PRESS RELEASE

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Regulated information - **Ageas and Fortis Bank agree on RPN/RPN(I) and call Tier 1 instrument subject to the acceptance rate on the CASHES tender offer**

Ageas and Fortis Bank reached an agreement on a partial settlement of the RPN/RPN(I)[1] and full call of Tier 1[2] instrument (ISIN BE0117584202) issued by Fortis Bank and for 95% held by Ageas. The settlement and call are both subject to BNP Paribas reaching at least a 50% success rate on a cash tender of CASHES[3], launched today.

The RPN/RPN(I) fully relates to the CASHES. Fortis Bank serves the coupon on this security and therefore reports the securities as an on-balance liability; ageas SA/NV and ageas N.V. are co-obligors, and as such, report their commitment only as a contingent liability.

The parties agreed that BNP Paribas will launch a cash tender on the CASHES via a reverse book building process. At a second stage, BNP Paribas will convert the acquired CASHES into its underlying Ageas shares, with a commitment not to sell them for a period of 6 months, and collect an indemnification from Ageas. The RPN/RPN(I) mechanism will cease to exist in proportion to the CASHES converted. The redemption of the Tier 1 securities and the indemnification payment will be netted.

Rationale for Ageas

- Reduced credit exposure

  Ageas has a substantial credit exposure to Fortis Bank, due to the hybrid instruments issued before the break-up of Fortis in 2008[4]. Assuming that BNP Paribas is successful in reaching the minimum threshold level, the reduction in this exposure will range between EUR 2.5 and EUR 4.0 billion, depending upon the acceptance rate (EUR 1 billion of Tier 1 instrument and EUR 1.5 to 3.0 billion on the CASHES).

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[1] The RPN(I) is a financial instrument held by ageas SA/NV and ageas N.V. that results in quarterly payments being made to, or received from, Fortis Bank SA/NV. Each quarterly interest payment (3 month EURIBOR + 20 bps) is paid over a reference amount of a Relative Performance Note (RPN). This RPN was designed to avoid accounting volatility at Fortis Bank SA/NV with regard to the market value changes of the CASHES and its underlying 125,313,283 Ageas shares.

[2] EUR 1,000 million of Redeemable Perpetual Cumulative Coupon Debt Securities (ISIN BE0117584202) issued by Fortis Bank SA/NV in 2001, for EUR 952.9 million owned by ageas N.V. since 26 September 2011 as result of an exchange for cash with previous holders after Fortis Bank decided not to call these bonds at their first call date, this exchange being in line with a Support Agreement entered into by the former Fortis' parent companies, now ageas SA/NV and ageas N.V.

[3] CASHES, EUR 3 billion Convertible And Subordinated Hybrid Equity-linked Securities (ISIN BE0933899800) floating rate (3 month EURIBOR + 200 bps) securities of Fortis Bank SA/NV, with the former Fortis' parent companies, now Ageas N.V. and Ageas SA/NV, as "Co-obligors", issued in 2007, convertible in 125,313,283 Ageas shares

4 Ageas has on lent, via Ageas Hybrid Financing, approximately EUR 0.9 billion in Tier 1 instrument to Fortis Bank, it owns approximately EUR 1 billion of the above mentioned Tier 1 instrument, is co-obligor on the EUR 3 billion CASHES and has granted a support agreement on the EUR 1 billion Redeemable Perpetual Cumulative Coupon Debt securities issued by Fortis Bank in 2004 (ISIN BE 0119806116 respectively BE0119807122).

- Decreased volatility in the results

Via the RPN/RPN(I) mechanism, the accounting volatility due to movements in the value of CASHES and its underlying Ageas shares were so far transferred to Ageas. This has resulted in substantial complexity and volatility in the Ageas results in the past years. Assuming that BNP Paribas is successful in reaching the minimum threshold level, this transaction will substantially reduce the volatility in function of the acceptance rate.

- Improved liquidity

The liquidity profile of Ageas will improve as a result of the full redemption of the Tier 1 instrument Ageas holds, notwithstanding the indemnity payment that Ageas will make.

Financial Impact

The final results of the tender and the exact indemnification will be published after the conversion of the CASHES.

Indemnity

Ageas's indemnification to BNP Paribas will be determined based on a number of parameters:

- the number of CASHES converted
- the offer price of the cash tender of CASHES
- the underlying Ageas share price at conversion.

BNP Paribas has indicated that the Offer price will range between 45% and 47.5%. Based on the above factors, the indemnifications will range from EUR 200 million to EUR 475 million according to the success rate, respectively 50 and 100%. If less than 100% of the CASHES is tendered, Ageas will pay Fortis Bank an annual indemnification.

Shares outstanding

If the tender offer is successful and subject to the exchange ratio of CASHES, the number of shares entitled to dividend and voting rights will increase with a range from 62.6 to 125.3 million shares, representing respectively 2.5% to 5% of the shares outstanding per year end 2011.

Result

The transactions will influence the result in various ways:

- Positive impact due to redemption Tier 1 instrument

Ageas holds the Tier 1 securities at an amortized cost value in its books. This value amounts to EUR 794 million at year end 2011, while it will receive EUR 953 million. This will positively affect the first quarter 2012 result before tax with EUR 159 million.

- Positive impact due to pro rata release of RPN(I) liability

Ageas expects to value its RPN(I) liability at EUR 190 million at year end 2011. Due to the exchange, the RPN/RPN(I) partially ceases to exist. Ageas will record a result on the partial cancellation of the RPN(I).

- Negative effect due to indemnifications

The indemnifications will range from EUR 200 million to EUR 475 million according to the success rate, respectively 50 and 100%.

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Solvency/Equity

The results stated above will influence the equity of the General Account and Group solvency. However, the solvency of the operating insurance companies will not be affected.

Net Cash position

If the tender offer is successful, Ageas will receive EUR 953 million for the Tier 1 instrument, but will at the same time pay the pro rata share of the above stated indemnity. Net proceeds, to be received on 26 March 2012, will range from EUR 475 million to EUR 750 million.

Time schedule

The tender offer will close on Monday 30 January 2012, end of the business day in London.

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