

ATTENTION

(1) Rules applicable to potential conflict of interests

A potential conflict of interests arises in case :

- You appoint as a proxy holder : (i) ageas SA/NV or one of its subsidiaries; (ii) a member of the board of directors or of the corporate bodies of ageas SA/NV or one of its subsidiaries; (iii) an employee or a (statutory) auditor of ageas SA/NV or one of its subsidiaries; (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person;
- Proxy forms are returned without indicating to whom they are addressed, in which case, ageas SA/NV will appoint, as proxy holder, a member of the board of directors of ageas SA/NV or one of its employees.

In case of potential conflict of interests, the following rules will apply:

1. *“the principal must disclose the relevant facts to allow the shareholder to weigh the risks that the principal might have diverging interests”* (Article 7:143, §4, 2° of the Companies and Associations Code). For example, a director will have the tendency, absent any explicit voting instructions from the shareholder, to systematically vote in favour of the resolutions proposed by the board of directors. This will be same for an employee who is, by definition, subordinated to the company.
2. *“the principal may only cast a vote for and on behalf of the shareholder if he obtains specific voting instructions for each item on the agenda”* (Article 7:143, §4, 2° of the Companies and Associations Code). The company therefore urges you to express a specific voting instruction by ticking one box for each item on the agenda.

(2) Rules applicable to the voting modalities

- In case of a conflict of interests

If you fail to tick the box for an item on the agenda, you will be deemed to have granted to the proxy holder in a situation of conflict of interests the specific instructions to vote in favour of such item. If, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always abstain in relation to the resolution(s) concerned.

- In absence of a conflict of interests

- If no specific voting instruction for an item on the agenda has been given in this form, or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will vote pursuant to the instructions otherwise received from the principal and, failing that, in the best interest of the principal.
- If however a proxyholder has given specific voting instructions, the received voting instructions will be counted in advance and systematically recorded for each point.

A. VOTING INSTRUCTIONS RELATING TO THE EXISTING ITEMS ON THE AGENDA

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

2.1 Annual report and accounts

2.1.3 Proposal to approve the statutory annual accounts of the company for the financial year 2022 and allocation of the results.

For Against Abstention

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

2.2 Dividend

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.

For Against Abstention

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

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.

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

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

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

3. Remuneration report

Proposal to approve the remuneration report.

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

4. Appointments and Reappointments

Board of Directors

Appointments

4.1 Proposal to appoint Ms. Alicia Garcia Herrero as an independent² 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 2027.³

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

4.2. Proposal to appoint Mr. Wim Guilliams 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.

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

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.

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

5. Remuneration of the statutory auditor

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%).

For **Against** **Abstention**

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

² To be understood within the meaning of the Ageas Corporate Governance Charter and the 2020 Corporate Governance Code.

³ Subject to approval by the National Bank of Belgium.

6. Amendments to the Articles of Association

Section: CAPITAL – SHARES

6.1 Article 5: Capital

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.

For Against Abstention

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

6.2 Article 6: Authorized capital

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.

For Against Abstention

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

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.

For Against Abstention

In case of conflict of interests, except if you tick a box, you will be deemed to have granted to the proxy holder the specific instruction to vote in favour of the-resolution proposal.

B. VOTING INSTRUCTIONS RELATING TO ITEMS AND/OR NEW/ALTERNATIVE RESOLUTIONS PROPOSALS SUBSEQUENTLY ADDED TO THE AGENDA PURSUANT TO ARTICLE 7:130 OF THE COMPANIES AND ASSOCIATIONS CODE

Pursuant to Article 7:130, §3 of the Companies and Associations Code, the company will issue a new shareholders' proxy form comprising the new resolutions proposals and/or the new/alternative decisions that would be subsequently added to the agenda so as to allow the shareholder to give specific voting instructions thereon.

The following voting instructions will therefore only be applicable if you fail to duly send to your proxy holder new specific voting instructions after the date of this proxy form.

1. If, after the date of this proxy, **new items are added to the agenda** of the shareholders' meeting, the proxy holder will have to **(please tick the box as appropriate)**:
 - abstain from voting on the new items and resolution proposals concerned
 - vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

In case of conflict of interests, the proxy holder will always abstain from voting on the new items and resolution proposals concerned.

2. If, after the date of this proxy, **new/alternative resolution proposals** with regard to existing agenda items are filed, the proxy holder will have to **(please tick the box as appropriate)**:
 - abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above (sub A.)
 - vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above (sub A.).

However, at the meeting, the proxy holder will be entitled to deviate from the above (sub A.) voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall notify the shareholder of any such deviation.

In case of conflict of interests, the proxy holder will always abstain from voting on the new/alternative resolution proposals.

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.

Done in, on 2023.

Signature(s)*

() Proxies given by an usufructuary and a bare owner are only valid jointly and when they are made up in the name of the same representative.*

This document should arrive no later than Thursday 11 May 2023

at the company address specified below.

This document may be sent by regular mail, but preferably by e-mail. In this latter case, a scanned or photographed copy of the completed and signed form should be sent to the company

**ageas SA/NV – Corporate Administration
Avenue du Boulevard 21 (14th floor) – 1210 Brussels – Belgium
E-mail: general.meeting@ageas.com**

We would appreciate it if you would provide us with a telephone number and an e-mail address where we can reach you if necessary

Phone number/GSM

E-mail: