

**Explanatory note to the Agenda of the  
Extraordinary General Meeting of Shareholders of  
ageas SA/NV on 30 March 2011**

This document contains explanations of the most important items on the agenda of the Extraordinary General Meeting of Shareholders of ageas SA/NV to be held on 30 March 2011.

Referring to past experience, we draw your attention to the fact that the Extraordinary General Meeting of Shareholders of 30 March 2011 will not attain the required quorum of 50% of the capital, so that a new Extraordinary General Meeting of Shareholders will be convened to be held on 27 April 2011. You will be informed thereof on 24 March 2011 and will then be invited to the Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV to be held on 27 April 2011. The Extraordinary General Meeting of Shareholders of 27 April 2011 will then be able to validly deliberate and decide on all the items on its agenda regardless of the capital represented.

**2** Acquisition and Disposal of Ageas Units

The Board of Directors proposes to the Extraordinary General Meeting of Shareholders to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the close of the General Meeting which will deliberate upon this item, to acquire Ageas Units, in which twinned ageas SA/NV shares are incorporated, representing up to a maximum of 10% of the issued share capital, for a consideration equivalent to the closing price of the Ageas Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen per cent (15%) or minus a maximum of fifteen per cent (15%).

The Board of Directors further proposes to the Extraordinary General Meeting of Shareholders to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the close of the General Meeting which will deliberate upon this item, to dispose of Ageas Units, in which twinned ageas SA/NV shares are incorporated, under the conditions it will determine.

These proposed resolutions require a quorum of 50% of the capital and a majority of at least 80% of the votes in order to be approved. An abstention is deemed to be a vote against the proposed resolution.

The reason for this authorization to allow the Board of Directors to acquire and to dispose of Ageas shares is to provide the Board of Directors with the flexibility necessary to manage own funds and to respond appropriately to any demand for Ageas twinned shares that may arise at any time. This authorization is asked for 18 months only and limited to 10% of the issued share capital, despite the possibility under Belgian law, since 1 January 2009, to grant such authorization for 5 years and to extend it to 20% of the issued share capital. The purpose of these limitations is to subject this authorization to continuous shareholders' review.

By law, this authorization must specify the maximum number of shares that the Board can acquire and the maximum and minimum price that may be paid.

This proposal concerns a regularly recurring item on the agenda.

### 3 Amendments to the Articles of Association

All of the proposed resolutions set out in item 3 of the agenda in relation to the amendments to the articles of association and set out below require a quorum of 50% of the capital and a majority of at least 75% of the votes in order to be approved. An abstention is deemed to be a vote against the proposed resolution.

#### 3.1 Section: CAPITAL – SHARES

##### 3.1.1 Special report

Reference is made to the special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with article 604 of the Belgian Companies Code.

##### 3.1.2 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 84,000,000

The Board of Directors proposes to the Extraordinary General Meeting of Shareholders to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 84,000,000 to issue shares to meet the coupon payment obligations under the financial instruments mentioned in the special report by the Board of Directors and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the articles of association, existing at the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the company resolved by the Extraordinary General Meeting of Shareholders which will deliberate this point.

##### 3.1.3 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 245,700,000

The Board of Directors further proposes to the Extraordinary General Meeting of Shareholders to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 245,700,000 to issue shares to meet the obligation to exchange the Redeemable Perpetual Cumulative Coupon Debt Securities (EUR 1,000,000,000 principal amount) issued by Fortis Bank in September 2001 against Ageas shares in the event that Fortis Bank does not call the instruments on their first call date on 26 September 2011.

Paragraph a) of article 9 of the articles of association will be amended accordingly based on the outcome of the vote in relation to the resolution proposed under item 3.1.2 as well as in relation to the resolution proposed under item 3.1.3: the exact amount for which the Board of Directors will ultimately be authorized to increase the company capital will depend on the outcome of the vote in relation to both such proposed resolutions. The corresponding wording of paragraph a) of article 9 of the articles of association as set out in the special board report further assumes that it will be the Extraordinary General Meeting of Shareholders of 27 April 2011 that will effectively deliberate the two proposed resolutions mentioned above.

The balance of the existing authorized capital will only be cancelled in the event that the resolution proposed under item 3.1.2 is approved by the Extraordinary General Meeting of Shareholders. In the event that the Extraordinary General Meeting of Shareholders only approves the resolution proposed under item 3.1.3, the balance of the existing authorized capital will not be cancelled and will remain valid for its initial duration. In that case, the text of paragraph a) of article 9 of the articles of association will be adapted to also include the amount of the authorized capital of EUR 245,700,000 proposed under item 3.1.3.

These proposed resolutions are required in order to enable ageas SA/NV to comply with its commitments entered into in the context of the issue of various financial instruments, as set out in greater detail in the special report of the Board of Directors on the authorized capital prepared in accordance with article 604 of the Belgian Companies Code. This report explains in general terms the circumstances in which the authorized capital can be used and the objectives pursued.

### **3.2 General Meetings of Shareholders**

The changes proposed aim at conforming the articles of association on the one hand to the law of 6 April 2010 reinforcing corporate governance in listed companies and autonomous state enterprises, as far as item 3.2.1 is concerned, and, on the other hand, to the new law on the exercise of certain rights of shareholders in listed companies, implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies (the "New Law"), as far as the other changes are concerned.

#### **3.2.1 Proposal to insert a new paragraph in article 18 after paragraph b) 2)**

This change aims at reflecting in the articles of association the obligation, set out in the law of 6 April 2010 reinforcing corporate governance in listed companies and autonomous state enterprises, that the remuneration report, which constitutes a specific section of the corporate governance statement of the annual report, be submitted to the General Meeting of Shareholders for approval. In this respect, Ageas chooses to early adopt such law, as the obligation to submit the remuneration report to the General Meeting for approval only applies as of the 2011 financial year.

#### **3.2.2 Preliminary resolution**

Although the New Law has been adopted by Parliament, it has not yet been published in the Belgian State Gazette. Ageas, like many other listed companies, has however been informed that the law could be published shortly. For cost and efficiency purposes (i.e. to avoid having to reconvene a new General Meeting shortly after the Extraordinary General Meeting of Shareholders which will effectively deliberate upon this item), Ageas wants to seize the opportunity to adapt its articles of association to the New Law at the upcoming Extraordinary General Meeting of Shareholders. A proposed preliminary resolution therefore provides that the modifications mentioned under items 3.2.3 to 3.2.7 included will be adopted under the condition precedent that the New Law is published and, if adopted, will enter into force on the date on which the New Law would provide that such modifications enter into force.

The proposed preliminary resolution further grants to two directors of the company, acting jointly, with the power to sub-delegate, the power to acknowledge the realisation of the condition precedent and to draw up the coordinated text of the articles of association accordingly.

The proposed preliminary resolution to adopt the modifications under items 3.2.3 to 3.2.7 included under the above mentioned condition precedent shall not be submitted to the vote of the Extraordinary General Meeting of Shareholders in the event that the New Law is published before the Extraordinary General Meeting which effectively deliberates upon this item.

3.2.3 Proposal to replace the text of (renumbered) article 18, 5) ii (previously article 18, 4) ii)

This change aims at adapting article 18, 4) ii to the new article 533<sup>ter</sup> of the Belgian Companies Code providing for the right for shareholders to add items to the agenda or file resolution proposals relating to topics already on the agenda. While the Belgian Companies Code sets the threshold for the exercise of this right at 3% of the capital, Ageas, in line with its current article 18, 4) ii, has decided to lower this threshold to 1% or to the holding of Ageas Units whose stock exchange value amounts to at least EUR 50 million. As required by new article 533<sup>ter</sup> of the Belgian Companies Code, in order to exercise this right, shareholders will have to prove ownership of such shareholding as of the date of the request and to register their Twinned Shares representing such shareholding on the record date. New items or resolution proposals will have to be received by the company at the latest on the 22<sup>nd</sup> calendar day preceding the General Meeting (rather than 60 calendar days prior to the General Meeting in the current version of the articles).

3.2.4 Proposal to add a paragraph in article 19

The change to this article purports to clarify that the right of shareholders to add items or file resolution proposals relating to topics already on the agenda set out in new article 18, 5) ii also applies to Extraordinary General Meetings of Shareholders (except, as provided for in new article 533<sup>ter</sup> of the Belgian Companies Code, that this right does not apply to a second Extraordinary General Meeting of Shareholders convened for a lack of quorum at the first Extraordinary General Meeting of Shareholders).

3.2.5 Proposal to delete paragraph c) of article 20 and to amend this article

The change to this article aligns the articles of association to the New Law in terms of means of publication of the convening notices. In addition to the publication of the convening notice in the Belgian State Gazette and in a nationally distributed newspaper, the notice must now also be published in "*media as may reasonably be relied upon for the effective dissemination of information to the public throughout the European Economic Area, ensuring fast access to the information on a non-discriminatory basis*".

3.2.6 Proposal to replace article 21 by a new text

The change to this article reflects the new rules provided for by the New Law in terms of admission formalities to shareholders' meetings and proxy voting. The New Law introduces a single mandatory record date for all companies whose shares are admitted to trading on a regulated market replacing the current system of blocking of

shares. This date is set at midnight Belgian time on the 14<sup>th</sup> calendar day preceding the General Meeting of Shareholders. In addition to registering its shares, the Company should have been informed of the intention of the shareholder to take part in the General Meeting at the latest on the 6<sup>th</sup> calendar day preceding the date of the General Meeting. The New Law has further regulated proxy voting, e.g. by imposing more formalism in terms of the appointment of proxy holders, by imposing that the proxy holder keep a record of the voting instructions received and by providing that the shareholder must give specific voting instructions in cases of conflicts of interests. When a proxy is granted to a member of the Board of Directors, the conflict of interests is presumed, entailing the obligation for the shareholder to give specific voting instructions. The reference, in article 21 of the articles of association, to the applicable laws and regulations, covers these new rules. Under the New Law, the company must receive the proxies at the latest on the 6<sup>th</sup> calendar day preceding the date of the General Meeting of Shareholders.

3.2.7 Proposal to insert a new paragraph d) in article 22

The change to this article refers to the obligation under the New Law that minutes of General Meetings of Shareholders be available on the website of the company at the latest 15 calendar days after the date of the General Meeting.

3.3 Amendment to the articles of association – Dissolution - Liquidation

The change to this article (i.e. deletion of the obligation to reconvene a new meeting within four weeks) is to allow flexibility in the date of the second General Meeting.