



PRESS RELEASE

Regulated information

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Resolutions of the General Meeting of Shareholders of ageas SA/NV on 27 April 2011 in Brussels

The General Meeting of Shareholders of ageas SA/NV has approved all the proposals submitted to it by the Board of Directors, with the exception of one point.

17.58% of the share capital was represented at Brussels.

The General Meeting of Shareholders has approved the company's statutory annual accounts for the financial year 2010; the adoption of a gross dividend¹ of EUR 0.08 per ageas Unit; the remuneration report and the remuneration policy.

The meeting subsequently approved :

- the nomination of Mr. Ronny Bruckner as non executive director until the end of the Ordinary General Meeting of Shareholders in 2014. The proposal to appoint Mr. Ronny Bruckner as non executive director will be submitted for the approval of the General Meeting of Shareholders of ageas N.V. in Utrecht on 28 April 2011;
- the re-appointment, subject to their re-appointment as non-executive members of the Board of Directors of ageas N.V., as independent non-executive members of the Board of Directors of the company, of:
 - Mr. Frank Arts, for a period of two years, until the close of the Ordinary General Meeting of Shareholders in 2013;
 - Mr. Shaoliang Jin, for a period of two years, until the close of the Ordinary General Meeting of Shareholders in 2013;
 - Mr. Roel Nieuwdorp, for a period of three years, until the close of the Ordinary General Meeting of Shareholders in 2014;
 - Mr. Guy de Selliers de Moranville, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2015;
 - Mr. Lionel Perl, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2015;
 - Mr. Jan Zegering Hadders, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2015;
- the re-appointment, subject to his re-appointment as a non-executive member of the Board of Directors of ageas N.V., of Mr. Jozef De Mey as a 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 2015.

The meeting also approved the other agenda points, including the amendments to the Articles of Association.

Lastly, the meeting approved the proposal to discharge the members of the Board of Directors for the financial year 2010.

Only the point 6.1.3 of the agenda was not approved : " Proposal to (i) authorize the Board of Directors to increase the company capital by a maximum amount of EUR 245,700,000 to issue shares to meet the obligation to exchange the Redeemable Perpetual Cumulative Coupon Debt Securities



(EUR 1,000,000,000 principal amount) issued by Fortis Bank in September 2001 against Ageas shares in the event that Fortis Bank does not call the instruments on their first call date on 26 September 2011 and (ii) modify paragraph a) of article 9 of the Articles of Association accordingly, as set out in the special report by the Board of Directors".

Ageas is an international insurance company with a heritage spanning more than 180 years. Ranked among the top 20 insurance companies in Europe, Ageas has chosen to concentrate its business activities in Europe and Asia, which together make up the largest share of the global insurance market. These are grouped around four segments: Belgium, United Kingdom, Continental Europe and Asia and served through a combination of wholly owned subsidiaries and partnerships with strong financial institutions and key distributors around the world. Ageas operates successful partnerships in Belgium, UK, Luxembourg, Italy, Portugal, China, Malaysia, India and Thailand and has subsidiaries in France, Germany, Hong Kong and UK. It is the market leader in Belgium for *individual life* and *employee benefits*, as well as a leading *non-life* player, through AG Insurance, and in the UK, it has a strong presence as the second largest player in private car insurance and the over 50's market. It employs more than 13,000 people and has annual inflows of almost EUR 18 billion.

PRESS CONTACT

+32 (0)2 557 57 37

INVESTOR RELATIONS

Brussels

+32 (0)2 557 57 33

Utrecht

+31 (0)30 252 53 05

Ageas

Rue du Marquis 1 - 1000 Brussels - Belgium

Archimedeslaan 6 - 3584 BA Utrecht - The Netherlands

www.ageas.com

¹ **Dividend :**

The meeting declared a gross dividend of EUR 0.08 per Ageas Share for the financial year 2010.

The Ageas Share represents one share in each of the two parent companies, ageas SA/NV and ageas N.V. Shareholders can opt to receive the dividend from ageas SA/NV, thus from the Belgian source, or from ageas N.V., the Dutch source. They need to make their preference known during the dividend election period.

The timetable is as follows:

2 May 2011 - Ex-dividend date - Start of dividend election period

20 May 2011 - End of dividend election period

31 May 2011 - Payment of 2010 dividend (coupon no. 44)

Final gross dividend paid out by ageas N.V. in the Netherlands will amount to EUR 0.08 per Ageas Share. Final net dividend will amount to EUR 0.068, being gross dividend less Dutch dividend withholding tax of 15% in principle.

Final gross dividend paid out by ageas SA/NV in Belgium will amount to EUR 0.08 per Ageas Share. Final net dividend will amount to EUR 0.06, being gross dividend less Belgian withholding tax of 25% in principle. Any shares accompanied by coupon no. 44 from the VVPR strip will be subject to Belgian withholding tax of only 15%, so net dividend of EUR 0.068 per share will be paid on those shares.