



Brussels, 15 April 2023.

As announced in the convocation of 16 March 2023, the Board of Directors of ageas SA/NV confirms that the Extraordinary General Meeting of Shareholders of ageas SA/NV of 19 April 2023 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 17 MAY 2023 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 3 May 2023, 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 2022

2.1.2 Discussion of the consolidated annual accounts for the financial year 2022.

2.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2022 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 per ageas SA/NV share. As an interim dividend of EUR 1.5 per ageas SA/NV share was already paid in October 2022, an additional EUR 1.5 will be payable as from June 2, 2023. The dividend will be funded from the available reserves, as well as from amounts reserved for dividends on previous financial years, but which had not been paid out due to the purchase of own shares.

2.3 Discharge

2.3.1 Proposal to grant discharge of liability to the members of the Board of Directors for the financial year 2022.

2.3.2 Proposal to grant discharge of liability to the auditor for the financial year 2022.

3. Remuneration report

Discussion and proposal to approve the remuneration report.

The remuneration report on the 2022 financial year can be found in the Corporate Governance Statement section of the Ageas Annual Report 2022.

4. Appointments and Reappointments

Board of Directors

Appointments

- 4.1 Proposal to appoint Ms. Alicia Garcia Herrero 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 2027.²

Alicia García Herrero holds two undergraduate degrees, one in economics from Bocconi University and another in business administration from the University of Burgos. She has also conducted graduate studies in International Economics at Kiel Institute of World Economics and a PhD in Economics from George Washington University

Alicia has published extensively in refereed journals and books and is also very active in international media as well as social media.

Alicia is the Chief Economist for Asia Pacific at Natixis. She also serves as Senior Fellow at the Brussels-based European think-tank BRUEGEL, a non-resident Senior Fellow at the East Asian Institute (EAI) of the National University Singapore (NUS) and a Member of the Board of the Center for Asia-Pacific Resilience and Innovation (CAPRI).

Alicia is also Adjunct Professor at the Hong Kong University of Science and Technology.

Finally, Alicia is a Member of the Council of Advisors on Economic Affairs to the Spanish Government and an advisor to the Hong Kong Monetary Authority's research arm (HKIMR) among other advisory and teaching positions.

In previous years, Alicia held the following positions: Chief Economist for Emerging Markets at Banco Bilbao Vizcaya Argentaria (BBVA), Member of the Asian Research Program at the Bank of International Settlements (BIS), Head of the International Economy Division of the Bank of Spain, Member of the Counsel to the Executive Board of the European Central Bank, Head of Emerging Economies at the Research Department at Banco Santander, and Economist at the International Monetary Fund. As regards her academic career, Alicia has served as visiting Professor at John Hopkins University (SAIS program), China Europe International Business School (CEIBS) and Carlos III University.

- 4.2 Proposal to appoint Mr. Wim Guiliams 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 2027.

Wim Guiliams holds a University Degree in Applied Economic Sciences performed at KU Leuven and a DES in Management of Financial Risks performed at Saint-Louis Brussels. He completed his education background by an MBA in Financial Services & Insurance performed at Vlerick Leuven Gent Management School, University of St. Gallen and Universiteit Nyenrode.

Wim was CFO at AG Insurance and Member of the Executive Committee since 2015, heading the departments of Corporate Accounting and Control, ALM, Legal, Tax, Corporate Strategy, Corporate Finance, Project & Information Management Finance until 31 December 2022 and joined Ageas as Deputy CFO on 1 January 2023. Wim also takes several Board mandates within group companies.

Reappointment

- 4.3 Proposal to re-appoint Mr. Emmanuel Van Grimbergen 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 2027.

5. Remuneration of the statutory auditor

PwC Bedrijfsrevisoren BV / PwC Reviseurs d'Entreprises SRL was appointed as Statutory Auditor of the company for a period of three years for the financial years 2021, 2022 and 2023 and set its remuneration at an annual amount of EUR 700,650 for the year 2021. This amount was indexed at 9,65% in 2022 to reach an amount of EUR 768,260 EUR.

Proposal to increase their fees with an additional amount of EUR 95,000 agreed in accordance with IFRS 9/17 on which an indexation of 5% is applied, which will mean for the year ending 31 December 2023 a total remuneration fee of EUR 906,423 (excluding VAT, out-of-pocket expenses and the IRE/IBR fee capped at 3%).

¹ To be understood within the meaning of the Ageas Corporate Governance Charter and the 2020 Corporate Governance Code.

² Subject to approval by the National Bank of Belgium.

6. Amendments to the Articles of Association

Section: CAPITAL – SHARES

6.1 Article 5: Capital

Cancellation of ageas SA/NV shares

Proposal to cancel 1.760.000 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 eighty-seven million, nine hundred seventy-one thousand, one hundred and eighty-seven (187.971.187) 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.

6.2 Article 6: Authorized capital

6.2.1 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 7:199 of the Belgian Companies and Associations Code.

6.2.2 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 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 cumulated with the authorization given by the General Meeting of Shareholders of 18 May 2022 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, have the following options:

- To attend the Meeting in person, taking into account the rules and recommendations that will apply on the day of the Meeting;
- 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 15 May 2023**, 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 3 May 2023 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 11 May 2023** (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 11 May 2023**.

- **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 11 May 2023**.
- **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 11 May 2023** (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 11 May 2023**.

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.

Webcast

The company will organise a broadcast of the Meeting. The shareholders are encouraged to consult Ageas' website prior to the Meeting for information on how to access the broadcast of the Meeting.

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 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 Tuesday 25 April 2023**.

As the case may be, ageas SA/NV will publish an updated agenda no later than Tuesday 2 May 2023. 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 11 May 2023 and provided that the question in writing is received by the company no later than **Thursday 11 May 2023**.

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 2022 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

The Company is responsible for the processing of personal data it receives from shareholders and proxyholders in the context of the Meeting in accordance with 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.

For more information about the processing of your personal data by Ageas, you can use the link below: https://www.ageas.com/sites/default/files/file/file/Ageas_Privacy_Notice_Shareholders_EN.pdf

You also have rights with respect to your personal data, subject to the 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 such data.

You can also receive information about the processing of your personal data or exercise your rights as set out above by sending a request to Ageas by email to the following email address: privacy@ageas.com.

↵ **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