

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name ageas SA/NV		2 Issuer's employer identification number (EIN) 98-0696971	
3 Name of contact for additional information Joep Kasperts	4 Telephone No. of contact +31 (0)30 2525 365	5 Email address of contact joep.kasperts@ageas.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact AGEAS SA/NV; MARKIESSTRAAT 1		7 City, town, or post office, state, and Zip code of contact 1000 Brussels, Belgium	
8 Date of action August 7, 2012	9 Classification and description Common Stock		
10 CUSIP number ADR 00844W 20 8	11 Serial number(s)	12 Ticker symbol AGS	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Prior to August 7, 2012, the ageas business was held through two entities, ageas NV ("Dutch NV") and ageas SA/NV ("Belgian SA/NV"), both listed under a dual primary listing. Shareholders held units, consisting of one ageas SA/NV share and one ageas NV share. On August 7, 2012, ageas completed a two-part restructuring consisting of a merger followed by a reverse stock split. Pursuant to the merger, Dutch NV merged with and into Belgian SA/NV with Belgian SA/NV surviving. All assets and liabilities of Dutch NV were transferred to Belgian SA/NV. Upon the merger taking effect, the shareholders received a newly issued share of Belgian SA/NV in exchange for each share (part of the unit) of Dutch NV they held prior to the merger. The total number of Belgian SA/NV shares immediately after the merger was 4,862,425,452. Immediately after the merger, Belgian SA/NV entered into a reverse stock split pursuant to which every 20 of its post-merger shares was exchanged for a single share. Fractional shares were not issued as a result of the reverse stock split; instead, holders of a number of shares not evenly divisible by 20 received cash upon the surrender of such shares ("Fractional shares"). The number of Fractional shares is considered to be de minimis. As a consequence of the merger and the reverse stock split, there were 243,121,272 Belgian SA/NV shares outstanding at the end of the day on August 7, 2012.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A shareholder's total tax basis in its shares after the transaction should equal that shareholder's total tax basis in its pre-transaction units, less the tax basis allocated to that shareholder's Fractional shares. On a share-by-share basis, a shareholder's tax basis in each Belgian SA/NV share held after the transaction should equal its pre-transaction, per-unit tax basis multiplied by 10. To the extent the shares surrendered were acquired by a shareholder on different dates or at different prices, the shares of stock received shall be divided into segments based on the relative fair market values of the shares of stock surrendered in exchange for such shares received. Each segment shall have a tax basis and holding period allocated to it corresponding to those of the original shares surrendered. However, if the shareholder is not able to identify which particular share (or allocable portion of a share) is received in exchange for a particular share, the shareholder may designate which share of stock is received in exchange for a particular share, provided that such designation is consistent with the terms of the exchange. Such designation must be made on or before the date upon which the tax basis becomes relevant (e.g., when the shares are sold or transferred).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The reverse stock split involved the receipt by shareholders of one (1) share of common stock for every twenty (20) shares of Belgian SA/NV immediately after the merger took place. The market value of the common stock was not applicable in determining the calculation of shareholder's tax basis in the shares received in the stock split. Rather, the calculation is based on the tax basis in the shares held prior to the transaction.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The merger of Dutch NV with and into Belgian SA/NV followed by the reverse stock split qualifies as one or more reorganizations within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended (the "IRC"). In general, the federal income tax consequences to the shareholders are determined under IRC sections 354, 356, 358, and 1221 (and, for any shareholders receiving solely cash in exchange for for all of their shares, IRC sections 1001 and/or 302).

18 Can any resulting loss be recognized? ► Shareholders receiving a cash payment in the sale of Fractional shares may be eligible to recognize loss to the extent the tax basis allocated to the Fractional shares was greater than the cash payment received for those shares, subject to other relevant provisions of the Internal Revenue Code regarding loss recognition limitations.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year is the 2012 calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ► [Handwritten Signature] Date ► 21-09-2012
 Print your name ► Bard De Smet Title ► CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	James K Sams	<u>[Handwritten Signature]</u>	9-18-12		P01261298
	Firm's name ► KPMG LLP			Firm's EIN ►	13-5565207
	Firm's address ► 1767 International Drive, Mclean, VA 22102			Phone no.	703-286-8492