



**IN ORDER TO VOTE on his/her/its behalf on the following items on the **AGENDA**:**

**2. Annual Report and Accounts, Dividend and Discharge**

2.1 Annual report and Accounts

2.1.3 Proposal to adopt the statutory annual accounts of the company for the financial year 2010.

**For**  **Against**  **Abstention**

2.2 Dividend

2.2.2 Proposal to adopt a gross dividend for the 2010 financial year of EUR 0,08 per Ageas Unit. The dividend will be payable as from 31 May 2011.

**For**  **Against**  **Abstention**

2.3 Discharge

Proposal to discharge the members of the Board of Directors for the financial year 2010.

**For**  **Against**  **Abstention**

**3. Corporate Governance**

3.2 Proposal to approve the remuneration report.

**For**  **Against**  **Abstention**

3.3 Proposal to approve the remuneration policy.

**For**  **Against**  **Abstention**

**4. Board of Directors - Appointment and Reappointments**

**Appointment**

4.1 Proposal to appoint, subject to approval of the Dutch Central Bank and the appointment as a member of the Board of Directors of ageas SA/NV, Mr. Ronny Bruckner as a non-executive member of the Board of Directors of the company, for a period of three years, until the close of the Annual General Meeting of Shareholders in 2014. The candidacy of Mr. Ronny Bruckner was proposed by Cresida Investments, a shareholder representing at least 1% of the capital, in accordance with article 18 b) 4) ii of the Articles of Association.

**For**  **Against**  **Abstention**

**Reappointments**

4.2 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Frank Arts as a non-executive member of the Board of Directors of the company, for a period of two years, until the close of the Annual General Meeting of Shareholders in 2013.

**For**  **Against**  **Abstention**

4.3 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Shaoliang Jin as a non-executive member of the Board of Directors of the company, for a period of two years, until the close of the Annual General Meeting of Shareholders in 2013.

**For**  **Against**  **Abstention**

4.4 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Roel Nieuwdorp as a non-executive member of the Board of Directors of the company, for a period of three years, until the close of the Annual General Meeting of Shareholders in 2014.

**For**  **Against**  **Abstention**

4.5 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Jozef De Mey as a non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Annual General Meeting of Shareholders in 2015.

For  Against  Abstention

4.6 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Guy de Selliers de Moranville as a non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Annual General Meeting of Shareholders in 2015.

For  Against  Abstention

4.7 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Lionel Perl as a non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Annual General Meeting of Shareholders in 2015.

For  Against  Abstention

4.8 Proposal to reappoint, subject to his reappointment as a non-executive member of the Board of Directors of ageas SA/NV, Mr. Jan Zegeering Hadders as a non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Annual General Meeting of Shareholders in 2015.

For  Against  Abstention

## 5. Acquisition of Ageas Units

Proposal to authorize the Board of Directors 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 own fully paid twinned shares of ageas N.V. are included, up to the maximum number permitted by Article 2:98 paragraph 2 of the Civil Code and this: a) through all agreements, including transactions on the stock exchange and private transactions, at a price equal to the closing price of the Ageas Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen percent (15%) or less a maximum of fifteen percent (15%), or b) by means of stock lending agreements under terms and conditions that comply with common market practice but within the price range mentioned in a) for the number of Ageas Units from time to time to be borrowed by ageas N.V.

For  Against  Abstention

## 6. Amendments to the Articles of Association

### 6.1. Section: CAPITAL – SHARES

#### 6.1.1 Article 8: Authorised capital

Proposal to amend article 8 as follows (amendments underlined):

“The authorised capital of the Company shall amount to one billion four hundred and twenty-eight million euro (EUR 1,428,000,000) divided into three billion and four hundred million (3,400,000,000) Twinned Shares, each with a nominal value of forty-two eurocents (EUR 0.42).”

With this amendment, the authorized capital is increased by EUR 116,760,000, divided into two hundred seventy eight million (278,000,000) Twinned Shares, and proposed to have sufficient shares available to meet the obligation to exchange the EUR 1,000,000,000 principal amount of the Redeemable Perpetual Cumulative Coupon Debt Securities issued by Fortis Bank in September 2001 against Ageas shares, in case Fortis Bank does not call the instruments on their first call date on 26 September 2011.

For  Against  Abstention

### 6.1.2 Article 9: Body authorised to Issue Shares

Proposal to amend article 9, b as follows (amendment underlined):

“This current delegation expires on the thirty-first day of May two thousand and fourteen. If and to the extent the delegation as identified in this article has expired and has not been renewed, a resolution to issue Twinned Shares by the shareholders meeting requires the prior approval of the board of directors.”

For  Against  Abstention

### 6.1.3 Article 11: Pre-emption Right

Proposal to amend article 11 as follows (amendment underlined):

“Upon the issue of Twinned Shares against payment in cash, or in the event of the issue of convertible bonds or subscription rights, the shareholders' meeting or the board of directors, if so designated, may decide to restrict or to exclude the pre-emption right of the existing shareholders, subject to a similar decision of the appropriate corporate body of ageas SA/NV. The board of directors has been so designated until the thirty-first day of May two thousand and fourteen.”

For  Against  Abstention

## 6.2 Section: BOARD OF DIRECTORS AND MANAGEMENT

### Article 13: Board of Directors

Proposal to amend article 13, e as follows (amendments underlined):

“The board of directors shall institute from amongst its members any committee as prescribed by or pursuant to applicable law as well as any other committee it considers useful.”

For  Against  Abstention

## 6.3 Section: GENERAL MEETINGS OF SHAREHOLDERS

### 6.3.1 Article 18: Annual General Meeting of Shareholders

Proposal to amend article 18, b, 4 ii as follows (amendments underlined):

“shareholders representing at least one percent (1%) of the capital or owning Ageas Units whose stock exchange value amounts to at least fifty million euro (EUR 50,000,000), provided that the items been submitted to the board of directors by reasoned proposal in writing, at the latest on the date indicated by applicable law.”

For  Against  Abstention

### 6.3.2 Article 19: Extraordinary General Meeting of Shareholders

Proposal to include a new paragraph 19, c, which will read as follows:

“Shareholders representing at least one percent (1%) of the capital or owning Ageas Units whose stock exchange value amounts to at least fifty million euro (EUR 50,000,000), may propose items to the agenda provided that the items have been submitted to the board of directors by reasoned proposal in writing, at the latest on the date indicated by law.”

For  Against  Abstention

### 6.3.3 Article 20: Convocations

Proposal to amend article 20 as follows (amendments underlined):

“20.1. The convocations to shareholders will be placed in:

- a) a nationally distributed newspaper in the Netherlands;
- b) a nationally distributed newspaper in the French language in Belgium;
- c) a nationally distributed newspaper in the Dutch language in Belgium;
- d) a nationally distributed newspaper in every country where the Unit is admitted to the official listing of a stock exchange; and
- e) the website of the Company.

20.2. Notifications which pursuant to the law or these articles must be addressed to the general meeting, may be included in either the convocation for a general meeting or in a document which will be deposited for inspection at the Company, provided this is stated in the convocation.”

For  Against  Abstention

### 6.3.4 Article 21: Lodging of securities and of proxies.

Proposal to amend article 21 as follows:

“Article 21: Record date and proxies

- a) A shareholder is entitled to attend the general meetings of shareholders of the Company and to vote at such meeting regardless of the number of shares which he holds on the day of the general meeting of shareholders, provided that:
  - (i) at midnight Central European Time, on the twenty-eighth (28<sup>th</sup>) day preceding the date of the general meeting of shareholders (the “record date”), his Twinned Shares are recorded in his name:
    - in the shareholders’ register of the Company; or
    - in the accounts of his bank or financial institution; or
    - by delivering them to a financial intermediary when the shareholder is owner of physical bearer Twinned Shares; and
  - (ii) at the latest on the sixth (6<sup>th</sup>) day preceding the date of the general meeting of shareholders, the Company has been informed of his intention to take part in the meeting:
    - o directly by the shareholder being the owner of registered Twinned Shares on the record date; or
    - o through the financial intermediary of the shareholder being the owner of bearer Twinned Shares on the record date.
- b) Any shareholder may take part in, and vote at, a general meeting of shareholders, either in person or by appointing a proxy holder, who need not be a shareholder. A shareholder may also give, in accordance with applicable legal provisions, a proxy to a person designated by the board of directors of the Company or by the board of directors of ageas SA/NV, provided that the proxy form allows a similar vote in both the general meetings of shareholders of the Company and of ageas SA/NV, insofar as the items on the agendas of both meetings are similar.  
The Company must receive the proxy at the latest on the sixth (6<sup>th</sup>) day preceding the date of the general meeting of shareholders.
- c) When more than one person has rights to the same Twinned Share, the exercise of the rights pertaining to such Twinned Share is suspended until one single person is designated to exercise these rights.”

For  Against  Abstention

**6.4 Section: FINANCIAL YEAR – ANNUAL ACCOUNTS – DIVIDENDS**

**Article 26: Dividend**

Proposal to amend article 26, k as follows:

“The Company will announce in:

- a) a nationally distributed newspaper in The Netherlands;
- b) a nationally distributed newspaper in the French language distributed in Belgium; and
- c) a nationally distributed newspaper in the Dutch language distributed in Belgium,

the conditions and the manner in which, depending on the election which has been made (or deemed been made), the dividends will be made payable.”

**For**  **Against**  **Abstention**

**6.5 Section: AMENDMENT OF THE ARTICLES OF ASSOCIATION -DISSOLUTION- LIQUIDATION**

**Article 27: Amendment of the articles of association – Dissolution – Liquidation**

Proposal to amend article 27, b as follows:

“The resolution to dissolve the Company may only be passed at a general meeting of shareholders at which more than half of the issued capital is represented and by at least three-quarters of the votes cast; if the required capital is not represented at a meeting convened for this purpose, then a new meeting shall be convened, which meeting may pass the resolution to dissolve the Company regardless of the represented capital, but by at least three-quarters of the votes cast.”

**For**  **Against**  **Abstention**

**6.6 General provision**

Proposal to authorize any and all members of the Board of Directors as well as any and all civil-law notaries, associates and paralegals practising with De Brauw Blackstone Westbroek to draw up the draft of the required notarial deed of amendment to the Articles of Association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment to the Articles of Association.

**For**  **Against**  **Abstention**

Signed in ....., on ..... 2011.

Signature(s)\*

*(\*) Proxies given by a usufructuary and a bare owner are only valid jointly and when they are made up in the name of the same representative.*

**This document should arrive in complete form no later than Thursday 21 April 2011 at the company specified below.**  
**ageas SA/NV – Corporate Administration**  
**Rue du Marquis 1 – 1000 Brussels - Belgium**  
**Fax: +32 (0)2 557 57 57**  
**E-mail: [general.meeting@ageas.com](mailto:general.meeting@ageas.com)**

We would appreciate it if you would provide us with a telephone number and an e-mail address where we can reach you if necessary:

Private: .....Office .....

E-mail: .....