



Brussels, 19 March 2019

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

THURSDAY, 18 APRIL 2019, AT 10.30 AM

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

Referring to past experience, we draw however the attention of the shareholders 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.

The shareholders will be officially informed on this matter on Saturday 13 April 2019 and will then be invited to the Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV to be held on Wednesday 15 May 2019.

We also ask the shareholders to note that they will be admitted to the Meeting and be able to vote based solely on the number of shares that they hold on the Record Date and about which they have made known their intention to exercise their voting rights at the Meeting, regardless of the number of shares that they hold on the day of the Meeting.

The Record Date has been set at midnight (CET) 4 April 2019, in accordance with article 18, a) of the company's articles of association.

AGENDA

- 1. Opening**
- 2. Amendments to the Articles of Association**

Section: CAPITAL – SHARES

2.1 Article 5: Capital

Cancellation of ageas SA/NV shares

Proposal to cancel 4.647.872 own shares acquired by the company in accordance with article 620 §1 of the Companies Code. The unavailable reserve created for the acquisition of the own shares as required by article 623 of the Companies Code 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 hundred and ninety-eight million, three hundred seventy-four thousand, three hundred and twenty-seven (198.374.327) 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.

2.2 Article 6: Authorized capital

2.2.1 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 604 of the Belgian Companies Code.

2.2.2 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 148.000.000 as 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 6 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 on this point and (ii) 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

2.3 Article 10: Board of Directors

Proposal to change paragraph a) of article 10 as follows;

- a) The board of directors consists of a maximum of *fifteen (15)* members. The board members who are members of the executive committee are named executive board members. The other board members are named non-executive board members. The majority of the board members shall be non-executive board members.

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 close of the Extraordinary General Meeting which will deliberate upon this item, 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 16 May 2018 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.

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 12 April 2019 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 12 April 2019. The banks and other financial institutions must notify the company of their clients' instructions no later than Friday 12 April 2019.
- Shareholders must submit a proxy form by Friday 12 April 2019 (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 "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 4 APRIL 2019**.

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 27 March 2019**.

As the case may be, Ageas will publish an updated agenda no later than Wednesday 3 April 2019. 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 12 April 2019 and provided that the question in writing is received by the company no later than **Friday 12 April 2019**.

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, the special report by the Board of Directors, prepared in accordance with Article 604 of the Companies' Code is available at the company's registered office free of charge to all shareholders and to any interested third party.

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

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:

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Corporate Administration
Rue du Marquis 1 Box 7
1000 Brussels
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The Board of Directors



Jozef De Mey
Chairman