



Brussels, 13 April 2024.

As announced in the convocation of 14 March 2024, the Board of Directors of ageas SA/NV confirms that the Extraordinary General Meeting of Shareholders of ageas SA/NV of 17 April 2024 will not achieve the required attendance quorum, i.e. representation of at least 50% of the share capital, and will thus be unable to decide validly regarding its agenda items. A new General Meeting will therefore be convened which, regardless of the share capital represented, will be able to deliberate validly regarding all agenda items.

THE BOARD OF DIRECTORS OF AGEAS SA/NV IS PLEASED TO INVITE THE SHAREHOLDERS TO ATTEND THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AGEAS SA/NV AS WELL AS THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD AFTER THE ORDINARY GENERAL MEETING ON

WEDNESDAY 15 MAY 2024 AT 10.30 A.M.

at the Auditorium of AG Insurance
AG Campus
Rue du Pont Neuf 17, 1000 Brussels

We ask the shareholders to note that they will only be admitted to the Meetings 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 your voting rights at the Meetings, regardless of the number of shares that they hold on the day of the Meetings.

The Record Date has been set at midnight (CET) on Wednesday 1 May 2024, in accordance with article 18 a) of the company's articles of association.

AGENDA of the Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV

1. Opening

2. Annual Report and Accounts, Dividend and Discharge of Liability

2.1 Annual report and accounts

- 2.1.1 Discussion of the annual report on the financial year 2023.
- 2.1.2 Discussion of the consolidated annual accounts for the financial year 2023.
- 2.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2023 and allocation of the results.

2.2 Dividend

- 2.2.1 Information on the dividend policy.
- 2.2.2 Proposal to distribute a total dividend of EUR 3.25 per ageas SA/NV share. As an interim dividend of EUR 1.5 per ageas SA/NV share was already paid in October 2023, an additional EUR 1.75 will be payable as from 7 June 2024.

2.3 Discharge

- 2.3.1 Proposal to grant discharge of liability to the members of the Board of Directors for the financial year 2023.
- 2.3.2 Proposal to grant discharge of liability to the auditor for the financial year 2023.

3. Remuneration report and policy

3.1 Discussion and proposal to approve the remuneration report.

The remuneration report on the 2023 financial year can be found in the Corporate Governance Statement section of the Ageas Annual Report 2023.

3.2 Discussion and proposal to approve the remuneration policy.

*The remuneration policy can be found on the ageas website-
<https://www.ageas.com/sites/default/files/file/file/24-03%20-%20Remuneration%20Policy.pdf>*

3.3. Proposal to approve the following changes to the remuneration of certain members of the Board of Directors, applicable as from 1 January 2024:

The remuneration committee discussed a competitive review of the remuneration of the Non-Executive Board Directors based on the benchmark provided by Willis Towers Watson.

Taking in account the market positioning of the Non-Executive Director Fees with reference to BEL- 20 data, the remuneration committee recommends validating below proposals:

- increasing the fixed fee for the Chairman from EUR 120,000 to EUR 150,000;
- maintaining the fixed fee for the other Board members;
- increasing the attendance fee for the Board Committees to EUR 2,500 (EUR 2,000 before), same for the Committee Chair and EUR 2,000 (EUR 1,500 before) for the Committee members;
- keeping the same fees for the Board of the consolidated entities.

4. Appointments and Reappointments

Board of Directors

Appointments

- 4.1 Proposal to appoint Ms. Françoise Lefèvre as an independent¹ non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2028. The Board of Directors confirms that it has no indication of any factor that might cast doubt on the independence of Ms. Françoise Lefèvre within the meaning of Art. 7:87, §1, first sub-paragraph of the Belgian Companies and Associations Code.

Françoise Lefèvre holds a Law degree from the ULB, Free University of Brussels and has been admitted to the Brussels Bar since 1981. She was also admitted as solicitor of the Supreme Court of England and Wales from 2002 to 2021. She started her career as associate and then as partner in three different law firms. Françoise is a specialist in national and international arbitration, both ad hoc and institutional (ICC, UNICTRAL, LCIA, Cepani, NAI, etc.), as counsel and as arbitrator. She has been the worldwide litigation and arbitration head of Linklaters from 2007 to 2010, before chairing its global international arbitration practice until 2016. She has an extensive experience in construction law, contract law, corporate disputes, regulatory investigations, white collar crime and banking law. As one of the leading arbitration experts in Belgium, Françoise is regularly invited to discuss her practice at universities and seminars and has many publications in this field.

- 4.2 Proposal to appoint Mr. Xavier de Walque as an independent¹ non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2028. The Board of Directors confirms that it has no indication of any factor that might cast doubt on the independence of Mr. Xavier de Walque within the meaning of Art. 7:87, §1, first sub-paragraph of the Belgian Companies and Associations Code.

Xavier de Walque holds a University Degree in Business Engineer performed at Solvay Business School, ULB. He completed his education background by an MBA in tax administration at E.H.S.A.L. Management School. Xavier began his career as adviser to the vice-prime Minister in charge of economic, financial and tax affairs (1988 – 1991). Then, he worked 10 years at Cobepa (Paribas Group) and entered the Dexia Group where he occupied several positions between 2001 and May 2011. Since May 2011, he is the CFO and the Member of the Executive Committee of Cobepa (Compagnie Benelux Participations) and has taken several Board mandates within group companies. He is also a Member of the Board of Directors and Chairman of the Audit Committee of Cofinimmo. From April 2012 to April 2024, he was also Member of the Board of AG Insurance. During that period, he joined several Board committees (Risk, Audit, ...).

¹ To be understood with the meaning of the Act of 13 March 2016 regarding the statute and supervision of insurance and reinsurance enterprises

- 4.3 Proposal to appoint Mr. Christophe Vandeweghe as an executive member of the Board of Directors of the company, for a period of 4 years, until the close of the Ordinary General Meeting of Shareholders in 2028.

Christophe Vandeweghe holds a University Degree in Applied Economics performed at KU Leuven where he performed as well a graduate in Additional Study Insurance and a Master of Financial and Actuarial Engineering. He completed his education background by a MBA in Financial Services & Insurance performed at Vlerick Business School, University of St Gallen & HEC Montréal. He is also Certified Management Accountant as from January 2021.

Christophe began his career at ING Insurance, continued it at Deloitte and started at Ageas as from October 2014. He was CRO of Continental Europe and he has been an Executive Board member of Ageas Portugal since February 2018, first as CRO and as from November 2019 as CFO (responsible for investments, ALM, accounting, actuarial, reinsurance & planning & control). He also took up several Board mandates within group companies.

Reappointments

- 4.4 Proposal to re-appoint Mr. Hans De Cuyper as an executive member of the Board of Directors of the company, for a period of 4 years, until the close of the Ordinary General Meeting of Shareholders in 2028.
- 4.5 Proposal to re-appoint Ms. Yvonne Lang Ketterer as an independent¹ non-executive member of the Board of Directors of the company, for a period of 4 years, until the close of the Ordinary General Meeting of Shareholders in 2028. The Board of Directors confirms that it has no indication of any factor that might cast doubt on the independence of Ms. Yvonne Lang Ketterer within the meaning of Art. 7:87, §1, first sub-paragraph of the Belgian Companies and Associations Code.

5. Reappointment of the statutory auditor and appointment of an auditors' firm for the audit of the non-financial reporting (CSRD)

- 5.1 Upon recommendation of the Audit Committee, proposal to re-appoint PwC Bedrijfsrevisoren BV / PwC Reviseurs d'Entreprises SRL as Statutory Auditor of the company for a period of three years for the financial years 2024, 2025 and 2026 and to set its remuneration at an annual amount of EUR 933,465 (including expenses and IBR/IRE contribution), subject to a yearly adjustment for indexation as from financial year 2025. For information purposes, PwC Bedrijfsrevisoren BV / PwC Reviseurs d'Entreprises SRL will appoint Mr Kurt Cappoen as its permanent representative.
- 5.2 Directive (EU) 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting requires the performance of a limited assurance engagement on sustainability reporting. Awaiting the transposition of this European directive into national law, proposal to appoint the firm of auditors, PwC Bedrijfsrevisoren BV / PwC Reviseurs d'Entreprises SRL, with registered office at 1831 Diegem, Culliganlaan 5, upon recommendation of the Audit Committee, to carry out this assignment on sustainability reporting. The firm of auditors, PwC Bedrijfsrevisoren BV / PwC Reviseurs d'Entreprises SRL, has appointed Mr Kurt Cappoen as its permanent representative. This assignment will be considered as the legal assignment as provided for by the law transposing the CSRD once it has been enacted.

6. Amendments to the Articles of Association

Section: CAPITAL – SHARES

6.1 Article 6: Authorized capital

6.1.1 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.

- 6.1.2 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.

7. 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 will not represent more than 10% of the issued share capital.

8. Close

PARTICIPATION IN THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS (THE "MEETING")

Principle

Shareholders who would like to be able to cast their vote during the Meeting of ageas SA/NV may:

- attend the Meeting in person;
- have themselves represented at the Meeting: i.e. issue a proxy to a representative who will vote on the shareholder's behalf. This representative can be a representative of ageas SA/NV.

Practical formalities

- Shareholders wishing to attend the Meeting physically
 - **Shareholders whose shares are registered directly with the company** simply have 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, using the form which they have been provided with. The company will then determine the shareholding on the Record Date.
 - **Shareholders whose shares are registered with a bank or other financial institution** should contact the bank or financial institution in question (via their branch) and request them to advise the company of their intention to attend and of the number of shares for which they intend to exercise their voting rights. The bank or financial institution will then confirm the shareholding on the Record Date.
- NB:
- Shareholders should ask their bank or financial institution for proof of their shareholding on the Record Date, which can be presented to the company on the day of the Meeting in the event that the entrance letter has not reached the shareholder in due time.
 - Shareholders who have completed all practical formalities but **have not received an entrance letter, at the latest on 13 May 2024**, may contact ageas SA/NV (see under the heading 'Practical Information') in order to obtain a copy of this document.
- Shareholders who wish to be represented
 - **Shareholders whose shares are registered directly with the company** simply have to return the proxy to ageas SA/NV with which they have been provided. The company will then determine the shareholding on the Record Date.
 - **Shareholders whose shares are not registered with the company** must:
 - 1) return the above-mentioned proxy to ageas SA/NV which is put at the shareholders' disposal on Ageas' website; AND
 - 2) contact the bank or financial institution with which their shares are registered (via their branch) and request them to advise the company of their intention to be represented and of the number of shares for which they intend to exercise their voting rights. The bank or financial institution will then confirm the shareholding on the Record Date.

When presenting themselves shareholders are requested to inform the bank or financial institution of their intention to be represented at the Meeting such that the latter can advise the company thereof.

Deadlines for completing the formalities

We draw the attention of the shareholders to the fact that their intention to participate in the Meeting will only be taken into account to the extent that they are holders of shares registered **ON WEDNESDAY 1 May 2024 at midnight (CET)** (the Record Date).

In addition, shareholders must take the following deadlines into account:

- **Shareholders wishing to attend the Meeting physically**

These shareholders must communicate their intention to participate in the Meeting to the company, their bank or financial institution, as appropriate, no later than **Thursday 9 May 2024** (it being understood that shareholders can present themselves as of the publication of the convocation for the Meeting).

The banks and other financial institutions must notify the company of their clients' instructions no later than **Thursday 9 May 2024**.

- **Shareholders wishing to be represented**

- In the case of **shareholders whose shares are registered directly with the company**, the proxy must be received by the company no later than **Thursday 9 May 2024**.
- **Shareholders who hold shares registered with a bank or other financial institution** must:
 - have communicated their instructions to their bank or financial institution no later than **Thursday 9 May 2024** (it being understood that shareholders can present themselves as of the publication of the convocation for the Meeting).
 - ensure that the proxy is in the possession of the company no later than **Thursday 9 May 2024**.

Attention! We also draw the attention of the shareholders to the fact that the legal deadline for complying with the formalities falls on a public holiday and it will therefore be appropriate to complete these formalities at the latest the day before, namely on **WEDNESDAY 8 MAY 2024**.

Confirmation of vote

Shareholders who have voted in person or by proxy can receive confirmation after the Meeting, upon request to the company, that their vote has been validly registered and counted by the company. This request must be submitted within three months after the date of the vote.

Right to place items on 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 shares 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 Tuesday 23 April 2024**.

As the case may be, ageas SA/NV will publish an updated agenda no later than Tuesday 30 April 2024. 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 Thursday 9 May 2024 and provided that the question in writing is received by the company no later than **Thursday 9 May 2024**.

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 or email address mentioned in this convening notice (see under the heading 'Practical Information').

Available documents

Besides the proxy model mentioned above are also available at the company's registered office free of charge to all shareholders and to any interested third party;

- 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 annual report 2023 of ageas SA/NV;
- The complete version of the statutory annual accounts of the company.

All documents relating to the Meeting are also available on the internet: from www.ageas.com/en "Investors - Shareholders - Shareholders General Meeting".

Data protection

Ageas SA/NV is the controller² of the processing of personal data it receives from shareholders and proxyholders in the context of the Meeting and shall, when processing such data, comply with its obligations under GDPR and other applicable data protection laws. Such personal data will be used for the purposes of preparing 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.

You can find more information about the processing of your personal data by ageas SA/NV using this link:

https://www.ageas.com/sites/default/files/file/file/Ageas_Privacy_Notice_Shareholders_EN_0_0_1_1_0.pdf

As further explained in this privacy notice, you have rights with respect to your personal data (for some of them, subject to applicable legal conditions and limits), namely the right to access, rectify or erase your personal data, as well as the right to restrict processing, the right to object to processing and the right to portability of your data.

In addition, you also can obtain further information about the processing of your personal data by ageas SA/NV or exercise your rights as listed above by sending a request to ageas SA/NV by email to privacy@ageas.com.

² As defined in Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR").

↩ **Practical information**

Shareholders wishing to obtain information relating to the modalities of participation in the Meeting are invited to contact the company:

ageas SA/NV
Corporate Administration
Avenue du Boulevard 21 (14th floor)
1210 Brussels
Tel: +32 (0)2 557 56 72
E-mail: general.meeting@ageas.com

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

The Board of Directors

A handwritten signature in black ink, appearing to read 'Bart De Smet', written over a horizontal line.

Bart De Smet
President