



Brussels, 15 April 2022.

**As announced in the convocation of 18 March 2022, the Board of Directors of ageas SA/NV confirms that the Extraordinary General Meeting of Shareholders of ageas SA/NV of 20 April 2022 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 18 MAY 2022 AT 10.30 A.M.**

at the National Theater  
Boulevard Emile Jacqmain 111-115  
1000 Brussels

**Considering the uncertainties regarding the evolution of the COVID-19 sanitary crisis, these General Meetings will be organised in accordance with the rules and recommendations which will be applicable on the day of the Meetings. The shareholders are advised to consult the Ageas website ([www.ageas.com](http://www.ageas.com)) for more information in this regard.**

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 4 May 2022, 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 2021
    - 2.1.2 Discussion of the consolidated annual accounts for the financial year 2021.
    - 2.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2021 and allocation of the results.
  - 2.2 Dividend
    - 2.2.1 Information on the dividend policy.
    - 2.2.2 Proposal to adopt a gross dividend for the 2021 financial year of EUR 2.75 per ageas SA/NV share; the dividend will be payable as from 3 June 2022. 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 2021.
- 2.3.2 Proposal to grant discharge of liability to the auditor for the financial year 2021.

## 3. Remuneration report

Discussion and proposal to approve the remuneration report.

*The remuneration report on the 2021 financial year can be found in the Corporate Governance Statement section of the Ageas Annual Report 2021.*

## 4. Appointments and Reappointments

### **Board of Directors**

#### **Appointment**

- 4.1 Proposal to appoint Ms. Carolin Gabor as an independent<sup>1</sup> 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 2026.<sup>2</sup>

*Carolin Gabor is an experienced entrepreneur with a finance and insurance startup background; she holds a Doctor of Economics and Social Sciences. She has been the CEO of Movinx since March 2021, a 50/50 joint venture between Mercedes-Benz and Swiss Re. The global startup is set to modernize mobility insurance through a digital business model that takes full advantage of tech and data to deliver a modern customer experience. She is responsible for the acceleration of Movinx's expansion plans by engaging insurers across the globe, as well as partnering with more car manufacturers and mobility companies to bring Movinx's innovative proposition to even more markets. As former Managing Partner of finleap, a large fintech ecosystem, she was instrumental in developing new business models from scratch and supporting the successful growth of the finleap portfolio companies. Her last company building project was co-founding Joonko AG, a financial aggregator enabling consumers to find the right banking and insurance products in a radically simple and data-driven way.*

*Before her time at finleap, she was CEO of TopTarif.de, a comparison platform, which she restructured and sold to Verivox GmbH. Subsequently, she became CEO of autohaus24.de, where she established additional business models and sold the company to Sixt Leasing AG. Carolin, originally from the banking industry, built a career as a strategy consultant at the Boston Consulting Group (BCG).*

#### **Reappointment**

- 4.2 Proposal to re-appoint Mrs. Sonali Chandmal as an independent<sup>3</sup> 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 2026.

## 5. Amendments to the Articles of Association

### **Section: DEFINITIONS**

#### **5.1 Article 1: Definitions**

Proposal to amend paragraph a) of article 1 by adding "(or ageas)", as indicated in italics below:

- a) the Company: the company with limited liability incorporated under the laws of Belgium (société anonyme/naamloze vennootschap) ageas SA/NV (in short "Ageas" or "ageas"), with registered office established in the Brussels Capital Region;

### **Section: NAME – FORM – REGISTERED OFFICE - PURPOSE**

#### **5.2 Article 2: Name - Form**

Proposal to amend article 2 by adding "(in short "Ageas" or "ageas")", as indicated in italics below:

The name of the Company is: ageas SA/NV (in short "Ageas" or "ageas").

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

<sup>2</sup> Subject to approval by the National Bank of Belgium.

<sup>3</sup> To be understood within the meaning of the Ageas Corporate Governance Charter and the 2020 Corporate Governance Code.

## **Section: CAPITAL – SHARES**

### **5.3 Article 5: Capital**

Cancellation of ageas SA/NV shares

Proposal to cancel 1,301,941 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-nine million, seven hundred thirty-one thousand, one hundred and eighty-seven (189.731.187) 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.

### **5.4 Article 6: Authorized capital**

#### **5.4.1 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.

5.4.2 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.

## **6. 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 19 May 2021 will not represent more than 10% of the issued share capital.

## **7. 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.
- To vote remotely during the Meeting

## **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. 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 16 May 2022**, 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.

- **Shareholders wishing to cast their vote remotely during the Meeting**

- **Shareholders whose shares are registered directly with the company** simply have to return to the company the online participation form with which they have been provided. The company will then determine the shareholding on the Record Date. The company will then provide the login details to the shareholder in order to be able to cast their vote remotely.
- **Shareholders whose shares are not registered with the company** should contact the bank or financial institution in question (via their branch) and request them to advise the company 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. **These shareholders should also inform their bank or financial institution that they wish to cast their vote online.** The company will then provide the login details to the shareholder in order to be able to cast their vote remotely, as well as the necessary practical information.

## **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 4 May 2022 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 12 May 2022** (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 12 May 2022.

- **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 12 May 2022**.

➤ **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 12 May 2022** (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 12 May 2022**.

- **Shareholders wishing to cast their vote remotely during the Meeting**

➤ In the case of **shareholders whose shares are registered directly with the company**, the online participation form must be received by the company no later than **Thursday 12 May 2022**.

➤ **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 12 May 2022** (it being understood that shareholders can present themselves as of the publication of the convocation for the Meeting).

## **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.

## **Voting remotely during the Meeting**

For the shareholders who have expressed the wish to vote online, the company will organize a broadcast of the Meeting via the internet. They are requested to consult the Ageas website in advance for information on the application procedure. At least 24 hours before the Meeting, the company will make their login details known to these shareholders individually, according to the information available to the company.

## **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 26 April 2022**.

As the case may be, ageas SA/NV will publish an updated agenda no later than Tuesday 3 May 2022. 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 12 May 2022 and provided that the question in writing is received by the company no later than **Thursday 12 May 2022**.

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

Shareholders attending the Meeting remotely will also have the opportunity to ask questions in writing directly during the Meeting, without any obligation to announce them in advance.

#### **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 2021 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](http://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\\_Note\\_Shareholders\\_EN.pdf](https://www.ageas.com/sites/default/files/file/file/Ageas_Privacy_Note_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](mailto: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  
Rue du Marquis 1 – box 7  
1000 Brussels  
Tel.: +32 (0) 2 557 57 30  
Fax: +32 (0) 2 557 57 57  
E-mail: [general.meeting@ageas.com](mailto:general.meeting@ageas.com)  
Press contact: +32 (0)2 557 57 36

The Board of Directors



Bart De Smet  
President