



Brussels, 23 March 2021

THE BOARD OF DIRECTORS OF AGEAS SA/NV INVITES THEIR SHAREHOLDERS TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON

**THURSDAY, 22 APRIL 2021, AT 10.30 AM**

at the headquarters of ageas SA/NV  
Rue du Marquis 1  
1000 Brussels

Referring to past experience, we draw however your attention on the fact that this Meeting will not attain the required attendance quorum – i.e. that at least 50% of the capital must be represented – and that thus this Meeting will not be able to decide validly.

*In addition, given the current situation and the measures installed by the Belgian authorities to contain the spread of the Covid-19 or coronavirus, Ageas recommends that you do not appear at this Meeting which, as indicated above, will not be able to decide validly.*

You will be officially informed on Saturday 17 April 2021 that this Meeting was unable to attain the required attendance quorum and will then be invited to the Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV to be held on Wednesday 19 May 2021.

**Taking into account the uncertainties related to the evolution of the COVID-19 health crisis, these Meetings will be organized in accordance with the rules and recommendations that will apply.**

## AGENDA

1. Opening
2. Amendments to the Articles of Association

### **Section: DEFINITIONS**

#### 2.1 Article 1: Definitions

Proposal to amend paragraph a) of article 1 by adding “*(in short Ageas)*”, as indicated in italics below:

“a) the Company: the company with limited liability incorporated under the laws of Belgium (société anonyme/naamloze vennootschap) ageas SA/NV (*in short Ageas*), with registered office established in the Brussels Capital Region;

### **Section: NAME – FORM – REGISTERED OFFICE - PURPOSE**

#### 2.2 Article 4: Purpose

##### 2.2.1 Special report

Communication of the special report by the Board of Directors on the proposed amendments to the purpose clause in accordance with article 7:154 of the Belgian Companies and Associations Code.

##### 2.2.2 Proposal to amend paragraph c) and d) of article 4 by adding “*that serve to realize the purpose of the company*” as indicated in italics below:

b) The purchase, subscription, exchange, assignment and sale of, and all other similar operations relating to, every kind of transferable security, share, stock, bond, warrant and government stock, and, in a general way, all rights on movable and immovable property, as well as all forms of intellectual rights, *that serve to realize the purpose of the company.*

- c) Administrative, commercial and financial management and the undertaking of every kind of study for third parties and in particular for companies, partnerships, enterprises, establishments and foundations in which it holds a participating interest, either directly or indirectly; the granting of loans, advances, guarantees or security in whatever form, and of technical, administrative and financial assistance in whatever form, *that serve to realize the purpose of the company.*

## **Section: CAPITAL – SHARES**

### **2.3 Article 5: Capital**

Cancellation of ageas SA/NV shares

Proposal to cancel 3,520,446 own shares acquired by the company.

The unavailable reserve created for the acquisition of the own shares as required by article 7:219 of the Belgian Code of Companies and Associations will be cancelled.

Article 5 of the Articles of Association will be accordingly modified and worded as follows:

*“The Company capital is set at one billion, five hundred and two million, three hundred sixty-four thousand, two hundred seventy-two euros and sixty cents (EUR 1,502,364,272.60) and is fully paid up. It is represented by one hundred and ninety-one million, thirty-three thousand, one hundred and twenty-eight (191.033.128) Shares, without indication of nominal value.”*

The General Meeting resolves to delegate all powers to the Company Secretary, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions required for the execution of the decision of cancellation.

### **2.4 Article 6: Authorized capital**

#### **2.4.1 Special report**

Communication of the special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with article 7:199 of the Belgian Companies and Associations Code.

- 2.4.2 Proposal to (i) authorize, for a period of three years starting on the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association resolved by the Extraordinary General Meeting of Shareholders which will deliberate on this point, the Board of Directors to increase the company capital, in one or more transactions, by a maximum amount of EUR 150,000,000 as mentioned in the special report by the Board of Directors, (ii) therefore, cancel the unused balance of the authorized capital, as mentioned in article 6 a) of the Articles of Association, existing at the date mentioned under (i) above and (iii) modify article 6 a) of the Articles of Association accordingly, as set out in the special report by the Board of Directors.

## **Section: BOARD OF DIRECTORS AND MANAGEMENT**

### **2.5 Article 12: Management of the Company**

Proposal to amend paragraph a) of article 12 by replacing the end of that paragraph by the text indicated in italics below;

- a) The Company has an executive committee in accordance with article 45 of the Law regarding the statute and supervision of insurance and reinsurance companies *to which all management powers described in article 7:110 of the Companies and Associations Code are delegated by the Board of Directors.*

## **3. Acquisition of ageas SA/NV shares**

Proposal to authorize the Board of Directors of the company for a period of 24 months starting after the publication of the articles of association in the Annexes to the Belgian State Gazette, to acquire ageas SA/NV shares for a consideration equivalent to the closing price of the ageas SA/NV share 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 number of shares which can be acquired by the Board of Directors of the company and its direct subsidiaries within the framework of this authorization cumulated with the authorization given by the General Meeting of Shareholders of 20 May 2020 will not represent more than 10% of the issued share capital.

## **4. Close**

## ↳ Attendance at the Meeting

As in previous years, this first Meeting will only establish formally that it has not attained the required quorum and is thus unable to decide validly.

Holders of shares registered with the company who nevertheless wish to participate in this first Meeting, **while ensuring that the recommendations issued by the Belgian authorities in the context of the coronavirus crisis are respected**, are requested:

Shareholders who nevertheless wish to participate in this first Meeting are requested to comply with the following formalities:

- Shareholders whose shares are registered directly with the company: to advise the company in writing of their intention to attend and of the number of shares for which they intend to exercise their voting rights by Friday 16 April 2021 at the latest. The company will then determine the shareholding on the Record Date.
- Holders of dematerialized shares should notify their bank or financial institution (via their branch) of their intention to attend the Meeting no later than Friday 16 April 2021. The banks and other financial institutions must notify the company of their clients' instructions no later than Friday 16 April 2021.
- Shareholders must submit a proxy form by Friday 16 April 2021 (either to the postal address, or to the email address shown below) if they wish to be represented at the meeting. A proxy model can be obtained upon simple request from the company's registered office or can be downloaded from [www.ageas.com/en](http://www.ageas.com/en) "Investors - Shareholders - Shareholders General Meeting".

We ask shareholders to note that their wish to attend the meeting will only be met insofar as they hold shares registered **at midnight (CET) on THURSDAY 8 APRIL 2021**.

## ↳ Right to amend the agenda and right to ask questions

One or more shareholders representing at least one per cent of the share capital or holding shares with a market value of at least EUR 50 million have the right to place new items on the agenda of a General Meeting and to table draft resolutions on existing or new agenda items.

The right to request the addition of items to the agenda or submit proposals of decisions relating to existing agenda items does not apply to a second Extraordinary General Meeting of Shareholders that must be convened for lack of an attendance quorum at the first Extraordinary General Meeting of Shareholders.

In order for shareholders to be able to exercise their right to amend the agenda, they must prove that on the day on which they submit their request they actually own at least one per cent of the share capital or hold shares with a market value of at least EUR 50 million. They must also ensure that the appropriate number of shares is registered on the record date in accordance with the registration formalities described above.

Ownership of shares on the day on which the request is submitted can be proved as follows:

- In the case of **shares registered directly with the company**: by means of an entry in the register of registered ageas SA/NV shares.
- In the case of **shares that are registered through a bank or other financial institution**: by means of a book entry certificate issued by an authorized custody account keeper or clearing institution.

Requests must be accompanied by the text of the items to be added to the agenda and the related draft resolutions, and/or by the text of the draft resolutions concerning existing or new agenda items. Requests must also mention a postal address or email address to which ageas SA/NV can send confirmation of receipt.

The company must receive requests to place items on the agenda and to table draft resolutions no later than **midnight (CET) on Wednesday 31 March 2021**.

As the case may be, Ageas will publish an updated agenda no later than Wednesday 7 April 2021. At the same time a modified proxy form will be published on the website. All proxies previously submitted will nevertheless remain valid with regard to the agenda items they refer to.

In addition, shareholders have the right to submit, prior to the Meeting, questions in writing to the Board of Directors concerning the agenda items and the board's report, if any, as well as questions in writing to the statutory auditor about his report as the case may be. They also have the right to ask questions orally about the agenda items and reports during the Meeting.

Questions submitted in writing will only be answered if the shareholder in question has completed the registration formalities mentioned above by the record date and has given notice of his intention to attend the Meeting by Friday 16 April 2021 and provided that the question in writing is received by the company no later than **Friday 16 April 2021**.

Shareholders who comply with the above-mentioned conditions should send requests concerning their amendment right to the agenda and to ask questions to the postal address, email address or fax number mentioned in this convening notice (see under the heading 'Practical Information').

#### **Available documents**

Beside the proxy model mentioned above, are available free of charge at the company's registered office to the shareholders and to all interested parties.

- The special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Companies and Associations Code.
- The special report by the Board of Directors on the proposed amendments to the purpose clause in accordance with article 7:154 of the Companies and Associations Code

**Taking into account the circumstances associated with the spread of the coronavirus (COVID-19), we invite you to consult these documents only on the Ageas website, as indicated below.**

All documents relating to the meeting can also be found on Internet: [www.ageas.com/en](http://www.ageas.com/en) "Investors - Shareholders - Shareholders General Meeting".

#### **Data protection**

The Company is responsible for the processing of the personally identifiable information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws. Such information will be used for the purposes of analysing and administering the attendance and voting process in connection with the Meeting and will be transferred to third parties assisting in the administration of the voting process.

For more information about the processing of your personal data by Ageas, you can use the link: [https://www.ageas.com/sites/default/files/file/file/Ageas\\_Privacy\\_Notice\\_Shareholders\\_EN.pdf](https://www.ageas.com/sites/default/files/file/file/Ageas_Privacy_Notice_Shareholders_EN.pdf).

You can receive information about the processing of your personal data or exercise your rights by sending a dated request to Ageas to the following email address: [privacy@ageas.com](mailto:privacy@ageas.com).

#### **Practical information**

Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting, or have other queries, are invited to contact the Company:

ageas SA/NV  
Corporate Administration  
Rue du Marquis 1 Box 7  
1000 Brussels  
Tel.: +32 (0)2 557 57 30  
Fax: +32 (0)2 557 57 57  
E-mail: [general.meeting@ageas.com](mailto:general.meeting@ageas.com)

Press office: +32 (0)2 557 57 36

The Board of Directors



Bart De Smet  
Chairman