the remaining average amortization period was 3 years (2014: 3 years).

Table of Contents

209

Goodwill

The goodwill balance has been allocated across the cash-generating units which are expected to benefit from the synergies inherent in the goodwill. Goodwill is tested for impairment both annually and when there are specific indicators of a potential impairment. The recoverable amount is the higher of the value in use and fair value less costs of disposal for a cash-generating unit. The operating assumptions used in all the calculations are best estimate assumptions and based on historical data where available.

The economic assumptions used in all the calculations are based on observable market data and projections of future trends. All the cash-generating units tested showed that the recoverable amounts were higher than their carrying values, including goodwill. A reasonably possible change in any key assumption is not expected to cause the carrying value of the cash-generating units to exceed its recoverable amount.

A geographical summary of the cash-generating units to which the goodwill is allocated is as follows:

	2015	2014
Americas		
- USA	202	121
New Markets		
- Central & Eastern Europe	39	41
- Other New Markets	35	31
Other	23	22

At December 31

	299	216
--	-----	-----

Goodwill in Aegon USA is allocated to its divisions. Value in use calculations of Aegon USA have been actuarially determined based on business plans covering a period of typically five years and pre-tax risk adjusted discount rates. The value in use test in the USA for the Investments & Retirement cash-generating unit (EUR 134 million; 2014: EUR 120 million) assumes business plans covering a period of five years further extrapolated to ten years where the new business levels for years 6-10 assumed a 5% growth rate (2014: 5%) and pre-tax risk adjusted discount rate of 17% (2014: 17%).

To determine the recoverable amounts of the cash generating units of Aegon Central & Eastern Europe (CEE), value in use was calculated, and compared to the carrying amounts. Value in use has been determined based on a business plan covering a period of typically 5 years further extrapolated to 20 years where the new business levels for years 6-20 assumed a growth rate based on the business plan of the fifth year, prudentially decreased by 20%-40% (2014: 15%-20%). Other key assumptions used for the calculation were pre-tax risk adjusted discount rate of 8.4%-16.4% (2014: 9.0%-16.2%), new business contribution, renewals, asset fees, investment return, persistency and expenses. Operating assumptions are best estimate assumptions and based on historical data where available. Economic assumptions are based on observable market data and projections of future trends.

Following the acquisition of Mercer, goodwill was recognized for an amount of EUR 66 million reflecting the expected profitability of new business.

VOBA

The movement in VOBA over 2015 can be summarized and compared to 2014 as follows:

	2015	2014
At January 1	1,546	1,768
Additions	2	1
Amortization / depreciation through income statement	(117)	(123)
Shadow accounting adjustments	102	(72)
Impairment losses	-	(2)
Net exchange differences	149	176
	-	(203)

Transfers to disposal groups
At December 31

1,682

1,546

Table of Contents**210** Notes to the consolidated financial statements **Note 22**

A geographical summary of the lines of business to which the VOBA is allocated is as follows:

	Americas	The Netherlands	United Kingdom	New Markets	Total
2015					
Life	1,036	-	-	10	1,046
Individual savings and retirement products	189	-	-	-	189
Pensions	11	27	369	-	406
Distribution	-	10	-	-	10
Run-off businesses	31	-	-	-	31
Total VOBA	1,267	36	369	10	1,682
2014					
Life	909	-	-	10	919
Individual savings and retirement products	179	-	-	-	179
Pensions	11	31	373	-	415
Distribution	-	11	-	-	11
Run-off businesses	22	-	-	-	22
Total VOBA	1,121	42	373	10	1,546

Future servicing rights

Future servicing rights reduced compared to December 31, 2014 following the sale of Clark Consulting in the third quarter of 2015.

22 Investments

Investments for general account comprise financial assets, excluding derivatives, as well as investments in real estate.

	Note	2015	2014
Available-for-sale (AFS)		114,409	110,229
Loans		38,263	36,303
Financial assets at fair value through profit or loss (FVTPL) ¹⁾		5,816	4,895
Total financial assets, excluding derivatives	22.1	158,488	151,427
Investments in real estate	22.2	1,990	1,792
Total investments for general account		160,478	153,219

¹⁾ Refer to note 47 Fair value for a summary of all financial assets and financial liabilities at fair value through profit or loss.

Annual Report on Form 20-F 2015

Table of Contents

211

22.1 Financial assets, excluding derivatives

	AFS	FVTPL	Loans	Total	Fair value
2015					
Shares	820	640	-	1,460	1,460
Debt securities	105,151	2,239	-	107,390	107,390
Money market and other short-term investments	7,141	303	-	7,444	7,444
Mortgage loans	-	-	32,899	32,899	37,648
Private loans	-	-	2,847	2,847	3,165
Deposits with financial institutions	-	-	106	106	106
Policy loans	-	-	2,201	2,201	2,201
Other	1,297	2,635	210	4,141	4,141
At December 31, 2015	114,409	5,816	38,263	158,488	163,555
2014					
Shares	623	499	-	1,122	1,122
Debt securities	101,497	1,826	-	103,324	103,324
	6,799	500	-	7,299	7,299

Money market and other short-term investments

Mortgage loans	-	-	31,729	31,729	36,692
Private loans	-	-	2,058	2,058	2,454
Deposits with financial institutions	-	-	349	349	349
Policy loans	-	-	2,028	2,028	2,028
Other	1,310	2,070	139	3,519	3,519
At December 31, 2014	110,229	4,895	36,303	151,427	156,785

Of the debt securities, money market and other short-term investments, mortgage loans and private loans EUR 14,828 million is current (2014: EUR 13,998 million).

Refer to note 47 Fair value for information on fair value measurement.

Other

Movement on the loan allowance account during the year were as follows:

At January 1		2015	2014
		(249)	(240)
Addition charged to income statement		(37)	(68)
Reversal to income statement		9	10
Amounts written off		33	46
Net exchange differences		(5)	3
Other		106	-
At December 31		(142)	(249)

Other includes the impact of the conversion of the mortgage loans in Hungary, which were formerly denominated in a foreign currency, into HUF denominated loans as required by Hungarian law. As a result of the changed conditions, the former mortgage loans were derecognized and the new mortgage loans have been subsequently recognized at fair value.

Refer to note 49 Transfers of financial assets for a discussion of collateral received and paid.

Table of Contents212 Notes to the consolidated financial statements [Note 22](#)**22.2 Investments in real estate**

	2015	2014
At January 1	1,792	1,532
Additions	77	369
Subsequent expenditure capitalized	7	7
Transfers from other headings	24	18
Disposals	(163)	(224)
Fair value gains / (losses)	145	(4)
Net exchange differences	83	91
Other	25	3
At December 31	1,990	1,792

In 2015, 95% of the value of Aegon's properties, both for general account and for account of policyholders, were appraised (2014: 78%), of which 99% was performed by independent external appraisers (2014: 100%).

Aegon USA has entered into a commercial property portfolio, consisting of office, retail and industrial buildings. These non-cancellable leases have remaining lease terms up to 20 years. Most leases include a clause to enable upward revision of the rental charge on an annual basis according to either a fixed schedule or prevailing market conditions.

Aegon the Netherlands has entered into long-term residential property leases that can be terminated subject to a short-term notice. Under Dutch law, the maximum annual rent increase on residential property rented in the affordable housing segment is specified by the Dutch national government and equals the annual inflation rate plus a small margin.

Refer to note 48 Commitments and contingencies for a description of non-cancellable lease rights.

Edgar Filing: AEGON NV - Form 20-F

Rental income of EUR 61 million (2014: EUR 54 million; 2013: EUR 52 million) is reported as part of investment income in the income statement. Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period amounted to EUR 97 million (2014: EUR 72 million; 2013: EUR 80 million). In 2015, EUR 1 million of direct operating expenses is related to investment properties that did not generate rental income during the period (2014: EUR 11 million; 2013: nil).

Transfers from other headings mainly reflect the properties that were foreclosed during the year. The associated mortgage loans were previously reported as part of investments.

There are no restrictions on the realizability of investment property or the remittance of income and proceeds of disposal.

Refer to note 48 Commitments and contingencies for a summary of contractual obligations to purchase investment property or for repairs, maintenance or enhancements.

Annual Report on Form 20-F 2015

Table of Contents

213

23 Investments for account of policyholders

Investments for account of policyholders comprise financial assets at fair value through profit or loss, excluding derivatives, and investments in real estate.

	Note	2015	2014
Shares		26,699	27,019
Debt securities		31,606	37,070
Money market and other short-term investments		1,907	795
Deposits with financial institutions		1,222	2,908
Unconsolidated investment funds		134,845	122,159
Other		2,925	415
Total investments for account of policyholders at fair value through profit or loss, excluding derivatives ¹⁾		199,204	190,366
Investments in real estate	23.1	1,022	1,101
Total investments for account of policyholders		200,226	191,467

¹ Refer to note 47 Fair value for a summary of all financial assets and financial liabilities at fair value through profit or loss.

23.1 Investments in real estate for account of policyholders

	2015	2014
At January 1	1,101	996
Additions	271	56

Subsequent expenditure capitalized	9	10
Disposals	(488)	(86)
Fair value gains / (losses)	67	53
Net exchange differences	60	73
At December 31	1,022	1,101

The investment property is leased out under operating leases.

Rental income of EUR 72 million (2014: EUR 70 million; 2013: EUR 59 million) is reported as part of investment income in the income statement. Direct operating expenses relating to investments in real estate for account of policyholder amounted to EUR 7 million in 2015 (2014: EUR 6 million, 2013: EUR 8 million). There are no restrictions on the realizability of investment property or the remittance of income and proceeds of disposal.

Refer to note 48 Commitments and contingencies for a summary of contractual obligations to purchase investment property or for repairs, maintenance or enhancements.

24 Derivatives

	Derivative asset		Derivative liability	
	2015	2014	2015	2014
Derivatives for general account				
Derivatives not designated in a hedge	9,001	24,962	10,068	24,571
Derivatives designated as fair value hedges	44	39	188	183
Derivatives designated as cash flow hedges	1,516	1,421	331	279
Derivatives designated as Net foreign investment hedges	82	762	77	789
	10,643	27,183	10,664	25,823
Derivatives for account of policyholders				
Derivatives not designated in a hedge	903	830	226	226
	903	830	226	226

Total derivatives ¹⁾	11,545	28,014	10,890	26,048
--	---------------	---------------	---------------	---------------

¹ Refer to note 47 Fair value for a summary of all financial assets and financial liabilities at fair value through profit or loss.

Table of Contents**214** Notes to the consolidated financial statements **Note 24**

The fair value of derivatives on both the asset and liability side of the consolidated statement of financial position decreased during 2015 mainly due to the unwind of mutually offsetting derivatives and changes in interest rates and other market movements during the year. See note 47 Fair value for details on fair value measurement of derivatives.

Of the derivatives EUR 726 million (2014: EUR 1.247 million) and EUR 1.179 million (2014: EUR 2.591 million) are current derivative assets and liabilities respectively.

Aegon the Netherlands has a derivative position to partially hedge its longevity risk. The derivative, with a notional amount of EUR 12 billion, becomes in the money if - in 2032 - realized mortality rates are more than 7.5% lower than pre-defined mortality tables. To further protect the longevity position of Aegon the Netherlands and combining this with protection for catastrophe mortality in the US, Aegon bought an additional longevity index derivative. This derivative will pay out in 2035 if some combination of higher than expected mortality rates in the United States and/or lower than expected mortality rates in the Netherlands persists over the next 20 years from 2013 and, at that time, is expected to continue to do so.

As a next step in the hedge program Aegon the Netherlands bought a third longevity hedge in 2015. The floating leg is a single payout in 2065 and is linked to an index which is constructed as the aggregate benefit payments over the term of 50 years on an underlying book of Dutch annuities of EUR 15 billion, which includes a significant portion of deferred annuities. The hedge provides out-of-the-money protection. In 2015, Aegon entered into the first tranche of this hedge for an amount of EUR 6 billion with Canada Life Re. This first tranche covers 40% of the best estimate value of liabilities of EUR 15 billion.

The derivatives are measured at fair value through profit or loss in accordance with IAS 39. The value of the longevity derivatives are calculated using an internal model as there is no active market for this type of derivatives. For more details refer to the paragraph on underwriting risk included in note 36 Insurance contracts and the paragraph on derivatives included in note 47 Fair value.

Use of derivatives**Derivatives not designated in a hedge - general account**

Derivatives not designated in a hedge	general account	Derivative asset		Derivative liability	
		2015	2014	2015	2014
Derivatives held as an economic hedge		8,826	24,797	7,875	21,474
Bifurcated embedded derivatives		32	20	2,172	3,123
Other		143	145	22	(26)
Total		9,001	24,962	10,068	24,571

Aegon utilizes derivative instruments as a part of its asset liability risk management practices. The derivatives held for risk management purposes are classified as economic hedges to the extent that they do not qualify for hedge accounting, or that Aegon has elected not to apply hedge accounting. The economic hedges of certain exposures relate to an existing asset, liability or future reinvestment risk. In all cases, these are in accordance with internal risk guidelines and are closely monitored for continuing compliance.

Bifurcated embedded derivatives that are not closely related to the host contracts have been bifurcated and recorded at fair value in the consolidated statement of financial position. These bifurcated embedded derivatives are embedded in various institutional products, modified coinsurance and unit-linked insurance contracts in the form of guarantees for minimum benefits. Please refer to note 38 Guarantees in insurance contracts for more disclosures about these guarantees.

Annual Report on Form 20-F 2015

Table of Contents

215

CDSs

Aegon has entered into free-standing credit derivative transactions. The positions outstanding at the end of the year were:

CDSs	2015		2014	
	Notional	Fair value	Notional	Fair value
CDSs	4,401	23	3,119	60
Total	4,401	23	3,119	60

Credit derivative disclosure by quality	2015		2014	
	Notional	Fair value	Notional	Fair value
AA	779	5	362	5
A	407	3	735	10
BBB	2,866	12	1,789	27
BB	310	2	207	16
B or lower	40	1	26	2
Total	4,401	23	3,119	60

Certain derivatives are used to add risk by selling protection in the form of single name and index based credit default swaps. Another strategy used is to synthetically replicate corporate and sovereign credit exposures with credit derivatives. This involves the purchase of high quality, low risk assets and the sale of credit derivatives. The table above provides a breakdown to credit quality of these credit derivatives.

Derivatives designated as fair value hedges

Aegon's fair value hedges consist mainly of interest rate swaps, swaptions, equity and fixed income total return swaps, equity options, equity futures, bond futures and variance swaps that are used to protect against changes in the fair value of interest rate and equity sensitive instruments or liabilities. Gains and losses on derivatives designated under fair value hedge accounting are recognized in the income statement. The effective portion of the fair value change on the hedged item is also recognized in the income statement. As a result, only the net accounting ineffectiveness has an impact on the net result.

Aegon has entered into interest rate swap agreements that effectively convert certain fixed-rate assets and liabilities to a floating-rate basis (generally to six months or less LIBOR). These hedges are used for portfolio management to better match assets to liabilities or to protect the value of the hedged item from interest rate movements. These agreements involve the payment or receipt of fixed-rate interest amounts in exchange for floating-rate interest amounts over the life of the agreement without the exchange of the underlying principal amounts. Some of the arrangements use forward starting swaps to better match the duration of assets and liabilities.

Aegon has entered into cross-currency interest rate swap agreements that effectively convert certain foreign currency fixed-rate and floating-rate assets and liabilities to US dollar floating-rate assets and liabilities. These agreements

involve the exchange of the underlying principal amounts.

For the years ended December 31, 2015, 2014, and 2013, Aegon recognized gains and (losses) related to the ineffectiveness portion of designated fair value hedges of EUR (17) million, EUR 45 million and EUR 10 million respectively. No portion of derivatives was excluded when assessing hedge effectiveness.

[Derivatives designated as cash flow hedges](#)

Aegon has entered primarily into interest rate swap agreements that effectively convert certain variable-rate assets and liabilities to a fixed-rate basis in order to match the cash flows of the assets and liabilities within Aegon's portfolio more closely. These agreements involve the payment or receipt of variable-rate interest amounts in exchange for fixed-rate interest amounts over the life of the agreement without the exchange of the underlying principal amounts. Aegon hedges its exposure to the variability of future cash flows from the interest rate movements for terms up to 29 years for hedges converting existing floating-rate assets and liabilities to fixed-rate assets.

Table of Contents**216** Notes to the consolidated financial statements **Note 24**

Aegon uses forward starting interest rate swap agreements to hedge the variability in future cash flows associated with the forecasted purchase of fixed-income assets. These agreements reduce the impact of future interest rate changes on the forecasted transaction. Fair value adjustments for these interest rate swaps are deferred and recorded in equity until the occurrence of the forecasted transaction at which time the interest rate swaps will be terminated. The accumulated gain or loss in equity will be amortized into investment income as the acquired asset affects income. Aegon hedges its exposure to the variability of future cash flows from interest rate movements for terms up to 28 years. The cash flows from these hedging instruments are expected to affect the profit and loss for approximately the next 37 years. For the year ended December 31, 2015, the contracts for which cash flow hedge accounting was terminated resulted in deferred gains of EUR 388 million (2014: EUR 146 million) that are recognized directly in equity to be reclassified into net income during the period when the cash flows occur of the underlying hedged items. During the year ended December 31, 2015, none of Aegon's cash flow hedges were discontinued, as it was highly probable that the original forecasted transactions would occur by the end of the originally specified time period documented at the inception of the hedging relationship. Aegon projects investment needs many years into the future in order to support the insurance liabilities and pay all contractual obligations arising from the policies in force today.

In addition, Aegon also makes use of cross currency swaps to convert variable or fixed foreign currency cash flows into fixed cash flows in local currencies. The cash flows from these hedging instruments are expected to occur over the next 12 years. These agreements involve the exchange of the underlying principal amounts.

For the year ended December 31, 2015, Aegon recognized a gain of EUR 4 million of hedge ineffectiveness on cash flow hedges. In 2014 and 2013, respectively, losses of EUR 2 million and EUR 1 million as a result of hedge ineffectiveness were recorded in the income statement. In 2015, EUR 13 million gain was reclassified from equity into investment income (2014: EUR 12 million gain, 2013: EUR 26 million gain). The amount of deferred gains or losses to be reclassified from equity into net income during the next 12 months is expected to be EUR 44 million gain.

The periods when the cash flows are expected to occur are as follows:

	< 1 year	1 - 5 years	5 - 10 years	> 10 years	2015 Total
Cash inflows	481	1,647	1,395	6,394	9,917
Cash outflows	-	1	1	3	5
Net cash flows	481	1,646	1,394	6,390	9,911

	< 1 year	1 - 5 years	5 - 10 years	> 10 years	2014 Total
Cash inflows	553	1,677	1,348	5,421	8,999
Cash outflows	-	1	1	3	5
Net cash flows	553	1,676	1,347	5,418	8,994

Net foreign investment hedges

Aegon funds its investments in insurance subsidiaries with a mixture of debt and equity. Aegon aims to denominate debt funding in the same currency as the functional currency of the investment. Investments outside the eurozone, the United States, the United Kingdom and Canada are funded in euros. When the debt funding of investments is not in the functional currency of the investment, Aegon uses derivatives to swap the currency exposure of the debt instrument to the appropriate functional currency. This policy will ensure that total capital will reflect currency movements without distorting debt to shareholders equity ratios. Aegon utilizes various financial instruments as designated hedging instruments of its foreign investments. These instruments include long-term and short-term borrowings, short-term debts to credit institutions, cross currency swap contracts and forward foreign exchange contracts.

Annual Report on Form 20-F 2015

Table of Contents

217

25 Investments in joint ventures

	2015	2014
At January 1	1,468	1,426
Additions	38	100
Disposals	-	(47)
Share in net income	142	56
Share in changes in joint ventures equity (note 32.6)	(8)	22
Impairment losses	(21)	(23)
Dividend	(68)	(74)
Net exchange difference	10	9
At December 31	1,561	1,468

All joint ventures are unlisted and are accounted for using the equity method and are considered to be non-current. The investments in joint ventures include interest in insurance companies that are required to maintain a minimum solvency margin based on local directives. Such restrictions can affect the ability of these joint ventures to transfer funds in the form of cash dividends, or repayment of loans or advances, and therefore, there can be no assurance that these restrictions will not become a limitation in the future. There are no unrecognized shares of losses in joint ventures. The financial statements of the principal joint ventures have the same reporting date as the Group. Refer to note 52 Group companies for a listing of the investments in joint ventures and the Group's percentage holding.

Caja Badajoz Vida

On September 3, 2014, Aegon reached an agreement with Ibercaja Banco S.A. to sell its 50% stake in its life insurance partnership originally established with Caja Badajoz Vida for a consideration of EUR 42 million. The sale resulted in a book gain of EUR 7 million. Upon disposal an amount of EUR 12 million related to a positive revaluation reserve has been recycled from equity through profit and loss account. The transaction with Ibercaja Banco S.A. was completed in the third quarter of 2014 after obtaining regulatory approval.

[Strategic partnership with Santander Totta](#)

On July 30, 2014, Aegon signed a new 25-year agreement to distribute both protection and general insurance products through Banco Santander Totta's approximately 600 branches in Portugal. The transaction with Banco Santander Totta was completed in the fourth quarter of 2014 after obtaining regulatory approval. Under the terms of the agreement, Aegon acquired a 51% stake in both a life insurance company as well as a non-life insurance company for a consideration of EUR 42.5 million.

Table of Contents218 Notes to the consolidated financial statements [Note 25](#)**Summarized financial information of material joint ventures**

Aegon considers its investment in AMVEST Vastgoed B.V. (AMVEST) a material joint venture. The summarized financial information presented in the following table is included in the IFRS financial statements of AMVEST on a 100% basis.

	AMVEST	
	2015	2014
Summarized statement of financial position		
Cash and cash equivalents	176	111
Other current assets	206	221
Total current assets	382	332
Non-current assets		
	2,070	1,739
Total assets	2,452	2,071
Other current liabilities	138	55
Total current liabilities	138	55
Non-current financial liabilities excluding trade payables and other provisions		
	426	428
Other non-current liabilities	-	10
Total non-current financial liabilities	426	438
Total liabilities	564	494
Net assets	1,888	1,577
Summarized statement of comprehensive income		
Revenue	78	73
Results from financial transactions	133	(19)
Interest expense	(10)	(11)
Profit or loss	183	40
Income tax (expense) or income	(1)	6
Post-tax profit or (loss)	182	46
Other comprehensive income	5	-

Total comprehensive income	187	46
Dividends received	43	59

A reconciliation of the summarized financial information to the carrying amount of AMVEST is as follows:

	AMVEST	
	2015	2014
Net assets of joint venture as presented above	1,888	1,577
Group share of net assets of joint venture, excluding fair value adjustments	837	789
Carrying amount	837	789

Summarized financial information of other joint ventures

	AMVEST	
	2015	2014
Post-tax profit or loss	66	33
Other comprehensive income	(10)	22
Total comprehensive income	56	55

Carrying amount 724 679

The summarized financial information of other joint ventures presented above is based on the Group's relative holding.

Annual Report on Form 20-F 2015

Table of Contents

219

26 Investments in associates

At January 1	2015 140	2014 470
Additions	138	9
Disposals	(15)	-
Share in net income	5	24
Share in changes in associate's equity (note 32.6)	(1)	7
Dividend	(8)	(1)
Net exchange difference	(19)	3
Revaluation reserve recycled through profit or loss	-	(18)
Other	-	(353)
At December 31	242	140

All associates are unlisted and are accounted for using the equity method and are considered to be non-current. The investments in associates include interest in insurance companies that are required to maintain a minimum solvency margin based on local directives. Such restrictions can affect the ability of these associates to transfer funds in the form of cash dividends, or repayment of loans or advances, and therefore, there can be no assurance that these restrictions will not become a limitation in the future. There are no unrecognized shares of losses in associates. The financial statements of the principal associates have the same reporting date as the Group. Refer to note 52 Group companies for a listing of the investments in associates and the Group's percentage holding.

La Banque Postale

On June 4, 2015 Aegon completed a strategic asset management partnership with La Banque Postale. Under the terms of the agreement, Aegon has acquired a 25% stake in La Banque Postale Asset Management (LBPAM) for a consideration of EUR 117 million.

La Mondiale Participations

On March 3, 2015, Aegon completed the sale of its 35% share in La Mondiale Participations following the granting of approval by the French Competition Authority (Autorité de la Concurrence). The agreement to sell Aegon's stake in La Mondiale Participations to La Mondiale for EUR 350 million was announced on November 24, 2014. Proceeds from the sale were added to Aegon's excess capital buffer. In 2014, an amount of EUR 353 million was transferred to held for sale.

Summarized financial information of associates

	December 31,	December 31,
	2015	2014
Post-tax profit or loss	5	5
Other comprehensive income	(1)	2
Total comprehensive income	5	7
Carrying amount	242	140

The summarized financial information of associates presented above is based on the Group's relative holding.

27 Reinsurance assets

Assets arising from reinsurance contracts related to:	2015	2014
Life insurance general account	9,677	8,184
Life insurance for account of policyholders	64	99
Non-life insurance	1,503	1,297
Investment contracts	12	13
At December 31	11,257	9,593

Amounts due from reinsurers in respect of claims already paid by the Group on the contracts that are reinsured are included in note 30 Other assets and receivables.

Table of Contents**220** Notes to the consolidated financial statements **Note 27**

EUR 18 million of the reinsurance assets are current (2014: EUR 11 million).

Movements during the year in reinsurance assets**relating to life insurance:**

	Life insurance Life insurer for account of	general account policyholders	Total life insurance
At January 1, 2015	8,184	99	8,283
Gross premium and deposits existing and new business	2,257	67	2,325
Unwind of discount / interest credited	373	4	377
Insurance liabilities released	(2,748)	(112)	(2,860)
Fund charges released	(10)	-	(10)
Changes to valuation of expected future benefits	23	-	23
Policy transfers	647	-	647
Net exchange differences	910	6	916
Other movements	40	-	40
At December 31, 2015	9,677	64	9,741
At January 1, 2014	8,859	90	8,949
Gross premium and deposits existing and new business	2,249	63	2,311
Unwind of discount / interest credited	345	15	360
Insurance liabilities released	(3,253)	(75)	(3,328)
Fund charges released	(4)	-	(4)
Changes to valuation of expected future benefits	(22)	-	(22)
Policy transfers	(22)	-	(22)
Net exchange differences	1,037	6	1,044
Transfers to disposal groups	(1,015)	-	(1,015)
Transfer to / (from) insurance contracts for account of policyholders	8	-	8
At December 31, 2014	8,184	99	8,283

Movements during the year in reinsurance assets relating to non-life insurance:

	2015	2014
At January 1	1,297	1,093
Gross premium and deposits existing and new business	126	126
Unwind of discount / interest credited	80	61
Insurance liabilities released	(110)	(100)
Changes to valuation of expected future benefits	1	28
Changes in unearned premiums	(44)	(63)
Incurred related to current year	77	63
Incurred related to prior years	41	21
Release for claims settled current year	(8)	(4)
Release for claims settled prior years	(88)	(82)

Change in IBNR	(5)	(11)
Shadow accounting adjustment	-	(13)
Net exchange differences	147	153
Other movements	(10)	26
At December 31	1,503	1,297

Annual Report on Form 20-F 2015

Table of Contents

221

28 Deferred expenses

	2015	2014
DPAC for insurance contracts and investment contracts with discretionary participation features	11,649	9,523
Deferred cost of reinsurance	431	441
Deferred transaction costs for investment management services	467	409
At December 31	12,547	10,373
Current	1,038	843
Non-current	11,509	9,530

	DPAC	Deferred costs of reinsurance	Deferred transaction costs
At January 1, 2015	9,523	441	409
Costs deferred during the year	1,485	-	48
Disposal of group assets	(34)	-	-
Amortization through income statement	(928)	(59)	(30)
Shadow accounting adjustments	664	-	-
	939	49	40

Net exchange differences At December 31, 2015	11,649	431	467
		Deferred	
		costs of	Deferred
	DPAC	reinsurance	transaction
At January 1, 2014	9,229	421	costs 356
Costs deferred during the year	1,428	-	37
Amortization through income statement	(766)	(36)	(26)
Shadow accounting adjustments	(542)	-	-
Net exchange differences	1,028	55	43
Transfers to disposal groups	(853)	-	-
Other	-	1	-
At December 31, 2014	9,523	441	409

In the following table a breakdown is provided of DPAC balances by line of business and reporting segment:

	The Americas	Netherlands	United Kingdom	New Markets	Total
2015					
Life	6,010	34	163	839	7,046
Individual savings and retirement products	1,924	-	-	41	1,965
Pensions	-	63	2,251	-	2,314
Run-off business	323	-	-	-	323
At December 31	8,258	97	2,414	880	11,649

2014

Life	4,479	48	147	613	5,287
Individual savings and retirement products	1,587	-	-	39	1,626
Pensions	-	66	2,231	-	2,297
Run-off business	313	-	-	-	313
At December 31	6,379	114	2,378	653	9,523

Table of Contents222 Notes to the consolidated financial statements [Note 29](#)**29 Assets and liabilities held for sale**

Assets and liabilities held for sale include disposal groups whose carrying amount will be recovered principally through a sale transaction rather than through continuing operations. This relates to businesses for which a sale is agreed upon or a sale is highly probable at the balance sheet date, but for which the transaction has not yet fully closed.

The sales of the Canadian operations and La Mondiale Participations were completed in 2015 and are no longer classified as assets and liabilities held for sale at year end 2015. As a result, no unrealized gains relating to assets and liabilities held for sale are included in other comprehensive income, as of December 31, 2015 (December 31, 2014: EUR 477 million).

Canada

On October 15, 2014, Aegon reached an agreement to sell its Canadian operations for a total considerations of CAD 600 million (EUR 428 million). The Canadian operations were classified as held for sale per December 31, 2014. On July 31, 2015, after obtaining regulatory approval, Aegon completed the sale. The Canadian operations were included in the Americas segment (note 5 Segment information). For more information related to the transaction, refer to note 51 Business combinations.

La Mondiale

On March 3, 2015, after obtaining regulatory approval, Aegon completed the sale of La Mondiale Participations which was classified as held for sale per December 31, 2014. The operations of La Mondiale were included in the New Markets segment (note 5 Segment information). For more information related to the transaction, refer to note 26 Associates.

The table below presents the major types of assets and liabilities included in assets and liabilities classified as held for sale on the consolidated statement of financial position per December 2014.

Assets	December 31, 2014
Intangible assets	203
Investments	5,646
Investments for account of policyholders	1,496
Investments in associates	347
	1,015

Reinsurance assets	
Deferred expenses and rebates	853
Other assets and receivables	278
Cash and cash equivalents	43
Total	9,881
Liabilities	December 31, 2014
Insurance contracts	5,136
Insurance contracts for account of policyholders	1,375
Investment contracts	57
Investment contracts for account of policyholders	122
Derivatives	35
Other liabilities	1,086
Total	7,810

Annual Report on Form 20-F 2015

Table of Contents

223

Fair value measurement

The fair value hierarchy of financial assets and liabilities (measured at fair value), which were presented as held for sale per December 31, 2014 is included below. The fair value hierarchy consists of three levels. Reference is made to note 3 Critical accounting estimates and judgment in applying accounting policies for more details on the fair value hierarchy.

	Level I	Level II	Level III	Total 2014
Assets carried at fair value				
Available-for-sale investments				
Debt securities	1,706	2,168	62	3,937
Money market and other short-term instruments	-	159	-	159
Other investments at fair value	-	-	1	1
	1,706	2,328	63	4,097
Fair value through profit or loss				
Shares	1,043	-	-	1,043
Debt securities	50	26	-	75
Money market and other short-term instruments	-	313	-	313
Investments for account of policyholders	1,496	-	-	1,496
	2,589	339	-	2,928
Total assets at fair value	4,295	2,666	63	7,025
Liabilities carried at fair value				
Investment contracts for account of policyholders	122	-	-	122
Derivatives	-	1	34	35

Total liabilities at fair value	122	1	34	156
30 Other assets and receivables				

	Note	2015	2014
Real estate held for own use and equipment	30.1	575	509
Receivables	30.2	5,195	5,367
Accrued income	30.3	1,779	1,687
At December 31		7,549	7,563

Table of Contents224 Notes to the consolidated financial statements **Note 30****30.1 Real estate held for own use and equipment**

	General account real estate held for own use	Equipment	Total
Net book value			
At January 1, 2014	288	199	487
At December 31, 2014	293	216	509
At December 31, 2015	338	237	575
Cost			
At January 1, 2015	384	485	869
Additions	15	73	87
Capitalized subsequent expenditure	3	-	3
Disposals	-	(30)	(30)
Unrealized gains/(losses) through equity	8	-	8
Net exchange differences	25	26	50
Other	10	(10)	-
At December 31, 2015	442	544	986
Accumulated depreciation and impairment losses			
At January 1, 2015	91	269	360
Depreciation through income statement	8	50	57

Disposals	-	(22)	(22)
Net exchange differences	6	12	18
Other	1	(1)	-
At December 31, 2015	104	307	411
Cost			
At January 1, 2014	370	468	838
Additions	-	70	70
Capitalized subsequent expenditure	7	-	7
Disposals	(6)	(49)	(55)
Unrealized gains/(losses) through equity	5	-	5
Net exchange differences	26	25	51
Transfers to disposal groups	-	(2)	(2)
Other	(19)	(26)	(45)
At December 31, 2014	384	485	869
Accumulated depreciation and impairment losses			
At January 1, 2014	82	269	351
Depreciation through income statement	7	47	54
Disposals	-	(43)	(43)
Impairment losses	2	-	2
	6	11	17

Net exchange differences

Transfers to disposal groups	-	(2)	(2)
Other	(6)	(14)	(20)
At December 31, 2014	91	269	360

General account real estate held for own use are mainly held by Aegon USA and Aegon the Netherlands, with relatively smaller holdings at Aegon Hungary and Aegon Spain. The carrying value under a historical cost model amounted to EUR 358 million (2014: EUR 309 million).

43% of the value of the general account real estate held for own use was last revalued in 2015 (2014: 26%), based on market value appraisals by qualified internal and external appraisers. 98% of the appraisals in 2015 were performed by independent external appraisers (2014: 96%).

General account real estate held for own use has not been pledged as security for liabilities, nor are there any restrictions on title. Depreciation expenses are recorded in Commissions and expenses in the income statement. The useful lives of buildings range between 40 and 50 years.

Annual Report on Form 20-F 2015

Table of Contents

225

None of the equipment is held for lease (2014: none). Equipment has not been pledged as security for liabilities, nor are there any restrictions on title. Depreciation expenses have been recorded in Commissions and expenses in the income statement. Equipment is generally depreciated over a period of three to five years.

30.2 Receivables

	2015	2014
Finance lease assets	9	7
Receivables from policyholders	1,291	1,834
Receivables from brokers and agents	286	241
Receivables from reinsurers	209	30
Cash outstanding from assets sold	36	98
Trade receivables	1,001	668
Cash collateral	215	814
Reverse repurchase agreements	778	903
Income tax receivable	321	101
Other	1,155	787
Provision for doubtful debts	(107)	(115)
At December 31	5,195	5,367
Current	5,162	5,337

Non-current	33	30
-------------	----	----

The movements in the provision for doubtful debts during the year were as follows:

At January 1	2015 (115)	2014 (111)
Additions charged to earnings	(14)	(9)
Unused amounts reversed through the income statement	12	4
Used during the year	13	5
Net exchange differences	(3)	(3)
At December 31	(107)	(115)

30.3 Accrued income

Accrued interest	2015 1,760	2014 1,673
Other	19	14
At December 31	1,779	1,687

EUR 1,761 million of accrued income is current (2014: EUR 1,687 million).

31 Cash and cash equivalents

Cash at bank and in hand	2015 2,199	2014 1,650
Short-term deposits	3,614	4,876
Money market investments	3,318	3,544
	463	539

Short-term collateral

At December 31

9,594

10,610

The carrying amounts disclosed reasonably approximate the fair values as at the year end.

Table of Contents**226** Notes to the consolidated financial statements **Note 31**

EUR 8 billion (2014: EUR 11 billion) of cash collateral is received related to securities lending, repurchase agreements and margins on derivatives transactions. A corresponding liability to repay the cash is recognized in other liabilities (note 44 Other liabilities). Refer to note 49 Transfer of financial assets for details on collateral received and paid. Investment of cash collateral received is restricted through limitations on credit worthiness, duration, approved investment categories and borrower limits. EUR 463 million (2014: EUR 539 million) of the cash collateral received is included in cash and cash equivalents and the remainder is included in other asset classes as that collateral is typically reinvested. Aegon earns a share of the spread between the collateral earnings and the rebate paid to the borrower of the securities. Income from securities lending programs was approximately EUR 8 million (2014: EUR 7 million; 2013: EUR 8 million).

The weighted effective interest rate on short-term deposits was 0.21% (2014: 0.03%) and these deposits have an average maturity of 32.84 days (2014: 20.97 days).

For the purposes of the cash flow statement, cash and cash equivalents comprise the following:

	Note	2015	2014
Cash and cash equivalents		9,594	10,610
Cash classified as Assets held for sale	29	-	43
Bank overdrafts	44	-	(4)
Net cash and cash equivalents		9,593	10,649

Cash and cash equivalents include cash and demand balances held at the Dutch Central Bank. The Dutch Central Bank requires Aegon Bank N.V. to place 1% of their deposits with agreed maturity or the savings accounts (without restrictions to withdraw their money) in an account with the Dutch Central Bank. This deposit is renewed twelve times per year, based on an updated valuation of total assets. During 2015 the interest rate was unchanged at 0.05% (2014: 0.05%). The average minimum required balance on deposit by the Dutch Central Bank was EUR 49 million (2014: EUR 39 million). These deposits are therefore not freely available.

Summary IFRS cash flow statement	2015	2014	2013
Net cash flows from operating activities	914	4,122	(2,011)
Net cash flows from investing activities	615	(71)	516
Net cash flows from financing activities	(2,785)	715	(2,271)
Net increase in cash and cash equivalents	(1,257)	4,766	(3,766)

Net cash and cash equivalents at December 31, 2015, are positively impacted by effects of changes in exchange rates of EUR 200 million (2014: EUR 231 million; 2013: EUR (79) million).

Analysis of IFRS cash flows

2015 compared to 2014

Net cash flows from operating activities

Total net cash flows from operating activities decreased by EUR 3,208 million to a EUR 914 million inflow (2014: EUR 4,122 million inflow). The decrease is mainly driven by an outflow from changes in accruals and changes in cash collateral. These cash outflows are partly offset by the increase in results from financial transactions and net purchase of investments for account of policyholders and the money market investments.

Net cash flows from investing activities

Net cash flows from investing activities increased by EUR 685 million to a EUR 615 million inflow (2014: EUR 71 million outflow). The increase is mainly driven by the sale of La Mondiale, Canada, Clark Consulting and 7IM. This increase is partly offset by the acquisition of Mercer and a 25% stake in La Banque Postale Asset Management.

Net cash flows from financing activities

Net cash flows from financing activities decreased by EUR 3,500 million to a EUR 2,785 million outflow (2014: EUR 715 million inflow). The decrease is mainly a result of proceeds and repayments of borrowings (refer to note 39 Borrowings).

Table of Contents

227

2014 compared to 2013

Net cash flows from operating activities

Total net cash flows from operating activities increased by EUR 6,133 million to a EUR 4,122 million inflow (2013: EUR 2,011 million outflow). The increase is mainly driven by higher results from financial transactions, a higher inflow from the change in accruals, lower net purchase of investments and derivatives and an inflow from the change in cash collateral. These cash inflows are partly offset by the net purchase of money market investments.

Net cash flows from investing activities

Net cash flows from investing activities decreased by EUR 587 million to a EUR 71 million outflow (2013: EUR 516 million outflow). The decrease is mainly driven by a lower cash inflow from disposals of joint ventures and associates.

Net cash flows from financing activities

Net cash flows from financing activities increased by EUR 2,986 million to a EUR 715 million inflow (2013: EUR 2,271 million inflow). The increase is mainly a result of two transactions executed under the Dutch SAECURE program to sell Class A mortgage backed securities (refer to note 39 Borrowings) and the issuance of new subordinated notes (refer to note 34 Subordinated borrowings), partly offset by the repurchase of perpetual capital securities.

32 Shareholders equity

Issued share capital and reserves attributable to shareholders of Aegon N.V.

	Note	2015	2014	2013
Share capital par value	32.1	328	327	325
Share premium	32.2	8,059	8,270	8,375
Total share capital		8,387	8,597	8,701
Retained earnings		9,344	9,059	8,746
Treasury shares	32.3	(269)	(319)	(292)
Total retained earnings	32.4	9,075	8,740	8,455
		6,471	8,308	3,023

Revaluation reserves				
Remeasurement of defined benefit plans	32.5	(1,532)	(1,611)	(706)
Other reserves	32.6	1,286	(77)	(1,778)
Total shareholders equity		23,688	23,957	17,694

In June 2015, Aegon distributed to its shareholders who elected stock dividend a total number of 16,279,933 common shares in respect to the final dividend for 2014. This stock dividend distribution was fully paid from treasury shares (note 32.3 Treasury shares).

In September 2015, Aegon distributed to its shareholders 20,136,673 common shares as interim dividend 2015 in the form of stock. This stock dividend distribution was paid from 19,047,358 treasury shares (note 32.3 Treasury shares) and with the issuance of 1,089,315 common shares with a par value of EUR 0.12.

In 2015, following each distribution of stock dividend, Aegon completed a share buyback program to neutralize the dilutive effect of the 2014 final dividend and 2015 interim dividend paid in shares, and repurchased a total of 36,416,606 common shares.

Furthermore, in 2015, Aegon issued a total of 3,696,440 common shares B with a par value of EUR 0.12 to compensate for the dilution of Vereniging Aegon's shareholding caused by the issuance of shares on January 1, 2015 and May 21, 2015, in connection with the Long Term Incentive Plans for senior management.

In 2014, Aegon issued 14,488,648 common shares with a par value of EUR 0.12 in respect of the final dividend for 2013 which was paid in June 2014. In September 2014, Aegon distributed to its shareholders 16,319,939 common shares as interim dividend 2014 in the form of stock. This last stock dividend distribution was paid from treasury shares (note 32.3 Treasury shares) and no common shares were issued as a result. In 2014, following each distribution of stock dividend, Aegon completed a share buyback program to neutralize the dilutive effect of the 2013 final dividend and 2014 interim dividend paid in shares, and repurchased a total of 30,808,587 common shares.

Furthermore, in 2014, Aegon issued 2,320,280 common shares B with a par value of EUR 0.12 to compensate for the dilution of Vereniging Aegon's shareholding caused by the issuance of shares on May 21, 2014, in connection with the Long Term Incentive Plans for senior management.

Table of Contents**228** Notes to the consolidated financial statements **Note 32**

In 2013, Aegon issued 19,668,540 and 19,047,386 common shares with a par value of EUR 0.12 in respect of the final dividend for 2012, which was paid in June 2013 and the interim dividend paid in September 2013, respectively.

In July 2013, Vereniging Aegon exercised its option right to purchase 12,691,745 common shares B with a par value of EUR 0.12 to mitigate the dilution caused by the issuance of shares on May 1, 2013 and May 16, 2013, in connection with the Long Term Incentive Plans for senior management and the issuance of shares on June 14, 2013, being the final dividend 2012 in the form of stock dividend.

On February 15, 2013, Aegon N.V. and Vereniging Aegon entered into an agreement to simplify the capital structure of Aegon and to cancel all of Aegon's preferred shares, of which Vereniging Aegon was the sole owner. The execution of this agreement was subject to the approval of the General Meeting of Shareholders of Aegon N.V. This approval was granted at the Annual General Meeting of Shareholders on May 15, 2013. For details refer to the major shareholders section included in the other information to the financial statements of Aegon N.V.

The simplified capital structure entailed, but was not limited to, the amendment of the Articles of Association of Aegon N.V., including the conversion of all outstanding 329,773,000 preferred shares A and B, with a nominal value of EUR 0.25 each, into 120,713,389 common shares and 566,313,694 common shares B, with a nominal value of EUR 0.12 each. The financial rights attached to a common share B were determined at 1/40th of the financial rights attached to a common share.

The simplified capital structure also included an amendment to the Amended 1983 Merger Agreement between Aegon N.V. and Vereniging Aegon. Following this 2013 amendment, Vereniging Aegon's call option relates to common shares B. Vereniging Aegon may exercise its call option to keep or restore its total stake at 32.6%, irrespective of the circumstances which cause the total shareholding to be or become lower than 32.6%.

32.1 Share capital par value

	2015	2014	2013
Common shares	258	258	256
Common shares B	70	70	69
At December 31	328	327	325

	2015	2014	2013
Common shares	720	720	720

Authorized share capital			
Number of authorized shares (in million)	6,000	6,000	6,000
Par value in cents per share	12	12	12

Common shares B

	2015	2014	2013
Authorized share capital	360	360	360
Number of authorized shares (in million)	3,000	3,000	3,000
Par value in cents per share	12	12	12

	Common shares		Common shares B	
	Number of shares (thousands)	Total amount	Number of shares (thousands)	Total amount
At January 1, 2013	1,972,030	236	-	-
Shares issued	120,713	14	579,005	69
Dividend	38,716	5	-	-
At December 31, 2013	2,131,459	256	579,005	69
Shares issued	-	-	2,320	-
Dividend	14,489	2	-	-
At December 31, 2014	2,145,948	258	581,326	70
	-	-	3,696	-

Edgar Filing: AEGON NV - Form 20-F

Shares issued				
Dividend	1,089	-	-	-
At December 31, 2015	2,147,037	258	585,022	70

Annual Report on Form 20-F 2015

Table of Contents

229

	Weighted average number of common shares (thousands)	Weighted average number of common shares B (thousands)
2013	2,064,737	366,439
2014	2,139,160	580,391
2015	2,146,261	583,608

All issued common shares and common shares B each have a nominal value of EUR 0.12 and are fully paid up. Repayment of capital can only be initiated by the Executive Board, is subject to approval of the Supervisory Board and must be resolved by the General Meeting of Shareholders. Moreover, repayment on common shares B needs approval of the related shareholders. Refer to [Other information](#) for further information on dividend rights.

Vereniging Aegon, based in The Hague, the Netherlands, holds all of the issued common shares B.

Preferred shares

	Preferred shares A Number of shares (thousands)		Preferred shares B Number of shares (thousands)	
	Total amount	Total amount	Total amount	Total amount
At January 1, 2013	211,680	53	118,093	30
Shares issued	-	-	-	-
Conversion	(211,680)	(53)	(118,093)	(30)
At December 31, 2013	-	-	-	-
Shares issued	-	-	-	-
Conversion	-	-	-	-
At December 31, 2014	-	-	-	-
Shares issued	-	-	-	-
	-	-	-	-

Conversion

At December 31, 2015

-	-	-	-
---	---	---	---

Under the terms of the 1983 Amended Merger Agreement, dated May 2003, Vereniging Aegon (Association Aegon) had the option to acquire class B preferred shares to prevent a dilution of its voting rights in the case of new common shares being issued, unless, by exercising this option, the Association would increase its share of voting right to more than 33%.

With regard to granted share appreciation rights and option rights and their valuation refer to note 14 Commissions and expenses.

32.2 Share premium

	2015	2014	2013
At January 1	8,270	8,375	8,780
Additions	-	-	-
Repayment	-	-	(400)
Share dividend	(211)	(106)	(5)
At December 31	8,059	8,270	8,375
Share premium relating to:			
- Common shares	6,406	6,617	6,723
- Common shares B	1,653	1,653	1,653
Total share premium	8,059	8,270	8,375

The share premium account reflects the balance of paid-in amounts above par value at issuance of new shares less the amounts charged for share dividends.

Table of Contents230 Notes to the consolidated financial statements [Note 32](#)**32.3 Treasury shares**

On the balance sheet date, Aegon N.V. and its subsidiaries held 44,531,558 (2014: 51,317,190) of its own common shares with a par value of EUR 0.12 each.

Movements in the number of treasury shares of Aegon N.V. were as follows:

	2015	2014	2013
	Number	Number	Number
	of shares	of shares	of shares
	(thousands)	(thousands)	(thousands)
At January 1	49,537	39,837	26,981
Transactions in 2015:			
Sale: 1 transaction, price EUR 7.24	(7,628)		
Sale: 1 transaction, price EUR 6.62	(16,280)		
Purchase: transactions, average price EUR 6.63	16,280		
Sale: 1 transaction, price EUR 5.40	(19,047)		
Purchase: transactions, average price EUR 5.28	20,137		
Transactions in 2014:			
Sale: 1 transaction, price EUR 6.33		(4,788)	
Purchase: transactions, average price EUR 6.43		14,489	
Sale: 1 transaction, price EUR 6.37		(16,320)	

Purchase: transactions, average price EUR 6.49

16,320

Transactions in 2013:

Sale: 1 transaction, price EUR 5.02

(5,408)

Sale: 1 transaction, price EUR 4.99

(783)

Purchase: transactions, average price EUR 5.62

19,047

At December 31

42,998

49,537

39,837

As part of their insurance and investment operations, subsidiaries within the Group also hold Aegon N.V. common shares, both for their own account and for account of policyholders. These shares have been treated as treasury shares and are (de)recognized at the consideration paid or received.

	2015		2014		2013	
	Number of shares (thousands)	Total amount	Number of shares (thousands)	Total amount	Number of shares (thousands)	Total amount
Held by Aegon N.V.	42,998	257	49,537	306	39,837	278
Held by subsidiaries	1,534	12	1,780	13	1,471	14
At December 31	44,532	269	51,317	319	41,308	292

Aegon does not hold common shares B as treasury shares.

	Weighted average number of treasury shares, including treasury shares held by subsidiaries (thousands)
2013	29,497
2014	44,742
2015	45,097

Table of Contents

231

32.4 Revaluation reserves

	Available-for- sale investments	Real estate held for own use	Cash flow hedging reserve	Total
At January 1, 2015	6,741	42	1,525	8,308
Gross revaluation	(2,479)	8	278	(2,193)
Net (gains) / losses transferred to income statement	(485)	-	(13)	(498)
Disposal of a business	(468)	-	-	(468)
Foreign currency translation differences	307	5	181	492
Tax effect	934	(2)	(98)	833
Other	(3)	-	-	(3)
At December 31, 2015	4,546	52	1,873	6,471
At January 1, 2014	2,287	35	702	3,023
Gross revaluation	6,438	5	1,036	7,479
Net (gains) / losses transferred to income statement	(702)	-	(12)	(714)
Foreign currency translation differences	327	5	165	497
	(1,604)	(2)	(364)	(1,970)

Tax effect

Other	(6)	-	-	(7)
At December 31, 2014	6,741	42	1,525	8,308
At January 1, 2013	5,013	39	1,065	6,116
Gross revaluation	(3,263)	(4)	(496)	(3,763)
Net (gains) / losses transferred to income statement	(435)	-	(26)	(461)
Foreign currency translation differences	(114)	(1)	(33)	(149)
Tax effect	1,082	1	192	1,275
Other	3	-	-	3
At December 31, 2013	2,287	35	702	3,023

The revaluation accounts for both available-for-sale investments and for real estate held for own use include unrealized gains and losses on these investments, net of tax. Upon sale, the amounts realized are recognized in the income statement (for available-for-sale investments) or transferred to retained earnings (for real estate held for own use). Upon impairment, unrealized losses are recognized in the income statement.

The closing balances of the revaluation reserve for available-for-sale investments relate to the following instruments:

	2015	2014	2013
Shares	139	126	247
Debt securities	4,354	6,549	2,004
Other	53	66	36
Revaluation reserve for available-for-sale investments	4,546	6,741	2,287

The cash flow hedging reserve includes (un)realized gains and losses on the effective portions of hedging instruments, net of tax. The amounts are recognized in the income statement at the moment of realization of the hedged position to offset the gain or loss from the hedged cash flow. No amounts have been released from equity to be included in the initial measurement of non-financial assets or liabilities.

32.5 Remeasurement of defined benefit plans

	2015	2014	2013
At January 1	(1,611)	(706)	(1,085)
Remeasurements of defined benefit plans	234	(1,156)	562
Tax effect	(75)	335	(202)
Net exchange differences	(86)	(84)	19
Disposal of a business	6	-	-
Total remeasurement of defined benefit plans	(1,532)	(1,611)	(706)

Table of Contents232 Notes to the consolidated financial statements [Note 32](#)**32.6 Other reserves**

	Foreign currency translation reserve	Net foreign investment hedging reserve	Equity movements of joint ventures and associates	Total
At January 1, 2015	277	(382)	27	(77)
Movement in foreign currency translation and net foreign investment hedging reserves	1,681	(181)	-	1,500
Disposal of a business	(127)	51	-	(76)
Tax effect	(98)	45	-	(52)
Equity movements of joint ventures	-	-	(8)	(8)
Equity movements of associates	-	-	(1)	(1)
At December 31, 2015	1,734	(467)	19	1,286
At January 1, 2014	(1,592)	(214)	28	(1,778)
Movement in foreign currency translation and net foreign investment hedging reserves	1,976	(224)	-	1,752
Tax effect	(106)	56	-	(50)
Recycling of revaluation reserve on disposal of joint ventures and associates	-	-	(30)	(30)
Equity movements of joint ventures	-	-	22	22
Equity movements of associates	-	-	7	7
At December 31, 2014	277	(382)	27	(77)

Edgar Filing: AEGON NV - Form 20-F

At January 1, 2013	(806)	(274)	(23)	(1,103)
Movement in foreign currency translation and net foreign investment hedging reserves	(826)	79	-	(746)
Tax effect	40	(20)	-	21
Recycling of revaluation reserve on disposal of joint ventures and associates	-	-	18	18
Equity movements of joint ventures	-	-	22	22
Equity movements of associates	-	-	10	10
At December 31, 2013	(1,592)	(214)	28	(1,778)

The foreign currency translation reserve includes the currency results from investments in non-euro denominated subsidiaries. The amounts are released to the income statement upon the sale of the subsidiary.

The net foreign investment hedging reserve is made up of gains and losses on the effective portions of hedging instruments, net of tax. The amounts are recognized in the income statement at the moment of realization of the hedged position to offset the gain or loss from the net foreign investment.

The equity movements of joint ventures and associates reflect Aegon's share of changes recognized directly in the joint venture's and associate's equity.

Annual Report on Form 20-F 2015

Table of Contents

233

33 Other equity instruments

	Junior perpetual capital securities	Perpetual subordinated bonds	Share options and non-cumulative incentive subordinated plans ¹⁾	Non-cumulative subordinated notes	Total
At January 1, 2015	3,008	454	94	271	3,827
Shares granted / Share options cost incurred	-	-	26	-	26
Shares vested / Share options forfeited	-	-	(53)	-	(53)
At December 31, 2015	3,008	454	68	271	3,800
At January 1, 2014	4,192	454	99	271	5,015
Redemption of junior perpetual capital securities	(1,184)	-	-	-	(1,184)
Shares granted / Share options cost incurred	-	-	29	-	29
Shares vested / Share options forfeited	-	-	(34)	-	(34)
At December 31, 2014	3,008	454	94	271	3,827
At January 1, 2013	4,192	453	102	271	5,018
Shares granted / Share options cost incurred	-	-	54	-	54
Shares vested / Share options forfeited	-	-	(57)	-	(57)
At December 31, 2013	4,192	454	99	271	5,015

¹ Share options and incentive plans include the shares and options granted to personnel which are not yet vested.

Junior perpetual capital securities

USD 1,050 million

Coupon rate	Coupon date, as of next call	Year of	2015	2014	2013
7.25%	Quarterly, December 15		-	-	745
6.50%	Quarterly, December 15	2016	424	424	424

USD 500 million							
USD 250 million	floating LIBOR rate ¹⁾	Quarterly, December 15	2016	212	212	212	
USD 550 million	6.875%	Quarterly, September 15		-	-	438	
USD 500 million	floating CMS rate ²⁾	Quarterly, July 15	2016	402	402	402	
USD 1 billion	6.375%	Quarterly, June 15	2016	821	821	821	
EUR 950 million	floating DSL rate ³⁾	Quarterly, July 15	2016	950	950	950	
EUR 200 million	6.0%	Annually, July 21	2016	200	200	200	
At December 31				3,008	3,008	4,192	

¹ The coupon of the USD 250 million junior perpetual capital securities is reset each quarter based on the then prevailing three-month LIBOR yield plus a spread of 87.5 basis points, with a minimum of 4%.

² The coupon of the USD 500 million junior perpetual capital securities is reset each quarter based on the then prevailing ten-year US dollar interest rate swap yield plus a spread of ten basis points, with a maximum of 8.5%.

³ The coupon of the EUR 950 million junior perpetual capital securities is reset each quarter based on the then prevailing ten-year Dutch government bond yield plus a spread of ten basis points, with a maximum of 8%.

The interest rate exposure on some of these securities has been swapped to a three-month LIBOR and/or EURIBOR based yield.

The securities have been issued at par. The securities have subordination provisions, rank junior to all other liabilities and senior to shareholder's equity only. The conditions of the securities contain certain provisions for optional and required coupon payment deferral and mandatory coupon payment events. Although the securities have no stated maturity, Aegon has the right to call the securities for redemption at par for the first time on the coupon date in the years as specified, or on any coupon payment date thereafter.

On June 15, 2014, Aegon redeemed junior perpetual capital securities with a coupon of 7.25% issued in 2007. The junior perpetual capital securities were originally issued at par with a carrying value of EUR 745 million. The principal amount of USD 1,050 million was repaid with accrued interest. The cumulative foreign currency result at redemption was recorded directly in retained earnings.

On March 15, 2014, Aegon redeemed junior perpetual capital securities with a coupon of 6.875% issued in 2006. The junior perpetual capital securities were originally issued at par with a carrying value of EUR 438 million. The principal amount of USD 550 million was repaid with accrued interest. The cumulative foreign currency result at redemption was recorded directly in retained earnings.

Table of Contents**234** Notes to the consolidated financial statements **Note 33****Perpetual cumulative**

subordinated bonds	Coupon rate	Coupon date	Year of next call	2015	2014	2013
EUR 136 million	5.185% ^{1), 4)}	Annual, October 14	2018	136	136	136
EUR 203 million	4.260% ^{2), 4)}	Annual, March 4	2021	203	203	203
EUR 114 million	1.506% ^{3), 4)}	Annual, June 8	2025	114	114	114
At December 31				454	454	454

¹ The coupon of the EUR 136 million bonds was originally set at 7.25% until October 14, 2008. Subsequently, the coupon has been reset at 5.185% until October 14, 2018.

² The coupon of the EUR 203 million bonds was originally set at 7.125% until March 4, 2011. Subsequently, the coupon has been reset at 4.26% until March 4, 2021.

³ The coupon of the EUR 114 million bonds was originally set at 8% until June 8, 2005. Subsequently, the coupon has been reset at 4.156% until 2015 and 1.506% until 2025.

⁴ If the bonds are not called on the respective call dates and after consecutive period of ten years, the coupons will be reset at the then prevailing effective yield of ten-year Dutch government securities plus a spread of 85 basis points.

The bonds have the same subordination provisions as dated subordinated debt. In addition, the conditions of the bonds contain provisions for interest deferral.

Although the bonds have no stated maturity, Aegon has the right to call the bonds for redemption at par for the first time on the coupon date in the year of next call.

Non-cumulative

subordinated notes	Coupon rate	Coupon date	Year of next call	2015	2014	2013
USD 525 million	8%	Quarterly, February 15	2017	271	271	271
At December 31				271	271	271

On February 7, 2012, Aegon issued USD 525 million in aggregate principal amount of 8.00% non-cumulative subordinated notes, due 2042, in an underwritten public offering in the United States registered with the US Securities and Exchange Commission. The subordinated notes bear interest at a fixed rate of 8.00% and have been priced at 100% of their principal amount. Any cancelled interest payments will not be cumulative.

The securities are subordinated and rank senior to the junior perpetual capital securities, equally with the perpetual cumulative subordinated bonds and fixed floating subordinated notes, and junior to all other liabilities. The conditions of the securities contain certain provisions for optional and required cancellation of interest payments. The securities have a stated maturity of 30 years, however, Aegon has the right to call the securities for redemption at par for the first time on the first coupon date in 2017, or on any coupon payment date thereafter.

Edgar Filing: AEGON NV - Form 20-F

These notes are recognized as a compound instrument due to the nature of this financial instrument. Compound instruments are separated into an equity component and a liability component. At December 31, 2015, the equity component amounted to EUR 271 million (2014: EUR 271 million), subordinated borrowings amounted to EUR 65 million (2014: EUR 54 million) and a deferred tax liability amounting to EUR 105 million (2014: EUR 95 million).

Refer to note 34 Subordinated borrowings for details of the component classified as subordinated borrowings.

Annual Report on Form 20-F 2015

Table of Contents

235

34 Subordinated borrowings

	Coupon rate	Coupon date	Year of next call	2015	2014
Fixed floating subordinated notes					
EUR 700 million					
	4%	Annually, April 25	2024	694	693
Non-cumulative subordinated notes					
USD 525 million	8%	Quarterly, February 15	2017	65	54
At December 31				759	747

On April 25, 2014, Aegon issued EUR 700 million of subordinated notes, first callable on April 25, 2024, and maturing on April 25, 2044. The coupon is fixed at 4% until the first call date and floating thereafter.

These securities are subordinated and rank senior to the junior perpetual capital securities, equally with the perpetual cumulative subordinated bonds, fixed floating subordinated notes and non-cumulative subordinated notes, and junior to all other liabilities. The conditions of the securities contain certain provisions for optional and required deferral of interest payments. There have been no defaults or breaches of conditions during the period.

Subordinated borrowings include a liability of EUR 65 million (2014: EUR 54 million) relating to the USD 525 million non-cumulative subordinated notes issued on February 7, 2012. The liability component of the non-cumulative subordinated notes is related to the redemption amount. For further information on the non-cumulative subordinated notes and their subordination refer to note 33 Other equity instruments.

35 Trust pass-through securities

	Coupon rate	Coupon date	Year of issue	Year of maturity	Year of next call	2015	2014
USD 225 million ¹⁾	7.65%	Semi-annually, December 1	1996	2026	n.a.	111	102
USD 190 million ¹⁾	7.625%	Semi-annually, November 15	1997	2037	n.a.	46	41
At December 31						157	143

¹⁾ Issued by a subsidiary of, and guaranteed by Aegon N.V.

Trust pass-through securities are securities through which the holder participates in a trust. The assets of these trusts consist of junior subordinated deferrable interest debentures issued by Transamerica Corporation. The trust pass-through securities carry provisions with regard to deferral of distributions for extension periods up to a maximum of 10 consecutive semi-annual periods. The trust pass-through securities are subordinated to all other unsubordinated borrowings and liabilities of Transamerica Corporation. There were no defaults or breaches of conditions during the period.

The fair value of these loans amounted to EUR 146 million (2014: EUR 139 million).

36 Insurance contracts

36.1 Underwriting risk

Aegon's earnings depend significantly upon the extent to which actual claims experience differs from the assumptions used in setting the prices for products and establishing the technical liabilities and liabilities for claims. To the extent that actual claims experience is less favorable than the underlying assumptions used in establishing such liabilities, income would be reduced. Furthermore, if these higher claims were part of a permanent trend, Aegon may be required to increase liabilities, which could reduce income. In addition, certain acquisition costs related to the sale of new policies and the purchase of policies already in force have been recorded as assets on the statement of financial position and are being amortized into income over time. If the assumptions relating to the future profitability of these policies (such as future claims, investment income and expenses) are not realized, the amortization of these costs could be accelerated and may even require write offs due to unrecoverability. This could have a materially adverse effect on Aegon's business, results of operations and financial condition.

Sources of underwriting risk include policyholder behavior (such as lapses or surrender of policies) and policy claims (such as mortality and morbidity). In general, Aegon is at risk if policy lapses increase as sometimes Aegon is unable to fully recover up front expenses in selling a product despite the presence of commission recoveries or surrender charges and fees. For mortality and morbidity risk, Aegon sells certain types of policies that are at risk if mortality or morbidity increases, such as term life insurance and accident insurance, and

sells certain types of policies that are at risk if mortality decreases (longevity risk) such as annuity products. Aegon is also at risk if expenses are higher than assumed by management.

Table of Contents**236** Notes to the consolidated financial statements **Note 36**

Aegon monitors and manages its underwriting risk by underwriting risk type. Attribution analysis is performed on earnings and reserve movements in order to understand the source of any material variation in actual results from what was expected. Aegon's units also perform experience studies for underwriting risk assumptions, comparing Aegon's experience to industry experience as well as combining Aegon's experience and industry experience based on the depth of the history of each source to Aegon's underwriting assumptions. Where policy charges are flexible in products, Aegon uses these analyses as the basis for modifying these charges, with a view to maintain a balance between policyholder and shareholder interests. Aegon also has the ability to reduce expense levels over time, thus mitigating unfavorable expense variation.

Sensitivity analysis of net income and shareholders' equity to various underwriting risks is shown in the table that follows. The sensitivities represent an increase or decrease of mortality (net of longevity) and morbidity rates over best estimate. Increases in mortality rates lead to an increase in the level of benefits and claims. The impact on net income and shareholders' equity of sales transactions of investments required to meet the higher cash outflow is reflected in the sensitivities. A change in actual experience with mortality or morbidity rates may not lead to a change in the assumptions underlying the measurement of the insurance liabilities as management may recognize that the change is temporary. Life insurers are also exposed to longevity risk. Increased life expectation above Aegon's assumed life expectation at the time of underwriting negatively impacts its results.

Sensitivity analysis of net income and shareholders equity to changes in various underwriting risks	2015		2014	
	On share-holders equity	On net income	On share-holders equity	On net income
Estimated approximate effect				
20% increase in lapse rates	(43)	(43)	(59)	(48)
20% decrease in lapse rates	46	45	62	51
10% increase in mortality rates	(24)	(55)	(21)	(43)
10% decrease in mortality rates	11	40	10	34
10% increase in morbidity rates	(103)	(104)	(84)	(78)
10% decrease in morbidity rates	100	95	82	75

Aegon the Netherlands partially hedges the risk of future longevity increases in the Netherlands related to a part of its insurance liabilities. In 2012, Aegon the Netherlands bought a longevity index derivative, which will pay out if in

2032 the mortality rates have decreased more than a predetermined percentage compared to the base scenario at the moment of signing the contract. Payout of the derivative is defined based on a cumulative cash index, which represents the cumulative payout to a predefined (synthetic) insured population in relation to the expected payout (in the base scenario) to this same population. Both parties in the contract have the possibility to terminate the contract after 10 years (early termination clause). The payout is maximized at a predetermined percentage compared to the base scenario.

To further protect the longevity position of Aegon the Netherlands and combining this with protection for catastrophe mortality in the US, in 2013 Aegon bought an additional longevity index derivative. This derivative will pay out in 2035 if some combination of higher than expected mortality rates in the US and/or lower than expected mortality rates in the Netherlands persists over the next twenty years from 2013 and, at that time, is expected to continue to do so. Payout of the derivative is defined based on a terminal present value, which represents the sum of 1) the cumulative payout to a predefined (synthetic) insured population over the years and 2) the remaining expected liability on this same population. The preceding sum is compared to amounts set at the moment of signing the contract to determine the actual payout.

As a next step in the hedge program Aegon the Netherlands bought a third fixed for floating longevity hedge in 2015. The floating leg is a single payout in 2065. The payout depends on an index which is constructed as the aggregate benefit payments over the term of 50 years on an underlying book of annuities. This book has a best estimate value of liabilities of EUR 15 billion and has a significant portion of deferred annuities. The development of the index only depends on Dutch population mortality. The hedge provides out-of-the-money protection. The payout depends on where the index ends up relative to contractually agreed attachment and detachment points. In 2015, Aegon entered into the first tranche of this hedge for an amount of EUR 6 billion with Canada Life Re. This first tranche covers 40% of the best estimate value of liabilities of EUR 15 billion.

Table of Contents

237

36.2 Insurance contracts for general account

Life insurance	2015 109,884	2014 100,539
Non-life insurance		
- Unearned premiums and unexpired risks	5,202	4,572
- Outstanding claims	2,412	2,292
- Incurred but not reported claims	1,002	737
Incoming reinsurance	4,542	3,786
At December 31	123,042	111,927

Non-life insurance:	2015	2014
- Accident and health insurance	7,993	6,974
- General insurance	623	627
Total non-life insurance	8,616	7,601

Movements during the year in life insurance:	2015	2014
At January 1	100,539	91,930
Acquisitions	83	27
	(70)	273

Portfolio transfers and acquisitions		
Gross premium and deposits existing and new business	7,168	8,127
Unwind of discount / interest credited	4,708	4,121
Insurance liabilities released	(10,263)	(9,986)
Changes in valuation of expected future benefits	(464)	2,814
Shadow accounting adjustments	(867)	641
Net exchange differences	7,235	8,031
Transfer (to) / from insurance contracts for account of policyholders	1,046	(401)
Transfers to disposal groups	-	(5,053)
Other	769	15
At December 31	109,884	100,539

In the Netherlands, decreasing interest rates led to a deficiency in the liability adequacy test of EUR 230 million recorded in the line shadow accounting adjustments in 2014. This deficiency is recognized in the revaluation reserve as shadow loss recognition is applied. In 2015, this deficiency in the liability adequacy test did no longer exist and therefore the shadow accounting adjustment reversed in the line shadow accounting adjustments in 2015. Accounting policies are disclosed in note 2.19 f Liability adequacy testing.

Table of Contents238 Notes to the consolidated financial statements **Note 36**

Movements during the year in non-life insurance:	2015	2014
At January 1	7,601	6,555
Acquisitions / Additions	2	-
Gross premiums existing and new business	2,216	2,130
Unwind of discount / interest credited	369	280
Insurance liabilities released	(989)	(902)
Changes in valuation of expected future claims	2	31
Change in unearned premiums	(1,250)	(1,238)
Change in unexpired risks	3	(13)
Incurred related to current year	783	696
Incurred related to prior years	232	357
Release for claims settled current year	(321)	(272)
Release for claims settled prior years	(775)	(703)
Shadow accounting adjustments	(105)	69
Loss recognized as a result of liability adequacy testing	16	2

Change in IBNR	193	(32)
Net exchange differences	700	725
Other	(63)	-
Transfers to disposal groups	-	(83)
At December 31	8,616	7,601

Movements during the year in incoming reinsurance:

At January 1	2015 3,786	2014 3,284
Gross premium and deposits existing and new business	1,609	1,428
Unwind of discount / interest credited	231	193
Insurance liabilities released	(1,675)	(1,561)
Change in unearned premiums	5	5
Changes in valuation of expected future benefits	(51)	(30)
Loss recognized as a result of liability adequacy	(2)	7
Net exchange differences	438	460
Other	200	-
At December 31	4,542	3,786

36.3 Insurance contracts for account of policyholders

Insurance contracts for account of policyholders

At January 1	2015 102,250	2014 84,311
	79	(345)

Portfolio transfers and acquisitions		
Gross premium and deposits existing and new business	11,794	11,727
Unwind of discount / interest credited	603	6,392
Insurance liabilities released	(9,320)	(6,808)
Fund charges released	(1,710)	(1,377)
Changes in valuation of expected future benefits	(1,178)	1,144
Transfer (to) / from insurance contracts	(1,020)	409
Transfer (to) / from investment contracts for account of policyholders	3,525	75
Transfers to disposal groups	-	(1,375)
Net exchange differences	7,644	8,080
Other	13	17
At December 31	112,679	102,250

Annual Report on Form 20-F 2015

Table of Contents

239

37 Investment contracts**37.1 Investment contracts for general account**

	Without discretionary participation features	With discretionary participation features	Total
At January 1, 2015	14,985	374	15,359
Portfolio transfers and acquisitions	16	-	16
Deposits	5,560	-	5,560
Withdrawals	(4,698)	-	(4,698)
Investment contracts liabilities released	-	65	65
Interest credited	276	-	276
Fund charges released	(3)	-	(3)
Movements related to fair value hedges	(46)	-	(46)
Net exchange differences	1,052	19	1,071
Other	119	-	119
At December 31, 2015	17,260	457	17,718
	14,079	466	14,545

Edgar Filing: AEGON NV - Form 20-F

At January 1, 2014

Portfolio transfers and acquisitions	(28)	-	(28)
Deposits	3,299	-	3,299
Withdrawals	(3,756)	-	(3,756)
Investment contracts liabilities released	-	(122)	(122)
Interest credited	266	-	266
Fund charges released	(5)	-	(5)
Movements related to fair value hedges	(26)	-	(26)
Net exchange differences	1,186	29	1,215
Transfers to disposal groups	(57)	-	(57)
Other	26	-	26
At December 31, 2014	14,985	374	15,359

Investment contracts consist of the following:

	2015	2014
Institutional guaranteed products	3,300	3,207
Fixed annuities	6,468	5,960
Savings accounts	7,101	5,414
Investment contracts with discretionary participation features	457	374
Other	392	404
At December 31	17,718	15,359

Table of Contents240 Notes to the consolidated financial statements [Note 38](#)**37.2 Investment contracts for account of policyholders**

	Without discretionary participation features	With discretionary participation features	Total
At January 1, 2015	38,220	53,629	91,849
Gross premium and deposits existing and new business	9,863	2,164	12,027
Withdrawals	(10,859)	-	(10,859)
Interest credited	11	2,859	2,869
Investment contracts liabilities released	-	(8,316)	(8,316)
Fund charges released	(238)	-	(238)
Net exchange differences	3,496	2,943	6,439
Transfer (to) / from insurance contracts for account of policyholders	-	(3,525)	(3,525)
Other	(128)	-	(128)
At December 31, 2015	40,365	49,754	90,119
At January 1, 2014			
Gross premium and deposits existing and new business	32,628	49,981	82,608
	8,961	2,326	11,287

Withdrawals			
	(8,569)	-	(8,569)
Interest credited			
	1,859	4,513	6,372
Investment contracts liabilities released			
	-	(6,799)	(6,799)
Fund charges released			
	(196)	-	(196)
Net exchange differences			
	3,782	3,608	7,390
Transfers to disposal groups			
	(122)	-	(122)
Transfer (to) / from insurance contracts for account of policyholders			
	(75)	-	(75)
Other	(48)	-	(48)
At December 31, 2014	38,220	53,629	91,849

38 Guarantees in insurance contracts

For financial reporting purposes Aegon distinguishes between the following types of minimum guarantees:

- ⌚ Financial guarantees: these guarantees are treated as bifurcated embedded derivatives, valued at fair value and presented as derivatives (note 2.9 and note 47 Fair value);
- ⌚ Total return annuities: these guarantees are not bifurcated from their host contracts because they are presented and valued at fair value together with the underlying insurance contracts (note 2.19);
- ⌚ Life contingent guarantees in the United States: these guarantees are not bifurcated from their host contracts, presented and valued in accordance with insurance accounting (ASC 944, Financial Services - Insurance) together with the underlying insurance contracts (note 2.19); and
- ⌚ Minimum investment return guarantees in the Netherlands: these guarantees are not bifurcated from their host contracts, valued at fair value and presented together with the underlying insurance contracts (note 2.19 and note 47 Fair value).

In addition to the guarantees mentioned above, Aegon has traditional life insurance contracts that include minimum guarantees that are not valued explicitly; however, the adequacy of all insurance liabilities, net of VOBA and DPAC, and including all guarantees, are assessed periodically (note 2.19).

a. Financial guarantees

In the United States and New Markets (variable annuities sold in the United Kingdom), a guaranteed minimum withdrawal benefit (GMWB) is offered directly on some variable annuity products Aegon issues and is also assumed from a ceding company. Additionally, Aegon offers guarantees on variable annuities sold through its joint venture in Japan. Variable annuities allow a customer to provide for the future on a tax-deferred basis and to participate in equity or bond market performance. Variable annuities allow a customer to select payout options designed to help meet the customer's need for income upon maturity, including lump sum payment or income for life or for a period of time.

Edgar Filing: AEGON NV - Form 20-F

This benefit guarantees that a policyholder can withdraw a certain percentage of the account value, starting at a certain age or duration, for either a fixed period or during the life of the policyholder.

In the Netherlands, individual variable unit-linked products have a minimum benefit guarantee if premiums are invested in certain funds. The sum insured at maturity or upon the death of the beneficiary has a minimum guaranteed return (in the range of 3% to 4%) if the premium has been paid for a consecutive period of at least ten years and is invested in a mixed fund and/or fixed-income funds. No guarantees are given for equity investments only.

Annual Report on Form 20-F 2015

Table of Contents

241

The following table provides information on the liabilities for financial guarantees for minimum benefits, net of present value of the expected future premiums that are received to cover these guarantees:

	2015					2014				
	United States ¹⁾	Canada ¹⁾	The Netherlands ²⁾	New Markets	Total ³⁾	United States ¹⁾	Canada ¹⁾	The Netherlands ²⁾	New Markets	Total ³⁾
At January 1	1,087	-	1,733	53	2,873	(72)	6	1,181	(4)	1,112
Incurred guarantee benefits ⁴⁾	(686)	-	(301)	-	(987)	1,065	26	552	57	1,700
Paid guarantee benefits	-	-	-	(2)	(2)	-	-	-	-	-
Transfers to disposal groups	-	-	-	-	-	-	(32)	-	-	(32)
Net exchange differences	109	-	-	-	109	94	-	-	-	94
At December 31	510	-	1,432	51	1,993	1,087	-	1,733	53	2,873
Account value ⁵⁾	33,182	-	7,624	1,446	42,252	28,088	-	7,743	1,293	37,124
Net amount at risk ⁶⁾	222	-	1,636	(56)	1,803	97	-	1,967	53	2,118

¹ Guaranteed minimum accumulation and withdrawal benefits.

² Fund plan and unit-linked guarantees.

³ Balances are included in the derivatives liabilities on the face of the statement of financial position; refer to note 24 Derivatives.

⁴ Incurred guarantee benefits mainly comprise the effect of guarantees from new contracts, releases related to expired out-of-the-money guarantees and fair value movements during the reporting year.

⁵ Account value reflects the actual fund value for the policyholders.

⁶

The net amount at risk represents the sum of the positive differences between the discounted maximum amount payable under the guarantees and the account value.

The decrease of incurred guarantee benefits mainly relates to fair value movements due to increasing interest rates and tightening of treasury swaps spreads.

Aegon Americas mitigates the exposure from the elective guaranteed minimum withdrawal benefit rider issued with a ceding company's variable annuity contracts. The rider is essentially a return of premium guarantee, which is payable over a period of at least 14 years from the date that the policyholder elects to start withdrawals. At contract inception, the guaranteed remaining balance is equal to the premium payment. The periodic withdrawal is paid by the ceding company until the account value is insufficient to cover additional withdrawals. Once the account value is exhausted, Aegon pays the periodic withdrawals until the guaranteed remaining balance is exhausted. At December 31, 2015, the reinsured account value was EUR 2.5 billion (2014: EUR 2.6 billion) and the guaranteed remaining balance was EUR 1.7 billion (2014: EUR 1.7 billion).

The reinsurance contract is accounted for as a derivative and is carried in Aegon's statement of financial position at fair value. At December 31, 2015, the contract had a value of EUR 69 million (2014: EUR 59 million). Aegon entered into a derivative program to mitigate the overall exposure to equity market and interest rate risks associated with the reinsurance contract. This program involves selling equity futures contracts (S&P 500, Midcap, Russell 2000, and the MCSI EAFE index in accordance with Aegon's exposure) to mitigate the effect of equity market movement on the reinsurance contract and the purchase of over-the-counter interest rate swaps to mitigate the effect of movements in interest rates on the reinsurance contracts.

b. Total return annuities

Total Return Annuity (TRA) is an annuity product in the United States which provides customers with a pass-through of the total return on an underlying portfolio of investment securities (typically a mix of corporate and convertible bonds) subject to a cumulative minimum guarantee. Both the assets and liabilities are carried at fair value, however, due to the minimum guarantee not all of the changes in the market value of the asset will be offset in the valuation of the liability. This product exists in both the fixed annuity and life reinsurance lines of business and in both cases represents closed blocks. The reinsurance contract is in the form of modified coinsurance.

Product balances as of December 31, 2015, were EUR 365 million in fixed annuities (2014: EUR 380 million) and EUR 122 million in life reinsurance (2014: EUR 118 million).

Table of Contents242 Notes to the consolidated financial statements **Note 38****c. Life contingent guarantees in the United States**

Certain variable insurance contracts in the United States also provide guaranteed minimum death benefits (GMDB) and guaranteed minimum income benefits (GMIB). Under a GMDB, the beneficiaries receive the greater of the account balance or the guaranteed amount upon the death of the insured. The net amount at risk for GMDB contracts is defined as the current GMDB in excess of the capital account balance at the balance sheet date.

The GMIB feature provides for minimum payments if the contract holder elects to convert to an immediate payout annuity. The guaranteed amount is calculated using the total deposits made by the contract holder, less any withdrawals and sometimes includes a roll-up or step-up feature that increases the value of the guarantee with interest or with increases in the account value.

The additional liability for guaranteed minimum benefits that are not bifurcated are determined (based on ASC 944) each period by estimating the expected value of benefits in excess of the projected account balance and recognizing the excess over the accumulation period based on total expected assessments. The estimates are reviewed regularly and any resulting adjustment to the additional liability is recognized in the income statement. The benefits used in calculating the liabilities are based on the average benefits payable over a range of stochastic scenarios. Where applicable, the calculation of the liability incorporates a percentage of the potential annuitizations that may be elected by the contract holder.

The following table provides information on the liabilities for guarantees for minimum benefits that are included in the valuation of the host contracts:

	2015			2014		
	GMDB ¹⁾	GMIB ²⁾	Total ⁴⁾	GMDB ¹⁾	GMIB ²⁾	Total ⁴⁾
At January 1						
	419	782	1,201	323	644	967
Incurred guarantee benefits ⁵⁾						
	147	(19)	127	103	67	170
Paid guarantee benefits						
	(72)	(35)	(107)	(56)	(22)	(78)
Net exchange differences	49	88	137	49	94	143
At December 31	544	816	1,359	419	782	1,201
	GMDB ^{1),3)}	GMIB ^{2),3)}		GMDB ^{1),3)}	GMIB ^{2),3)}	
Account value ⁶⁾	52,346	5,760		48,074	6,581	
Net amount at risk ⁷⁾	2,934	641		1,755	529	
Average attained age of contract holders	69	69		68	69	

- ¹ Guaranteed minimum death benefit in the United States.
- ² Guaranteed minimum income benefit in the United States.
- ³ Note that the variable annuity contracts with guarantees may offer more than one type of guarantee in each contract; therefore, the amounts listed are not mutually exclusive.
- ⁴ Balances are included in the insurance liabilities on the face of the statement of financial position; refer to note 36 Insurance contracts.
- ⁵ Incurred guarantee benefits mainly comprise the effect of guarantees from new contracts, releases related to expired out-of-the-money guarantees and value changes as a consequence of interest movements during the reporting year.
- ⁶ Account value reflects the actual fund value for the policyholders.
- ⁷ The net amount at risk is defined as the present value of the minimum guaranteed annuity payments available to the contract holder determined in accordance with the terms of the contract in excess of the current account balance.

d. Minimum investment return guarantees in the Netherlands

The traditional life and pension products offered by Aegon in the Netherlands include various products that accumulate a cash value. Premiums are paid by customers at inception or over the term of the contract. The accumulation products pay benefits on the policy maturity date, subject to survival of the insured. In addition, most policies also pay death benefits if the insured dies during the term of the contract. The death benefits may be stipulated in the policy or depend on the gross premiums paid to date. Premiums and amounts insured are established at inception of the contract. The amount insured can be increased as a result of profit sharing, if provided for under the terms and conditions of the product. Minimum interest guarantees exist for all generations of traditional accumulation products written. Older generations contain a 4% guarantee; in 1999 the guarantee decreased to 3% and in 2013 the guarantee decreased to 0%.

The traditional group pension contracts offered by Aegon in the Netherlands include large group insurance contracts that have an individually determined asset investment strategy underlying the pension contract. The guarantee given is that the profit sharing is the maximum of 0% and the realized return on an asset portfolio specified in the policy conditions, adjusted for technical interest rates ranging from 3% to 4%. If the adjusted return is negative, the 0% minimum is effective, but the loss in any given year is carried forward to be offset against any future surpluses within the contract period. In general, a guarantee is given for the life of the underlying employees so that their pension benefit is guaranteed. Large group contracts also share technical results (mortality risk and disability risk). The contract period is typically five years and the premiums are fixed over this period.

Annual Report on Form 20-F 2015

Table of Contents

243

These guarantees are valued at fair value and are included as part of insurance liabilities with the underlying host insurance contracts in note 36 Insurance contracts.

The following table provides information on the liabilities for guarantees that are included in the valuation of the host contracts, net of the present value of the expected future premiums that are received to cover these guarantees:

	2015	2014
	GMI ^{1), 2)}	GMI ^{1), 2)}
At January 1	5,433	2,462
Incurred guarantee benefits ³⁾	(692)	2,971
At December 31	4,741	5,433
Account value ⁴⁾		
Net amount at risk ⁵⁾	18,112	18,794
	4,205	4,871

¹ Guaranteed minimum investment return in the Netherlands.

² Balances are included in the insurance liabilities on the face of the statement of financial position; refer to note 36 Insurance contracts.

³ Incurred guarantee benefits mainly comprise the effect of guarantees from new contracts, releases related to expired out-of-the-money guarantees and fair value movements during the reporting year.

⁴ Account value reflects the liability value of the insurance contracts as a whole.

⁵ The net amount at risk represents the sum of the differences between the guaranteed and actual amount that is credited to the policyholders. For Individual policies only positive differences are included, for Group pensions contracts carry forwards of negative differences are recognized.

Fair value measurement of guarantees in insurance contracts

The fair values of guarantees mentioned above (with the exception of life contingent guarantees in the United States) are calculated as the present value of future expected payments to policyholders less the present value of assessed rider fees attributable to the guarantees. For further details refer to note 47 Fair value.

For equity volatility, Aegon uses a term structure assumption with market-based implied volatility inputs for the first five years and a long-term forward rate assumption of 25% thereafter. The volume of observable option trading from which volatilities are derived generally declines as the contracts term increases, therefore, the volatility curve grades from implied volatilities for five years to the ultimate rate. The resulting volatility assumption in year 20 for the S&P 500 index (expressed as a spot rate) was 24.2% at December 31, 2015, and 24.3% at December 31, 2014. Correlations of market returns across underlying indices are based on historical market returns and their inter-relationships over a number of years preceding the valuation date. Assumptions regarding policyholder behavior, such as lapses, included in the models are derived in the same way as the assumptions used to measure insurance liabilities.

These assumptions are reviewed at each valuation date, and updated based on historical experience and observable market data, including market transactions such as acquisitions and reinsurance transactions. Disclosure on interest rate risk, including interest rate risk sensitivity is included in note 4 Financial risks.

Aegon utilizes different risk management strategies to mitigate the financial impact of the valuation of these guarantees on the results including asset and liability management and derivative hedging strategies to hedge certain aspects of the market risks embedded in these guarantees.

Guarantees valued at fair value contributed a net gain before tax of EUR 21 million (2014: loss of EUR 189 million) to earnings. The main drivers of this gain before tax are positive results related to decreases in risk free rates of EUR 543 million (2014: EUR 4,927 million loss) and DPAC offset and other contributed a gain of EUR 493 million (2014: EUR 248 million gain) partly offset by hedges related to the guarantee reserves contributed fair value loss of EUR 670 million to income before tax (2014: EUR 4,346 million gain), a loss of EUR 202 million related to decreasing own credit spread (2014: EUR 428 million loss), a loss of EUR 114 million related to a decrease in equity markets (2014: EUR 583 million gain) and a loss of EUR 11 million related to increases in equity volatilities (2014: EUR 10 million loss).

Guarantee reserves decreased EUR 1,526 million in 2015 (2014: increase of EUR 4,775 million).

Table of Contents244 Notes to the consolidated financial statements **Note 39****39 Borrowings**

Capital funding	2015 2,015	2014 2,338
Operational funding	10,430	11,821
At December 31	12,445	14,158
Current	2,587	3,636
Non-current	9,858	10,522
Fair value of borrowings	12,811	14,627

Aegon's borrowings are defined separately as capital funding and operational funding. Capital funding includes debt securities that are issued for general corporate purposes and for capitalizing its business units. Capital funding is part of the Company's total capitalization that is used for financing its subsidiaries and the cash held at the holding company. Operational funding includes debt securities that are issued for financing of dedicated pools of assets. These assets are either legally segregated or tracked as separate portfolios.

Capital funding

On December 1, 2015, Aegon redeemed senior unsecured notes with a coupon of 4.625% issued in 2009. The principal amount of USD 500 million was repaid with accrued interest.

A detailed composition of capital funding is included in the following table:

(sorted at maturity)	Coupon rate	Coupon date	Issue / Maturity	2015	2014
USD 500 million Senior Unsecured Notes	4.625%	Semi-annually	2009 / 15	-	413
EUR 500 million Unsecured Notes	3%	July 18	2012 / 17	499	499
EUR 75 million Medium-Term Notes ¹⁾	4.625%	December 9	2004 / 19	86	88
	5.75%	Semi-annually	2005 / 20	530	483

USD 500 million Senior Notes 1), 2)					
GBP 250 million Medium-Term Notes	6.125%	December 15	1999 / 31	337	320
GBP 400 million Senior Unsecured Notes	6.625%	Semi-annually	2009 / 39	536	508
Other				27	27
At December 31				2,015	2,338

¹ Measured at fair value.

² Issued by subsidiaries of, and guaranteed by, Aegon N.V.

These loans are considered senior debt in calculating financial leverage in note 46 Capital and solvency.

Operational funding

In 2015, Aegon redeemed the EUR 1,500 million ECB LTRO (Long Term Refinancing Operations) with a floating coupon and repurchased the mortgage loans from SAECURE 7 and SAECURE 11 for EUR 1,378 million. On November 11, 2015, Aegon borrowed EUR 450 million under a new ECB LTRO program with a floating coupon. Moreover, Aegon used its MRO (Main Refinancing Operations) facility and borrowed EUR 225 million on December 30, 2015. The USD 305 million Note issue agreement was derecognised as part of the sale of Clark Consulting.

In October 2015, Aegon established a EUR 5 billion Conditional Pass-Through Covered Bond (CPTCB) Programme, secured by prime Dutch residential mortgage loans. This programme is UCITS and CRD IV compliant and registered with the Dutch Central Bank. On November 24, 2015, Aegon placed its inaugural 5-year, EUR 750 million Conditional Pass Through Covered Bonds at 8 basis points over mid swaps resulting in an effective yield of 0.267%.

Table of Contents

245

	Coupon rate	Coupon date	Issue / Maturity	2015	2014
(sorted at maturity) Revolving Loan Facility Warehouse Mortgage Loans ¹⁾	Floating	Monthly	- / 2017-18	481	114
EUR 1,018 million SAECURE 7 RMBS Note ²⁾	Floating	Quarterly	2010 / 15	-	772
EUR 212 / USD 600 SAECURE 11 RMBS Note ⁵⁾	Floating	Quarterly	2012 / 15	-	620
EUR 1,500 million ECB LTRO ¹⁾	Floating	At Maturity	2012 / 15	-	1,500
EUR 450 million ECB LTRO ¹⁾	Floating	At Maturity	2015 / 16	450	-
EUR 225 million ECB MRO ¹⁾	Floating	At Maturity	2015 / 16	225	-
EUR 842 million SAECURE 9 RMBS Note ⁷⁾	Floating	Quarterly	2010 / 16	564	624
EUR 1,500 million SAECURE 10 RMBS Note ⁶⁾	Floating	Quarterly	2011 / 16	1,094	1,196
EUR 1,365 million SAECURE 12 RMBS Note ⁸⁾	Floating	Quarterly	2012 / 17	1,140	1,233
EUR 750 million SAECURE 13 RMBS Note ⁹⁾	Floating	Quarterly	2013 / 18	962	1,041
EUR 1,367 million SAECURE 14 RMBS Note ¹⁰⁾	Floating	Quarterly	2014 / 19	1,230	1,319
EUR 1,443 million SAECURE 15 RMBS Note ¹¹⁾	Floating	Quarterly	2014 / 20	1,376	1,440
EUR 750 million Conditional Pass-Through Covered Bond ^{1), 4)}	0.267% 5.54% / 8.88%	Annual Quarterly	2015 / 20 2002 / 22	747 -	- 46

USD 305 million Note issue agreement ¹⁾					
USD 292 million Senior Secured Note ¹⁾	Floating	Quarterly	2012 / 23	264	236
USD 1.54 billion Variable Funding Surplus Note ^{3), 12)}	Floating	Quarterly	2006 / 36	1,448	1,275
USD 550 million Floating Rate Guaranteed Note ^{3), 13)}	Floating	Quarterly	2007 / 37	437	393
Other				12	11
At December 31				10,430	11,821

¹ Issued by a subsidiary of Aegon N.V.

² The first optional redemption date is August 2015; the legal maturity date is August 2093. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

³ Outstanding amounts can vary up to the maximum stated nominal amount.

⁴ The maturity date is 1 December 2020; the extended due for payment date is 2052.

⁵ The first optional redemption date is July 2015; the legal maturity date is July 2092. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

⁶ The first optional redemption date is February 2016; the legal maturity date is February 2094. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

⁷ The first optional redemption date is March 2016; the legal maturity date is September 2092. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

⁸ The first optional redemption date is October 2017; the legal maturity date is July 2092. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

⁹ The first optional redemption date is February 2018; the legal maturity date is November 2093. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

¹⁰ The first optional redemption date is January 2019; the legal maturity date is January 2092. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

¹¹ The first optional redemption date is January 2020; the legal maturity date is January 2092. Notes are fully collateralized by mortgage loans which are part of Aegon's general account investments.

¹² This debenture is issued by a wholly owned captive that is consolidated in the Aegon N.V. consolidated financial statements. A guarantee has been provided by Aegon N.V. - refer to note 48 Commitments and contingencies.

¹³ This debenture is issued by a wholly owned captive that is consolidated in the Aegon N.V. consolidated financial statements.

Other

Borrowings measured at fair value amounted to EUR 616 million (2014: EUR 571 million). For the year 2015, Aegon's credit spread had a negative impact of EUR 4 million on income before tax (2014: negative impact of EUR 19 million) and a negative impact of EUR 3 million on shareholders' equity (2014: negative impact of EUR 12 million). The cumulative negative impact of Aegon's credit spread for borrowings in portfolio at year end, based on observable market data, on income before tax amounted to EUR 11 million (2014: EUR 7 million).

The difference between the contractually required payment at maturity date and the carrying amount of the borrowings amounted to EUR 66 million (2014: EUR 67 million).

Undrawn committed borrowing facilities:

Floating-rate

- Expiring within one year

- Expiring beyond one year

At December 31

	2015	2014
	230	2,404
	3,338	2,000
	3,568	4,404

There were no defaults or breaches of conditions during the period.

Table of Contents246 Notes to the consolidated financial statements **Note 40****40 Provisions**

At January 1	2015 322	2014 182
Additional provisions	91	230
Disposals	(7)	(1)
Unused amounts reversed through the income statement	(50)	(26)
Unwinding of discount and change in discount rate	4	3
Used during the year	(190)	(62)
Net exchange differences	6	3
Other	-	(5)
At December 31	175	322
Current	115	230
Non-current	61	92

The decrease of the provisions is mainly due to the settlement in 2015 of EUR 80 million related to a Dutch Court ruling for a request jointly filed by Aegon and BPHV with respect to the harbor workers' former pension fund Optas and to the release of the earn out provision regarding Liberbank in Spain of EUR 38 million. Furthermore, the decrease is due to the utilization of a provision regarding the mandatory conversion of the Hungarian foreign currency mortgage debt of EUR 20 million and the utilization of the restructuring provision in the UK of EUR 46 million. In 2015, a restructuring provision of EUR 37 million was established for Aegon Americas.

The remaining provisions mainly consist of provisions regarding Aegon's decision to abolish back-end loaded fees on unit-linked policies in Poland of EUR 12 million (2014: EUR 17 million), restructuring provisions of EUR 68 million (2014: EUR 69 million), provisions for unearned commission of EUR 27 million (2014: EUR 31 million), litigation provisions of EUR 14 million (2014: EUR 20 million) and other provisions of EUR 54 million (2014: EUR 34 million) mainly consisting of the remaining provision related to the harbor workers' former pension fund

Optas as mentioned above.

41 Defined benefit plans

Retirement benefit plans	2015 4,135	2014 4,095
Other post-employment benefit plans	296	272
Total defined benefit plans	4,430	4,366
Retirement benefit plans in surplus	41	38
Other post-employment benefit plans in surplus	-	-
Total defined benefit assets	41	38
Retirement benefit plans in deficit	4,176	4,133
Other post-employment benefit plans in deficit	296	272
Total defined benefit liabilities	4,471	4,404

Movements during the year in defined benefit plans	2015			2014		
	Retirement benefit plans	Other post- employment benefit plans	Total	Retirement benefit plans	Other post- employment benefit plans	Total
At January 1	4,095	272	4,366	2,790	236	3,026
Defined benefit expenses	246	40	286	153	24	177
Remeasurements of defined benefit plans	(209)	(25)	(234)	1,156	-	1,156
Contributions paid	(23)	-	(23)	(21)	-	(22)
Benefits paid	(106)	(17)	(122)	(99)	(13)	(111)
Net exchange differences	131	25	157	123	27	150
Transfers to disposal groups	-	-	-	(7)	(4)	(11)
At December 31	4,135	296	4,430	4,095	272	4,366

Annual Report on Form 20-F 2015

Table of Contents

247

The amounts recognized in the statement of financial position are determined as follows:

	2015			2014		
	Retirement benefit plans	Other post-employment benefit plans	Total	Retirement benefit plans	Other post-employment benefit plans	Total
Present value of wholly or partly funded obligations	4,731	-	4,731	4,471	-	4,471
Fair value of plan assets	(3,569)	-	(3,569)	(3,426)	-	(3,426)
	1,161	-	1,161	1,045	-	1,045
Present value of wholly unfunded obligations ¹⁾	2,973	296	3,269	3,050	272	3,321
At December 31	4,135	296	4,430	4,095	272	4,366

¹ Assets held by Aegon the Netherlands backing retirement benefits of EUR 2,635 million (2014: EUR 2,555 million) do not meet the definition of plan assets and as such were not deducted in calculating this amount. Instead, these assets are recognized as general account assets. Consequently, the return on these assets does not form part of the calculation of defined benefit expenses.

The fair value of Aegon's own transferable financial instruments included in plan assets and the fair value of other assets used by Aegon included in plan assets was nil in both 2015 and 2014.

	2015			2014		
	Retirement benefit plans	Other post-employment benefit plans	Total	Retirement benefit plans	Other post-employment benefit plans	Total
Defined benefit expenses						
Current year service cost	134	10	144	94	8	102
Net interest on the net defined benefit liability (asset)	119	10	129	110	10	121
Past service cost	(7)	20	13	(51)	6	(45)
Total defined benefit expenses	246	40	286	153	24	177

	Retirement benefit plans	2013 Other post-employment benefit plans	Total
Current year service cost	88	10	98
Net interest on the net defined benefit liability (asset)	124	9	134
Past service cost	1	-	1
Total defined benefit expenses	214	19	233

Defined benefit expenses are included in Commissions and expenses in the income statement.

Movements during the year of the present value of the defined benefit obligations

	2015	2014
At January 1	7,792	5,935
Current year service cost	144	102
Interest expense	268	258
<i>Remeasurements of the defined benefit obligations:</i>		
- Actuarial gains and losses arising from changes in demographic assumptions	(12)	210
- Actuarial gains and losses arising from changes in financial assumptions	(315)	1,146
Past service cost	13	(45)
Contributions by plan participants	11	11
Benefits paid	(366)	(279)
Net exchange differences	465	491
	-	(36)

Transfers to disposal groups
At December 31

8,000

7,792

Table of Contents**248 Notes to the consolidated financial statements Note 41**

Movements during the year in plan assets for retirement benefit plans	2015	2014
At January 1	3,426	2,909
Interest income (based on discount rate)	138	137
Remeasurements of the net defined liability (asset)	(93)	199
Contributions by employer	34	32
Benefits paid	(244)	(167)
Net exchange differences	308	341
Transfers to disposal groups	-	(25)
At December 31	3,569	3,426

Breakdown of plan assets for retirement benefit plans	2015		2014	
	Quoted	Unquoted	Quoted	Unquoted
Equity instruments				
Debt instrument	246	7	274	10
Derivatives	499	723	481	666
Investment funds	-	117	-	97
Structured securities	7	1,602	13	1,553
	-	3	-	7

Other	11	354	9	315
At December 31	764	2,806	778	2,648

Defined benefit plans are mainly operated by Aegon USA, Aegon the Netherlands and Aegon UK. The following sections contain a general description of the plans in each of these subsidiaries and a summary of the principal actuarial assumptions applied in determining the value of defined benefit plans.

Aegon USA

Aegon USA has defined benefit plans covering substantially all its employees that are qualified under the Internal Revenue Service Code, including all requirements for minimum funding levels. The defined benefit plans are governed by the Board of Managers of Aegon USA. The Board of Managers has the full power and discretion to administer the plan and to apply all of its provisions, including such responsibilities as, but not limited to, developing the investment policy and managing assets for the plan, maintaining required funding levels for the plan, deciding questions related to eligibility and benefit amounts, resolving disputes that may arise from plan participants and for complying with the plan provisions, and legal requirements related to the plan and its operation. The benefits are based on years of service and the employee's eligible annual compensation. The plans provide benefits based on a traditional final average formula or a cash balance formula (which defines the accrued benefit in terms of a stated account balance), depending on the age and service of the plan participant. The defined benefit plans were unfunded by EUR 863 million at December 31, 2015 (2014: EUR 709 million unfunded).

Investment strategies are established based on asset and liability studies by actuaries which are updated as they consider appropriate. These studies, along with the investment policy, assist to develop the appropriate investment criteria for the plan, including asset allocation mix, return objectives, investment risk and time horizon, benchmarks and performance standards, and restrictions and prohibitions. The overall goal is to maximize total investment returns to provide sufficient funding for the present and anticipated future benefit obligations within the constraints of a prudent level of portfolio risk and diversification. Aegon believes that the asset allocation is an important factor in determining the long-term performance of the plan. The plan uses multiple asset classes as well as sub-classes to meet the asset allocation and other requirements of the investment policy, which minimizes investment risk. From time to time the actual asset allocation may deviate from the desired asset allocation ranges due to different market performance among the various asset categories. If it is determined that rebalancing is required, future additions and withdrawals will be used to bring the allocation to the desired level.

Aegon USA maintains minimum required funding levels as set forth by the Internal Revenue Code. If contributions are required, the funding would be provided from the Company's general account assets. Pension plan contributions were not required for Aegon USA in 2015 or 2014.

Aegon USA also sponsors supplemental retirement plans to provide senior management with benefits in excess of normal retirement benefits. The plans are unfunded and are not qualified under the Internal Revenue Code. The supplemental retirement plans are governed by either Aegon USA, LLC, or the Compensation Committee of the Board of Directors of Aegon US Holding Corporation.

Table of Contents

249

Aegon USA, LLC, or the Compensation Committee of the Board of Directors has the full power and discretion to apply all of the plan's provisions, including such responsibilities as, but not limited to, interpret the plan provisions, to make factual determinations under the plan, to determine plan benefits, and to comply with any statutory reporting and disclosure requirements. The benefits are based on years of service and the employee's eligible annual compensation. The plans provide benefits based on a traditional final average formula or a cash balance formula (which defines the accrued benefit in terms of a stated account balance), depending on the age and service of the plan participant. The company funds the benefit payments of the supplemental retirement plans from its general account assets. The unfunded amount related to these plans, for which a liability has been recorded, was EUR 284 million (2014: EUR 269 million).

Aegon USA provides health care benefits to retired employees, which are unfunded plans. The post-retirement health care plans are administered by Aegon USA, LLC (Aegon USA), which has delegated the claims administration to third-party administrators. Aegon USA maintains two plans which provide retiree medical benefits. For each plan, Aegon USA has the fiduciary responsibility to administer the plan in accordance with its terms, and decides questions related to eligibility and determines plan provisions and benefit amounts. Under the Employee Retirement Income Security Act (ERISA), Aegon USA has the fiduciary responsibility to monitor the quality of services provided by the third-party claims administrator and to replace the third-party administrator if needed. In addition, Aegon USA has the fiduciary obligation to interpret the provisions of the plans, and to comply with any statutory reporting and disclosure requirements. Finally, Aegon USA reviews the terms of the plans and makes changes to the plans if and when appropriate. Aegon USA funds the benefit payments of the post-retirement health care plans from its general account assets. The post-retirement health benefit liability amounted to EUR 235 million (2014: EUR 226 million).

The weighted average duration of the defined benefit obligation is 13.2 years (2014: 14.0 years).

The principal actuarial assumptions that apply for the year ended December 31 are as follows:

Actuarial assumptions used to determine defined benefit obligations at year-end

Demographic actuarial assumptions

Mortality

2015

2014

US mortality table¹⁾

US mortality table²⁾

Financial actuarial assumptions

Discount rate

4.25%

4.00%

Salary increase rate

3.91%

3.91%

Health care trend rate	8.00%	8.25%
------------------------	-------	-------

¹ U.S. Society of Actuaries RP2014 mortality table with Scale MP2015.

² U.S. Society of Actuaries RP2014 mortality table with Scale MP2014.

The principal actuarial assumptions have an effect on the amounts reported for the defined benefit obligation. A change as indicated in the table below in the principal actuarial assumptions would have the following effects on the defined benefit obligation per year-end:

	Estimated approximate effects on the defined benefit obligation	
	2015	2014
Demographic actuarial assumptions		
10% increase in mortality rates		
10% decrease in mortality rates	(72) 79	(67) 74
Financial actuarial assumptions		
100 basis points increase in discount rate	(428)	(418)
100 basis points decrease in discount rate	530	524
100 basis points increase in salary increase rate	50	40
100 basis points decrease in salary increase rate	(43)	(35)
100 basis points increase in health care trend rate	17	18
100 basis points decrease in health care trend rate	(15)	(16)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the statement of financial position.

Table of Contents250 Notes to the consolidated financial statements [Note 41](#)

	Target allocation of plan assets for retirement benefit plans for the next annual period is:
Equity instruments	15-55%
Debt instruments	30-50%
Other	12-30%

Aegon the Netherlands

Aegon the Netherlands has a number of defined benefit plans and a small number of defined contribution plans. The defined benefit plans are governed by the Management Board of Aegon the Netherlands. The Management Board has the full power and discretion to administer the plan including developing investment policy and managing assets for the plans (although these assets do not qualify as plan assets as defined by IFRS), deciding questions related to eligibility and benefit amounts, and any disputes that may arise from plan participants and for complying with the plan provisions, and legal requirements related to the plan and its operation. Aegon the Netherlands runs, in principle, full actuarial and investment risk regarding the defined benefit plans. A part of this risk can be attributed to plan participants by lowering indexation or by increasing employee contributions.

Investment strategies are established based on asset and liability studies. The overall goal is to maximize total investment returns to provide sufficient funding for the present and anticipated future benefit obligations within the constraints of a prudent level of portfolio risk. These studies use for example return objectives and various investment instruments. Investment restrictions are updated regularly and they result in asset allocation mix and hedges.

The contributions to the retirement benefit plan of Aegon the Netherlands are paid by both the employees and the employer, with the employer contribution being variable. The benefits covered are retirement benefits, disability, death and survivor pension and are based on an average salary system. The defined benefit plans were unfunded by EUR 2,683 million at December 31, 2015 (2014: EUR 2,774 million). As the assets held by Aegon the Netherlands for retirement benefits do not meet the definition of plan assets, they were not deducted in calculating this amount. Instead, these assets are recognized as general account assets. Consequently, the return on these assets do not form part of the calculation of defined benefit expenses.

Aegon the Netherlands also has a post-retirement medical plan that contributes to the health care coverage of employees and beneficiaries after retirement. For this plan, the Aegon the Netherlands has the responsibility to administer the plan in accordance with its terms, and decides questions related to eligibility and determines plan provisions and benefit amounts. In addition, Aegon the Netherlands has the obligation to interpret the provisions of the plans, and to comply with any statutory reporting and disclosure requirements. Finally, Aegon the Netherlands

reviews the terms of the plans and makes changes to the plans if and when appropriate. The liability related to this plan amounted to EUR 61 million at December 31, 2015 (2014: EUR 46 million).

The weighted average duration of the defined benefit obligation is 18.6 years (2014: 19.1 years).

Plan amendments 2014

The Dutch government has reduced the limits for tax-free pension accruals with effect from January 1, 2015. For career average pension arrangements the maximum permitted accrual rate is 1.875% which is capped for salaries above EUR 100,000. Aegon adjusted its pension arrangement for Aegon employees in the Netherlands to reflect these governmental changes. Besides this, Aegon adjusted the indexation scheme for both current (active members) and former employees (pensioners and deferred members) as of January 1, 2015. The defined benefit obligation as at December 31, 2014 was remeasured including these adjustments, which resulted in an increase in profit or loss of EUR 45 million before tax in 2014.

Annual Report on Form 20-F 2015

Table of Contents

251

The principal actuarial assumptions that apply for the year ended December 31 are as follows:

Actuarial assumptions used to determine defined benefit obligations at year-end	2015	2014
Demographic actuarial assumptions		
Mortality	Aegon table 2013 ¹⁾	Aegon table 2013 ¹⁾
Financial actuarial assumptions		
Discount rate	2.61%	2.25%
Salary increase rate	1.76%	1.95%
Price inflation	1.76%	1.95%

¹ Based on prospective mortality table of the Dutch Actuarial Society with minor methodology adjustments. The principal actuarial assumptions have an effect on the amounts reported for the defined benefit obligation. A change as indicated in the table below in the principal actuarial assumptions would have the following effects on the defined benefit obligation per year-end:

	Estimated approximate effects on the defined benefit obligation	
	2015	2014
Demographic actuarial assumptions		
10% increase in mortality rates	(67)	(74)
10% decrease in mortality rates	75	83
Financial actuarial assumptions		
100 basis points increase in discount rate	(442)	(526)
	587	564

100 basis points decrease in discount rate		
100 basis points increase in salary increase rate	15	16
100 basis points decrease in salary increase rate	(14)	(16)
100 basis points increase in price inflation	-	2
100 basis points decrease in price inflation	-	(2)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit obligation recognized within the statement of financial position.

Table of Contents252 Notes to the consolidated financial statements [Note 41](#)**Aegon UK**

Aegon UK operated a defined benefit pension scheme providing benefits for staff based on final pensionable salary and years of service. The scheme closed to new entrants a number of years ago and closed to future accrual on March 31, 2013. Aegon UK now offers a defined contribution pension scheme to all employees.

The pension scheme is administered separately from Aegon UK and is governed by Trustees, who are required to act in the best interests of the pension scheme members.

The pension scheme Trustees are required to carry out triennial valuations on the scheme's funding position, with the latest valuation being as at March 31, 2013. As part of this triennial valuation process, a schedule of contributions is agreed between the Trustees and Aegon UK in accordance with UK pensions legislation and guidance issued by the Pensions Regulator in the UK. The schedule of contributions includes deficit reduction contributions to clear any scheme deficit. Under IAS 19, the defined benefit plan has a deficit of EUR 298 million at December 31, 2015 (2014: EUR 336 million).

The investment strategy for the scheme is determined by the trustees in consultation with Aegon UK. Currently 40% of assets are invested in growth assets (i.e. primarily equities) and 60% are liability driven investments where the investments are a portfolio of fixed interest and inflation-linked bonds and related derivatives, selected to broadly match the interest rate and inflation profile of liabilities.

Under the scheme rules, pensions in payment increase in line with the UK Retail Price Index, and deferred benefits increase in line with the UK Consumer Price Index. The pension scheme is therefore exposed to UK inflation changes as well as interest rate risks, investment returns and changes in the life expectancy of pensioners.

The weighted average duration of the defined benefit obligation is 23.0 years (2014: 24.0 years).

The principal actuarial assumptions that apply for the year ended December 31 are as follows:

Actuarial assumptions used to determine defined benefit obligations at year-end**Demographic actuarial assumptions**

Mortality

2015

2014

UK mortality table ¹⁾UK mortality table ²⁾**Financial actuarial assumptions**

Discount rate

3.90%

3.80%

Price inflation	3.10%	3.10%
-----------------	-------	-------

¹ SAPS S1NA light -2 years CMI 2014 1.50%-1.25% p.a.

² SAPS S1NA light -2 years CMI 2012 1.25% p.a.

The principal actuarial assumptions have an effect on the amounts reported for the defined benefit obligation. A change as indicated in the table below in the principal actuarial assumptions would have the following effects on the defined benefit obligation per year-end:

	Estimated approximate effects on the defined benefit obligation	
	2015	2014
Demographic actuarial assumptions		
10% increase in mortality rates	(37)	(35)
10% decrease in mortality rates	42	39
Financial actuarial assumptions		
100 basis points increase in discount rate	(341)	(333)
100 basis points decrease in discount rate	470	463
100 basis points increase in price inflation	192	193
100 basis points decrease in price inflation	(347)	(313)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the statement of financial position.

Table of Contents

253

Equity instruments

**Target allocation of plan
assets for retirement
benefit plans for
the next annual period is:**

40%

Debt instruments

60%

New Markets

Businesses included in New Markets mostly operate defined contribution plans.

42 Deferred gains

At January 1

2015

82

2014

88

Income deferred

40

1

Release to income statement

(14)

(13)

Net exchange differences

4

6

At December 31**112****82****43 Deferred tax**

Deferred tax assets

2015

25

2014

27

Deferred tax liabilities

2,764

3,151

Total net deferred tax liability / (asset)	2,740	3,124
Deferred tax assets comprise temporary differences on:		
Financial assets	2015 (5)	2014 (13)
Deferred expenses, VOBA and other intangible assets	2	2
Defined benefit plans	3	4
Losses	15	19
Other	10	14
At December 31	25	27
Deferred tax liabilities comprise temporary differences on:		
Real estate	2015 434	2014 360
Financial assets	2,730	3,449
Insurance and investment contracts	(2,500)	(3,109)
Deferred expenses, VOBA and other intangible assets	3,522	3,750
Defined benefit plans	(685)	(664)
Losses	(485)	(143)
Other	(252)	(492)
At December 31	2,764	3,151

Table of Contents**254** Notes to the consolidated financial statements **Note 43**

The following table provides a movement schedule of net deferred tax broken-down by those items for which a deferred tax asset or liability has been recognized.

	Real estate	Financial assets	Insurance and investment contracts	Deferred expenses, VOBA and other intangible assets	Defined benefit plans	Losses	Other	Total
At January 1, 2015	360	3,461	(3,109)	3,748	(668)	(161)	(507)	3,124
Disposal of a business	-	-	-	(73)	-	-	-	(73)
Charged to income statement	66	(240)	889	(569)	(33)	(327)	333	120
Charged to equity	2	(834)	-	-	81	-	(1)	(752)
Net exchange differences	6	292	(279)	383	(68)	(13)	(55)	265
Other	-	56	(1)	32	1	1	(32)	56
At December 31, 2015	434	2,735	(2,500)	3,521	(688)	(500)	(261)	2,740
At January 1, 2014	370	1,812	(2,129)	2,940	(386)	(720)	(394)	1,493
Charged to income statement	(18)	(412)	(821)	512	93	601	75	29
Charged to equity	2	1,724	-	(1)	(332)	-	2	1,394
Net exchange differences	6	303	(278)	404	(66)	(41)	(51)	277
	-	(35)	123	(211)	1	-	(4)	(127)

Transfers to disposal groups

Other	-	71	(4)	104	23	(1)	(134)	58
At December 31, 2014	360	3,461	(3,109)	3,748	(668)	(161)	(507)	3,124

In 2015, the decrease of deferred income tax liabilities primarily relates to a decrease of unrealized profits in respect of financial assets mainly driven by higher interest rates and widening credit spread.

In 2014, the increase of deferred corporate income tax liabilities primarily related to an increase of unrealized profits in respect of financial assets mainly driven by lower interest rates.

Deferred corporate income tax assets are recognized for tax losses carried forward to the extent that the realization of the related tax benefit through future taxable profits is probable. For an amount of gross EUR 294 million; tax EUR 59 million (2014: gross EUR 366 million; tax EUR 71 million) the realization of the deferred tax asset is dependent on the projection of future taxable profits from existing business in excess of the profits arising from the reversal of existing taxable temporary differences.

For the following amounts, arranged by loss carry forward periods, the deferred corporate income tax asset is not recognized:

	Gross amounts		Not recognized deferred tax assets	
	2015	2014	2015	2014
< 5 years	113	114	28	26
³ 5 - 10 years	28	24	6	5
³ 10 - 15 years	94	101	45	53
³ 15 - 20 years	-	-	-	-
Indefinitely	605	670	144	141
At December 31	841	909	222	225

Deferred corporate income tax assets in respect of deductible temporary differences are recognized to the extent that the realization of the related tax benefit through future taxable profits is probable. For the following amounts relating to Available-for-sale financial assets, Defined benefit plans and Other items the recognition of the deferred corporate income tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences:

Table of Contents

255

	Gross amounts		Deferred tax assets	
	2015	2014	2015	2014
Deferred corporate income tax asset dependent on retaining bonds and similar investments until the earlier of market recovery or maturity	1,766	641	617	224
Deferred corporate income tax asset dependent on the realization of capital profits	558	543	195	190
Other	52	17	12	3
At December 31	2,376	1,201	824	417

Aegon did not recognize deferred corporate income tax assets in respect of deductible temporary differences relating to Financial assets and Other items for the amount of gross EUR 46 million; tax EUR 9 million (2014: gross EUR 32 million; tax EUR 6 million).

Deferred corporate income tax liabilities have not been recognized for withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries. The unremitted earnings totaled gross EUR 1,769 million; tax EUR 442 million (2014: gross EUR 1,767 million; tax EUR 441 million).

All deferred corporate income taxes are non-current by nature.

44 Other liabilities

	2015	2014
Payables due to policyholders	766	1,161
Payables due to brokers and agents	979	1,571
Payables out of reinsurance	792	888
Social security and taxes payable	179	159
	5	165

Income tax payable		
Investment creditors	180	602
Cash collateral	6,576	9,233
Repurchase agreements	1,728	1,782
Commercial paper	125	124
Bank overdrafts	-	4
Other creditors	2,742	2,466
At December 31	14,074	18,152
Current	13,145	17,886
Non-current	930	266

The carrying amounts disclosed reasonably approximate the fair values at year end, given the predominantly current nature of the other liabilities.

45 Accruals

	2015	2014
Accrued interest	155	160
Accrued expenses	117	112
At December 31	272	272

The carrying amounts disclosed reasonably approximate the fair values as at the year end.

Table of Contents256 Notes to the consolidated financial statements **Note 46****46 Capital and solvency**

Aegon's total capitalization reflects the capital employed in insurance activities and consists of shareholders' capital and total gross financial leverage. Aegon aims to keep total gross financial leverage below 30% of total capitalization as measured by the gross financial leverage ratio. The gross financial leverage ratio is calculated by dividing the total gross financial leverage by the total capitalization (based on IFRS as adopted by the EU). At December 31, 2015, the gross financial leverage ratio was 27.0% (2014: 28.7%).

Additionally, Aegon manages capital adequacy at the level of the Company, its business units and the individual legal entities. The goal is to ensure that Aegon units maintain their financial strength. Aegon maintains its companies' capital adequacy levels at which ever is the higher of local regulatory requirements and, for rated entities, rating agency requirements for very strong capitalization, and any additionally self-imposed internal requirements.

The following table shows the composition of the total capitalization and the calculation of the gross financial leverage ratio:

	Note	2015	2014
Total shareholders' equity - based on IFRS as adopted by the EU	2	23,931	24,293
Non-controlling interests, share options and incentive plans not yet exercised	33, SOFP ²⁾	77	103
Revaluation reserves	32	(6,471)	(8,308)
Remeasurement of defined benefit plans	32	1,532	1,611
Shareholders' capital		19,069	17,700
Junior perpetual capital securities	33	3,008	3,008
Perpetual cumulative subordinated bonds	33	454	454
Non-cumulative subordinated notes (Other equity instruments)	33	271	271
Fixed floating subordinated notes	34	694	693
Non-cumulative subordinated notes (Subordinated borrowings)	34	65	54
Trust pass-through securities	35	157	143
Currency revaluation other equity instruments ¹⁾		269	23
Hybrid leverage		4,918	4,646
Senior debt ³⁾	39	2,015	2,367
Commercial paper and other short term debt	44	125	124
Senior leverage		2,140	2,490
Total gross financial leverage		7,057	7,137
Total capitalization		26,126	24,836
Gross financial leverage ratio		27.0%	28.7%

¹ Other equity instruments that are denominated in foreign currencies are, for purpose of calculating hybrid leverage, revalued to the period-end exchange rate.

² Non-controlling interests are disclosed in the statement of financial position.

³ Senior debt for the gross financial leverage calculation also contains swaps for an amount of EUR nil million (2014: EUR 29 million).

Aegon N.V. is subject to certain financial covenants in some of its financial agreements (such as issued debentures, credit facilities and ISDA agreements). Under these financial covenants, an event of default may occur if and when any financial indebtedness of any member of the Group is not paid when due, or not paid within any applicable grace period. The financial agreements may also include a cross default provision which may be triggered if and when any financial indebtedness of any member of the Group is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of an event of default.

All financial agreements are closely monitored periodically to assess the likelihood of a breach of any financial covenant and the likelihood thereof in the near future. On the basis of this assessment, a breach of any such covenant has not occurred.

Insurance, reinsurance, investment management and banking companies are required to maintain a minimum solvency margin based on applicable local regulations. Aegon's Insurance Group Directive ratio (IGD ratio) was 220% at the end of 2015 (2014: 208%). The 2015 end of year IGD ratio was the last to be reported and filed as Aegon's capitalization will be measured on a Solvency II basis as of January 1, 2016. The calculation of the IGD ratio was based on Solvency I capital requirements for entities within the EU (Pillar 1 for Aegon UK), and local regulatory solvency measurements for non-EU entities. Specifically, for the IGD ratio, required capital for the life insurance companies in the US was calculated as two times the upper end of the Company Action Level range (200%) as applied by the National Association of Insurance Commissioners in the United States. The calculation of the IGD ratio excluded the available and required capital of the UK with-profits funds.

Annual Report on Form 20-F 2015

Table of Contents

257

In the United States, regulation of the insurance business is principally at the state level. State insurance regulators and the National Association of Insurance Commissioners have adopted risk-based capital (RBC) requirements for insurance companies. RBC calculations measure the ratio of a company's statutory capital, which is measured on a prudent regulatory accounting basis, to a minimum capital amount determined by the risk-based capital formula. The RBC formula measures exposures to investment risk, insurance risk, market risk, and general business risk. The formula, as used for calculating the IGD ratio, applied a covariance calculation to determine the appropriate risk-based capital. Life reinsurance is treated as life insurance. The most pertinent RBC measure is the Company Action Level (CAL) risk-based capital. This is the highest regulatory intervention level and is the level at which a company has to submit a plan to its state regulators. The CAL is 200% of the authorized control level (ACL), the level at which regulators are permitted to seize control of the Company. At the end of 2015, the combined risk-based capital ratio of Aegon's life insurance subsidiaries in the United States was approximately 460% of the CAL risk-based capital.

For the insurance and reinsurance undertakings of Aegon in the EU, the European Solvency I directives as implemented in the relevant member states were applicable up to December 31, 2015. Solvency I allowed member states to require solvency standards, exceeding the minimum requirements set by the Solvency I directives. For life insurance companies the Solvency I capital requirement was by and large the sum of 4% of insurance and investment liabilities for general account and 1% of insurance and investment liabilities for account policyholders if no guaranteed investment returns were given. At the end of 2015, Aegon the Netherlands consolidated solvency capital ratio based on IFRS was approximately 240%, excluding Aegon bank.

The Prudential Regulation Authority (PRA) regulates insurance companies in the United Kingdom under the Financial Services and Markets Act 2000 and sets minimum solvency standards. Up to the end of 2015, companies had to manage their solvency positions according to the most stringent of the published Solvency I measure (Pillar 1) and a privately submitted economic capital measure (Pillar 2). At December 31, 2015, the published measure was the most stringent requirement. The Pillar 1 ratio in the United Kingdom, including the with-profits funds, was approximately 165% at the end of 2015 (with-profits funds included at unaudited June 30, 2015, values). The local regulator (PRA) requires the total required capital number of the with-profits funds to be equal to the available capital.

Aegon N.V. is subject to legal restrictions on the amount of dividends it can pay to its shareholders. Under Dutch law, the amount that is available to pay dividends consists of total shareholders' equity less the issued and outstanding capital and less the reserves required by law. The revaluation account and legal reserves, foreign currency translation reserve and other, cannot be freely distributed. In case of negative balances for individual reserves legally to be retained, no distributions can be made out of retained earnings to the level of these negative amounts. Total distributable reserves under Dutch law amounted to EUR 13,378 million at December 31, 2015 (2014: EUR 10,129 million).

The ability of Aegon's subsidiaries, principally insurance companies, to pay dividends to the holding company is constrained by the need for these subsidiaries to remain adequately capitalized to the levels set by local insurance regulations and governed by local insurance regulatory authorities. Based on the capitalization level of the local subsidiary, local insurance regulators are able to restrict and/or prohibit the transfer of dividends to the holding company. In addition, the ability of subsidiaries to pay dividends to the holding company can be constrained by the need for these subsidiaries to have sufficient shareholders' equity as determined by law. The capitalization level and shareholders' equity of the subsidiaries can be impacted by various factors (e.g. general economic conditions, capital markets risks, underwriting risk factors, changes in government regulations, legal and arbitral proceedings).

To mitigate the impact of such factors on the ability of subsidiaries to pay dividends, the subsidiaries hold additional capital in excess of the levels required by local insurance regulations.

The ability of the holding company to meet its cash obligations depends on the amount of liquid assets on its balance sheet and on the ability of the subsidiaries to pay dividends to the holding company. In order to ensure the holding company's ability to fulfil its cash obligations, it is the Company's policy that, the holding company holds liquid assets in reserve to fund at least 1.5 years of holding company operating and funding expenses, without having to rely on the receipt of dividends from its subsidiaries.

Optas N.V., an indirect subsidiary of Aegon N.V., held statutory reserves of EUR 1,050 million per December 31, 2014 which were restricted. Aegon announced in April 2014 that it had reached agreement with BPVH - a foundation representing Dutch harbor workers and employers - on removing restrictions on the capital of the harbor's former pension fund Optas pensioenen N.V., thereby ending a long-lasting dispute. After approval by the court, which was granted in January 2015, restrictions were removed three months after the date of the court ruling, when the appeal period expired. As the restrictions were removed, both the statutory reserve of EUR 1,050 million per December 31, 2014 and the amounts included in the legal reserves were transferred to retained earnings. Included in Aegon N.V.'s legal reserves was an amount of EUR 510 million per December 31, 2014 related to Optas N.V. which represented the increase in statutory reserves since the acquisition of Optas N.V. by Aegon. The statutory reserves of Optas N.V. were linked to the acquired negative goodwill related to Optas N.V. at acquisition date.

Table of Contents258 Notes to the consolidated financial statements [Note 47](#)**47 Fair value**

The estimated fair values of Aegon's assets and liabilities correspond with the amounts that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When available, Aegon uses quoted market prices in active markets to determine the fair value of investments and derivatives. In the absence of an active market, the fair value of investments in financial assets is estimated by using other market observable data, such as corroborated external quotes and present value or other valuation techniques. An active market is one in which transactions are taking place regularly on an arm's length basis. Fair value is not determined based upon a forced liquidation or distressed sale.

Valuation techniques are used when Aegon determines the market is inactive or quoted market prices are not available for the asset or liability at the measurement date. However, the fair value measurement objective remains the same, that is, to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability). Therefore, unobservable inputs reflect Aegon's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). These inputs are developed based on the best information available.

Aegon employs an oversight structure over valuation of financial instruments that includes appropriate segregation of duties. Senior management, independent of the investing functions, is responsible for the oversight of control and valuation policies and for reporting the results of these policies. For fair values determined by reference to external quotation or evidenced pricing parameters, independent price determination or validation is utilized to corroborate those inputs. Further details of the validation processes are set out below.

Valuation of assets and liabilities is based on a pricing hierarchy, in order to maintain a controlled process that will systematically promote the use of prices from sources in which Aegon has the most confidence, where the least amount of manual intervention exists and to embed consistency in the selection of price sources. Depending on asset type the pricing hierarchy consists of a waterfall that starts with making use of market prices from indices and follows with making use of third-party pricing services or brokers.

Annual Report on Form 20-F 2015

Table of Contents

259

Fair value hierarchy

The table below provides an analysis of assets and liabilities recorded at fair value on a recurring basis by level of the fair value hierarchy:

	Level I	Level II	Level III	Total 2015
Assets carried at fair value				
Available-for-sale				
Shares	29	498	293	820
Debt securities	28,701	72,307	4,144	105,151
Money market and other short-term instruments	-	7,141	-	7,141
Other investments at fair value	31	337	928	1,297
	28,761	80,283	5,365	114,409
Fair value through profit or loss				
Shares	254	385	-	640
Debt securities	16	2,217	6	2,239
Money market and other short-term instruments	-	303	-	303
Other investments at fair value	2	1,368	1,265	2,635
Investments for account of policyholders ¹⁾	121,227	76,232	1,745	199,204
Derivatives	54	11,270	222	11,545
Investments in real estate	-	-	1,990	1,990
Investments in real estate for policyholders	-	-	1,022	1,022
	121,552	91,775	6,250	219,577
Revalued amounts				
Real estate held for own use	-	-	338	338
	-	-	338	338
Total assets at fair value	150,313	172,058	11,954	334,325
Liabilities carried at fair value				
Investment contracts for account of policyholders ²⁾	16,943	23,266	156	40,365
Borrowings ³⁾	-	617	-	617
Derivatives	4	8,782	2,104	10,890
Total liabilities at fair value	16,946	32,665	2,260	51,871

¹ The investments for account of policyholders included in the table above only include investments carried at fair value through profit or loss.

² The investment contracts for account of policyholders included in the table above represents only those investment contracts carried at fair value.

³ Total borrowings on the statement of financial position contain borrowings carried at amortized cost that are not included in the above schedule.

Table of Contents**260** Notes to the consolidated financial statements **Note 47**

	Level I	Level II	Level III	Total 2014
Assets carried at fair value				
Available-for-sale				
Shares	26	316	280	623
Debt securities	27,491	70,203	3,803	101,497
Money market and other short-term instruments	-	6,799	-	6,799
Other investments at fair value	31	345	934	1,310
	27,548	77,662	5,018	110,229
Fair value through profit or loss				
Shares	217	282	-	499
Debt securities	48	1,761	17	1,826
Money market and other short-term instruments	95	405	-	500
Other investments at fair value	1	832	1,237	2,070
Investments for account of policyholders ¹⁾	114,490	73,919	1,956	190,366
Derivatives	52	27,642	320	28,014
Investments in real estate	-	-	1,792	1,792
Investments in real estate for policyholders	-	-	1,101	1,101
	114,903	104,842	6,423	226,168
Revalued amounts				
Real estate held for own use	-	-	293	293
	-	-	293	293
Total assets at fair value	142,451	182,504	11,734	336,690
Liabilities carried at fair value				
Investment contracts for account of policyholders ²⁾	15,371	22,683	165	38,220
Borrowings ³⁾	-	571	-	571
Derivatives	31	23,007	3,010	26,048
Total liabilities at fair value	15,403	46,261	3,175	64,839

¹ The investments for account of policyholders included in the table above only include investments carried at fair value through profit or loss.

² The investment contracts for account of policyholders included in the table above represents only those investment contracts carried at fair value.

³ Total borrowings on the statement of financial position contain borrowings carried at amortized cost that are not included in the above schedule.

Significant transfers between Level I, Level II and Level III

Aegon's policy is to record transfers of assets and liabilities between Level I, Level II and Level III at their fair values as of the beginning of each reporting period.

The table below shows transfers between Level I and Level II for financial assets and financial liabilities recorded at fair value on a recurring basis.

	Total 2015		Total 2014	
	Transfers Level I to Level II	Transfers Level II to Level I	Transfers Level I to Level II	Transfers Level II to Level I
Assets carried at fair value				
Available-for-sale				
Debt securities	14	156	-	45
	14	156	-	45
Fair value through profit or loss				
Shares	-	40	-	-
Investments for account of policyholders	(3)	209	163	1
	(3)	248	163	1
Total assets at fair value	11	405	163	46

Transfers are identified based on transaction volume and frequency, which are indicative of an active market.

Annual Report on Form 20-F 2015

Table of Contents

261

Movements in Level III financial instruments measured at fair value

The following table summarizes the change of all assets and liabilities measured at estimated fair value on a recurring basis using significant unobservable inputs (Level III), including realized and unrealized gains (losses) of all assets and liabilities and unrealized gains (losses) of all assets and liabilities still held at the end of the respective period.

Assets carried at fair value	Total unrealized gains and (losses) for the period recorded in the P&L for instruments held at													
	January 1, 2015	state- ment ¹⁾	OCI ²⁾	Pur- chases	Sales	Settle- ments	Net exchange differ- ence	Reclas- sifica- tion	Trans- fers from levels I and II	Trans- fers to dis- posal levels III	December 31, 2015	31, 2015 ³⁾	at	
Available-for-sale														
Shares	280	32	30	92	(124)	(33)	16	-	-	-	-	293	-	-
Debt securities	3,803	(2)	29	842	(367)	(198)	212	-	182	(359)	-	4,144	-	-
Other investments at fair value	934	(206)	9	179	(72)	(18)	102	-	-	-	-	928	-	-
	5,018	(176)	69	1,113	(563)	(249)	330	-	182	(359)	-	5,365	-	-
Fair value through profit or loss														
Debt securities	17	-	-	-	(2)	-	2	-	-	(9)	-	6	-	-
Other investments at fair value	1,237	(20)	-	179	(397)	-	139	-	291	(162)	-	1,265	17	-
Investments for account of policyholders	1,956	126	-	486	(773)	-	33	-	-	(83)	-	1,745	85	-
Derivatives	320	(173)	-	12	48	-	15	-	-	-	-	222	(176)	-
Investments in real estate	1,792	145	-	133	(163)	-	83	-	-	-	-	1,990	15	-
Investments in real estate for policyholders	1,101	67	-	280	(488)	-	60	-	-	-	-	1,022	59	-
	6,423	146	-	1,090	(1,775)	-	332	-	291	(255)	-	6,250	-	-

Revalued amounts

Real estate held for own use

293	(2)	8	21	-	-	19	-	-	-	-	338	(2)
293	(2)	8	21	-	-	19	-	-	-	-	338	(2)

Total assets at fair value

11,734	(32)	77	2,224	(2,339)	(249)	681	-	473	(614)	-	11,954	(2)
---------------	-------------	-----------	--------------	----------------	--------------	------------	----------	------------	--------------	----------	---------------	------------

Liabilities carried at fair value

Investment contracts for account of policyholders

165	3	-	12	(34)	-	14	-	-	(5)	-	156	3
-----	---	---	----	------	---	----	---	---	-----	---	-----	---

Derivatives

3,010	(925)	-	-	(98)	-	116	-	-	-	-	2,104	(972)
3,175	(922)	-	13	(131)	-	131	-	-	(5)	-	2,260	(969)

- ¹ Includes impairments and movements related to fair value hedges. Gains and losses are recorded in the line item Results from financial transactions of the income statement.
- ² Total gains and losses are recorded in line items: Gains / (losses) on revaluation of available-for-sale investments, (Gains) / losses transferred to the income statement on disposal and impairment of available-for-sale investments and Changes in revaluation reserve real estate held for own use of the statement of other comprehensive income.
- ³ Total gains / (losses) for the period during which the financial instrument was in Level III.

Table of Contents262 Notes to the consolidated financial statements **Note 47**

	Total gains / losses in			Total	Net exchange				Transfers from levels I and II	Transfers to levels I and II	Total unrealized gains and losses for the period recorded in the P&L for		
	At January 1, 2014	income statement ¹⁾	OCI ²⁾	Purchases	Sales	Settlements	modification	Reclassification	I and II	I and II	Disposal	December 31, 2014	At December 31, 2014 ³⁾
Assets carried at fair value													
Available-for-sale													
Shares	322	47	(12)	60	(153)	-	17	-	-	(1)	-	280	-
Debt securities	3,162	28	45	1,419	(504)	(268)	226	-	258	(503)	(60)	3,803	-
Other investments at fair value	826	(116)	2	155	(52)	(9)	112	-	17	-	(1)	934	-
	4,310	(41)	35	1,634	(708)	(277)	354	-	275	(503)	(61)	5,018	-
Fair value through profit or loss													
Debt securities	17	(1)	-	6	-	(9)	2	-	2	-	-	17	1
Other investments at fair value	1,217	21	-	57	(269)	-	156	-	118	(62)	-	1,237	25
Investments for account of policyholders	1,989	92	-	534	(640)	-	38	-	90	(148)	-	1,956	85
Derivatives	328	66	-	-	(17)	-	17	(75)	-	-	-	320	(76)
Investments in real estate	1,532	(4)	-	397	(224)	-	91	-	-	-	-	1,792	27
Investments in real estate for policyholders	996	53	-	66	(86)	-	73	-	-	-	-	1,101	55
	6,079	226	-	1,060	(1,236)	(9)	377	(75)	210	(209)	-	6,423	118
Revalued amounts													
Real estate held for own use	287	-	5	(14)	(5)	-	20	-	-	-	-	293	(2)
	287	-	5	(14)	(5)	-	20	-	-	-	-	293	(2)
Total assets at fair value	10,677	185	40	2,680	(1,949)	(286)	751	(75)	485	(713)	(61)	11,734	116

**Liabilities carried
at fair value**

Investment contracts for account of policyholders	114	4	-	32	(1)	-	16	-	-	-	165	4	
Derivatives	1,431	1,622	-	-	(41)	-	106	(75)	-	-	(32)	3,010	1,752
	1,545	1,626	-	32	(42)	-	122	(75)	-	-	(32)	3,175	1,756

¹ Includes impairments and movements related to fair value hedges. Gains and losses are recorded in the line item Results from financial transactions of the income statement.

² Total gains and losses are recorded in line items: Gains / (losses) on revaluation of available-for-sale investments, (Gains) / losses transferred to the income statement on disposal and impairment of available-for-sale investments and Changes in revaluation reserve real estate held for own use of the statement of other comprehensive income.

³ Total gains / (losses) for the period during which the financial instrument was in Level III.

Annual Report on Form 20-F 2015

Table of Contents

263

During 2015, Aegon transferred certain financial instruments from Level I and Level II to Level III of the fair value hierarchy. The reason for the change in level was that the market liquidity for these securities decreased, which led to a change in market observability of prices. Prior to transfer, the fair value for the Level I and Level II securities was determined using observable market transactions or corroborated broker quotes respectively for the same or similar instruments. The amount of assets and liabilities transferred to Level III was EUR 473 million (2014: EUR 485 million). Since the transfer, all such assets have been valued using valuation models incorporating significant non market-observable inputs or uncorroborated broker quotes.

Similarly, during 2015, Aegon transferred certain financial instruments from Level III to other levels of the fair value hierarchy. The change in level was mainly the result of a return of activity in the market for these securities and that for these securities the fair value could be determined using observable market transactions or corroborated broker quotes for the same or similar instruments. Transfers from Level III amounted to EUR 619 million (2014: EUR 712 million).

Table of Contents264 Notes to the consolidated financial statements **Note 47****Significant unobservable assumptions**

The table below presents information about the significant unobservable inputs used for recurring fair value measurements for certain Level III financial instruments.

		Significant unobservable input ²⁾		December 31, 2015	Range (weighted average)	December 31, 2014	Range (weighted average)
Valuation technique ¹⁾							
Assets carried at fair value							
Available-for-sale							
Shares	Net asset value	n.a.	132	n.a.	134	n.a.	
	Other	n.a.	161	n.a.	147	n.a.	
			293		280		
Debt securities	Broker quote	n.a.	3,640	n.a.	3,201	n.a.	
	Discounted cash flow	Discount rate	-	-	199	3% - 8% (7.9%)	
	Discounted cash flow	Credit spread	219	1.5% - 3.8% (2.8%)	223	0.8% - 3% (2.7%)	
	Other	n.a.	285	n.a.	180	n.a.	
			4,144		3,803		
Other investments at fair value							
Tax credit investments	Discounted cash flow	Discount rate	785	7.4%	759	8.5%	
Investment funds	Net asset value	n.a.	97	n.a.	104	n.a.	
Other	Other	n.a.	45	n.a.	72	n.a.	
			928		934		
At December 31 Fair value through profit or loss			5,365		5,018		
Debt securities	Other	n.a.	6	n.a.	17	n.a.	
			6		17		
Other investments at fair value							
Investment funds	Net asset value	n.a.	1,260	n.a.	1,231	n.a.	
Other	Other	n.a.	6	n.a.	6	n.a.	
			1,265		1,237		
Derivatives ³⁾							
Longevity swap	Discounted cash flow	Mortality	86	n.a.	82	n.a.	
Other	Other	n.a.	23	n.a.	110	n.a.	
			109		191		

Edgar Filing: AEGON NV - Form 20-F

Real estate								
Investments in real estate	Direct capitalization technique	Capitalization rate	640	4.8% - 10.5% (6.3%)	580	4.5% - 11% (7%)		
			1,148	n.a.	1,069	n.a.		
	Appraisal value	n.a.	202	n.a.	143	n.a.		
	Other	n.a.	1,990		1,792			
			3,370		3,237			
At December 31								
Revalued amounts								
Real estate held for own use	Direct capitalization technique	Capitalization rate	163	6.5% - 9.5% (7.9%)	137	6.5% - 9.5% (7.9%)		
			116	n.a.	100	n.a.		
	Appraisal value	n.a.	60	n.a.	56	n.a.		
	Other	n.a.	338		293			
			9,073		8,547			
At December 31								
Total assets at fair value ³⁾								
Liabilities carried at fair value								
Derivatives								
Embedded derivatives in insurance contracts	Discounted cash flow	Own credit spread	2,072	0.3% - 0.4% (0.3%)	2,939	0.3%		
			32	n.a.	71	n.a.		
Other	Other	n.a.						
			2,104		3,010			
Total liabilities at fair value								

¹ Other in the table above (column Valuation technique) includes investments for which the fair value is uncorroborated and no broker quote is received.

² Not applicable (n.a.) has been included when no significant unobservable assumption has been identified and used.

³ Investments for account of policyholders are excluded from the table above and from the disclosure regarding reasonably possible alternative assumptions. Policyholder assets, and their returns, belong to policyholders and do not impact Aegon's net income or equity. The effect on total assets is offset by the effect on total liabilities. Derivatives exclude derivatives for account of policyholders amounting to EUR 113 million (2014: EUR 129).

Annual Report on Form 20-F 2015

Table of Contents

265

For reference purposes, the valuation techniques included in the table above are described in more detail on the following pages.

Effect of changes in significant unobservable assumptions to reasonably possible alternatives

Financial liabilities carried at fair value	December 31, 2015	Effect of reasonably possible alternative assumptions (+/-)		Effect of reasonably possible alternative assumptions (+/-)		
		Increase	Decrease	December 31, 2014	Increase	Decrease
Embedded derivatives in insurance contracts	a 2,072	196	(187)	2,939	180	(171)

The table above presents the impact on a fair value measurement of a change in an unobservable input for embedded derivatives in insurance contracts. It is estimated that changing one or more of the unobservable inputs to reflect reasonable possible alternatives in valuation of other Level III financial investments would have no significant impact for the Group. The impact of changes in inputs may not be independent, therefore the descriptions provided below indicate the impact of a change in an input in isolation:

- a. To determine the fair value of the bifurcated embedded derivatives related to guarantees, a discount rate is used including own credit spread. An increase in own credit spread results in lower valuation, while a decrease results in a higher valuation of the embedded derivatives. Aegon increased or decreased its own credit spread by 20 basis points.

Fair value information about assets and liabilities not measured at fair value

The following table presents the carrying values and estimated fair values of assets and liabilities, excluding assets and liabilities which are carried at fair value on a recurring basis.

2015	Carrying amount	Estimated fair value hierarchy	Total estimated fair value
	December 31, 2015		December 31,

		Level I	Level II	Level III	2015
Assets					
Mortgage loans - held at amortized cost	32,899	-	-	37,648	37,648
Private loans - held at amortized cost	2,847	-	79	3,086	3,165
Other loans - held at amortized cost	2,517	-	2,301	215	2,517
Liabilities					
Trust pass-through securities - held at amortized cost	157	-	146	-	146
Subordinated borrowings - held at amortized cost	759	681	147	-	828
Borrowings - held at amortized cost	11,829	1,735	706	9,753	12,194
Investment contracts - held at amortized cost	17,260	-	7,219	10,641	17,860
					Total
	Carrying amount				estimated fair value
	December 31,				December 31,
2014	2014	Estimated fair value hierarchy			2014
		Level I	Level II	Level III	
Assets					
Mortgage loans - held at amortized cost	31,729	-	-	36,692	36,692
Private loans - held at amortized cost	2,058	-	73	2,381	2,454
Other loans - held at amortized cost	2,516	-	2,144	372	2,516
Liabilities					
Trust pass-through securities - held at amortized cost	143	-	139	-	139
Subordinated borrowings - held at amortized cost	747	734	94	-	828
Borrowings - held at amortized cost	13,588	2,208	1,532	10,316	14,056
Investment contracts - held at amortized cost	14,985	-	5,542	9,951	15,492

Table of Contents**266** Notes to the consolidated financial statements **Note 47**

Certain financial instruments that are not carried at fair value are carried at amounts that approximate fair value, due to their short-term nature and generally negligible credit risk. These instruments include cash and cash equivalents, short-term receivables and accrued interest receivable, short-term liabilities, and accrued liabilities. These instruments are not included in the table above.

Fair value measurement

The description of Aegon's methods of determining fair value and the valuation techniques are described on the following pages.

Shares

When available, Aegon uses quoted market prices in active markets to determine the fair value of its investments in shares. Fair values for unquoted shares are estimated using observations of the price/earnings or price/cash flow ratios of quoted companies considered comparable to the companies being valued. Valuations are adjusted to account for company-specific issues and the lack of liquidity inherent in an unquoted investment. Adjustments for lack of liquidity are generally based on available market evidence. In addition, a variety of other factors are reviewed by management, including, but not limited to, current operating performance, changes in market outlook and the third-party financing environment.

Available-for-sale shares include shares in a Federal Home Loan Bank (FHLB) for an amount of EUR 120 million (2014: EUR 107 million) that are measured at par, which are reported as part of Other. A FHLB has implicit financial support from the United States government. The redemption value of the shares is fixed at par and they can only be redeemed by the FHLB.

Real estate funds, private equity funds and hedge funds

The fair values of investments held in non-quoted investment funds are determined by management after taking into consideration information provided by the fund managers. Aegon reviews the valuations each month and performs analytical procedures and trending analyses to ensure the fair values are appropriate.

Debt securities

The fair values of debt securities are determined by management after taking into consideration several sources of data. When available, Aegon uses quoted market prices in active markets to determine the fair value of its debt securities. As stated previously, Aegon's valuation policy utilizes a pricing hierarchy which dictates that publicly available prices are initially sought from indices and third-party pricing services. In the event that pricing is not available from these sources, those securities are submitted to brokers to obtain quotes. The majority of brokers' quotes are non-binding. As part of the pricing process, Aegon assesses the appropriateness of each quote (i.e. as to whether the quote is based on observable market transactions or not) to determine the most appropriate estimate of fair value. Lastly, securities are priced using internal cash flow modeling techniques. These valuation methodologies commonly use the following inputs: reported trades, bids, offers, issuer spreads, benchmark yields, estimated prepayment speeds, and/or estimated cash flows.

To understand the valuation methodologies used by third-party pricing services Aegon reviews and monitors the applicable methodology documents of the third-party pricing services. Any changes to their methodologies are noted and reviewed for reasonableness. In addition, Aegon performs in-depth reviews of prices received from third-party pricing services on a sample basis. The objective for such reviews is to demonstrate that Aegon can corroborate detailed information such as assumptions, inputs and methodologies used in pricing individual securities against documented pricing methodologies. Only third-party pricing services and brokers with a substantial presence in the market and with appropriate experience and expertise are used.

Third-party pricing services will often determine prices using recently reported trades for identical or similar securities. The third-party pricing service makes adjustments for the elapsed time from the trade date to the balance sheet date to take into account available market information. Lacking recently reported trades, third-party pricing services and brokers will use modeling techniques to determine a security price where expected future cash flows are developed based on the performance of the underlying collateral and discounted using an estimated market rate.

Periodically, Aegon performs an analysis of the inputs obtained from third-party pricing services and brokers to ensure that the inputs are reasonable and produce a reasonable estimate of fair value. Aegon's asset specialists and investment valuation specialists consider both qualitative and quantitative factors as part of this analysis. Several examples of analytical procedures performed include, but are not limited to, recent transactional activity for similar debt securities, review of pricing statistics and trends and consideration of recent relevant market events. Other controls and procedures over pricing received from indices, third-party pricing services, or brokers include validation checks such as exception reports which highlight significant price changes, stale prices or unpriced securities. Additionally, Aegon performs back testing on a sample basis. Back testing involves selecting a sample of securities trades and comparing the prices in those transactions to prices used for financial reporting. Significant variances between the price used for financial reporting and the transaction price are investigated to explain the cause of the difference.

Table of Contents

267

Credit ratings are also an important consideration in the valuation of securities and are included in the internal process for determining Aegon's view of the risk associated with each security. However, Aegon does not rely solely on external credit ratings and there is an internal process, based on market observable inputs, for determining Aegon's view of the risks associated with each security.

Aegon's portfolio of private placement securities (held at fair value under the classification of available-for-sale or fair value through profit or loss) is valued using a matrix pricing methodology. The pricing matrix is obtained from a third-party service provider and indicates current spreads for securities based on weighted average life, credit rating, and industry sector. Each month, Aegon's asset specialists review the matrix to ensure the spreads are reasonable by comparing them to observed spreads for similar bonds traded in the market. Other inputs to the valuation include coupon rate, the current interest rate curve used for discounting and a liquidity premium to account for the illiquid nature of these securities. The liquidity premiums are determined based upon the pricing of recent transactions in the private placements market; comparing the value of the privately offered security to a similar public security. The impact of the liquidity premium for private placement securities to the overall valuation is insignificant.

Aegon's portfolio of debt securities can be subdivided in Residential mortgage-backed securities (RMBS), Commercial mortgage-backed securities (CMBS), Asset-backed securities (ABS), Corporate bonds and Sovereign debt. Below relevant details in the valuation methodology for these specific types of debt securities are described.

[Residential mortgage-backed securities, commercial mortgage-backed securities and asset-backed securities](#)

Valuations of RMBS, CMBS and ABS are monitored and reviewed on a monthly basis. Valuations per asset type are based on a pricing hierarchy which uses a waterfall approach that starts with market prices from indices and follows with third-party pricing services or brokers. The pricing hierarchy is dependent on the possibilities of corroboration of the market prices. If no market prices are available, Aegon uses internal models to determine fair value. Significant inputs included in the internal models are generally determined based on relative value analyses, which incorporate comparisons to instruments with similar collateral and risk profiles. Market standard models may be used to model the specific collateral composition and cash flow structure of each transaction. The most significant unobservable input is liquidity premium which is embedded in the discount rate.

[Corporate bonds](#)

Valuations of corporate bonds are monitored and reviewed on a monthly basis. The pricing hierarchy is dependent on the possibility of corroboration of market prices when available. If no market prices are available, valuations are determined by a discounted cash flow methodology using an internally calculated yield. The yield is comprised of a credit spread over a given benchmark. In all cases the benchmark is an observable input. The credit spread contains both observable and unobservable inputs. Aegon starts by taking an observable credit spread from a similar bond of the given issuer, and then adjust this spread based on unobservable inputs. These unobservable inputs may include subordination, liquidity and maturity differences.

[Sovereign debt](#)

When available, Aegon uses quoted market prices in active markets to determine the fair value of its sovereign debt investments. When Aegon cannot make use of quoted market prices, market prices from indices or quotes from

third-party pricing services or brokers are used.

Tax credit investments

The fair value of tax credit investments is determined by using a discounted cash flow valuation technique. This valuation technique takes into consideration projections of future capital contributions and distributions, as well as future tax credits and the tax benefits of future operating losses. The present value of these cash flows is calculated by applying a discount rate. In general, the discount rate is determined based on the cash outflows for the investments and the cash inflows from the tax credits and/or tax benefits (and the timing of these cash flows). These inputs are unobservable in the market place.

Mortgage loans, policy loans and private loans *(held at amortized cost)*

For private loans, fixed interest mortgage loans and other loans originated by the Group, the fair value used for disclosure purposes is estimated by discounting expected future cash flows using a current market rate applicable to financial instruments with similar yield and maturity characteristics. For fixed interest mortgage loans, the market rate is adjusted for expenses, prepayment rates, lapse assumptions (unobservable inputs), liquidity and credit risk (market observable inputs). An increase in expense spread, prepayment rates and/or prepayment assumptions, would decrease the fair value of the mortgage loan portfolio.

Table of Contents**268** Notes to the consolidated financial statements **Note 47**

The fair value of floating interest rate mortgage loans, policy loans and private placements used for disclosure purposes is assumed to be approximated by their carrying amount, adjusted for changes in credit risk. Credit risk adjustments are based on market observable credit spreads if available, or management's estimate if not market observable.

Money market and other short-term investments and deposits with financial institutions

The fair value of assets maturing within a year is assumed to be approximated by their carrying amount adjusted for credit risk where appropriate. Credit risk adjustments are based on market observable credit spreads if available, or management's estimate if not market observable.

Derivatives

Where quoted market prices are not available, other valuation techniques, such as option pricing or stochastic modeling, are applied. The valuation techniques incorporate all factors that a typical market participant would consider and are based on observable market data when available. Models are validated before they are used and calibrated to ensure that outputs reflect actual experience and comparable market prices.

Fair values for exchange-traded derivatives, principally futures and certain options, are based on quoted market prices in active markets. Fair values for over-the-counter (OTC) derivative financial instruments represent amounts estimated to be received from or paid to a third party in settlement of these instruments. These derivatives are valued using pricing models based on the net present value of estimated future cash flows, directly observed prices from exchange-traded derivatives, other OTC trades, or external pricing services. Most valuations are derived from swap and volatility matrices, which are constructed for applicable indices and currencies using current market data from many industry standard sources. Option pricing is based on industry standard valuation models and current market levels, where applicable. The pricing of complex or illiquid instruments is based on internal models or an independent third party. For long-dated illiquid contracts, extrapolation methods are applied to observed market data in order to estimate inputs and assumptions that are not directly observable. To value OTC derivatives, management uses observed market information, other trades in the market and dealer prices.

Aegon's valuation of its euro-denominated derivatives positions in the Netherlands is based on the Overnight Index Swap (OIS) curve.

Some OTC derivatives are so-called longevity derivatives. The payout of longevity derivatives is linked to publicly available mortality tables. The derivatives are measured using the present value of the best estimate of expected payouts of the derivative plus a risk margin. The best estimate of expected payouts is determined using best estimate of mortality developments. Aegon determined the risk margin by stressing the best estimate mortality developments to quantify the risk and applying a cost-of-capital methodology. Depending on the duration of the longevity swaps either the projected mortality development or discount rate are the most significant unobservable inputs.

Aegon normally mitigates counterparty credit risk in derivative contracts by entering into collateral agreements where practical and in ISDA master netting agreements for each of the Group's legal entities to facilitate Aegon's right to offset credit risk exposure. Changes in the fair value of derivatives attributable to changes in counterparty credit risk were not significant.

[Embedded derivatives in insurance contracts including guarantees](#)

Bifurcated guarantees for minimum benefits in insurance and investment contracts are carried at fair value. These guarantees include Guaranteed minimum withdrawal benefits (GMWB) in the United States and United Kingdom which are offered on some variable annuity products and are also assumed from a ceding company; minimum investment return guarantees on insurance products offered in the Netherlands, including group pension and traditional products; variable annuities sold in Europe. Additionally, Aegon offers guarantees on variable annuities sold through its joint venture in Japan.

Since the price of these guarantees is not quoted in any market, the fair values of these guarantees are based on discounted cash flows calculated as the present value of future expected payments to policyholders less the present value of assessed rider fees attributable to the guarantees. Given the complexity and long-term nature of these guarantees which are unlike instruments available in financial markets, their fair values are determined by using stochastic models under a variety of market return scenarios. A variety of factors are considered, including own credit spread, expected market rates of return, equity and interest rate volatility, correlations of market returns, discount rates and actuarial assumptions. The most significant unobservable factor is own credit spread. The weighted average own credit spread used in the valuations of embedded derivatives in insurance contracts remained stable at 0.3% (2014: 0.3%).

Annual Report on Form 20-F 2015

Table of Contents

269

The expected returns are based on risk-free rates. Aegon added a premium to reflect the credit spread as required. The credit spread is set by using the Credit default swap (CDS) spreads of a reference portfolio of life insurance companies (including Aegon), adjusted to reflect the subordination of senior debt holders at the holding company level to the position of policyholders at the operating company level (who have priority in payments over other creditors). Aegon's assumptions are set by region to reflect differences in the valuation of the guarantee embedded in the insurance contracts.

Aegon extrapolates yield curves beyond market observable maturities. The discount rates converge linearly in 10 years to an Ultimate Forward Rate of 4.25% from the last liquid point. The uniform last liquid point for all Aegon's major currencies (EUR, USD and GBP) is set at 30 years.

Since many of the assumptions are unobservable and are considered to be significant inputs to the liability valuation, the liability included in future policy benefits has been reflected within Level III of the fair value hierarchy. Refer to note 38 Guarantees in insurance contracts for more details about Aegon's guarantees.

Real estate

Valuations of both investments in real estate and real estate held for own use are conducted in full by independent external appraisers at least every three to five years and reviewed at least once a year by qualified internal appraisers to ensure the value correctly reflects the fair value at the balance sheet date. Appraisals are different for each specific local market, but are based on market guidelines such as International Valuation Standards, Uniform Standards of Professional Appraisal Practice or guidelines issued by the Investment Property Databank. Valuations are mostly based on active market prices, adjusted for any difference in the nature, location or condition of the specific property. If such information is not available, other valuation methods are applied, considering the value that the property's net earning power will support, the value indicated by recent sales of comparable properties and the current cost of reproducing or replacing the property. Discount rates used in the valuation of real estate reflect the risk embedded in the projected cash flows for the asset being valued. Capitalization rates represent the income rate for a real estate property that reflects the relationship between a single year's net operating income expectancy and the total property price or value. For property held for own use, appraisers consider the present value of the future rental income cash flows that could be achieved had the real estate been rented to a third party.

Investment contracts

Investment contracts issued by Aegon are either carried at fair value (if they are designated as financial liabilities at fair value through profit or loss) or amortized cost (with fair value being disclosed in the notes to the consolidated financial statements). These contracts are not quoted in active markets and their fair values are determined by using valuation techniques, such as discounted cash flow methods and stochastic modeling or in relation to the unit price of the underlying assets. All models are validated and calibrated. A variety of factors are considered, including time value, volatility, policyholder behavior, servicing costs and fair values of similar instruments.

Similar to embedded derivatives in insurance contracts, certain investment products are not quoted in active markets and their fair values are determined by using valuation techniques. Because of the dynamic and complex nature of these cash flows, stochastic or similar techniques under a variety of market return scenarios are often used. A variety of factors are considered, including expected market rates of return, market volatility, correlations of market returns,

discount rates and actuarial assumptions.

The expected returns are based on risk-free rates, such as the current London Interbank Offered Rate (LIBOR) swap rates and associated forward rates, the Overnight Index Swap (OIS) curve or the current rates on local government bonds. Market volatility assumptions for each underlying index are based on observed market implied volatility data and/or observed market performance. Correlations of market returns for various underlying indices are based on observed market returns and their inter-relationships over a number of years preceding the valuation date. Current risk-free spot rates are used to determine the present value of expected future cash flows produced in the stochastic projection process.

Assumptions on customer behavior, such as lapses, included in the models are derived in the same way as the assumptions used to measure insurance liabilities.

[Trust pass-through securities and subordinated borrowings](#)

Trust pass-through securities and subordinated borrowings are either carried at fair value (if they are designated as financial liabilities at fair value through profit or loss) or amortized cost (with fair value being disclosed in the notes to the consolidated financial statements). For the determination of the fair value of these instruments, the level hierarchy as described by IFRS is used. The preferred

Table of Contents**270** Notes to the consolidated financial statements **Note 47**

method of obtaining the fair value of the fair value option bonds is the quoted price (Level I). In case markets are less liquid or the quoted prices are not available, an internal model is used, based on parameters which are market observable (Level II). Aegon uses a discounted cash flow method including yield curves such as deposit rates, floating rates and 3-month swap rates. In addition, Aegon includes own credit spread based on Aegon's credit default swap curve.

Summary of total financial assets and financial liabilities at fair value through profit or loss

The table that follows summarizes the carrying amounts of financial assets and financial liabilities that are classified as at fair value through profit or loss, with appropriate distinction between those financial assets and financial liabilities held for trading and those that, upon initial recognition, were designated as at fair value through profit or loss.

	2015		2014	
	Trading	Designated	Trading	Designated
Investments for general account	74	5,742	150	4,746
Investments for account of policyholders	-	199,204	-	190,366
Derivatives with positive values not designated as hedges	9,885	-	25,789	-
Total financial assets at fair value through profit or loss	9,959	204,947	25,940	195,112
Investment contracts for account of policyholders	-	40,365	-	38,220
Derivatives with negative values not designated as hedges	9,852	-	24,186	-
Borrowings	-	617	-	571
Total financial liabilities at fair value through profit or loss	9,852	40,981	24,186	38,791
Investments for general account				

The Group manages certain portfolios on a total return basis which have been designated at fair value through profit or loss. This includes portfolios of investments in limited partnerships and limited liability companies (primarily hedge funds) for which the performance is assessed internally on a total return basis. In addition, some investments that include an embedded derivative that would otherwise have required bifurcation, such as convertible instruments, preferred shares and credit linked notes, have been designated at fair value through profit or loss.

Investments for general account backing insurance and investment liabilities, that are carried at fair value with changes in the fair value recognized in the income statement, are designated at fair value through profit or loss. The Group elected to designate these investments at fair value through profit or loss, as a classification of financial assets as available-for-sale would result in accumulation of unrealized gains and losses in a revaluation reserve within equity, while changes to the liability would be reflected in net income (accounting mismatch).

Investments for account of policyholders

Investments held for account of policyholders comprise assets that are linked to various insurance and investment contracts for which the financial risks are borne by the customer. Under the Group's accounting policies these insurance and investment liabilities are measured at the fair value of the linked assets with changes in the fair value recognized in the income statement. To avoid an accounting mismatch the linked assets have been designated as at fair value through profit or loss.

In addition, the investment for account of policyholders include with profit assets, where an insurer manages these assets together with related liabilities on a fair value basis in accordance with a documented policy of asset and liability management. In accordance with the Group's accounting policies, these assets have been designated as at fair value through profit or loss.

Investment contracts for account of policyholders

With the exception of the financial liabilities with discretionary participating features that are not subject to the classification and measurement requirements for financial instruments, all investment contracts for account of policyholders that are carried at fair value or at the fair value of the linked assets are included in the table above.

Derivatives

With the exception of derivatives designated as a hedging instrument, all derivatives held for general account and held for account of policyholders are included in the table above.

Table of Contents

271

Borrowings

Borrowings designated as at fair value through profit or loss includes financial instruments that are managed on a fair value basis together with related financial assets and financial derivatives (note 39 Borrowings).

Gains and losses recognized in the income statement on financial assets and financial liabilities classified as at fair value through profit or loss can be summarized as follows:

	2015		2014	
	Trading	Designated	Trading	Designated
Net gains and (losses)	(1,350)	1,228	8,160	4,839

No loans and receivables were designated at fair value through profit or loss.

Changes in the fair value of investment contracts for account of policyholders designated at fair value through profit or loss were not attributable to changes in Aegon's credit spread. There are also no differences between the carrying amounts of these financial liabilities and the contractual amounts payable at maturity (net of surrender penalties).

Refer to note 39 Borrowings for the impact of Aegon's own credit spread on the fair value of the borrowings designated at fair value through profit or loss.

48 Commitments and contingencies**Investments contracted**

In the normal course of business, the Group has committed itself through purchase and sale transactions of investments, mostly to be executed in the course of 2016. The amounts represent the future outflow and inflow, respectively, of cash related to these investment transactions that are not reflected in the consolidated statement of financial position.

	2015		2014	
	Purchase	Sale	Purchase	Sale
Real estate	-	70	-	34
Mortgage loans	488	56	388	60
Private loans	98	-	122	-

Other	670	-	422	-
-------	-----	---	-----	---

Mortgage loans commitments represent undrawn mortgage loan facility provided and outstanding proposals on mortgages. The sale of mortgage loans relates to pre-announced redemptions on mortgage loans. Private loans represents deals on Aegon's portfolio of private placement securities that Aegon has committed to, but have not yet settled and funded. Other commitments include future purchases of interests in investment funds and limited partnerships.

Other commitments and contingencies

	2015	2014
Guarantees		
Standby letters of credit	708	732
Share of contingent liabilities incurred in relation to interests in joint ventures	29	30
Other guarantees	27	18
Other commitments and contingent liabilities	24	22
	20	25

Guarantees include those guarantees associated with the sale of investments in low-income housing tax credit partnerships in the United States. Standby letters of credit amounts reflected above are the liquidity commitment notional amounts. In addition to the guarantees shown in the table, guarantees have been given for fulfillment of contractual obligations such as investment mandates related to investment funds.

Table of Contents272 Notes to the consolidated financial statements [Note 48](#)**Contractual obligations**

An Aegon N.V. indirect US life subsidiary has a net worth maintenance agreement with its subsidiary Transamerica Life (Bermuda) Ltd, pursuant to which Transamerica Life Insurance Company, a US life insurance subsidiary, will provide capital sufficient to maintain a S&P AA financial strength rating and capital sufficient to comply with the requirements of the countries in which its branches are located.

Transamerica Corporation, a wholly-owned subsidiary of Aegon N.V., has provided a parental guarantee to TLIC Riverwood Reinsurance, Inc. (TRRI), an affiliated captive reinsurer, for the cash payments required fulfilling reinsurance payments to Transamerica Life Insurance Company, to the extent that the assets in the captive (TRRI) are not sufficient to cover reinsurance obligations. As of December 31, 2015, this amounted to EUR 1,842 million (2014 EUR: 1,595 million).

Aegon N.V. entered into a contingent capital letter for an amount of JPY 7.5 billion (EUR 57 million) to support its joint venture Aegon Sony Life Insurance Company meeting local statutory requirements.

Aegon N.V. has guaranteed and is severally liable for the following:

- ⌚ Due and punctual payment of payables due under letter of credit agreements applied for by Aegon N.V. as co-applicant with its captive insurance companies that are subsidiaries of Transamerica Corporation and Commonwealth General Corporation. At December 31, 2015, the letter of credit arrangements utilized by captives to provide collateral to affiliates amounted to EUR 3,750 million (2014: EUR 2,403 million); as of that date no amounts had been drawn, or were due under these facilities. Other letter of credit arrangements for subsidiaries amounted to EUR 235 million (2014: EUR 114 million); as of that date no amounts had been drawn, or were due under these facilities;
- ⌚ Due and punctual payment of payables due under letter of credit agreements or guarantees provided for subsidiaries of Transamerica Corporation at December 31, 2015 amounted to EUR 3,467 million (2014: EUR 3,099 million). As of that date no amounts had been drawn, or were due under letter of credit facilities. The guarantees partly related to debt amounted to EUR 1,448 million (2014: EUR 1,275 million) and is included in the Operational funding table in note 39 Borrowings of the consolidated financial statements of the Group in the line USD 1.54 billion Variable Funding Surplus Note ;
- ⌚ Due and punctual payment of payables by the consolidated group companies Transamerica Corporation, Aegon Funding Company LLC and Commonwealth General Corporation with respect to bonds, capital trust pass-through securities and notes issued under commercial paper programs amounted to EUR 615 million (2014: EUR 552 million); and
- ⌚ Due and punctual payment of any amounts owed to third parties by the consolidated group company Aegon Derivatives N.V. in connection with derivative transactions. Aegon Derivatives N.V. only enters into derivative transactions with counterparties with which ISDA master netting agreements, including collateral support annex agreements, have been agreed. Net (credit) exposure on derivative transactions with these counterparties was therefore limited as of December 31, 2015.

Legal and arbitration proceedings, regulatory investigations and actions

Aegon is involved in litigation in the ordinary course of business, including litigation where compensatory or punitive damages and mass or class relief are sought. Current and former customers, both institutional as well as individual, and groups representing customers, initiate litigation. Also, certain groups encourage others to bring lawsuits in

respect of products. Aegon has established litigation policies to deal with claims, defending when the claim is without merit and seeking to settle in certain circumstances. There can be no assurances that Aegon will be able to resolve existing litigation in the manner it expects or that existing or future litigation will not result in unexpected liability.

Certain of the products we sell are complex and involve significant investment risks that may be passed on to Aegon's customers. Aegon has, from time to time, received claims from certain current and former customers, and groups representing customers, in respect of certain products. Aegon has in the past agreed to make payments, in some cases substantial, or adjustments to policy terms to settle those claims or disputes as we believed appropriate.

In addition, the insurance industry has routinely been the subject of litigation, investigations, regulatory activity and challenges by various governmental and enforcement authorities and policyholder advocate groups involving wide-ranging subjects such as transparency of disclosure - issues and the charges included in products, employment or third party relationships, adequacy of internal operational controls and processes, environmental matters, anti-competition, privacy, information security and intellectual property infringement. For example, unclaimed property administrators and state insurance regulators performed examinations of the life insurance industry in the United States, including certain of Aegon's subsidiaries. This included multi-state examinations. Additionally, some states conducted separate examinations or instituted separate enforcement actions under their unclaimed property laws and related claims settlement practices. As other insurers in the United States have done, Aegon Americas identified certain additional internal processes that it has implemented or is in the process of implementing. Aegon Americas initially established reserves to this

Annual Report on Form 20-F 2015

Table of Contents

273

matter in 2011, which have been partially released on a quarterly basis as policy level reconciliation efforts are completed, with a reserve of approximately EUR 16 million remaining at year end 2015. Like various other major insurers in the United States, Aegon subsidiaries in the United States entered into settlements with insurance regulators regarding claims settlement practices. While Aegon believes the reserves it has established for these unclaimed property matters are adequate to cover expected obligations, there can be no assurances that actual exposures will not exceed reserve amounts or that additional sources of liability related to those examinations or other unclaimed property-related matters will not arise in the future.

Aegon subsidiaries have received inquiries from local authorities and policyholder advocate groups in various jurisdictions including the United States, the United Kingdom and the Netherlands. In the normal course of business, reviews of processes and procedures are undertaken to ensure that customers have been treated fairly, and to respond to matters raised by policyholders and their representatives. There is a risk that Aegon is not able to resolve some or all such matters in the manner that it expects. In certain instances, Aegon subsidiaries modified business practices in response to such inquiries or the findings thereof. Regulators may seek fines or other monetary penalties or changes in the way Aegon conducts its business. For example, in 2014 the UK Financial Conduct Authority fined Aegon GBP 8.3 million for past sales practices related to accident insurance products sold by an affinity marketing unit that was active in several European countries and as to which Aegon elected to cease writing new business.

Aegon has defended and Aegon intends to continue defending itself vigorously when Aegon believes claims are without merit. Aegon has also sought and intends to continue to seek to settle certain claims, including via policy modifications, in appropriate circumstances. Aegon refers to the settlement Aegon reached in 2009 with Stichting Verliespolis and Stichting Woekerpolis in The Netherlands, two major customer interest groups. In 2012, Aegon accelerated certain product improvements that reduce future costs and that increase policy value for its customers with unit-linked insurance policies. With these measures, Aegon committed to the best of class principles of the Dutch Ministry of Finance for certain existing unit-linked products. These principles were the result of an industry-wide review by the Ministry of the various agreements reached between individual insurance companies and customer interest groups in relation to unit-linked insurance policies. The Ministry made a strong appeal to all industry participants to apply its principles. As a result of this acceleration, Aegon took a one-off charge of EUR 265 million before tax in 2012. In addition, Aegon decided to reduce future policy costs for the large majority of its unit-linked portfolio. At the time of that acceleration, that decision was expected to decrease income before tax over the remaining duration of the policies by approximately EUR 125 million in aggregate, based on the present value at the time of the decision. While parties such as the Ombudsman Financiële Dienstverlening (the Netherlands financial services industry ombudsman) supported the arrangements reached with customer interest groups, the public debate over the adequacy generally of these and other arrangements, as well as discussions in the Dutch Parliament, continue and may lead to re-examination and adjustment of the settlements made. It is not yet possible to determine the direction or outcome of these matters, including what actions, if any, Aegon may take in response thereto, due to commercial necessity or future rulings or, for example, at the instigation of regulatory authorities, or the impact that any such actions may have on Aegon's business, results of operations and financial position. For example, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten or AFM) issued a request to the insurance industry to contact certain customers to determine whether unit-linked products sold in the past, actually perform as originally contemplated. Aegon has actively responded to that request by contacting customers to assess the performance of these products in the context of the then current objectives of that customer and to solicit an informed decision by those customers whether or not to continue with, make changes to or terminate these products (activeren van klanten). This process is actively monitored by the AFM, including the percentage of customers

contacted. Sanctions may be imposed if the AFM determines that an insurer did not conduct this process adequately as well as timely. The Dutch Parliament introduced specific legislation in this respect and closely monitors the process. Any changes in legislation, regulatory requirements or perceptions of commercial necessity may have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

In general, individual customers as well as policyholder advocate groups and their representatives, continue to focus on the level of fees and other charges included in products sold by the insurance industry (including Aegon), as well as the transparency of disclosure regarding such fees and charges and other product features and risks. In 2013, the Dutch Supreme Court denied Aegon's appeal from a ruling of the Court of Appeal with respect to a specific Aegon unit-linked product, the KoersPlan product. Between 1989 and 1998, Aegon issued, sold or advised on approximately 600,000 KoersPlan policies. In 2011, the Court of Appeal ruled that Aegon should have more clearly informed its customers about the amount of premium which the company charged in relation to the death benefit embedded in those products. Prior to the ruling Aegon had already taken steps to improve its communications with customers as well as adjusting the amounts charged to KoersPlan customers. As a result of the Dutch Supreme Court's denial of appeal, Aegon compensated the approximately 35,000 holders of KoersPlan products who were plaintiffs in the litigation and took a charge of EUR 25 million in 2013 in connection therewith. In 2014, Aegon announced that it would voluntarily compensate holders of KoersPlan products that were not plaintiffs in the litigation. The compensation amounts to the difference, if any, between the amount of premium charged by Aegon for a comparable risk in a product providing only death benefit coverage over the same period, and the premium (if

Table of Contents**274** Notes to the consolidated financial statements **Note 48**

higher) actually charged by Aegon in connection with the KoersPlan product. This voluntary product improvement was supported by the consumer interest group that initiated the court action over the KoersPlan product, Stichting Koersplandewegkwijt. This improvement was extended to all tontine saving plan products (Spaarkassen). However, another interest group, Stichting Woekerpolisproces, announced in 2014 that it expected in the future to file a claim in court against Aegon, alleging that the compensation is too low and should be paid not only to all KoersPlan policyholders, but also to all holders of other products sold by Aegon with a death benefit (and corresponding premium payment obligation). It is not yet possible to determine what actions, if any, Aegon may take in connection with any such expectations, or demands or claims, due to commercial necessity or future rulings or, for example, at the instigation of regulatory authorities, or the impact that any such actions may have on Aegon's business, results of operations and financial position.

Aegon expects this to remain an industry issue for the foreseeable future. In 2013, the Klachteninstituut Financiële Dienstverlening (KIFID), rendered an interim decision against another insurance company in The Netherlands. KIFID is an independent body that offers an alternative forum for customers to file complaints or claims over financial services. Its decisions may be appealed to the courts. In its interim decision, KIFID found that the consumer had not been adequately informed of the so-called initial costs embedded within its unit linked policy, nor of the leverage component thereof, and challenged the contractual basis for the charges. There are claims pending with KIFID filed by customers over Aegon products and that arguably include similar allegations. If KIFID were to finally decide unfavorably and that decision were to be upheld by a court, there can be no assurances that ultimately the aggregate exposure to Aegon of such adverse decisions would not have a material adverse effect on Aegon's results of operations or financial position if the principles underlying any such decision were to be applied also to Aegon products.

In April 2015, the European Court of Justice ruled on preliminary questions raised in a court case pending before the District Court in Rotterdam against another insurance company in The Netherlands. The main preliminary question considered by the European Court of Justice was whether European law permits the application of information requirements based on general principles of Dutch law that potentially extend beyond information requirements as explicitly prescribed by local laws and regulations in force at the time the policy was written. The European Court ruled that member states may impose on insurers obligations of transparency of disclosure in addition to those existing under European law, provided that those additional obligations are sufficiently clear and concrete as well as known to an insurer in advance. The European Court has left it to the national court to decide in specific cases whether the obligations under Dutch law meet those principles. It is possible that a judgment, although it would address a question of legal principle only and would be rendered in a case against another insurer, may ultimately be used by plaintiffs against Aegon or to support potential claims against Aegon. Future claims based on emerging legal theories could have a material adverse effect on Aegon's businesses, results of operations and financial condition.

Proceedings in which Aegon is involved

In March 2014, consumer interest group Vereniging Woekerpolis.nl filed a claim against Aegon in court. The claim related to a range of unit-linked products that Aegon sold in the past, including products over which Aegon was involved in litigation in the past, like the KoersPlan product. While the number of products to which the claim may relate was reduced by the court in its interlocutory ruling of October 28, 2015, it still concerns the majority of Aegon's unit-linked portfolio. The claim challenges a variety of elements of these products, on multiple legal grounds, including allegations made in earlier court cases. There can be no assurance that the claim from Vereniging Woekerpolis.nl may not ultimately have a material adverse effect on Aegon's results of operations or financial position.

Holders of unit-linked policies filed claims in civil court against Aegon in Poland over the fees payable by a customer at the time of the initial purchase for certain products or retrospectively due on surrender for other products. While fees were explicitly disclosed to policyholders in policy documentation at the time of investment, the plaintiffs allege they are too high or that there is no contractual basis to charge fees altogether. In October 2014, the Polish Office of Competition and Consumer Protection fined Aegon for an amount of EUR 6 million in relation to its communication around early surrender fees. While this fine was not directly related to the civil claims, for reasons of commercial necessity as well as at the instigation of the regulatory authorities, Aegon decided to modify the early surrender fee structure. Aegon recorded a charge of EUR 23 million in the fourth quarter of 2014 in connection therewith. In December 2015, Aegon reached a settlement with the Polish Office of Competition and Consumer Protection on reducing the fees payable by a customer at the time of the initial purchase, and took a related charge of EUR 11 million. There can be no assurances that ultimately the exposure to Aegon in connection with allegations such as those underlying the claims in Poland, would not have a material adverse effect on Aegon's results of operations or financial position.

Aegon subsidiaries and other US industry participants have been named in representative and purported class action lawsuits alleging, among other things, that asset-based fees charged for investment products offered on 401(k) platforms were higher than those generally available in the market. Matters like these are being defended vigorously; however, at this time, due to the nature and the type of claims, it is not practicable for Aegon to quantify a range or maximum liability or the timing of the financial impact, if any. There can be no assurance that such claims may not have a material adverse effect on Aegon's results of operations or financial position.

Annual Report on Form 20-F 2015

Table of Contents

275

Aegon's US operations also face employment-related lawsuits from time to time. Aegon is defending a suit filed by self-employed independent insurance agents associated with one of Aegon's financial marketing units who have claimed that they are, in fact, employees of the organization. While Aegon believes these independent contractors are not employees, if Aegon were not to prevail on that point, there can be no assurance that the outcome would not have a material effect on Aegon's results of operations and financial condition. It is not practicable for Aegon to quantify a range or maximum liability or the timing of the financial impact, if any.

A former subsidiary of Transamerica Corporation was involved in a contractual dispute with a Nigerian travel broker over an alleged contract dispute that arose in 1976. That dispute was resolved in Delaware court for USD 235,000 plus interest. The plaintiff took the Delaware judgment relating to the 1976 dispute to a Nigerian court and alleged that it was entitled to approximately the same damages for 1977 through 1984 despite the absence of any contract relating to those years. The Nigerian court recently issued a judgment in favor of the plaintiff of the alleged actual damages as well as pre-judgment interest of approximately USD 120 million. Aegon believes the Nigerian court decided the matter incorrectly and intends to appeal the decision in Nigeria as well as to contest any effort by the plaintiff to collect on the judgment. Aegon has no material assets located in Nigeria.

Future lease payments

	2015			2014		
	Not later than 1 year	1-5 years	Later than 5 years	Not later than 1 year	1-5 years	Later than 5 years
Future lease payments						
Operating lease obligations						
	79	186	254	79	170	231
Operating lease rights	62	156	56	64	150	59

The operating lease obligations relate mainly to office space leased from third parties.

The operating lease rights relate to non-cancellable commercial property leases.

49 Transfers of financial assets

Transfers of financial assets occur when Aegon transfers contractual rights to receive cash flows of financial assets or when Aegon retains the contractual rights to receive the cash flows of the transferred financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in that arrangement.

In the normal course of business Aegon is involved in the following transactions:

- Transferred financial assets that are not derecognized in their entirety:

- ⌚ Securities lending; whereby Aegon legally (but not economically) transfers assets and receives cash and non-cash collateral. The transferred assets are not derecognized. The obligation to repay the cash collateral is recognized as a liability. The non-cash collateral is not recognized on the balance sheet; and
- ⌚ Repurchase activities; whereby Aegon receives cash for the transferred assets. The financial assets are legally (but not economically) transferred, but are not derecognized. The obligation to repay the cash received is recognized as a liability.
- ⌚ Transferred financial assets that are derecognized in their entirety and Aegon does not have a continuing involvement (normal sale);
- ⌚ Transferred financial assets that are derecognized in their entirety, but where Aegon has a continuing involvement;
- ⌚ Collateral accepted in the case of securities lending, reverse repurchase agreement and derivative transactions; and
- ⌚ Collateral pledged in the case of (contingent) liabilities, repurchase agreements, securities borrowing and derivative transactions.

The following disclosures provide details for transferred financial assets that are not derecognized in their entirety, transferred financial asset that are derecognized in their entirety, but where Aegon has a continuing involvement and assets accepted and pledged as collateral.

Table of Contents276 Notes to the consolidated financial statements [Note 49](#)**49.1 Transferred financial assets that have not been derecognized in their entirety**

The following table reflects the carrying amount of financial assets that have been transferred to another party in such a way that part or all of the transferred financial assets do not qualify for derecognition. Furthermore, it reflects the carrying amounts of the associated liabilities.

	2015			
	Available-for-sale financial assets		Financial assets at fair value through profit or loss Investments for account of policyholders	
	Shares	Debt securities	Debt securities	
Carrying amount of transferred assets	171	7,001	33	589
Carrying amount of associated liabilities	180	7,141	35	608
	2014			
	Available-for-sale financial assets		Financial assets at fair value through profit or loss Investments for account of policyholders	
	Shares	Debt securities	Debt securities	
Carrying amount of transferred assets	250	7,840	24	645
Carrying amount of associated liabilities	264	7,999	25	660

Securities lending and repurchase activities

The table above includes financial assets that have been transferred to another party under securities lending and repurchase activities.

Aegon retains substantially all risks and rewards of those transferred assets, this includes credit risk, settlement risk, country risk and market risk. The assets are transferred in return for cash collateral or other financial assets. Non-cash collateral is not recognized in the statement of financial position. Cash collateral is recorded on the statement of financial position as an asset and an offsetting liability is established for the same amount as Aegon is obligated to return this amount upon termination of the lending arrangement. Cash collateral is usually invested in pre-designated high quality investments. The sum of cash and non-cash collateral is typically greater than the market value of the related securities loaned. Refer to note 49.3 Assets accepted and note 49.4 Assets pledged for an analysis of collateral

accepted and pledged in relation to securities lending and repurchase agreements.

49.2 Transferred financial assets that are derecognized in their entirety, but where Aegon has continuing involvement

Aegon has no transferred financial assets with continuing involvement that are derecognized in their entirety as per year-end 2015 and 2014.

49.3 Assets accepted

Aegon receives collateral related to securities lending, reverse repurchase activities and derivative transactions. Non-cash collateral is not recognized in the statement of financial position. To the extent that cash is paid for reverse repurchase agreements, a receivable is recognized for the corresponding amount.

The following tables present the fair value of the assets received in relation to securities lending and reverse repurchase activities:

Securities lending	2015	2014
Carrying amount of transferred financial assets		
	6,069	6,966
Fair value of cash collateral received		
	4,232	4,145
Fair value of non-cash collateral received	1,998	2,457
Net exposure	(161)	364
Non-cash collateral that can be sold or repledged in the absence of default		
	1,390	1,689
Non-cash collateral that has been sold or transferred	-	-

Annual Report on Form 20-F 2015

Table of Contents

277

	2015	2014
Reverse repurchase agreements		
Cash paid for reverse repurchase agreements		
	4,416	4,722
Fair value of non-cash collateral received	4,445	4,751
Net exposure	(29)	(29)
Non-cash collateral that can be sold or repledged in the absence of default	3,462	3,877
Non-cash collateral that has been sold or transferred	-	-

The above items are conducted under terms that are usual and customary to standard securities lending activities, as well as requirements determined by exchanges where the bank acts as intermediary.

In addition, Aegon can receive collateral related to derivative transactions that it enters into. The credit support agreement will normally dictate the threshold over which collateral needs to be pledged by Aegon or its counterparty. Transactions requiring Aegon or its counterparty to post collateral are typically the result of over-the-counter derivative trades, comprised mostly of interest rate swaps, currency swaps and credit swaps. Refer to the credit risk section in note 4 Financial risks for details on collateral received for derivative transactions.

49.4 Assets pledged

Aegon pledges assets that are on its statement of financial position in securities borrowing transactions, in repurchase transactions, in derivative transactions and against long-term borrowings. In addition, in order to trade derivatives on the various exchanges, Aegon posts margin as collateral.

These transactions are conducted under terms that are usual and customary to standard long-term borrowing, derivative and securities borrowing activities, as well as requirements determined by exchanges where the bank acts as intermediary.

Non-cash financial assets that are borrowed or purchased under agreement to resell are not recognized in the statement of financial position.

To the extent that cash collateral is paid, a receivable is recognized for the corresponding amount. If other non-cash financial assets are given as collateral, these are not derecognized.

The following tables present the carrying amount of collateral pledged and the corresponding amounts.

	2015	2014
Assets pledged for general account and contingent liabilities		
General account (contingent) liabilities	3,729	3,463

Collateral pledged	5,348	4,469
Net exposure	(1,619)	(1,006)
Non-cash collateral that can be sold or repledged by the counterparty	-	-

Assets pledged for repurchase agreements

Cash received on repurchase agreements

Collateral pledged (transferred financial assets)

Net exposure**2015** 2014

1,728 1,758

1,724 1,793

4 **(35)**

As part of Aegon's mortgage loan funding program in the Netherlands, EUR 6.4 billion (2014: EUR 8.2 billion) has been pledged as security for notes issued (note 39 Borrowings). In addition, in order to trade derivatives on the various exchanges, Aegon posts margin as collateral. The amount of collateral pledged for derivative transactions was EUR 1,166 million (2014: EUR 1,419 million).

Table of Contents278 Notes to the consolidated financial statements **Note 50****50 Offsetting, enforceable master netting arrangements and similar agreements**

The following table provides details relating to the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognized financial assets and recognized financial liabilities.

Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements 2015	Gross amounts of recognized financial liabilities		Net amounts of set off in financial assets presented in the statement of financial position		Related amounts not set off in the statements of financial position		Net amount
	amounts of recognized financial assets	financial position	financial position	Financial instruments	Cash collateral received (excluding surplus collateral)		
Derivatives	10,692	-	10,692	8,458	1,721		514
At December 31	10,692	-	10,692	8,458	1,721		514
2014							
Derivatives	27,221	1	27,220	21,885	4,034		1,300
At December 31	27,221	1	27,220	21,885	4,034		1,300

Financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements	Gross amounts of recognized financial liabilities		Net amounts of set off in financial assets presented in the statement of financial position		Related amounts not set off in the statements of financial position		Net amount
	amounts of recognized financial liabilities	financial assets set off	financial liabilities presented in the statement of financial position	Financial instruments	Cash collateral pledged (excluding surplus collateral)		

Edgar Filing: AEGON NV - Form 20-F

	the statement of financial position		position			
2015						
Derivatives	8,336	-	8,336	7,905	190	240
At December 31	8,336	-	8,336	7,905	190	240
2014						
Derivatives	22,638	1	22,637	21,542	198	897
At December 31	22,638	1	22,637	21,542	198	897

Financial assets and liabilities are offset in the statement of financial position when the Group has a legally enforceable right to offset and has the intention to settle the asset and liability on a net basis, or to realize the asset and settle the liability simultaneously.

Aegon mitigates credit risk in derivative contracts by entering into collateral agreements, where practical, and in ISDA master netting agreements for each of the Aegon's legal entities to facilitate Aegon's right to offset credit risk exposure. The credit support agreement will normally dictate the threshold over which collateral needs to be pledged by Aegon or its counterparty. Transactions requiring Aegon or its counterparty to post collateral are typically the result of over-the-counter derivative trades, comprised mostly of interest rate swaps, currency swaps and credit swaps. These transactions are conducted under terms that are usual and customary to standard long-term borrowing, derivative, securities lending and securities borrowing activities, as well as requirements determined by exchanges where the bank acts as intermediary.

Table of Contents

279

51 Business combinations**Acquisitions****2015**

On June 4, 2015 Aegon completed a strategic asset management partnership with La Banque Postale. Under the terms of the agreement, Aegon has acquired a 25% stake in La Banque Postale Asset Management (LBPAM) for a consideration of EUR 117 million.

On September 25, 2015, Aegon announced that it has acquired Mercer's US defined contribution record-keeping business. On December 31, 2015, Aegon completed the acquisition after obtaining regulatory approval. The total purchase price amounted to EUR 70 million (USD 78 million), consisting of EUR 64 million (USD 71 million) cash and EUR 6 million (USD 7 million) contingent consideration.

On December 7, 2015 Aegon announced that it has increased its investment in Aegon Religare Life Insurance Company ARLI from 26 percent to 49 percent. The company has been renamed as Aegon Life Insurance Company Ltd.

2014

There were no material acquisitions during 2014.

2013

On February 8, 2013, Aegon closed the acquisition of 100% of Fidem Life, a life insurance company in Ukraine. Fidem Life was rebranded Aegon Ukraine and is integrated into the governance and management structure of Aegon CEE.

Divestments/Disposals**2015**

On March 3, 2015, Aegon completed the sale of its 35% share in La Mondiale Participations following the granting of approval by the French Competition Authority (Autorité de la Concurrence). The agreement to sell Aegon's stake in La Mondiale Participations to La Mondiale for EUR 350 million was announced on November 24, 2014. Proceeds from the sale were added to Aegon's excess capital buffer, and increased the group's Insurance Group Directive (IGD) solvency ratio by over 4 percentage points at the time of the sale.

On July 31, 2015, Aegon completed the sale of its Canadian life insurance business following regulatory approval. The agreement to sell Aegon's Canadian life insurance business for an amount of CAD 600 million (EUR 428 million) was announced on October 16, 2014. The transaction resulted in a book loss of CAD 1,054 million (EUR 751 million) recorded and presented as part of other charges, please refer to Note 17 Other charges. Aegon used the proceeds of this transaction for the redemption of the USD 500 million 4.625% senior bond which was due in December 2015.

The results of the Canadian operations reflect amounts previously recorded in Other Comprehensive Income that were reclassified into the income statement including CAD 178 million (EUR 127 million) release of the foreign currency translation reserve, CAD (72) million (EUR (51) million) release of the net foreign investment hedging reserve and CAD 668 million (EUR 476 million) for the release of the available for sale reserve. The net cash proceeds were CAD 543 million (EUR 387 million) consisting of CAD 600 million (EUR 428 million) cash received and the cash and cash equivalents included in the sale of CAD 57 million (EUR 41 million). Expenses related to the transaction, including cost of sale, amounted to CAD 11 million (EUR 8 million).

On September 1, 2015, Aegon completed the sale of Clark Consulting following regulatory approval. The agreement to sell Clark Consulting for USD 177.5 million (EUR 160 million) was announced on July 10, 2015 and resulted in a gain of USD 8 million (EUR 7 million).

On September 7, 2015, Aegon completed the sale of its 25.1% share in platform provider and discretionary fund manager Seven Investment Management (7IM) for GBP 19 million (EUR 26 million). This transaction has led to a net gain of GBP 7 million (EUR 10 million). 7IM was recorded as an associate in the books of Aegon.

Table of Contents

280 Notes to the consolidated financial statements **Note 52**

2014

No divestments were completed in 2014.

2013

On June 12, 2013, Aegon UK announced the sale of national independent financial advisor (IFA) Positive Solutions to Intrinsic Financial Services. The loss on the sale amounted to EUR 22 million. The sale was completed in the third quarter of 2013.

On December 30, 2013, Aegon Czech Republic completed the sale of its local pension business. The consideration amounted to EUR 6 million and resulted in a book loss, in 2013, of EUR 7 million.

52 Group companies

Subsidiaries

The principle subsidiaries of the parent company Aegon N.V. are listed by geographical segment. All are wholly owned, directly or indirectly, unless stated otherwise, and are involved in insurance or reinsurance business, asset management or services related to these activities. The voting power in these subsidiaries held by Aegon is equal to the shareholdings.

Americas

- ⌚ Transamerica Advisors Life Insurance Company, Little Rock, Arkansas (United States);
- ⌚ Transamerica Casualty Insurance Company, Columbus, Ohio (United States);
- ⌚ Transamerica Corporation, Wilmington, Delaware (United States);
- ⌚ Transamerica Financial Life Insurance Company, Inc., Albany, New York (United States);
- ⌚ Transamerica Life Insurance Company, Cedar Rapids, Iowa (United States); and
- ⌚ Transamerica Premier Life Insurance Company, Cedar Rapids, Iowa (United States).

The Netherlands

- ⌄ Aegon Bank N.V., Utrecht;
- ⌄ Aegon Hypotheken B.V., The Hague;
- ⌄ Aegon Levensverzekering N.V., The Hague;
- ⌄ Aegon Schadeverzekering N.V., The Hague;
- ⌄ Aegon Spaarkas N.V., The Hague;
- ⌄ Optas Pensioenen N.V., Rotterdam;
- ⌄ TKP Pensioen B.V., Groningen; and
- ⌄ Unirobe Meeùs Groep B.V., The Hague.
United Kingdom
- ⌄ Origen Financial Services Ltd., London; and
- ⌄ Scottish Equitable plc, Edinburgh.
New Markets
- ⌄ Aegon España S.A., Madrid (Spain) (99.98%);
- ⌄ Aegon Magyarország Általános Biztosító Zártkörűen Működő Részvénytársaság, Budapest (Hungary);
- ⌄ Aegon Towarzystwo Ubezpieczeń na Życie Spółka Akcyjna, Warsaw (Poland);
- ⌄ Private Joint Stock Company Insurance Company Aegon Life Ukraine , Kiev (Ukraine); and
- ⌄ Transamerica Life (Bermuda) Ltd., Hamilton, Bermuda.

The legally required list of participations as set forth in articles 379 and 414 of Book 2 of the Dutch Civil Code has been registered with the Trade Register in The Hague. Aegon N.V. has issued a statement of liability as meant in

article 403 of Book 2 of the Dutch Civil Code for its subsidiary company Aegon Derivatives N.V.

Annual Report on Form 20-F 2015

Table of Contents

281

Joint ventures

The principal joint ventures are listed by geographical segment.

The Netherlands

⌚ AMVEST Vastgoed B.V., Utrecht (50%), property management and development.
New Markets

⌚ Aegon Industrial Fund Management Co., Ltd, Shanghai (China), (49%);

⌚ Aegon Santander Generales Seguros y Reaseguros, S.A., Madrid (Spain), (51%);

⌚ Aegon Santander Portugal Vida Companhia de Seguros de Vida S.A., Lisbon (Portugal), (51%);

⌚ Aegon Santander Portugal Não Vida Companhia de Seguros S.A., Lisbon (Portugal), (51%);

⌚ Aegon Santander Vida Seguros y Reaseguros, S.A., Madrid (Spain) (51%);

⌚ Aegon Sony Life Insurance Co, Tokyo (Japan), (50%);

⌚ Aegon-THTF Life Insurance Company Ltd, Shanghai (China), (50%); and

⌚ Liberbank Vida y Pensiones, Seguros y Reaseguros, S.A., Oviedo (Spain), company (50%).
Refer to note 25 Investments in joint ventures for further details on these investments.

Investments in associates

The principal investments in associates are listed by geographical segment.

Americas

⌚ Mongeral Aegon, Seguros e Previdencia S.A., Rio de Janeiro (Brazil), (50%).
The Netherlands

⌚ N.V. Levensverzekering-Maatschappij De Hoop, The Hague, (33.3%).
United Kingdom

⌚ Tenet Group Limited, Leeds, (22%).
New Markets

⌚ Aegon Life Insurance Company, Mumbai (India), life insurance company, (49%); and
⌚ La Banque Postale Asset Management, Paris (France), (25%).
Refer to note 26 Investments in associates for further details on these investments.

53 Related party transactions

In the normal course of business, Aegon enters into various transactions with related parties. Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial or operating decisions. Related parties of Aegon include, amongst others, its associates, joint ventures, key management personnel and the defined benefit and contribution plans. Transactions between related parties have taken place on an arm's length basis. Transactions between Aegon and its subsidiaries that are deemed related parties have been eliminated in the consolidation and are not disclosed in the notes.

Related party transactions include, among others, transactions between Aegon N.V. and Vereniging Aegon.

On November 13, 2015, Vereniging Aegon exercised its options rights to purchase in aggregate 760 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by a correction to Aegon's issuance of shares on May 21, 2015, in connection with the Long Term Incentive Plans for senior management.

On May 21, 2015, Vereniging Aegon exercised its options rights to purchase in aggregate 3,686,000 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by issuance of shares on May 21, 2015, in connection with the Long Term Incentive Plans for senior management.

Table of Contents**282** Notes to the consolidated financial statements **Note 53**

On January 1, 2015, Vereniging Aegon exercised its options rights to purchase in aggregate 9,680 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by issuance of shares on January 1, 2015, in connection with the Long Term Incentive Plans for senior management.

On May 22, 2014, and with effect of May 21, 2014, Vereniging Aegon exercised its options rights to purchase in aggregate 2,320,280 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by Aegon's issuance of shares on May 21, 2014, in connection with the Long Term Incentive Plans for senior management.

On July 5, 2013, and with effect of June 14, 2013, Vereniging Aegon exercised its option rights to purchase in aggregate 12,691,745 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by Aegon's issuance of shares on June 14, 2013, being the final dividend 2012 in the form of stock dividend.

On May 29, 2013, the Articles of Association of Aegon N.V. were amended, which included the conversion of all outstanding 329,773,000 preferred shares A and B with a nominal value of EUR 0.25 each, all owned by Vereniging Aegon, into 120,713,389 common shares and 566,313,694 common shares B with a nominal value of EUR 0.12 each. The financial rights attached to a common share B was determined at 1/40th of the financial rights attached to a common share, (see also the section Major Shareholders).

On May 29, 2013, Aegon N.V. and Vereniging Aegon entered into an amendment of the 1983 Amended Merger Agreement between Aegon N.V. and Vereniging Aegon. Following this 2013 amendment, Vereniging Aegon's call option relates to common shares B. Vereniging Aegon may exercise its call option on common shares B to keep or restore its total stake at 32.6% irrespective of the circumstances that caused the total shareholding to be or become lower than 32.6% (see also the section Major Shareholders).

On May 29, 2013, Aegon N.V. and Vereniging Aegon entered into a Voting Rights Agreement, which ensures that under normal circumstances, i.e. except in the event of a Special Cause, Vereniging Aegon will no longer be allowed to exercise more votes than is proportionate to the financial rights represented by its shares. This means that in absence of a Special Cause, Vereniging Aegon may cast one vote for every common share it holds and only one vote for every 40 common shares B it holds, (see also the section Major Shareholders).

On February 15, 2013, Aegon N.V. and Vereniging Aegon reached an agreement to simplify the capital structure of Aegon N.V. and to exchange all of Aegon's preferred shares for cash and common shares, subject to approval by the Annual General Meeting of Shareholders, which was given on May 15, 2013.

Remuneration of members of the Management Board

The Management Board, which assists the Executive Board in pursuing Aegon's strategic goals, is formed by members of the Executive Board, the CEO's of Aegon USA, Aegon the Netherlands, Aegon UK and Aegon Central & Eastern Europe, and Aegon's Chief Risk Officer. The total remuneration for the members of the Management Board over 2015 was EUR 15.2 million (2014: EUR 14.9 million; 2013: EUR 15.2 million), consisting of EUR 6.3 million (2014: EUR 5.1 million; 2013: EUR 5.0 million) fixed compensation, EUR 4.9 million variable compensation awards (2014: EUR 5.2 million; 2013: EUR 6.3 million), EUR 1.6 million (2014: EUR 2.0 million; 2013: EUR 1.3 million) other

benefits and EUR 2.5 million (2014: EUR 2.6 million; 2013: EUR 1.6 million) pension premiums.

In 2013 a special tax-levy (crisis tax), as introduced by the Dutch government, was accrued for members of the Management Board employed in the Netherlands. In 2013 this amounted to EUR 1.0 million. The special tax levy is no longer applicable as from 2014. Expenses as recognized under IFRS in the income statement for variable compensation and pensions differ from the variable compensation awards and pension premiums paid due to the accounting treatment under respectively IFRS 2 and IAS 19. IFRS expenses related to variable compensation amounted to EUR 5.0 million (2014: EUR 5.6 million; 2013: EUR 6.3 million) and EUR 3.4 million (2014: EUR 2.0 million; 2013: EUR 1.7 million) for pensions.

Additional information on the remuneration and share-based compensation of members of the Executive Board and the remuneration of the Supervisory Board is disclosed in the sections below (all amounts in EUR 000, except where indicated otherwise).

Annual Report on Form 20-F 2015

Table of Contents

283

Remuneration of members of the Executive Board

The information below reflects the compensation and various related expenses for members of the Executive Board. Under the current remuneration structure, rewards are paid out over a number of years, or in the case of shares, vest over a number of years. This remuneration structure has made it more relevant to present rewards earned during a certain performance year instead of what was received in a certain year.

Fixed compensation

In EUR thousand	2015	2014	2013
Alexander R. Wynaendts	1,154	1,154	1,049
Darryl D. Button ¹⁾	991	753	475
Jan J. Nooitgedagt ²⁾	-	-	434
Total fixed compensation	2,145	1,907	1,958

¹ Mr. Button was appointed as CFO and member of Aegon's Executive Board on May 15, 2013. Fixed compensation is disclosed for the period that Mr. Button has been part of the Executive Board. In his position as CFO and member of Aegon's Executive Board Mr. Button earned in 2015 an annual base salary of USD 1.1 million (2014: USD 1.0 million; 2013: USD 0.6 million). Amounts are based on USD, converted to EUR, based on annual average exchange rates.

² Mr. Nooitgedagt's fixed compensation is reflective of his time with Aegon until retirement as of August 1, 2013.

Conditional variable compensation awards

In EUR thousand	2015	2014	2013
Alexander R. Wynaendts	923	913	1,032
Darryl D. Button ¹⁾	784	600	468
Jan J. Nooitgedagt ²⁾	-	-	434
Total conditional variable compensation awards	1,707	1,513	1,934

¹ Mr. Button was appointed as CFO and member of Aegon's Executive Board on May 15, 2013. Conditional variable compensation is disclosed for the period that Mr. Button has been part of the Executive Board. Amounts are based on USD, converted to EUR, based on annual average exchange rates.

² Mr. Nooitgedagt's conditional variable compensation is reflective of his time with Aegon until retirement as of August 1, 2013.

The amounts in the table represent the conditional variable compensation awards earned during the related performance year. Expenses recognized under IFRS accounting treatment in the income statement for conditionally awarded cash and shares differ from the awards. For the performance year 2015 and previous performance years,

expenses under IFRS for Mr. Wynaendts amounted to EUR 900 (2014: EUR 958; 2013: EUR 1,026).

For Mr. Button, the expenses under IFRS with regard to conditionally awarded cash and shares recognized in the income statement during the performance year 2015 for his role as CFO and member of Aegon's Executive Board amounted to EUR 683 (2014: EUR 466; 2013: EUR 288). In performance year 2013 and previous performance years Mr. Button has been awarded with variable compensation in his role as CFO of Americas and Head of Corporate Financial Center. The related expenses under IFRS for those awards recognized in 2015 for the period that Mr. Button has been part of the Executive Board amount to EUR 312 (2014: EUR 372; 2013: EUR 500).

In 2013, expenses recognized in the income statement for Mr. Nooitgedagt amounted to EUR 836. Under IFRS, expenses related to conditional variable compensation awards are recognized in full at retirement date. Therefore, expenses under IFRS in 2013 for Mr. Nooitgedagt relate to the conditional variable compensation awards for the performance year 2013 as well as for previous performance years. The vesting conditions and applicable holding periods for the awards of Mr. Nooitgedagt remain nevertheless unchanged. Mr. Nooitgedagt retired on August 1, 2013 and he has been awarded no variable compensation in 2015 or 2014.

2015

Over the performance year 2015, Mr. Wynaendts was awarded EUR 923 in total conditional variable compensation. Mr. Button was awarded EUR 784.

Variable compensation is split 50/50 in a cash payment and an allocation of shares. Of the variable compensation related to performance year 2015, 40% is payable in 2016. Accordingly, Mr. Wynaendts and Mr. Button will receive a cash payment of EUR 185 and EUR 157 respectively. The number of shares to be made available in 2016 relating to performance year 2015 is 30,219 and 23,621 for Mr. Wynaendts and Mr. Button respectively. To the vested shares, with the exception of shares sold to meet income tax obligations, a retention (holding) period is applicable for a future three years, before they are at the disposal of the Executive Board members.

Table of Contents**284** Notes to the consolidated financial statements **Note 53**

The remaining part of variable compensation for the performance year 2015 (60%), for Mr. Wynaendts EUR 277 and 45,330 shares and for Mr. Button EUR 235 and 35,433 shares, is to be paid out in equal portions in 2017, 2018 and 2019, subject to ex-post assessments, which may result in downward adjustments and may be subject to additional conditions being met. Any payout will be split 50/50 in a cash payment and an allocation of shares vesting. The vested shares, with the exception of shares sold to meet income tax obligations, are subject to a three year retention (holding) period, before they are at the disposal of the Executive Board members.

2014

Over the performance year 2014, Mr. Wynaendts was awarded EUR 913 in total conditional variable compensation. Mr. Button was awarded EUR 600.

Variable compensation is split 50/50 in a cash payment and an allocation of shares. Of the variable compensation related to performance year 2014, 40% was payable in 2015. Accordingly, Mr. Wynaendts and Mr. Button received a cash payment of EUR 183 and EUR 120 respectively. The number of shares made available in 2015 relating to performance year 2014 was 27,105 and 17,302 for Mr. Wynaendts and Mr. Button respectively. To the vested shares, with the exception of shares sold to meet income tax obligations, a retention (holding) period is applicable for a future three years, before they are at the disposal of the Executive Board members.

The remaining part of variable compensation for the performance year 2014 (60%), for Mr. Wynaendts EUR 274 and 40,656 shares and for Mr. Button EUR 180 and 25,956 shares, is to be paid out in equal portions in 2016, 2017 and 2018, subject to ex-post assessments, which may result in downward adjustments and may be subject to additional conditions being met. Any payout will be split 50/50 in a cash payment and an allocation of shares vesting. The vested shares, with the exception of shares sold to meet income tax obligations, are subject to a three year retention (holding) period, before they are at the disposal of the Executive Board members.

2013

During the performance year 2013, Mr. Wynaendts was awarded EUR 1,032 in total conditional variable compensation. Mr. Button was awarded EUR 468 for the period he served as member of the Executive Board.

Variable compensation is split 50/50 in a cash payment and an allocation of shares. Of the variable compensation related to performance year 2013, 40% was payable in 2014. Accordingly, Mr. Wynaendts and Mr. Button received a cash payment of EUR 206 and EUR 94 respectively. The number of shares that was made available in 2014 related to performance year 2013 was 41,961 and 19,146 for Mr. Wynaendts and Mr. Button respectively. The vested shares, with the exception of shares sold to meet income tax obligations, are subject to a three year retention (holding) period before they are at the disposal of the Executive Board members.

The remaining part of variable compensation for the performance year 2013 (60%), for Mr. Wynaendts EUR 309 and 62,943 shares and for Mr. Button EUR 140 and 28,716 shares, is to be paid out in equal portions in 2015, 2016 and 2017, subject to ex-post assessments, which may result in downward adjustments and may be subject to additional conditions being met. Any payout will be split 50/50 in cash payment and an allocation of shares vesting. To the vested shares, with the exception of shares sold to meet income tax obligations, a retention (holding) period is applicable for a further three years, before they are at the disposal of the Executive Board members.

Mr. Nooitgedagt was awarded EUR 434 variable compensation for the period he served as a member of the Executive Board in 2013. Variable compensation is split 50/50 in a cash payment and an allocation of shares. Of the variable compensation related to performance year 2013, 40% was payable in 2014. Accordingly, Mr. Nooitgedagt received a cash payment of EUR 87. The number of shares to be made available in 2014 related to performance year 2013 is 17,650. Of the remaining 60%, EUR 130 and 26,478 shares is to be paid out in future years and subject to ex-post assessments, which may result in downward adjustments. In each of the years 2015, 2016 and 2017, equal portions of the deferred variable compensation over 2013 may be made available. Any payout will be split 50/50 in cash payment and an allocation of shares vesting. The vested shares (with the exception of shares sold to meet income tax obligations) are subject to a three year retention (holding) period before they are at the disposal of Mr. Nooitgedagt.

Annual Report on Form 20-F 2015

Table of Contents

285

The table below illustrates all the conditionally awarded cash and shares of the members of the Executive Board, and the years in which each component will be paid out and/or vest, subject to the conditions as mentioned:

Shares by reference period	Conditional granted performance related remuneration	Timing of vesting, subject to targets and conditions						
		2013	2014	2015	2016	2017	2018	2019
Alexander R. Wynaendts								
2007								
	9253 ⁶⁾	-	-	-	9,253	-	-	-
2010-2012								
	112,040 ⁷⁾	112,040 ⁷⁾	-	-	-	-	-	-
2011 ¹⁾								
	51,912	17,304	17,304	17,304	-	-	-	-
2012 ²⁾								
	162,776	65,111	32,555	32,555	32,555	-	-	-
2013 ³⁾								
	104,904	-	41,961	20,981	20,981	20,981	-	-
2014 ⁴⁾								
	67,761	-	-	27,105	13,552	13,552	13,552	-
2015 ⁵⁾								
	75,549	-	-	-	30,219	15,110	15,110	15,110
Total number of shares	584,195	194,455	91,820	97,945	106,560	49,643	28,662	15,110
Darryl D. Button								

Edgar Filing: AEGON NV - Form 20-F

2013³⁾

2014 ⁴⁾	47,862	-	19,146	9,572	9,572	9,572	-	-
--------------------	--------	---	--------	-------	-------	-------	---	---

2015 ⁵⁾	43,258	-	-	17,302	8,652	8,652	8,652	-
	59,054	-	-	-	23,621	11,811	11,811	11,811

Total number of shares	150,174	-	19,146	26,874	41,845	30,035	20,463	11,811
-------------------------------	----------------	----------	---------------	---------------	---------------	---------------	---------------	---------------

Jan J.
Nooitgedagt

2010-2012

2011 ¹⁾	82,427 ⁷⁾	82,427 ⁷⁾	-	-	-	-	-	-
--------------------	----------------------	----------------------	---	---	---	---	---	---

2012 ²⁾	33,750	11,250	11,250	11,250	-	-	-	-
--------------------	--------	--------	--------	--------	---	---	---	---

2013 ³⁾	111,851	44,741	22,370	22,370	22,370	-	-	-
--------------------	---------	--------	--------	--------	--------	---	---	---

Total number of shares	44,128	-	17,650	8,826	8,826	8,826	-	-
Cash (in EUR)	272,156	138,418	51,270	42,446	31,196	8,826	-	-

Alexander
R.
Wynaendts

2011

2012	245,385	81,795	81,795	81,795	-	-	-	-
------	---------	--------	--------	--------	---	---	---	---

2013	508,840	203,536	101,768	101,768	101,768	-	-	-
------	---------	---------	---------	---------	---------	---	---	---

2014	515,816	-	206,327	103,163	103,163	103,163	-	-
------	---------	---	---------	---------	---------	---------	---	---

2015	456,643	-	-	182,656	91,329	91,329	91,329	-
	461,305	-	-	-	184,522	92,261	92,261	92,261

Edgar Filing: AEGON NV - Form 20-F

Total cash	2,187,989	285,331	389,890	469,382	480,782	286,753	183,590	92,261
-------------------	------------------	----------------	----------------	----------------	----------------	----------------	----------------	---------------

Darryl D.
Button

2013

	233,834	-	93,533	46,767	46,767	46,767	-	-
2014	300,120	-	-	120,048	60,024	60,024	60,024	-
2015	392,154	-	-	-	156,862	78,431	78,431	78,431
Total cash	926,108	-	93,533	166,815	263,653	185,222	138,455	78,431

Jan J.
Nooitgedagt

2011

	159,540	53,180	53,180	53,180	-	-	-	-
2012								
	349,646	139,859	69,929	69,929	69,929	-	-	-
2013	216,980	-	86,792	43,396	43,396	43,396	-	-
Total cash	726,166	193,039	209,901	166,505	113,325	43,396	-	-

- ¹ The number of shares is based on a volume weighted average price of EUR 4.727. After vesting a 3 year holding period applies to shares vested.
- ² The number of shares is based on a volume weighted average price of EUR 3.126. After vesting a 3 year holding period applies to shares vested.
- ³ The number of shares is based on a volume weighted average price of EUR 4.917. After vesting a 3 year holding period applies to shares vested.
- ⁴ The number of shares is based on a volume weighted average price of EUR 6.739. After vesting a 3 year holding period applies to shares vested.
- ⁵ The number of shares is based on a volume weighted average price of EUR 6.106 After vesting a 3 year holding period applies to shares vested.
- ⁶ During the vesting period, dividend payments on these shares are deposited in blocked savings accounts on behalf of the executive members. For active members of the Executive Board 50% of the shares vested in 2012 and 50% will vest in 2016.
- ⁷ These shares vested in 2013 on basis of actual realized performance and are subject to an additional two year holding period.

Table of Contents286 Notes to the consolidated financial statements **Note 53****Other benefits**

In EUR thousand	2015	2014	2013
Alexander R. Wynaendts	151	151	132
Darryl D. Button ¹⁾	528	583	508
Jan J. Nooitgedagt ²⁾	-	-	40
Total other benefits	679	734	680

¹ Mr. Button was appointed as CFO and member of Aegon's Executive Board on May 15, 2013. Pension contributions are disclosed for the period that Mr. Button has been part of the Executive Board.

² Mr. Nooitgedagt's other benefits are reflective of his time with Aegon until retirement as of August 1, 2013. Other benefits include non-monetary benefits (e.g. company car), social security contributions by the employer, and tax expenses borne by the Group. For Mr. Button, these benefits also include expenses related to his expatriation from the United States to the Netherlands, borne by the Group.

Pension contributions

In EUR thousand	2015	2014	2013
Alexander R. Wynaendts	1,219	1,728	652
Darryl D. Button ¹⁾	215	177	114
Jan J. Nooitgedagt ²⁾	-	-	106
Total pension contributions	1,434	1,905	872

¹ Mr. Button was appointed as CFO and member of Aegon's Executive Board on May 15, 2013. Pension contributions are disclosed for the period that Mr. Button has been part of the Executive Board.

² Mr. Nooitgedagt's pension contributions are reflective of his time with Aegon until retirement as of August 1, 2013.

The amounts as presented in the table are the pension contributions in the related book year. The 2015 number is determined by significant changes to the Dutch fiscal regime for pension contributions as well as contractual changes to the pension arrangements of Mr. Wynaendts upon his reappointment. The 2014 contribution for Mr. Wynaendts to the Aegon pension funds reflects the increase to his fixed salary as well the current low interest rates. Under IFRS, the service cost as recognized in the income statement related to the defined benefit obligation of Mr. Wynaendts amounted to EUR 1,962 (2014: EUR 951; 2013: EUR 736). Service cost for Mr. Button amounted to EUR 215 (2014: EUR 177; 2013: EUR 114) and for Jan J. Nooitgedagt EUR 44 in 2013.

Total

The total amount of remuneration for Mr. Wynaendts related to 2015 was EUR 3,446 (2014: EUR 3,947; 2013: EUR 3,282), for Mr. Button EUR 2,518 (2014: EUR 2,113; 2013: EUR 1,619) and for Mr. Nooitgedagt EUR nil

(2014: nil; 2013: EUR 1,203). The remuneration of Mr. Button is charged from his home country to The Netherlands. These charges are subject to Dutch VAT, which is an expense for Aegon. The amount of VAT liable over 2015 is EUR 529 (2014: EUR 444, 2013: EUR 329). The special tax-levy (crisis tax), as introduced by the Dutch government for Dutch employees, is no longer applicable as from 2014. The special tax-levy caused an increase of Aegon's total remuneration for Alexander R. Wynaendts of EUR 417 in 2013, for Darryl D. Button EUR 54 in 2013 (disclosed for the period that Mr. Button has been part of the Executive Board) and for Jan J. Nooitgedagt EUR 190 in 2013. The total remuneration for the members of the Executive Board over 2015 was EUR 6.0 million (2014: EUR 6.1 million; 2013: EUR 5.4 million). Total expenses recognized under IFRS accounting treatment in the income statement for Mr. Wynaendts related to 2015 was EUR 4,167 (2014: EUR 3,214; 2013: EUR 3,360), for Mr. Button EUR 2,946 (2014: EUR 2,750; 2013: EUR 1,939) and for Mr. Nooitgedagt nil (2014: nil; 2013: EUR 1,544). Total IFRS expenses for the members of the Executive Board over 2015 was EUR 7,114 million (2014: EUR 5,964 million; 2013: 6,578 million).

Interests in Aegon N.V. held by active members of the Executive Board

Shares held in Aegon at December 31, 2015 by Mr. Wynaendts and Mr. Button amount to 346,301 and 162,469 (2014: 295,734 and 82,340) respectively. For each of the members of the Executive Board, the shares held in Aegon mentioned above do not exceed 1% of total outstanding share capital at the balance sheet date.

At the balance sheet date, Mr. Wynaendts had mortgage loans with Aegon totaling EUR 249,158 (2014: EUR 735,292) with an interest rate of 4.4%. In 2015 Mr. Wynaendts made repayments totaling to EUR 486,134 relating to his mortgage loans. No other outstanding balances such as loans, guarantees or advanced payments exist.

Table of Contents

287

Remuneration of active and retired members of the Supervisory Board

In EUR	2015	2014	2013
Robert J. Routs			
	143,000	134,000	140,000
Irving W. Bailey, II			
	135,000	122,750	136,250
Robert W. Dineen (as of May 21, 2014)			
	121,000	70,125	-
Shemaya Levy			
	101,000	94,125	112,000
Ben J. Noteboom (as of May 20, 2015)			
	69,250	-	-
Ben van der Veer			
	115,000	104,125	105,000
Dirk P.M. Verbeek			
	112,125	92,000	105,000
Corien M. Wortmann-Kool (as of May 21, 2014)			
	96,000	55,250	-
Dona D. Young (as of May 15, 2013)			
	121,000	118,000	77,125
Total for active members	1,013,375	790,375	675,375
Antony Burgmans (up to April 1, 2014)			
	-	15,000	87,000
Karla M.H. Peijs (up to September 30, 2013)			
	-	-	71,500
Kornelis J. Storm (up to May 21, 2014)			
	-	33,750	91,000
Leo M. van Wijk (up to May 20, 2015)			
	38,625	86,000	97,000
Total remuneration	1,052,000	925,125	1,021,875
VAT liable on Supervisory Board remuneration			
	220,920	194,276	200,981
Total	1,272,920	1,119,401	1,222,856

Aegon's Supervisory Board members are entitled to the following:

- ⌚ A base fee for membership of the Supervisory Board. No separate attendance fees are paid to members for attendance at the regular Supervisory Board meetings (2015: 7 meetings; 2014: 7 meetings; 2013: 7 meetings);
- ⌚ An attendance fee of EUR 3,000 for each extra Board meeting attended, be it in person or by video and/or telephone conference;
- ⌚ A committee fee for members on each of the Supervisory Board's Committees;
- ⌚ An attendance fee for each Committee meeting attended, be it in person or through video and/or telephone conference; and
- ⌚ An additional fee for attending meetings that require intercontinental travel between the Supervisory Board member's home location and the meeting location.

Not included in the table above is a premium for state health insurance paid on behalf of Dutch Supervisory Board members. There are no outstanding balances such as loans, guarantees or advanced payments. The remuneration for Supervisory Board members is as of 2013 Dutch VAT liability compliant.

Common shares held by Supervisory Board members

Shares held in Aegon at December 31	2015	2014
Irving W. Bailey, II	31,389	31,389
Ben J. Noteboom	23,500	-
Ben van der Veer	1,450	1,450
Dirk P.M. Verbeek	1,011	1,011
Dona D. Young	13,260	13,260
Total	70,610	47,110

Shares held by Supervisory Board members are only disclosed for the period for which they have been part of the Supervisory Board.

Table of Contents288 Notes to the consolidated financial statements [Note 54](#)**54 Events after the balance sheet date**

On January 13, 2016, Aegon announced to repurchase EUR 400 million worth of common shares in 2016, of which a first tranche of EUR 200 million will be repurchased before March 31, 2016. These shares will be repurchased to neutralize the dilutive effect of the cancellation of the preferred shares in 2013. It will be proposed to shareholders at their next Annual General Meeting on May 20, 2016, to cancel any repurchased shares under this program. The shares will be repurchased at or below the daily volume-weighted average price.

On January 18, 2016 Aegon the Netherlands signed an agreement to sell its commercial non-life insurance business, which includes the proxy and co-insurance run-off portfolios, will be sold to Allianz Benelux. This sale is expected to be completed before July 1, 2016. This transaction follows the announcement last year that the commercial line of Aegon the Netherlands was no longer strategically core to the company's non-life business, and that Aegon the Netherlands will continue to invest in income protection and retail non-life insurance. The transaction is still subject to approval by the Dutch Central Bank (De Nederlandsche Bank) and the Dutch Authority for Consumers and Markets (Autoriteit Consument & Markt).

The Hague, the Netherlands, March 25, 2016**Supervisory Board**

Robert J. Routs

Irving W. Bailey, II

Robert W. Dineen

Shemaya Levy

Ben J. Noteboom

Ben van der Veer

Dirk P.M. Verbeek

Corien M. Wortmann-Kool

Executive Board

Alexander R. Wynaendts

Darryl D. Button

Dona D. Young

Annual Report on Form 20-F 2015

Table of Contents

289

Table of contents**Financial statements of Aegon N.V.**

<u>Income statement of Aegon N.V.</u>	290
<u>Statement of financial position of Aegon N.V.</u>	291

Notes to the financial statements

1	<u>General information</u>	292
2	<u>Summary of significant accounting policies</u>	292
3	<u>Shares in group companies</u>	295
4	<u>Loans to group companies</u>	295
5	<u>Other investments</u>	295
6	<u>Receivables</u>	296
7	<u>Other assets</u>	296
8	<u>Share capital</u>	296
9	<u>Shareholders equity</u>	298
10	<u>Other equity instruments</u>	300
11	<u>Subordinated borrowings</u>	302
12	<u>Long-term borrowings</u>	302
13	<u>Other liabilities</u>	303
14	<u>Number of employees</u>	303
15	<u>Accountants remuneration</u>	303
16	<u>Events after the balance sheet date</u>	304

Other information

<u>Proposal for profit appropriation</u>	305
<u>Major shareholders</u>	306

Other financial information

<u>Schedule I</u>	309
<u>Schedule II</u>	310
<u>Schedule III</u>	312
<u>Schedule IV</u>	314
<u>Schedule V</u>	315
<u>Auditor's report on the Annual Report on Form 20-F (PwC)</u>	316
<u>Auditor's report on the Annual Report on Form 20-F (EY)</u>	317

Table of Contents

290 Financial statements of Aegon N.V.

Income statement of Aegon N.V.

For the year ended December 31

Amounts in EUR million	2015	2014
Net income group companies	750	779
Other income / (loss)	(38)	(22)
Net income / (loss)	712	757

Annual Report on Form 20-F 2015

Table of Contents

291

Statement of financial position of Aegon N.V.

As at December 31

Before profit appropriation, amounts in EUR million	Note	2015	2014
Investments			
Shares in group companies	3	25,239	27,292
Loans to group companies	4	4,529	4,016
Other investments	5	-	95
		29,768	31,403
Receivables	6		
Receivables from group companies		591	1,171
Other receivables		63	93
		654	1,264
Other assets			
Cash and cash equivalents		309	655
Other	7	111	377
		420	1,032
Prepayments and accrued income			
Accrued interest and rent		20	32
Total assets		30,862	33,731
Shareholders equity			

Share capital	8	328	327
Paid-in surplus	9	8,059	8,270
Revaluation account	9	6,551	8,335
Remeasurement of defined benefit plans of group companies	9	(1,532)	(1,611)
Legal reserves – foreign currency translation reserve	9	1,267	(105)
Legal reserves in respect of group companies	9	1,343	2,542
Retained earnings, including treasury shares	9	6,960	5,442
Net income / (loss)	9	712	757
		23,688	23,957
Other equity instruments	10	3,800	3,827
Total equity		27,488	27,784
Subordinated borrowings	11	759	747
Long-term borrowings	12	1,458	1,827
Other liabilities	13		
Short term deposits		125	124
Loans from group companies		360	496
Payables to group companies		337	2,201
Deferred tax liability		142	87
Other		165	435
		1,129	3,343

Accruals and deferred income
Total equity and liabilities

	29	30
	30,862	33,731

Table of Contents292 Notes to the financial statements of Aegon N.V. **Note 1****Notes to the financial statements****1 General information**

Aegon N.V., incorporated and domiciled in the Netherlands, is a public limited liability company organized under Dutch law and recorded in the Commercial Register of The Hague under its registered address at Aegonplein 50, 2591 TV, The Hague, the Netherlands. Aegon N.V. serves as the holding company for the Aegon Group and has listings of its common shares in Amsterdam and New York.

Aegon N.V. (or the Company) and its subsidiaries (Aegon or the Group) have life insurance and pensions operations in over 25 countries in the Americas, Europe and Asia and are also active in savings and asset management operations, accident and health insurance, general insurance and to a limited extent banking operations. Headquarters are located in The Hague, the Netherlands. The Group employs over 31,500 people worldwide (2014: over 28,000).

2 Summary of significant accounting policies**2.1 Basis of preparation**

The financial statements have been prepared in accordance with accounting principles in the Netherlands as embodied in Part 9 of Book 2 of the Netherlands Civil Code. Based on article 2:362.8 of the Netherlands Civil Code, the valuation principles applied are based on International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS), as used for the preparation of the consolidated financial statements of the Group.

With regard to the income statement of Aegon N.V., article 402, Part 9 of Book 2 of the Netherlands Civil Code has been applied, allowing a simplified format.

2.2 Foreign exchange translation

Aegon N.V.'s financial statements are prepared in euros, which is also Aegon N.V.'s functional currency. The euro is also the currency of the primary economic environment in which Aegon N.V. operates. Each company in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are translated to the functional currency using the exchange rates prevailing at the date of the transaction.

At the balance sheet date, monetary assets, monetary liabilities and own equity instruments in foreign currencies are translated to the functional currency at the closing rate of exchange prevailing on that date. Non-monetary items carried at cost are translated using the exchange rate at the date of the transaction, while assets carried at fair value are translated at the exchange rate when the fair value was determined.

Exchange differences on monetary items are recognized in the income statement when they arise, except when they are deferred in equity as a result of a qualifying cash flow or net investment hedge. Exchange differences on non-monetary items carried at fair value are recognized in equity or the income statement, consistently with other gains and losses on these items.

2.3 Offsetting of assets and liabilities

Financial assets and liabilities are offset in the statement of financial position when Aegon N.V. has a legally enforceable right to offset and has the intention to settle the asset and liability on a net basis or simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterpart.

2.4 Investments

The group companies are stated at their net asset value, determined on the basis of IFRS as applied in the consolidated financial statements of the Group. For details on the accounting policies applied for the group companies refer to the consolidated financial statements.

Other investments are financial assets recognized on the trade date when the Group becomes a party to the contractual provisions of the instrument and are classified for accounting purposes depending on the characteristics of the instruments and the purpose for which they were purchased. They are initially recognized at fair value excluding interest accrued to date plus, in the case of a financial asset not at fair value through profit or loss, any directly attributable incremental transaction costs.

Available-for-sale assets are recorded at fair value with unrealized changes in fair value recognized in equity.

Table of Contents

293

The fair value of an asset is the amount for which it could be exchanged between knowledgeable, willing parties in an arm's length transaction. For quoted financial assets for which there is an active market, the fair value is the bid price at the balance sheet date. In the absence of an active market, fair value is estimated by using present value based or other valuation techniques. Where discounting techniques are applied, the discount rate is based on current market rates applicable to financial instruments with similar characteristics. The valuation techniques that include unobservable inputs can result in a different outcome than the actual transaction price at which the asset was acquired. Such differences are not recognized in the income statement immediately but are deferred. They are released over time to the income statement in line with the change in factors (including time) that market participants would consider in setting a price for the asset. Interest accrued to date is not included in the fair value of the financial asset.

Financial assets that are lent to a third party or that are transferred subject to a repurchase agreement at a fixed price are not derecognized as the Group retains substantially all the risks and rewards of the asset. A liability is recognized for cash collateral received, on which interest is accrued.

A security that has been received under a borrowing or reverse repurchase agreement is not recognized as an asset. A receivable is recognized for any related cash (collateral) paid by Aegon. The difference between sale and repurchase price is treated as investment income. If the Group subsequently sells that security, a liability to repurchase the asset is recognized and initially measured at fair value.

With the exception of cash collateral, assets received as collateral are not separately recognized as an asset until the financial asset they secure defaults. When cash collateral is recognized, a liability is recorded for the same amount.

2.5 Derivatives

All derivatives are recognized on the statement of financial position at fair value. All changes in fair value are recognized in the income statement, unless the derivative has been designated as a hedging instrument in a cash flow hedge or a hedge of a net foreign investment. Derivatives with positive fair values are reported as other assets and derivatives with negative values are reported as other liabilities.

2.6 Cash and cash equivalents

Cash comprises cash at banks and in-hand. Cash equivalents are short-term, highly liquid investments generally with original maturities of three months or less that are readily convertible to known cash amounts, are subject to insignificant risks of changes in value and are held for the purpose of meeting short-term cash requirements. Money market investments that are held for investment purposes (backing insurance liabilities, investment liabilities or equity based on asset liability management considerations) are not included in cash and cash equivalents but are presented as investment or investment for account of policyholders.

2.7 Other assets and receivables

Other assets include fixed assets, derivatives with positive fair values, other receivables and prepaid expenses. Other receivables are recognized at fair value and are subsequently measured at amortized cost.

2.8 Impairment of assets

An asset is impaired if the carrying amount exceeds the amount that would be recovered through its use or sale. Tangible, intangible and financial assets, if not held at fair value through profit or loss, are tested for impairment when there are indications that the asset may be impaired. Irrespective of the indications, goodwill and other intangible assets that are not amortized are tested at least annually. For assets denominated in a foreign currency, a decline in the foreign exchange rates is considered an indication of impairment.

2.9 Equity

Financial instruments that are issued by the Company are classified as equity if they represent a residual interest in the assets of the Company after deducting all of its liabilities and the Company has an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation. In addition to common shares and preferred shares, the Company has issued perpetual securities. Perpetual securities have no final maturity date, repayment is at the discretion of Aegon and for junior perpetual capital securities Aegon has the option to defer coupon payments at its discretion. The perpetual capital securities are classified as equity rather than debt, are measured at par and those that are denominated in US dollars are translated into euro using historical exchange rates.

Table of Contents**294** Notes to the financial statements of Aegon N.V. **Note 2**

Non-cumulative subordinated notes are identified as a compound instrument due to the nature of this financial instrument. For these non-cumulative subordinated notes, Aegon has an unconditional right to avoid delivering cash or another financial asset to settle the coupon payments. The redemption of the principal is however not at the discretion of Aegon and therefore Aegon has a contractual obligation to settle the redemption in cash or another financial asset or through the exchange of financial assets and liabilities at potentially unfavorable conditions for Aegon. Compound instruments are separated into liability components and equity components. The liability component for the non-cumulative subordinated notes is equal to the present value of the redemption amount and carried at amortized cost using the effective interest rate method. The unwinding of the discount of this component is recognized in the income statement. The liability component is derecognized when the Group's obligation under the contract expires, is discharged or is cancelled. The equity component is assigned the residual amount after deducting the liability component from the fair value of the instrument as a whole. The equity component in US dollars is translated into euro using historical exchange rates.

Incremental external costs that are directly attributable to the issuing or buying back of own equity instruments are recognized in equity, net of tax. For compound instruments incremental external costs that are directly attributable to the issuing or buying back of the compound instruments are recognized proportionate to the equity component and liability component, net of tax.

Dividends and other distributions to holders of equity instruments are recognized directly in equity, net of tax. A liability for non-cumulative dividends payable is not recognized until the dividends have been declared and approved.

Revaluation account includes unrealized gains and losses on available-for-sales assets and the positive changes in value that have been recognized in net income/(loss) relating to investments (including real estate) and which do not have a frequent market listing.

Legal reserves in respect of group companies include net increases in net asset value of subsidiaries and associates since their first inclusion, less any amounts that can be distributed without legal restrictions.

Treasury shares are own equity instruments reacquired by the Group. They are deducted from shareholders' equity, regardless of the objective of the transaction. No gain or loss is recognized in the income statement on the purchase, sale, issue or cancellation of the instruments. If sold, the difference between the carrying amount and the proceeds is reflected in retained earnings. The consideration paid or received is recognized directly in shareholders' equity. All treasury shares are eliminated in the calculation of earnings per share and dividend per common share.

2.10 Borrowings

A financial instrument issued by the Company is classified as a liability if the contractual obligation must be settled in cash or another financial asset or through the exchange of financial assets and liabilities at potentially unfavorable conditions for the Company.

Borrowings are initially recognized at their fair value including directly attributable transaction costs and are subsequently carried at amortized cost using the effective interest rate method, with the exception of specific borrowings that are designated as at fair value through profit or loss to eliminate, or significantly reduce, an accounting mismatch, or specific borrowings which are carried as at fair value through the profit and loss as part of a fair value hedge relationship. The liability is derecognized when the Company's obligation under the contract expires

or is discharged or cancelled.

Borrowings include the liability component of non-cumulative subordinated notes. These notes are identified as a compound instrument due to the nature of this financial instrument. Compound instruments are separated into equity components and liability components. The liability component for the non-cumulative subordinated notes is related to the redemption amount. For further information on accounting policy of the non-cumulative subordinated notes refer to note 2.9.

2.11 Contingent assets and liabilities

Contingent assets are disclosed in the notes if the inflow of economic benefits is probable, but not virtually certain. When the inflow of economic benefits becomes virtually certain, the asset is no longer contingent and its recognition is appropriate.

A provision is recognized for present legal or constructive obligations arising from past events, when it is probable that it will result in an outflow of economic benefits and the amount can be reliably estimated. If the outflow of economic benefits is not probable, a contingent liability is disclosed, unless the possibility of an outflow of economic benefits is remote.

Annual Report on Form 20-F 2015

Table of Contents

295

2.12 Events after the balance sheet date

The financial statements are adjusted to reflect events that occurred between the balance sheet date and the date when the financial statements are authorized for issue, provided they give evidence of conditions that existed at the balance sheet date.

Events that are indicative of conditions that arose after the balance sheet date are disclosed, but do not result in an adjustment of the financial statements themselves.

3 Shares in group companies

At January 1	2015 27,292	2014 19,342
Capital contributions and acquisitions	394	2,034
Divestments and capital repayments	-	(450)
Dividend received	(2,570)	(369)
Net income / (loss) for the financial year	750	779
Revaluations	(626)	5,956
At December 31	25,239	27,292

For a list of names and locations of the most important group companies, refer to note 52 Group companies of the consolidated financial statements of the Group. The legally required list of participations as set forth in article 379 of Book 2 of the Netherlands Civil Code has been registered with the Commercial Register of The Hague.

4 Loans to group companies

Loans to group companies long-term	2015	2014
At January 1	3,874	3,815
	(1,155)	(395)

Additions / (repayments)		
Other changes	418	454
At December 31	3,137	3,874
Loans to group companies – short-term		
At January 1	142	505
Additions / (repayments)	1,268	(372)
Other changes	(18)	9
At December 31	1,392	142
Total	4,529	4,016

The other changes in 2015 in Loans to group companies – long-term mainly relate to currency exchange rate fluctuations.

5 Other investments

	Money market and other short-term investments FVTPL ¹⁾
At January 1, 2015	95
Additions	-
Disposals	95
At December 31, 2015	-
At January 1, 2014	95
Additions	-
Disposals	-
At December 31, 2014	95

¹ Fair value through profit or loss.

The money market and other short-term investments fully consisted of investments in money market funds and were disposed of in 2015.

Table of Contents296 Notes to the financial statements of Aegon N.V. **Note 6****6 Receivables**

Receivables from group companies and other receivables have a maturity of less than one year. Other receivables include an income tax receivable of EUR 63 million (2014: EUR 93 million).

Aegon N.V., together with certain of its subsidiaries, is part of a tax grouping for Dutch corporate income tax purposes. The members of the fiscal entity are jointly and severally liable for any taxes receivable or payable by the Dutch tax grouping.

7 Other assets

Other assets include derivatives with positive fair values of EUR 106 million (2014: EUR 377 million).

8 Share capital

Issued and outstanding capital	2015	2014
Common shares	258	258
Common shares B	71	70
Total share capital	328	327
Authorized capital	2015	2014
Common shares	720	720
Common shares B	360	360
At December 31	1,080	1,080
Par value in cents per share	2015	2014
Common shares	12	12
Common shares B	12	12

All issued common shares and common shares B each have a nominal value of EUR 0.12 and are fully paid up. Repayment of capital can only be initiated by the Executive Board, is subject to approval of the Supervisory Board and must be resolved by the General Meeting of Shareholders. Moreover, repayment on common shares B needs approval of the related shareholders. Refer to Other information for further information on dividend rights.

Vereniging Aegon, based in The Hague, the Netherlands, holds all of the issued common shares B.

Edgar Filing: AEGON NV - Form 20-F

In 2015, Vereniging Aegon exercised its option rights to purchase in aggregate 3,696,440 common shares B at market value. It did this to prevent dilution caused by Aegon's issuance of shares, in connection with the Long Term Incentive Plans for senior management.

In 2014, Vereniging Aegon exercised its option rights to purchase in aggregate 2,320,280 common shares B at market value. It did this to prevent dilution caused by Aegon's issuance of shares on May 21, 2014, in connection with the Long Term Incentive Plans for senior management.

Annual Report on Form 20-F 2015

Table of Contents

297

The following table shows the movement during the year in the number of common shares:

Number of common shares	2015	2014
At January 1	2,145,947,511	2,131,458,863
Shares issued	-	-
Stock dividend	1,089,315	14,488,648
At December 31	2,147,036,826	2,145,947,511

The following table shows the movement during the year in the number of common shares B:

Number of common shares B	2015	2014
At January 1	581,325,720	579,005,440
Shares issued	3,696,440	2,320,280
At December 31	585,022,160	581,325,720

The weighted average number of EUR 0.12 common shares for 2015 was 2,102,813,138 (2014: 2,096,043,713).

The weighted average number of EUR 0.12 common shares B for 2015 was 583,607,720 (2014: 580,391,240).

The shares repurchased by Aegon N.V. during the share-buy-back programs to undo the dilution caused by the distribution of dividend in stock, although included in the issued and outstanding number of shares, are excluded from the calculation of the weighted average number of shares.

Long-term incentive plan, share appreciation rights and share options

For detailed information on the Long Term Incentive Plans, share appreciation rights and share options granted to senior executives and other Aegon employees, refer to note 14 Commissions and expenses to the consolidated financial statements of the Group.

Board remuneration

Detailed information on remuneration of active and retired members of the Executive Board including their share and share option rights, remuneration of active and retired members of the Supervisory Board along with information about shares held in Aegon by the members of the Boards is included in note 53 Related party transactions to the consolidated financial statements of the Group.

Table of Contents298 Notes to the financial statements of Aegon N.V. **Note 9****9 Shareholders equity**

	Share capital	Paid-up surplus	Revaluation accounts	Remeasurement of defined benefit plans of group companies	Legal reserves FCTR	Legal reserves group companies	Retained earnings	Treasury shares	Net income/ (loss)	Total
At January 1, 2015	327	8,270	8,335	(1,611)	(105)	2,542	5,761	(319)	757	23,957
Net income 2014 retained	-	-	-	-	-	-	757	-	(757)	-
Net income 2015	-	-	-	-	-	-	-	-	712	712
Total net income / (loss)	-	-	-	-	-	-	757	-	(45)	712
Foreign currency translation differences and movement in foreign investment hedging reserves	-	-	-	(86)	1,372	-	-	-	-	1,286
Changes in revaluation subsidiaries	-	-	(1,837)	-	-	-	-	-	-	(1,837)
Remeasurement of defined benefit plans of group companies	-	-	-	165	-	-	-	-	-	165
	-	-	53	-	-	(1,199)	1,138	-	-	(8)

Edgar Filing: AEGON NV - Form 20-F

Transfer to legal reserve										
Other	-	-	-	-	-	-	10	-	-	10
Other comprehensive income / (loss)	-	-	(1,784)	79	1,372	(1,199)	1,148	-	-	(384)
Shares issued	1	-	-	-	-	-	-	-	-	1
Dividend common shares	-	(211)	-	-	-	-	(292)	-	-	(503)
Dividend withholding tax reduction	-	-	-	-	-	-	1	-	-	1
Treasury shares	-	-	-	-	-	-	1	50	-	51
Coupons and premium on convertible core capital securities and coupon on perpetual securities, net of tax	-	-	-	-	-	-	(139)	-	-	(139)
Other	-	-	-	-	-	-	(8)	-	-	(8)
At December 31, 2015	328	8,059	6,551	(1,532)	1,267	1,343	7,229	(269)	712	23,688

Annual Report on Form 20-F 2015

Table of Contents

299

	Share capital	Paid-up surplus	Revaluation account	Remeasurement of defined benefit plans of group companies	Legal reserves FCT	Legal reserves group companies	Retained earnings	Treasury shares	Net income/ (loss)	Total
At January 1, 2014	325	8,376	3,276	(706)	(1,806)	2,345	5,188	(290)	986	17,694
Net income 2013 retained	-	-	-	-	-	-	986	-	(986)	-
Net income 2014	-	-	-	-	-	-	-	-	757	757
Total net income / (loss)							986		(229)	757
Foreign currency translation differences and movement in foreign investment hedging reserves	-	-	-	(84)	1,701	-	-	-	-	1,617
Changes in revaluation subsidiaries	-	-	5,286	-	-	-	-	-	-	5,286
Remeasurement of defined benefit plans of group companies	-	-	-	(821)	-	-	-	-	-	(821)
Transfer to legal reserve	-	-	(227)	-	-	197	28	-	-	(2)

Other	-	-	-	-	-	-	(4)	-	-	(4)
Other comprehensive income / (loss)	-	-	5,058	(905)	1,701	197	24	-	-	6,076
Dividend common shares										
Treasury shares	2	(106)	-	-	-	-	(266)	-	-	(370)
Coupons and premium on convertible core capital securities and coupon on perpetual securities, net of tax	-	-	-	-	-	-	(38)	(29)	-	(67)
Other	-	-	-	-	-	-	(152)	-	-	(152)
At December 31, 2014	327	8,270	8,335	(1,611)	(105)	2,542	5,761	(319)	757	23,957

The balance of the revaluation account, which includes revaluation reserves for real estate and investments that do not have a frequent market listing, consisted for EUR 7,613 million (2014: EUR 8,858 million) of items with positive revaluation and for EUR 1,062 million of items with negative revaluation (2014: EUR 523 million negative revaluation).

The revaluation account and legal reserves, foreign currency translation reserve and other, can not be freely distributed. In case of negative balances for individual reserves legally to be retained, no distributions can be made out of retained earnings to the level of these negative amounts.

Certain of Aegon's subsidiaries, principally insurance companies, are subject to restrictions on the amounts of funds they may transfer in the form of cash dividends or otherwise to their parent companies. There can be no assurance that these restrictions will not limit or restrict Aegon in its ability to pay dividends in the future.

Optas N.V., an indirect subsidiary of Aegon N.V., held statutory reserves of EUR 1,050 million per December 31, 2014 which were restricted. Aegon announced in April 2014 that it had reached agreement with BPVH – a foundation representing Dutch harbor workers and employers – on removing restrictions on the capital of the harbor's former pension fund Optas pensioenen N.V., thereby ending a long-lasting dispute. After approval by the court, which was granted in January 2015, restrictions were removed three months after the date of the court ruling, when the appeal period expired. As the restrictions were removed, both the statutory reserve of EUR 1,050 million per December 31, 2014 and the amounts included in the legal reserves were transferred to retained earnings. Included in Aegon N.V.'s legal reserves was an amount of EUR 510 million per December 31, 2014 related to Optas N.V. which represented the increase in statutory reserves since the acquisition of Optas N.V. by Aegon. The statutory reserves of Optas N.V. were linked to the acquired negative goodwill related to Optas N.V. at acquisition date.

Table of Contents**300** Notes to the financial statements of Aegon N.V. **Note 10**

On the balance sheet date, Aegon N.V., and its subsidiaries held 44,531,558 of its own common shares (2014: 51,317,190) with a face value of EUR 0.12 each. Most of the shares have been purchased to neutralize the dilution effect of issued share dividend and to hedge share based payment plans for executives and employees. Movements in the number of repurchased own shares held by Aegon N.V. were as follows:

	2015	2014
At January 1	49,536,806	39,836,533
Transactions in 2015:		
Sale: 1 transaction, price EUR 7.24	(7,628,399)	
Sale: 1 transaction, price EUR 6.62	(16,279,933)	
Purchase: transactions, average price EUR 6.63	16,279,933	
Sale: 1 transaction, price EUR 5.40	(19,047,358)	
Purchase: transactions, average price EUR 5.28	20,136,673	
Transactions in 2014:		
Sale: 1 transaction, price EUR 6.33		(4,788,375)
Purchase: transactions, average price EUR 6.43		14,488,648
Sale: 1 transaction, price EUR 6.37		(16,319,939)
Purchase: transactions, average price EUR 6.49		16,319,939
At December 31	42,997,722	49,536,806

As part of their insurance and investment operations, subsidiaries within the Group also hold Aegon N.V. common shares, both for their own account and for account of policyholders. These shares have been treated as treasury shares and are included at their consideration paid or received.

	2015		2014	
	Number of shares (thousands)	Total amounts	Number of shares (thousands)	Total amounts
Held by Aegon N.V.	42,997,722	257	49,536,806	306
Held by subsidiaries	1,533,836	12	1,780,384	13
Total at December 31	44,531,558	269	51,317,190	319

The consideration for the related shares is deducted from or added to the retained earnings.

10 Other equity instruments

	Junior perpetual capital securities	Perpetual cumulative subordinated bonds	Share options and incentive plans	Non-cumulative subordinated notes	Total
At January 1, 2015					
	3,008	454	94	271	3,827
Redemption of junior perpetual capital securities					
	-	-	-	-	-
Shares granted / Share options cost incurred					
	-	-	26	-	26
Shares vested / Share options forfeited					
	-	-	(53)	-	(53)
At December 31, 2015	3,008	454	68	271	3,800
At January 1, 2014					
	4,192	454	99	271	5,015
Redemption of junior perpetual capital securities					
	(1,184)	-	-	-	(1,184)
Shares granted / Share options cost incurred					
	-	-	29	-	29
Shares vested / Share options forfeited					
	-	-	(34)	-	(34)
At December 31, 2014	3,008	454	94	271	3,827

Annual Report on Form 20-F 2015

Table of Contents

301

Junior perpetual capital securities					
	Coupon rate	Coupon date, Year of next call	2015	2014	
USD 500 million	6.50%	Quarterly, December 15 2016	424	424	
USD 250 million	floating LIBOR rate ¹⁾	Quarterly, December 15 2016	212	212	
USD 500 million	floating CMS rate ²⁾	Quarterly, July 15 2016	402	402	
USD 1 billion	6.375%	Quarterly, June 15 2016	821	821	
EUR 950 million	floating DSL rate ³⁾	Quarterly, July 15 2016	950	950	
EUR 200 million	6.0%	Annually, July 21 2016	200	200	
At December 31			3,008	3,008	

¹ The coupon of the USD 250 million junior perpetual capital securities is reset each quarter based on the then prevailing three-month LIBOR yield plus a spread of 87.5 basis points, with a minimum of 4%.

² The coupon of the USD 500 million junior perpetual capital securities is reset each quarter based on the then prevailing ten-year US dollar interest rate swap yield plus a spread of ten basis points, with a maximum of 8.5%.

³ The coupon of the EUR 950 million junior perpetual capital securities is reset each quarter based on the then prevailing ten-year Dutch government bond yield plus a spread of ten basis points, with a maximum of 8%.

The interest rate exposure on some of these securities has been swapped to a three-month LIBOR and/or EURIBOR based yield.

The securities have been issued at par. The securities have subordination provisions, rank junior to all other liabilities and senior to shareholder's equity only. The conditions of the securities contain certain provisions for optional and required coupon payment deferral and mandatory coupon payment events. Although the securities have no stated maturity, Aegon has the right to call the securities for redemption at par for the first time on the coupon date in the years as specified, or on any coupon payment date thereafter.

On June 15, 2014, Aegon redeemed junior perpetual capital securities with a coupon of 7.25% issued in 2007. The junior perpetual capital securities were originally issued at par with a carrying value of EUR 745 million. The principal amount of USD 1,050 million was repaid with accrued interest. The cumulative foreign currency result at

redemption was recorded directly in retained earnings.

On March 15, 2014, Aegon redeemed junior perpetual capital securities with a coupon of 6.875% issued in 2006. The junior perpetual capital securities were originally issued at par with a carrying value of EUR 438 million. The principal amount of USD 550 million was repaid with accrued interest. The cumulative foreign currency result at redemption was recorded directly in retained earnings.

Perpetual cumulative subordinated bonds	Coupon rate	Coupon date	Year of next call	2015	2014
EUR 136 million	5.185% ^{1), 4)}	Annual, October 14	2018	136	136
EUR 203 million	4.260% ^{2), 4)}	Annual, March 4	2021	203	203
EUR 114 million	1.506% ^{3), 4)}	Annual, June 8	2025	114	114
At December 31				454	454

¹ The coupon of the EUR 136 million bonds was originally set at 7.25% until October 14, 2008.

Subsequently, the coupon has been reset at 5.185% until October 14, 2018.

² The coupon of the EUR 203 million bonds was originally set at 7.125% until March 4, 2011. Subsequently, the coupon has been reset at 4.26% until March 4, 2021.

³ The coupon of the EUR 114 million bonds was originally set at 8% until June 8, 2005. Subsequently, the coupon has been reset at 4.156% until 2015 and 1.506% until 2025.

⁴ If the bonds are not called on the respective call dates and after consecutive period of ten years, the coupons will be reset at the then prevailing effective yield of ten-year Dutch government securities plus a spread of 85 basis points.

The bonds have the same subordination provisions as dated subordinated debt. In addition, the conditions of the bonds contain provisions for interest deferral.

Although the bonds have no stated maturity, Aegon has the right to call the bonds for redemption at par for the first time on the coupon date in the year of next call.

Non-cumulative subordinated notes	Coupon rate	Coupon date, as of	Year of next call	2015	2014
USD 525 million	8%	Quarterly, February 15	2017	271	271
At December 31				271	271

Table of Contents**302** Notes to the financial statements of Aegon N.V. **Note 11**

On February 7, 2012, Aegon issued USD 525 million in aggregate principal amount of 8.00% non-cumulative subordinated notes, due 2042, in an underwritten public offering in the United States registered with the US Securities and Exchange Commission. The subordinated notes bear interest at a fixed rate of 8.00% and have been priced at 100% of their principal amount. Any cancelled interest payments will not be cumulative.

The securities are subordinated and rank senior to the junior perpetual capital securities, equally with the perpetual cumulative subordinated bonds and fixed floating subordinated notes, and junior to all other liabilities. The conditions of the securities contain certain provisions for optional and required cancellation of interest payments. The securities have a stated maturity of 30 years, however, Aegon has the right to call the securities for redemption at par for the first time on the first coupon date in 2017, or on any coupon payment date thereafter.

These notes are recognized as a compound instrument due to the nature of this financial instrument. Compound instruments are separated into an equity component and a liability component. At December 31, 2015, the equity component amounted to EUR 271 million (2014: EUR 271 million), subordinated borrowings amounted to EUR 65 million (2014: EUR 54 million) and a deferred tax liability amounting to EUR 105 million (2014: EUR 95 million).

Refer to note 11 Subordinated borrowings for details of the component classified as subordinated borrowings.

11 Subordinated borrowings

	Coupon rate	Coupon date	Year of next call	2015	2014
Fixed floating subordinated notes					
EUR 700 million	4%	Annually, April 25	2024	694	693
Non-cumulative subordinated notes					
USD 525 million	8%	Quarterly, February 15	2017	65	54
At December 31				759	747

On April 25, 2014, Aegon issued EUR 700 million of subordinated notes, first callable on April 25, 2024, and maturing on April 25, 2044. The coupon is fixed at 4% until the first call date and floating thereafter.

These securities are subordinated and rank senior to the junior perpetual capital securities, equally with the perpetual cumulative subordinated bonds, fixed floating subordinated notes and non-cumulative subordinated notes, and junior to all other liabilities. The conditions of the securities contain certain provisions for optional and required deferral of interest payments. There have been no defaults or breaches of conditions during the period.

Subordinated borrowings include a liability of EUR 65 million (2014: EUR 54 million) relating to the USD 525 million non-cumulative subordinated notes issued on February 7, 2012. The liability component of the non-cumulative subordinated notes is related to the redemption amount. For further information on the non-cumulative subordinated notes and their subordination refer to note 10 Other equity instruments.

12 Long-term borrowings

	2015	2014
Remaining terms less than 1 year	-	412
Remaining terms 1 - 5 years	586	587
Remaining terms 5 - 10 years	-	-
Remaining terms over 10 years	872	828
At December 31	1,458	1,827

The repayment periods of borrowings vary from within one year up to a maximum of 25 years. The interest rates vary from 3.000% to 6.625% per annum. The market value of the long-term borrowings amounted to EUR 1,821 million (2014: EUR 2,297 million).

Annual Report on Form 20-F 2015

Table of Contents

303

13 Other liabilities

Loans from and payables to group companies have a maturity of less than one year. Other includes derivatives with negative fair values of EUR 149 million (2014: EUR 406 million).

Commitments and contingencies

Aegon N.V. entered into a contingent capital letter for an amount of JPY 7.5 billion (EUR 57 million) to support its joint venture Aegon Sony Life Insurance Company meeting local statutory requirements.

Aegon N.V. has guaranteed and is severally liable for the following:

- ⌚ Due and punctual payment of payables due under letter of credit agreements applied for by Aegon N.V. as co-applicant with its captive insurance companies that are subsidiaries of Transamerica Corporation and Commonwealth General Corporation. At December 31, 2015, the letter of credit arrangements utilized by captives to provide collateral to affiliates amounted to EUR 3,750 million (2014: EUR 2,403 million); as of that date no amounts had been drawn, or were due under these facilities. Other letter of credit arrangements for subsidiaries amounted to EUR 235 million (2014: EUR 114 million); as of that date no amounts had been drawn, or were due under these facilities;
- ⌚ Due and punctual payment of payables due under letter of credit agreements or guarantees provided for subsidiaries of Transamerica Corporation at December 31, 2015 amounted to EUR 3,467 (2014: EUR 3,099 million) As of that date no amounts had been drawn, or were due under letter of credit facilities. The guarantees partly related to debt amounted to EUR 1,448 million (2014: EUR 1,275 million) and is included in the Operational funding table in note 39 Borrowings of the consolidated financial statements of the Group in the line USD 1.54 billion Variable Funding Surplus Note ;
- ⌚ Due and punctual payment of payables by the consolidated group companies Transamerica Corporation, Aegon Funding Company LLC and Commonwealth General Corporation with respect to bonds, capital trust pass-through securities and notes issued under commercial paper programs amounted to EUR 615 million (2014: EUR 552 million); and
- ⌚ Due and punctual payment of any amounts owed to third parties by the consolidated group company Aegon Derivatives N.V. in connection with derivative transactions. Aegon Derivatives N.V. only enters into derivative transactions with counterparties with which ISDA master netting agreements including collateral support annex agreements have been agreed; net (credit) exposure on derivative transactions with these counterparties was therefore limited as of December 31, 2015.

14 Number of employees

Other than Mr. Wynaendts there were no employees employed by Aegon N.V. in 2015 and 2014.

15 Accountants remuneration

Total	Of which PricewaterhouseCoopers
-------	------------------------------------

	remuneration		Accountants N.V. (NL)	
	2015	2014	2015	2014
Audit	20	17	8	5
Other audit	2	1	-	-
Other services	-	-	-	-
Total	22	18	8	5

Table of Contents

304 Notes to the financial statements of Aegon N.V. **Note 16**

16 Events after the balance sheet date

On January 13, 2016, Aegon announced to repurchase EUR 400 million worth of common shares in 2016, of which a first tranche of EUR 200 million will be repurchased before March 31, 2016. These shares will be repurchased to neutralize the dilutive effect of the cancellation of the preferred shares in 2013. It will be proposed to shareholders at their next Annual General Meeting on May 20, 2016, to cancel any repurchased shares under this program. The shares will be repurchased at or below the daily volume-weighted average price.

The Hague, the Netherlands, March 25, 2016

Supervisory Board

Robert J. Routs
Irving W. Bailey, II
Robert W. Dineen
Shemaya Levy
Ben J. Noteboom
Ben van der Veer
Dirk P.M. Verbeek
Corien M. Wortmann-Kool
Dona D. Young

Executive Board

Alexander R. Wynaendts
Darryl D. Button

Annual Report on Form 20-F 2015

Table of Contents

305

Other information**Proposal for profit appropriation**

Appropriation of profit will be determined in accordance with the articles 31 and 32 of the Articles of Association of Aegon N.V. The relevant provisions read as follows:

1. The General Meeting of Shareholders will adopt the Annual Accounts;
2. If the adopted profit and loss account shows a profit, the Supervisory Board may decide, upon the proposal of the Executive Board, to set aside part of the profit to augment and/or form reserves.
3. The profits remaining after application of 2 above shall be put at the disposal of the General Meeting of Shareholders. The Executive Board, subject to the approval of the Supervisory Board, shall make a proposal for that purpose. A proposal to pay a dividend shall be dealt with as a separate agenda item at the General Meeting of Shareholders;
4. The Executive Board may, subject to the approval of the Supervisory Board, make one or more interim distributions to the holders of common shares and common shares B;
5. Distributions are made in accordance with the principle set forth in article 4 of the Articles of Association of Aegon N.V. that the financial rights attaching to a common share B are one-fortieth (1/40th) of the financial rights attaching to a common share;
6. The Executive Board may, subject to the approval of the Supervisory Board, decide that a distribution on common shares and common shares B shall not take place as a cash payment but as a payment in common shares, or decide that holders of common shares and common shares B shall have the option to receive a distribution as a cash payment and/or as a payment in common shares, out of the profit and/or at the expense of reserves, provided that the Executive Board is designated by the General Meeting to issue shares. Subject to the approval of the Supervisory Board, the Executive Board shall also determine the conditions applicable to the aforementioned choices; and
7. The Company's policy on reserves and dividends shall be determined and can be amended by the Supervisory Board, upon the proposal of the Executive Board. The adoption and thereafter each amendment of the policy on reserves and dividends shall be discussed and accounted for at the General Meeting of Shareholders under a separate agenda item.

At the Annual General Meeting of Shareholders on May 20, 2016, the Executive Board will, absent unforeseen circumstances, propose a final dividend for 2015 of EUR 0.13 per common share and EUR 0.00325 per common share B. The final dividend will be paid in cash or stocks at the election of the shareholder. The value of the stock dividend will be approximately equal to the cash dividend.

If the proposed dividend is approved by shareholders, Aegon shares will be quoted ex-dividend on May 23, 2016, for the shares listed on the New York Stock Exchange and on May 24, 2016, for shares listed on Euronext. The record date for the dividend will be May 25, 2016. Shareholders can elect to receive a dividend in cash or in shares during the dividend election period, which will run from May 31, 2016 up to and including June 17, 2016. The dividend will be payable as of June 24, 2016.

In order to reflect the prevailing market price of Aegon N.V. common shares fully within the indication provided, the number of dividend coupons that give entitlement to a new common share of EUR 0.12 (nominal value) will be determined on June 17, 2016 after 5.30 p.m. (CET), based on the average share price on Euronext Amsterdam in the

five trading days from June 13, 2016 up to and including June 17, 2016.

	2015	2014
Final dividend on common shares	274	253
Earnings to be retained	438	504
Net income attributable to equity holders of Aegon N.V.	712	757

Table of Contents**306** Other information **Major Shareholders****Major shareholders****General**

As of December 31, 2015, Aegon's total authorized share capital consisted of 6,000,000,000 common shares with a par value of EUR 0.12 per share and 3,000,000,000 common shares B with a par value of EUR 0.12 per share. At the same date, there were 2,147,036,826 common shares and 585,022,160 common shares B issued. Of the issued common shares, 42,997,722 common shares were held by Aegon as treasury shares and 1,533,836 treasury shares were held by its subsidiaries.

All of Aegon's common shares and common shares B are fully paid and not subject to calls for additional payments of any kind. All of Aegon's common shares are registered shares. Holders of shares of New York registry hold their common shares in the registered form issued by Aegon's New York transfer agent on Aegon's behalf. Shares of New York registry and shares of Netherlands registry are exchangeable on a one-to-one basis and are entitled to the same rights, except that cash dividends are paid in US dollars on shares of New York registry.

As of December 31, 2015, 249 million common shares were held in the form of New York Registry shares. As of December 31, 2015, there were approximately 18,800 record holders of Aegon's New York Registry shares resident in the United States.

Vereniging Aegon

Vereniging Aegon is the continuation of the former mutual insurer AGO. In 1978, AGO demutualized and Vereniging AGO became the only shareholder of AGO Holding N.V., which was the holding company for its insurance operations. In 1983, AGO Holding N.V. and Ennia N.V. merged into Aegon N.V. Vereniging AGO initially received approximately 49% of the common shares (reduced gradually to less than 40%) and all of the preferred shares in Aegon N.V., giving it voting majority in Aegon N.V. At that time, Vereniging AGO changed its name to Vereniging Aegon.

The objective of Vereniging Aegon is the balanced representation of the interests of Aegon N.V. and all of its stakeholders, including shareholders, Aegon Group companies, insured parties, employees and other relations of the companies.

In accordance with the 1983 Amended Merger Agreement, Vereniging Aegon had certain option rights on preferred shares to prevent dilution of voting power as a result of share issuances by Aegon N.V. This enabled Vereniging Aegon to maintain voting control at the General Meeting of Shareholders of Aegon N.V. In September 2002, Aegon N.V. effected a capital restructuring whereby Vereniging Aegon, among others, sold 206,400,000 common shares to Aegon N.V. for the amount of EUR 2,064,000,000; Vereniging Aegon contributed these as additional paid-in capital on the then existing Aegon N.V. preferred shares. As a result of this capital restructuring, Vereniging Aegon's beneficial ownership interest in Aegon N.V.'s common shares decreased from approximately 37% to approximately 12% and its beneficial ownership interest in Aegon N.V.'s voting shares decreased from approximately 52% to approximately 33%.

On May 9, 2003, Aegon's shareholders approved certain changes to Aegon's corporate governance structure. Preferred shares with a nominal value of EUR 0.12 were converted into 211,680,000 new class A preferred shares with

a nominal value of EUR 0.25, and class B preferred shares were created with a nominal value of EUR 0.25 each. No class B preferred shares were issued at that time. The voting rights pertaining to the preferred shares were adjusted accordingly to 25/12 vote per preferred share. However, in May 2003, Aegon N.V. and Vereniging Aegon entered into a Preferred Shares Voting Agreement, pursuant to which Vereniging Aegon agreed to exercise one vote only per preferred share, except in the event of a Special Cause, as defined below.

In May 2003, Aegon N.V. and Vereniging Aegon amended the option arrangements under the 1983 Amended Merger Agreement so that, in the event of an issuance of shares by Aegon N.V., Vereniging Aegon could purchase as many class B preferred shares as would enable Vereniging Aegon to prevent or correct dilution to below its actual percentage of voting shares, to a maximum of 33%.

On February 15, 2013, Aegon N.V. and Vereniging Aegon entered into an agreement to simplify the capital structure of Aegon and to cancel all of Aegon's preferred shares, of which Vereniging Aegon was the sole owner. The execution of this agreement was subject to the approval of the General Meeting of Shareholders of Aegon N.V. This approval was granted at the Annual General Meeting of Shareholders on May 15, 2013.

The simplified capital structure entailed, but was not limited to, the amendment of the Articles of Association of Aegon N.V., including the conversion of all outstanding 329,773,000 preferred shares A and B, with a nominal value of EUR 0.25 each, into 120,713,389 common shares and 566,313,695 common shares B, with a nominal value of EUR 0.12 each. The financial rights attached to a common share B were determined at 1/40th of the financial rights attached to a common share.

Annual Report on Form 20-F 2015

Table of Contents

307

The simplified capital structure also entailed the amendment of the Voting Rights Agreement between Aegon N.V. and Vereniging Aegon, known as the Preferred Shares Voting Agreement before May 2013. As a matter of Dutch corporate law, the shares of both classes offer equal full voting rights, as they have equal nominal values (EUR 0.12). The amended Voting Rights Agreement ensures that under normal circumstances, i.e. except in the event of a Special Cause, Vereniging Aegon will no longer be able to exercise more votes than is proportionate to the financial rights represented by its shares. This means that in the absence of a Special Cause Vereniging Aegon may cast one vote for every common share it holds and one vote only for every 40 common shares B it holds. As Special Cause qualifies the acquisition of a 15% interest in Aegon N.V., a tender offer for Aegon N.V. shares or a proposed business combination by any person or group of persons, whether individually or as a group, other than in a transaction approved by the Executive Board and the Supervisory Board. If, in its sole discretion, Vereniging Aegon determines that a Special Cause has occurred, Vereniging Aegon will notify the General Meeting of Shareholders and retain its right to exercise the full voting power of one vote per common share B for a limited period of six months.

The simplified capital structure also included an amendment to the 1983 Amended Merger Agreement between Aegon N.V. and Vereniging Aegon. Following this 2013 amendment, Vereniging Aegon's call option relates to common shares B. Vereniging Aegon may exercise its call option to keep or restore its total stake at 32.6%, irrespective of the circumstances which cause the total shareholding to be or become lower than 32.6%.

In the years 2003 through 2012, 118,093,000 class B preferred shares were issued under these option rights. In July 2013, Vereniging Aegon exercised its option rights to purchase in aggregate 12,691,745 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance). It did this to correct dilution caused by Aegon's issuance of shares on May 1, 2013 and May 16, 2013 in connection with the Long Term Incentive Plans for senior management and the issuance of shares on June 14, 2013, being the final dividend 2012 in the form of stock dividend. On May 22, 2014, and with effect of May 21, 2014, Vereniging Aegon exercised its options rights to purchase in aggregate 2,320,280 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by Aegon's issuance of shares on May 21, 2014, in connection with the Long Term Incentive Plans for senior management. On January 1, 2015 Vereniging Aegon exercised its options rights to purchase in aggregate 9680 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by Aegon's issuance of shares on January 1, 2015, in connection with the Long Term Incentive Plans for senior management. On May 21, 2015 Vereniging Aegon exercised its options rights to purchase in aggregate 3,686,000 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by Aegon's issuance of shares on May 21, 2015, in connection with the Long Term Incentive Plans for senior management. And on November 13, 2015, and with effect of November 13, 2015, Vereniging Aegon exercised its options rights to purchase in aggregate 760 common shares B at fair value of a common share B (being 1/40th of the market value of a common share in the capital of the Company at the time of issuance) to mitigate dilution caused by a correction to Aegon's issuance of shares on May 21, 2015, in connection with the Long Term Incentive Plans for senior management

Development of shareholding in Aegon N.V.

Number of shares

At January 1, 2015

Exercise option right common shares B

At December 31, 2015

	Common	Common B
At January 1, 2015	292,687,444	581,325,720
Exercise option right common shares B	-	3,696,440
At December 31, 2015	292,687,444	585,022,160

Accordingly, at December 31, 2015, the voting power of Vereniging Aegon under normal circumstances amounted to approximately 14.5%, based on the number of outstanding and voting shares (excluding issued common shares held in treasury by Aegon N.V.). In the event of a Special Cause, Vereniging Aegon's voting rights will increase, currently to 32.6%, for up to six months.

At December 31, 2015, the General Meeting of Members of Vereniging Aegon consisted of 18 members. The majority of the voting rights is with the 16 members who are not employees or former employees of Aegon N.V. or one of the Aegon Group companies, nor current or former members of the Supervisory Board or the Executive Board of Aegon N.V. The two other members are from the Executive Board of Aegon N.V.

Vereniging Aegon has an Executive Committee consisting of eight members, six of whom are not, nor have ever been, related to Aegon, including the Chairman and the Vice-Chairman. The other two members are also members of the Executive Board of Aegon N.V. Resolutions of the Executive Committee, other than regarding the amendment of the Articles of Association of Vereniging Aegon, are

Table of Contents**308 Other information Major Shareholder**

made with an absolute majority of the votes. When a vote in the Executive Committee results in a tie, the General Meeting of Members has the deciding vote. Regarding the amendment of the Articles of Association of Vereniging Aegon, a special procedure requires a unanimous proposal from the Executive Committee, thereby including the consent of the representatives of Aegon N.V. at the Executive Committee. This requirement does not apply in the event of a hostile change of control at the General Meeting of Shareholders of Aegon N.V., in which event Vereniging Aegon may amend its Articles of Association without the cooperation of Aegon N.V. Furthermore, the two members of the Executive Board of Aegon N.V., who are also members of the Executive Committee, have no voting rights on several decisions that relate to Aegon N.V., as set out in the Articles of Association of Vereniging Aegon.

Other major shareholders

To Aegon's knowledge based on the filings made with the Netherlands Authority for Financial Markets, the AFM, the US based investment management firm Dodge & Cox holds a capital and voting interest in Aegon of 3%.

Based on its last filing with the Dutch Autoriteit Financiële Markten on July 1, 2013 the Dodge & Cox International Stock Fund stated to hold 83,320,454 common shares and voting rights which represents 3.0% of the capital issued as at December 31, 2015. On February 12, 2016, Dodge & Cox's filing with the United States Securities and Exchange Commission (SEC) shows that Dodge & Cox holds 252,801,195 common shares, representing 9.3% of the issued capital, and has voting rights for 246,721,656 shares, representing 9.0% of the votes as at December 31, 2015.

The SEC filing also shows that of this number of shares Dodge & Cox International Stock Fund holds 130,337,763 common shares, which represents 4.8% of the issued capital as at December 31, 2015. The remainder of the common shares registered in name of Dodge & Cox with the SEC are held by Dodge & Cox on behalf of its other clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts.

The filing of Franklin Resources, Inc. (FRI), a US-based investment management firm, with the SEC on February 3, 2016, shows that FRI holds 135,002,163 common shares, representing 4.9% of the issued capital as at December 31, 2015. The SEC filing also shows that the common shares are held by various entities to whom they provide asset management services. Each of these entities hold less than 3% of the issued capital as at December 31, 2015.

Annual Report on Form 20-F 2015

Table of Contents

309

Other financial information**Schedules to the financial statements****Schedule I****Summary of investments other than investments in related parties****As at December 31, 2015**

Amounts in million EUR

	Cost ¹⁾	Fair value	Book value
Shares:			
Available-for-sale	617	820	820
Fair value through profit or loss	531	640	640
Bonds:			
Available-for-sale and held-to-maturity:			
US government	8,351	9,077	9,077
Dutch government	4,245	5,068	5,068
Other government	14,308	16,587	16,587
Mortgage backed	9,991	10,265	10,265
Asset backed	8,432	8,852	8,852
Corporate	52,585	55,302	55,302
Money market investments	7,141	7,141	7,141
Other	1,120	1,297	1,297
Subtotal	106,173	113,589	113,589
Bonds:			
Fair value through profit or loss	2,257	2,239	2,239
Other investments at fair value through profit or loss	2,931	2,938	2,938
Mortgages	32,899	37,648	32,899
Private loans	2,847	3,165	2,847
Deposits with financial institutions	106	106	106
Policy loans	2,201	2,201	2,201
Receivables out of share lease agreements	1	1	1
Other	209	209	209
Subtotal	38,263	43,330	38,263
Real estate:			
Investments in real estate		1,990	1,990

Total	165,546	160,478
--------------	----------------	----------------

¹ Cost is defined as original cost for available-for-sale shares and amortized cost for available-for-sale and held-to-maturity bonds

Table of Contents**310** Other financial information **Schedule II****Schedule II****Condensed financial information of registrant****Statement of financial position of Aegon N.V.**

As at December 31

Before profit appropriation, amounts in EUR million	Note	2015	2014
Investments			
Shares in group companies	3	25,239	27,292
Loans to group companies	4	4,529	4,016
Other investments	5	-	95
		29,768	31,403
Receivables	6		
Receivables from group companies		591	1,171
Other receivables		63	93
		654	1,264
Other assets			
Cash and cash equivalents		309	655
Other	7	111	377
		420	1,032
Prepayments and accrued income			
Accrued interest and rent		20	32
Total assets		30,862	33,731
Shareholders equity			
Share capital	8	328	327
Paid-in surplus	9	8,059	8,270
Revaluation account	9	6,551	8,335
Remeasurement of defined benefit plan of group companies	9	(1,532)	(1,611)
Legal reserves – foreign currency translation reserve	9	1,267	(105)
Legal reserves in respect of group companies	9	1,343	2,542
Retained earnings, including treasury shares	9	6,960	5,442
Net income / (loss)	9	712	757
		23,688	23,957
Other equity instruments	10	3,800	3,827
Total equity		27,488	27,784

Subordinated borrowings	11	759	747
Long-term borrowings	12	1,458	1,827
Other liabilities	13		
Short term deposits		125	124
Loans from group companies		360	496
Payables to group companies		337	2,201
Deferred tax liability		142	87
Other		165	435
		1,129	3,343
Accruals and deferred income		29	30
Total equity and liabilities		30,862	33,731

Annual Report on Form 20-F 2015

Table of Contents

311

Income statement of Aegon N.V.

For the year ended December 31

Amounts in EUR million	2015	2014	2013
Net income / (loss) group companies	750	779	965
Other income / (loss)	(38)	(22)	21
Net income	712	757	986

Condensed cash flow statement of Aegon N.V.

For the year ended December 31

Amounts in EUR million	2015	2014	2013
Income / (loss) before tax	688	752	1,000
Adjustments	778	679	(677)
Net cash flows from operating activities	1,466	1,431	323
Net cash flows from investing activities	(5)	-	-
Issuance and repurchase of share capital	(213)	(199)	(493)
Dividends paid	(292)	(266)	(323)
Issuance, repurchase and coupons of perpetual securities	(148)	(1,344)	(194)
Issuance, repurchase and coupons of non-cumulative subordinated notes	(38)	(32)	(28)
Issuance and repurchase of borrowings	(1,115)	438	(243)
Net cash flows from financing activities	(1,806)	(1,402)	(1,281)
Net increase / (decrease) in cash and cash equivalents	(346)	29	(958)

Dividends from and capital contributions to business units

Aegon received EUR 1.1 billion of dividends from its business units during 2015, almost all of which from the Americas. Aegon spent EUR 0.3 billion on capital contributions and acquisitions in New Markets.

Aegon received EUR 1.1 billion of dividends from its business units during 2014, almost all of which from the Americas. Capital contributions of EUR 0.1 billion were paid to Aegon's businesses in New Markets.

Aegon received EUR 1.5 billion of dividends from its business units during 2013, split between EUR 0.9 billion from the Americas, EUR 0.5 billion from the Netherlands and EUR 0.1 billion from Aegon Asset Management and Central & Eastern Europe. Capital contributions of EUR 0.5 billion were paid to Aegon's operating units, including EUR 0.4 billion to the United Kingdom.

Table of Contents**312 Other financial information Schedule III****Schedule III****Supplementary insurance information**

Column A Segment	Column B	Column C	Column D	Column E	Column F
Amounts in million EUR	Deferred policy acquisition costs	Future policy benefits	Unearned premiums	Other policy claims and benefits	Premium revenue
2015					
Americas	8,689	177,742	4,977	1,991	9,195
The Netherlands	97	59,779	108	1,316	2,947
United Kingdom	2,414	77,995	12	5	5,697
New Markets	871	12,236	103	101	2,470
Holding and other activities	9	89	2	1	2
Total	12,080	327,841	5,202	3,414	20,311
2014					
Americas	6,820	160,231	4,365	1,649	8,222
The Netherlands	114	61,458	117	1,275	4,716
United Kingdom	2,378	76,143	9	4	4,916
New Markets	648	10,533	81	101	2,010
Holding and other activities	5	4	-	1	-
Total	9,964	308,369	4,572	3,029	19,864
2013					
Americas	6,718	142,382	3,704	1,318	7,826
The Netherlands	141	52,627	121	1,247	4,245
United Kingdom	2,256	68,611	-	-	6,537
New Markets	532	8,772	62	103	1,319
Holding and other activities	3	3	-	1	12
Total	9,650	272,396	3,886	2,669	19,939

The numbers included in Schedule III are based on IFRS and excludes the proportionate share in Aegon's joint ventures and Aegon's associates.

Deferred policy acquisition costs also include deferred costs of reinsurance.

Table of Contents

313

Amounts in million EUR	Column G	Column H	Column I	Column J	Column K
	Net investment income	Benefits, claims and losses	Amortization of deferred policy acquisition costs	Other operating expenses	Premiums written
2015					
Americas	3,672	8,240	593	3,393	6,643
The Netherlands	2,274	4,641	30	1,039	2,934
United Kingdom	2,327	8,834	187	513	5,223
New Markets	248	928	115	554	2,524
Holding and other activities	4	2	3	57	7
Total	8,525	22,645	928	5,557	17,332
2014					
Americas	3,309	5,954	448	2,817	5,614
The Netherlands	2,568	3,853	37	956	4,699
United Kingdom	2,073	6,986	189	580	4,488
New Markets	194	786	91	481	2,050
Holding and other activities	4	-	2	54	2
Total	8,148	17,579	766	4,889	16,853
2013					
Americas	3,365	7,777	440	2,779	5,102
The Netherlands	2,309	3,815	46	957	4,225
United Kingdom	2,053	7,945	207	548	6,135
New Markets	178	666	103	518	1,353
Holding and other activities	4	1	-	57	16
Total	7,909	20,204	797	4,859	16,831

Table of Contents**314** Other financial information **Schedule IV****Schedule IV****Reinsurance**

Amounts in million EUR	Gross amount	Ceded to other companies	Assumed from other companies	Net amount	% of amount assumed to net
For the year ended December 31, 2015					
Life insurance in force	1,008,787	961,485	658,594	705,896	93%
Premiums					
Life insurance	15,357	2,694	1,612	14,275	11%
Non-life insurance	3,332	286	11	3,057	0%
Total premiums	18,689	2,979	1,623	17,332	9%
For the year ended December 31, 2014					
Life insurance in force	882,862	909,110	626,387	600,139	104%
Premiums					
Life insurance	15,464	2,701	1,432	14,195	10%
Non-life insurance	2,965	310	4	2,658	0%
Total premiums	18,429	3,011	1,436	16,853	9%
For the year ended December 31, 2013					
Life insurance in force	898,135	896,012	583,733	585,856	100%
Premiums					
Life insurance	15,650	2,756	1,462	14,356	10%
Non-life insurance	2,827	352	-	2,475	0%
Total premiums	18,477	3,108	1,462	16,831	9%

Annual Report on Form 20-F 2015

Table of Contents

315

Schedule V**Valuation and qualifying accounts**

Amounts in million EUR	2015	2014	2013
Balance at January 1	363	352	355
Addition charged to earnings	30	62	47
Amounts written off and other changes	(152)	(51)	(46)
Currency translation	8	-	(4)
Balance at December 31	249	363	351
The provisions can be analyzed as follows:			
Mortgages	56	169	163
Other loans	86	80	77
Receivables	107	115	111
Total	249	363	351

Table of Contents**316 Auditor s report on the Annual Report on Form 20-F****Auditor s report on the Annual Report on Form 20-F****Report of Independent Registered Public Accounting Firm**

To: The Supervisory Board, the Executive Board and Shareholders of Aegon N.V.

In our opinion, the accompanying consolidated statement of financial position and the related consolidated income statement, statement of comprehensive income, statement of changes in equity and cash flow statement, present fairly, in all material respects, the financial position of Aegon N.V. at December 31, 2015 and the results of its operations and its cash flows for each of the two years in the period then ended in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. In addition, in our opinion, the other financial statement schedules on pages 309 to 315, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework* of 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Annual Report on Internal Control over Financial Reporting on page 119. Our responsibility is to express opinions on these financial statements and financial statement schedules, and on the Company s internal control over financial reporting based on our integrated audit. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements and financial statement schedules included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become

Edgar Filing: AEGON NV - Form 20-F

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers Accountants N.V.

Amsterdam, the Netherlands

March 25, 2016

Annual Report on Form 20-F 2015

Table of Contents

317

Auditor s report on the Annual Report on Form 20-F

To: The Supervisory Board, the Executive Board and Shareholders of Aegon N.V.

Report of Independent Registered Public Accounting Firm

We have audited the accompanying consolidated income statement and statements of comprehensive income, changes in equity, and cash flow of Aegon N.V. for the year ended December 31, 2013. Our audit also includes the other financial information included on pages 309 to 315. These financial statements and schedules are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated results of its operations and its cash flows for the year ended December 31, 2013, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

The Company changed its method for consolidation, joint arrangements and employee benefits effective January 1, 2013 and the Company elected to change its method of accounting for the deferral of policy acquisition costs and longevity reserving effective January 1, 2014.

The Hague, the Netherlands, March 19, 2014

except for the changes as mentioned in the last paragraph of this opinion, as to which the date is April 15, 2014

/s/ Ernst & Young Accountants LLP

Table of Contents

318 Additional information

Table of contents

Additional information

¿	<u>Compliance with regulations</u>	319
¿	<u>Risk factors</u>	320
¿	<u>Property, plant and equipment</u>	339
¿	<u>Employees and labor relations</u>	340
¿	<u>Dividend policy</u>	340
¿	<u>The offer and listing</u>	341
¿	<u>Memorandum and Articles of Association</u>	342
¿	<u>Material contracts</u>	343
¿	<u>Exchange controls</u>	344
¿	<u>Taxation</u>	344
¿	<u>Principal accountant fees and services</u>	350
¿	<u>Purchases of equity securities by the issuer and affiliated purchasers</u>	352
¿	<u>Glossary</u>	353
¿	<u>Disclaimer</u>	358
¿	<u>Contact</u>	360
¿	<u>Documents on display</u>	361
¿	<u>Index to Exhibits</u>	362

Annual Report on Form 20-F 2015

Table of Contents

319

Compliance with regulations**Iran Threat Reduction and Syria Human Rights Act**

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRA), which was signed into law on 10 August 2012, added a new subsection (r) to Section 13 of the Securities Exchange Act of 1934, as amended, which requires Aegon to disclose whether Aegon N.V. or any of its affiliates has engaged during the calendar year in certain Iran-related activities, including any transaction or dealing with the Government of Iran that is not conducted pursuant to a specific authorisation of the U.S. government.

The non-U.S. based subsidiaries of Aegon N.V. operate in compliance with applicable laws and regulations of the various jurisdictions where they operate, including applicable international laws and regulations.

Aegon maintained a limited number of individual personal pensions which were in-force during 2015 where the payer of the pension benefit is a party subject to relevant U.S. sanctions.

In the first matter, Aegon has a UK resident customer for whom one active Individual Personal Pension is held. The customer is a UK-based employee of an Iranian bank which appears on OFAC's Specially Designated Nationals and Blocked Persons List with the identifiers of [SDGT], [IRAN], and [IFSR], and the Iranian bank makes contributions to the customer's pension. The customer is not a Specially Designated National (SDN) and the Iranian bank does not own, benefit from, or have control over, the pension. All payments from the Iranian bank have been made in UK Pounds from a UK bank account. Her Majesty's Treasury (HMT) have confirmed that this business activity falls within an acceptable exemption. Consequently, the pension remains active although the relationship is under close ongoing review. The monthly premium received during 2015 was GBP 727.95. Additional single premiums of GBP 3,310.50 and GBP 3,432.99 were also received during 2015. At February 10, 2016, the account value was GBP 23,203.21. The related annual net profit arising from this contract, which is difficult to calculate with precision, is estimated to be GBP 2,320.32.

In the second matter, Aegon has four UK resident customers, each of whom has one active Individual Personal Pension. The customers are UK-based employees of a British registered charity that appears on the SDN List with the identifier [SDGT], and the charity makes contributions to the pensions. The customers are not SDNs and the charity does not own, benefit from, or have control over, the pensions. All payments from the charity have been paid in UK Pounds from a UK bank account. The pensions are managed in line with applicable legislation and regulation in the UK and the charity is not subject to sanctions in the UK or EU. Consequently, the pensions remain active although the relationships are under close ongoing review. Individual Personal Pension #1 has a current value of GBP 5,157.78 as at February 10, 2016, and regular monthly contributions of GBP 69.41 are being received into this policy. Individual Personal Pension #2 has a current value of GBP 2,482.34 as at February 10, 2016, and regular monthly contributions of GBP 18.61 (gross) are being received into this policy. Individual Personal Pension #3 has a current value of GBP 135,876.30 as at February 10, 2016, and regular monthly contributions of GBP 527.91 (gross) are being received into this policy. Individual Personal Pension #4 has a current value of GBP 5,810.54 as at February 10, 2016, and no further contributions are being received into this policy. The related annual net profit arising from these four contracts, which is difficult to calculate with precision, is estimated to be GBP 14,932.69.

Table of Contents

320 Additional information **Risk factors**

Risk factors

Aegon faces a number of risks, some of which may arise from internal factors, such as inadequate compliance systems and operational change management. Others, such as movements in interest rates or unexpected changes in longevity or mortality trends, are external in nature. Aegon's most significant risk is to changes in financial markets, particularly related to movements in interest rates, equity and credit markets. These risks, whether internal or external, may affect the Company's operations, its earnings, its share price, the value of its investments, or the sale of certain products and services. The next two sections describe risks relating to Aegon's businesses and risks relating to Aegon's common shares.

I - Risks relating to Aegon's businesses

The following covers the key risk factors that may affect Aegon's businesses and operations, as well as other risk factors that are particularly relevant to Aegon in the ongoing period of significant economic uncertainty. Additional risks to which Aegon is subject include, but are not limited to, the factors mentioned under "Forward-looking statements" (page 358 and 359), and the risks of Aegon's businesses described elsewhere in this Annual Report.

Factors additional to those discussed below or elsewhere in this Annual Report may also affect Aegon's businesses and operations adversely. The following risk factors should not be considered a complete list of potential risks that may affect Aegon and its subsidiaries.

Risks related to the global financial markets and general economic conditions

Disruptions in the global financial markets and general economic conditions have affected and continue to affect, and could have a materially adverse effects on Aegon's businesses, results of operations, cash flows and financial condition.

Aegon's results of operations and financial condition may be materially affected from time to time by general economic conditions, such as levels of employment, consumer lending or inflation in the countries in which Aegon operates. Global financial markets have experienced extreme and unprecedented volatility and disruption over the last decade. Bank lending has been recovering over the last couple years.

In addition to the risks described in this section, these conditions may result in reduced demand for Aegon's products as well as impairments and reductions in the value of the assets in Aegon's general account, separate account, and company pension schemes, among other assets. Aegon may also experience a higher incidence of claims and unexpected policyholder behavior such as unfavourable changes in lapse rates. Aegon's policyholders may choose to defer or stop paying insurance premiums, which may impact Aegon's businesses, results of operations, cash flows and financial condition, and Aegon cannot predict definitively whether or when such actions may occur.

Governmental action in the United States, the Netherlands, the United Kingdom, the European Union and elsewhere to address any of the above may impact Aegon's businesses. Aegon cannot predict with certainty the effect that these or other government actions as well as actions by the ECB or the Federal Reserve may have on the financial markets or on Aegon's businesses, results of operations, cash flows and financial condition.

Credit risk

Defaults in Aegon's debt securities, private placements and mortgage loan portfolios held in Aegon's general account, or the failure of certain counterparties, may adversely affect Aegon's profitability and shareholders equity.

Credit risk is the risk of loss resulting from the default by, or failure to meet contractual obligations of issuers and counterparties. For general account products, Aegon typically bears the risk for investment performance equaling the return of principal and interest. Aegon is exposed to credit risk on its general account fixed-income portfolio (debt securities, mortgages and private placements), over-the-counter (OTC) derivatives and reinsurance contracts. In addition, financial institutions acting as a counterparty on derivatives may not fulfil their obligations. Default by issuers and counterparties on their financial obligations may be due to, among other things, bankruptcy, lack of liquidity, market downturns or operational failures, and the collateral or security they provide may prove inadequate to cover their obligations at the time of the default.

Additionally, Aegon is indirectly exposed to credit risk on the investment portfolios underlying separate account liabilities. Changes to credit risk can result in separate account losses, which increase the probability of future loss events. Among others, reduced separate account values would decrease fee income, may increase guarantee related liabilities and may accelerate DPAC amortization.

Annual Report on Form 20-F 2015

Table of Contents

321

Aegon's investment portfolio contains, among other investments, Dutch government bonds, US Treasury, agency and state bonds, as well as other government issued securities. Due to the weak economic environment, especially in Europe, Aegon may incur significant investment impairments due to defaults and overall declines in the capital markets. Further excessive defaults or other reductions in the value of these securities and loans may have a materially adverse effect on Aegon's businesses, results of operations, cash flows and financial condition. The fixed income market conditions experienced through 2015 led to recognized impairment gains on debt securities held in general account of EUR 77 million (2014: EUR 20 million gain, 2013: EUR 71 million loss).

Equity market risk**A decline in equity markets may adversely affect Aegon's profitability and shareholders' equity, sales of savings and investment products, and the amount of assets under management.**

Exposure to equity markets exists in both assets and liabilities. Asset exposure exists through direct equity investment where Aegon bears all or most of the volatility in returns and investment performance risk. Equity market exposure is also present in policyholders' accounts for insurance and investment contracts (such as variable annuities, unit-linked products and mutual funds) where funds are invested in equities. Although most of the risk remains with the policyholder, lower investment returns can reduce the asset management fee that Aegon earns on the asset balance in these products and prolonged investment under-performance may cause existing customers to withdraw funds and potential customers not to grant investment mandates. Hedging of exposures may change those effects significantly.

Some of Aegon's insurance and investment contract businesses have minimum return or accumulation guarantees, which requires Aegon to establish reserves to fund these future guaranteed benefits when equity market returns do not meet or exceed these guarantee levels. Aegon's reported results under International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board, are also at risk if returns are not sufficient to allow amortization of DPAC, which may impact the reported net income as well as shareholders' equity. Volatile or poor market conditions may also significantly reduce the demand for some of Aegon's savings and investment products, which may lead to lower sales and net income. Deteriorating general economic conditions may again result in significant decreases in the value of Aegon's equity investments. The equity market conditions experienced through 2015 led to a recognized impairment loss on equity securities held in general account of EUR 4 million (2014: EUR 5 million loss, 2013: EUR 3 million loss).

Interest rate risk**Interest rate volatility or sustained low interest rate levels may adversely affect Aegon's profitability and shareholders' equity.**

In periods of rapidly increasing interest rates, policy loans, surrenders and withdrawals may and usually do increase. Premiums in flexible premium policies may decrease as policyholders seek investments with higher perceived returns. This activity may result in cash payments by Aegon requiring the sale of invested assets at a time when the prices of those assets are affected adversely by the increase in market interest rates. This may result in realized investment losses. These cash payments to policyholders also result in a decrease in total invested assets and net income. Early withdrawals may also require accelerated amortization of DPAC, which in turn reduces net income. Hedging against interest rate movements may change these effects significantly.

During periods of sustained low interest rates, as experienced in recent years, Aegon may not be able to preserve margins as a result of minimum interest rate guarantees and minimum guaranteed crediting rates provided in policies. Also, investment earnings may be lower because the interest earnings on new fixed-income investments are likely to have declined with the market interest rates. A prolonged low interest rate environment may also result in a lengthening of maturities of the policyholder liabilities from initial estimates, primarily due to lower policy lapses.

In-force life insurance and annuity policies may be relatively more attractive to consumers due to built-in minimum interest rate guarantees, resulting in increased premium payments on products with flexible premium features and a higher percentage of insurance policies remaining in force year-to-year. The majority of assets backing the insurance liabilities are invested in fixed-income securities. Aegon manages its investments and derivative portfolio, considering a variety of factors, including the relationship between the expected duration of its assets and liabilities. However, if interest rates remain at current levels or decline further, the yield earned upon reinvesting interest payments from current investments, or from their sale or maturation, may decline. Reinvestment at lower yields may reduce the spread between interest earned on investments and interest credited to some of Aegon's products and accordingly net income may decline. In addition, borrowers may prepay or redeem fixed maturity investments or mortgage loans in

Table of Contents**322 Additional information Risk factors**

Aegon's investment portfolio in order to borrow at lower rates. Aegon can lower crediting rates on certain products to offset the decrease in spread. However, its ability to lower these rates may be limited by contractually guaranteed minimum rates or competition.

In general, if interest rates rise, there will be unrealized losses on assets carried at fair value that will be recorded in other comprehensive income (available-for-sale investments) or as negative income (investments at fair value through profit or loss) under IFRS. This is inconsistent with the IFRS accounting on much of Aegon's liabilities, where corresponding economic gains from higher interest rates do not affect shareholders' equity or income in the shorter term. Over time, the short-term reduction in shareholder equity and income due to rising interest rates would be offset in later years, all else being equal.

Base interest rates set by central banks and government treasuries remain at or near the historically low or even negative levels as a response to the worldwide recession and attempts to stimulate growth. Depending on economic developments going forward, interest rates at the shorter end of the curve may remain at low or even negative levels for a prolonged period. In such an environment, an anchored expectation of low inflation or deflation could also further push down the longer end of the interest rate curve which could have significant implications for Aegon's operations and financial results.

The profitability of Aegon's spread-based businesses depends in large part upon the ability to manage interest rate risk, credit spread risk and other risks inherent in the investment portfolio. Aegon may not be able to successfully manage interest rate risk, credit spread risk and other risks in the investment portfolio or the potential negative impact of those risks. Investment income from general account fixed-income investments for the years 2015, 2014 and 2013 was EUR 6.1 billion, EUR 5.6 billion and EUR 5.6 billion respectively. The value of the related general account fixed-income investment portfolio at the end of the years 2015, 2014 and 2013 was EUR 157 billion, EUR 151 billion and EUR 132 billion, respectively.

The sensitivity of Aegon's net income and shareholders' equity to a change in interest rates is provided in note 4 Financial risks to the consolidated financial statements, section Interest rate risk.

Currency exchange rate risk**Fluctuations in currency exchange rates may affect Aegon's reported results of operations.**

As an international group, Aegon is subject to foreign currency translation risk. Foreign currency exposure also exists when policies are denominated in currencies other than Aegon's functional currency. Currency risk in the investment portfolios backing insurance and investment liabilities are managed using asset liability matching principles. Assets allocated to equity are kept in local currencies to the extent shareholders' equity is required to satisfy regulatory and Aegon's self-imposed capital requirements. Therefore, currency exchange rate fluctuations may affect the level of Aegon's consolidated shareholders' equity as a result of translation of the equity of Aegon's subsidiaries into euro, Aegon's reporting currency. Aegon holds the remainder of its capital base (capital securities, subordinated and senior debt) in various currencies in amounts that are targeted to correspond to the book value of Aegon's business units. This balancing is intended to mitigate currency translation impacts on equity and leverage ratios. Aegon may also hedge the expected dividends from its principal business units that maintain their equity in currencies other than the euro.

To the extent these expected dividends are not hedged or actual dividends vary from expected, Aegon's net income and shareholders' equity may fluctuate. As Aegon has significant business segments in the Americas and in the United Kingdom, the principal sources of exposure from currency fluctuations are from the differences between the US dollar and the euro and between the UK pound and the euro. Aegon may experience significant changes in net income and shareholders' equity because of these fluctuations.

The exchange rates between Aegon's primary operating currencies (US dollar, euro and UK pound) continued to fluctuate during 2015. In 2015, the US dollar ranged by 15% against the euro, finishing around 10% up from 2014. The UK pound fluctuated by around 7% against the euro ending the year with a 5% increase from 2014.

For Aegon Americas, which primarily conducts its business in US dollars, total revenues and net loss in 2015 amounted to EUR 14.6 billion and EUR 246 million, respectively. For Aegon UK, which primarily conducts its business in UK pounds, total revenues and net income in 2015 amounted to EUR 8.1 billion and EUR 218 million, respectively. On a consolidated basis, these revenues represented 72% of the total revenues for the year 2015. The net loss on consolidated basis for Aegon Americas and Aegon UK amounted to EUR 28 million. Additionally, Aegon borrows in various currencies to hedge the currency exposure arising from its operations. As of December 31, 2015, Aegon has borrowed or swapped amounts in proportion to the currency mix of capital in units, which was denominated approximately 56% in US dollars, 27% in euro and 17% in UK pounds.

Annual Report on Form 20-F 2015

Table of Contents

323

Liquidity risk**Illiquidity of certain investment assets may prevent Aegon from selling investments at fair prices in a timely manner.**

Liquidity risk is inherent in much of Aegon's businesses. Each asset purchased and liability sold has unique liquidity characteristics. Some liabilities can be surrendered, while some assets, such as privately placed loans, mortgage loans, real estate and limited partnership interests, are to some degree illiquid. Aegon continued to maintain its reserves of cash and liquid assets in 2015. In depressed markets, Aegon may be unable to sell or buy significant volumes of assets at quoted prices.

Any security Aegon issues in significant volume may be issued at higher financing costs if funding conditions are impaired, as they have been from time to time in recent years. The requirement to issue securities can be driven by a variety of factors, for instance Aegon may need liquidity for operating expenses, debt servicing and the maintenance of capital levels of insurance subsidiaries. Although Aegon manages its liquidity position for extreme events, including greatly reduced liquidity in capital markets, if these conditions were to persist for an extended period of time, Aegon may need to sell assets substantially below prices at which they are currently recorded to meet its insurance obligations.

In 2015, approximately 39% of Aegon's general account investments were not highly liquid.

Aegon makes use of (syndicated) credit facilities to support repayment of amounts outstanding under Aegon's commercial paper programs and to serve as additional sources of liquidity. An inability to access these credit facilities, for example due to non-compliance with conditions for borrowing or the default of a facility provider under stressed market circumstances, could have an adverse effect on Aegon's ability to meet liquidity needs and to comply with contractual and other requirements.

Many of Aegon's derivatives transactions require Aegon to pledge collateral against declines in the fair value of these contracts. Volatile financial markets may significantly increase requirements to pledge collateral and adversely affect our liquidity position. Further, a downgrade of Aegon's credit ratings may also result in additional collateral requirements and affect our liquidity, or even enable counterparties to terminate such derivative transactions.

Underwriting risk**Differences between actual claims experience and underwriting and reserve assumptions may require liabilities to be increased.**

There is a risk that the pricing of our products is not set right if the assumptions used for pricing do not materialize. Aegon's earnings depend significantly upon the extent to which actual claims experience is consistent with the assumptions used in setting the prices for Aegon's products and establishing the technical liabilities for expected claims. If actual claims experience is less favorable than the underlying assumptions used in establishing such liabilities, Aegon's income would be reduced. Furthermore, if less favorable claims experience became sustained, Aegon may be required to increase liabilities for other related products, which may reduce Aegon's income. In addition, certain acquisition costs related to the sale of new policies and the purchase of policies already in force have

been recorded as assets on the balance sheet and are being amortized into income over time. If the assumptions relating to the future profitability of these policies (such as future claims, investment income and expenses) are not realized, the amortization of these costs may be accelerated and may require write-offs due to an expectation of unrecoverability. This may have a materially adverse effect on Aegon's results of operations and financial condition.

Sources of underwriting risk include the exercise of policyholder options such as lapses, policy claims (such as mortality and morbidity) and expenses. In general, Aegon is at risk if policy lapses increase, as sometimes Aegon is unable to fully recover up-front sales expenses despite the presence of commission recoveries or surrender charges and fees. In addition, some policies have embedded options which at times are more valuable to the client if they stay (lower lapses) or leave (higher lapses), which may result in losses to Aegon's businesses. Aegon sells certain types of policies that are at risk if mortality or morbidity increases, such as term life insurance and accident insurance. Aegon also sells certain other types of policies, such as annuity products, that are at risk if mortality decreases (longevity risk). For example, certain current annuity products, as well as products sold in previous years, have seen their profitability deteriorate as longevity assumptions have been revised upward. If the trend toward increased longevity persists, Aegon's annuity products may continue to experience adverse effects due to longer expected benefit payment periods. Aegon is also at risk if expenses are higher than assumed.

The sensitivity of Aegon's net income and shareholders' equity to changes in various underwriting risks is provided in Note 36 Insurance contracts to the consolidated financial statements.

Table of Contents**324** Additional information **Risk factors****Aegon may be unable to manage Aegon's risks successfully through derivatives.**

Aegon is exposed to currency fluctuations, changes in the fair value of Aegon's investments, the impact of interest rate, equity markets and credit spread changes, and changes in mortality and longevity. Aegon uses common financial derivative instruments, such as swaps, options, futures and forward contracts to hedge some of the exposures related to both investments backing insurance products and company borrowings. This is a more pronounced risk to Aegon in view of the stresses suffered by financial institutions and the volatility of interest rate, credit and equity markets. Aegon may not be able to manage the risks associated with these activities successfully through the use of derivatives. In addition, a counterparty may fail to honor the terms of its derivatives contracts with Aegon. Aegon's inability to manage risks successfully through derivatives, a counterparty's failure to honor Aegon's obligations or the systemic risk that failure is transmitted from counterparty to counterparty may each have a material adverse effect on Aegon's businesses, results of operations and financial condition.

Aegon's ability to manage risks through derivatives may be negatively affected by the Dodd-Frank Act and legislative initiatives of the European Commission (EMIR and MIFIR), which provide for regulation of OTC derivatives markets. These regulations include mandatory trading of certain types of OTC derivative transactions on regulated trading venues and mandatory clearing of certain types of transactions through a central clearing organization. These regulations may limit Aegon's ability to customize derivative transactions for its needs. As a result, Aegon may experience additional collateral requirements and costs associated with derivative transactions.

Modeling risk**Inaccuracies in econometric, financial or actuarial models, or differing interpretations of underlying methodologies, assumptions and estimates, could have a significant adverse effect on Aegon's business, results of operations and financial condition.**

Aegon uses econometric, financial and actuarial models to measure and manage multiple types of risk, to price products and to establish and assess key valuations and report financial results. All these functions are critical to Aegon's operations. If these models, their underlying methodologies, assumptions and estimates, or their implementation and monitoring prove to be inaccurate, this could have a significant adverse effect on Aegon's business, financial condition and results. Moreover, these models rely on assumptions, estimates and projections that are inherently uncertain, and actual experience may deviate significantly from modelled results.

Other risks**Valuation of Aegon's investments, allowances and impairments is subjective, and discrepant valuations may adversely affect Aegon's results of operations and financial condition.**

The valuation of many of Aegon's financial instruments is based on methodologies, estimations and assumptions that are subject to different interpretations and may result in changes to investment valuations that may have a materially adverse effect on Aegon's results of operations and financial condition. In addition, the determination of the amount of allowances and impairments taken on certain investments and other assets is subjective and based on assumptions, estimations and judgments that may not reflect or correspond to our actual experience any of which may materially impact Aegon's results of operations or financial position.

Among other things, changes in assumptions, estimation or judgments or in actual experience may require Aegon to accelerate the amortization of DPAC and value of business acquired, establish a valuation allowance against deferred income tax assets, or to recognize impairment of other assets, any of which may materially adversely affect Aegon's results and financial condition.

Certain of our products have guarantees that may adversely affect our results, financial condition or liquidity.

Certain products, particularly our variable annuity products, include guarantees of minimum surrender values or income streams for stated periods or for life, which may be in excess of account values. These guarantees are designed, among other things, to protect policyholders against downturns in equity markets and interest rates. As a result, a drop in equity markets, an increase in equity volatility, or lower interest rates could result in an increase in the valuation of Aegon's liabilities associated with these products. An increase in these liabilities may decrease our net income. Aegon uses a variety of hedging and risk management strategies to mitigate these risks. However, these strategies may not be fully effective and hedging instruments may not fully offset the costs of guarantees or may otherwise be insufficient in relation to our obligations. Estimates and assumptions Aegon makes in connection with hedging activities may fail to fully reflect or correspond to the actual (longer term) exposure in respect of guarantees. Further, unexpected policyholder behavior may cause our hedging to be less effective. The above factors could have a material adverse effect on our results of operations, financial condition or liquidity.

Table of Contents

325

Aegon may be required to increase its statutory reserves and/or hold higher amounts of statutory capital for some of its products, which will decrease Aegon's returns on these products unless Aegon increases its prices.

There may be increased regulatory requirements, resulting in more stringent supervision of insurers by regulatory authorities in the jurisdictions in which Aegon's subsidiaries are domiciled and operate. Aegon cannot predict specific proposals that might be adopted, or what impact, if any, such proposals or, if enacted, such laws, may have on its businesses, results of operations, or financial condition. The European Union (which has already adopted Solvency II), the National Association of Insurance Commissioners (NAIC) in the US or US state regulators may adopt revisions to applicable risk based capital formulas, local regulators in other jurisdictions in which Aegon's subsidiaries operate may increase their capital requirements, or rating agencies may incorporate higher capital thresholds into their quantitative analyses, thus requiring additional capital for Aegon's insurance subsidiaries.

An important example of increased regulatory requirements for insurers originates from the European Commission's Solvency II Directive, which became effective on January 1, 2016, and which imposes, among other things, substantially greater quantitative and qualitative capital requirements on some of Aegon's businesses and at the Group level, as well as supervisory and disclosure requirements, and may impact the structure, business strategies, and profitability of Aegon's insurance subsidiaries and of the Group. Some of Aegon's competitors, who are headquartered outside the European economic area may not be subject to Solvency II requirements and may thereby be better able to compete against Aegon, particularly in Aegon's businesses in the United States and Asia. In particular, the manner in which Aegon's United States and Asia insurance businesses are taken into account in the Solvency II group solvency calculation, may have a significant impact on the group's capital position. In that context, the opinion published by EIOPA on January 27, 2016 regarding the application of a combination of accounting methods for the group solvency calculation has offered important additional guidance to Aegon that has helped to determine its group solvency position under Solvency II. Although Aegon currently does not have any indications to that effect, it cannot be excluded that, as is generally the case with respect to the interpretation of regulatory requirements, in future this guidance may change, which may have, depending on the nature of the change, a significant effect on the outcome of the group solvency calculation.

Furthermore, the NAIC Model Regulation entitled Valuation of Life Insurance Policies, commonly known as Regulation XXX, requires insurers in the United States to establish additional statutory reserves for term life insurance policies with long-term premium guarantees. In addition, Actuarial Guideline XXXVIII, commonly known as AG38, intended to clarify the regulation on valuation of life insurance policies, requires insurers to establish additional statutory reserves for certain universal life insurance policies with secondary guarantees. Virtually all of Aegon's newly issued term and universal life insurance products in the United States are now affected by Regulation XXX and AG38, respectively.

In response to the NAIC regulations, Aegon has implemented reinsurance and capital management actions to mitigate their impact. However, for a variety of reasons, Aegon may not be able to implement actions to mitigate the impact of Regulation XXX and AG38 on future sales of term or universal life insurance products, potentially resulting in an adverse impact on these products and Aegon's market position in the life insurance market. In addition, the NAIC is reviewing internal captive reinsurance, the vehicle used in many capital management actions.

Aegon utilizes affiliated captive insurance companies to manage risks of various insurance policies, including universal life with secondary guarantees, level term life insurance and variable annuity policies. Through these

structures, Aegon finances certain required regulatory reserves at a lower cost. To the extent that state insurance departments restrict Aegon's use of captives and regulatory reserve requirements remain unchanged this could increase costs, limit the ability to write these products in the future or lead to increased prices to consumers on those products. The NAIC continues to consider changes to corporate governance and insurers' use of captives. Due to the uncertainty of the proposals it is not possible to provide an estimate of the effects at this time.

As a further example, Aegon and the Aegon Group may be impacted by further changes to the capital adequacy requirements it is subject to as a result of the development of the Common Framework for the Supervision of Internationally Active Insurance Groups (ComFrame), which is a set of international regulatory standards focusing on the effective group-wide supervision of internationally active insurance groups, and particular requirements or standards that may be imposed on global systemically important insurers

(G-SIIs) in the future. As of November 3, 2015 Aegon is classified as a G-SII. This qualification is reviewed by the Financial Stability Board yearly. If Aegon remains a G-SII, it may be required as per January 2019, to maintain additional capital in the form of Higher Loss Absorbing Capacity (HLA), in addition to a Basic Capital Requirement (BCR), which is currently under development at international level by the International Association of Insurance Supervisors (IAIS). Only after the calibration of the BCR and HLA has been completed, it will be certain whether or not these requirements will result in more binding capital constraints than existing requirements, including Solvency II. In this respect, the development of ComFrame as well as the requirements or standards applicable to G-SIIs could lead to

Table of Contents**326** Additional information **Risk factors**

enhanced capital requirements applicable to internationally active insurance groups and/or G-SIIs that may require us to constrain our ability to pay dividends, repurchase our own shares or engage in other transactions that affect our capital and/or could adversely affect our ability to compete with other insurers that are not subject to those capital requirements. Furthermore, such requirements may constrain Aegon's ability to provide guarantees, may increase the cost to Aegon of offering certain products, which could require Aegon to raise prices on those products, reduce the amount of risk Aegon takes on or stop offering certain products. Furthermore, Aegon may consider structural and other business alternatives in light of our G-SII designation, the impact of which on shareholders cannot be predicted.

For some of Aegon's products, market performance impacts the level of statutory reserves and statutory capital Aegon is required to hold, which may have an adverse effect on returns on capital associated with these products. Capacity for reserve funding available in the marketplace is currently limited as a result of market conditions generally. Aegon's ability to efficiently manage capital and economic reserve levels may be impacted, thereby affecting profitability and return on capital.

Aegon may not be able to comply fully with, or obtain appropriate exemptions from, the wide variety of laws and regulations applicable to insurance companies, holding companies, groups of insurance companies and/or other financial undertakings and/or financial conglomerates. Failure to comply with or to obtain appropriate exemptions under any applicable laws may result in restrictions on Aegon's ability to do business in one or more of the jurisdictions in which Aegon operates and may result in fines and other sanctions, which may have a materially adverse effect on Aegon's businesses, financial position or results of operations.

Some countries impose restrictions on particular underwriting criteria, such as gender, or use of genetic test results, for determination of premiums and benefits of insurance products. To date, Aegon has not observed negative financial or business impact due to these restrictions. However, future restrictions could adversely impact Aegon's operations or financial results. Further developments in underwriting, such as automation and use of additional data, may also be affected by future regulatory developments regarding privacy and use of personal data.

A downgrade in Aegon's ratings may increase policy surrenders and withdrawals, adversely affect relationships with distributors, and negatively affect Aegon's results.

Claims-paying ability and financial strength ratings are factors in establishing the competitive position of insurers. A rating downgrade (or the potential for such a downgrade) of Aegon or any of its rated insurance subsidiaries may, among other things, materially increase the number of policy surrenders and withdrawals by policyholders of cash values from their policies. These withdrawals may require the sale of invested assets, including illiquid assets, at a price that may result in realized investment losses. These cash payments to policyholders would result in a decrease in total invested assets and a decrease in net income. Among other things, early withdrawals may also cause Aegon to accelerate amortization of deferred policy acquisition costs (DPAC), reducing net income.

Aegon has experienced downgrades and negative changes to its outlook in the past, and may experience downgrades and negative changes in the future. For example, during 2012, Fitch put a negative outlook on its long-term issuer default rating for Aegon N.V. and its insurer financial strength ratings for Aegon USA. Since 2015, Standard and Poor's put a negative outlook on its insurer financial strength rating for Scottish Equitable (Aegon UK). A downgrade or potential downgrade, including changes in outlook, may result in higher funding costs and/or affect the availability of funding in the capital markets. In addition, a downgrade may adversely affect relationships with broker-dealers, banks, agents, wholesalers and other distributors of Aegon's products and services, which may negatively impact new

sales and adversely affect Aegon's ability to compete. A downgrade of Aegon's credit ratings may also further affect our liquidity position through increased collateral requirements for our hedging and derivative transactions, and may affect our ability to obtain reinsurance contracts at reasonable prices or at all. This would have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

Aegon cannot predict what actions rating agencies may take, or what actions Aegon may take in response to the actions of rating agencies. As with other companies in the financial services industry, Aegon's ratings may be downgraded at any time and without notice by any rating agency.

Changes in government regulations in the countries in which Aegon operates may affect profitability.

Aegon's regulated businesses, such as insurance, banking and asset management, are subject to comprehensive regulation and supervision. The primary purpose of such regulation is to protect clients (i.e. policyholders), not holders of Aegon securities. Changes in existing laws and regulations may affect the way in which Aegon conducts its businesses, profitability of its businesses and the

Annual Report on Form 20-F 2015

Table of Contents

327

products offered. Additionally, the laws or regulations adopted or amended from time to time may be more restrictive or may result in higher costs than currently the case, such as with regard to the calculation of capital needs, treatment of own funds, rules or guidance with respect to the modelling of insurance, investment and other risks. The financial crisis of 2008 has resulted in, and may continue to result in further changes to existing laws, regulations and regulatory frameworks applicable to Aegon's businesses in the countries in which it operates.

For example, in July 2010, the US Congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), which provides for comprehensive changes to the regulation of financial services in the United States by granting existing and newly-created government agencies and bodies (for example the Federal Reserve Board, Commodity Futures Trading Commission, Securities and Exchange Commission and the newly-created Financial Stability Oversight Council) authority to promulgate new financial regulations applicable to bank and non-bank financial institutions. The regulatory changes include or may include capital standards and prudential standards for non-bank companies deemed to be systemically important financial institutions (SIFIs) that are more stringent than the standards applicable to non-SIFIs. Aegon has not been designated a SIFI in the United States. In addition, US State financial services regulators may develop capital, accounting and solvency regulatory standards for internationally active insurance groups (IAIGs).

In November 2010, the G20 endorsed a policy framework to address the systemic and moral hazard risks associated with SIFIs, and initially in particular global SIFIs (G-SIFIs). On July 18, 2013, the International Association of Insurance Supervisors (IAIS) published a methodology for identifying global systemically important insurers (G-SIIs), and a set of policy measures that will apply to them. The Financial Stability Board (FSB) has endorsed the methodology and these policy measures. The policy measures include recovery and resolution planning requirements, liquidity and systemic risk management planning and enhanced group-wide supervision, including direct powers over holding companies and higher loss absorbency requirements (HLA). The HLA builds on the IAIS Basic Capital Requirements (BCR) and addresses additional capital requirements for G-SIIs reflecting their systemic importance in the international financial system. Additionally, certain aspects of the HLA relate to requirements applicable to other regulated financial sectors for which capital rules already exist. HLA requirements will need to be met by the highest quality capital. In November 2013, the FSB has identified an initial list of 9 G-SIIs to which the policy measures above should apply. The group of G-SIIs is updated annually and published by the FSB each November based on new data, most recently on November 3, 2015. At that time Aegon was added to this list and as a consequence will also become subject to the policy measures described above. The HLA requirements will apply to Aegon, assuming it will continue to be a G-SII when HLA requirements enter into force as per January 2019. The development of the BCR is the first step and the development of the HLA is the second step in the IAIS project to develop group-wide global capital standards. The third step is the development of a risk based group-wide global Insurance Capital Standard (ICS), due to be completed by the end of 2016 and to be applied to IAIGs, including G-SIIs from 2019 after refinement and final calibration in 2017 and 2018. The development of the ICS will be informed by the work on the BCR. When finalized, the ICS will replace the BCR as foundation of the HLA. The IAIS indicates that, because of the interlinkage between the BCR and HLA, the calibration may be modified depending on the HLA requirements. The IAIS currently expects that the HLA will initially be based on the BCR, but will be later based on the ICS. The exact timing of the transition from BCR to ICS will depend on the adoption of the ICS by the IAIS (currently scheduled October 2018) and time needed to develop and implement the framework in the relevant jurisdictions. The internationally developed BCR and HLA currently are calculated using different (criteria and) methodologies than EU Solvency II capital requirements. Only after the calibration of the BCR and HLA has been completed will Aegon be able to determine whether or not these requirements will result in more binding capital constraints than existing

requirements, including Solvency II.

An important effect of the Dodd-Frank Act on Aegon USA will be the derivatives reform aspect of the Dodd-Frank Act, which aims to increase transparency of derivatives use and reduce systemic risk. Aegon USA entities are considered to fall into Category 2 under the regulations and are therefore required to clear derivative transactions in accordance with the phase-in regulations. In addition, Aegon USA has new reporting, initial margin and variation margin obligations under the Dodd-Frank Act and its regulations. However, Aegon cannot predict how the regulations will affect the financial markets generally or how the regulations will affect Aegon's business, financial condition or results of operations.

In the United States, the Patient Protection and Affordable Care Act (PPACA) was enacted in 2011 and upheld, with the exception of the Medicaid expansion mandate, by the US Supreme Court in 2012. PPACA significantly changes the regulation of health insurance in the United States, including in certain respects the regulation of supplemental health insurance products. The extent to which employers or individuals may discontinue their purchase of supplemental health insurance products as a result of these changes may significantly impact Aegon USA's supplemental health insurance products business. Given ongoing litigation in the United States with regards to PPACA, the impact to Aegon remains uncertain.

Table of Contents**328** Additional information **Risk factors**

Solvency II has become effective in EU member states as per January 1, 2016. Due to the fact that the Solvency II framework is new, the interpretation of various elements of the Solvency II framework is not yet fully clear or may change as a result of the way insurers as well as supervisory authorities interpret the new rules. This may also affect the way Aegon implements the Solvency II framework, including Aegon's financial position under Solvency II. Pursuant to Solvency II, Aegon is required to calculate a solvency ratio (own funds divided by the required solvency, the latter referred to as the Group SCR), for the Aegon Group at the level of Aegon which should be at least equal to 100%. Under Solvency I, EU supervisors usually required insurance and reinsurance undertakings to maintain a substantial percentage of own funds above the statutory minimum requirements. Under Solvency II, Aegon expects that DNB will leave the decision as to whether to hold a buffer of own funds in excess of the Group SCR or the SCR as the case may be to the Aegon Group, and to the insurance and reinsurance undertakings in the Aegon Group. As the prudential supervisor, DNB will nonetheless monitor Aegon's capital management policies. Aegon applies its own capital management policies that determine the Company's risk tolerances on the basis of self-imposed criteria. These policies may result in Aegon, at its own election, but supervised by DNB, maintaining a buffer of own funds in addition to those required in according to Solvency II requirements. Pursuant to these self-imposed criteria, Aegon currently aims to hold a buffer in excess of the 100% minimum Group Solvency Ratio of 40 to 70%, in accordance with Aegon's Group Capital Management Policy. The calculation of the Group Solvency Ratio in accordance with Solvency II is further described in the section Regulation and Supervision.

The United States Department of Labor (DOL) has issued a Conflict of Interest or Fiduciary proposal that substantially broadens the definition of fiduciary with respect to retirement benefit programs. The proposed rule would, with limited exemptions and carve-outs, subject agents and brokers to a best interest/fiduciary standard.

If implemented without significant changes, the proposed rule could have a material adverse impact from a prospective sales perspective both as to Aegon Americas' retirement plan and annuity businesses, and could create other challenges to the operating model of these businesses. A final DOL rule is expected early 2016, although delayed effective or applicability dates will, and any legal challenges may, further delay final implementation. Until a final rule is issued, it is not possible to quantify the impact of the proposal on Aegon Americas' business or the challenges that it may present.

Changes in pension and employee benefit regulation, social security regulation, financial services regulation, taxation and the regulation of securities products and transactions may adversely affect Aegon's ability to sell new policies or claims exposure on existing policies. For example, in Hungary, the mandatory pension business has been nationalized and therefore Aegon in Hungary has liquidated its mandatory pension business. Similarly, in December 2013, the Polish parliament approved legislation to overhaul the existing state pension system, which was a reason for Aegon to write down its intangible assets.

Other initiatives, such as by the International Association of Insurance Supervisors, may create regulations that would increase capital needs and other requirements that would not be applicable to all carriers and create an uneven competitive playing field.

In general, changes in laws and regulations may materially increase Aegon's direct and indirect compliance costs and other ongoing business expenses and have a materially adverse effect on Aegon's businesses, results of operations or financial condition.

The possible abandonment of the euro currency by one or more members of the European Monetary Union may affect Aegon's results of operations in the future.

It is possible that the euro may be abandoned as a currency in the future by countries that have already adopted its use. This may lead to the re-introduction of individual currencies in one or more European Monetary Union member states, or in more extreme circumstances, the dissolution of the European Monetary Union. It is not possible to predict with certainty the effect on the European and global economies of a potential dissolution of the European Monetary Union or the exit of one or more European Union member states from the European Monetary Union. Any such event may have a materially adverse effect on Aegon's future financial condition and results of operations.

The United Kingdom (UK) leaving the European Union (Brexit) may affect Aegon's results and financial condition.

It is possible that the planned UK referendum (to be held on June 23, 2016) results in the UK exiting the European Union. The implications of such a Brexit are uncertain, with respect to the European integration process, the relationship between the UK and the European Union, and the impact on economies and businesses. Aegon could be adversely impacted by related market developments such as increased exchange rate movements of the GBP versus the Euro and higher financial market volatility in general due to increased uncertainty any of which could reduce the value or results of Aegon's operations in the United Kingdom. Aegon could also be adversely impacted should a Brexit result in the UK moving away from agreed and implemented EU legislation like, but not limited to, Solvency II regulations.

Table of Contents

329

Risks related to the Dutch Intervention Act

In June 2012, the Dutch Intervention Act (Wet bijzondere maatregelen financiële ondernemingen) came into force in the Netherlands, with retroactive effect from 20 January 2012. The Dutch Intervention Act grants far-reaching new powers to the Dutch Central Bank (De Nederlandsche Bank N.V., DNB) and the Dutch Minister of Finance to intervene in situations where an institution, including a financial group such as Aegon, faces financial difficulties or where there is a serious and immediate risk to the stability of the Dutch financial system caused by an institution in difficulty. The Dutch Intervention Act has been amended in respect of, inter alia, banks as a result of the entry into force of the EU Directive on the recovery and resolution of credit institutions and investment firms, which was approved by the European Parliament on 15 April 2014 and of which the final text was published in the Official Journal of the European Union on 12 June 2014 (the Bank Recovery and Resolution Directive). The Bank Recovery and Resolution Directive also contains provisions that apply to mixed financial holding companies such as Aegon N.V., including the right of bail-in of creditors. Under the Dutch Intervention Act, substantial powers have been granted to DNB and the Dutch Minister of Finance enabling them to deal with ailing Dutch insurance companies as well as holding companies of insurance companies and financial conglomerates prior to insolvency. The measures allow them to commence proceedings which may lead to (a) the transfer of all or part of the business of an ailing insurance company to a private sector purchaser, (b) the transfer of all or part of the business of an ailing insurance company to a bridge entity, (c) the transfer of the shares in an ailing insurance company to a private sector purchaser or a bridge entity, (d) immediate interventions by the Dutch Minister of Finance concerning an ailing insurance company, and (e) public ownership (nationalisation) of (i) all or part of the business of an ailing insurance company or (ii) all or part of the shares or other securities issued by an ailing insurance company or its holding company. The Dutch Intervention Act also contains measures that limit the ability of counterparties to invoke contractual rights (such as contractual rights to terminate or to invoke a right of set-off or to require security to be posted) if the right to exercise such rights is triggered by intervention of DNB or the Dutch Minister of Finance based on the Dutch Intervention Act or by a circumstance which is the consequence of such intervention. There is a risk that the exercise of powers by DNB or the Dutch Minister of Finance under the Dutch Intervention Act could have a material adverse effect on the performance by the failing institution, including Aegon, of its obligations (of payment or otherwise) under contracts of any form, including the expropriation, write-off, write-down or conversion of securities such as shares and debt obligations issued by the failing institution. Furthermore, the terms of contracts, including debt obligations may be varied (e.g. the variation of maturity of a debt instrument). The Dutch Intervention Act and the Bank Recovery and Resolution Directive aim to ensure that financial public support will only be used as a last resort after having assessed and exploited, to the maximum extent practicable, the resolution tools, including the bail-in tool.

Legal and arbitration proceedings and regulatory investigations and actions may adversely affect Aegon's business, results of operations and financial position.

Aegon faces significant risks of litigation and regulatory investigations and actions in connection with Aegon's activities as an insurer, securities issuer, employer, investment adviser, investor and taxpayer, among others.

Insurance companies are routinely the subject of litigation, investigation and regulatory activity by various governmental and enforcement authorities, individual claimants and policyholder advocate groups, involving wide-ranging subjects such as transparency of disclosure issues and the charges included in products, employment or third party relationships, adequacy of internal operational controls and processes, environmental matters, anti-competition, privacy, information security and intellectual property infringement. For example, unclaimed

property administrators and state insurance regulators performed examinations of the life insurance industry in the United States, including certain of Aegon's subsidiaries. This included multi-state examinations. Additionally, some states conducted separate examinations or instituted separate enforcement actions under their unclaimed property laws and related claims practices. As other insurers in the United States have done, Aegon Americas initially established reserves to this matter in 2011, which have been partially released on a quarterly basis as policy level reconciliation efforts are completed, with a reserve of approximately EUR 16 million remaining at year end 2015. Like various other major insurers in the United States, Aegon subsidiaries in the United States entered into resolutions with insurance regulators regarding claims settlement practices. While Aegon believes the reserves it has established for these unclaimed property matters are adequate to cover expected obligations, there can be no assurances that actual exposures will not exceed reserve amounts or that additional sources of liability related to these examinations or other unclaimed property-related matters will not arise in the future. For more than a decade there has been an increase in litigation across the industry, together with new legislation, regulations, and regulatory initiatives, all aimed at curbing alleged improper annuity sales to seniors. As many of the estimated 78 million baby boomers in the United States are reaching the age of 60, the industry will likely see an increase in senior issues presented in various legal arenas.

Table of Contents**330** Additional information **Risk factors**

In addition, insurance companies are generally the subject of litigation, inquiries, investigations and regulatory activity concerning common industry practices such as the disclosure of costs, both costs incurred upon inception of the policy as well as over the duration thereof, commissions, premiums and other issues relating to the transparency of disclosure concerning certain products and services including the risks thereof, in particular when costs and charges apply for or take effect over a longer duration, as is the case for many of Aegon's products. The costs assessed to a particular product class may be changed over time within specified limits, and these changes may lead to policy owner or regulatory review. Some inquiries lead to investigations, which remain open, or could result in fines, corrective actions or restitution. In certain instances, Aegon subsidiaries modified business practices in response to those inquiries, investigations or findings. For example, in 2014 the UK Financial Conduct Authority fined Aegon GBP 8.3 million for past sales practices related to accident insurance products sold by an affinity marketing unit that was active in several European countries and as to which Aegon elected to cease writing new business. In addition, many of Aegon's products offer returns that are determined or that are affected by, among other things, fluctuations in equity markets as well as interest rate movements. These returns may prove to be volatile and occasionally disappointing. Disputes may also arise about the adequacy of internal controls, the level of appropriateness, disclosure, use and operation of modelling (quantitative or otherwise), investment allocations or other product features. From time to time this results in complaints to Aegon or to regulatory bodies, in regulatory inquiries and investigations as well as in disputes that lead to litigation. Inquiries and investigations, regardless of their merit, may result in orders and settlements involving monetary payments and changes to the way Aegon does business.

Legal proceedings may take years to conclude. Parties are generally allowed to institute appeal from a decision in first instance. A decision on appeal may qualify for appeal to a supreme court. Also, Dutch law, for example, at present does not provide for a statutory basis for a plaintiff to claim damages on behalf of a class. Only once a plaintiff, in its capacity as member of a class, has obtained a ruling on the merits of a case, it can claim damages on an individual basis. Alternatively, negotiations between the defendant and customer interest groups may lead to a form of collective monetary settlement. This settlement can then be declared binding by the court and applied to the entire class. However, the Dutch Minister of Justice issued a draft legislative proposal in 2014 to provide for a statutory basis for plaintiffs to claim damages on behalf of a class, which proposal is currently being considered by the various interested parties.

Aegon cannot predict at this time the effect that litigation, investigations, and actions will have on the insurance industry or Aegon's business. Lawsuits, including class actions and regulatory actions, may be difficult to assess or quantify, and may seek recovery of very large and/or indeterminable amounts, including bad faith, punitive and treble damages, and their existence and magnitude may remain unknown for substantial periods of time. Claimants may allege damages that are not quantifiable or supportable and may bear little relationship to their actual economic losses, or amounts they ultimately receive, if any. Besides potential monetary obligations, private litigation, regulatory action, legislative changes and developments in public opinion may require Aegon to alter the way it does business, which would have a material adverse effect on Aegon's results of operations and prospects.

Aegon and other US industry participants have been named in lawsuits alleging, among other things, that asset based fees charged for investment products offered on 401(k) platforms were higher than those generally available in the market. In the Netherlands, certain current and former customers, and groups representing customers have initiated litigation, and certain groups are encouraging others to bring lawsuits against Aegon and other insurers regarding the appropriateness of premiums and policy costs, in respect of certain products including securities leasing products and unit-linked products (so called *beleggingsverzekeringen*, including the KoersPlan product). Since 2005, unit-linked products in particular started to become the subject of public debate. Allegations started to emerge that products and

services hadn't been transparent, were too costly or delivered a result different from what was agreed to. Customer interest groups were formed specifically in this context. Also, regulators as well as the Dutch Parliament have paid attention to this matter since, principally aimed at achieving an equitable resolution for customers.

Aegon has defended and Aegon intends to continue defending itself vigorously when Aegon believes claims are without merit. Aegon has also sought and intends to continue to seek to settle certain claims, including via policy modifications, in appropriate circumstances. Aegon refers to the settlement Aegon reached in 2009 with Stichting Verliespolis and Stichting Woekerpolis in The Netherlands, two major customer interest groups. In 2012, Aegon accelerated certain product improvements that reduce future costs and that increase policy value for its customers with unit-linked insurance policies. With these measures, Aegon committed to the best of class principles identified by the Dutch Ministry of Finance for certain existing unit-linked products. These principles were the result of an industry-wide review by the Ministry of the various agreements reached between individual insurance companies and customer interest groups in relation to unit-linked insurance policies. The Ministry made a strong appeal to all industry participants to apply these principles. As a result of this acceleration, Aegon took a one-off charge of EUR 265 million before tax in 2012. In addition, Aegon decided to reduce future policy costs for the large majority of its unit-linked portfolio. At the time of that acceleration, that decision was expected to decrease income before tax over the remaining duration of the policies by approximately EUR 125 million in aggregate,

Annual Report on Form 20-F 2015

Table of Contents

331

based on the present value at the time of the decision. While parties such as the Ombudsman Financiële Dienstverlening (the Netherlands financial services industry ombudsman) supported the arrangements reached with customer interest groups, the public debate over the adequacy generally of these and other arrangements, as well as discussions in the Dutch Parliament, continue and may lead to re-examination and adjustment of the settlements made. It is not yet possible to determine the direction or outcome of these matters, including what actions, if any, Aegon may take in response thereto, due to commercial necessity or future rulings or, for example, at the instigation of regulatory authorities, or the impact that any such actions may have on Aegon's business, results of operations and financial position. For example, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten or AFM) issued a request to the insurance industry to contact certain customers to determine whether unit-linked products sold in the past, actually perform as originally contemplated. Aegon has actively responded to that request by contacting customers to assess the performance of these products in the context of the then current objectives of that customer and to solicit an informed decision by those customers whether or not to continue with, make changes to or terminate these products (activeren van klanten). This process is actively monitored by the AFM, including the percentage of customers contacted. Sanctions may be imposed if the AFM determines that an insurer did not conduct this process adequately as well as timely. The Dutch Parliament introduced specific legislation in this respect and closely monitors the process. Any changes in legislation, regulatory requirements or perceptions of commercial necessity may have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

In general, individual customers as well as policyholder advocate groups and their representatives, continue to focus on the level of fees and other charges included in products sold by the insurance industry (including Aegon), as well as the transparency of disclosure regarding such fees and charges and other product features and risks. In 2013, the Dutch Supreme Court denied Aegon's appeal from a ruling of the Court of Appeal with respect to a specific Aegon unit-linked product, the KoersPlan product. Between 1989 and 1998, Aegon has issued, sold or advised on approximately 600,000 KoersPlan policies. In 2011, the Court of Appeal had ruled that Aegon should have more clearly informed its customers about the amount of premium which the company charged in relation to the death benefit embedded in those products. Prior to the ruling Aegon had already taken steps to improve its communications with customers as well as adjusting the amounts charged to KoersPlan customers. As a result of the Dutch Supreme Court's denial of appeal, Aegon compensated the approximately 35,000 holders of KoersPlan products who were plaintiffs in the litigation and took a charge of EUR 25 million in 2013 in connection therewith. In 2014, Aegon announced that it would voluntarily compensate holders of KoersPlan products that were not plaintiffs in the litigation. The compensation amounts to the difference, if any, between the amount of premium charged by Aegon for a comparable risk in stand-alone death benefit coverage over the same period, and the premium (if higher) actually charged by Aegon in connection with the KoersPlan product. This voluntary product improvement was supported by the consumer interest group that initiated the court action over the KoersPlan product, Stichting Koersplandewegkwijt. This improvement was extended to all tontine saving plan products (Spaarkassen). However, another interest group, Stichting Woekerpolisproces, announced in 2014 that it expected in future to file a claim in court against Aegon, alleging that the compensation is too low and should be paid not only to all KoersPlan policyholders, but also to all holders of other products sold by Aegon with a death benefit (and corresponding premium payment obligation). It is not yet possible to determine what actions, if any, Aegon may take in connection with any such expectations, or demands or claims, due to commercial necessity or future rulings or, for example, at the instigation of regulatory authorities, or the impact that any such actions may have on Aegon's business, results of operations and financial position.

Aegon expects this to remain an industry issue for the foreseeable future. In 2013, the Klachteninstituut Financiële Dienstverlening (KIFID), rendered an interim decision against another insurance company in The Netherlands. KIFID is an independent body that offers an alternative forum for customers to file complaints or claims over financial services. Its decisions may be appealed to the courts. In its interim decision, KIFID found that the consumer had not been adequately informed of the so-called initial costs embedded within its unit linked policy, nor of the leverage component thereof, and challenged the contractual basis for the charges. There are claims pending with KIFID filed by customers over Aegon products and that arguably include similar allegations. If KIFID were to finally decide unfavorably and that decision were to be upheld by a court, there can be no assurances that ultimately the aggregate exposure to Aegon of such adverse decisions would not have a material adverse effect on Aegon's results of operations or financial position if the principles underlying any such decision were to be applied also to Aegon products.

In March 2014, consumer interest group Vereniging Woekerpolis.nl filed a claim against Aegon in court. The claim related to a range of unit-linked products that Aegon sold in the past, including products over which Aegon was involved in litigation in the past, like the KoersPlan product. While the number of products to which the claim may relate was reduced by the court in its interlocutory ruling of October 28, 2015, it still concerns the majority of Aegon's unit-linked portfolio. The claim challenges a variety of elements of these products, on multiple legal grounds, including allegations made in earlier court cases. There can be no assurance that the claim from Vereniging Woekerpolis.nl may not ultimately have a material adverse effect on Aegon's results of operations or financial position.

Table of Contents**332** Additional information **Risk factors**

In April 2015, the European Court of Justice ruled on preliminary questions raised in a court case pending before the District Court in Rotterdam against another insurance company in The Netherlands. The main preliminary question considered by the European Court of Justice was whether European law permits the application of information requirements based on general principles of Dutch law that potentially extend beyond information requirements as explicitly prescribed by local laws and regulations in force at the time the policy was written. The European Court ruled that member states may impose on insurers obligations of transparency of disclosure in addition to those existing under European law, provided that those additional obligations are sufficiently clear and concrete as well as known to an insurer in advance. The European Court has left it to the national court to decide in specific cases whether the obligations under Dutch law meet those principles. It is possible that a judgment, although it would address a question of legal principle only and would be rendered in a case against another insurer, may ultimately be used by plaintiffs against Aegon or to support potential claims against Aegon. Future claims based on emerging legal theories could have a material adverse effect on Aegon's businesses, results of operations and financial condition.

Holders of unit-linked policies filed claims in civil court against Aegon in Poland over the fees payable by a customer at the time of the initial purchase for certain products or retrospectively due on surrender for other products. While fees were explicitly disclosed to policyholders in policy documentation at the time of investment, the plaintiffs allege they are too high or that there is no contractual basis to charge fees altogether. In October 2014, the Polish Office of Competition and Consumer Protection fined Aegon for an amount of EUR 5.6 million in relation to its communication around early surrender fees. While this fine was not directly related to the civil claims, for reasons of commercial necessity as well as at the instigation of the regulatory authorities, Aegon decided to modify the early surrender fee structure. Aegon recorded a charge of EUR 23 million in the fourth quarter of 2014 in connection therewith. In December 2015, Aegon reached a settlement with the Polish Office of Competition and Consumer Protection on reducing the fees payable by a customer at the time of the initial purchase, and took a related charge of EUR 10.5 million. There can be no assurances that ultimately the exposure to Aegon in connection with allegations such as those underlying the claims in Poland, would not have a material adverse effect on Aegon's results of operations or financial position.

Certain of the products Aegon sells are complex and involve significant investment risks that may be assumed by Aegon's customers. Aegon receives, from time to time, claims from certain current and former customers, and groups representing customers, in respect of certain products. Certain claims remain under review and may lead to disputes in the future. Aegon has in the past agreed to make payments, in some cases substantial, or adjustments to policy terms to settle those claims or disputes if Aegon believed it was appropriate to do so. While Aegon intends to defend itself vigorously against any claims that Aegon does not believe have merit, there can be no assurance that any claims brought against Aegon by its customers will not have a materially adverse effect on Aegon's businesses, results of operations and financial position.

Aegon's risk management policies and processes may leave the company exposed to unidentified or unanticipated risk events, adversely affecting our businesses, results and financial condition.

Aegon has devoted significant resources to the implementation and maintenance of a comprehensive enterprise risk management framework in all aspects of the business. Notwithstanding, our risk measurements do make use of historic and public data that may be inaccurate or may not predict future exposures. Further, operational and legal risks involve high volumes of transactions and are affected by frequent changes in our businesses and their environments, and the risk management framework may not evolve at the same pace. As a result, there is a chance that risks present in our business strategies and initiatives may not be fully identified, monitored and managed.

State statutes and regulators may limit the aggregate amount of dividends payable by Aegon's subsidiaries and Aegon N.V., thereby limiting Aegon's ability to make payments on debt obligations.

Aegon's ability to make payments on debt obligations and pay some operating expenses is dependent upon the receipt of dividends from subsidiaries. Some of these subsidiaries have regulatory restrictions that can limit the payment of dividends. In addition, local regulators, acting to represent the interests of local policyholders, are taking an increasingly restrictive stance with respect to permitting dividend payments, which may affect Aegon's ability to satisfy its debt obligations or pay its operating expenses.

Changes in accounting standards may affect Aegon's reported results, shareholders' equity and dividend.

Since 2005, Aegon's financial statements have been prepared and presented in accordance with IFRS. Any future changes in these accounting standards may have a significant impact on Aegon's reported results, financial condition and shareholders' equity. This includes the level and volatility of reported results and shareholders' equity. New accounting standards that are likely to have

Annual Report on Form 20-F 2015

Table of Contents

333

a significant impact on Aegon's reported results, financial condition and shareholders' equity include but are not limited to IFRS 9 Financial Instruments and IFRS 4 Insurance contracts. On July 24, 2014, the IASB issued the fourth and final version of its new standard on financial instruments accounting - IFRS 9 Financial Instruments. The new IFRS 9 standard has a mandatory effective date of January 1, 2018 but subsequent discussions at the IASB have resulted in a possible temporary deferral for insurers. On December 9, 2015, the IASB published an Exposure Draft: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts. It provides an overview of the main proposals that have been published for public comment by the IASB of which the main objective is to address the temporary accounting consequences of the different effective dates of IFRS 9 and the forthcoming new insurance contracts standard. Implementation of IFRS 9 may have a significant impact on Aegon's reported results, financial condition and shareholder's equity. Further details on IFRS 9 are provided in note 2.1.2 Future adoption of new IFRS accounting standards of the consolidated financial statements.

During 2015, the IASB continued deliberations on its Exposure Draft Insurance Contracts that was published by the IASB in June 2013. The IASB's project to replace IFRS 4 Insurance Contracts is at an advanced stage and a final standard may be published by the IASB before the end of 2016 or beginning of 2017. However, the mandatory date will not become effective before 2021. The proposed changes in the accounting for insurance contracts will have a significant impact on Aegon.

Tax law changes may adversely affect Aegon's profitability, as well as the sale and ownership of Aegon's products.

Aegon is subject to the substance and interpretation of tax laws in all countries in which Aegon operates or invests. Tax risk is the risk associated with changes in tax laws, or the interpretation of tax laws, later jurisprudence or case law, or the introduction of new taxes or tax laws. This tax risk also includes the risk of changes in tax rates and the risk of consequences arising from failure to comply with procedures required by tax authorities. Failure to manage tax risks may lead to increased tax charges, including financial or operating penalties. This tax risk may have a direct materially adverse effect on Aegon's profits and financial condition.

Further, most insurance products enjoy certain tax advantages, particularly in the United States and the Netherlands, which permit the tax deferred accumulation of earnings on the premiums paid by the holders of annuities and life insurance products under certain conditions and within certain limits. Taxes on this inside build-up of earnings may not be payable at all and, if payable, generally are due only when the earnings are actually paid.

The US Congress has, from time to time, considered possible legislation that may make Aegon's products less attractive to consumers, including legislation that would reduce or eliminate the deferral of taxation on the accretion of value within certain annuities and life insurance products. This may have an impact on insurance products and sales in the United States.

The US Government, as well as state and local governments, also considers from time to time tax law changes that may increase the amount of taxes that Aegon pays. For example, the Obama Administration has proposed in its annual budget for each of the past five years to change the methodology to determine the dividends received deduction (DRD) related to variable life insurance and variable annuity contracts. Congress has not, however acted on these proposals. The DRD reduces the amount of dividend income subject to tax and is a significant component of the difference between Aegon's effective tax rate and the federal statutory tax rate of 35%. A change in the DRD,

including the possible elimination of this deduction, may reduce Aegon's consolidated net income.

Any changes in tax laws, interpretation of tax laws, later jurisprudence or case law, or the introduction of new taxes or tax laws in all countries in which Aegon operates or invests, which affects Aegon's products, may have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

Competitive factors may adversely affect Aegon's market share.

Competition in Aegon's business segments is based on service, product features, price, commission structure, financial strength, claims paying ability, ratings and name recognition. Aegon faces intense competition from a large number of other insurers, as well as non-insurance financial services companies such as banks, broker-dealers and asset managers, for individual customers, employers, other group customers, agents and other distributors of insurance and investment products. Consolidation in the global financial services industry can enhance the competitive position of some of Aegon's competitors by broadening the range of their products and services, and increasing their distribution channels and their access to capital. In addition, development of alternative distribution channels for certain types of insurance and securities products, including through the internet, may result in increasing competition as well as pressure on margins for certain types of products. Traditional distribution channels are also challenged by the ban on sales-based commissions in some countries. These competitive pressures may result in increased pricing pressures on a number of products and services, particularly as competitors seek to win market share. This may harm Aegon's ability to maintain or increase profitability.

Table of Contents**334** Additional information **Risk factors**

The adverse market and economic conditions that began in the second half of 2007 and significantly worsened in 2008 and into 2009, with recovery beginning in late 2009 and in 2010, followed in 2011-2015 by further periods of volatility and weakness, particularly in the eurozone, can be expected to result in changes in the competitive landscape. While many markets have started to recover, interest rates remain at or near all time lows, and have even gone negative in some countries. The financial distress experienced by some financial services industry participants as a result of weak economic conditions and newly imposed regulation may lead to acquisition opportunities. Aegon's ability or that of Aegon's competitors to pursue such opportunities may be limited due to lower earnings, reserve increases, capital requirements or a lack of access to debt capital markets and other sources of financing. Such conditions may also lead to changes by Aegon or Aegon's competitors in product offerings and product pricing that may affect Aegon and Aegon's relative sales volumes, market shares and profitability. Additionally, the competitive landscape in which Aegon operates may be further affected by government-sponsored programs or actions taken in response to the severe dislocations in financial markets which occurred in 2008 and 2009, as well as the European sovereign debt crisis.

Aegon may experience difficulties in distributing and marketing products through our current and future distribution channels.

Although Aegon distributes its products through a wide variety of distribution channels, Aegon's ability to market its products could be affected if key relationships would be interrupted. Distributors may elect to reduce or terminate their distribution relationship with Aegon due to adverse developments in our business. Further, key distribution partners may also merge, change their business models in ways that affect how our products are sold, or new distribution channels could emerge and adversely impact the effectiveness of our current distribution efforts.

When Aegon's products are distributed through unaffiliated firms, Aegon may not always be able to monitor or control the manner of their distribution despite our significant training and compliance programs. If our products would be distributed by such firms in an inappropriate manner, or to customers for whom they are unsuitable, Aegon may suffer reputational and other harm to our business.

The default of a major market participant may disrupt the markets and may affect our business, financial condition, liquidity, operations and prospects.

The failure of a sufficiently large and influential financial institution, or other market participant including a sovereign issuer, may disrupt securities markets or clearance and settlement systems in Aegon's markets. This may cause market declines or volatility. Such a failure may lead to a chain of defaults that may adversely affect Aegon and Aegon's contract counterparties. In addition, such a failure may impact future product sales as a potential result of reduced confidence in the insurance industry. The default of one or more large international financial institutions, which may result in disruption or termination of their cash, custodial or administrative services, may also have a material adverse impact on Aegon's ability to run effective treasury and asset management operations.

Even the perceived lack of creditworthiness of a sovereign or financial institution (or a default by any such entity) may lead to market-wide liquidity problems and losses or defaults by Aegon or by other institutions. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing members or futures commissions merchants, clearing houses, banks, securities firms and exchanges with whom Aegon interacts on a daily basis and financial instruments of sovereigns in which Aegon invests. Systemic risk could have a material adverse effect on our ability to raise new funding and on our business, financial condition, results of operations,

liquidity and/or prospects. In addition, such distress or failure could impact future product sales as a potential result of reduced confidence in the financial services industry.

Aegon may be unable to retain personnel who are key to the business.

As a global financial services enterprise with a decentralized management structure, Aegon relies, to a considerable extent, on the quality of local management in the various countries in which Aegon operates. The success of Aegon's operations is dependent, among other things, on Aegon's ability to attract and retain highly qualified professional personnel. Competition for key personnel in most countries in which Aegon operates is intense. Aegon's ability to attract and retain key personnel, in particular senior officers, experienced portfolio managers, mutual fund managers and sales executives, is very much dependent on the competitiveness of the compensation package for employees in the market in which it competes. As a part of the governmental response in Europe and, to a certain extent, the United States to the financial crisis in 2008, there have been various legislative initiatives that have sought to give guidance or regulate the structure of remuneration for personnel, in particular senior management, with a focus on performance-related remuneration and limiting severance payments. With differences in interpretation of these regulations by local regulators on how the guidelines need to be applied, as well as to the question of whether they apply to insurance industries at all, these restrictions create an uncertain playing field and may adversely affect Aegon's ability to compete for qualified employees, as well as Aegon's ability to exchange employees between regions.

Annual Report on Form 20-F 2015

Table of Contents

335

Reinsurers to whom Aegon has ceded risk may fail to meet their obligations.

Aegon's insurance subsidiaries cede premiums to other insurers under various agreements that cover individual risks, group risks or defined blocks of business, on a co-insurance, yearly renewable term, excess or catastrophe excess basis. The purpose of these reinsurance agreements is to spread the risk and minimize the effect of losses. The amount of each risk retained depends on an evaluation of the specific risk, which is subject, in certain circumstances, to maximum limits based on the characteristics of coverage. Under the terms of the reinsurance agreements, the reinsurer agrees to reimburse for the ceded amount in the event a covered claim is paid. However, Aegon's insurance subsidiaries remain liable to their policyholders for ceded insurance if any reinsurer fails to meet the obligations assumed by it. A bankruptcy or insolvency or inability of any of Aegon's reinsurance counterparties to satisfy its obligations may have a materially adverse effect on Aegon's financial position and results of operations. Refer to Schedule IV of this Annual Report for a table showing life insurance in force amounts on a direct, assumed and ceded basis for 2012, 2013 and 2014.

In accordance with industry practices, Aegon reinsures a portion of its life insurance exposure with unaffiliated insurance companies under traditional indemnity reinsurance arrangements. In 2015, approximately 58% of Aegon's total direct and assumed (for which Aegon acts as a reinsurer for others) life insurance in force was ceded to other insurers. The major reinsurance counterparties for Aegon USA are affiliates of SCOR SE (SCOR), Munich Re, RGA and Swiss Re. The major reinsurers of Aegon UK are Swiss Re, Munich Re, Pacific Re and XL Re. The non-life reinsurance for Aegon the Netherlands is diversified across several providers including Lloyds market syndicates. The major reinsurers of Aegon Hungary for non-life are Swiss Re, Munich Re and Hannover Re and for life insurance Munich Re and RGA. Aegon Spain's major reinsurers are General Re, RGA, National Re and SCOR. Aegon China's major reinsurers are Hannover Re, Munich Re and China Re, and Aegon India's major reinsurer is RGA.

Reinsurance may not be available, affordable or adequate to protect Aegon against losses.

As part of Aegon's overall risk and capacity management strategy, Aegon purchases reinsurance for certain risks underwritten by Aegon's various business segments. Market conditions beyond Aegon's control determine the availability and cost of the reinsurance protection Aegon purchases. Accordingly, Aegon may be forced to incur additional expenses for reinsurance or may not be able to obtain sufficient reinsurance on acceptable terms, which may adversely affect Aegon's ability to write future business.

Aegon may have difficulty managing its expanding operations, and Aegon may not be successful in acquiring new businesses or divesting existing operations.

In recent years, Aegon has made a number of acquisitions and divestitures around the world and it is possible that Aegon may make further acquisitions and divestitures in the future. Growth by acquisition involves risks that may adversely affect Aegon's operating results and financial condition. These include: the potential diversion of financial and management resources from existing operations; difficulties in assimilating the operations, technologies, products and personnel of the acquired company; significant delays in completing the integration of acquired companies; the potential loss of key employees or customers of the acquired company; potential losses from unanticipated litigation, and tax and accounting issues. In addition, expansion into new and emerging markets may involve heightened political, legal and regulatory risks, such as discriminatory regulation, nationalization or expropriation of assets, price controls and exchange controls.

Aegon's acquisitions may result in additional indebtedness, costs, contingent liabilities and impairment expenses related to goodwill and other intangible assets. In addition, they may divert management's attention and other resources. Divestitures of existing operations may result in Aegon assuming or retaining certain contingent liabilities. All of these may adversely affect Aegon's businesses, results of operations and financial condition. Future acquisitions may also have a dilutive effect on the ownership and voting percentages of existing shareholders. There can be no assurance that Aegon will successfully identify suitable acquisition candidates or that Aegon will properly value acquisitions made. Aegon is unable to predict whether or when any prospective acquisition candidate will become available, or the likelihood that any acquisition will be completed once negotiations have commenced.

Table of Contents**336** Additional information **Risk factors****Catastrophic events, which are unpredictable by nature, may result in material losses and abruptly and significantly interrupt Aegon's business activities.**

Aegon's operating results and financial position may be adversely affected by volatile natural and man-made disasters such as hurricanes, windstorms, earthquakes, terrorism, riots, fires and explosions, pandemic disease and other catastrophes. Over the past several years, changing weather patterns and climatic conditions have added to the unpredictability and frequency of natural disasters in certain parts of the world and created additional uncertainty as to future trends and exposure. Generally, Aegon seeks to reduce its exposure to these events through individual risk selection, monitoring risk accumulation, and purchasing reinsurance. However, such events may lead to considerable financial losses to Aegon's businesses. Furthermore, natural disasters, terrorism and fires may disrupt Aegon's operations and result in significant loss of property, key personnel and information about Aegon and its clients. If its business continuity plans have not included effective contingencies for such events, Aegon may experience business disruption and damage to corporate reputation and financial condition for a substantial period of time.

Aegon regularly develops new financial products to remain competitive in its markets and to meet the expectations of its clients. If clients do not achieve expected returns on those products, Aegon may be confronted with legal claims, advocate groups and negative publicity.

Aegon may face claims from customers, both individual claimants as well as policyholder advocate groups, and negative publicity if Aegon's products result in losses or fail to result in expected gains, regardless of the suitability of products for customers or the adequacy of the disclosure provided to customers by Aegon and by the intermediaries who distribute Aegon's products. New products that are less well understood and that have less of a historical performance track record may be more likely to be the subject of such claims. Any such claims may have a materially adverse effect on Aegon's results of operations, corporate reputation and financial condition.

Aegon may not be able to protect its intellectual property and may be subject to infringement claims.

Aegon relies on a combination of contractual rights with third parties and copyright, trademark, patent and trade secret laws to establish and protect Aegon's intellectual property. Third parties may infringe on or misappropriate Aegon's intellectual property, and it is possible that third parties may claim that Aegon has infringed on or misappropriated their intellectual property rights. Any resulting proceedings in which Aegon would have to enforce and protect its intellectual property, or defend itself against a claim of infringement of a third-party's intellectual property, may require significant effort and resources and may not prove successful. As a result of any proceeding in which Aegon would have to enforce and protect its intellectual property, Aegon may lose intellectual property protection, which may have a materially adverse effect on Aegon's businesses, results of operation, financial condition and Aegon's ability to compete. As a result of any proceeding in which Aegon would have to defend itself against a claim of infringement of a third-party's intellectual property, Aegon may be required to pay damages and provide injunctive relief, which may have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

Inadequate or failed processes or systems, human factors or external events may adversely affect Aegon's profitability, reputation or operational effectiveness.

Operational risk is inherent in Aegon's businesses and may manifest itself in many ways, including business interruption, poor vendor performance, information systems malfunctions or failures, regulatory breaches, processing errors, modelling errors, and/or internal and external fraud. These events may result in financial loss, harm Aegon's

reputation, or hinder Aegon's operational effectiveness. Further, employee error and misconduct may be difficult to prevent under all circumstances and may result in significant losses.

Aegon's management maintains a well-controlled environment and sound policies and practices to control these risks and keep operational risk at appropriate levels. Notwithstanding these control measures, however, operational risk is part of the business environment in which Aegon operates, and is inherent in Aegon's size and complexity, as well as Aegon's geographic diversity, and the scope of the businesses Aegon operates. Aegon's risk management activities cannot anticipate every circumstance, and economic and financial outcome, or the specifics and timing of such outcomes. Furthermore, if the contractual arrangements put in place with any third-party service providers are terminated, including contractual arrangements with providers of information technology, administrative or investment management services, Aegon may not be able to find an alternative provider on a timely basis or on equivalent terms. Aegon may incur significant losses due to these types of risks.

Annual Report on Form 20-F 2015

Table of Contents

337

Aegon's operations support complex transactions and are highly dependent on the proper functioning of information technology and communication systems. Any failure of Aegon's information technology or communications systems may result in a material adverse effect on Aegon's results of operations and corporate reputation.

While systems and processes are designed to support complex transactions and avoid systems failure, fraud, information security failures, processing errors and breaches of regulation, any failure may lead to a materially adverse effect on Aegon's results of operations and corporate reputation. In addition, Aegon must commit significant resources to maintain and enhance its existing systems in order to keep pace with industry standards and customer preferences. If Aegon fails to keep up-to-date information systems, Aegon may not be able to rely on information for product pricing, risk management and underwriting decisions. In addition, even though back-up and recovery systems and contingency plans are in place, Aegon cannot assure investors that interruptions, failures or breaches in security of these processes and systems will not occur, or if they do occur, that they can be adequately addressed. The occurrence of any of these events may have a materially adverse effect on Aegon's businesses, results of operations and financial condition.

A computer system failure or security breach may disrupt Aegon's business, damage Aegon's reputation and adversely affect Aegon's results of operations, financial condition and cash flows.

Changes towards more sophisticated internet technologies, the introduction of new products and services, changing customer needs and evolving applicable standards increase the dependency on internet, secure systems and related technology. Introducing new technologies, computer system failures, cyber-crime attacks or security breaches may disrupt Aegon's business, damage Aegon's reputation and adversely affect Aegon's results of operations, financial condition and cash flows.

Aegon retains confidential information on its computer systems, including customer information and proprietary business information. Any compromise to the security of Aegon's computer systems that results in the disclosure of personally identifiable customer information may damage Aegon's reputation, expose Aegon to litigation, increase regulatory scrutiny, and require Aegon to incur significant technical, legal and other expenses.

Judgments of US courts are not enforceable against Aegon in Dutch courts.

There is no treaty between the United States and the Netherlands providing for the reciprocal recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Judgments of US courts, including those predicated on the civil liability provisions of the US federal securities laws, may not be enforceable in Dutch courts. Therefore, Aegon's investors that obtain a judgment against Aegon in the United States may not be able to require Aegon to pay the amount of the judgment unless a competent court in the Netherlands gives binding effect to the judgment. It may, however, be possible for a US investor to bring an original action in a Dutch court to enforce liabilities against Aegon, Aegon's affiliates, directors, officers or any expert named therein who resides outside the United States, based upon the US federal securities laws.

II - Risks relating to Aegon's common shares

Aegon's share price could be volatile and could drop unexpectedly, and investors may not be able to resell Aegon's common shares at or above the price paid.

The price at which Aegon's common shares trade is influenced by many factors, some of which are specific to Aegon and Aegon's operations, and some of which are related to the insurance industry and equity markets in general. As a result of these factors, investors may not be able to resell their common shares at or above the price paid for them. In particular, the following factors, in addition to other risk factors described in this section, may have a material impact on the market price of Aegon's common shares:

- ⌚ Investor perception of Aegon as a company;
- ⌚ Actual or anticipated fluctuations in Aegon's revenues or operating results;
- ⌚ Announcements of intended acquisitions, disposals or financings, or speculation about such acquisitions, disposals or financings;
- ⌚ Changes in Aegon's dividend policy, which may result from changes in Aegon's cash flow and capital position;
- ⌚ Sales of blocks of Aegon's shares by significant shareholders, including Vereniging Aegon;
- ⌚ A downgrade or rumored downgrade of Aegon's credit or financial strength ratings, including placement on credit watch;
- ⌚ Potential litigation involving Aegon or the insurance industry in general;
- ⌚ Changes in financial estimates and recommendations by securities research analysts;
- ⌚ Fluctuations in capital markets, including foreign exchange rates, interest rates and equity markets;
- ⌚ The performance of other companies in the insurance sector;

Table of Contents**338 Additional information Risk factors**

- ⚡ Regulatory developments in the United States, the Netherlands, the United Kingdom, and other countries in which Aegon operates;
- ⚡ International political and economic conditions, including the effects of terrorist attacks, military operations and other developments stemming from such events, and the uncertainty related to these developments;
- ⚡ News or analyst reports related to markets or industries in which Aegon operates; and
- ⚡ General insurance market conditions.

The high and low prices of Aegon's common shares on Euronext Amsterdam were EUR 7.70 and EUR 4.87 respectively in 2015, and EUR 6.96 and EUR 5.75 respectively in 2014. The high and low sales prices of Aegon's common shares on NYSE New York were USD 8.35 and USD 5.41 respectively in 2015, and USD 9.46 and USD 7.27 respectively in 2014. All share prices are closing prices.

Aegon and its significant shareholders may offer additional common shares in the future, and these and other sales may adversely affect the market price of the outstanding common shares.

Aegon may decide to offer additional common shares in the future, for example, to strengthen Aegon's capital position in response to regulatory changes or to support an acquisition.

In connection with its refinancing in September 2002, Vereniging Aegon entered into an equity repurchase facility and a back-up credit facility. On February 9, 2010, both facilities were replaced by a three year term and revolving facilities agreement with a consortium of banks. In 2013, Vereniging Aegon entered into a new three year term and revolving facilities agreement with the same consortium of banks, replacing the three year term and revolving facilities agreement entered into in 2010. Under this agreement, Aegon's common shares in the possession of Vereniging Aegon are pledged to the consortium of banks. If Vereniging Aegon were to default under the facilities agreement in force at that time, the lenders may dispose of Aegon's common shares held by them as collateral in order to satisfy amounts outstanding.

An additional offering of common shares by Aegon, the restructuring of Aegon's share capital, the sales of common shares by significant shareholders or by lenders to Vereniging Aegon, or the public perception that an offering or such sales may occur, may have an adverse effect on the market price of Aegon's common shares.

As of December 31, 2015, there were 2,147,036,826 common shares and 585,022,160 common shares B issued. Of these, Vereniging Aegon held 292,687,444 common shares and all issued common shares B. All of Aegon's outstanding common shares are freely tradable, and all shareholders, including large shareholders such as Vereniging Aegon, are free to resell their common shares at any time.

Vereniging Aegon, Aegon's major shareholder, holds a large percentage of the voting shares and therefore has significant influence over Aegon's corporate actions.

Prior to September 2002, Vereniging Aegon beneficially owned approximately 52% of the voting shares and thus held voting control over Aegon. In September 2002, Vereniging Aegon reduced its beneficial ownership to approximately 33% of the voting shares (excluding issued common shares held in treasury by Aegon). In 2003, Aegon and Vereniging Aegon amended the 1983 Merger Agreement, resulting in a right for Vereniging Aegon, upon issuance of shares by Aegon, to purchase as many class B preferred shares existing at that time as would enable it to prevent or offset a dilution to below its actual voting power percentage of 33%. In 2013, Aegon N.V. and Vereniging Aegon entered into an agreement to simplify the capital structure of Aegon and to cancel all of Aegon's preferred shares, of

which Vereniging Aegon was the sole owner. The execution of this agreement was approved by the General Meeting of Shareholders of Aegon N.V. on May 15, 2013. For details on the simplification of the corporate structure, please see the section Major shareholders at pages 306-308.

The simplified capital structure included an amendment to the 1983 Amended Merger Agreement between Aegon N.V. and Vereniging Aegon. Following this 2013 amendment, Vereniging Aegon's call option relates to common shares B. Vereniging Aegon may exercise its call option to keep or restore its total stake at 32.6%, irrespective of the circumstances which cause the total shareholding to be or become lower than 32.6%.

The simplification of the capital structure also entailed the amendment of the Voting Rights Agreement between Aegon N.V. and Vereniging Aegon. As a matter of Dutch corporate law, the shares of both classes offer equal full voting rights, as they have equal nominal values (EUR 0.12). The financial rights attached to a common share B is 1/40th of the financial rights attached to a common share. The amended Voting Rights Agreement ensures that under normal circumstances, i.e. except in the event of a Special Cause, Vereniging Aegon will no longer be able to exercise more votes than is proportionate to the financial rights represented by its shares.

Annual Report on Form 20-F 2015

Table of Contents

339

This means that in the absence of a Special Cause Vereninging Aegon may cast one vote for every common share it holds and one vote only for every 40 common shares B. A Special Cause includes the acquisition of a 15% interest in Aegon N.V., a tender offer for Aegon N.V. shares or a proposed business combination by any person or group or persons, whether individually or as a group, other than in a transaction approved by the Executive Board and the Supervisory Board. Accordingly, at December 31, 2015, the voting power of Vereninging Aegon under normal circumstances amounted to approximately 14.5%, based on the number of outstanding and voting shares (excluding issued common shares held in treasury by Aegon N.V.). In the event of a Special Cause, Vereninging Aegon's voting rights will increase to 32.6% for up to six months.

Consequently, Vereninging Aegon may have substantial influence on the outcome of corporate actions requiring shareholder approval, including:

- ⌚ Adopting amendments to the Articles of Association;
- ⌚ Adopting the Annual Accounts;
- ⌚ Approving a consolidation or liquidation;
- ⌚ Approving a tender offer, merger, sale of all or substantially all of the assets, or other business combination; and
- ⌚ In particular, during the periods when Vereninging Aegon is entitled to exercise its increased voting rights, it will generally have sufficient voting power to veto certain decisions presented to the General Meeting of Shareholders, including any proposal relating to the following matters:
 - ⌚ Rejecting binding Supervisory Board nominations for membership to the Supervisory Board and Executive Board;
 - ⌚ Appointing an Executive Board or Supervisory Board member other than pursuant to Supervisory Board nomination; and
 - ⌚ Suspending or removing an Executive Board or Supervisory Board member other than pursuant to a Supervisory Board proposal.

Currency fluctuations may adversely affect the trading prices of Aegon's common shares and the value of any cash distributions made.

Since Aegon's common shares listed on Euronext Amsterdam are quoted in euros and Aegon's common shares listed on NYSE New York are quoted in US dollars, fluctuations in exchange rates between the euro and the US dollar may affect the value of Aegon's common shares. In addition, Aegon declares cash dividends in euros, but pays cash dividends, if any, on Aegon's shares of New York registry in US dollars based on an exchange rate set the business day following the shareholder meeting approving the dividend. As a result, fluctuations in exchange rates may affect the US dollar value of any cash dividends paid.

Convertible securities (or other securities that permit or require Aegon to satisfy its obligations by issuing common shares) that Aegon may issue could influence the market price for Aegon's common shares.

In the future, Aegon may issue convertible securities or other securities that permit or require Aegon to satisfy obligations by issuing common shares. Those securities would likely influence, and be influenced by, the market for Aegon's common shares.

For example, the price of Aegon's common shares may become more volatile and may be depressed by investors' anticipation of the potential resale in the market of substantial amounts of Aegon's common shares received at maturity. Aegon's common shares may also be depressed by the acceleration of any convertible securities (or other such securities) that Aegon has issued by investors who view such convertible securities (or other such securities) as a more attractive means of participation in Aegon's equity. Negative results may also be produced by hedging or arbitrage trading activity that may develop involving such convertible securities (or other such securities) and Aegon's common shares. Any such developments may negatively affect the value of Aegon's common shares.

Property, plant and equipment

In the United States, Aegon owns many of the buildings that the Company uses in the normal course of its business, primarily as offices. Aegon owns 16 offices located throughout the United States with a total square footage of 2 million. Aegon also leases space for various offices located throughout the United States under long-term leases with a total square footage of 1 million. Aegon's principal offices are located in Little Rock, AR; Los Angeles, CA; Denver, CO; Cedar Rapids, IA; St. Petersburg, FL; Atlanta, GA; Louisville, KY; Baltimore, MD; Harrison, NY; Exton, PA; and Plano, TX.

Other principal offices owned by Aegon are located in The Hague, the Netherlands; Budapest, Hungary; and Madrid, Spain. Aegon owns its headquarters and leases other offices in the Netherlands (Leeuwarden) and the United Kingdom under long-term leases. Aegon believes that its properties are adequate to meet its current needs.

Table of Contents**340** Additional information **Employees and labor relations****Employees and labor relations**

At the end of 2015, Aegon had 31,530 employees and 8,433 agents. Approximately 40% are employed in the Americas, 15% in the Netherlands, 7% in the United Kingdom and 37% in New Markets. Note that employees of the Holding are included in the Netherlands.

All of Aegon's employees in the Netherlands, other than senior management, are covered by the collective labor agreement of Aegon NL. Aegon, the unions and the Dutch Central Works Council are working closely together in the co-creation steering group to come to new agreements. The current collective agreement has a duration of three years. Aegon has experienced no significant strike, work stoppage or labor dispute in recent years.

Under Dutch law, members of the Central Works Council responsible for Aegon in the Netherlands are elected by Aegon the Netherlands' employees. The Central Works Council has certain defined powers at the level of the Dutch subsidiary company Aegon Nederland N.V., including the right to make non-binding recommendations for appointments to its Supervisory Board and the right to enter objections against proposals for appointments to that Supervisory Board.

The number of employees per geographical area:

	2015	2014	2013
Americas	12,701	12,865	12,256
The Netherlands	4,802	4,700	4,584
United Kingdom	2,260	2,420	2,400
New Markets	11,767	8,617	7,651
	31,530	28,602	26,891
Of which agent	8,433	5,713	4,753
Of which Aegon's share of employees in joint ventures and associates	1,983	1,614	1,462

See note 14 Commissions and expenses of the Notes to the consolidated financial statements of this Annual Report for a description of share-based payments to employees.

Dividend policy

Under Dutch law and Aegon's Articles of Association, holders of Aegon's common shares are entitled to dividends paid out of the profits remaining, if any, after the creation of a reserve account. Aegon's Executive Board may determine the dividend payment date and the dividend record date for the common shares, which may vary for the various kinds of registered shares. Aegon's Executive Board, with the approval of Aegon's Supervisory Board, may also determine the currency or currencies in which the dividends will be paid. Aegon may make one or more interim distributions to the holders of common shares.

Aegon aims to pay out a sustainable dividend to allow equity investors to share in Aegon's performance, which can grow over time if Aegon's performance 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 a capital and liquidity position in the operating subsidiaries in line with Aegon's capital management and

liquidity risk policies.

Aegon uses cash flows from its operating subsidiaries to pay holding expenses, including funding costs. The remaining cash flow is available to execute Aegon's strategy and to fund dividends on its shares, subject to maintaining holding company targeted capital. Depending on circumstances, future prospects and other considerations, Aegon's Executive Board may elect to deviate from this target. Aegon's Executive Board will also take capital position, financial flexibility, leverage ratios and strategic considerations into account when declaring or proposing dividends on common shares.

Under normal circumstances, Aegon would expect to declare an interim dividend when announcing Aegon's 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.

When determining whether to declare or propose a dividend, Aegon's Executive Board 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 Company. There is no requirement or assurance that Aegon will declare and pay any dividends.

Annual Report on Form 20-F 2015

Table of Contents

341

Holders of common shares historically have been permitted to elect to receive dividends, if any, in cash or in common shares. For dividends, which holders may elect to receive in either cash or common shares, the value of the stock alternative may differ slightly from the value of the cash option. Aegon pays cash dividends on shares of New York registry in US dollars through Citibank, N.A., Aegon's NYSE paying agent, based on the foreign exchange reference rate (as published each working day at 2.15 p.m. (CET) by the European Central Bank) on the business day following the announcement of the interim dividend or on the second business day following the shareholder meeting approving the relevant final dividend.

The offer and listing

The principal market for Aegon's common shares is Euronext Amsterdam. Aegon's common shares are also listed on NYSE New York.

The table below sets forth, for the calendar periods indicated, the high and low sales prices of Aegon's common shares on Euronext Amsterdam and NYSE New York as reported by Bloomberg and is based on closing prices.

	Euronext Amsterdam (EUR)		NYSE New York (USD)	
	High	Low	High	Low
2011	5.68	2.68	7.92	3.62
2012	4.89	4.07	6.47	5.22
2013	6.86	4.23	9.48	5.76
2014	6.96	5.75	9.46	7.27
2015	7.70	4.87	8.35	5.41
2013				
First quarter	5.17	4.46	6.85	5.81
Second quarter	5.38	4.23	7.08	5.76
Third quarter	6.00	5.31	7.96	6.90
Fourth quarter	6.86	5.57	9.48	7.53
2014				
First quarter	6.96	6.23	9.46	8.39
Second quarter	6.77	6.13	9.32	8.44
Third quarter	6.64	5.75	9.02	7.68
Fourth quarter	6.61	5.83	8.27	7.27
2015				
First quarter	7.70	5.87	8.35	6.97
Second quarter	7.64	6.37	8.22	7.24

Edgar Filing: AEGON NV - Form 20-F

Third quarter	7.22	4.87	7.93	5.51
Fourth quarter	5.93	4.92	6.38	5.41
September 2015	5.66	4.87	6.32	5.51
October 2015	5.62	4.97	6.32	5.61
November 2015	5.93	4.99	6.38	5.41
December 2015	5.85	4.92	6.18	5.41
2016				
January 2016	5.65	4.74	6.00	5.15
February 2016	5.24	4.04	5.66	4.59
March 2016 (through March 9, 2016)	4.97	4.59	5.47	5.11

On Euronext Amsterdam only Euronext registered shares may be traded, and on NYSE New York only New York Registry Shares may be traded.

Table of Contents

342 Additional information **Memorandum and Articles of Association**

Additional company information

Memorandum and Articles of Association

Aegon is registered under number 27076669 in the Commercial Register of the Chamber of Commerce and Industries for Haaglanden, The Hague, the Netherlands.

Certain provisions of Aegon's current Articles of Association are discussed below.

Objects and purposes

- ⌚ The objects of Aegon are to incorporate, acquire and alienate shares and interests in, to finance and grant security for commitments of, to enter into general business relationships with, and to manage and grant services to legal entities and other entities, in particular those involved in the insurance business, and to do all that is connected therewith or which may be conducive thereto, all to be interpreted in the broadest sense; and
- ⌚ In achieving the aforesaid objects due regard shall be taken, within the scope of sound business operations, to provide fair safeguards for the interests of all the parties directly or indirectly involved in Aegon.

Provisions related to directors

For information with respect to provisions in the Articles of Association relating to members of the Supervisory Board and Executive Board, refer to the Governance section (see pages 95-116).

Description of Aegon's capital stock

Aegon has two types of shares: common shares (par value EUR 0.12) and common shares B (par value EUR 0.12).

Common characteristics of the common shares and common shares B

- ⌚ All shares are in registered form;
- ⌚ All shares have dividend rights except for those shares (if any) held by Aegon as treasury stock. Dividends which have not been claimed within five years lapse to Aegon;
- ⌚ Each currently outstanding share is entitled to one vote except for shares held by Aegon as treasury stock. There are no upward restrictions;
- ⌚ However, under normal circumstances, i.e. except in the event of a Special Cause, based on the Voting Rights Agreement¹, Vereniging Aegon will no longer be able to exercise more votes than is proportionate to the financial rights represented by its shares. This means that in the absence of a Special Cause¹, Vereniging Aegon may cast one vote for every common share it holds and one vote only for every 40 common shares B it holds. As Special Cause qualifies the acquisition of a 15% interest in Aegon N.V., a tender offer for Aegon N.V. shares or a proposed business combination by any person or group of persons, whether individually or as a group, other than in a transaction approved by the Executive Board and the Supervisory Board. If, in its sole discretion, Vereniging Aegon determines that a Special Cause has occurred, Vereniging Aegon will notify the General Meeting of Shareholders and retain its right to exercise the full voting power of one vote per common share B for a limited period of six months;
- ⌚ All shares have the right to participate in Aegon's net profits. Net profits is the amount of profits after contributions, if any, to a reserve account;

Edgar Filing: AEGON NV - Form 20-F

- ⚡ In the event of liquidation, all shares have the right to participate in any remaining balance after settlement of all debts;
- ⚡ The General Meeting of Shareholders may, at the proposal of the Executive Board, as approved by the Supervisory Board, resolve to reduce the outstanding capital either by (i) repurchasing shares and subsequently canceling them, or (ii) by reducing their nominal share value;
- ⚡ There are no sinking fund provisions;
- ⚡ All issued shares are fully paid-up; so there is no liability for further capital calls; and
- ⚡ There are no provisions discriminating against any existing or prospective holder of shares as a result of such shareholder owning a substantial number of shares.

1 The Voting Rights Agreement is published on Aegon's corporate website.

Annual Report on Form 20-F 2015

Table of Contents

343

Differences between common shares and common shares B

- ⌚ The common shares are listed; the common shares B are not listed;
- ⌚ The financial rights attaching to a common share B are one-fortieth (1/40th) of the financial rights attaching to a common share; and
- ⌚ A repayment on common shares B needs approval of the holders of common shares B.

Actions necessary to change the rights of shareholders

A change to the rights of shareholders would require an amendment to the Articles of Association. The General Meeting of Shareholders (Annual General Meeting or extraordinary General Meeting) may only pass a resolution to amend the Articles of Association pursuant to a proposal of the Executive Board with the approval of the Supervisory Board. The resolution requires a majority of the votes cast at the meeting in order to pass. The actual changes to the text of the Articles of Association will be executed by a civil law notary.

Furthermore, a resolution of the General Meeting of Shareholders to amend the Articles of Association which has the effect of reducing the rights attributable to holders of a specific class shall be subject to the approval of the meeting of holders of such class.

Conditions under which meetings are held

Annual General Meetings and extraordinary General Meetings of Shareholders shall be convened by public notice. Notice must be given no later than 42 days prior to the date of the meeting. The notice must contain a summary agenda and indicate the place where the complete agenda together with the documents pertaining to the agenda may be obtained. The agenda is also sent to shareholders registered with the Company Register. New York Registry shareholders or their brokers receive a proxy solicitation notice.

For admittance to and voting at the meeting, shareholders must produce evidence of their shareholding as of the record date. The Dutch law determines that the record date is 28 days prior to the General Meeting of Shareholders. Shareholders must notify Aegon of their intention to attend the meeting.

Limitation on the right to own securities

There are no limitations, either under the laws of the Netherlands or in Aegon's Articles of Association, on the rights of non-residents of the Netherlands to hold or vote Aegon common shares or common shares B.

Provisions that would have the effect of delaying a change of control

A resolution of the General Meeting of Shareholders to suspend or dismiss a member of the Executive Board or a member of the Supervisory Board, other than pursuant to a proposal by the Supervisory Board, shall require at least two-thirds of the votes cast representing more than one-half of the issued capital.

In the event a Special Cause occurs (such as the acquisition of 15% of Aegon's voting shares, a tender offer for Aegon's shares or a proposed business combination by any person or group of persons, whether individually or as a group, other than in a transaction approved by the Executive Board and Supervisory Board), Vereniging Aegon will be

entitled to exercise its full voting rights of one vote per each common share B for up to six months per Special Cause, thus increasing its current voting rights to 32.64%.

Threshold above which shareholder ownership must be disclosed

There are no such provisions in the Articles of Association. Dutch law requires public disclosure to an Authority for Financial Markets with respect to the ownership of listed shares when the following thresholds are met: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%.

Material differences between Dutch law and US law with respect to the items above

Reference is made to the paragraph Differences in company law practices for domestic companies included in the Corporate Governance section of this Annual Report (see page 117).

Special conditions governing changes in the capital

There are no conditions more stringent than what is required by law.

Material contracts

There are no material contracts.

Table of Contents**344** Additional information **Exchange controls****Exchange controls**

There are no legislative or other legal provisions currently in force in the Netherlands or arising under Aegon's Articles of Association restricting remittances to holders of Aegon's securities that are not resident in the Netherlands. Cash dividends payable in euros on Aegon's common shares may be officially transferred from the Netherlands and converted into any other convertible currency.

Taxation**i Certain Netherlands tax consequences for holders of shares**

The following section outlines certain material Netherlands tax consequences of the acquisition, holding, redemption and disposal of Aegon common shares, but does not purport to be a comprehensive description of all Netherlands tax considerations that may be relevant. This section is intended as general information only and each prospective investor should consult a professional tax adviser with respect to the tax consequences of an investment in Aegon common shares.

This section is based on tax legislation, published case law, treaties, regulations and published policy, in each case as in force as of the date hereof, and it does not take into account any developments or amendments thereof after that date whether or not such developments or amendments have retroactive effect.

This section does not address the Netherlands tax consequences for:

- i. Investment institutions (*fiscale beleggingsinstellingen*);
- ii. Pension funds, exempt investment institutions (*vrijgestelde beleggingsinstellingen*) or other entities that are exempt from Netherlands corporate income tax;
- iii. Corporate holders of Aegon common shares, the shareholding of which qualifies for the participation exemption (*deelnemingsvrijstelling*) of the Netherlands corporate income tax act 1969 (*Wet op de vennootschapsbelasting 1969*). Generally speaking, a shareholding is considered to qualify as a participation for the participation exemption if it represents an interest of 5% or more of the nominal paid-up share capital; Holders of Aegon common shares holding a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in Aegon and holders of Aegon common shares of whom a certain related person holds a substantial interest in Aegon. Generally speaking, a substantial interest in Aegon arises if a person, alone or, where such person is an individual, together with his or her partner (statutory defined term), directly or indirectly, holds or is deemed to hold (i) an interest of 5% or more of the total of capital issued by Aegon or of 5% or more of the issued capital of a certain class of Aegon shares, (ii) rights to acquire, directly or indirectly, such interest or (iii) certain profit sharing rights in Aegon;
- iv. Persons to whom the beneficial interest in Aegon common shares is attributed based on the separated private assets (*afgezonderd particulier vermogen*) provisions of the Netherlands income tax act 2001 (*Wet inkomstenbelasting 2001*);
- v. Entities which are a resident of Aruba, Curacao or Sint Maarten that have an enterprise which is carried on through a permanent establishment or a permanent representative on Bonaire, Sint Eustatius or Saba, to which permanent establishment or permanent representative the Aegon common shares are attributable;
- vi.

Holders of Aegon common shares which are not considered the beneficial owner (*uiteindelijk gerechtigde*) of these shares or of the benefits derived from or realised in respect of the Aegon common shares; and

- vii. Individuals to whom Aegon common shares or the income therefrom are attributable to employment activities which are taxed as employment income in the Netherlands.

Where this section refers to the Netherlands, such reference is restricted to the part of the Kingdom of the Netherlands that is situated in Europe and the legislation applicable in that part of the Kingdom.

Dividend tax

Withholding requirement

Aegon is required to withhold 15% Netherlands dividend tax in respect of dividends paid on its common shares. In the Netherlands Dividend Tax Act 1965 (*Wet op de dividendbelasting 1965*), dividends are defined as the proceeds from shares, which include:

- i. Proceeds in cash or in kind including direct or indirect distributions of profit;
- ii. Liquidation proceeds, proceeds on redemption of Aegon common shares and, as a rule, the consideration for the repurchase of its own common shares by Aegon in excess of the average paid-in capital recognised for Netherlands dividend tax purposes, unless a particular statutory exemption applies;
- iii. The par value of new common shares issued to a holder of Aegon common shares or an increase of the par value of Aegon common shares, except when the (increase in the) par value of Aegon common shares is funded out of its paid-in capital as recognized for Netherlands dividend tax purposes; and
- iv. Partial repayments of paid-in capital recognised for Netherlands dividend tax purposes, if and to the extent there are qualifying profits (*zuivere winst*), unless Aegon's General Meeting of Shareholders has resolved in advance to make such repayment and provided that the nominal value of Aegon common shares concerned has been reduced by an equal amount by way of an amendment of the Articles of Association.

Annual Report on Form 20-F 2015

Table of Contents

345

Residents of the Netherlands

If a holder of Aegon common shares is a resident of the Netherlands, or deemed to be a resident of the Netherlands for Netherlands corporate or individual income tax purposes, dividend tax which is withheld with respect to proceeds from Aegon common shares will generally be creditable for Netherlands corporate income tax or Netherlands income tax purposes.

Non-residents of the Netherlands

If a holder of Aegon common shares is a resident of a country other than the Netherlands and if a treaty for the avoidance of double taxation with respect to taxes on income is in effect between the Netherlands and that country, and such holder is a resident for the purposes of such treaty, such holder may, depending on the terms of that particular treaty, qualify for full or partial relief at source or for a refund in whole or in part of the Netherlands dividend tax. A refund of the Netherlands dividend tax is available to entities resident in another EU member state, Norway, Iceland, or Liechtenstein if (i) these entities are not subject to corporate income tax there and (ii) these entities would not be subject to Netherlands corporate income tax, if these entities would be tax resident in the Netherlands for corporate income tax purposes and (iii) these entities are not comparable to investment institutions (*fiscale beleggingsinstellingen*) or exempt investment institutions (*vrijgestelde beleggingsinstellingen*). Furthermore, a similar refund of Netherlands dividend tax may be available to entities resident in other countries, under the additional condition that (i) the Aegon common shares are considered portfolio investments and (ii) the Netherlands can exchange information with this other country in line with the international standards for the exchange of information.

US-residents

Residents of the United States that qualify for, and comply with the procedures for claiming benefits under, the Convention between the Kingdom of the Netherlands and the United States of America for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income 1992 (*the US/NL Income Tax Treaty*) may, under various specified conditions, be eligible for a reduction of Netherlands dividend withholding tax rate from 15% to 5% if the resident of the United States is a company which holds directly at least 10% voting power in Aegon. The US/NL Income Tax Treaty provides, subject to certain conditions, for a complete exemption from, or refund of, Netherlands dividend withholding tax for dividends received by exempt pension trusts and exempt organizations, as defined therein.

Beneficial owner

A recipient of proceeds from Aegon common shares will not be entitled to any exemption, reduction, refund or credit of Netherlands dividend tax if such recipient is not considered to be the beneficial owner of such proceeds. The recipient will not be considered the beneficial owner of these proceeds, if, in connection with such proceeds, the recipient has paid a consideration as part of a series of transactions in respect of which it is likely:

- ⌚ That the proceeds have in whole or in part accumulated, directly or indirectly, to a person or legal entity that would: - as opposed to the recipient paying the consideration, not be entitled to an exemption from dividend tax; or - in comparison to the recipient paying the consideration, to a lesser extent be entitled to a reduction or

refund of dividend tax; and

- ⚡ That such person or legal entity has, directly or indirectly, retained or acquired an interest in Aegon common shares or in profit-sharing certificates or loans, comparable to the interest it had in similar instruments prior to the series of transactions being initiated.

Netherlands withholding tax upon redistribution of foreign dividends

Aegon must transfer to the Dutch tax authorities all Netherlands dividend withholding tax it withholds on dividends it distributed with respect to the Aegon common shares. Provided certain conditions are met, Aegon may apply a reduction with respect to the withholding tax that it has to pay over to the Dutch tax authorities. This reduction can be applied if Aegon distributes dividends that stem from dividends Aegon itself has received from certain qualifying non-Netherlands subsidiaries, provided these dividends received by Aegon are exempt from Dutch corporate income tax and were subject to withholding tax of at least 5% upon distribution to Aegon. The reduction is applied to the Netherlands dividend tax that Aegon must pay to the Netherlands tax authorities and not to the amount of the Netherlands dividend tax that Aegon must withhold. The reduction is equal to the lesser of:

- i. 3% of the amount of the dividends distributed by Aegon that are subject to withholding tax; and
- ii. 3% of the gross amount of the dividends received during a certain period from the qualifying non-Netherlands subsidiaries.

The amount of the above mentioned reduction of the withholding tax will be reduced on a pro rata basis to the extent that Aegon distributes dividends to entities that are entitled to a refund of the Netherlands dividend tax. This reduction does not apply in respect of dividends paid to entities that own less than 5% of the nominal paid-up capital of Aegon.

Table of Contents346 Additional information **Exchange controls****Corporate and individual income tax****Residents of the Netherlands**

If a holder of Aegon common shares is a resident or deemed to be a resident of the Netherlands for Netherlands corporate income tax purposes and is fully subject to Netherlands corporate income tax or is only subject to Netherlands corporate income tax in respect of an enterprise to which Aegon common shares are attributable, income derived from Aegon common shares and gains realized upon the redemption or disposal of Aegon common shares are generally taxable in the Netherlands (at up to a maximum rate of 25%) under the Netherlands corporate income tax act 1969 (*Wet op de vennootschapsbelasting 1969*).

If an individual is a resident or deemed to be a resident of the Netherlands for Netherlands individual income tax purposes, income derived from Aegon common shares and gains realized upon the redemption or disposal of Aegon common shares are taxable at the progressive rates (at up to a maximum rate of 52%) under the Netherlands income tax act 2001 (*Wet inkomstenbelasting 2001*) if:

- i. The individual is an entrepreneur (*ondernemer*) and has an enterprise to which Aegon common shares are attributable or the individual has, other than as a shareholder, a co-entitlement to the net worth of an enterprise (*medegerechtigde*), to which enterprise Aegon common shares are attributable; or
- ii. Such income or gains qualify as income from miscellaneous activities (*resultaat uit overige werkzaamheden*), which include but are not limited to the performance of activities with respect to Aegon common shares that exceed regular, active portfolio management (*normaal, actief vermogensbeheer*).

If neither condition (i) nor condition (ii) above applies to an individual that holds Aegon common shares, such individual must determine taxable income with regard to Aegon common shares on the basis of a deemed return on income from savings and investments (*sparen en beleggen*), rather than on the basis of income actually received or gains actually realized. This deemed return on income from savings and investments has been fixed at a rate of 4% of the individual's yield basis (*rendementsgrondslag*) at the beginning of the calendar year, insofar as the individual's yield basis exceeds a certain threshold. The individual's yield basis is determined as the fair market value of certain qualifying assets held by the holder of Aegon common shares less the fair market value of certain qualifying liabilities on January 1. The fair market value of Aegon common shares will be included as an asset in the individual's yield basis. The 4% deemed return on income from savings and investments is taxed at a rate of 30%.

Non-residents of the Netherlands

If a person is neither a resident nor is deemed to be a resident of the Netherlands for Netherlands corporate or individual income tax purposes, such person is not subject to Netherlands income tax in respect of income derived from Aegon common shares and gains realized upon the redemption or disposal of Aegon common shares, except if:

- i. The person is not an individual and (1) has an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands to which permanent establishment or a permanent representative Aegon common shares are attributable, or (2) is (other than by way of securities) entitled to a share in the profits of an enterprise or a co-entitlement to the net worth of an enterprise, which is effectively managed in the Netherlands and to which enterprise Aegon common shares are attributable. This income and these gains are subject to Netherlands corporate income tax at up to a maximum rate of 25%;

- ii. The person is an individual that (1) has an enterprise or an interest in an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands to which permanent establishment or permanent representative Aegon common shares are attributable, or (2) realises income or gains with respect to Aegon common shares that qualify as income from miscellaneous activities (*resultaat uit overige werkzaamheden*) in the Netherlands which includes activities with respect to Aegon common shares that exceed regular, active portfolio management (*normaal, actief vermogensbeheer*), or (3) is (other than by way of securities) entitled to a share in the profits of an enterprise that is effectively managed in the Netherlands and to which enterprise Aegon common shares are attributable. Income and gains derived from Aegon common shares as specified under (1) and (2) by an individual are subject to individual income tax at up to a maximum rate of 52%. Income derived from a share in the profits of an enterprise as specified under (3) that is not already included under (1) or (2) will be taxed on the basis of a deemed return on income from savings and investments (as described above under Residents of the Netherlands). The fair market value of the share in the profits of the enterprise (which includes Aegon common shares) will be part of the individual's Netherlands yield basis.

Annual Report on Form 20-F 2015

Table of Contents

347

Gift and inheritance tax**Residents of the Netherlands**

Generally, gift tax (*schenkbelasting*) or inheritance tax (*erfbelasting*) will be due in the Netherlands in respect of the acquisition of Aegon common shares by way of a gift by, or on behalf of, or on the death of, a holder of Aegon common shares that is a resident or deemed to be a resident of the Netherlands for the purposes of Netherlands Gift and Inheritance Tax Act 1956 (*Successiewet 1956*) at the time of the gift or his or her death. A gift made under a condition precedent is for the purposes of Netherlands Gift and Inheritance Tax Act 1956 deemed to be made at the time the condition precedent is fulfilled and is subject to gift tax if the donor is, or is deemed to be a resident of the Netherlands at that time.

A holder of Netherlands nationality is deemed to be a resident of the Netherlands for the purposes of the Netherlands Gift and Inheritance Tax Act 1956 if he or she has been resident in the Netherlands and dies or makes a gift within ten years after leaving the Netherlands. A holder of any other nationality is deemed to be a resident of the Netherlands for the purposes of the Netherlands Gift and Inheritance Tax Act 1956 if he or she has been resident in the Netherlands and makes a gift within a twelve months period after leaving the Netherlands. The same twelve-month rule may apply to entities that have transferred their seat of residence out of the Netherlands.

Non-residents of the Netherlands

No gift or inheritance tax will arise in the Netherlands in respect of the acquisition of Aegon common shares by way of a gift by, or as a result of, the death of, a holder that is neither a resident nor deemed to be a resident of the Netherlands for the purposes of Netherlands Gift and Inheritance Tax Act 1956. However, inheritance tax will be due in the case of a gift of Aegon common shares by, or on behalf of, a holder who at the date of the gift was neither a resident nor deemed to be a resident of the Netherlands for the purposes of the Netherlands Gift and Inheritance Tax Act 1956, but such holder dies within 180 days after the date of the gift, and at the time of his or her death is a resident or deemed to be a resident of the Netherlands for the purposes of the Netherlands Gift and Inheritance Tax Act 1956. A gift made under a condition precedent is deemed to be made at the time the condition precedent is fulfilled.

The proposed financial transactions tax

The European Commission has published a proposal for a Directive for a common financial transactions tax (FTT) in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the participating Member States). However, Estonia has stated that it will not participate.

The proposed FTT has a very broad scope and could, if introduced in its current form, apply to certain dealings in Aegon common shares (including secondary market transactions) in certain circumstances.

Under the current proposals, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Aegon common shares where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, established in a participating Member State in a broad range of circumstances, including (1) by transacting with a person established in a participating Member State or (2) where the financial

instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between participating Member States and is subject to legal challenge. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of Aegon common shares are advised to seek their own professional advice in relation to the FTT.

Value added tax

In general, no value added tax will arise in respect of payments in consideration for the issue of Aegon common shares or in respect of a cash payment made under Aegon common shares, or in respect of a transfer of Aegon common shares.

Other taxes and duties

No registration tax, customs duty, transfer tax, stamp duty, capital tax or any other similar documentary tax or duty will be payable in the Netherlands by a holder of Aegon common shares in respect of or in connection with the subscription, issue, placement, allotment, delivery or transfer of the Aegon common shares.

Table of Contents**348** Additional information **Taxation****ii Taxation in the United States**

This section describes certain US Federal income tax consequences to beneficial holders of common shares that are held as capital assets. This section does not address all US Federal income tax matters that may be relevant to a particular holder. Each investor should consult their tax advisor with respect to the tax consequences of an investment in the common shares. This section does not address tax considerations for holders of common shares subject to special tax rules including, without limitation, the following:

- ⌚ Financial institutions;
- ⌚ Insurance companies;
- ⌚ Dealers or traders in securities or currencies;
- ⌚ Tax-exempt entities; and
- ⌚ Regulated investment companies;
- ⌚ Persons that will hold the common shares as part of a hedging or conversion transaction or as a position in a straddle or as part of a synthetic security or other integrated transaction for US Federal income tax purposes;
- ⌚ Holders that own (or are deemed to own for US Federal income tax purposes) 10% or more of the voting shares of Aegon;
- ⌚ Partnerships or pass-through entities or persons who hold common shares through partnerships or other pass-through entities; and
- ⌚ Holders that have a functional currency other than the US dollar.

Further, this section does not address alternative minimum tax consequences or the indirect effects on the holders of equity interests in a holder of common shares. This section also does not describe any tax consequences arising under the laws of any taxing jurisdiction other than the Federal income tax laws of the US Federal government.

This section is based on the US Internal Revenue Code of 1986, as amended, US Treasury regulations and judicial and administrative interpretations, in each case as in effect and available on the date of this Annual Report. All of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below.

For the purposes of this section, a US holder is a beneficial owner of common shares that is, for US Federal income tax purposes:

- ⌚ A citizen or individual resident of the United States;
- ⌚ A corporation created or organized in or under the laws of the United States or any state of the United States (including the District of Columbia);
- ⌚ An estate, the income of which is subject to US Federal income taxation regardless of its source; or
- ⌚ A trust, if a court within the United States is able to exercise primary supervision over its administration and one or more US persons have the authority to control all of the substantial decisions of such trust.

A non-US holder is a beneficial owner of common shares that is not a US holder.

Tax consequences to US holders**Distributions**

The gross amount of any distribution (including any amounts withheld in respect of Dutch withholding tax) actually or constructively received by a US holder with respect to common shares will be taxable to the US holder as a dividend to the extent of Aegon's current and accumulated earnings and profits as determined under US Federal income tax principles. Such dividends will not qualify for the dividends received deduction otherwise allowable to corporations. Distributions in excess of current and accumulated earnings and profits are treated under US tax law as non-taxable return of capital to the extent of the US holder's adjusted tax basis in the common shares. Distributions in excess of earnings and profits and such adjusted tax basis will generally be taxable to the US holder as capital gain from the sale or exchange of property. However, Aegon does not maintain calculations of its earnings and profits under US Federal income tax principles. Therefore, US holders of Aegon shares will generally be taxed on all distributions as dividends, even if some portion of the distributions might otherwise be treated as a non-taxable return of capital or as capital gain if the amount of US earnings and profits was known. The amount of any distribution of property other than cash will be the fair market value of that property on the date of distribution.

Certain qualified dividend income received by individual US holders is taxed at a maximum income tax rate of 20% under current law. Only dividends received from US corporations or from a qualified foreign corporation and on shares held by an individual US holder for a minimum holding period (generally, 61 days during the 121-day period beginning 60 days before the ex-dividend date) can qualify for this reduced rate. Aegon is eligible for benefits under the comprehensive income tax treaty between the Netherlands and the US; therefore, Aegon should be considered a qualified foreign corporation for this purpose. Accordingly, dividends paid by Aegon to individual US holders on shares held for the minimum holding period may qualify for a reduced income tax rate. Each US holder should consult their tax advisor regarding the applicable tax rate.

Table of Contents

349

In addition, US holders receiving dividends may be subject to a net investment income tax (NIIT). The NIIT is a 3.8% tax on the lesser of net investment income or the amount of modified adjusted gross income (MAGI) that is over a threshold amount based on filing status (USD 250,000 for married taxpayers filing jointly). Each US holder should consult their tax advisor regarding applicability of the NIIT.

Distributions paid in currency other than US dollars (a foreign currency), including the amount of any withholding tax thereon, must be included in the gross income of a US holder in an amount equal to the US dollar value of the foreign currency calculated by reference to the exchange rate in effect on the date of receipt. This is the case regardless of whether the foreign currency is converted into US dollars. If the foreign currency is converted into US dollars on the date of receipt, a US holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend. If the foreign currency received in the distribution is not converted into US dollars on the date of receipt, a US holder will have a basis in the foreign currency equal to its US dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the foreign currency will be treated as ordinary income or loss.

Dividends received by a US holder with respect to common shares will be treated as foreign source income for foreign tax credit limitation purposes. Subject to certain conditions and limitations, any Dutch income tax withheld on dividends may be deducted from taxable income or credited against a US holder's Federal income tax liability. The limitation on foreign taxes eligible for the US foreign tax credit is calculated separately with respect to passive category income and general category income. Dividends distributed by Aegon generally will constitute passive category income, or, in the case of certain US holders, financial services income, which is treated as general category income. Each US holder should consult their tax advisor regarding the availability of the foreign tax credit under their particular circumstances.

The amount of the qualified dividend income paid by Aegon to a US holder that is subject to the reduced dividend income tax rate and that is taken into account for purposes of calculating the US holder's US foreign tax credit limitation must be reduced by the rate differential portion of such dividend (which, assuming a US holder is in the highest income tax bracket, would generally require a reduction of the dividend amount by approximately 49.49% under current law). Each US holder should consult their tax advisor regarding the implications of the rules relating to qualified dividend income on the calculation of US foreign tax credits under their particular circumstances.

In general, upon making a distribution to shareholders, Aegon is required to remit all Dutch dividend withholding taxes to the Dutch tax authorities. The full amount of the taxes so withheld should (subject to certain limitations and conditions) be eligible for the US holder's foreign tax deduction or credit as described above. Investors are urged to consult their tax advisors regarding the general creditability or deductibility of Dutch withholding taxes.

Aegon generally affords shareholders an option to receive dividend distributions in cash or in stock. A distribution of additional common shares to US holders with respect to their common shares that is made pursuant to such an election will generally be taxable in the same manner as a cash dividend under the rules described above.

Sale or other disposition of shares

Upon the sale or exchange of common shares, a US holder will generally recognize gain or loss for US Federal income tax purposes on the difference between the US dollar value of the amount realized from such sale or exchange and the tax basis in those common shares. This gain or loss will be a capital gain or loss and will generally be treated

as from sources within the United States. Investors should consult their tax advisors with respect to the treatment of capital gains (which may be taxed at lower rates than ordinary income for taxpayers who are individuals, trusts or estates that have held the common shares for more than one year) and capital losses (the deductibility of which is subject to limitations).

In addition, US holders with capital gains may be subject to a NIIT. The NIIT is a 3.8% tax on the lesser of net investment income or the amount of modified adjusted gross income (MAGI) that is over a threshold amount based on filing status (USD 250,000 for married taxpayers filing jointly). Each US holder should consult their tax advisor regarding applicability of the NIIT.

If a US holder receives foreign currency upon a sale or exchange of common shares, gain or loss, if any, recognized on the subsequent sale, conversion or disposition of such foreign currency will be ordinary income or loss, and will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. However, if such foreign currency is converted into US dollars on the date received by the US holder, the US holder generally should not be required to recognize any gain or loss on such conversion.

Table of Contents**350** Additional information **Principal accountant fees and services****Passive foreign investment company considerations**

Based on the nature of Aegon's gross income, the average value of Aegon's gross assets, and the active conduct of Aegon's insurance business, Aegon does not believe that it could be classified as a Passive Foreign Investment Company (PFIC). If Aegon were treated as a PFIC in any year during which a US holder owns common shares, certain adverse tax consequences could apply. Investors should consult their tax advisors with respect to any PFIC considerations.

Tax consequences to non-US holders

A non-US holder generally will not be subject to US Federal income tax on dividends received on common shares or on any gain realized on the sale or exchange of common shares unless the gain is connected with a trade or business that the non-US holder conducts in the United States or unless the non-US holder is an individual, such holder was present in the United States for at least 183 days during the year in which such holder disposes of the common shares, and certain other conditions are satisfied. Non-US holders should consult their tax advisors with respect to the US Federal income tax consequences of dividends received on, and any gain realized from the sale or exchange of, the common shares.

Backup withholding and information reporting

Backup withholding and information reporting requirements may apply to certain payments on the common shares and to proceeds of a sale or redemption of the common shares to US holders made within the United States. Aegon, its agent, a broker, or any paying agent, as the case may be, may be required to withhold tax from any payment that is subject to backup withholding if a US holder fails to furnish the US holder's taxpayer identification number, fails to certify that such US holder is not subject to backup withholding, or fails to otherwise comply with the applicable requirements of the backup withholding rules. Certain US holders are not subject to the backup withholding and information reporting requirements.

Non-US holders that provide the required tax certifications of exempt or foreign status will generally be exempt from US information reporting requirements and backup withholding. However, sales proceeds a non-US holder receives on a sale of common shares through a broker may be subject to information reporting and backup withholding if the non-US holder is not eligible for an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a US holder or a non-US holder generally may be claimed as a credit against such holder's US Federal income tax liability provided that the required information is furnished to the US Internal Revenue Service (IRS). Investors should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption. Non-US holders should consult their tax advisors concerning the applicability of the information reporting and backup withholding rules.

Individual US holders may be required to report to the IRS certain information with respect to their beneficial ownership of certain foreign financial assets, such as the common shares, if the aggregate value of such assets exceeds USD 50,000 and the assets are not held through a US financial institution. US holders who fail to report required information could be subject to substantial penalties. Prospective investors should consult their own tax advisors concerning the application of the information reporting rules to their particular circumstances.

Principal accountant fees and services

PricewaterhouseCoopers Accountants N.V. (PwC) has served as Aegon's independent public accountant for the year ended December 31, 2015 and 2014. For 2013, for which audited financial statements appear in this Annual Report, Ernst & Young Accountants (EY) has served as Aegon's independent public accountant.

The following table presents the aggregate fees for services rendered by PwC in 2015, 2014 and EY in 2013.

Fees independent public accountant

In million EUR	2015	2014	2013
Audit fees	20	17	19
Audit-related fees	2	1	2
All other fees	-	-	1
	22	18	22

Annual Report on Form 20-F 2015

Table of Contents

351

Audit fees consist of fees billed for the annual financial statement audit (including required quarterly reviews), subsidiary audits, equity investment audits and other procedures required to be performed by the independent auditor to be able to form an opinion on Aegon's consolidated financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit or quarterly review. They also include fees billed for other audit services, which are those services that only the external auditor reasonably can provide, and include statutory audits or financial audits for subsidiaries or affiliates of the Company and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.

Audit-related fees consist of fees billed for audit-related services including assurance and related services that are reasonably related to the performance of the audit or review of Aegon's financial statements or that are traditionally performed by the independent auditor. Audit-related services include, among others, assurance services to report on internal controls for third parties, due diligence services pertaining to potential business acquisitions/dispositions; accounting consultations related to accounting, financial reporting or disclosure matters not classified as Audit services; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; financial audits of employee benefit plans; agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements.

All other fees include fees billed for permissible non-audit services that Aegon believes are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

Audit Committee pre-approval policies and procedures

Aegon's Audit Committee is responsible, among other matters, for the oversight of the external auditor. The Audit Committee has adopted a policy regarding pre-approval of audit and permissible non-audit services provided by Aegon's independent auditors (the Pre-approval Policy).

Under the Pre-approval Policy, proposed services either:

- ⌚ May be pre-approved by the Audit Committee without consideration of specific case-by-case services (general pre-approval); or
- ⌚ Require the specific pre-approval of the Audit Committee (specific pre-approval). Appendices to the Pre-approval Policy (that are adopted each year) set out the audit, audit-related, tax and other services that have received general pre-approval of the Audit Committee. All other audit, audit-related, tax and other services must receive specific pre-approval from the Audit Committee.

For the period 2013 to 2015, all services provided to Aegon by its independent public accountant were pre-approved by the Audit Committee in accordance with the Pre-approval Policy.

Changes in registrant's certifying accountants

As announced at the Annual General Meeting of Shareholders in 2012, the audit of Aegon's accounts from 2014 was put to tender in 2012. In February 2013, after a thorough process the Audit Committee and the Supervisory Board decided to propose to shareholders to appoint PwC as the Company's independent auditor for the annual accounts of 2014 through 2016. These proposals were approved at the Annual General Meeting of Shareholders on May 15, 2013.

The reports of EY on the Company's financial statements for 2013, for which audited financial information appear in this Annual Report, did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audits of the Company's financial statements for 2013, there were no disagreements with EY on any matters of accounting principles or practices, financial statement disclosure, or auditing scope and procedures which, if not resolved to the satisfaction of EY, would have caused EY to make reference to the matter in their report.

Table of Contents352 Additional information **Purchases of equity securities by the issuer and affiliated purchasers****Purchases of equity securities by the issuer and affiliated purchasers**

Period	Total number of shares purchased¹⁾	Average price paid per share in EUR	Total number of shares purchased as part of publicly announced plans or programs²⁾	Maximum number of shares that may yet be purchased under the plans or programs at end of month²⁾
January 1 - 31, 2015	4,777	-	-	-
February 1 - 28, 2015	7,179	-	-	-
March 1 - 31, 2015	4,239	-	-	-
April 1 - 30, 2015	4,537	-	-	-
May 1 - 31, 2015	6,780	-	-	-
June 1 - 30, 2015	8,067,934	6.64	8,062,402	8,062,402
July 1 - 31, 2015	8,221,919	6.63	8,062,402	-
August 1 - 31, 2015	5,827	-	-	-
September 1 - 30, 2015	11,584,630	5.19	11,578,544	8,558,129
October 1 - 31, 2015	8,562,716	5.41	8,558,129	-
November 1 - 30, 2015	5,640	-	-	-
December 1 - 31, 2015	4,285	-	-	-
Total	36,480,463		36,261,477	16,620,531

¹ The shares have been purchased as part of a share purchase program, to neutralize the dilution effect of issued stock dividends and agent-related incentive programs. Excluding Aegon shares purchased by index funds controlled by Aegon. Such purchases are made to the extent necessary to maintain a basket of securities within the relevant fund reflecting the underlying index.

² On June 17, 2015, a repurchase program to neutralize the dilutive effect of the 2014 final dividend paid in shares was announced. As a consequence approximately 16.3 million shares have been repurchased between June 17 and July 14, 2015. Subsequently, on September 15, 2015, a repurchase program to neutralize the dilutive effect of the 2015 interim dividend paid in shares was announced. As a consequence approximately 20.1 million shares have been repurchased between September 16 and October 13, 2015.

Table of Contents

353

Glossary

Acquisition date is the date on which the acquirer effectively obtains control of the acquiree. In most cases this includes at least the transfer of risks and rewards related to the acquired business or assets/liabilities.

Actuarial funding enables a life insurance company to reduce the size of the unit reserves it holds for unit-linked business to reflect some or all of the unit-linked charges it expects to receive in the future from the units nominally allocated. Actuarial funding is used on those contracts that have surrender penalties and the Company will hold a minimum of the surrender value at all times.

Actuarial gains and losses relate to the accounting for post-employment benefit plans. They comprise the effects of experience adjustments and changes in assumptions used to determine the cost of a plan.

Alt-A mortgages relates to a type of US residential mortgage which are securitized home equity loans. Typical Alt-A borrower has a credit score high enough to obtain an: A standing. Alt-A mortgages are primarily backed by loans with fixed interest rates for the entire term of the loan.

Amortized cost is the amount at which the financial asset or liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest rate method of any difference between that initial amount and the maturity amount and minus any reduction (directly or through the use of an allowance account) for impairment or uncollectability.

Asset-Backed Securities (ABS) are securities whose value and income payments are derived from and collateralized (or backed) by a specified pool of underlying assets.

Assets held by long-term employee benefit funds are part of plan assets. These are assets (other than non-transferable financial instruments issued by the reporting entity) that:

- ⌚ Are held by an entity that is legally separate from the reporting entity and exists solely to pay or fund employee benefits; and
- ⌚ Are available to be used only to pay or fund employee benefits and are not available to the reporting entity's own creditors.

Bifurcation is the measurement and presentation of embedded derivatives separate from the host contracts, as if they were stand-alone derivative financial instruments.

Binomial option pricing model uses a binomial lattice that represents possible paths that might be followed by the underlying asset's price over the life of the option, for a given number of time steps between valuation date and option expiration. Each node in the lattice represents a possible price of the underlying asset, at a particular point in time. The valuation process is iterative; it starts at each final node and then works backwards through the lattice to the first node, which is the valuation date, where the calculated result is the value of the option.

Business combination is the bringing together of separate entities or operations of entities into one reporting entity. This can be realized through a purchase transaction or by means of a merger. A business combination involving entities (or operations of entities) under common control is a business combination in which all of the combining entities (or operations of entities) ultimately are controlled by the same party or parties both before and after the combination, and that control is not transitory.

Capital funding includes debt securities that are issued for general corporate purposes and for capitalizing our business units. Capital funding is part of the Company's total capitalization that is used for financing our subsidiaries and the cash held at the holding company.

Capitalization is the recognition of a cost as part of the cost of an asset on the statement of financial position.

Cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Cedant is the policyholder under a reinsurance contract.

Claims settlement expenses are costs incurred in settling a claim. These costs include internal administration and payout costs, but also such items as attorney's fees and investigation expenses.

Collateral is an asset pledged by a borrower to secure a loan and is subject to seizure in the case of default.

Collateralized Debt Obligation (CDO) is a type of asset-backed security which provides investors exposure to the credit risk of a pool of fixed income assets.

Collateralized Loan Obligation (CLO) is a type of CDO which is backed primarily by leveraged loans.

Commercial Mortgage-Backed Securities (CMBS) is a type of mortgage-backed security that is secured by the loan on a commercial property.

Table of Contents

354 Additional information [Glossary](#)

Compound financial instruments are financial instruments that, from the issuer's perspective, contain both a liability and an equity element.

Constructive obligation is an obligation that derives from an entity's actions whereby an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities, and as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

Currency exchange rate risk is a market risk, namely the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Debt securities are interest-paying bonds, debentures, notes, or money market instruments that are issued by governments or corporations. Debt securities are issued with a promise of repayment on a certain date at a specified rate of interest.

Deferred tax assets are amounts of income taxes recoverable in future periods in respect of deductible temporary differences; the carryforward of unused tax losses; and the carryforward of unused tax credits.

Deferred tax liabilities are amounts of income taxes payable in future periods in respect of taxable temporary differences.

Defined benefit obligation is the present value, without deducting any plan assets, of expected future payments required to settle the obligation resulting from employee service in the current and prior periods.

Defined benefit plans are post-employment benefit plans other than defined contribution plans.

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

Deferred Policy Acquisition Cost (DPAC) - are the variable costs related to the acquisition or renewal of insurance contracts and investment contracts with discretionary participation features.

Deposit accounting method includes amounts charged and paid to customers directly into the financial liability and not through the income statement as premium income and claims.

Derecognition is the removal of a previously recognized asset or financial liability from an entity's statement of financial position.

Derivatives are financial instruments whose value changes in response to an underlying variable, that require little or no net initial investment and are settled at a future date.

Discretionary participation feature is a contractual right to receive, as a supplement to guaranteed benefits, additional benefits:

- ⌚ That are likely to be a significant portion of the total contractual benefits;
 - ⌚ Whose amount or timing is contractually at the discretion of the issuer; and
- That are contractually based on:

- ⌚ The performance of a specified pool of contracts or a specified type of contract;
- ⌚ Realized and/or unrealized investment returns on a specified pool of assets held by the issuer; or
- ⌚ The profit or loss of the Company, fund or other entity that issues the contract.

Effective interest rate method is a method of calculating the amortized cost of a financial asset or liability and of allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or liability.

Embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract, with the effect that some of the cash flows of the combined instrument vary in a way similar to a derivative.

Equity instruments are financial instruments issued by the Group that are classified as equity if they evidence a residual interest in the assets of the Group after deducting all of its liabilities.

Equity method is a method of accounting whereby the investment is initially recognized at cost and adjusted thereafter for the post-acquisition change in the investor's share of net assets of the investee. The profit or loss of the investor includes the investor's share of the profit or loss of the investee.

Equity volatility is the relative rate at which the price of equity changes.

Table of Contents

355

Exchange differences are differences resulting from translating a given number of units of one currency into another currency at different exchange rates.

Fee-based earnings refers to the excess of fees earned over expenses. This is typically associated with pensions business, asset management business, distribution business, variable annuities and unit linked products.

Finance lease is a lease that transfers substantially all the risks and rewards incident to ownership of an asset.

Financial asset is any asset that is:

- ⌚ Cash;
- ⌚ An equity instrument of another entity;
- ⌚ A contractual right to receive cash or another financial asset from another entity or to exchange financial instruments with another party under conditions that are potentially favorable; or
- ⌚ A contract that will or may be settled in the entity's own equity instruments; and is
- ⌚ A non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or
- ⌚ A derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial liability is any liability that is:

- ⌚ A contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity; or
- ⌚ A contract that will or may be settled in the entity's own equity instruments; and is
- ⌚ A non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or
- ⌚ A derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Financial risks are risks of a possible future change in one or more of the following variables: a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index or prices or rates, credit rating or credit index or other variable, provided in the case of a non-financial variable, that the variable is not specific to a party to the contract.

Firm commitment is a binding agreement for the exchange of a specified quantity of resources at a specified price on a specified future date or dates.

Foreign currency is a currency other than the functional currency of an entity within the Group.

Foreign operation is an entity that is a subsidiary, associate, joint venture or branch of a reporting entity within the Group, the activities of which are based or conducted in a country or currency other than those of the reporting entity.

Functional currency is the currency of the primary economic environment in which an entity within the Group operates.

General account investments are investments of which the financial risks are not borne by the policyholder.

Goodwill is the amount of future economic benefits arising from assets that are not capable of being individually identified and separately recognized as an asset in a business combination.

Guaranteed benefits are payments or other benefits to which a particular policyholder or investor has an unconditional right that is not subject to the contractual discretion of the issuer.

Hedge effectiveness is the degree to which changes in the fair value or cash flows of the hedged item that are attributable to a hedged risk are offset by changes in the fair value or cash flows of the hedging instrument.

Incremental cost is one that would not have been incurred if the entity had not acquired, issued or disposed of a financial instrument.

Insurance asset is an insurer's contractual right under an insurance contract.

Insurance contract is a contract under which one party (the insurer) accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder.

Insurance liability is an insurer's contractual obligation under an insurance contract.

Insurance risk is a risk, other than financial risk, transferred from the holder of a contract to the issuer.

Interest rate risk is a market risk, namely the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

Joint control is the contractually agreed sharing of control over an economic activity, which exists when the strategic and operating decisions relating to the activity require the unanimous consent of the parties sharing control.

Table of Contents

356 Additional information **Glossary**

Liability adequacy testing is an assessment of whether the carrying amount of an insurance liability needs to be increased (or the carrying amount of related deferred policy acquisition costs or related intangible assets decreased) based on a review of future cash flows.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments.

Master netting agreement is an agreement providing for an entity that undertakes a number of financial instrument transactions with a single counterparty to make a single net settlement of all financial instruments covered by the agreement in the event of default on, or termination of, any contract.

Negative amortization mortgages are loans whereby the payment made by the borrower may be less than the accrued interest due and the difference is added to the loan balance. When the accrued balance of the loan reaches the negative amortization limit (typically 110% to 125% of the original loan amount), the loan recalibrates to a fully amortizing level and a new minimum payment amount is determined.

Non-controlling interests are that portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned, directly or indirectly through subsidiaries, by the parent.

Monetary items are units of currency held and assets and liabilities to be received or paid in a fixed or determinable number of units of currency.

Monoline insurer is an insurance company which issues types of insurance for securities and bonds to cover the interest and principal when an issuer defaults.

Onerous contracts are contracts in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Operational funding includes debt securities that are issued for the financing of dedicated pools of assets. These assets are either legally segregated or tracked as separate portfolios.

Operating expenses are all expenses associated with selling and administrative activities (excluding commissions) after reallocation of claim handling expenses to benefits paid.

Past service cost is the increase in the present value of the defined benefit obligation for employee service in prior periods, resulting in the current period from the introduction of, or changes to, post-employment benefits.

Plan assets are assets held by a long-term employee benefit fund and qualifying insurance policies.

Policy acquisition costs are the expenses incurred in soliciting and placing new business as well as renewal of existing business. It includes agent's commissions, underwriting expenses, medical and credit report fees, marketing expenses and all other direct and indirect expenses of the departments involved in such activities.

Policyholder is a party that has a right to compensation under an insurance contract if an insured event occurs.

Presentation currency is the currency in which the financial statements are presented.

Price risk is a market risk, namely the risk that the value of a financial instrument will fluctuate as a result of changes in market prices.

Private loan is a non-derivative financial asset with a fixed interest rate and a maturity date, which is not bought in an active market but negotiated between the two parties involved. Private loans are not embodied in securities. When a private loan takes the form of a private placement of bonds or other investments directly to an institutional investor like an insurance company, it has more the character of a bond loan and such financial instruments are classified as available-for-sale investments rather than as loans and receivables.

Projected unit credit method is an actuarial valuation method that sees each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

Qualifying insurance policies are a component of plan assets. These are insurance policies issued by an insurer that is not a related party of the reporting entity, if the proceeds of the policies:

- ⌚ Can be used only to pay or fund employee benefits under a defined benefit plan; and
- ⌚ Are not available to the reporting entity's own creditors.

Real estate investments foreclosed are real estate investments purchased through foreclosure on the mortgage. Such purchases are not accounted for as mortgages, but as real estate investments until they can be sold at a better price than at the foreclosure. Meanwhile they yield a rental income.

Realizable value is the amount of cash or cash equivalents that could currently be obtained by selling an asset in an orderly disposal.

Table of Contents

357

Recognition is the process of incorporating in the statement of financial position or income statement an item that meets the definition of an element and satisfies the following criteria for recognition:

- ⤵ It is probable that any future economic benefit associated with the item will flow to or from the entity; and
- ⤵ The item has a cost or value that can be measured with reliability.

Reinsurance assets are a cedant's net contractual rights under a reinsurance contract.

Reinsurance contract is an insurance contract issued by one insurer to compensate another insurer for losses on one or more contracts issued by the cedant.

Renewal of a contract is when a policyholder takes whatever action is required, typically payment of a premium, in order to maintain benefits under the contract.

Repurchase agreement is a sale of securities with an agreement to buy back the securities at a specified time and price.

Residential Mortgage Backed Security (RMBS) is an asset-backed security that is secured by a mortgage or collection of mortgages.

Return on plan assets is the investment income derived from plan assets, together with realized and unrealized gains and losses on the plan assets less any costs of administering the plan and less any tax payable by the plan itself.

Reverse repurchase agreement is a purchase of securities with the agreement to resell them at a later specified date and price.

Security lending involves a loan of a security from one party to another.

Settlement date is the date that a financial asset is delivered to the entity that purchased it.

Solvency II is the fundamental reform of European insurance solvency and risk governance legislation.

Sovereign exposures relates to government issued securities including Dutch Government bonds and US Treasury, agency and state bonds.

Spot exchange rate is the exchange rate for immediate delivery.

Spread is the difference between the current bid and the current ask or offered price of a given security.

Spread earnings is the difference between the interest earned on investments and the interest credited to policyholders. This is typically associated with traditional type business.

Stochastic modeling is a statistical process that uses probability and random variables to predict a range of probable investment performances.

Temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base that will reverse over time.

Trade date is the date that an entity commits itself to purchase or sell an asset.

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or liability.

Trust Pass-Through securities are securities through which the holders participate in a trust. The assets of these trusts consist of debentures issued by an Aegon Group company.

Unlocking of DPAC and VOBA refers to the process of updating the DPAC or the VOBA amortization schedule to reflect changes between the past and current expectations of key assumptions used in the projection of future gross profits.

Value of Business Acquired (VOBA) the difference between the fair value and the carrying amount of the insurance liabilities recognized when a portfolio of insurance contracts is acquired (directly from another insurance company or as part of a business combination).

Table of Contents358 Additional information **Disclaimer****Disclaimer****Cautionary note regarding non-IFRS measures**

This document includes the following non-IFRS financial measures: underlying earnings before tax, income tax and income before tax. These non-IFRS measures are calculated by consolidating on a proportionate basis Aegon's joint ventures and associated companies. The reconciliation of these measures to the most comparable IFRS measure is provided in note 5 Segment information of this report. Aegon believes that these non-IFRS measures, together with the IFRS information, provide meaningful information about the underlying operating results of Aegon's business including insight into the financial measures that senior management uses in managing the business.

Currency exchange rates

This document contains certain information about Aegon's results, financial condition and revenue generating investments presented in USD for the Americas and GBP for the United Kingdom, because those businesses operate and are managed primarily in those currencies. None of this information is a substitute for or superior to financial information about Aegon presented in EUR, which is the currency of Aegon's primary financial statements.

Forward-looking statements

The statements contained in this document that are not historical facts are forward-looking statements as defined in the US Private Securities Litigation Reform Act of 1995. The following are words that identify such forward-looking statements: aim, believe, estimate, target, intend, may, expect, anticipate, predict, project, counting on, plan, continue, want, forecast, goal, should, would, is confident, will, and similar expressions as they relate to Aegon. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Aegon undertakes no obligation to publicly update or revise any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which merely reflect company expectations at the time of writing. Actual results may differ materially from expectations conveyed in forward-looking statements due to changes caused by various risks and uncertainties. Such risks and uncertainties include but are not limited to the following:

- ⌚ Changes in general economic conditions, particularly in the United States, the Netherlands and the United Kingdom;
- ⌚ Changes in the performance of financial markets, including emerging markets, such as with regard to:
 - ⌚ The frequency and severity of defaults by issuers in Aegon's fixed income investment portfolios;
 - ⌚ The effects of corporate bankruptcies and/or accounting restatements on the financial markets and the resulting decline in the value of equity and debt securities Aegon holds; and
 - ⌚ The effects of declining creditworthiness of certain private sector securities and the resulting decline in the value of sovereign exposure that Aegon holds;
- ⌚ Changes in the performance of Aegon's investment portfolio and decline in ratings of Aegon's counterparties;
- ⌚ Consequences of a potential (partial) break-up of the euro or the potential exit of the United Kingdom from the European Union;
- ⌚ The frequency and severity of insured loss events;
- ⌚ Changes affecting longevity, mortality, morbidity, persistence and other factors that may impact the profitability of Aegon's insurance products;

Edgar Filing: AEGON NV - Form 20-F

- ⚠ Reinsurers to whom Aegon has ceded significant underwriting risks may fail to meet their obligations;
- ⚠ Changes affecting interest rate levels and continuing low or rapidly changing interest rate levels;
- ⚠ Changes affecting currency exchange rates, in particular the EUR/USD and EUR/GBP exchange rates;
- ⚠ Changes in the availability of, and costs associated with, liquidity sources such as bank and capital markets funding, as well as conditions in the credit markets in general such as changes in borrower and counterparty creditworthiness;
- ⚠ Increasing levels of competition in the United States, the Netherlands, the United Kingdom and emerging markets;
- ⚠ Changes in laws and regulations, particularly those affecting Aegon's operations' ability to hire and retain key personnel, the products Aegon sells, and the attractiveness of certain products to its consumers;
- ⚠ Regulatory changes relating to the pensions, investment, and insurance industries in the jurisdictions in which Aegon operates;
- ⚠ Standard setting initiatives of supranational standard setting bodies such as the Financial Stability Board and the International Association of Insurance Supervisors or changes to such standards that may have an impact on regional (such as EU), national or US federal or state level financial regulation or the application thereof to Aegon, including the designation of Aegon by the Financial Stability Board as a Global Systemically Important Insurer (G-SII);
- ⚠ Changes in customer behavior and public opinion in general related to, among other things, the type of products also Aegon sells, including legal, regulatory or commercial necessity to meet changing customer expectations;
- ⚠ Acts of God, acts of terrorism, acts of war and pandemics;
- ⚠ Changes in the policies of central banks and/or governments;

Annual Report on Form 20-F 2015

Table of Contents

359

- ⚠ Lowering of one or more of Aegon's debt ratings issued by recognized rating organizations and the adverse impact such action may have on Aegon's ability to raise capital and on its liquidity and financial condition;
- ⚠ Lowering of one or more of insurer financial strength ratings of Aegon's insurance subsidiaries and the adverse impact such action may have on the premium writings, policy retention, profitability and liquidity of its insurance subsidiaries;
- ⚠ The effect of the European Union's Solvency II requirements and other regulations in other jurisdictions affecting the capital Aegon is required to maintain;
- ⚠ Litigation or regulatory action that could require Aegon to pay significant damages or change the way Aegon does business;
- ⚠ As Aegon's operations support complex transactions and are highly dependent on the proper functioning of information technology, a computer system failure or security breach may disrupt Aegon's business, damage its reputation and adversely affect its results of operations, financial condition and cash flows;
- ⚠ Customer responsiveness to both new products and distribution channels; Competitive, legal, regulatory, or tax changes that affect profitability, the distribution cost of or demand for Aegon's products;
- ⚠ Changes in accounting regulations and policies or a change by Aegon in applying such regulations and policies, voluntarily or otherwise, which may affect Aegon's reported results and shareholders' equity;
- ⚠ The impact of acquisitions and divestitures, restructurings, product withdrawals and other unusual items, including Aegon's ability to integrate acquisitions and to obtain the anticipated results and synergies from acquisitions;
- ⚠ Catastrophic events, either manmade or by nature, could result in material losses and significantly interrupt Aegon's business; and
- ⚠ Aegon's failure to achieve anticipated levels of earnings or operational efficiencies as well as other cost saving and excess capital and leverage ratio management initiatives.

Further details of potential risks and uncertainties affecting Aegon are described in its filings with the Netherlands Authority for the Financial Markets and the US Securities and Exchange Commission, including the 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.

Table of Contents

360 Additional information **Contact**

Contact

Headquarters

Aegon N.V.

Aegonplein 50

2591 TV The Hague

The Netherlands

Telephone: +31 (0) 70 344 32 10

aegon.com

Investor Relations

Telephone: +31 (0) 70 344 83 05

or toll free (US only): 877-548 96 68

E-mail: ir@aegon.com

Media Relations

Telephone: +31 (0) 70 344 89 56

E-mail: gcc@aegon.com

Agent for service in the United States of America

Name: Jay Orlandi

Telephone: +1 443 475 3836

E-mail: jay.orlandi@transamerica.com

Colophon

Edgar Filing: AEGON NV - Form 20-F

Consultancy and design	DartGroup, Amsterdam (NL)
Editing and production	Aegon Corporate Communications (NL)
Typesetting	DartGroup, Amsterdam (NL)

Annual Report on Form 20-F 2015

Table of Contents

361

Documents on display

Aegon files annual reports with and furnishes other information to the Securities and Exchange Commission. You may read and copy any document filed with or furnished to the SEC by Aegon at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Aegon's SEC filings are also available to the public through the SEC's web site at www.sec.gov. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room in Washington D.C. and in other locations.

The SEC allows Aegon to incorporate by reference information into this Annual Report on Form 20-F, which means that:

- ⌚ Incorporated documents are considered part of this Annual Report on Form 20-F; and
- ⌚ Aegon can disclose important information to you by referring you to those documents.

Those documents contain important information about Aegon and its financial condition. You may obtain copies of those documents in the manner described above. You may also request a copy of those documents (excluding exhibits) at no cost by contacting us (refer to page 360).

Table of Contents

362 Additional information [Index to Exhibits](#)

Exhibits

Index to Exhibits

- 1** Articles of Association. (1)
 - 4.1** 1983 Amended Merger Agreement. (2)
 - 4.2** Voting Rights Agreement.(3)
 - 4.3** Employment Agreement between D.D. Button and Aegon N.V. (4)
 - 4.4** Board Agreement between A.R. Wynaendts and Aegon N.V.
 - 4.5** Aegon N.V. Long-term Incentive Plan Rules (5)
 - 4.7** Aegon Group Executive Board Variable Compensation Plan Rules 2013 (6)
 - 4.8** Aegon Group Executive Board Variable Compensation Plan Rules 2014 (7)
 - 4.9** Aegon Group Executive Board Variable Compensation Plan Rules 2015
 - 7** Ratio of earnings to fixed charges.
 - 8** List of Subsidiaries of Aegon N.V. - Incorporation by reference to Note 52 of this Annual Report.
 - 12.1** Certification of the Chief Executive Officer pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange Act of 1934.
 - 12.2** Certification of the Chief Financial Officer pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange Act of 1934.
 - 13** Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
 - 15.1** Consent of independent registered public accounting firm.
 - 15.2** Consent of Predecessor Auditors.
- (1) Incorporated by reference to Form 6K (0001104659-13-046533) filed with the SEC on June 4, 2013.
- (2) Incorporated by reference to Exhibit 4.1 to Form 20-F 2013 filed with the SEC on March 31, 2014.
- (3) Incorporated by reference to Exhibit 4.2 to Form 20-F 2013 filed with the SEC on March 31, 2014.
- (4) Incorporated by reference to Exhibit 4.3 to Form 20-F 2009 filed with the SEC on March 29, 2010.
- (5) Incorporated by reference to Exhibit 4.13 to Form 20-F 2004 filed with the SEC on March 29, 2005.
- (6) Incorporated by reference to Exhibit 4.14 to Form 20-F 2013 filed with the SEC on March 31, 2014.
- (7) Incorporated by reference to Exhibit 4.8 to Form 20-F 2014 filed with the SEC on March 20, 2015.

The company agrees to furnish to the Securities and Exchange Commission upon request copies of instruments with respect to long-term debt of the company and its consolidated subsidiaries.

Annual Report on Form 20-F 2015

Table of Contents

363

Signatures

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Aegon N.V.

/s/ Darryl D. Button

Darryl D. Button

Chief Financial Officer

Date: March 25, 2016