

AEGON NV
Form 424B3
February 24, 2011

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Registration Number 333-150786

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement together with the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion
Preliminary Prospectus Supplement dated February 24, 2011

Prospectus Supplement
(To Prospectus dated May 9, 2008)

AEGON N.V.

(a Netherlands public company with limited liability)

Common Shares of Netherlands or New York registry

We are offering _____ of our common shares of Netherlands or New York registry.

Our common shares of Netherlands registry are listed on the Official Segment of the stock market of Euronext Amsterdam, the principal market for our common shares, on which they trade under the symbol "AGN". Our common shares of New York registry are listed on the New York Stock Exchange ("NYSE") under the symbol "AEG". On February 22, 2011, the reported last sale price of our common shares on Euronext Amsterdam was €5.48 and the reported last sale price of our common shares on the NYSE was \$7.44.

Investing in our common shares involves risks. See "Risk Factors" on page S-3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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	Per Netherlands Registered Share	Per New York Registered Share(1)	Total(2)
Public offering price	€	\$	€
Underwriting discount	€	\$	€
Proceeds, before expenses, to us	€	\$	€

(1) Translated at a rate of \$ per €1.00.

(2) Assuming all common shares are sold in the form of common shares of Netherlands registry.

We expect that the common shares of New York registry will be delivered through the book-entry facilities of The Depository Trust Company and the common shares of Netherlands registry will be delivered through the book-entry facilities of *Nederlands Centraal Instituut voor giraal Effectenverkeer B.V. ("Euroclear Netherlands")*, Euroclear Bank S.A./N.A., as operator of the Euroclear System, and Clearstream Banking, S.A., in each case against payment on or about , 2011.

*Sole Global Co-ordinator and
Joint Bookrunner*

Morgan Stanley

Joint Bookrunner

Deutsche Bank

Joint Bookrunner

J.P. Morgan

The date of this Prospectus Supplement is February , 2011.

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We have not, and the underwriters have not, taken any action to permit a public offering of the common shares outside the United States or to permit the possession or distribution of this prospectus supplement and the accompanying prospectus outside the United States in any jurisdiction where action for that purpose is required. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the common shares and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. We reserve the right to withdraw the offering of common shares at any time.

This prospectus supplement and the accompanying prospectus are not a prospectus for the purpose of the Financial Supervision Act and have not been approved by the Netherlands Authority for the Financial Markets ("AFM").

For information relating to transactions that stabilize the market price of the common shares in connection with the offering, see "Underwriting Price Stabilization and Short Positions."

ABOUT THIS PROSPECTUS SUPPLEMENT

You should rely only on information contained in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained in this prospectus supplement and the accompanying prospectus. We are offering to sell common shares, and seeking offers to buy common shares, only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or the time of any sale of the common shares. Our business, financial condition, results of operations and prospects may have changed since that date. In this prospectus supplement and the accompanying prospectus, except as otherwise noted, "we," "us," "our" and "AEGON" refer to AEGON N.V. and any or all of our subsidiaries and joint ventures as the context requires.

This prospectus supplement contains the terms of the offering of the common shares. Certain additional information about us is contained in the accompanying prospectus. This prospectus supplement, or the information incorporated by reference in this prospectus supplement or in the accompanying prospectus, may add, update or change information in the accompanying prospectus. If the information in this prospectus supplement or the information incorporated by reference in this prospectus supplement or in the accompanying prospectus is inconsistent with the accompanying prospectus, this prospectus supplement or the information incorporated by reference in this prospectus supplement or in the accompanying prospectus, as applicable, will apply and will supersede the information in the accompanying prospectus.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to under "Where You Can Find More Information about Us" on page S-21 of this prospectus supplement and page 5 of the accompanying prospectus.

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This summary may not contain all of the information that may be important to you. You should read the entire prospectus supplement and the accompanying prospectus, including the financial data and related notes and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, before making a decision to invest in the common shares.

Common shares offered	common shares of Netherlands or New York registry. The common shares we are offering will consist of newly issued common shares.	
Offering price	€	per share of Netherlands registry.
	\$	per share of New York registry.
Proceeds from the offering	We will receive the net proceeds from the offering. See "Use of Proceeds".	
Issued common shares	As of December 31, 2010, we had 1,708,529,068 common shares issued and outstanding. As a result of the offering there will be common shares issued and outstanding. See "Share Capital".	
Lock-up	Subject to certain exceptions, we have agreed not to issue, offer, pledge, sell or contract to sell any common shares, options to purchase common shares or securities convertible into or exchangeable for common shares for a period of 90 days following the pricing of the offering. See "Plan of Distribution Lock-up".	
Dividends	Common shares delivered in the offering will be entitled to any future dividends declared on common shares. See "Share Capital Dividend Policy".	
Listing	Our common shares are listed on Euronext Amsterdam and the NYSE, and on the London stock exchange. Our common shares trade in the form of shares of New York registry on the NYSE.	
Euronext Amsterdam symbol	AGN	
NYSE symbol	AEG	
Security numbers for the common shares	Shares of Netherlands registry:	
	Euronext Amsterdam security code	30176
	ISIN code	NL0000301760
	Common code	11165524
	Shares of New York registry:	
	CUSIP code	007924103
	ISIN code	US 0079241032

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RISK FACTORS

Your investment in the common shares entails risks. You should carefully consider the risk factors below, as well as the other information contained in this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including our annual report on Form 20-F for the year ended December 31, 2009 (the "Annual Report"), before investing in the common shares. The following discusses some of the key risk factors that could affect our business and operations, as well as other risk factors that are particularly relevant to us in the current period of ongoing economic uncertainty. Other factors besides those discussed below could adversely affect our business and operations, and the following risk factors should not be considered a complete list of potential risks that may affect us and our subsidiaries.

RISKS RELATING TO OUR BUSINESS

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 material adverse effects on, our business, results of operations and financial condition.

Our 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 we operate. Global financial markets experienced extreme and unprecedented volatility and disruption in 2008 and 2009. World economies experienced a significant slowdown in 2008 and 2009 and only slowly began to recover late in 2009 and throughout 2010 although the strength of recovery has varied by region and by country. Bank lending has been reduced from the levels seen before the financial crisis began and the housing markets in Europe and North America remain depressed. In addition to the other risks described in this section, these conditions have resulted and may continue to result in a reduction in demand for our products as well as impairments and reductions in the value of the assets in our general account, separate account, and company pension schemes, among other assets. We may also experience a higher incidence of claims and lapses or surrenders of policies. Our policyholders may choose to defer or stop paying insurance premiums. We cannot predict definitively whether or when such actions, which could impact our business, results of operations, cash flows and financial condition, may occur.

In view of ongoing uncertainty with respect to the financial and economic environment, on December 1, 2008, our core capital was increased through a special transaction with Vereniging AEGON and the Dutch State (see Item 10C, "Material Contracts", in the Annual Report for additional information). As part of our arrangement for the state aid, the Dutch State nominated two representatives to our Supervisory Board. To date, we have repaid half of the initial EUR 3 billion of core capital provided by the Dutch State. We have received approval from the Dutch Central Bank to repay one-half of the remaining core capital provided by the Dutch State, but we are required to seek approval from the Dutch Central Bank before being permitted to repay the other half. Governmental action in the Netherlands, the United States, the European Union and elsewhere to address the financial crisis could further impact our business particularly if we are unable to meet our interest payments or to repay the Dutch State without converting core capital securities into ordinary shares. We cannot predict with any certainty the effect that actions by the European Central Bank, the Federal Reserve or other governmental actions may have on the financial markets or on our business, results of operations, cash flows and financial condition.

In Europe, countries such as Portugal, Ireland, Greece and Spain have been particularly affected by the recent financial and economic conditions, raising concerns about the ongoing viability of the euro currency and the European Monetary Union. The European Union, the European Central Bank and the International Monetary Fund have prepared rescue packages for some of the affected countries. We cannot predict with any certainty whether these packages or other rescue plans will be

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successful, the effect that they may have on the future viability of the euro currency or the European Monetary Union, or the effect that they may have on our business, results of operations, cash flows and financial condition.

Credit risk

Defaults in debt securities, private placements and mortgage loan portfolios held in our general account or failure of certain counterparties may adversely affect 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. As premiums and deposits are received, these funds are invested to pay for future policyholder obligations. For general account products, we typically bear the risk for investment performance equaling the return of principal and interest. We are exposed to credit risk on our general account fixed-income portfolio (debt securities, mortgages and private placements), OTC derivatives and reinsurance contracts. In addition, financial institutions acting as a counterparty on derivatives may not perform 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.

Our investment portfolio contains investments in Dutch government bonds, US Treasury, agency and state bonds, as well as other government issued securities. Recently, there has been uncertainty regarding the ability of certain European nations and US states and municipalities to satisfy their financial obligations. In the recent weak economic environment we incurred significant investment impairments on our investment assets due to defaults and overall declines in the capital markets. Further excessive defaults or other reductions in the value of these securities and loans could have a material adverse effect on our business, results of operations and financial condition.

Equity market risk

A decline in equity markets may adversely affect our profitability and shareholders' equity, sales of savings and investment products and the amount of assets under management.

Fluctuations in the equity markets have affected our profitability, capital position and sales of equity related products in the past and continue to do so. Exposure to equity markets exists in both assets and liabilities. Asset exposure exists through direct equity investment where we bear all or most of the volatility in returns and investment performance risk. Equity market exposure is also present in insurance and investment contracts for account of policyholders where funds are invested in equities (such as 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 that we earn 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. In addition, some of our insurance and investment contract business has minimum return or accumulation guarantees, which requires us to establish reserves to fund these future guaranteed benefits when equity market returns do not meet or exceed these guarantee levels. Our reported results under IFRS are also at risk if returns are not sufficient to allow amortization of deferred policyholder acquisition costs, which could impact our reported net income as well as shareholders' equity. Volatile or poor market conditions may also significantly reduce the demand for some of our savings and investment products, which could lead to lower sales and net income. Deteriorating general economic conditions may again result in significant decreases in the value of our equity investments. The equity market conditions experienced in 2010 led to a recognized impairment loss on equity securities held in general account of EUR 7 million (2009: EUR 96 million; 2008: EUR 203 million).

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Interest rate risk

Interest rate volatility or sustained low interest rate levels may adversely affect our 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 us 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 deferred policy acquisition costs, which in turn reduces net income.

During periods of sustained low interest rates, as we have been facing in recent years, we 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. Life insurance and annuity products may be relatively more attractive to consumers, resulting in increased premium payments on products with flexible premium features and a higher percentage of insurance policies remaining in force year to year. Mortgages and redeemable bonds in the investment portfolio are more likely to be repaid as borrowers seek to re-finance at lower interest rates and we may be required to reinvest the proceeds in securities bearing lower interest rates. Risk is heightened in the current market and economic environment in which certain securities may be unavailable. Accordingly, net income may decline 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.

If interest rates rise there may be unrealized losses on some of our assets that will be recorded as negative income under IFRS. This is inconsistent with the IFRS accounting on much of our liabilities, where corresponding unrealized gains when interest rates rise do not affect income in the shorter term. Over time, the short-term reduction in income due to rising interest rates would be offset by higher income in later years, all else being equal.

Base interest rates set by central banks and government treasuries remained at historically low levels in response to the worldwide recession. Credit spreads remained at historically high levels in 2010.

The profitability of spread-based business depends in large part upon the ability to manage interest rate spreads, credit risk and other risks inherent in the investment portfolio. We may not be able to successfully manage interest rate spreads, credit 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 2008, 2009 and 2010 was EUR 6.7 billion, EUR 5.8 billion and EUR 6.0 billion, respectively. The value of the related general account fixed income investment portfolio at the end of the years 2008, 2009 and 2010 was EUR 125 billion, EUR 130 billion and EUR 138 billion, respectively.

See Item 11, "Quantitative and Qualitative Disclosure about Market Risk", in the Annual Report for detailed sensitivity analyses.

Currency exchange rate risk

Fluctuations in currency exchange rates may affect our reported results of operations.

As an international group, we are subject to foreign currency translation risk. Foreign currency exposure also exists when policies are denominated in currencies other than the issuer's functional

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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 our self-imposed capital requirements. Therefore, currency exchange rate fluctuations may affect the level of our consolidated shareholders' equity as a result of translation of the equity of our subsidiaries into euro, our reporting currency. We hold the remainder of our capital base (capital securities, subordinated and senior debt) in various currencies in amounts that are targeted to correspond to the book value of our operating units. This balancing is intended to mitigate currency translation impacts on equity and leverage ratios. We may also hedge the expected dividends from our principal operating 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 dividends, our net income and shareholders' equity may fluctuate. As we have 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. We may experience significant changes in net income and shareholders' equity because of these fluctuations.

The exchange rates between our primary operating currencies (US dollar, euro and UK pound) continued to fluctuate widely during 2010. The US dollar ranged by as much as 17% against the euro over the year, finishing around 7% up on the year. The UK pound fluctuated by around 9% against the euro ending the year with a 3% gain.

For the Americas segment, which primarily conducts its business in US dollars, total revenues and net income in 2010 amounted to EUR 14 billion and EUR 1,131 million, respectively. For the United Kingdom segment, which primarily conducts its business in UK pounds, total revenues and net income in 2010 amounted to EUR 10 billion and EUR 84 million, respectively. On a consolidated basis, these two segments represented 75% of the total revenues and 69% of the net income for the year 2010. Additionally, we borrow in various currencies to hedge the currency exposure arising from our operations. On December 31, 2010 we have borrowed or swapped amounts in proportion to the currency mix of capital in units, which was denominated approximately 60% in US dollars, 23% in euro, 12% in UK pounds and 5% in Canadian dollars.

Liquidity risk

Illiquidity of certain investment assets may prevent us from selling investments at fair prices in a timely manner.

Liquidity risk is inherent in much of our business. Each asset purchased and liability sold has liquidity characteristics that are unique. Some liabilities are surrenderable while some assets, such as privately placed loans, mortgage loans, real estate and limited partnership interests, have low liquidity. We continued to build our reserves of cash and liquid assets in 2010. In depressed markets we may be unable to sell or buy significant volumes of assets at quoted prices. For example, over the past few years, the market for residential mortgage-backed securities has experienced a significant decrease in liquidity. In addition, any securities we issue of significant volume may be issued at higher financing costs if liquidity conditions are impaired as they have been in recent years. Although we manage our liquidity position for extreme events, including greatly reduced liquidity in capital markets, if these conditions were to persist for an extended period of time, we may need to sell assets below quoted prices to meet our insurance obligations during periods of impaired liquidity.

In 2010, approximately 40% of our general account investments were not highly liquid.

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Underwriting risk

Differences between actual claims experience and underwriting and reserve assumptions may require liabilities to be increased.

Our earnings depend significantly upon the extent to which actual claims experience is consistent with the assumptions used in setting the prices for our products and establishing the technical liabilities for expected claims. To the extent that actual claims experience is less favorable than the underlying assumptions used in establishing such liabilities, our income would be reduced. Furthermore, if the less favorable claims experience were expected to be a sustained trend we may be required to increase liabilities for other related products, which could reduce our 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 could be accelerated and may even require write-offs due to an expectation of unrecoverability. This could have a material adverse effect on our reported results of operations and financial condition.

Sources of underwriting risk include policy lapses, policy claims (such as mortality and morbidity) and expenses. In general, we are at risk if policy lapses increase as sometimes we are unable to fully recover up front expenses in selling a product despite the presence of commission recoveries or surrender charges and fees. We sell certain types of policies that are at risk if mortality or morbidity increases, such as term life insurance and accident insurance. We also sell certain other types of policies that are at risk if mortality decreases (longevity risk) such as annuity products. For example, certain current products as well as products sold in previous years based on standard longevity assumptions have become less profitable or unprofitable as longevity assumptions increase which may result in us incurring losses. If the trend towards increased longevity persists, our annuity products may continue to experience adverse effects because the period of time over which benefit payments are made becomes longer as life expectancies increase. We are also at risk if expenses are higher than assumed by our management.

Other risks

Valuation of our investments, allowances and impairments is subjective and discrepant valuations may adversely affect our results of operations and financial condition.

The valuation of many of our financial instruments is based on methodologies, estimations and assumptions that are subject to different interpretations and could result in changes to investment valuations that may have a material adverse effect on our results of operations and financial condition. In addition, the determination of the amount of allowances and impairments taken on our investments is subjective and could materially impact our results of operations or financial position.

We may be required to increase our statutory reserves and/or hold higher amounts of statutory capital for certain of our products which will decrease our returns on these products unless we increase our prices.

New financial services regulation, such as the European Commission's Solvency II directive, which is expected to become effective as early as January 1, 2013, is expected to impose, among other things, substantially greater quantitative and qualitative capital requirements on some of our businesses and at the group level as well as supervisory and disclosure requirements and may impact the structure, business strategies, and profitability of our insurance subsidiaries and of the group. Some of our 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 us, particularly in our businesses in the United States and Asia.

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The National Association of Insurance Commissioners' ("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, "The Application of the Valuation of Life Insurance Policies Regulation", commonly known as "Regulation AXXX" requires insurers to establish additional statutory reserves for certain universal life insurance policies with secondary guarantees. Virtually all of our newly issued term and universal life insurance products in the United States are now affected by Regulations XXX and AXXX, respectively.

In response to the NAIC regulations, we have implemented reinsurance and capital management actions to mitigate their impact. However, we may not be able to implement actions to mitigate the impact of Regulation XXX and AXXX on future sales of term or universal life insurance products, potentially resulting in an adverse impact on these products and our market position in the life insurance market. Additionally, any change to or repeal of Regulation XXX or AXXX could also reduce the effectiveness of our reinsurance and capital management actions, adversely affecting our life insurance operations.

For certain of our products, market performance impacts the level of statutory reserves and statutory capital we are 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. Our ability to efficiently manage capital and economic reserve levels may be impacted, thereby affecting profitability and return on capital.

In addition, we may not be able to comply fully with, or obtain appropriate exemptions from, the wide variety of laws and regulations applicable to insurance companies and insurance holding companies. Failure to comply with or to obtain appropriate exemptions under any applicable laws could result in restrictions on our ability to do business in one or more of the jurisdictions in which we operate and could result in fines and other sanctions, which may have a material adverse effect on our business, financial position or results of operations.

There may be heightened oversight of insurers by regulatory authorities in the jurisdictions in which our subsidiaries are domiciled and operate. We cannot predict specific proposals that might be adopted, or what impact, if any, such proposals or, if enacted, such laws, could have on our business, results of operations, or financial condition. The European Union is adopting Solvency II as discussed above, the NAIC or state regulators may adopt revisions to applicable risk based capital formulas, local regulators in other jurisdictions in which our subsidiaries operate may increase their capital requirements, or rating agencies may incorporate higher capital thresholds into their quantitative analyses, thus requiring additional capital for our insurance subsidiaries.

In addition, certain jurisdictions, such as the European Union, are questioning the use of gender-based distinctions in the insurance industry. This may limit or impede our ability to continue to make certain gender-based distinctions in the pricing of financial products such as life insurance, annuities and certain other types of products we sell. For example, the European Court of Justice is expected to deliver a judgment on March 1, 2011 in the Test Achats case which relates to the ability of an insurance company to use gender as a rating factor when pricing risk. There can be no assurances that these and similar efforts will not be successful or that such developments will not have a material adverse effect on our business, financial position and results of operations.

A downgrade in our ratings may increase policy surrenders and withdrawals, adversely affect relationships with distributors and negatively affect our 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 us or any of our rated insurance subsidiaries may, among other things, materially increase the number of policy

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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 us to accelerate amortization of deferred policy acquisition costs, reducing net income.

We have experienced downgrades and negative changes to our outlook in the past and may experience downgrades and negative changes in the future. For example, during 2010, Fitch lowered the senior debt rating for AEGON N.V. to A- with a stable outlook. Fitch also lowered the insurance financial strength rating for AEGON USA to AA- with a stable outlook. Standard and Poor's lowered the insurance financial strength rating for AEGON Scottish Equitable to A+ with a negative outlook. A downgrade or potential downgrade, including changes in outlook, could result in higher funding and financing costs in the capital markets and affect the availability of funding to us in the capital markets. In addition, a downgrade may adversely affect relationships with broker-dealers, banks, agents, wholesalers and other distributors of our products and services, which may negatively impact new sales and adversely affect our ability to compete. This would have a material adverse effect on our business, results of operations and financial condition.

We cannot predict what actions rating agencies may take, or what actions we may take in response to the actions of rating agencies, which could adversely affect our business. As with other companies in the financial services industry, our ratings could be downgraded at any time and without notice by any rating agency.

Changes in government regulations in the countries in which we operate may affect profitability.

Our insurance business is subject to comprehensive regulation and supervision in all countries in which we operate. The primary purpose of such regulation is to protect policyholders, not holders of securities. Changes in existing insurance laws and regulations may affect the way in which we conduct business and the products offered. Additionally, the insurance laws or regulations adopted or amended from time to time may be more restrictive or may result in higher costs than current requirements. The recent financial markets dislocation has resulted in, and may continue to result in further, extensive changes to existing laws, regulations and regulatory frameworks applicable to our businesses in the countries in which we operate.

For example, in July 2010, the US Congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act ("**Dodd-Frank**"), which provides for comprehensive changes to the regulation of financial services in the United States by granting existing government agencies and newly created government agencies and bodies (e.g., the Financial Stability Oversight Council and the Federal Insurance Office) authority to promulgate new financial regulations applicable to systemically important non-bank financial institutions. These new regulations may subject us to a number of requirements, including, among others, stress tests and stricter prudential standards, such as stricter requirements and limitations relating to liquidity, credit exposure and risk management. In addition, Dodd-Frank authorizes the Federal Insurance Office, which does not have general authority over the business of insurance, to make recommendations to the Financial Stability Oversight Council that certain insurers be subject to more stringent regulation. Further, Dodd-Frank requires the Federal Insurance Office to conduct a study on how to modernize and improve the system of insurance regulation in the United States. We cannot predict the requirements of the Dodd-Frank regulations that will ultimately be adopted, how the regulations will affect the financial markets generally or how the regulations will affect our operations or financial condition.

For information relating to the European Commission's Solvency II directive, see above at: "Risk Factors Risks Relating to our Business We may be required to increase our statutory reserves and/or

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hold higher amounts of statutory capital for certain of our products which will decrease our returns on these products unless we increase our prices."

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 our ability to sell new policies or claims exposure on existing policies. For example, in Hungary, the Parliament passed laws in 2010 that suspend money transfers to pension fund clients' accounts and redirect the contributions to the state budget, with the aim to reduce the budget deficit. The new laws also allow pension fund customers to step back to the public non-funded pay-as-you-go pension system. It is possible that similar policy measures may be taken in Poland or other countries in which we operate in Central and Eastern Europe or elsewhere.

In general, changes in laws and regulations may materially increase our direct and indirect compliance and other expenses of doing business and have a material adverse effect on our business, results of operations or financial condition.

Litigation and regulatory investigations may adversely affect our business, results of operations and financial condition.

We face significant risks of litigation and regulatory investigations and actions in connection with activities as an insurer, securities issuer, employer, investment advisor, investor and taxpayer. In recent years, the insurance industry has increasingly been the subject of litigation, investigation and regulatory activity by various governmental and enforcement authorities concerning common industry practices such as the disclosure of contingent commissions and the accounting treatment of finite reinsurance or other non-traditional insurance products. We cannot predict at this time the effect this current trend towards litigation and investigation will have on the insurance industry or our business. Lawsuits, including class actions and regulatory actions, may be difficult to assess or quantify, may seek recovery of very large and/or indeterminate amounts, including punitive and treble damages, and their existence and magnitude may remain unknown for substantial periods of time. AEGON UK, for example, set up reserves to compensate certain policyholders after self-reporting failures in its administrative procedures to the UK Financial Services Authority that occurred over the past two decades. 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 us and other insurers in respect of certain products including securities leasing products and unit-linked products (so called '*beleggingsverzekeringen*' including the KoersPlan product). In the past we defended and we intend to continue defending ourselves vigorously when we believe claims are without merit. We have sought and intend to seek to settle certain claims including via policy modifications in appropriate circumstances such as the settlement we announced in 2009 with Stichting Verliespolis and Stichting Woekerpolis that, among other things, provided for up to EUR 250 million in potential policy modifications. See Item 5.2, "Operating and Financial Review and Prospects" "Application of Critical Accounting Policies IFRS Accounting Policies", in the Annual Report for additional information regarding this settlement. In addition, we 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. A substantial legal liability or a significant regulatory action could have a material adverse effect on our business, results of operations and financial condition.

Certain of the products we sell are complex and involve significant investment risks that may be elected by our customers. We have from time to time received claims from certain current and former customers, and groups representing customers, in respect of certain products, including in relation to certain employer owned life insurance products sold to banks and other corporations, and have in the past agreed to make payments, in some cases substantial, or adjustments to policy terms to settle those claims if we believed it was appropriate to do so. While we intend to defend ourselves vigorously

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against any claims that we do not believe have merit, there can be no assurance that any claims brought against us by our customers will not have a material adverse effect on our results of operations, cash flow, financial position and reputation.

As a result of the European Commission's approval of the core capital support we received from the Dutch State in 2008, we are subject to certain requirements which may have a material adverse effect on our business, results of operations and financial condition.

As required under European Union state aid rules, the Dutch State notified the European Commission of the issuance by us in December 2008 of EUR 3 billion of non-voting convertible core capital securities to Vereniging AEGON, which was funded by the Dutch State. The European Commission determined that the aid provided by the Dutch State was compatible with the common market, raised no objection to the aid and authorized the aid as emergency intervention in response to the financial crisis. In July 2010, the Dutch State submitted a final viability plan regarding our status as a fundamentally sound institution to the European Commission. The European Commission approved the plan on August 17, 2010. As part of the process to conclude the European Commission's final review of the plan, we agreed with the Dutch Ministry of Finance to amend the terms and conditions of full repayment of the then-remaining EUR 2 billion of convertible core capital securities. The conditions, which assume a full repayment no later than June 30, 2011, impose certain requirements on us and our future actions. For example, we may not pay dividends on common shares, and may not pursue acquisitions, except for certain investments in bancassurance partnerships in Spain, provided that we do not increase our overall market share in the Spanish market. In addition, we may not pursue a top-three price leadership position in our residential mortgage and internet savings businesses in the Netherlands. We also agreed to request Standard & Poor's to no longer publish its insurance financial strength rating on AEGON Levensverzekering N.V. in the Netherlands and to explore the sale or exit of certain businesses. These requirements may have a material adverse effect on our business, results of operations and financial condition.

Under the terms and conditions agreed with the Ministry of Finance, we are required to seek approval from the Dutch Central Bank before being permitted to repay the remaining core capital provided by the Dutch State. Currently, we have received approval from the Dutch Central Bank to repay one-half of the remaining core capital, but we are required to seek approval from the Dutch Central Bank before being permitted to repay the other half. In determining whether to approve a request for repayment, the Dutch Central Bank considers certain criteria including the adequacy of our excess capital. There is no limit on the duration of such consultations or certainty as to the outcome of such consultations. If we are unable to meet our interest obligations or are unsuccessful in repaying the capital, we may be required to convert the capital securities into our ordinary shares, which may result in both the ability of the Dutch State to exert influence in its capacity as a large holder of our ordinary shares and a significant dilution to existing shareholders. If full repayment of the core capital is not achieved before June 30, 2011, we may face revised and/or additional conditions to repayment and/or other operational restrictions, which could have a material adverse effect on our business, results of operations and financial condition.

We may be unable to manage our risks successfully through derivatives.

We are exposed to currency fluctuations, changes in the fair value of our investments, the impact of interest rate, equity markets and credit spread changes and changes in mortality and longevity. We use 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 us in view of the stresses suffered by financial institutions and the volatility of credit and equity markets. We 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 us. Our inability to manage risks successfully through derivatives, a counterparty's failure to honor its obligations or the systemic risk that failure is transmitted from counterparty to counterparty could each have a material adverse effect on our business, results of operations and financial condition.

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Our ability to manage risks through derivatives may be negatively affected by Dodd-Frank and legislation initiatives of the European Commission, which provide for a new framework of regulation of over-the-counter ("OTC") derivatives markets. These new regulations may require us to clear certain types of transactions currently traded in the OTC derivative markets through a central clearing organization and may limit our ability to customize derivative transactions for our needs. As a result, we may experience additional collateral requirements and costs associated with derivative transactions.

State statutes and regulators may limit the aggregate amount of dividends payable by our subsidiaries, thereby limiting our ability to make payments on debt obligations.

Our ability to make payments on debt obligations and pay certain operating expenses is dependent upon the receipt of dividends from subsidiaries. Certain 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 our ability to satisfy our debt obligations or pay our operating expenses.

Changes in accounting policies may affect our reported results and shareholders' equity.

Since 2005, our financial statements have been prepared and presented in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and adopted by the European Union. Any future change in these accounting principles may have a significant impact on our reported results, financial condition and shareholders' equity. This includes the level and volatility of reported results and shareholders' equity.

Tax law changes may adversely affect our profitability, as well as the sale and ownership of our products.

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 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 could make our 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. In addition, the US Congress passed legislation in 2001 that provided for reductions in the estate tax and the possibility of permanent repeal of the estate tax continues to be discussed. This could 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 could increase the amount of taxes that we pay. For example, the US Treasury Department and the Internal Revenue Service may propose new regulations regarding the methodology to determine the dividends received deduction ("DRD") related to variable life insurance and variable annuity contracts. The DRD reduces the amount of dividend income subject to tax and is a significant component of the difference between our effective tax rate and the federal statutory tax rate of 35%. A change in the DRD, including the possible elimination of this deduction, could reduce our consolidated net income.

Any changes in United States or Dutch tax law affecting our products could have a material adverse effect on our business, results of operations and financial condition.

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Competitive factors may adversely affect our market share.

Competition in our business segments is based on service, product features, price, commission structure, financial strength, claims paying ability, ratings and name recognition. We face 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 our competitors by broadening the range of their products and services, 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. These competitive pressures could result in increased pricing pressures on a number of products and services, particularly as competitors seek to win market share. This may harm our ability to maintain or increase profitability.

The adverse market and economic conditions that began in the second half of 2007 and significantly worsened in 2008 and into 2009, with modest recovery beginning in late 2009 and in 2010, can be expected to result in changes in the competitive landscape. For example, the financial distress experienced by certain financial services industry participants as a result of weak economic conditions and newly imposed regulation may lead to acquisition opportunities. Our ability or that of our competitors to pursue such opportunities may be limited due to lower earnings, reserve increases or a lack of access to debt capital markets and other sources of financing and limitations placed on companies that received state aid by the European Commission. Such conditions may also lead to changes by us or our competitors in product offerings and product pricing that could affect our and their relative sales volumes, market shares and profitability. Additionally, the competitive landscape in which we operate may be further affected by government-sponsored programs or actions taken in response to the severe dislocations in financial markets which occurred in 2008.

In Spain, we currently have partnerships with a number of Spanish savings banks to distribute a combination of life insurance and pension products. Savings banks in Spain are currently undergoing a period of consolidation as a result of ongoing economic uncertainty. If banks with which we have partnerships consolidate with other banks or otherwise alter their operations, we may experience significant adverse effects on our partnerships with those banks as well as our competitive position in the Spanish life insurance and pensions market.

The default of a major market participant could disrupt the markets.

The failure of a sufficiently large and influential financial institution could disrupt securities markets or clearance and settlement systems in our markets. This could cause market declines or volatility. Such a failure could lead to a chain of defaults that could adversely affect us and our contract counterparties. In addition, such a failure could impact future product sales as a potential result of reduced confidence in the insurance industry.

The experience suffered by AIG in the aftermath of the bankruptcy of Lehman Brothers in September 2008 is an example of this type of risk. Management believes that despite the attention paid by regulators in the United States, the European Union and other countries where we operate, systemic risk to the markets continues to exist, and dislocations caused by the interdependency of financial market participants continues to be a potential source of material adverse changes to our business, results of operations and financial condition.

We may be unable to retain personnel who are key to the business.

As a global financial services enterprise with a decentralized management structure, we rely to a considerable extent on the quality of local management in the various countries in which we operate.

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The success of our operations is dependent, among other things, on our ability to attract and retain highly qualified professional personnel. Competition for key personnel in most countries in which we operate is intense. Our ability to attract and retain key personnel, in particular senior officers, experienced portfolio managers, mutual fund managers and sales executives, is dependent on a number of factors, including prevailing market conditions and compensation packages offered by companies competing for the same talent. As a part of the governmental response in Europe and the United States to the financial crisis in 2008, there have been various legislative initiatives that have sought to restrict the remuneration of personnel, in particular senior management, with a focus on performance-related remuneration and limiting severance payments. We are also subject to similar restrictions as a consequence of the terms of the special transaction in December 2008 among AEGON, Vereniging AEGON and the Dutch State securing the provision of core capital to us from the Dutch State. These restrictions, alone or in combination with the other factors described above, could adversely affect our ability to hire and retain qualified employees.

Reinsurers to whom we have ceded risk may fail to meet their obligations.

Our 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. These reinsurance agreements 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 the claim is paid. However, our insurance subsidiaries remain liable to their policyholders with respect to ceded insurance if any reinsurer fails to meet the obligations assumed by it. See Item 18, "Financial Statements" "Schedule to Financial Statements" "Reinsurance" in the Annual Report for a table showing life insurance in force amounts on a direct, assumed and ceded basis for 2007, 2008 and 2009. See also Item 18, "Financial Statements", Note 18.11 in the Annual Report for the amount of reinsurance assets at each balance sheet date for reinsurance ceded.

In accordance with industry practices, we reinsure a portion of our life insurance exposure with unaffiliated insurance companies under traditional indemnity reinsurance arrangements. In 2009, approximately 33% of our total direct and assumed (for which we act as a reinsurer for others) life insurance in force was ceded to other insurers. The major reinsurers of AEGON USA and AEGON Canada are Munich Re, RGA and Swiss Re. The major reinsurers of AEGON UK are Swiss Re, Munich Re and XL Re. The major reinsurer for life insurance for AEGON The Netherlands is Swiss Re while the non-life reinsurance 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 are Munich Re and RGA. AEGON Spain's major reinsurers are General Re, Munich Re and RGA. AEGON China's major reinsurers are General Re, Munich Re and Swiss Re.

Our exploration of strategic options, including divestment or other strategic transactions, involving Transamerica Reinsurance may expose us to additional risks.

We announced in June 2010 that we are in the process of exploring strategic options for Transamerica Reinsurance, our international life reinsurance business. We may not be successful in divesting Transamerica Reinsurance on terms acceptable to us. If we determine not to divest Transamerica Reinsurance, and instead run off the business as part of the requirements for the European Commission's approval of the Dutch State aid we received in 2008, we may face difficulty retaining key personnel and maintaining relationships with employees and customers of Transamerica Reinsurance. If we do agree to divest Transamerica Reinsurance, such transaction may expose us to certain risks including: enhanced counterparty exposure risk to the purchaser to which we retrocede

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Transamerica Reinsurance liabilities, collateral funding obligations and/or the risk of closing conditions not being satisfied. Because any divestiture of Transamerica Reinsurance is likely to be structured principally as a series of reinsurance transactions, any purchaser could become one of our largest reinsurers and we would then be at risk if the purchaser defaulted on their obligations under the policies we retrocede to them. A bankruptcy or insolvency or inability of the purchaser to satisfy its obligations could have a material adverse effect on our financial position and results of operation. In addition, we may agree to become required under certain circumstances to satisfy significant collateral funding obligations of the purchaser in connection with the policies we retrocede to any purchaser. Satisfying such funding obligations could limit our ability to upstream cash to the group level, pay dividends or make acquisitions. Any divestment would be subject to certain closing conditions, including a variety of regulatory approvals, and there can be no assurance that any agreement we enter into would result in a completed transaction.

Reinsurance may not be available, affordable or adequate to protect us against losses.

As part of our overall risk and capacity management strategy we purchase reinsurance for certain risks underwritten by our various business segments. Market conditions beyond our control determine the availability and cost of the reinsurance protection we purchase. Accordingly, we may be forced to incur additional expenses for reinsurance or may not be able to obtain sufficient reinsurance on acceptable terms, which could adversely affect our ability to write future business.

We may have difficulty managing our expanding operations and we may not be successful in acquiring new businesses or divesting existing operations.

In recent years we have made a number of acquisitions and divestitures around the world and it is possible that we may make further acquisitions and divestitures in the future. Growth by acquisition involves risks that could adversely affect our 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.

Our acquisitions could 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, including a divestiture of Transamerica Reinsurance as described above, could result in us assuming or retaining certain contingent liabilities. All of the foregoing could adversely affect our 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 we will successfully identify suitable acquisition candidates or that we will properly value acquisitions made. We are 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.

Catastrophic events, which are often unpredictable by nature, could result in material losses and abruptly and significantly interrupt our business activities.

Our operating results and financial position can 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

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of the world and created additional uncertainty as to future trends and exposure. Generally, we seek to reduce our exposure to these events through individual risk selection, monitoring risk accumulation and purchasing reinsurance. However, such events could lead to considerable financial loss to our business. Furthermore, natural disasters, terrorism and fires could disrupt our operations and result in significant loss of property, key personnel and information about our clients and us. If our business continuity plans have not included effective contingencies for such events they could adversely affect our business, results of operations, corporate reputation and financial condition for a substantial period of time.

We regularly develop new financial products to remain competitive in our markets and to meet the expectations of our clients. If clients do not achieve expected returns on those products, we may be confronted with legal claims, pressure groups and negative publicity.

We may face claims from customers and adverse negative publicity if our 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 us and by the intermediaries who distribute our 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 could have a material adverse effect on our results of operations, corporate reputation and financial condition.

We may not be able to protect our intellectual property and may be subject to infringement claims.

We rely on a combination of contractual rights with third parties and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. Third parties may infringe on or misappropriate our intellectual property, and it is possible that third parties may claim that we have infringed on or misappropriated their intellectual property rights. Any resulting proceedings in which we would have to enforce and protect our intellectual property, or defend ourselves 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 we would have to enforce and protect our intellectual property, we may lose intellectual property protection which could have a material adverse effect on our business, results of operation, financial condition and our ability to compete. As a result of any proceeding in which we would have to defend ourselves against a claim of infringement of a third party's intellectual property, we may be required to pay damages and provide injunctive relief, which could have a material adverse effect on our business, results of operations and financial condition.

Inadequate or failed processes or systems, human factors or external events could adversely affect our profitability, reputation or operational effectiveness.

Operational risk is inherent in our business and can manifest itself in many ways including business interruption, poor vendor performance, information systems malfunctions or failures, regulatory breaches, processing errors, modeling errors, and/or internal and external fraud. These events can potentially result in financial loss, harm to our reputation and hinder our operational effectiveness. Management undertakes significant effort to control these risks and keep operational risk at appropriate levels by maintaining a well-controlled environment and sound policies and practices. Notwithstanding these control measures, however, operational risk is part of the business environment in which we operate and is inherent to our size and complexity as well as our geographic diversity and the scope of the businesses we operate. Our risk management activities cannot anticipate every 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, including providers of information technology, administrative or investment management services, are terminated, we may not find an alternative provider on a timely basis or on equivalent terms. We may incur losses from time to time due to these types of risks.

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Our operations support complex transactions and are highly dependent on the proper functioning of information technology and communication systems. Any failure of our information technology or communications systems may result in a material adverse effect on our results of operations and corporate reputation.

While systems and processes are designed to support complex transactions and to avoid systems failure, fraud, information security failures, processing errors and breaches of regulation, any failure could lead to a material adverse effect on our results of operations and corporate reputation. In addition, we must commit significant resources to maintain and enhance our existing systems in order to keep pace with industry standards and customer preferences. If we fail to keep up-to-date information systems, we may not be able to rely on accurate information for product pricing, risk management and underwriting decisions. In addition, even though back up and recovery systems and contingency plans are in place, we cannot assure investors that interruptions, failures or breaches in security of these process and systems will not occur, or if they do occur, that they can be adequately addressed. The occurrence of any of these events could have a material adverse effect on our business, results of operations and financial condition.

Judgments of US courts are not enforceable against us in Dutch courts.

The United States and the Netherlands do not currently have a treaty 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, our shareholders that obtain a judgment against us in the United States may not be able to require us 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 us, our affiliates, directors, officers or any expert named therein who reside outside the United States, based upon the US federal securities laws.

RISKS RELATING TO THE COMMON SHARES

Our share price could be volatile and could drop unexpectedly, making it difficult for investors to resell our common shares at or above the price paid.

The price at which our common shares trade will be influenced by a large number of factors, some of which will be specific to us and our operations and some of which will be 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 our common shares:

Investor perception of us as a company;

Actual or anticipated fluctuations in our revenues or operating results;

Announcement of intended acquisitions, disposals or financings, or speculation about such acquisitions, disposals or financings;

Changes in our dividend policy, which could result from changes in our cash flow and capital position;

Sales of blocks of our shares by significant shareholders, including Vereniging AEGON;

Price and timing of any refinancing or conversion of our convertible core capital securities;

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A downgrade or rumored downgrade of our credit or financial strength ratings, including placement on credit watch;

Potential litigation involving us 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;

Regulatory developments in the Netherlands, the United States, Canada, the United Kingdom and other countries in which we operate;

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 we operate; and

General insurance market conditions.

A table with historical information about the high and low closing sales prices of our common shares on Euronext Amsterdam and the NYSE is included under "Price Range of the Common Shares" on page S-29 of this prospectus supplement.

We and our 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.

We may decide to offer additional common shares in the future, for example, to strengthen our capital position in response to regulatory changes or to effect 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 that can be extended until 2014. Under the new agreement our 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, the lenders may dispose of our common shares held by them as collateral in order to satisfy amounts outstanding. An additional offering of common shares by us, 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, could have an adverse effect on the market price of our common shares. As of December 31, 2010, our total authorized share capital consisted of 3,000,000,000 common shares, par value €0.12 per share, and 1,000,000,000 preferred shares (divided into 500,000,000 class A and 500,000,000 class B preferred shares), par value €0.25 per share. All our outstanding common shares are freely tradable, and all shareholders, including large shareholders such as Vereniging AEGON, are free to resell their shares at any time.

The convertible core capital securities issued to Vereniging AEGON may be converted into common shares and dilute existing common shareholders.

On December 1, 2008, we issued new convertible core capital securities to Vereniging AEGON. The purchase of these new securities by Vereniging AEGON was funded by the Dutch State and provided us with additional core capital. The terms of the convertible core capital securities permit us, on or after December 1, 2011, to convert any or all of the convertible core capital securities into common shares on a one-for-one basis. Any conversion to common shares would dilute existing

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common shareholders. If we exercise our conversion right, Vereniging AEGON may opt to require us to redeem the convertible core capital securities on the conversion date.

Vereniging AEGON, our major shareholder, holds a large percentage of the voting shares and therefore has significant influence over our 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). Pursuant to the 1983 Merger Agreement between AEGON and Vereniging AEGON, as amended, in case of an issuance of shares by AEGON, Vereniging AEGON may purchase as many class B preferred shares as would enable it to prevent or offset a dilution to below its actual percentage of the voting shares, unless Vereniging AEGON as a result of exercising these option rights would increase its voting power to more than 33%. The option granted to Vereniging AEGON permits it to purchase class B preferred shares up to a maximum of the non-issued part of the class B preferred shares included from time to time in AEGON's authorized capital if necessary to prevent or offset such dilution. The class B preferred shares would then be issued at par value (€0.25), unless a higher price is agreed. In the years 2003 through 2008, a total of 35,170,000 class B preferred shares were issued under these option rights. In 2009, Vereniging AEGON exercised its option rights to purchase in aggregate an additional 33,860,000 class B preferred shares at par value to offset dilution caused by our equity issue completed in August 2009. We expect that Vereniging AEGON will exercise its option rights to purchase additional class B preferred shares at par value to offset dilution caused by the offering to which this prospectus supplement relates.

In addition, we have implemented certain changes to our corporate governance structure and the relationship with Vereniging AEGON pursuant to which Vereniging AEGON has voluntarily waived its right to cast ²⁵/₁₂ votes per class A or class B preferred share. Consequently, under normal circumstances Vereniging AEGON's voting power, based on the current numbers of outstanding and voting shares, is reduced to approximately 22.76% of the votes exercisable in the General Meeting of Shareholders. However, this reduction in voting percentage is not applicable in all circumstances. In certain limited circumstances at the sole discretion of Vereniging AEGON (such as the acquisition of 15% of the voting shares, a tender offer for shares or a proposed business combination, each by any person or group of persons, whether individually or acting as a group, other than in a transaction approved by the Executive Board and Supervisory Board), Vereniging AEGON's voting rights for a limited period of 6 months will increase to a percentage that currently amounts to 33%. Consequently, Vereniging AEGON may have substantial influence on the outcome of corporate actions requiring shareholder approval, including:

Adopting amendments to the Articles of Incorporation;

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;

In particular during the periods when Vereniging 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:

- (1) Rejecting binding Supervisory Board nominations for membership on the Supervisory Board and Executive Board;

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- (2) Appointing an Executive Board or Supervisory Board member other than pursuant to Supervisory Board nomination; and
- (3) 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 our common shares and the value of any cash distributions made.

Because our common shares listed on Euronext Amsterdam are quoted in euros and our common shares listed on the NYSE are quoted in US dollars, fluctuations in exchange rates between the euro and the US dollar may affect the value of our common shares. In addition, we declare cash dividends in euros, but pay cash dividends, if any, on our 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 us to satisfy our obligations by issuing common shares) that we may issue could influence the market price for our common shares.

Any market that develops for convertible securities or other securities that permit or require us to satisfy obligations by issuing common shares that we have issued or may issue in the future would be likely to influence, and be influenced by, the market for our common shares. For example, the price of our common shares could become more volatile and could be depressed by investors' anticipation of the potential resale in the market of substantial amounts of our common shares received at maturity. Our common shares could also be depressed by the acceleration of any convertible securities (or other such securities) that we have issued by investors who view such convertible securities (or other such securities) as a more attractive means of participation in our equity. Negative results could also be produced by hedging or arbitrage trading activity that may develop involving such convertible securities (or other such securities) and our common shares. Any such developments could negatively affect the value of our common shares.

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USE OF PROCEEDS

We estimate that the net proceeds from the offering before deducting expenses will be approximately € . We currently intend to apply the net proceeds of the offering toward the repayment of one-half of our remaining 375 million core capital securities before the end of March 2011. Vereniging AEGON, our largest shareholder, purchased €3 billion of core capital securities from us on December 1, 2008 using funds provided by the Dutch State. To date, we have repaid a total of €1.5 billion of the Dutch State aid. We repaid the first €1 billion on November 30, 2009 and an additional €500 million on August 30, 2010. We have agreed to repay, subject to final approval by the Dutch Central Bank, the remaining €1.5 billion at a 50% premium before the end of June 2011 for a total consideration of €2.25 billion. In addition to final approval by the Dutch Central Bank, the proposed repayment is also subject to our ability to upstream cash generated by our businesses and utilize existing excess capital, the progress of disposals, as well as market conditions. In addition, we maintain our right to convert the core capital securities into common shares as of December 1, 2011. As of the date of this prospectus supplement, we have received approval from the Dutch Central Bank to repay one-half of the remaining core capital securities before the end of March 2011. For further details about our core capital securities, see Item 10C of the Annual Report.

WHERE YOU CAN FIND MORE INFORMATION ABOUT US

We file annual reports with and furnish other information to the US Securities and Exchange Commission ("SEC"). You may read and copy any document that we have filed with or furnished to the SEC at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Our SEC filings are also available to the public through the SEC's web site at <http://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.

INCORPORATION OF CERTAIN INFORMATION WE FILE WITH THE SEC

As permitted by the SEC, this prospectus supplement and the accompanying prospectus do not contain all the information you can find in our registration statement or the exhibits to the registration statement. The SEC allows us to "incorporate by reference" information into this prospectus supplement and the accompanying prospectus, which means that:

incorporated documents are considered part of this prospectus supplement and the accompanying prospectus;

we can disclose important information to you by referring you to those documents;

information that we file with the SEC after the date of this prospectus supplement that is incorporated by reference in this prospectus supplement and the accompanying prospectus automatically updates and supersedes this prospectus supplement and the accompanying prospectus; and

information that is more recent that is included in this prospectus supplement and the accompanying prospectus automatically updates and supersedes information in documents incorporated by reference with a date earlier than this prospectus supplement.

We incorporate by reference into this prospectus supplement and the accompanying prospectus our documents listed below:

Annual Report on Form 20-F for the fiscal year ended December 31, 2009;

Report on Form 6-K furnished to the SEC on April 29, 2010 relating to resolutions passed at the annual general meeting of shareholders of AEGON N.V.;

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Report on Form 6-K furnished to the SEC on June 22, 2010 relating to new measures to focus more on key long-term growth opportunities in our core activities;

Report on Form 6-K furnished to the SEC on August 13, 2010 with our unaudited condensed consolidated interim financial statements for the six-month period ended June 30, 2010;

Report on Form 6-K furnished to the SEC on August 17, 2010 relating to final approval from the European Commission regarding the €3 billion of capital support AEGON obtained from the Dutch State in December 2008;

Report on Form 6-K furnished to the SEC on August 31, 2010 relating to our repayment of €500 million to the Dutch State;

Report on Form 6-K furnished to the SEC on September 28, 2010 relating to our completed sale of €842 million of "SAECURE 9" residential mortgage-backed securities;

Report on Form 6-K furnished to the SEC on December 2, 2010 relating to our pursuit of operational and cost efficiencies in the United States;

Report on Form 6-K furnished to the SEC on December 8, 2010 relating to our pursuit of operational and cost efficiencies in the United States and Asia;

Report on Form 6-K furnished to the SEC on February 16, 2011 relating to the resignation of a member of our Supervisory Board;

Report on Form 6-K furnished to the SEC on February 24, 2011 with a press release relating to our fourth quarter and full year 2010 financial results;

Report on Form 6-K furnished to the SEC on February 24, 2011 with our unaudited condensed consolidated financial statements as of and for the three-month period and year ended December 31, 2010;

Report on Form 6-K furnished to the SEC on February 24, 2011 with a presentation by Alex Wynaendts on February 24, 2011;

Report on Form 6-K furnished to the SEC on February 24, 2011 with a modified version of AEGON's Embedded Value 2009 Report; and

each of the following documents that we file with or furnish to the SEC after the date of this prospectus supplement from now until we terminate the offering of securities under this prospectus supplement, the accompanying prospectus and the registration statement:

reports filed under Section 13(a), 13(c) or 15(d) of the Exchange Act, and

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reports filed or furnished on Form 6-K that indicate that they are incorporated by reference in this prospectus supplement or the accompanying prospectus.

These documents contain important information about us and our financial condition. You may obtain copies of these documents in the manner described above. You may also request a copy of these filings (excluding exhibits) at no cost by contacting us as follows:

Investor Relations
AEGON N.V.
P.O. Box 85
2501 CB The Hague
The Netherlands
Tel: +31-70-344-8305
Fax: +31-70-344-8445
E-mail: groupir@aegon.com

Investor Relations
AEGON USA, Inc.
1111 North Charles Street
Baltimore, MD 21201
USA
Tel: 1-410-576-4577
Fax: 1-410-347-8685
E-mail: ir@aegonusa.com
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Table of Contents**CAPITALIZATION**

The following table sets forth our consolidated capitalization (a) as of December 31, 2010 and (b) as of December 31, 2010, as adjusted to give effect to the offering of common shares and use of the net proceeds therefrom. It is important that you read this table in conjunction with, and it is qualified by reference to, "Selected Historical Financial Data" and the historical financial statements and related notes in the Annual Report, including the section "Operating and Financial Review and Prospects", and our unaudited condensed consolidated financial statements for the year ended December 31, 2010 furnished to the SEC on February 24, 2011 on Form 6-K, as well as the additional information relating to our results for the year ended December 31, 2010 furnished to the SEC on February 24, 2011 on Form 6-K.

The following table uses financial information derived from accounting policies based on IFRS.

	As of December 31, 2010	
	Actual	Adjusted
	(unaudited)	
	(in millions of €)	
Preferred shares par value(1)(2)	70	70
Common shares par value(2)	208	
Surplus funds(3)	17,770	
Shareholders' equity	18,048	
Convertible core capital securities(1)	1,500	1,500
Share options	58	58
Junior perpetual capital securities	4,192	4,192
Perpetual cumulative subordinated bonds	453	453
Minority interest	11	11
Group equity	24,262	
Trust pass-through securities	148	148
Subordinated borrowings	0	0
Senior borrowings related to insurance activities(4)	1,385	
Total capital base	25,795	

- (1) Vereniging AEGON holds all of our issued preferred shares and convertible core capital securities. The "Adjusted" column does not reflect the proposed redemption of our remaining core capital securities as described under "Use of Proceeds" on page S-21.
- (2) On December 31, 2010, our total authorized share capital consisted of 3,000,000,000 common shares with a par value of €0.12 per share and 1,000,000,000 preferred shares (divided into 500,000,000 class A and 500,000,000 class B preferred shares), each with a par value of €0.25 per share. At the same date, there were 1,736,049,139 common shares, 211,680,000 class A preferred shares and 69,030,000 class B preferred shares issued. All of our issued shares are fully paid-up. As of December 31, 2010, AEGON N.V. held 27,520,071 common shares as treasury shares and 1,725,500 common shares were held by its subsidiaries.
- (3) The change in surplus funds results from an increase in surplus funds of approximately € million due to the increase in paid-in capital from the issuance of shares at € , minus the underwriting discount for this offering of approximately € million.
- (4) Unless and until we redeem our remaining convertible core capital securities as described under "Use of Proceeds" on page S-21, the net proceeds of the offering will reduce the amount of our senior borrowings related to insurance activities.

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SELECTED HISTORICAL FINANCIAL DATA

In the table below, we provide you with our summary historical financial data. We have prepared this information using our consolidated financial statements for the five years ended December 31, 2010. The financial statements for the four fiscal years ended December 31, 2009 have been audited by Ernst & Young Accountants LLP, independent registered public accounting firm. The selected consolidated financial data for the year ended December 31, 2010 has been derived from our unaudited condensed consolidated financial statements, which have been prepared on the same basis as our audited financial statements and, in the opinion of our management, reflect all normal recurring adjustments necessary for a fair presentation of our financial position and results of operations as of the end of and for such period.

Our consolidated financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the European Union and with International Financial Reporting Standards as issued by the International Accounting Standards Board.

When you read this summary historical financial data, it is important that you read it in conjunction with, and it is qualified by reference to, the historical financial statements and related notes in the Annual Report, including the section titled "Operating and Financial Review and Prospects", and our unaudited condensed consolidated financial statements for the year ended December 31, 2010 furnished to the SEC on February 24, 2011 on Form 6-K, as well as the additional information relating to our results for the year ended December 31, 2010 furnished to the SEC on February 24, 2011 on Form 6-K.

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	As of and for the year ended December 31,				
2010 (unaudited)	2009	2008	2007	2006	
(in millions EUR, except per share amounts)					
Consolidated income statement information:					
Amounts based upon IFRS(1)					
Premium income	21,097	19,473	22,409	26,900	24,570
Investment income	8,762	8,681	9,965	10,457	10,376
Total revenues(2)	31,608	29,751	34,082	39,271	36,615
Income/(loss) before tax	1,914	(464)	(1,061)	3,077	3,971
Net income/(loss)	1,760	204	(1,082)	2,551	3,169
Net income (loss) per common share(3)					
Basic	0.76	(0.16)	(0.92)	1.47	1.87
Diluted	0.68	(0.16)	(0.92)	1.47	1.86
Consolidated balance sheet information:					
Amounts based upon IFRS(1)					
Total assets	332,303	298,634	289,041	314,120	314,813
Insurance and investment contracts	270,920	248,903	240,030	266,735	262,052
Trust pass-through securities and (subordinated) borrowings(4)	8,604	7,314	4,824	5,152	4,395
Shareholders' equity	17,210	12,164	6,055	15,151	18,605
(in thousands)					
Number of common shares:					
Balance at January 1	1,736,049	1,578,227	1,636,545	1,622,927	1,598,977
Issuances		157,822			
Stock dividends			41,452	25,218	23,950
Share withdrawal			(99,770)	(11,600)	
Balance at end of period	1,736,049	1,736,049	1,578,227	1,636,545	1,622,927

(1) Our consolidated financial statements are prepared in accordance with IFRS.

(2)

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In accordance with IFRS, the receipts related to investment-type annuity products and investment contracts are not reported as revenue.

(3)

Per share data has been calculated based on the weighted average number of common shares outstanding after giving effect to all stock dividends, stock splits and share repurchases. Diluted per share data gives effect to all dilutive securities.

(4)

Excludes bank overdrafts.

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Table of Contents**SHARE CAPITAL****DESCRIPTION OF SHARE CAPITAL**

As of December 31, 2010, our total authorized share capital consisted of 3,000,000,000 common shares with a par value of €0.12 per share and 1,000,000,000 preferred shares (divided into 500,000,000 class A and 500,000,000 class B preferred shares), each with a par value of €0.25 per share. At the same date, there were 1,736,049,139 common shares, 211,680,000 class A preferred shares and 69,030,000 class B preferred shares issued. Of the issued common shares, 27,520,071 common shares were held by AEGON N.V. as treasury shares and 1,725,500 common shares were held by its subsidiaries.

All of our common shares and preferred shares are fully paid and not subject to calls for additional payments of any kind. All of our common shares are registered shares. Holders of shares of New York registry hold their common shares in registered form issued by our New York transfer agent on our 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, 2010, 202,279,412 common shares were held in the form of New York Registry shares. As of December 31, 2010, there were approximately 23,000 record holders resident in the United States, of our New York Registry shares.

HOLDINGS OF VERENIGING AEGON

As of December 31, 2010, Vereniging AEGON held approximately 9.9% of the common shares and 100% of the preferred shares of AEGON N.V. These holdings give Vereniging AEGON approximately 22.76% of AEGON N.V.'s voting shares. In the event of a "special cause," as described under "Description of Share Capital and Articles of Incorporation of AEGON N.V. Voting Rights and Appointment of AEGON Supervisory and AEGON Executive Boards", Vereniging AEGON's voting rights will increase to approximately 33% for up to six months per "special cause." Vereniging AEGON is a membership association under Dutch law. One of the principal characteristics of a membership association is that it has no share capital. The objective of Vereniging AEGON is the balanced representation of the interests of AEGON N.V. and all of its stockholders, AEGON Group companies, insured parties, employees and other constituencies of the AEGON Group.

The table below shows the ownership percentage of Vereniging AEGON as of December 31, 2010.

Title of Class	Number Owned	Percent of Class
Common Shares	171,974,055	9.9%
Preferred A Shares	211,680,000	100.0%
Preferred B Shares	69,030,000	100.0%

In case of an issuance of common shares such as in connection with the offering, Vereniging AEGON has the right to purchase as many of our class B preferred shares as would enable it to prevent or offset a dilution to below its actual percentage of voting shares, unless Vereniging AEGON as a result of exercising these option rights would increase its voting power to more than 33%. For more detail, see "Risk Factors Risks Relating to the Common Shares Vereniging AEGON, our major shareholder, holds a large percentage of the voting shares and therefore has significant influence over our corporate actions" on page S-19 of this prospectus supplement.

We do not expect Vereniging AEGON to participate in the offering, but we do expect Vereniging AEGON to exercise its right to purchase class B preferred shares as described above. Assuming that Vereniging AEGON will not participate in the offering, but will fully exercise its right to purchase

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class B preferred shares, it will hold approximately % of our issued common shares, 100% of our preferred shares and approximately % of our voting rights and 33% in the event of a "special cause".

In addition to the common shares and preferred shares described above, AEGON issued 750 million new non-voting convertible core capital securities to Vereniging AEGON on December 1, 2008. The purchase of these new securities by Vereniging AEGON was funded by the Dutch State and provided us with additional core capital. The new convertible core capital securities are not part of our authorized share capital, although we may seek to exchange the convertible core capital securities into shares of a new class of substantially identical equity securities in the future. For further information, see "Risk Factors Risks Relating to the Common Shares The convertible core capital securities issued to Vereniging AEGON may be converted into common shares and dilute existing common shareholders" on page S-18 of this prospectus supplement and Item 10C "Material Contracts" in the Annual Report.

ABN AMRO Bank N.V. is the transfer agent in the Netherlands and Citibank, N.A. is the registrar and transfer agent in the United States.

DIVIDEND POLICY

Under Dutch law and our Articles of Incorporation, holders of our common shares are entitled to dividends paid out of the profits remaining, if any, after the creation of a reserve account. First of all, a fixed dividend is paid on the preferred shares, as described below. Our 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. Our Executive Board, with the approval of our Supervisory Board, may also determine the currency or currencies in which the dividends will be paid.

We may make one or more interim distributions to the holders of common shares and/or to the holders of preferred shares, the latter subject to the maximum dividend amount set forth below.

If and when we have paid any dividends in the past, we have traditionally paid interim dividends (usually in September) after the release of our six-month results and final dividends (usually in May) upon adoption of the annual accounts at the annual General Meeting of Shareholders.

On December 1, 2008, Vereniging AEGON purchased 750 million convertible core capital securities from us with funds provided by the Dutch State of which 375 million are currently outstanding. The convertible core capital securities rank *pari passu* with our common shares and are entitled to a coupon only in the event and to the extent we elect to pay a dividend on the common shares. We retain the discretion to set our own dividend policy without regard to the new convertible core capital securities. For further information, see "Use of Proceeds" on page S-21 of this prospectus supplement.

On August 17, 2010, the European Commission determined that the Dutch State aid was compatible with European Union state aid rules. To secure the European Commission's approval, we agreed with the Dutch Ministry of Finance to amend the terms and conditions for the repayment of the remaining core capital securities. Among other things, these conditions prevent us from paying dividends on our common shares until we have repurchased all remaining core capital securities. For more detail, see "Risk Factors Risks Relating to our Business As a result of the European Commission's approval of the core capital support we received from the Dutch State in 2008, we are subject to certain operational limitations which may have a material adverse effect on our business, results of operations and financial condition" on page S-11 of this prospectus supplement.

We aim to pay out a sustainable dividend to allow equity investors to share in our performance, which can grow over time if our performance so allows. After investment in new business to generate organic growth, capital generation in our operating subsidiaries is available for distribution to the

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holding company, while maintaining a capital and liquidity position in the operating subsidiaries in line with our capital management and liquidity risk policies.

We use the cash flows from the operating subsidiaries to pay holding expenses, including funding costs. The remaining cash flow is available to execute our strategy and to fund dividends on our shares, subject to maintaining the holding company targeted excess capital. Depending on circumstances, future prospects and other considerations, our Executive Board may elect to deviate from this target. Our 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, we would expect to declare an interim dividend when announcing our 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.

Our Executive Board currently intends to resume dividend payments on our common shares after the full repurchase of the convertible core capital securities issued to the Dutch State, which AEGON expects to occur by the end of June 2011. Absent unforeseen circumstances, our Executive Board intends to propose a final EUR 0.10 dividend per common share at the Annual General Meeting of Shareholders in 2012 covering the second half of 2011.

When determining whether to declare or propose a dividend, our Executive Board has to balance prudence versus offering an attractive return to shareholders, for example in adverse economic and/or financial market conditions. Also, our operating subsidiaries are subject to local insurance regulations which could restrict dividends to be paid to us. There is no requirement or assurance that we will declare and pay any dividends.

We did not declare or pay a dividend or make a distribution on the common shares in 2009 or 2010.

Holders of common shares historically have been permitted to elect to receive dividends, if any, in cash or in common shares, except for the final dividend for 2002, as distributed in May 2003, which was made in common shares only. 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. We pay cash dividends on shares of New York registry in US dollars through Citibank, N.A., our NYSE paying agent, based on the foreign exchange reference rate (the rate based on the daily concertation procedure between central banks 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 second business day following the shareholder meeting approving the relevant final dividend.

The annual dividend on our class A and class B preferred shares is 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 is paid on the preferred shares. This resulted in a rate of 4.25% for the year 2009. Applying this rate to the weighted average paid-in capital of our preferred shares during 2009, the total amount of annual distributions we made in 2010 on our preferred shares for the year 2009 was EUR 90 million. The rate for annual dividends or distributions, if any, on preferred shares to be made in 2011 for the year 2010, as determined on January 4, 2010 is 2.75% and the annual dividends or distributions, if any, on preferred shares for the year 2010, based on the paid-in capital on the preferred shares during 2010 would be EUR 66 million.

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The principal market for our common shares is Euronext Amsterdam. The common shares are also listed on NYSE and the London stock exchange.

The following table sets forth, for the calendar periods indicated, the high and low closing sales prices of our common shares on Euronext Amsterdam and the NYSE as reported by Bloomberg.

	Euronext Amsterdam		New York Stock Exchange	
	High	Low	High	Low
	(EUR)		(USD)	
2006	15.56	12.17	18.97	15.24
2007	16.06	11.46	21.90	16.75
2008	11.98	2.68	17.52	3.50
2009	6.17	1.85	9.23	2.30
2010	5.41	4.04	7.41	5.11
2009				
First quarter	5.41	1.85	7.21	2.30
Second quarter	4.85	3.07	6.88	3.99
Third quarter	5.98	3.72	8.46	5.23
Fourth quarter	6.17	4.28	9.23	6.13
2010				
First quarter	5.10	4.14	7.24	5.51
Second quarter	5.41	4.37	7.41	5.20
Third quarter	4.83	4.04	6.32	5.11
Fourth quarter	4.72	4.23	6.67	5.53
2011				
First quarter (through February 22)	5.66	4.63	7.78	6.21
Most recent 6 months				
August 2010	4.83	4.04	6.32	5.11
September 2010	4.61	4.26	6.15	5.43
October 2010	4.65	4.36	6.47	5.95
November 2010	4.72	4.23	6.67	5.53
December 2010	4.66	4.42	6.20	5.88
January 2011	5.55	4.63	7.52	6.21
February 2011 (through February 22)	5.66	5.48	7.78	7.39

On Euronext Amsterdam only shares of Netherlands registry may be traded, and on the New York Stock Exchange only shares of New York registry may be traded.

On February 18, 2011, the noon buying rate for euro as reported by the Federal Reserve Bank of New York was €1.00 = \$1.367 (€0.731 = \$1.00). On that date, the closing price of the common shares on Euronext Amsterdam was €5.63 and on the NYSE was \$7.69.

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TAXATION IN THE NETHERLANDS

This section describes the material tax consequences that will generally apply to holders of our common shares under Dutch tax law, Dutch tax treaties, published case law, regulations and judicial interpretations thereof, in each case as in force and in effect as of the date hereof. This description is subject to changes in Dutch law including changes that could have retroactive effect. No assurance can be given that authorities or courts in the Netherlands, the European Court of Justice ("ECJ") or the European Free Trade Association Court ("EFTA Court") will agree with the description below. Not every potential tax consequence of such investment under the laws of the Netherlands will be addressed and the description below should not be read as extending by implication to matters not specifically referred to herein. Each holder or prospective investor should therefore consult their own tax advisor with respect to the tax consequences in relation to the acquiring, owning and disposing of our common shares.

Dutch Taxation of Resident Shareholders

The description of certain Dutch taxes set out in this section "Dutch Taxation of Resident Shareholders" is only intended for the following investors:

- (a) individuals who are resident or deemed to be resident in the Netherlands and, with respect to personal income taxation, individuals who opt to be taxed as a resident of the Netherlands for purposes of Dutch taxation and who invest in our common shares ("**Dutch Individuals**"), excluding individuals:
 - (i) who derive benefits from our common shares that are taxable as "benefits from miscellaneous activities", which includes activities that exceed normal active portfolio management;
 - (ii) for whom our common shares or any payment connected therewith may constitute employment income; or
 - (iii) who have a substantial interest, or a deemed substantial interest, in us; and
- (b) corporate entities (including associations which are taxed as corporate entities) that are resident or deemed to be resident in the Netherlands for purposes of Dutch taxation and who invest in our common shares ("**Dutch Corporate Entities**"), excluding:
 - (i) corporate entities that are not subject to Dutch corporate income tax;
 - (ii) pension funds and other entities that are exempt from Dutch corporate income tax or are exempt from Dutch corporate income tax upon request;
 - (iii) corporate entities that hold common shares, the benefits derived from which are exempt under the participation exemption (as laid down in the Dutch Corporate Income Tax Act 1969); and
 - (iv) investment institutions as defined in section 28 of the Dutch Corporate Income Tax Act 1969.

With respect to (a)(iii) above, generally, an individual who holds common shares will have a substantial interest if he or she holds or is deemed to hold, alone or together with his or her partner, whether directly or indirectly, the ownership of, or certain other rights relating to, shares representing 5% or more of our total issued and outstanding capital (or the issued and outstanding capital of any class of shares), or rights to acquire shares, whether or not already issued, that represent at any time 5% or more of our total existing issued and outstanding capital or the existing issued and outstanding capital of any class of our shares (without taking into account the potential increase in the issued and outstanding capital in case of exercising rights to acquire newly issued shares), or the ownership of

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certain profit participating certificates that relate to 5% or more of our annual profit and/or to 5% or more of our liquidation proceeds. A holder of common shares will also have a substantial interest in us if, he or she on their own account does not have a substantial interest, but certain relatives (including foster children) of that holder or of his or her partner have a substantial interest in us. If a holder of common shares does not have a substantial interest, a deemed substantial interest will be present if (part of) a substantial interest has been disposed of, by this holder, or is deemed to have been disposed of, on a non-recognition basis.

With respect to (b)(iii) above, generally, the participation exemption will apply if the shareholding interest represents at least 5% of the nominal paid up capital (or, under certain conditions, 5% of the voting rights) of the company concerned.

Where this summary refers to a holder of shares, such reference is restricted to a holder holding legal title to, as well as an economic interest in, such shares.

Personal and corporate income tax

Dutch Individuals not engaged or deemed to be engaged in an enterprise. Generally, a Dutch Individual who holds common shares that are not attributable to an enterprise from which it derives profits as an entrepreneur or pursuant to a co-entitlement to the net worth of such enterprise other than as an entrepreneur or a shareholder, will be subject to a fictitious yield tax. Irrespective of the actual income and/or capital gains, the annual taxable benefit of all the assets and liabilities of a Dutch Individual that are taxed under such regime including, as the case may be, our common shares, is set at a fixed percentage. This percentage is 4% of the fair market value of these assets and liabilities at the beginning of every calendar year (minus a tax-free amount). The tax rate applicable under the fictitious yield tax is 30%.

Dutch Individuals engaged or deemed to be engaged in an enterprise and Dutch Corporate Entities. Any benefits derived or deemed to be derived from our common shares (including any capital gains realized on the disposal thereof) that are attributable to an enterprise from which a Dutch Individual derives profits, whether as an entrepreneur or pursuant to a co-entitlement to the net worth of such enterprise (other than as an entrepreneur or a shareholder), are generally subject to personal income tax in its hands. Any benefits derived or deemed to be derived from our common shares (including any capital gains realized on the disposal thereof) that are held by a Dutch Corporate Entity are generally subject to corporate income tax in its hands.

Withholding tax

Dividend distributions are subject to a withholding tax imposed by the Netherlands at a rate of 15%. The concept "dividends we distribute" used in this section includes, but is not limited to:

- (a) direct or indirect distributions in cash or in kind, deemed and constructive distributions, and (partial) repayments of paid-in capital not recognized for Dutch dividend withholding tax purposes;
- (b) liquidation proceeds in excess of the qualifying average paid-in capital for Dutch dividend withholding tax purposes;
- (c) consideration for the redemption of our common shares, or, as a rule, consideration for the repurchase of common shares by us (including a purchase by one of our direct or indirect subsidiaries) in excess of the qualifying average paid-in capital of these specific class of shares for Dutch dividend withholding tax purposes, unless such repurchase is made for temporary investment purposes or is exempt by law;

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- (d) the par value of common shares issued to a holder of our common shares or an increase of the par value of common shares (unless distributed out of qualifying paid-in capital for Dutch dividend withholding tax purposes), to the extent that it does not appear that a contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and
- (e) partial repayment of paid-in capital, recognized for Dutch dividend withholding tax purposes, if and to the extent that we have (cumulative) net profits, or can expect to derive such profits (anticipated profits), unless:
 - (i) a general meeting of our shareholders has resolved in advance to make such repayment; and
 - (ii) prior to the repayment the par value of our common shares concerned has been reduced by an equal amount by way of an amendment of our articles of association.

Dutch Individuals and Dutch Corporate Entities can generally credit the withholding tax against their personal income tax or corporate income tax liability and are generally entitled to a refund of dividend withholding taxes exceeding their aggregate personal income tax or corporate income tax liability, unless such individual or such entity is not the beneficial owner of the dividend.

Based on a legal provision, a recipient of dividends will not be considered the beneficial owner thereof if as a consequence of a combination of transactions:

a person other than the recipient wholly or partly benefits from the dividends,

the recipient is entitled to a larger reduction or refund of withholding tax than such person, and

such person retains, whether directly or indirectly, an interest in the shares on which the dividends were paid comparable with his position in similar shares before such combination of transactions.

The term combination of transactions includes the sole acquisition of one or more dividend coupons and the establishment of short-term rights of enjoyment on common shares, while the transferor retains the ownership of our common shares. The provisions apply to the transfer of our common shares and dividend coupons and also to transactions that have been entered into in the anonymity of a regulated stock market.

Currently we may, with respect to certain dividends received from qualifying non-Netherlands subsidiaries, credit taxes withheld from those dividends against the Netherlands withholding tax imposed on certain qualifying dividends that are redistributed by us, up to a maximum of the lesser of:

3% of the amount of the qualifying dividends redistributed by us and

3% of the gross amount of certain qualifying dividends received by us.

The reduction is applied to the Dutch dividend withholding tax that we must pay to the Dutch tax authorities and not to the Dutch dividend withholding tax that we must withhold.

Gift and inheritance taxes

A liability to gift tax will arise in the Netherlands with respect to an acquisition of our common shares by way of a gift when the gift is made by an individual who is resident in the Netherlands or a corporate entity that is a tax resident of the Netherlands. A liability to inheritance tax will arise in the Netherlands with respect to an acquisition or deemed acquisition of our common shares by way of an inheritance or bequest on the death of an individual who is resident in the Netherlands.

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For purposes of Dutch gift and inheritance taxes, an individual who holds Dutch nationality will, inter alia, be deemed to be resident in the Netherlands if he has been resident in the Netherlands at

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any time during the ten years preceding the date of the gift or his death. For purposes of Dutch gift tax, an individual not holding Dutch nationality will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the 12 months preceding the date of the gift.

Dutch Taxation of Non-Resident Shareholders

This section describes certain Dutch tax consequences for a holder of common shares who is neither resident nor deemed to be resident in the Netherlands (a "**Non-Resident Shareholder**"). This section does not describe the tax consequences for Non-Resident Shareholders that hold our common shares as a participation under the participation exemption as laid down in the Dutch Corporate Income Tax Act 1969.

It is noted that a Non-Resident Shareholder will not become resident, or be deemed to become resident, in the Netherlands solely as a result of holding our common shares, or of the performance, execution, delivery and/or enforcement of rights in respect of our common shares; provided that no Non-Resident Shareholder holds a substantial interest (*aanmerkelijk belang*) within the meaning of Chapter 4 of the Individual Income Tax Act 2001 in us.

Taxes on income and capital gains

A Non-Resident Shareholder will not be subject to any Dutch taxes on income in respect of dividends we distribute (other than withholding tax described below) or in respect of any capital gain realized on the disposal of our common shares, provided that:

- (a) such Non-Resident Shareholder does not derive profits from an enterprise, whether as an entrepreneur or pursuant to a co-entitlement to the net worth of such enterprise (other than as an entrepreneur or a shareholder) which enterprise is, in whole or in part, carried on through a (deemed) permanent establishment or a permanent representative in the Netherlands and to which permanent establishment or permanent representative, as the case may be, our common shares are attributable;
- (b) such Non-Resident Shareholder does not have a substantial interest or a deemed substantial interest in us, or, if such holder does have such an interest, it forms part of the assets of an enterprise;
- (c) if such Non-Resident Shareholder is an individual, the benefits derived from the shares are not taxable in the hands of such holder as a "benefit from miscellaneous activities" in the Netherlands, which includes activities that exceed normal active portfolio management;
- (d) such Non-Resident Shareholder is not entitled to a share in the profits of an enterprise effectively managed in the Netherlands, other than by way of the holding of securities or through an employment contract, to which enterprise our common shares or payments in respect of our common shares are attributable;
- (e) such Non-Resident Shareholder does not carry out and has not carried out employment activities in the Netherlands, does not serve and has not served as a director or a board member of an entity resident in the Netherlands and does not serve and has not served as civil servant of a Dutch public entity with which the holding of or income derived from our common shares is connected; and
- (f) if such Non-Resident Shareholder is an individual, he or she does not opt to be taxed as a resident of the Netherlands for purposes of Dutch taxation.

See the section "Dutch Taxation of Resident Shareholders" for a description of the circumstances under which your common shares form part of a substantial interest or may be deemed to form part of

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a substantial interest in us. It is noted that both non-resident individuals and non-resident corporate entities can hold a substantial interest.

Withholding tax

Dividends we distribute are subject to a withholding tax imposed by the Netherlands at a rate of 15%, unless reduced under a relevant tax treaty. Reference is made to the section "Dutch Taxation of Resident Shareholders Withholding tax" for a description of the concept "dividends we distribute".

Entities that are resident of a country which is a member of the European Union and that qualify for the application of the EU Parent Subsidiary Directive are eligible for an exemption of dividend withholding tax, provided certain conditions are met (one of the conditions is that the parent company that is resident in the European Union must have a shareholding of at least 5%).

Subject to certain conditions, a legal entity resident in a member state of the European Union, that is not subject to a profit based tax in that member state, and, should that entity be a resident in the Netherlands, would not be subject to Dutch corporate income tax, is entitled to a refund of the Dutch dividend withholding tax withheld.

For certain other legal entities resident in a member state of the European Union that, should that entity be a resident in the Netherlands, would not be subject to Dutch corporate income tax, it may be a breach of the European freedom of capital that they are not entitled to a refund of the Dutch dividend withholding tax withheld.

If a holder of common shares, whether an individual or an entity, is resident in 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 the holder is a qualifying resident for 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 Dutch dividend withholding tax.

In the section "Dutch Taxation of Resident Shareholders Withholding tax", certain legislation is discussed regarding the beneficial ownership of dividends. This legislation may also be applied to deny reduction or a refund of Dutch dividend withholding tax under double taxation conventions or the EU Parent Subsidiary Directive.

Currently we may, with respect to certain dividends received from qualifying non-Netherlands subsidiaries, credit taxes withheld from those dividends against the Netherlands withholding tax imposed on certain qualifying dividends that are redistributed by us, up to a maximum of the lesser of:

3% of the amount of the qualifying dividends redistributed by us and

3% of the gross amount of certain qualifying dividends received by us.

The reduction is applied to the Dutch dividend withholding tax that we must pay to the Dutch tax authorities and not to the Dutch dividend withholding tax that we must withhold.

Both the EFTA Court as well as the ECJ issued judgments concerning outbound dividend payments to foreign shareholders. According to both courts, it is a breach of the European freedom of capital and the freedom of establishment to treat outbound dividend payments less favorably than dividend payments to domestic shareholders. As of January 1, 2007, in general, dividend payments to certain qualifying EU and Iceland and Norway resident corporate shareholders are treated the same as dividend payments to certain qualifying Dutch resident corporate shareholders. Dividend payments to corporate shareholders residing outside the EU are, in general, still treated less favorably as opposed to dividend payments to certain qualifying Dutch resident corporate shareholders. The above stated court cases may have significant implications for certain non-EU resident shareholders that receive dividends

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that are subject to Netherlands dividend withholding tax (i.e. the aforementioned different treatment may be a breach of the European freedom of capital).

Although the freedom of capital generally also applies to capital movements to and from third countries, such as the United States, it cannot be ruled out that the freedom of capital movements to and from third countries must be interpreted more stringent as opposed to the freedom of capital movements to and from EU member states. Furthermore, the freedom of capital movements to and from third countries is generally subject to grandfathering (stand-still) provisions in the Treaty on the functioning of the European Union (i.e. the restriction of the freedom of capital movements is allowed if these stand-still provisions apply). However, based on case law of the ECJ and the Netherlands Supreme Court it may be held that these stand-still provisions do not apply in the specific case of claiming a refund of the Netherlands dividend withholding tax by a shareholder who did not acquire our shares with a view to establishing or maintaining lasting and direct economic links between us and the shareholder which allow the shareholder to participate effectively in the management of the company or in its control.

Especially the following non-EU resident, non-Iceland and non-Norway shareholders may be affected and may as a result be entitled to a refund of Netherlands dividend withholding tax:

Legal entities that could have invoked the participation exemption with respect to the dividends received in case they would have been a resident of the Netherlands for tax purposes. In general, the participation exemption applies in case of shareholdings of 5% or more. In case of legal entities resident in the Netherlands, in effect no Dutch dividend withholding tax is due with respect to dividends on shareholdings that apply for the participation exemption.

Legal entities not subject to a profit based tax in their country of residence that, should that entity be a resident in the Netherlands, would not be subject to Dutch corporate income tax and that would, because of this, be eligible for a refund of the Dutch dividend withholding tax withheld at their expense.

Legal entities that, if they had been based in the Netherlands, would not have been subject to corporate income tax and that would, because of this, be eligible for a refund of dividend withholding tax withheld at their expense.

Individuals if the shares do not belong to the assets of a business enterprise or do not belong to a substantial interest. In case such an individual would have been a resident of the Netherlands, the dividend as such would not be subject to individual income tax. Instead, the individual would be taxed on a deemed income, calculated at 4% of his average net equity, whereas the dividend tax withheld would have been credited in full against the individual income tax due.

Residents of the United States that qualify for, and comply with the procedures for claiming benefits under, the income tax convention between the Netherlands and the United States (the "**US/NL Income Tax Treaty**") may, under various specified conditions, be eligible for a reduction of the dividend withholding tax rate from 15% to 5% if the beneficial owner is a company which holds directly at least 10% of our voting power. The US/NL Income Tax Treaty provides, subject to certain conditions, for a complete exemption from, or refund of, Dutch dividend withholding tax for dividends received by exempt pension trusts and exempt organizations, as defined therein.

Subject to compliance with the procedures for claiming benefits, a holder of common shares will generally qualify for benefits under the US/NL Income Tax Treaty, if the holder:

is the beneficial owner of the dividends paid on our common shares;

is resident in the United States according to the US/NL Income Tax Treaty;

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is not restricted in claiming the benefits of the US/NL Income Tax Treaty under article 26 of the US/NL Income Tax Treaty ("limitation on benefits");

does not carry on business in the Netherlands through a permanent establishment of which our common shares form part of the business property;

does not perform independent personal services from a fixed base in the Netherlands to which the holding of our common shares pertains; and is an individual, an exempt pension trust or exempt organization as defined in the US/NL Income Tax Treaty, an estate or trust whose income is subject to U.S. taxation as the income of a resident, either in its hands or in the hands of its beneficiaries, or a corporation that is not excluded from treaty benefits under the limitation on benefits provision of the US/NL Income Tax Treaty.

Gift and inheritance taxes

No liability for gift or inheritance taxes will arise in the Netherlands with respect to an acquisition of our common shares by way of a gift by, or on the death of, a Non-Resident Shareholder, unless a gift of our common shares was made by an individual who at the time of the gift was a Non-Resident Shareholder, such individual dies within 180 days after the date of the gift while (at the time of his death) being resident or deemed to be resident in the Netherlands.

For purposes of Dutch gift and inheritance tax, an individual who holds Dutch nationality will, inter alia, be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the ten years preceding the date of the gift or his death. For purposes of Dutch gift tax, an individual not holding Dutch nationality will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the 12 months preceding the date of the gift.

Furthermore, in exceptional circumstances the deceased or the donor will be deemed to be a resident in the Netherlands for purposes of Dutch gift and inheritance taxes if the heirs jointly, or the recipient of the gift, as the case may be, elect the deceased or the donor, as the case may be, to be treated as a resident of the Netherlands for purposes of Dutch gift and inheritance taxes.

Other Taxes and Duties

No Dutch capital contribution tax, registration tax, transfer tax, stamp duty or any other similar documentary tax or duty will be payable in the Netherlands by the investors in respect of or in connection with the subscription, issue, placement, allotment or delivery of our common shares.

Value Added Tax

No Dutch value added tax will arise in respect of payments in consideration for the acquisition or the disposition of our common shares, or in respect of payments by us under our common shares.

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TAXATION IN THE UNITED STATES

For a description of the material US tax consequences of owning our common shares, see Item 10E "Taxation in the United States" in our Annual Report on Form 20-F for the year ended December 31, 2009.

Based on the nature of our gross income, the average value of our gross assets, and the active conduct of our insurance business, we do not believe that we could be classified as a Passive Foreign Investment Company ("**PFIC**"). If we 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.

Under recently enacted legislation, the reduced rates applicable to "qualified dividend income" are currently scheduled to expire on December 31, 2012, unless further extended by Congress.

In addition, recently enacted legislation may require individual US holders 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 \$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.

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UNDERWRITING

We intend to offer the common shares through a number of underwriters. Morgan Stanley & Co. International plc, Deutsche Bank AG, London Branch and J.P. Morgan Securities Ltd. are acting as representatives of the underwriters named below. Subject to the terms and conditions contained in an underwriting agreement between us and the underwriters, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase from us, the number of common shares listed opposite their names below.

Underwriter	Number of Common Shares
Morgan Stanley & Co. International plc	
Deutsche Bank AG, London Branch	
J.P. Morgan Securities Ltd.	
Total	

The underwriters may elect to take delivery of all or a portion of the common shares purchased in the form of shares of Netherlands or New York registry.

The underwriters have agreed, subject to the terms and conditions set forth in the underwriting agreement, to purchase all of the common shares sold pursuant to the underwriting agreement, if any. If an underwriter defaults, the underwriting agreement provides that the underwriting commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the common shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the common shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

The offering of the common shares in the United States will be made by affiliates of the underwriters that are broker-dealers registered under the Securities Exchange Act of 1934.

The representatives of the underwriters may be contacted at the following addresses: Morgan Stanley & Co. International plc, 25 Cabot Square, Canary Wharf, London E14 4QA, Deutsche Bank AG, London Branch, 11 Great Winchester Street, London EC2N 2DB and J.P. Morgan Securities Ltd., 125 London Wall, London EC2Y 5AJ.

COMMISSIONS AND DISCOUNTS

The underwriters have advised us that they propose initially to offer the common shares to the public at the public offering price on the cover page of this prospectus supplement, and to dealers at that price less a concession not in excess of € per share of Netherlands registry or \$ per share of New York registry. After the initial public offering, the public offering price and concession may be changed.

The underwriting fee is equal to the public offering price per share of common stock less the amount paid by the underwriters to us per share of common stock. The underwriting fee is € per share of Netherlands registry and \$ per share of New York registry. The following table shows the public offering price per share of Netherlands registry and per share of New York registry, the total

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underwriting discount to be paid to the underwriters for the offering and our total proceeds before expenses from the offering.

	Per Netherlands Registered Share	Per New York Registered Share(1)	Total(2)
Public offering price	€	\$	€
Underwriting discount	€	\$	€
Proceeds, before expenses, to us	€	\$	€

(1) Translated at a rate of \$ per €1.00.

(2) Assuming all common shares are sold in the form of shares of Netherlands registry.

We estimate that the total expenses of the offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding the underwriting discounts and commissions, will be approximately \$.

LOCK-UP

We will agree that, without the prior written consent of Morgan Stanley & Co. International plc, Deutsche Bank AG, London Branch and J.P. Morgan Securities Ltd. on behalf of the underwriters, we will not, during the period ending 90 days following the pricing of the offering:

issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any common shares or any securities convertible into or exercisable or exchangeable for common shares; or

enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of common shares whether any transaction described in this clause or the clause above is to be settled by delivery of common shares or such other securities, in cash or otherwise, or make any announcements regarding the above mentioned transactions.

The restrictions described in the paragraph above do not apply to:

the issuance and sale by us of the common shares;

the issuance, sale, transfer or pledge by us of the common shares upon the exercise of an option or warrant or the conversion of a security outstanding on the date of this prospectus;

the issuance of common shares pursuant to our shareholder dividend policy;

the issuance of preferred shares to Vereniging AEGON;

the issuance of options on common shares under our share option plans and the issuance, sale or transfer of any common shares pursuant to these or other equity based employee or producer incentive plans existing on the date of this prospectus

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supplement or to members of our management board as well as related purchases and sales;

the transfer, sale, loan or pledge of common shares held by our subsidiaries for investment purposes either for the general account, segregated accounts or accounts for the benefit of policyholders; and

the exchange or restructuring of our core capital securities issued in December 2008 for shares of a newly authorized class of equity securities of AEGON carrying conversion and other rights

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substantially identical to the core capital securities as well as any issuance, sale, transfer or pledge of any shares in connection with any such exchange or restructuring.

PRICE STABILIZATION AND SHORT POSITIONS

In connection with the offering, the underwriters may engage in stabilizing transactions, which involves making bids for, purchasing and selling shares of common stock in the open market for the purpose of preventing or retarding a decline in the market price of the common stock while the offering is in progress. These stabilizing transactions may include making short sales of the common stock, which involves the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in the offering, and purchasing shares of common stock on the open market to cover positions created by short sales. As the underwriters have no over-allotment option, any short sales will be "naked" shorts. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchase in the offering. To the extent that the underwriters create a naked short position, they will purchase shares in the open market to cover the position.

The underwriters may also engage in other activities that stabilize, maintain or otherwise affect the price of the common stock, including the imposition of penalty bids. This means that if the representatives of the underwriters purchase common stock in the open market in stabilizing transactions or to cover short sales, the representatives can require the underwriters that sold those shares as part of the offering to repay the underwriting discount received by them.

These activities may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock, and, as a result, the price of the common stock may be higher than the price that otherwise might exist in the open market.

Morgan Stanley & Co. International plc is acting as stabilization manager. Stabilizing transactions may be undertaken from the date that the public offering price of the shares is published for a period of thirty days. There is no assurance that stabilizing transactions will be undertaken by the underwriters. If the underwriters commence these activities, they may discontinue them at any time. The underwriters may carry out these transactions on Euronext Amsterdam, the NYSE, in the over-the-counter market or otherwise.

OTHER RELATIONSHIPS

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us. They have received, and may receive, customary fees, expenses and commissions for these transactions.

In connection with the offering, each of the underwriters and any affiliate acting as an investor for its own account may acquire common shares as part of the offering and in that capacity, may retain, purchase or sell shares and any other securities of the Company or other investments for its own account and may offer or sell such securities (or other investments) otherwise than in connection with the offering. References in this prospectus supplement to the common shares being offered or placed should be read as including any offering or placement of common shares to any of the underwriters and any affiliate acting in such capacity. The underwriters do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

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SELLING RESTRICTIONS

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

European Economic Area

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive (each, a "**Relevant Member State**"), an offer of common shares that are the subject of the offering contemplated by this prospectus supplement to the public may not be made in that Relevant Member State prior to the publication of a prospectus in relation to the common shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that an offer of common shares to the public in that Relevant Member State may be made at any time under the following exceptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to legal entities which are qualified investors as defined under the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the other underwriters; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of common shares shall result in a requirement for us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression "an offer of common shares to the public" in relation to any common shares in any Relevant Member State means the communication to persons in any form and by any means of sufficient information on the terms of the offer and the common shares to be offered so as to enable an investor to decide to purchase or subscribe the common shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Japan

The common shares offered by this prospectus have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the "**FIEA**"). The common shares offered by this prospectus may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the

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Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

United Kingdom

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). The common shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such common shares will be engaged in only with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

General

This prospectus supplement or any other offering document or any publicity or other material relating to the common shares may not be distributed in any country or jurisdiction outside of the United States where such action would (i) result in any violation of applicable law or (ii) cause the issuance of the common shares to be considered an offering to the public under applicable law.

SETTLEMENT

It is expected that delivery of the common shares will be made against payment therefor on or about the date specified in the last paragraph of the cover page of this prospectus supplement, which will be the third business day following the date of pricing of the common shares (such settlement cycle being herein referred to as "T+3"). Trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade common shares on the date of pricing or the next Business Day will be required, by virtue of the fact that the common shares initially will settle in T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of common shares who wish to trade certificates on the date of pricing or the next Business Day should consult their own advisors.

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LEGAL MATTERS

Certain matters in connection with the offering will be passed upon for us by Allen & Overy LLP, New York, New York and Amsterdam, the Netherlands. Certain legal matters in connection with the offering will be passed upon for the underwriters by Davis Polk & Wardwell LLP, London, England and Stibbe N.V., Amsterdam, the Netherlands.

EXPERTS

Ernst & Young Accountants LLP, an independent registered public accounting firm, has audited our consolidated financial statements and schedules included in our Annual Report on Form 20-F for the year ended December 31, 2009, as set forth in their report, which is incorporated by reference in this prospectus supplement and elsewhere in the registration statement. Our financial statements and schedules are incorporated by reference in reliance on Ernst & Young Accountants LLP's report given on their authority as experts in accounting and auditing.

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PROSPECTUS

AEGON N.V.
(a Netherlands public company with limited liability)

and
AEGON Funding Company LLC
(a Delaware limited liability company)

AEGON N.V. may offer its common shares, senior or subordinated debt securities, including debt securities convertible or exchangeable into other securities described in this prospectus, guarantees, warrants, purchase contracts and units for sale through this prospectus.

AEGON Funding Company LLC may offer senior or subordinated debt securities including debt securities convertible or exchangeable into other securities described in this prospectus, guarantees, warrants, purchase contracts and units, in each case guaranteed by AEGON N.V., for sale through this prospectus.

We may offer these securities from time to time in one or more offerings through this prospectus. We may also offer any combination of these securities.

We will provide the specific terms of the securities that we are offering in supplements to this prospectus. You should read this prospectus, any applicable prospectus supplement and any applicable pricing supplement carefully before you invest. You should also consider carefully the documents incorporated by reference in this prospectus and in any prospectus supplement or any pricing supplement and in the registration statement to which they relate before you invest.

Investing in these securities involves risks. See "Risk Factors" beginning on page 7 of AEGON N.V.'s annual report on Form 20-F for the year ended December 31, 2007 as well as the risk factors included in the applicable prospectus supplement or pricing supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 9, 2008.

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FORWARD-LOOKING STATEMENTS

The statements contained and incorporated by reference in this prospectus and any accompanying prospectus supplement that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as "believe", "estimate", "intend", "target", "may", "expect", "anticipate", "predict", "project", "counting on", "plan", "continue", "want", "forecast", "should", "would", "is confident" and "will" and similar expressions as they relate to us are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. We undertake 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 our fixed income investment portfolios; and

the effects of corporate bankruptcies and/or accounting restatements on the financial markets and the resulting decline in value of equity and debt securities we hold;

the frequency and severity of insured loss events;

changes affecting mortality, morbidity and other factors that may affect the profitability of our insurance products;

changes affecting interest rate levels and continuing low or rapidly changing interest rate levels;

changes affecting currency exchange rates, including the euro/U.S. dollar and euro/UK pound exchange rates;

increasing levels of competition in the United States, the Netherlands, the United Kingdom and emerging markets;

changes in laws and regulations, particularly those affecting our operations, the products we sell and the attractiveness of certain products to our consumers;

regulatory changes relating to the insurance industry in the jurisdictions in which we operate;

acts of God, acts of terrorism, acts of war and pandemics;

changes in the policies of central banks and/or foreign governments;

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litigation or regulatory action that could require us to pay significant damages or change the way we do business;

customer responsiveness to both new products and distribution channels;

competitive, legal, regulatory, or tax changes that affect the distribution cost of or demand for our products;

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our failure to achieve anticipated levels of earnings or operational efficiencies as well as other cost saving initiatives; and

changes in our reported results of operations or financial condition as a result of preparing our financial statements in accordance with International Financial Reporting Standards.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission utilizing the "shelf" registration process. Under the shelf registration process, we may sell the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement and, if applicable, a pricing supplement that will contain specific information about the terms of the securities. The prospectus supplement and, if applicable, the pricing supplement may add to or update or change information about us contained in this prospectus. You should read this prospectus, any prospectus supplement and any pricing supplement together with the additional information described under "Where You Can Find More Information About Us".

AEGON N.V.

With roots dating back 150 years, AEGON N.V., through its member companies, which we collectively refer to as "AEGON" or the "AEGON Group", is one of the world's largest listed life insurance and pension companies as ranked by market capitalization and assets with its headquarters in The Hague, the Netherlands. Our common shares are listed on the Official Segment of the stock market of Euronext Amsterdam, the principal market for our common shares, on which they trade under the symbol "AGN". Our common shares are also listed on the New York Stock Exchange under the symbol "AEG", and on the London and Tokyo stock exchanges. AEGON's established markets are the United States, the Netherlands and the United Kingdom. In addition, AEGON is present in over 20 other markets in the Americas, Europe and Asia, including Canada, Mexico, Hungary, Spain, Taiwan, China, Poland, India and a number of other countries with smaller operations. AEGON encourages product innovation and fosters an entrepreneurial spirit within its businesses. New products and services are developed by local business units with a continuous focus on cost control. AEGON uses a multi-brand, multi-channel distribution approach to meet its customers' needs. 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, employer and other group customers and agents and other distributors of insurance and investment products.

The AEGON Group's core business is life insurance, pensions, savings and investment products. The AEGON Group is also active in accident, supplemental health, general insurance and limited banking activities. AEGON's headquarters are located at AEGONplein 50, P.O. Box 85, 2501 CB The Hague, the Netherlands (telephone 011-31-70-344-3210; internet: www.AEGON.com).

AEGON FUNDING COMPANY LLC

AEGON Funding Company LLC ("AFC") was incorporated on May 21, 1999 under the laws of the State of Delaware under the name AEGON Funding Corp. and was converted from a Delaware corporation to a Delaware limited liability company effective as of April 28, 2008. AFC is an indirect wholly owned subsidiary of AEGON N.V. and has no subsidiaries of its own.

AFC was established as a financing vehicle to be used to raise funds for the U.S. subsidiaries of AEGON. AFC's registered office is at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, and the telephone number of this office is 1-302-658-7581.

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WHERE YOU CAN FIND MORE INFORMATION ABOUT US

We file annual reports with and furnish other information to the U.S. Securities and Exchange Commission (the "**SEC**"). You may read and copy any document that we have filed with or furnished to the SEC at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Our 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.