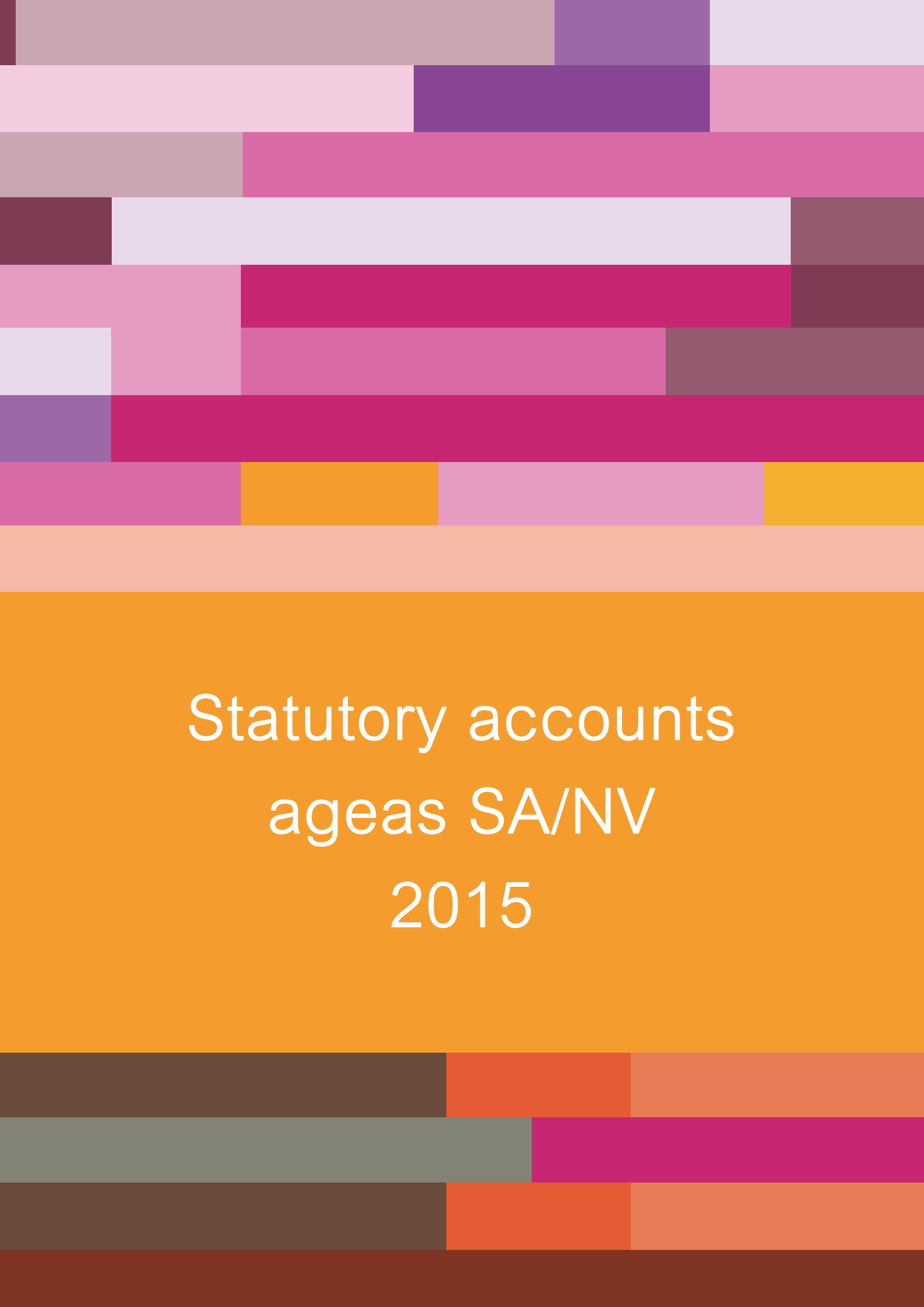


2015

Statutory accounts

ageas.



Statutory accounts
ageas SA/NV
2015



Report of the Board of Directors

Ageas
an international insurer with a local identity



General description and strategy of Ageas

Being there for our customers

Ageas is an international insurance company backed by 190 years of experience in the insurance market, concentrating on property, casualty, life and pensions. Wherever Ageas operates around the world it does so with one focus: the customer. And with one goal in mind: to provide its customers with peace of mind when they need it most. By offering a range of Life and Non-life products – accessible through a broad range of channels – Ageas helps customers plan for the long term while protecting them against unforeseen risks to their welfare.

Insurance is a local business

While Ageas is active in 13 markets across Europe and Asia, we recognise that each of these markets is unique. Insurance is first and foremost a local business – and the way Ageas has chosen to organise itself reflects that reality. By structuring its business into four distinct segments – Belgium, the United Kingdom,

Continental Europe and Asia – Ageas supports its local operations and day-to-day decision-making with local knowledge of the market and the customer. As an international insurer, we also appreciate the value of knowledge sharing. That's why Ageas maintains competence hubs at the corporate, regional and business levels, allowing Ageas to more easily share and leverage experience.

Leveraging local brands

Ageas serves its customers through a combination of owned subsidiaries, equity associates and long-term partnerships with financial institutions and key distributors. This means that, according to the market, Ageas is known by many different names. Importantly, these are all well-known household names, and all highly trusted local brands.

Working with partners is in our DNA

Ageas has proven competence in developing successful long-term partnerships. In our experience, partnerships are all about adding value and a long-term alignment of interests that starts and ends with the customer.

Partners of Ageas are leaders in their local markets, and they provide Ageas with important local know-how and access to customers. In return Ageas provides expertise in insurance, product development and distribution. It's this combination that makes Ageas different.

Our Vision

We are continuing on our journey to be...

- **A top insurer in Europe and Asia**, growing in our existing markets and exploring new opportunities.
- Experts in insurance, offering **Retail and Business** customers personalised solutions in **Life and Non-Life** insurance.
- **Evolving as an insurer** by investing in relevant skills and new capabilities that reflect our commitment to innovation and a strong entrepreneurial culture.
- **A Partner in Insurance** with a proven competence in developing **strong and dynamic** partnerships with leading companies in the **local** market.
- **Organised** in a way that allows us to reap the benefit of **local autonomy**. Adding **value** by sharing Group-wide best practices.
- **Well diversified** with a **balanced portfolio** spanning both the **mature and growth** markets of Europe and Asia.

OUR STRATEGY IN ACTION

vision 2015...the end of the beginning

Ageas has a clear vision of where it wants to be in the future and what it will take to get there. We know the role we want to play, the type of company we want to be, and the impact we want to have on our stakeholders. As a stakeholder-driven company, we believe that delivering against the expectations of our stakeholders is really what matters. As we look back on Vision 2015 and forward to Ambition 2018, the strong focus on delivery is a consistent theme.

VISION 2015 – THE RIGHT PLAN AT THE RIGHT TIME

Vision 2015 provided us with an opportunity to unite as a Group on the back of a set of five strategic choices, four financial targets and six values. The strategy brought with it important focus. It allowed us to look to the medium term, and helped us to prioritise our actions. It created significant financial focus across the Group, and we look back on it as the right plan at the right time. Our achievements in the past three years have been crucial stepping stones in an on-going journey.

Over the past three years, we have made consistent progress in line with our strategy – the most visible gain is the substantial improvement in the operating performance of our different businesses. While for various reasons we have not reached all of our targets to date, we view Vision 2015 as a success and are pleased with our progress thus far. We have delivered double-digit growth in our net profit, but more importantly sustainable growth. And our combined ratio is ahead of target.

Ageas's Vision 2015 financial targets	Target by end 2015	Position end 2015	Position end 2014
% Life / Non-life inflows Ageas's part	60/40	68/32	67/33
Combined ratio	< 100 %	96.8%	99.6 %
Return on equity of Insurance activities	11 %	7.9%	8.8 %
% capital in emerging markets	25 %	21.1%	17.5 %

We added new distribution channels and made important value-added acquisitions in Europe. And we entered new growth markets in Asia, underscoring our ability to work in successful collaboration with commercial partners.

It's important to know where you have come from to understand where you are heading. The end of Vision 2015 was an important milestone in our journey – but it is not the end of the road, rather

the end of the beginning. As we move into the next phase in the evolution of our strategy, we are confident that the choices we have made and the targets we set for ourselves were the right ones.

Moving forward from Vision 2015, we are continuing our journey of growth with Ambition 2018.

#6 Values

Passionate
Focused *to deliver.* **Entrepreneurial.**
 on customers. **Teamwork.**
Trusted. **Local.**





A long-term stakeholder approach as the key to sustainable growth

Building naturally on the achievements of Vision 2015, Ambition 2018 lays out our strategic plan for the next three years. It focuses on seven strategic choices and five financial targets, and reconfirms our six values, consistent with Vision 2015. As we embark on this next stage in our journey, we do so confident that we are making the right choices to secure our future as an insurer.

Continuity is important, and our Ambition 2018 plan builds upon proven Ageas strengths and the things that differentiate us from others: a commitment to partnerships, a strongly embedded local business model, and a culture that recognises and promotes the benefits of knowledge sharing.

As we set out to define Ambition 2018, we considered what we had learned through Vision 2015, what had changed, and what might impact Ageas in the future. We recognise that the world is changing and that our role as insurer is also evolving. Change is being driven by many factors including developments in technology, the economy, regulation, and social or demographic trends. And in developing our strategic plan, we considered each of these factors and their potential impact.

Challenges facing insurers

Technology and digitisation are among the big game changers and challenges facing insurers. New trends surrounding connected homes, wearable technology sensors and autonomous cars will impact the lives of our customers and, therefore, our role as insurer. To better understand these developments, Ageas will invest in new skills in a number of ways, including expanding our partnership model to embrace wider third-party collaboration with specialists. And we will adopt a more structured approach to

knowledge sharing across the Group, creating the Ageas Academy, Centres of Expertise and Platforms for collaboration.

Consumer behaviours are also changing. Customers are more discerning, seeking greater control and demanding the highest levels of service. As a part of that evolution, they expect a greater degree of customisation and personalisation. To meet this need, we are investing in data analytics to enable us to customise the customer experience and get closer to our customers. We will also use the insight from data to engage with our customers at an earlier stage, shifting the emphasis more towards risk prevention.

Partnership is part of our DNA

We will continue to focus on building strong partnerships, including new partnerships with local distributors and specialised partnerships outside our industry for the benefit of our customers.

With Ambition 2018, we have chosen to stay focused on Europe and Asia. We will strengthen our core markets and focus on new opportunities in high-growth markets, particularly in Asia. We will grow further in Non-life and in core protection products in Life. We will embrace new technologies as an opportunity to improve and enlarge our product offering, and we have made a commitment to invest in innovative technology-led projects.

Ambition 2018 is underway, and the next stage in our journey has begun. And as consumer behaviours change, we will keep exploring ways to get closer to our customers, tailoring our distribution to their demands and creating a positive customer experience across all channels.



Developments and results

2.1 Statutory results of ageas SA/NV under Belgian Accounting Principles

ageas SA/NV reported for the financial year 2015 based on Belgian Accounting Principles a net loss of EUR 135 million (2014: EUR 113 million negative) and a shareholders' equity of EUR 6,326 million (2014: EUR 7,007 million).

Continuity statement ageas SA/NV in accordance with Belgian law

The company has reported a net loss of EUR 135 million. The Board of Directors is of the opinion that, despite the loss, the company possesses sufficient resources and capital with a shareholders' equity of EUR 6.3 billion to continue its activities.

2.2 Explanation of balance sheet and income statement

The balance sheet and income statement can be explained as follows.

2.2.1 Assets

2.2.1.1 Financial fixed assets

(2015: EUR 6,809 million; 2014: EUR 6,809 million)

Financial fixed assets include the following items.

	31 December 2015	31 December 2014
Financial fixed assets	6,809	6,809
Participating interests	6,459	6,459
Ageas Insurance International	6,436	6,436
Ageas Hybrid Financing	1	1
Royal Park Investments	22	22
Loan to AG Insurance	350	350

Participating interests

(2015: EUR 6,459 million; 2014: EUR 6,459 million)

In 2015 no changes in the value of participating interests took place.

Loan to AG Insurance

(2015: EUR 350 million; 2014: EUR 350 million)

In 2015 no changes in the loan to AG Insurance took place.

2.2.1.2 Current assets

(2015: EUR 1,322 million; 2014: EUR 1,183 million)

Own shares

(2015: EUR 259 million; 2014: EUR 218 million)

In connection with various share buyback programmes, ageas SA/NV purchased 7,207,962 own shares for an amount of EUR 251 million in the course of 2014. In 2015, 7,217,759 own shares were cancelled.

An additional 266,231 Ageas shares with a value of EUR 7 million were held to cover the restricted share plans for some members of staff and directors of the company.

2.2.1.3 Other short-term investments

(2015: EUR 813 million; 2014: EUR 751 million)

Other short-term investments include:

	31 December 2015	31 December 2014
Other short-term investments	813	751
Government bonds	45	49
Corporate debt securities	233	226
Hybrone	0	36
Zero coupon bonds	35	25
Deposits	500	415

2.2.1.4 Liquid assets

(2015: EUR 236 million; 2014: EUR 184 million)

Liquid assets relate to current accounts with banks.

2.2.1.5 Deferred charges and accrued income

(2015: EUR 13 million; 2014: EUR 14 million)

Accrued income relates to interest on the EUR 350 million loan to AG Insurance and deferred operating expenses.

2.2.2 Liabilities

2.2.2.1 Equity

(2015: EUR 6,326 million; 2014: EUR 7,007 million)

Subscribed capital

(2015: EUR 1,656 million; 2014: EUR 1,709 million)

The decrease in subscribed capital is due to the cancellation of own shares.

Share premium reserve

(2015: EUR 2,636 million; 2014: EUR 2,791 million)

The decrease in share premium reserve is due to the cancellation of own shares.

Reserves not available for distribution

(2015: EUR 259 million; 2014: EUR 218 million)

The reserves not available for distribution relates to own shares held by ageas SA/NV.

Reserves available for distribution

(2015: EUR 2,556 million; 2014: EUR 2,935 million)

The decrease in the reserves available for distribution relates to a transfer to the reserves not available for distribution related to the buyback of own shares (EUR 251 million), a transfer of EUR 2 million from reserves not available for distribution related to the settlement of a share plan, the cancellation of own shares for

EUR 208 million and the dividend that is proposed to be paid out for the financial year 2015 (EUR 338 million).

Profit/loss carried forward

The 2015 financial year closed with a loss of EUR 135 million, which means that taking into account the losses carried forward on previous years, the loss to be carried forward amounts to EUR 781 million.

2.2.2.2 Provisions

(2015: EUR 1,423 million; 2014: EUR 597 million)

The movement in the provisions is explained on the one hand by the expected lower settlement amount of RPN(I) and on the other hand by:

On 14 March 2016, Ageas and the claimants' organisations, Deminor, Stichting FortisEffect, Stichting Investor Claims Against Fortis (SICAF), and Dutch shareholder Association VEB ("The Parties") announced a settlement proposal with respect to all civil proceedings related to the former Fortis group for the events in 2007 and 2008 ("the Events").

The Parties will request the Amsterdam Court of Appeal to declare the settlement binding for all eligible Fortis shareholders in accordance with the Dutch Act on Collective Settlement of Mass Claims (Wet Collectieve Afwikkeling Massaschade, "WCAM").

In addition, Ageas announced on 14 March 2016 that it also reached an agreement with the D&O Insurers, the D&O's involved in litigation and BNP Paribas Fortis.

Although only agreed upon in 2016, the settlement proposal was accounted for in the statutory financial statements of ageas SA/NV for the financial year 2015.

The net impact of the proposed settlements on the result for 2015 of ageas SA/NV amounted to EUR 889 million. This is the result of:

- a charge of EUR 1,204 million related to the WCAM settlement agreement,
- plus EUR 45 million related to costs and expenses for organizations' representation of retail investors' interests and/or their future role in the settlement administration process,
- plus an additional provision of EUR 62 million related to the tail risk, estimated at 5% of the total settlement amount,
- minus the settlement amount of EUR 290 million to be contributed by the Insurers and the reversal of the provision for litigation set up in 2014 (EUR 132,6 million).

2.2.2.3 Amounts payable within one year (2015: EUR 372 million; 2014: EUR 379 million)

The increase in amounts payable is mainly explained by the higher amount payable to shareholders with regard to dividends for the financial year (2015: EUR 338 million; 2014: EUR 330 million). In addition, accounts payable include amounts payable related to dividends related to previous years, which have not yet been settled (2015: EUR 17 million; 2014: EUR 25 million).

2.2.2.4 Accrued charges and deferred income (2015: EUR 11 million; 2014: EUR 10 million)

The composition of accruals and deferred income mainly concerns provisions made with regard to the restricted share plans for some staff members and directors of the company.

2.2.3 Income statement

2.2.3.1 Financial income (2015: EUR 760 million; 2014: EUR 183 million)

Financial income includes dividends received from subsidiaries and equity associates (2015: EUR 740 million; 2014: EUR 159 million).

2.2.3.2 Operating expenses (2015: EUR 893 million; 2014: EUR 281 million)

The components of operating expenses are as follows:

- Services and miscellaneous goods..... EUR 53 million
- Staff expenses EUR 14 million
- Reversal of amounts written down.....EUR 0 million
- Provision settlement EUR 891 million
- Provision RPN(I) EUR (65) million
- Other operating expenses.....EUR 0 million

2.3 Regulatory requirements (art. 96 and 119 of the Belgian Company Code)

2.3.1 Board meeting of 17 December 2015

Upon recommendation of the Remuneration Committee, the Board agreed, at its Board meeting of 17 December 2015 to adjust the base compensation of the CEO to EUR 650,000 gross/year as of 01/01/2016, well within the salary range validated by the General Meeting of Shareholders in 2013.

In this context, the CEO declared that he was being conflicted and the conflict of interest procedure was applied.

Herewith extract of the minutes of the Board meeting of 17 December in this respect.

"The Remuneration Committee confirmed its objective to position the base compensation of the CEO according to the median position of a selected group of peer companies. Taking into account the benchmark data, the time lapse since the last adjustment and the evolution of the company over that period the Remuneration Committee recommends to adjust the base compensation of the CEO to EUR 650,000 gross/year as of 01/01/2016, well within the salary range validated by the General Meeting of Shareholders in 2013. After validation by the Board of Directors and the General Meeting of Shareholders in 2016, the adjustment will be implemented retro-actively as of 01/01/2016. Recommendation was approved by the Board of Directors."

2.3.2 Board meeting of 15 January 2016 and 11 March 2016

On 15 January 2016 and 11 March 2016 the Board of ageas SA/NV held meetings to discuss and decide upon the events as referred to in 2.2.2.2.

These board meetings were not attended by the following members Jozef De Mey, Guy de Selliers and Richard Jackson either because conflicted or in order to avoid any perception of conflict. Further details are available in this respect in the minutes of both Board meetings which are reproduced in full hereafter.

Board meeting of 15 January 2016

"Mr. De Mey opened the meeting at 9h00 welcoming all present.

Mr De Mey declared to the present Board members that, being involved as defendant in the VEB procedure, he is conflicted with the agenda of this special Board meeting, which relates to the matter of the legacy litigations and to the discussions with various claimant organisations, including the VEB on the possibility of reaching a negotiated resolution on the pending legacy disputes.

He further informed the Board members that he received a notification from Mr Jackson, in which Mr Jackson informed that he will not participate to the meeting to avoid any perception of a possible conflict of interest given the fact that he also acts as advisor to Ping An Group, a former and current shareholder of Ageas.

Mr De Mey also informed the present Board members having also received an absence notification from Mr de Selliers. In his notification, Mr de Selliers confirmed the possible existence of a conflict between the interests of the company and the interests of parties who are related to him in so far as these related parties could potentially benefit from a negotiated resolution of the pending disputes between ageas and all or part of the claimants in the different outstanding litigation. Because of the links Mr de Selliers has with these parties, he might be conflicted and hence decided not to participate in the discussions and the decision making process scheduled for the meeting.

Being conflicted, Mr De Mey proposed that Mr Nieuwdorp take up the role of Chairman of the meeting, which was accepted by all

present members. Mr De Mey then left the room prior to any further discussions.

Pursuant to Article 523 of the Companies Code, the company shall inform the auditor and a copy of the present minutes will be included in the relevant annual report.

It was further confirmed to all present members that a document had been signed by each present member confirming that the signatory:

- is informed as a director of Ageas, that Ageas contemplates the possibility of entering into a negotiated resolution of the claims initiated for damages allegedly suffered by certain Fortis shareholders as a consequence of alleged miscommunication and/or mismanagement in 2007 and 2008 and/or the dismantlement of Fortis in September and October 2008 ("the Events");
- acknowledges that the information received and to be received in this respect is strictly confidential (and potentially price-sensitive) and that he/she is not at liberty to share it with anyone, except with his/her spouse for the purposes of his/her own waiver of rights.
- irrevocably waives any rights to benefit from any negotiated resolution of the claims described above and resulting from the Events Ageas might enter into during his/her term of office as Ageas director.

The document was also signed by the relevant Director's spouse, as the case may be, in order to acknowledge that the information such spouse has received or will receive is strictly confidential (and potentially price-sensitive) and to grant the same waiver as far as his/her shareholders' rights are concerned as well as to acknowledging the waiver the relevant Director has granted on his/her own behalf.

The Board members not present during the Board meeting have also been requested to sign this same document and have signed it.

A presentation was distributed to the present Board members. Mr Coremans introduced the discussion explaining that it was the purpose of this meeting to request mandates from the Board regarding the following:

- The management has prepared a detailed action plan that could lead to an amicable way and without admittance of any guilt, to the resolution of the vast majority of the contingent legal liabilities related to the Fortis legacy.
- The main reasons why an amicable resolution will be in the best interest of Ageas and its current stakeholders were discussed and can be summarised as follows:
 - The maximum net resolution cost for which mandate is requested from the Board is an acceptable outcome for Ageas in view of the potential negative and highly unpredictable and unquantifiable outcomes of outstanding litigations; moreover it would significantly reduce the cost of litigations and of hold-harmless arrangements which could otherwise go on for as long as approximatively another 10 years;
 - It will allow the company to regain full freedom on its capital management (dividend, transferability of capital between entities, buy-back policy etc...) without having to earmark disproportionate amounts of (free) cash for potential negative and highly unpredictable and unquantifiable outcomes of outstanding litigations;
 - It will allow the investors to drop the current safety margins in the share price due to the uncertainty of these litigations and will make it possible to value Ageas transparently;
 - It will liberate Ageas strategically and allow the company to explore deals and/or strategic partnerships which today are impossible to consider and as the case may be, allow Ageas SA/NV to access capital markets directly again in the context of such deals.

Taking all the above in consideration, the management is convinced that this route is in the best interest of the company and

of all current stakeholders and hence seeks the following mandates from the Board:

- A first mandate relates to discussions with certain active claimant organizations (VEB, Sicav, Deminor) regarding the possibility of reaching an alternative negotiated resolution of the claims resulting from the Events.
- A second mandate relates to discussions with Directors&Officers / Public Offering of Securities Insurance insurers regarding the D&O and POSI policies covering the periods 2007 – 2008 and 2008 – 2009 and the September 2007 Rights Issue as well as with the concerned former D&O's; it was reminded that since 2012, insurers refuse to make any payments invoking various carve outs under the policies; after further discussions on the refusal ageas and insurers accepted to enter in a mediation process which started in 2015.

Mr Coremans went through the presentation that was distributed and commented it in detail.

After this presentation, further discussions and careful consideration, all present members agreed that it is in the interest of the company to grant the following mandates to ExCo and to any member of the negotiation team ExCo will to such intent designate:

- To enter into final negotiations with the relevant claimant organisations with a view to determining the terms and conditions acceptable to the mediating parties for reaching an overall amicable arrangement for resolving a (major) part of the Fortis legacy litigation, such terms and conditions to include:
 - a maximum net resolution cost below EUR 1 billion for ageas, topped up by potential contributions of third parties such as, for example, the insurers;
 - a resolution arrangement to be submitted to the Dutch WCAM-procedure approval;
 - an opt-out/blow-up clause potentially triggering an estimated tail cost of not more than 10% of the settlement amount.

And further to work out all details and take all necessary or useful steps and actions to finalize and complete, if possible, an arrangement with the relevant claimant organizations within the boundaries set above, if and when agreed.

The Board further concluded that the envisaged resolution arrangement:

- is deemed strategic and hence consent will be required from the NBB;
- has an impact on profit and loss of the company that is limited to the general account and does not impact the dividend payment capacity of the group;
- has an impact on the solvency II ratios of the group estimated around 20%, however without any impact on the insurance solvency ratio, meaning that according to the ORSA results, it does not trigger any solvency issue;
- is not expected to create any liquidity issues.

Hence, the envisaged arrangement is financially affordable. The Board then decided to authorize the management:

- To enter into final negotiations with D&O and POSI insurers and the former D&O's with a view to determining the terms and conditions acceptable to the mediating parties for reaching an overall amicable arrangement for resolving the dispute on the relevant D&O/POSI insurance policies, such terms and conditions to include:
 - a full and final buy-out scenario with a minimum global pay out from the insurers of around EUR 300 million (hereafter "insurance pay out amount");
 - releases to be signed by or on behalf of such insureds to be agreed on;

- To grant hold harmless undertakings to the D&Os and selective other insured, where necessary, such undertakings remaining limited as much as possible to ensuring preservation of current rights and entitlements of insureds and insurers, including :
 - a hold harmless undertaking in favor of the D&Os, of an amount equal to the difference between the maximum aggregate coverage under the relevant insurance policies and the insurance pay out amount, it being understood that ageas:
 - undertakes external fronting in case of joint and several liability with the relevant D&O, with additional flexibility allowed to agree on fronting for sole D&O liability;
 - acknowledges that the insurance pay out amount will be deemed to have been paid to ageas on behalf of D&Os, as insureds.
- To grant a hold harmless undertaking in favor of the insurers for the aggregate amount of coverage under the relevant insurance policies.

And further, to work out all details and take all necessary or useful steps and actions to finalize and complete, if possible, an alternative arrangement with the Insurers and other parties concerned within the boundaries set above, if and when agreed.

The Board asks management to come back with the final proposition for approval before signing any settlement agreement.

There being no further business to discuss, the meeting is closed at 12.30 pm."

Board meeting of 11 March 2016

"Mr De Mey opened the meeting at 18h15 welcoming all present.

Mr De Mey referred to the Board meeting of 15 January 2016 and declared being conflicted with the agenda of this special Board meeting which relates to the matter of the legacy litigation and to the discussions with various claimant organisations, certain former directors and officers involved in these proceedings, BNP Paribas Fortis and the involved D&O and POSI insurers on the possibility of reaching a negotiated resolution of the pending legacy disputes.

He further confirmed that, also in line with the previous Board meeting of 15 January 2016, Mr Jackson and Mr de Selliers will not participate in the meeting for the same reasons as set out during the Board meeting of 15 January 2016.

Being conflicted, Mr De Mey proposed that Mr Nieuwdorp take up the role of Chairman of the meeting, which was accepted by all present members. Mr De Mey then left the room prior to any further discussions.

Pursuant to Article 523 of the Company Code, the company shall inform the auditor and a copy of the present minutes will be included in the relevant annual report.

A presentation was distributed to the present Board members. Mr Coremans introduced the discussion explaining that it was the purpose of this meeting to request final approval from the Board on a proposal for settlements of outstanding legacy litigations and disputes with:

- Claimant organizations : VEB, SICAF, Deminor and potentially other organisations;
- Directors&Officers liability/ Public Offering of Securities Insurance (POSI) insurers regarding the D&O and POSI policies covering, respectively, the periods 2007 – 2008 and 2008 – 2009 and the September 2007 Rights Issue;
- Fortis D&O's involved in legacy litigations, as insureds under the policies referred to under (2) above;
- BNP Paribas Fortis.

After the presentation, further discussions and careful consideration, all present members confirmed that the amicable resolutions of the various outstanding legacy litigations and disputes as presented are confirmed to be in the best interest of Ageas and its current stakeholders, for the reasons as discussed during the Board meeting of 15 January 2016.

All members agreed with the proposed terms and conditions for an overall amicable arrangement which are globally in line with the mandate given during the Board meeting of 15 January 2016, with however the precisions detailed hereafter.

The Insurers are willing to pay a settlement amount of EUR 290 million. This amount will be used as partial funding of the global settlement agreed with the claimant organisations with respect to the Fortis events in 2007 and 2008.

Taking into account that the former D&O's, as insureds, agreed to release the insurers from all responsibility under the concerned insurance policies, and hence lose the cover provided by said policies, the members of the Board agreed to provide them with the following undertakings:

- In case of settlement with claimants, to ensure beneficiaries release the D&O's;
- Undertaking to prepay to claimants civil damages due under any judgment and to indemnify the D&Os up to EUR 25 million for any reasonable future defense costs;
- Not to initiate internal claims against D&Os as a result of any settlement concluded by Ageas; in case of internal claim from Ageas against D&Os, the insurance settlement amount will be deemed to have been paid on behalf of D&Os to Ageas, so that D&Os have satisfied such payment obligation to Ageas up to the settlement amount;
- The existing hold harmless arrangements remain unaffected (including Ageas's opposition in this respect);

Taking into account that BNP Paribas Fortis, as insured, agreed to release the insurers from all responsibility under the concerned insurance policies, and hence lose the cover provided by said policies, the members of the Board agreed to provide them with the following undertakings:

- In case of settlement with claimants, to ensure beneficiaries release BNP Paribas Fortis and all other underwriting Banks covered by the POSI;
- to indemnify and hold harmless BNPPF up to EUR 20 million for any reasonable future defense costs;
- existing hold harmless arrangements under the 2007 underwriting agreement remain unaffected;
- to waive any right to seek indemnification from, the underwriting Banks to recoup amounts paid by Ageas as a result of any settlement concluded by Ageas;
- to ring-fence an amount of EUR 150 million of the insurance settlement amount for future claims as covered by the POSI insurance in case the anticipated settlement falls through.

The members of the Board further agreed to grant a mandate to Mr. Bart De Smet and Mr. Filip Coremans, acting individually and with the power of substitution, to work out all details and take all necessary or useful steps and actions to finalize and complete the overall amicable arrangement with the concerned parties within the boundaries set in the mandate granted on 15 January 2016 and as further detailed above.

The Board further agreed, in order to allow the market to fully understand the settlement with claimants and the settlement with insurers, to organize the suspension of the Ageas share quotation on the communication date of, 14 March 2016 (or, as the case may be, at a later date), until 13:00, i.e. a reasonable time after the issuance of the press release, the analyst call and the press conference.

The Board of Directors was informed of impact of a potential settlement on the accounting reports, which was discussed with the external auditors:

- IFRS : based on the fact that there was no mandate to enter into final negotiations prior to the Board of 15 January 2016, the event is to be considered as a constructive obligation impacting Q1 2016 and hence FY 2015 figures should not be adapted.
- Belgian GAAP : the financial impact will be included in the FY 2015 accounts.

The Board also acknowledged the draft press releases and the draft communication plan.

The meeting was closed at 19h15.

Other

There are no transactions or other contractual relationships to be reported between ageas SA/NV and its Board members that gave rise to a conflict of interests as defined in the Belgian Company Code.

2.3.3 Events after the date of the balance sheet

On 14 March 2016, Ageas and the claimants' organisations, Deminor, Stichting FortisEffect, Stichting Investor Claims Against Fortis (SICAF), and the Dutch shareholder Association VEB ("The Parties") announced a settlement proposal with respect to all civil proceedings related to the former Fortis group for the events in 2007 and 2008 ("the Events").

The Parties will request the Amsterdam Court of Appeal to declare the settlement binding for all eligible Fortis shareholders in accordance with the Dutch Act on Collective Settlement of Mass Claims (Wet Collectieve Afwikkeling Massaschade, "WCAM").

In addition, Ageas announced on 14 March 2016 that it also reached an agreement with the D&O Insurers, the D&O's involved in litigation and BNP Paribas Fortis.

Although only agreed upon in 2016, the settlement proposal was accounted for in the statutory financial statements of ageas SA/NV for the financial year 2015.

The net impact of the proposed settlements on the result for 2015 of ageas SA/NV amounted to EUR 889 million. This is the result of:

- a charge of EUR 1,204 million related to the WCAM settlement agreement,
- plus EUR 45 million related to costs and expenses for organizations' representation of retail investors' interests and/or their future role in the settlement administration process,
- plus an additional provision of EUR 62 million related to the tail risk, estimated at 5% of the total settlement amount,
- minus the settlement amount of EUR 290 million to be contributed by the Insurers and the reversal of the provision for litigation set up in 2014 (EUR 132.6 million).

2.3.4 Information on circumstances that could profoundly influence the development of the company

See note Forward-looking statements to be treated with caution.

2.3.5 Information on research and development

The company did not carry out any research and development activities.

2.3.6 Branches

As a consequence of the merger between ageas SA/NV and ageas NV in 2012, a branch was opened in the Netherlands (Ageas Dutch Branch).

2.3.7 Going concern

In our opinion, there are no objective reasons why valuation principles based on the going concern concept cannot apply (see also 2.1).

2.3.8 Other information that according to the Belgian Company Code should be included in the Annual Report

Discharge of the directors and external auditor

As prescribed by law and the company's articles of association, we ask you to grant the company's Board of Directors and Auditor discharge in respect of the execution of their mandate.

Capital increase and issue of warrants

In 2015 no capital increase or issue of warrants was made.

Article 11 - Law of 14 December 2005, dematerialisation of bearer shares

On 22 February 2016, KPMG has confirmed that ageas SA/NV is compliant with the criteria of article 11 of the law of 14 December 2005, relating to the dematerialisation process of bearer shares.

Non-audit assignments carried out by the auditor in 2015

In 2015, the external auditor carried out an additional assignment in connection with the Embedded Value Review.

Corporate Governance Statement

See Report of the Board of Directors, part 3 Corporate Governance Statement, in the Annual Report.

Remuneration report

See Report of the Board of Directors, part 3.7 Report of the Remuneration Committee, in the Annual Report.

2.4 Dividend

Ageas's Board has decided to propose for approval by the shareholders a gross cash dividend of EUR 1.65 per share for 2015.

2.5 Issued shares at the end of 2015

The number of issued Ageas shares at year-end 2015 was 223,778,433. This number includes 4,643,602 shares related to CASHES and 3,968,254 shares related to the FRESH which bear neither dividend nor voting rights as long as they are pledged as collateral for the above instruments (see also note 47 Contingent Liabilities in the Annual Report).

Share buy-back programme 2015

Ageas announced on 5 August 2015 a new share buy-back programme as of 17 August 2015 up to 5 August 2016 for an amount of EUR 250 million.

On 31 December 2015, Ageas had bought back 2,226,350 shares corresponding to 0.99% of the total shares outstanding and totaling EUR 85.6 million and on 5 February 2016, 3,340,090 shares for a total amount of EUR 129.2 million. This corresponds to 1.49% of the total shares outstanding.

Ageas has informed the National Bank that this operation can be considered as non-strategic, according to article 36/3 §2 of the law of 22 February 1998 determining the statute of the National Bank.

Share buy-back programme 2014

Ageas announced on 6 August 2014 a share buy-back programme as of 11 August 2014 up to 31 July 2015 for an amount of EUR 250 million.

Ageas completed on Friday 31 July 2015 the share buy-back programme announced on 6 August 2014. Between 11 August 2014 and 31 July 2015, Ageas has bought back 8,176,085 shares corresponding to 3.65% of the total shares outstanding and totalling EUR 250 million.

The General Shareholders' Meeting of 29 April 2015 approved to cancel 3,194,473 own shares that were bought back until 31 December 2014.

For more detailed information on the issued shares of Ageas, dividend rights and capital structure, please refer to note 19 Shareholders' equity in the Annual Report.

2.6 Ageas Board of Directors, Remuneration Committee and Audit Committee

On 31 December 2015, the Board of Directors of ageas SA/NV consisted of thirteen members; the Remuneration Committee and the Audit Committee of four Board Members.

Besides these legally required committees, ageas SA/NV has a Corporate Governance Committee and a Risk & Capital Committee.

For more details about the composition of the Board of Directors and of the Committees and changes to the composition in the course of 2015, please refer to the Corporate Governance Statement (part 3).

3

Corporate Governance Statement

As in previous years, Ageas continued to focus on its future as an international insurance group, attaching great importance to effective governance and transparent disclosure to the public and other stakeholders.

3.1 Ageas's legal structure and shares

3.1.1 Structure

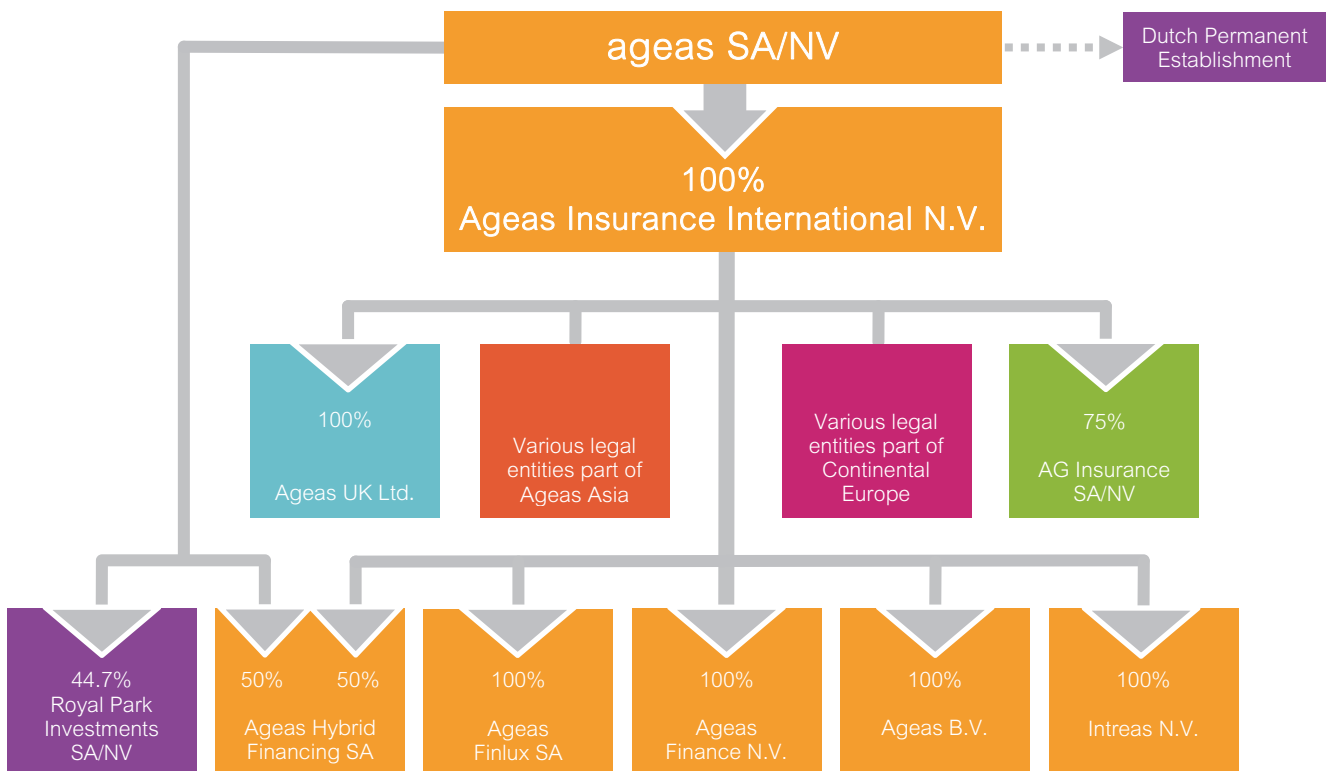
Ageas was created in 1990. The overall legal structure has been amended regularly in the intervening years and the name was last changed into ageas SA/NV on 28 April 2010.

Ageas currently comprises insurance activities in:

- Belgium through a 75% stake in AG Insurance SA/NV;
- the UK;
- Continental Europe;
- Asia.

Beside the insurance activities, Ageas has financial assets and liabilities linked to various financing instruments and internal reinsurance activities within the General Account.

The legal structure of Ageas is as follows.



3.1.2 Shares

3.1.2.1 Shares issued and treasury shares

The Extraordinary General Meeting of Shareholders approved on 29 April 2015 the cancellation of 7,217,759 shares (3,194,473 shares related to the share buy-back programme of 2014 and 4,023,286 shares related to the share buy-back programme of 2013). The Articles of Association were amended accordingly.

As from 29 April 2015, the total number of issued shares is 223,778,433. Neither different share classes nor any preferential shares have been issued. Additional information on Ageas's shares is set out in note 19 Shareholders' equity in the Annual Report.

Ageas has an outstanding subordinated liability (FRESH) exchangeable for Ageas shares. Additional information on Ageas's subordinated liabilities is set out in note 22 Subordinated liabilities in the Annual Report.

In the context of the share buy-back programme announced on 6 August 2014 and completed on 31 July 2015, Ageas has bought back 8,176,085 shares corresponding to 3.65% of the total shares outstanding and totalling EUR 250 million.

On 5 August 2015, Ageas announced the decision to initiate a new share buy-back programme of its outstanding common stock for an amount of EUR 250 million. The share buy-back programme started on 17 August 2015 and will run until 5 August 2016. On 31 December 2015, Ageas held 2,226,350 own shares bought back in the context of this share buy-back programme.

Together with other treasury shares held by Ageas, the total number of shares owned on 31 December 2015 equated to 5%.

Ageas's Board will propose to its shareholders at the Shareholders' Meeting of 27 April 2016 the cancellation of a total of 7,207,962 shares.

3.1.2.2 Dematerialisation process of physical bearer securities

On 11 August 2015 Ageas sold 54,875 physical bearer securities, the holders of which were unknown at 6 July 2015, on Euronext Brussels via financial intermediary BNP Paribas Fortis.

The sale, which was announced on 3 June 2015, falls within the framework of the law of 14 December 2005 stipulating that bearer

securities are to be gradually abolished and converted into nominative or dematerialised securities.

The average selling price was EUR 38.97. The net proceeds of the sale were transferred to the Caisse des Dépôts et Consignations in accordance with the legal stipulations.

Since 1 January 2016 the owners of the bearer securities can claim the restitution of the proceeds of the sale from the Caisse des Dépôts et Consignations providing they can prove their status as holder.

3.2 Board of Directors

The Board of Directors operates within the framework defined by Belgian legislation, normal governance practice in Belgium and the Articles of Association. The roles and responsibilities of the Board of Directors and its composition, structure and organisation are described in detail in the Ageas Corporate Governance Charter.

3.2.1 Composition

The Board of Directors currently consists of thirteen members, namely: Jozef De Mey (Chairman), Guy de Selliers de Moranville (Vice-Chairman), Lionel Perl, Jan Zegering Hadders, Roel Nieuwdorp, Steve Broughton, Jane Murphy, Richard Jackson, Lucrezia Reichlin, Davina Bruckner, Bart De Smet (CEO), Filip Coremans (CRO) and Christophe Boizard (CFO).

Four directors were re-elected in 2015: Jozef De Mey (Chairman), Guy de Selliers de Moranville (Vice-Chairman), Lionel Perl and Jan Zegering Hadders.

In 2015, Ageas set up an Executive Committee exclusively composed of members who are also members of the Board of Directors. In this respect the General Meeting of April 2015 approved the nomination of two new executive Board Members, Filip Coremans (CRO) and Christophe Boizard (CFO), both members of the Executive Committee.

The majority of the Board is composed of non-executive directors who are independent in accordance with the Board independence requirements as described in Appendix 3 to the Ageas Corporate Governance Charter.

Three out of thirteen Ageas Board Members are female. Ageas continues to support the trend towards a higher participation rate of women at board level. The Board of Directors will take the requirements of the law into account when new Board Members are proposed for election or existing Board Members are proposed for re-election, without compromising the standards of expertise and skills that Ageas sets for Board Members. In this respect, the Board of Directors will propose the nomination of a female candidate at the General Meeting of Shareholders on 27 April 2016.

3.2.2 Meetings

The Board of Directors met on ten occasions in 2015. Attendance details can be found in section 3.6 Board of Directors.

In 2015, the Board Meetings dealt with the following matters, among others:

- preparations for the General Meetings of Shareholders;
- the strategy pursued by Ageas as a whole and by each business;
- ongoing development of each of the Ageas businesses;
- consolidated quarterly, semi-annual and annual financial statements;
- the 2014 Annual Report;
- the 2014 Embedded Value report;
- press releases;
- the 2016 budget;
- the solvency of the company, including the approval of new Solvency II policies;
- the asset management and the investment policy of the company;
- Ageas's risk policy framework, including a new Risk Appetite framework;
- investor relations and corporate communications;
- reports of Board Committees following each of their meetings;
- succession planning of the Board of Directors and of the Executive Management;
- implementation of the Corporate Governance Charter by Ageas in general and by the Board Committees in particular;
- governance and performance of the Executive Committee and Management Committee;
- Remuneration Policy in general and the remuneration of the CEO and Executive Committee members in particular;
- follow-up of legal proceedings and legacy issues;
- various acquisition files.

The members of the Executive Committee reported on the progress of the results and the general performance of the different businesses at the Board Meetings.

In addition, the Board conducted a self-assessment with the support of an external consultant.

3.2.3 Advisory Board Committees

In 2015, there were no changes in the terms of reference of the Advisory Board Committees.

The terms of reference, the role and responsibilities of each Advisory Board Committee are described in the Ageas Corporate Governance Charter.

In line with the Ageas Governance Charter, each Advisory Board Committee is composed of non-executive directors and has a minimum of three and a maximum of five members.

Attendance details of the Board Committees can be found in section 3.6 Board of Directors.

3.2.4 The Corporate Governance Committee (CGC)

The composition of the CGC remained unchanged in 2015 and comprised the following members: Jozef De Mey (Chairman), Guy de Selliers de Moranville, Roel Nieuwdorp and Jan Zegering Hadders. The CEO and the CRO attended the meetings, except during discussion of issues relating to their own situation.

In 2015, the CGC met on five occasions including three joint meetings with the Remuneration Committee.

The following matters were dealt with:

- Corporate Governance Charter;
- succession planning of the Executive Management;
- targets of the CEO and the other members of the Executive Management;
- performance of the CEO and the other members of the Executive Management;
- disclosures regarding governance and the activities of the CGC in the Ageas Consolidated Financial Statements;
- legal matters related to the contingent liabilities.

The Chairman of the CGC reported on these topics to the Board of Directors after each meeting and submitted the Committee's recommendations to the Board for final decision-making.

3.2.5 The Audit Committee

The composition of the Audit Committee changed in 2015: Davina Bruckner replaced Lionel Perl who joined the Remuneration Committee. On 31 December 2015, the Audit Committee comprised the following members: Jan Zegeering Hadders (Chairman), Jane Murphy, Richard Jackson and Davina Bruckner. Sufficient collective experience and skills with regard to audit and accounting are available among the members of the Audit Committee based upon their past and current positions. The Audit Committee is supported by Ageas Audit, Compliance and Finance functions and by the external auditor.

The committee met on seven occasions in 2015 including two joint meetings with the Risk & Capital Committee. The meetings were attended by the members of the Executive Committee, the internal auditor and the external auditors. The following matters were considered:

- monitoring the integrity of quarterly, half-yearly and annual consolidated financial statements, including disclosures, consistent application of or changes to the valuation and accounting principles, consolidation scope, quality of the closing process and significant issues brought to the floor by the CFO or the external auditors;
- reviewing the embedded value calculation process and validating the 2014 report;
- monitoring the findings and the recommendations of the internal and external auditors on the quality of internal and accounting processes;
- reviewing the compliance and internal and external audit plans and reporting;
- reviewing the design and operating effectiveness of the internal control system in general, and of the risk management system in particular;
- assessing the overall performance of the external auditor;
- reviewing the embedded value report;
- reviewing the Liability Adequacy Report.

The Chairman of the Audit Committee had quarterly one-on-one meetings with the internal and external auditors. The Chairman of the Audit Committee reported on the outcome of the committee's deliberations to the Board of Directors after each meeting and presented the recommendations of the Audit Committee to the Board for decision-making. The Audit Committee receives a written report of the RCC meeting which is commented on during the meeting.

During the joint meetings with the Risk & Capital Committee, the members discussed the new reporting requirements under Solvency II, the INCA (Internal Control Adequacy) and assessed the Risk management functioning.

3.2.6 The Remuneration Committee (RC)

The composition of the Remuneration Committee in 2015 comprised the following members: Roel Nieuwdorp (Chairman), Jane Murphy and Steve Broughton. As of September 2015 Lionel Perl also joined the Remuneration Committee.

The Remuneration Committee is assisted by Towers Watson, an external professional services company that provides market-related information and advice on commonly applied reward elements, best practice and expected developments. Towers Watson does not provide material compensation or benefits-related services to the Executive Committee of Ageas, or to any other part of the Ageas organisation.

The CEO, the CRO and the Group Human Resources Director attended the meetings, apart from discussions relating to themselves where they had to leave the room to avoid conflicts of interests.

The committee met on six occasions including three joint meetings with the Corporate Governance Committee in the year under review. Attendance details can be found in section 3.6 Board of Directors.

The matters discussed by the Remuneration Committee in 2015 included:

- benchmarking methodology and competitive market positioning of the remuneration of the Executive Management against that of peers;
- corporate governance and updating of the Remuneration Policy in line with regulation and current market practices;
- disclosure regarding remuneration and activities of the Remuneration Committee in the Ageas Consolidated Financial Statements;
- the share plan issued in favour of Ageas's senior management.

The joint Remuneration and Corporate Governance Committee discussed and advised on the following matters:

- business and individual targets of the Executive Management;
- the results of the short-term incentive (STI) of the Executive Management;
- the results of the long-term incentive (LTI) of the Executive Management;
- the review of the key performance indicators of the Executive Management.

The Chairman of the Remuneration Committee reported on the aforementioned matters to the Board of Directors after each meeting and advised the Board on decision-making when required. Further information on the Remuneration Committee can be found in the Report of the Remuneration Committee (see section 3.7 of this chapter).

3.2.7 The Risk & Capital Committee (RCC)

The composition of the Risk & Capital Committee remained unchanged in 2015 and comprised the following members: Guy de Selliers de Moranville (Chairman), Lionel Perl, Steve Broughton and Lucrezia Reichlin.

The RCC met on eight occasions including two joint meetings with the Audit Committee. The meetings were attended by the members of the Executive Committee and the Group Risk Officer.

The matters discussed in the RCC in 2015 included:

- monitoring of risk management, based on reports by management;
- monitoring on a quarterly basis the performance of the asset management by segment and by asset class;
- reviewing the risk policies prepared by management, including the new Risk Appetite Framework;
- monitoring of the capital allocation and the solvency of the Ageas Group.

The Chairman of the RCC reported on the aforementioned matters to the Board of Directors after each meeting and advised the Board on decision-making when required.

During the joint meetings of the Risk & Capital Committee and the Audit Committee, the members discussed the new reporting requirements under Solvency II, INCA (Internal Control Adequacy) and assessed the Risk Management functioning.

3.3 Executive management

Ageas's executive management is composed of the members of the Executive Committee referred to in the Articles of Association and the members of the Management Committee referred to in the Corporate Governance Charter. The role of the Executive Committee is to manage Ageas in line with the values, strategies, policies, plans and budgets endorsed by the Board.

Executive Committee

Following new legislation, the Board of Directors has set up an Executive Committee within the meaning of Article 524bis of the Company Code to which all management powers and competences have been delegated, with the exception of (i) the determination of the general policy of the Company and of the Ageas Group and (ii) any matters which are reserved by law to the Board of Directors.

The Executive Committee exclusively consists of members of the Board of Directors. The CEO is Chairman of the Executive Committee, which meets once a week according to a predetermined timetable. Further meetings are held whenever necessary.

At the end of 2015, the Executive Committee of Ageas was composed of Bart De Smet (Chief Executive Officer), Christophe Boizard (Chief Financial Officer) and Filip Coremans (Chief Risk Officer).

- Bart De Smet, CEO, is responsible for the Business, Strategy and Business Development, Audit and Communications;
- Christophe Boizard, CFO, is responsible for Finance, Investments, Investor Relations and Corporate Performance Management;
- Filip Coremans, CRO, is responsible for Risk, Compliance, Legal and support functions (Human Resources, IT and Facility).

At the end of 2015, the Management Committee was composed of:

- the three members of the Executive Committee;
- Antonio Cano, COO (Chief Operating Officer);
- the heads of the four business segments: Steven Braekeveldt, CEO Continental Europe; Hans De Cuyper, CEO AG Insurance (Belgium); Andy Watson, CEO United Kingdom, and Gary Crist, CEO Asia;
- Emmanuel Van Grimbergen, Group Risk Officer.

3.4 Internal risk management and control systems

The Board is responsible for approving appropriate systems for internal risk management and control and reviewing their implementation. The Ageas internal risk management and control systems are designed to provide the Board and management with a reasonable level of assurance that:

- they are made aware, in a timely manner, of the extent to which the entity is moving toward achievement of the company's strategic, financial and operational objectives while implementing the Ageas strategy;
- the operations are conducted efficiently and effectively;
- the financial and non-financial reporting is reliable;
- the company acts in compliance with laws and regulations and with internal policies with respect to the conduct of business;
- the assets are safeguarded and liabilities are identified and managed;
- the entities remain within their risk limits.

3.4.1 Financial reporting cycle

Ageas has designed its financial reporting process to include the following measures of internal control:

- the budget control cycle;
- clear instructions and planning of the reporting process;
- clear processes and accounting policies and manuals;
- validation process for reported budget and actual figures per operating company;
- sign-off of the figures by local management;
- review of figures by the Executive Committee, the Management Committee, the Audit Committee and the Board;
- quarterly review and annual audit of the figures by the external auditor.

3.4.2 Budget process

The budget is the basis of the financial reporting cycle. The budget process is coordinated by Corporate Performance Management (CPM) and starts in June with a budget instruction and target setting. The instruction is approved by the Executive Committee upon the proposal of the Group CFO. After this approval the budget instruction is sent to the local CEOs.

The budget is prepared on a three-year rolling basis. During the preparation of the budgets, CPM, Strategy, the CFO and the management of the local entities meet for preliminary discussions on the future strategy and economic circumstances to be taken into account when drawing up the specific budget.

After the budgets are submitted, Group Finance executes a validation check on them. The outcome of the validation check, including any issue that comes to light, is discussed with local Finance team.

Once the validation checks have taken place, 'challenging sessions' between Executive Committee and local management are organised to discuss the key topics of each segment.

Once the budget process is finalised by CPM, the budget per segment (Belgium, UK, Asia, Continental Europe and the General Account) and the consolidated budget, including a written explanation of the assumptions used, is sent to the Management Committee for advice. After the Executive Committee has, based on the advice of the Management Committee, approved the budget, the budget is sent to the Board of Ageas for final approval.

3.4.3 Closings for actual figures

Ageas reports its actual figures in accordance with International Financial Reporting Standards (IFRS). Internal reporting takes place monthly, external reporting quarterly and at year-end. In the case of a closing period, the consolidation is updated by Group Finance (consolidation department). Beside the local entities, Group Finance also contacts non-financial departments (Risk, Legal, Tax, Accounting Policies, Company Secretary, Pension Office and Human Resources) to inform them of the type of information or input that is expected from them (and at what time) for the closing of the accounts.

After the delivery of the figures, validation meetings take place between Group Finance, CFO, CPM and local management in which local management presents the results seen from a business perspective as well as the expectations for the full year. Each CFO of a reporting entity has to provide the Group CFO with a written statement confirming that the reported figures are correct.

Group Finance is responsible for the preparation of the interim and annual financial statements and the internal management report on the figures. Group Finance includes the information received from the non-financial departments in the documents and verifies that all notes to the statements contain the correct figures. It also makes crosschecks to ensure that the figures for any item mentioned in different notes are always the same. Besides this, Group Finance analyses and explains the movements of the figures in the statements. These explanations are included in an issue log.

The interim and annual reports are reviewed and audited by the external auditors. Issues are discussed with the auditors. Once the closing process is finalised by Group Finance, the consolidated reports are sent to the Management Committee. The Management Committee discusses the reports and gives its advice to the Executive Committee, which gives its approval. Once the statements are finalised, the auditors give Ageas written approval to include their opinion in the documents.

Once this approval is received, all statements to be published as well as the Board presentation and closing memorandum are sent to the Board of Ageas for approval. In addition, the external auditor prepares a presentation for the Board and the letter to the Board. The letter includes elements that the auditor feels he has to report to the Board in its capacity as external auditor. All information is first reviewed by and discussed with the Audit Committee (as part of the Board). The Audit Committee then reports on this at the Board Meeting.

On the day of publication, the interim or annual reports and the press release are sent by Group Finance to the regulatory authorities (FSMA and NBB) in accordance with the regulatory disclosure requirements.

In addition to the financial report, Ageas prepares each quarter a Key Risk report, a Risk & Solvency report, and on a yearly basis an Own Risk and Solvency Assessment (ORSA) and an Internal Control Assessment. The preparation and validation of the reports follow the same key principles regarding internal measures as the financial reports. The reports are subject to the review and approval of the Audit & Risk Committee and the Board.

3.4.4 Assurance

Even a sound system of internal risk management and control cannot eliminate in full the possibility of poor judgment in decision-

making, control processes being deliberately circumvented by employees and others, management overriding controls, and the occurrence of unforeseeable circumstances. The internal risk management and control systems are intended to provide reasonable, but not absolute, assurance that the company will not be hindered in achieving its business objectives, or in the orderly and legitimate conduct of its business, by circumstances which may reasonably be foreseen, and that the financial statements are free of material misstatement.

The Board has evaluated the risk profile of Ageas as well as the design and operating effectiveness of the Ageas internal risk management and control systems. It has also considered the effectiveness of remedial actions taken.

Please refer to note 5 Risk Management, note 25 RPN(I), note 47 Contingent liabilities and note 49 Events after the date of the statement of financial position for further information on respectively (i) the principal risks applicable to Ageas, (ii) RPN(I) and (iii) the contingent liabilities.

The Board considers that to the best of its knowledge, the internal risk management and control systems relating to financial reporting risks worked properly in the year under review and provide reasonable assurance that the Ageas Consolidated Financial Statements do not contain any errors of material importance.

This statement cannot be construed as a statement in accordance with the requirements of Section 404 of the US Sarbanes-Oxley Act, which is not applicable to Ageas.

The Board will continue to maintain its commitment to further strengthen the Ageas internal risk management and control systems.

3.5 Corporate Governance references and Corporate Social Responsibility

3.5.1 Corporate Governance references

The Belgian Corporate Governance Code published on 12 March 2009 (the 2009 Code) applies to Ageas and is available on Ageas's website:

<https://www.ageas.com/en/about-us/corporate-governance>.

The Code is based on the 'comply or explain' concept, which means that if a company chooses to deviate from any of the Code's principles, it must explain its reasons for doing so in the Corporate Governance Statement. There are no aspects of corporate governance at Ageas that require additional explanation in the light of the 2009 Code.

In 2014, new legislation was promulgated in Belgium in accordance with which insurance holding companies have to set up an Executive Committee composed exclusively of members of the Board. This new legislation meant a revision of both the Ageas Corporate Governance Charter and the Articles of Association. Ageas has complied with this new legislation as from the General Shareholders' Meeting of April 2015.

No other changes are required to further align the Governance Charter with applicable rules and regulations even to anticipate (international) trends that Ageas considers relevant.

The Corporate Governance Charter, as applicable until the General Meeting of Shareholders of April 2016, is available on Ageas's website (www.ageas.com).

3.5.2 Corporate Social Responsibility

Corporate Social Responsibility, or CSR as it is more commonly referred to, is the concept of giving something back to the community and conducting business in a socially responsible way that takes account of all stakeholders. Today it is part and parcel of doing business, and in many ways it is a licence to operate and increasingly a principle against which companies are measured. But in the Ageas Group we call it something else. For Ageas the term 'Responsible Entrepreneurship' is a more accurate description of what we are trying to achieve and it closely reflects

the specific characteristics of Ageas and the values embodied in the Group's strategy.

The principles of Responsible Entrepreneurship are alive and well taken up within Ageas, and this is evident in a broad range of activities across the different regions. These initiatives are about doing the right thing and contributing to the communities in which Ageas operates. It is a natural fit for an insurer. After all, helping people is the essence of insurance, and as such, it is very much in our genes. As a Group with a strong ethos of local empowerment, most of these initiatives result from the deep involvement of our local operating companies in the wider community. It is about being part of the fabric of the local community.

Recognising that there was an opportunity to leverage best practice to create more of a Group-wide response to Responsible Entrepreneurship, Ageas embarked on a project designed to collate best practices and gain a better understanding of what stakeholders expect of Ageas in this area. Our belief is that Responsible Entrepreneurship is not an adjunct to strategy but an integral part of who we are. It is an additional strategic lever to create value rather than just mitigating risk. And taking into account the specificities of the insurance sector and Ageas's profile, the Group decided upon five key areas of focus and engagement: employees, customers, financial assets, the environment and the community.

In the most recent phase of the project Ageas is assessing how Responsible Entrepreneurship can be applied most effectively in the agreed areas, while exploring the potential for additional leverage at Group level to help drive forward Group-wide initiatives. And in the spirit of entrepreneurship, we want to help create opportunities for people and businesses to grow and innovate. The ultimate objective is to assess how Ageas can best incorporate societal issues into the company's core business strategy providing benefit to both the company and society as a whole, in other words, creating shared value. And by taking a Group level approach to this important topic, greater progress can be made. As we look to the future, Ageas wants to bring Responsible Entrepreneurship to life... the lives of its stakeholders.

3.6 Board of directors



Chairman

Jozef De Mey

(1943 – Belgian – Independent - Male)

On 31 December 2015, Chairman of the Board of Directors and Chairman of the Corporate Governance Committee.

First appointed	: 2009.
Term runs until	: Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015	: Chairman of the Board of Directors of Ageas Insurance International N.V. (NL), of Ageas UK Ltd. (UK), of Ageas Asia Holdings Ltd. (HK), of Ageas Insurance Company (Asia) Ltd (HK), of Credimo Holding N.V. (BE) and Credimo N.V. (BE). Vice-Chairman of Muang Thai Group Holding Company Ltd. (Thailand) and of Muang Thai Life Assurance Public Company Ltd. (Thailand). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.
Positions held with other listed companies	: None.
Other positions held	: Details are available on the website.

Non-Executive Board Members

Guy de Selliers de Moranville

(1952 – Belgian – Independent - Male)

On 31 December 2015, Vice Chairman of the Board of Directors, Member of the Corporate Governance Committee and Chairman of the Risk & Capital Committee.

First appointed : 2009.
Term runs until : Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015 : Chairman of the Board of Directors of AG Insurance SA/NV (BE) and Non-Executive Board Member of Ageas Insurance International N.V.(NL). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : Member of the Board of Directors of Solvac
Address : Rue des Champs Elysées, 1050 Brussels, Belgium
Sector : Holding company

Member of the Supervisory Board and Chairman of the Risk Committee of Advanced Metal Group
Address : Toren C, 13th floor, Strawinskylaan 1343, 1077 XX Amsterdam, the Netherlands
Sector : Specialty metals and engineering

Member of the Board of Directors and of the Sustainability Committee of Ivanhoe
Address : 654 – 999 Canada Place, Vancouver, Canada
Sector : Mining company

Other positions held : Details are available on the website.

Roel Nieuwdorp

(1943 – Dutch – Independent - Male)

On 31 December 2015, Member of the Board of Directors, Chairman of the Remuneration Committee and Member of the Corporate Governance Committee.

First appointed : 2009.
Term runs until : Annual General Meeting of Shareholders in 2017.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL) and Ageas France S.A. (FR). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : None.

Other positions held : Details are available on the website.

Lionel Perl

(1948 – Belgian – Independent - Male)

On 31 December 2015, Member of the Board of Directors, Member of the Remuneration Committee and of the Risk & Capital Committee.

First appointed : 2009.
Term runs until : Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL) and Ageas UK Ltd. (UK). (UK). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : None.

Other positions held : Details are available on the website

Jan Zegeering Hadders

(1946 – Dutch – Independent - Male)

On 31 December 2015, Member of the Board of Directors, Chairman of the Audit Committee and Member of the Corporate Governance Committee.

First appointed : 2009.
Term runs until : Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL) and AG Insurance SA/NV (BE). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : None.

Other positions held : Details are available on the website.

Steve Broughton

(1947 – British – Independent - Male)

On 31 December 2015, Member of the Board of Directors, Member of the Risk & Capital Committee and Member of the Remuneration Committee.

First appointed : 2013.
Term runs until : Annual General Meeting of Shareholders in 2016.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL) and Ageas UK Ltd. (UK). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : Member of Strategy and Integration Advisory Board Quindell Plc.
Address : Quindell Court 1, Barnes Wallis Road, Segensworth East,
PO15 5UA Fareham, UK
Sector : Software, consultancy and technology

Other positions held : Details are available on the website.

Jane Murphy

(1967 – Belgian – Independent - Female)

On 31 December 2015, Member of the Board of Directors, Member of the Audit Committee and Member of the Remuneration Committee.

First appointed : 2013.
Term runs until : Annual General Meeting of Shareholders in 2016.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL) and of Ageas UK Ltd. (UK). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.

Positions held with other listed companies : Non-Executive Board Member of Elia System Operator SA/NV and Elia Assets SA/NV and Member of the Corporate Governance Committee of Elia System Operator SA/NV
Address : Boulevard de l'Empereur 20, 1000 Brussels, Belgium
Sector : Electric power transmission system operator of Belgium /
Owner of the assets of the electric power transmission system in Belgium

Other positions held : Details are available on the website.

Lucrezia Reichlin

(1954 – Italian – Independent - Female)

On 31 December 2015, Member of the Board of Directors, Member of the Risk & Capital Committee.

First appointed : 2013.
Term runs until : Annual General Meeting of Shareholders in 2016.
Other positions within Ageas at the end of 2015 : Non-Executive Board Member of Ageas Insurance International N.V. (NL)

Positions held with other listed companies : None

Other positions held : Details are available on the website.

Richard Jackson

(1956 – British – Independent - Male)

On 31 December 2015, Member of the Board of Directors and Member of the Audit Committee.

First appointed	: 2013.
Term runs until	: Annual General Meeting of Shareholders in 2016.
Other positions within Ageas at the end of 2015	: Non-Executive Board Member of Ageas Insurance International N.V. (NL) and of Ageas Portugal Holdings SGSP (PT), Non-Executive Board Member of Médis (Companhia Portuguesa de Seguros de Saude S.A.) and Ocidental (Companhia Portuguesa de Seguros S.A.). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.
Positions held with other listed companies	: Non-Executive Director and Chairman of the Audit Committee and Chairman of the Compensation and Nomination Committee at Oracle Financial Services Software, listed on Mumbai Stock Exchange
	Address : Oracle Park, Goregaon, Mumbai, 400063, India
	Sector : Financial Services software
	Senior Advisor Ping An Insurance Group Company of China Ltd., China
	Address : Galaxy Center, Fuhua Road, Shenzhen, 518048, PRC
	Sector : Insurance
Other positions held	: Details are available on the website.

Davina Bruckner

(1983 – Belgian – Non-Executive - Female)

On 31 December 2015, Member of the Board of Directors and Member of the Audit Committee.

First appointed	: 2014.
Term runs until	: Annual General Meeting of Shareholders in 2017.
Other positions within Ageas at the end of 2015	: Non-Executive Board Member of Ageas Insurance International N.V. (NL)
Positions held with other listed companies	: None.
Other positions held	: Details are available on the website.

Members of the Executive Committee



Bart De Smet



Christophe Boizard



Filip Coremans

Executive Board Members

Bart De Smet

(1957 – Belgian – Executive - Male) Chief Executive Officer.

First appointed	: 2009.
Term runs until	: Annual General Meeting of Shareholders in 2017.
Other positions within Ageas at the end of 2015	: Executive Board Member of Ageas Insurance International N.V. (NL), Vice-Chairman of AG Insurance SA/NV (BE), Ageas UK Ltd. (UK), Taiping Life Insurance Company Ltd. (China) and Maybank Ageas Holdings Berhad (Malaysia) and Non-Executive Board Member of Credimo NV (BE). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.
Positions held with other listed companies	: None.
Other positions held	: Details are available on the website.

Christophe Boizard

(1959 – French – Executive - Male) Chief Financial Officer, responsible for Finance, Treasury and ALM, Investor Relations and Performance Management.

First appointed	: 2015.
Term runs until	: Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015	: Vice-Chairman of Ageas Asia Holdings Ltd. (HK) and Ageas Insurance Company (Asia) Ltd. (HK), Member of the Board of Directors of Royal Park Investments SA/NV (BE), AG Real Estate SA/NV (BE), Ageas France (FR), Cardif Lux Vie SA (LU) and member of the Supervisory Board of Intreas N.V. (NL). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.
Positions held with other listed companies	: None.
Other positions held	: Details are available on the website.

Filip Coremans

(1964 – Belgian – Executive - Male) Chief Risk Officer, responsible for Risk, Compliance, Legal and Support Functions (Human Resources, IT and Facility).

First appointed	: 2015.
Term runs until	: Annual General Meeting of Shareholders in 2019.
Other positions within Ageas at the end of 2015	: Member of the Boards of AG Real Estate (BE), of Ageas B.V. (NL), of Mbcp Ageas Grupo Segurador SGPS S.A. (PT), of Ocidental Vida S.A. (PT), of Ocidental Pensões (PT), of Ageas Portugal Holdings SGSP (PT), of Médis Companhia de Saude S.A. (PT) of Ocidental Companhia de Seguros S.A. (PT) and of IDBI Federal Life Insurance Co. Ltd. (India). Member of the Supervisory Board of Taiping Life Insurance Company Ltd. (China). See note 1 Legal structure, note 29 Non-controlling interests and note 14 Investments in associates for information on the participation interest in these entities.
Positions held with other listed companies	: None.
Other positions held	: Details are available on the website.

Company Secretary

Valérie Van Zeveren.

Attendance at Board and Committee meetings

Attendance at the meetings of the Board, Audit Committee, Risk & Capital Committee, Remuneration Committee and Corporate Governance Committee was as follows (it should be noted that the new members of the Board only started to attend meetings after their appointment as a Board Member):

Name	Board Meetings		Audit Committee meetings		Corporate Governance Committee meetings		Remuneration Committee meetings		Risk & Capital Committee meetings	
	Held	Attended	Held **	Attended	Held ***	Attended	Held ***	Attended	Held **	Attended
Jozef De Mey	10	10			5	5				1 *
Guy de Selliers de Moranville	10	10			5	5			8	8
Lionel Perl ¹⁾	10	10	7	5			6	2	8	8
Jan Zegering Hadders	10	10	7	7	5	5				
Roel Nieuwdorp	10	9			5	4	6	6		
Bart de Smet	10	10			5	5				
Jane Murphy	10	10	7	7			6	6		
Steve Broughton	10	10					6	6	8	8
Lucrezia Reichlin	10	7							8	6
Richard Jackson	10	10	7	7						
Davina Bruckner ²⁾	10	10	7	3						
Christophe Boizard ³⁾	10	6								
Filip Coremans ³⁾	10	6								

* Jozef De Mey attended these meetings as invitee.

** including the joint meetings RCC / AC.

*** including the joint meetings RC / CGC.

1. Lionel Perl joined the Remuneration Committee in May 2015.
2. Davina Bruckner joined the Audit Committee in May 2015.
3. Christophe Boizard and Filip Coremans joined the Board in May 2015.

3.7 Report of the Remuneration Committee

In accordance with the Belgian Corporate Governance Act of 6 April 2010 the Ageas Remuneration Committee has drawn up a Remuneration report. Ageas will submit this report for approval to the General Meeting of Shareholders on 27 April 2016. The chairman of the Remuneration Committee will give a commentary on this report. On 29 April 2015, the 2014 report was approved by 98% of the shareholder votes.

3.7.1 Committee membership, attendance and external advisors

The Remuneration Committee consisted of the following three members: Roel Nieuwdorp (Chairman), Jane Murphy and Steve Broughton. As of September 2015 Lionel Perl joined the Remuneration Committee. The CEO, the CRO, in his capacity as ultimate head of HR, and the Group HR Director, attended the meetings of the Remuneration Committee, with the exception of matters relating to themselves. Attendance details can be found in section 3.6 Board of Directors.

As already mentioned, the Remuneration Committee is assisted by Towers Watson, an external professional services company. Towers Watson does not provide material compensation or benefits-related services to the Executive Committee of Ageas, or to any other part of the Ageas organisation.

3.7.2 Key objectives of the Remuneration Committee

The Remuneration Committee's three key objectives remain unchanged: to provide full transparency, to guarantee compliance with existing and upcoming Belgian legislation and European regulation and to be market compliant.

Transparency

In 2010 and 2011, the Board of Directors submitted for approval to the shareholders both the Remuneration Policy (for the Board and the Executive Committee as recommended by the Remuneration Committee) and the remuneration levels of the Board. The Board of Directors will continue to submit any update or modification to the shareholders for approval. The annual report of the Remuneration Committee provides insight into the work of the Remuneration Committee and the proposed evolutions, if any.

Compliance with new legislation

Ageas is closely monitoring existing and upcoming legislation trying to anticipate changes to the extent possible when appropriate.

Market compliance

The remuneration of both the Board of Directors and the Executive Committee is intended:

- to ensure the organisation's continued ability to attract, motivate and retain executive talent in an international marketplace;
- to promote achievement of demanding performance targets and long-term sustainable growth, this in order to align the interests of executives and shareholders in the short, medium and long term;
- to stimulate, recognise and reward both strong individual contribution and solid team performance.

3.7.3. Activity report of the Remuneration Committee

The Remuneration Committee convened six times in 2015 including three joint meetings with the Corporate Governance Committee.

The Remuneration Committee discussed and submitted recommendations to the Board of Directors on:

- the alignment of the Remuneration Policy with existing and upcoming legislation and regulations. (Belgian Corporate Governance Act, Capital Requirements Directive (CRD III and IV) and Solvency II). A specific analysis of the above mentioned regulations confirmed the compliance of the Ageas Remuneration policy;
- the benchmarking of the remuneration of the members of the Management Committee against current market practices. In particular, the Remuneration Committee discussed and submitted in 2015 an update of the methodology used for benchmarking;
- the review of the compensation of the members of the Management Committee based on the above analysis;
- the compensation of the newly appointed members of the Management Committee;
- the vesting of the LTI 2011 for the members of the Management Committee;
- the disclosure of the remuneration of Board and Executive Committee Members in the notes to the Annual Consolidated Financial Statements;

- the report of the Remuneration Committee as included in the Corporate Governance Statement;
- the share plan in favour of senior management excluding Members of the Ageas Management Committee.

In the joint meetings with the Corporate Governance Committee, the following topics were discussed and submitted to the Board of Directors for validation:

- the individual targets (quantitative and qualitative) for the members of the Management Committee;
- the targets for the business KPIs. The following KPIs were taken into account to determine the STI for the Executive Management for the financial year 2015:
 - annual Net Profit of the insurance activities;
 - Return on Equity (ROE) of the insurance activities;
 - Cost Ratio of the Life insurance activity;
 - Combined Ratio of the Non-life insurance activity, and
 - Embedded Value.
- the specific KPIs for the Group Risk Officer;
- the assessment of the results on the individual objectives and the business KPIs;
- the individual STI and LTI of the members of the Management Committee based on above assessment.

3.7.4 The Remuneration Policy

The full Remuneration Policy for Ageas Board Members and Group Executive Committee members, as approved by the General Meeting of Shareholders in April 2010 and reconfirmed by the shareholders in 2015, is attached to the Corporate Governance Charter (see annex 4 of the Corporate Governance Charter). The Remuneration Policy can be found at:
<https://www.ageas.com/en/about-us/remuneration>.

This policy describes the principles underlying remuneration, the relative importance of the various components of remuneration and the features of equity-linked remuneration and the applicable claw-back of variable income in the case of fraud or material misstatement.

It remains the opinion of the Remuneration Committee that the policy, as approved by the General Meetings of Shareholders in 2010 and reconfirmed in 2011, has been established in the spirit of the present standards with a deferral of the LTI and parts of the STI, and assessment of the performance during the period of deferral, and as such fits in with the current situation of the company.

3.7.5 Implementation of Remuneration Policy in 2015

Board of Directors

The remuneration levels of the non-executive members of the Board were approved by a vast majority of the shareholders in 2010. Based on the periodic review an adjustment was proposed and approved by the General Meeting of Shareholders in 2013.

During 2015 no changes were proposed as to the remuneration levels of the non-executive members of the Board of Directors.

The remuneration levels approved by the General Meeting of Shareholders in April 2013 continue to apply. These remuneration levels consist of a fixed annual remuneration on the one hand and an attendance fee on the other. The fixed annual remuneration amounts to EUR 90,000 for the Chairman and EUR 45,000 for the other Non-Executive Board Members. Non-Executive Board Members receive an attendance fee of EUR 2,000 per Board Meeting and EUR 1,500 per Board Committee Meeting. For the Chairman of the Board of Directors and the Board Committees, the respective attendance fees are set at EUR 2,500 per Board Meeting and EUR 2,000 per Board Committee Meeting. More detailed information on the remuneration of the Non-Executive Board Members in 2015 can be found in note 7 section 7.3 Remuneration of Board of Directors members and Executive Committee members in the Ageas Consolidated Financial Statements 2015.

Non-Executive Board Members do not receive annual incentives or stock options and are not entitled to pension rights. Non-Executive Board Members are not entitled to any termination indemnity.

The remuneration of the Executive Board Members is related exclusively to their position as member of the Executive Committee and is therefore determined in line with the Remuneration Policy for Executive Committee members.

In the framework of good corporate governance, to avoid the cascading of the decision process and to increase knowledge and awareness of the issues in the most important operating companies, the Board of Directors decided to assign most of its non-executive members to the Boards of Directors of some of the Ageas subsidiaries. To the extent that these positions are remunerated, the amounts paid out are disclosed in note 7 section

7.3 Remuneration of Board of Directors members and Executive Committee members in the Ageas Consolidated Financial Statements 2015.

In accordance with the Remuneration Policy and the remuneration levels described above, the total remuneration of all non-executive directors amounted to EUR 1.34 million in 2015, compared to EUR 1.26 million in 2014. For more detailed information, please refer to note 7 section 7.3 Remuneration of Board of Directors members and Executive Committee members in the Ageas Consolidated Financial Statements 2015.

Executive Committee

Both the level and the structure of remuneration for Ageas Executive Committee members are analysed annually. Upon the initiative of the Remuneration Committee, Ageas's competitive position is regularly reviewed by, and discussed with, Towers Watson and compared with that of other major European-based international insurance firms and other organisations operating on an international basis. In 2015 an update of the methodology was discussed and submitted to the Board of Directors for validation, this update, which was accepted, includes the following principles:

- As to the frame of reference: no changes were proposed as to the European peer group, BEL-20 reference data will exclude AB InBev data;
- As to the benchmarking position: the chosen position is based on comparable job grades;
- As to midmarket: all positions are compared with the median of the market.

Based on the assessment of the competitive positioning of the remuneration of the Executive Management in the second half of 2015, the Remuneration Committee recommended and the Board accepted the following recommendations, applicable as of 1 January 2016:

- to increase the base compensation of the CEO from EUR 575,000 yearly to EUR 650,000 yearly, well within the salary range of EUR 550,000 to EUR 750,000 as approved by the General Meeting of Shareholders in 2013. This recommendation takes into account the objective to position the base compensation according the median position of the selected peer group, the time lapse since the last adjustment and the evolution of the company over that period;

- to increase the base compensation of the CRO from EUR 425,000 yearly to EUR 450,000, in line with the decision taken in 2014 to increase the base compensation for ExCo members to this level on the first day of January following the date of one year's service in the appointed ExCo role at Ageas. This decision was taken when the CRO was not yet a member of the Board;
- to propose no further adjustments for the other members of the Executive Committee.

The Executive Committee consists of CEO Bart De Smet, CFO Christophe Boizard and CRO Filip Coremans, who are all executive members of the Board of Directors. The Remuneration Policy as described above applies to the members of the Executive Committee, and includes, but is not limited to, the rules on variable remuneration, severance pay and claw-back. In 2015, the total remuneration of the Executive Committee amounted to EUR 4.2 million compared to EUR 3.0 million in 2014.

As foreseen by the Remuneration Policy, the Executive Committee members are entitled to a short-term (STI) and a long-term incentive (LTI) regarding their performance over the year 2015:

- long-term incentive: the total shareholder return (TSR) of Ageas shares amounted to 52.1% in 2015, which was the first position in their peer group. The Remuneration Committee, jointly with the Corporate Governance Committee, thus recommended granting an LTI corresponding to 200% of the target for the year 2015 (target 45% of base compensation, range 0-90% of base compensation);
- short-term incentive: two components, the Ageas component accounting for 70% and the individual component accounting for 30%, are taken into account in the calculation of the STI. The Remuneration Committee, jointly with the Corporate Governance Committee, recommended that the Board takes the results of the following KPIs into account:
 - Net Profit of the insurance activities;
 - Return on Equity (ROE) of the insurance activities;
 - Cost Ratio Life Insurance;
 - Combined Ratio Non-life;
 - Embedded Value.
- taking into account individual performances, this led to the following STI-percentages (target 50% of base compensation, range 0-100% of base compensation):
 - CEO Bart De Smet: 120% of target;
 - CFO Christophe Boizard: 110% of target;
 - CRO Filip Coremans: 117% of target.

For each member of the Executive Committee, severance pay equals 12 months' salary which can in specific circumstances be increased to 18 months. (Including the non-competition provision).

More detailed information on the Remuneration Policy applicable to the Executive Committee is available in annex 4 of the Corporate Governance Charter: The remuneration for Ageas Board Members and Group Executive Committee members.

For more detailed information on individual remuneration and the number of granted, exercised and matured shares, share options and other rights to acquire shares, please refer to note 7 section 7.3 Remuneration of Board of Directors members and Executive Committee members in the Ageas Consolidated Financial Statements 2015.

3.7.6 Procedure followed to develop and assess/review the Remuneration Policy

Upon its appointment in April 2009, the Remuneration Committee formulated a completely new Remuneration Policy.

The Remuneration Committee reassesses the different elements of the Remuneration Policy and its compliance with existing legislation and regulation on a regular basis, assisted by the external advisor Towers Watson.

It remains the opinion of the Remuneration Committee that the policy, with amongst others a deferral of the LTI and parts of the STI, and assessment of the performance during the period of deferral, complies with present standards and regulations and as such fits in with the strategy of the company.

3.7.7 Outlook for Remuneration Policy in 2016

Ageas will continue to benchmark the structure of its Remuneration Policy against the competitive and regulatory environment as it has done in the past and will, if required, propose modifications or updates. Any modifications of the Remuneration Policy will be submitted for approval to the General Meeting of Shareholders.

Brussels, 15 March 2016

Board of Directors



Annual Report SA/NV 2015

40				1	EUR	
Nr.	Date of the deposition	No. 0451.406.524	PP.	E.	D.	C 1.1

ANNUAL ACCOUNTS IN EURO

NAME: **Ageas SA/NV**

Legal form: **PLC**

Address: **Markiesstraat**

Nr.: **1**

Postal Code: **1000**

City: **Brussel 1**

Country: **Belgium**

Register of Legal Persons (RLP) - Office of the commercial court at: **Brussel, Dutch-speaking**

Internet address *: **www.ageas.com**

Company number:

0451.406.524

DATE **29/04/2015** of the deposition of the partnership deed OR of the most recent document mentioning the date of publication of the partnership deed and the act changing the articles of association.

ANNUAL ACCOUNTS approved by the General Meeting of

27/04/2016

concerning the financial year covering the period from

1/01/2015

till

31/12/2015

Previous period from

1/01/2014

till

31/12/2014

The amounts of the previous financial year are / ~~are not~~ ** identical to those which have been previously published.

COMPLETE LIST WITH name, first name, profession, residence-address (address, number, postal code, municipality) and position with the enterprise, OF DIRECTORS, MANAGERS AND AUDITORS

De Mey Jozef

Nevelse Warande 13, 9830 Sint-Martens-Latem, Belgium

Title : President of the board of directors

Mandate : 29/04/2015- 24/04/2019

Zegering Hadders Jan

Brediusweg 39, 1401 AC Brussum, Netherlands

Title : Director

Mandate : 29/04/2015- 24/04/2019

de Selliers de Moranville Guy

Elgin Crescent 70, W112JE Londen, United Kingdom

Title : Director

Mandate : 29/04/2015- 24/04/2019

Broughton Stephen

Bedarra Allcocks Lane Kingswood x, KT20GB Surrey, United Kingdom

Title : Director

Mandate : 24/04/2013- 27/04/2016

Enclosed to these annual accounts:

Total number of pages deposited: **41** Number of the pages of the standard form not deposited for not being of service: 5.1, 5.2.1, 5.2.2, 5.2.3, 5.2.4, 5.3.1, 5.3.4, 5.3.6, 5.5.2, 5.16, 5.17.2, 8, 9

Signature
(name and position)

Jozef Demey

President of the Board of Directors

Signature
(name and position)

Bart De Smet

CEO

* Optional statement.

** Delete where appropriate.

LIST OF DIRECTORS, MANAGERS AND AUDITORS (continuation of the previous page)

Nieuwdorp Roel

Brusselsesteenweg 150, 3020 Herent, Belgium

Title : Director

Mandate : 30/04/2014- 26/04/2017

Perl Lionel

Boulevard Princesse Charlotte 12, MC 9800 Monaco, Monaco

Title : Director

Mandate : 29/04/2015- 24/04/2019

Murphy Jane

Scheestraat 145, 1703 Schepdaal, Belgium

Title : Director

Mandate : 24/04/2013- 27/04/2016

Coremans Filip

Heidestraat 5, 3140 Keerbergen, Belgium

Title : Director

Mandate : 29/04/2015- 24/04/2019

Boizard Christophe

Rue des Sables 23, 1000 Brussel 1, Belgium

Title : Director

Mandate : 29/04/2015- 24/04/2019

De Smet Bart

Maleizenstraat 65, 3020 Herent, Belgium

Title : Director

Mandate : 24/04/2013- 26/04/2017

Jackson Richard

West Street Reigate 56, RH9DB Londen, United Kingdom

Title : Director

Mandate : 16/09/2013- 27/04/2016

Bruckner Davina

Boulevard Albert I 11, MC9800 Monaco, Monaco

Title : Director

Mandate : 30/04/2014- 26/04/2017

Reichlin Lucrezia

Lawford Road Kentish Town 19, NW52LH Londen, United Kingdom

Title : Director

Mandate : 16/09/2013- 27/04/2016

LIST OF DIRECTORS, MANAGERS AND AUDITORS (continuation of the previous page)

KPMG Bedrijfsrevisoren CALL 0419.122.548

Bourgetlaan 40, 1130 Brussel 13, Belgium

Title : Auditor, Number of membership : B00001

Mandate : 29/04/2015- 25/04/2018

Represented by:

Tanghe Karel

Bourgetlaan 40 , 1130 Brussel 13, Belgium

Number of membership : IRE A02079

DECLARATION ABOUT SUPPLEMENTARY AUDITING OR ADJUSTMENT MISSION

The managing board declares that the assignment neither regarding auditing nor adjusting has been given to a person who was not authorised by law pursuant to art. 34 and 37 of the Law of 22nd April 1999 concerning the auditing and tax professions.

The annual accounts ~~have~~/ have not * been audited or adjusted by an external accountant or auditor who is not a statutory auditor.

If YES, mention here after: name, first names, profession, residence-address of each external accountant or auditor, the number of membership with the professional Institute ad hoc and the nature of this engagement:

- A. Bookkeeping of the undertaking**,
- B. Preparing the annual accounts**,
- C. Auditing the annual accounts and/or
- D. Adjusting the annual accounts.

If the assignment mentioned either under A or B is performed by authorised accountants or authorised accountants-tax consultants, information will be given on: name, first names, profession and residence-address of each authorised accountant or accountant-tax consultant, his number of membership with the Professional Institute of Accountants and Tax consultants and the nature of this engagement.

Name, first name, profession, residence-address	Number of membership	Nature of the engagement (A, B, C and/or D)

* Delete where appropriate.

** Optional disclosure.

BALANCE SHEET

	Notes	Codes	Period	Previous period
ASSETS				
FIXED ASSETS		20/28	6.809.907.963	6.809.947.372
Formation expenses	5.1	20		
Intangible fixed assets	5.2	21		
Tangible fixed assets	5.3	22/27	713.447	752.856
Land and buildings		22		
Plant, machinery and equipment		23	44.832	33.098
Furniture and vehicles		24	41.770	32.054
Leasing and other similar rights		25		
Other tangible fixed assets		26	626.845	687.704
Assets under construction and advance payments		27		
	5.4/			
Financial fixed assets	5.5.1	28	6.809.194.516	6.809.194.516
Affiliated enterprises	5.14	280/1	6.786.825.584	6.786.825.584
Participating interests		280	6.436.825.584	6.436.825.584
Amounts receivable		281	350.000.000	350.000.000
Other enterprises linked by participating interests	5.14	282/3	22.352.941	22.352.941
Participating interests		282	22.352.941	22.352.941
Amounts receivable		283		
Other financial assets		284/8	15.991	15.991
Shares		284		
Amounts receivable and cash guarantees		285/8	15.991	15.991
CURRENT ASSETS		29/58	1.322.709.728	1.183.392.261
Amounts receivable after more than one year		29		
Trade debtors		290		
Other amounts receivable		291		
Stocks and contracts in progress		3		
Stocks		30/36		
Raw materials and consumables		30/31		
Work in progress		32		
Finished goods		33		
Goods purchased for resale		34		
Immovable property intended for sale		35		
Advance payments		36		
Contracts in progress		37		
Amounts receivable within one year		40/41	1.131.795	15.614.133
Trade debtors		40	1.090.094	15.570.472
Other amounts receivable		41	41.701	43.661
Current investments	5.5.1/ 5.6	50/53	1.072.567.650	969.480.594
Own shares		50	259.151.576	218.225.549
Other investments and deposits		51/53	813.416.074	751.255.045
Cash at bank and in hand		54/58	235.751.804	183.834.465
Deferred charges and accrued income	5.6	490/1	13.258.479	14.463.069
TOTAL ASSETS		20/58	8.132.617.691	7.993.339.633

EQUITY AND LIABILITIES

	Notes	Codes	Period	Previous period
EQUITY		10/15	6.325.787.414	7.007.554.287
Capital	5.7	10	1.655.960.409	1.709.371.826
Issued capital		100	1.655.960.409	1.709.371.826
Uncalled capital		101		
Share premium account		11	2.636.085.758	2.790.736.302
Revaluation surpluses		12		
Reserves		13	2.815.050.178	3.153.337.510
Legal reserve		130		
Reserves not available		131	259.151.576	218.225.549
In respect of own shares held		1310	259.151.576	218.225.549
Other		1311		
Untaxed reserves		132		
Available reserves		133	2.555.898.602	2.935.111.961
Accumulated profits (losses)		14	-781.308.931	-645.891.351
Investment grants		15		
Advance to associates on the sharing out of the assets		19		
PROVISIONS AND DEFERRED TAXES		16	1.423.200.000	597.000.000
Provisions for liabilities and charges		160/5	1.423.200.000	597.000.000
Pensions and similar obligations		160		
Taxation		161		
Major repairs and maintenance		162		
Other liabilities and charges	5.8	163/5	1.423.200.000	597.000.000
Deferred taxes		168		
AMOUNTS PAYABLE		17/49	383.630.277	388.785.346
Amounts payable after more than one year	5.9	17		
Financial debts		170/4		
Subordinated loans		170		
Unsubordinated debentures		171		
Leasing and other similar obligations		172		
Credit institutions		173		
Other loans		174		
Trade debts		175		
Suppliers		1750		
Bills of exchange payable		1751		
Advances received on contracts in progress		176		
Other amounts payable		178/9		
Amounts payable within one year		42/48	372.595.391	378.876.539
Current portion of amounts payable after more than one year falling due within one year	5.9	42		
Financial debts		43		
Credit institutions		430/8		
Other loans		439		
Trade debts		44	9.612.356	20.204.268
Suppliers		440/4	9.612.356	20.204.268
Bills of exchange payable		441		
Advances received on contracts in progress		46		
Taxes, remuneration and social security	5.9	45	2.520.990	3.598.403
Taxes		450/3	189.940	1.441.242
Remuneration and social security		454/9	2.331.050	2.157.161
Other amounts payable		47/48	360.462.045	355.073.868
Accrued charges and deferred income	5.9	492/3	11.034.886	9.908.807
TOTAL LIABILITIES		10/49	8.132.617.691	7.993.339.633

INCOME STATEMENT

	Notes	Codes	Period	Previous period
Operating income		70/74	10.847.351	6.472.978
Turnover	5.10	70		
Increase (decrease) in stocks of finished goods, work and contracts in progress(+)/(-)		71		
Own construction capitalised		72		
Other operating income	5.10	74	10.847.351	6.472.978
Operating charges		60/64	893.310.426	281.184.810
Raw materials, consumables		60		
Purchases		600/8		
Decrease (increase) in stocks(+)/(-)		609		
Services and other goods		61	53.189.050	38.489.831
Remuneration, social security costs and pensions(+)/(-)	5.10	62	13.504.789	15.437.687
Depreciation of and amounts written off formation expenses, intangible and tangible fixed assets		630	179.752	222.285
Amounts written down stocks, contracts in progress and trade debtors - Appropriations (write-backs)(+)/(-)		631/4		
Provisions for risks and charges - Appropriations (uses and write-backs)(+)/(-)	5.10	635/7	826.200.000	226.900.000
Other operating charges	5.10	640/8	236.835	135.007
Operation charges carried to assets as restructuring costs (-)		649		
Operating profit (loss)(+)/(-)		9901	-882.463.075	-274.711.832
Financial income		75	760.085.327	182.474.579
Income from financial fixed assets		750	739.654.650	158.941.177
Income from current assets		751	20.417.278	23.494.182
Other financial income	5.11	752/9	13.399	39.220
Financial charges	5.11	65	15.024.430	21.442.536
Debt charges		650	4.025.257	4.562.741
Amounts written down on current assets except stocks, contracts in progress and trade debtors(+)/(-)		651		
Other financial charges		652/9	10.999.173	16.879.795
Gain (loss) on ordinary activities before taxes (+)/(-)		9902	-137.402.178	-113.679.789

	Codes	Period	Previous period
Extraordinary income	76	2.235.170	288.000
Write-back of depreciation and of amounts written down intangible and tangible fixed assets	760		
Write-back of amounts written down financial fixed assets ..	761		
Write-back of provisions for extraordinary liabilities and charges	762		
Gains on disposal of fixed assets	763	2.235.170	
Other extraordinary income	764/9		288.000
Extraordinary charges	66	250.572	110.895
Extraordinary depreciation of and extraordinary amounts written off formation expenses, intangible and tangible fixed assets	660		
Amounts written down financial fixed assets	661		
Provisions for extraordinary liabilities and charges - Appropriations (uses)	662		
Loss on disposal of fixed assets	663		
Other extraordinary charges	5.11 664/8	250.572	110.895
Extraordinary charges carried to assets as restructuring costs	669		
Profit (loss) for the period before taxes	9903	-135.417.580	-113.502.684
Transfer from postponed taxes	780		
Transfer to postponed taxes	680		
Income taxes	5.12 67/77		9.632
Income taxes	670/3		9.632
Adjustment of income taxes and write-back of tax provisions	77		
Profit (loss) for the period	9904	-135.417.580	-113.512.316
Transfer from untaxed reserves	789		
Transfer to untaxed reserves	689		
Profit (loss) for the period available for appropriation (+)/(-)	9905	-135.417.580	-113.512.316

APPROPRIATION ACCOUNT

	Codes	Period	Previous period
Profit (loss) to be appropriated(+)/(-)	9906	-781.308.931	-645.891.351
Gain (loss) to be appropriated(+)/(-)	(9905)	-135.417.580	-113.512.316
Profit (loss) to be carried forward(+)/(-)	14P	-645.891.351	-532.379.035
Transfers from capital and reserves	791/2	338.287.332	330.145.934
from capital and share premium account	791		
from reserves	792	338.287.332	330.145.934
Transfers to capital and reserves	691/2		
to capital and share premium account	691		
to the legal reserve	6920		
to other reserves	6921		
Profit (loss) to be carried forward(+)/(-)	(14)	-781.308.931	-645.891.351
Owner's contribution in respect of losses	794		
Profit to be distributed	694/6	338.287.332	330.145.934
Dividends	694	338.287.332	330.145.934
Director's or manager's entitlements	695		
Other beneficiaries	696		

PLANT, MACHINERY AND EQUIPMENT**Acquisition value at the end of the period**

Codes	Period	Previous period
8192P	xxxxxxxxxxxxxxx	36.745
Movements during the period		
8162	30.027	
8172		
8182		
8192	66.772	
8252P	xxxxxxxxxxxxxxx	
Movements during the period		
8212		
8222		
8232		
8242		
8252		
8322P	xxxxxxxxxxxxxxx	3.647
Movements during the period		
8272	18.293	
8282		
8292		
8302		
8312		
8322	21.940	
(23)	44.832	

Movements during the period

Acquisitions, including produced fixed assets

Sales and disposals

Transfers from one heading to another (+)/(-)

Acquisition value at the end of the period**Revaluation surpluses at the end of the period****Movements during the period**

Recorded

Acquisitions from third parties

Cancelled

Transfers from one heading to another (+)/(-)

Revaluation surpluses at the end of the period**Depreciation and amounts written down at the end of the period****Movements during the period**

Recorded

Written back

Acquisitions from third parties

Cancelled owing to sales and disposals

Transfers from one heading to another (+)/(-)

Depreciation and amounts written down at the end of the period**NET BOOK VALUE AT THE END OF THE PERIOD**

FURNITURE AND VEHICLES**Acquisition value at the end of the period****Movements during the period**

Acquisitions, including produced fixed assets

Sales and disposals

Transfers from one heading to another (+)/(-)

Acquisition value at the end of the period**Revaluation surpluses at the end of the period****Movements during the period**

Recorded

Acquisitions from third parties

Cancelled

Transfers from one heading to another (+)/(-)

Revaluation surpluses at the end of the period**Depreciation and amounts written down at the end of the period****Movements during the period**

Recorded

Written back

Acquisitions from third parties

Cancelled owing to sales and disposals

Transfers from one heading to another (+)/(-)

Depreciation and amounts written down at the end of the period**NET BOOK VALUE AT THE END OF THE PERIOD**

Codes	Period	Previous period
8193P	xxxxxxxxxxxxxxx	1.016.240
8163	31.022	
8173		
8183		
8193	1.047.262	
8253P	xxxxxxxxxxxxxxx	
8213		
8223		
8233		
8243		
8253		
8323P	xxxxxxxxxxxxxxx	984.186
8273	21.306	
8283		
8293		
8303		
8313		
8323	1.005.492	
(24)	<u>41.770</u>	

OTHER TANGIBLE FIXED ASSETS**Acquisition value at the end of the period****Movements during the period**

Acquisitions, including produced fixed assets

Sales and disposals

Transfers from one heading to another (+)/(-)

Acquisition value at the end of the period**Revaluation surpluses at the end of the period****Movements during the period**

Recorded

Acquisitions from third parties

Cancelled

Transfers from one heading to another (+)/(-)

Revaluation surpluses at the end of the period**Depreciation and amounts written down at the end of the period****Movements during the period**

Recorded

Written back

Acquisitions from third parties

Cancelled owing to sales and disposals

Transfers from one heading to another (+)/(-)

Depreciation and amounts written down at the end of the period**NET BOOK VALUE AT THE END OF THE PERIOD**

Codes	Period	Previous period
8195P	xxxxxxxxxxxxxxx	1.250.414
8165	79.294	
8175		
8185		
8195	1.329.708	
8255P	xxxxxxxxxxxxxxx	
8215		
8225		
8235		
8245		
8255		
8325P	xxxxxxxxxxxxxxx	562.710
8275	140.153	
8285		
8295		
8305		
8315		
8325	702.863	
(26)	<u>626.845</u>	

STATEMENT OF FINANCIAL FIXED ASSETS

	Codes	Period	Previous period
AFFILIATED ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8391P	xxxxxxxxxxxxxxx	6.386.825.584
Movements during the period			
Acquisitions, including produced fixed assets	8361		
Sales and disposals	8371		
Transfers from one heading to another (+)/(-)	8381		
Acquisition value at the end of the period	8391	6.386.825.584	
Revaluation surpluses at the end of the period	8451P	xxxxxxxxxxxxxxx	50.000.000
Movements during the period			
Recorded	8411		
Acquisitions from third parties	8421		
Cancelled	8431		
Transfers from one heading to another (+)/(-)	8441		
Revaluation surpluses at the end of the period	8451	50.000.000	
Amounts written down at the end of the period	8521P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8471		
Written back	8481		
Acquisitions from third parties	8491		
Cancelled owing to sales and disposals	8501		
Transfers from one heading to another (+)/(-)	8511		
Amounts written down at the end of the period	8521		
Uncalled amounts at the end of the period	8551P	xxxxxxxxxxxxxxx	
Movements during the period (+)/(-)	8541		
Uncalled amounts at the end of the period	8551		
NET BOOK VALUE AT THE END OF THE PERIOD	(280)	<u>6.436.825.584</u>	
AFFILIATED ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	281P	xxxxxxxxxxxxxxx	350.000.000
Movements during the period			
Additions	8581		
Repayments	8591		
Amounts written down	8601		
Amounts written back	8611		
Exchange differences (+)/(-)	8621		
Other (+)/(-)	8631		
NET BOOK VALUE AT THE END OF THE PERIOD	(281)	<u>350.000.000</u>	
ACCUMULATED AMOUNTS WRITTEN OFF ON AMOUNTS RECEIVABLE AT THE END OF THE PERIOD	8651		

	Codes	Period	Previous period
OTHER ENTERPRISES LINKED BY PARTICIPATING INTERESTS - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8392P	xxxxxxxxxxxxxxx	22.352.941
Movements during the period			
Acquisitions, including produced fixed assets	8362		
Sales and disposals	8372		
Transfers from one heading to another (+)/(-)	8382		
Acquisition value at the end of the period	8392	22.352.941	
Revaluation surpluses at the end of the period	8452P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8412		
Acquisitions from third parties	8422		
Cancelled	8432		
Transfers from one heading to another (+)/(-)	8442		
Revaluation surpluses at the end of the period	8452		
Amounts written down et the end of the period	8522P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8472		
Written back	8482		
Acquisitions from third parties	8492		
Cancelled owing to sales and disposals	8502		
Transfers from one heading to another (+)/(-)	8512		
Amounts written down at the end of the period	8522		
Uncalled amounts at the end of the period	8552P	xxxxxxxxxxxxxxx	
Movements during the period (+)/(-)	8542		
Uncalled amounts at the end of the period	8552		
NET BOOK VALUE AT THE END OF THE PERIOD	(282)	22.352.941	
OTHER ENTERPRISES LINKED BY PARTICIPATING INTERESTS - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	283P	xxxxxxxxxxxxxxx	
Movements during the period			
Additions	8582		
Repayments	8592		
Amounts written down	8602		
Amounts written back	8612		
Exchange differences (+)/(-)	8622		
Other (+)/(-)	8632		
NET BOOK VALUE AT THE END OF THE PERIOD	(283)		
ACCUMULATED AMOUNTS WRITTEN OFF ON AMOUNTS RECEIVABLE AT THE END OF THE PERIOD	8652		

	Codes	Period	Previous period
OTHER ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8393P	xxxxxxxxxxxxxxxx	
Movements during the period			
Acquisitions, including produced fixed assets	8363		
Sales and disposals	8373		
Transfers from one heading to another	8383		
Transfers from one heading to another		(+)/(-)	
Acquisition value at the end of the period	8393		
Revaluation surpluses at the end of the period	8453P	xxxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8413		
Acquisitions from third parties	8423		
Cancelled	8433		
Transfers from one heading to another	8443		
Transfers from one heading to another		(+)/(-)	
Revaluation surpluses at the end of the period	8453		
Amounts written down at the end of the period	8523P	xxxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8473		
Written back	8483		
Acquisitions from third parties	8493		
Cancelled owing to sales and disposals	8503		
Transfers from one heading to another	8513		
Transfers from one heading to another		(+)/(-)	
Amounts written down at the end of the period	8523		
Uncalled amounts at the end of the period	8553P	xxxxxxxxxxxxxxxx	
Movements during the period	8543		
Uncalled amounts at the end of the period	8553		
NET BOOK VALUE AT THE END OF THE PERIOD	(284)		
OTHER ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	285/8P	xxxxxxxxxxxxxxxx	15.991
Movements during the period			
Additions	8583		
Repayments	8593		
Amounts written down	8603		
Amounts written back	8613		
Exchange differences	8623		
Exchange differences		(+)/(-)	
Other	8633		
Other		(+)/(-)	
NET BOOK VALUE AT THE END OF THE PERIOD	(285/8)	15.991	
ACCUMULATED AMOUNTS WRITTEN OFF ON AMOUNTS RECEIVABLE AT THE END OF THE PERIOD	8653		

INFORMATION RELATING TO THE SHARE IN THE CAPITAL**SHARE IN THE CAPITAL AND OTHER RIGHTS IN OTHER COMPANIES**

List of both enterprises in which the enterprise holds a participating interest (recorded in the heading 28 of assets) and other enterprises in which the enterprise holds rights (recorded in the headings 28 and 50/53 of assets) in the amount of at least 10% of the capital issued.

NAME, full address of the REGISTERED OFFICE and for the enterprise governed by Belgian law, the COMPANY NUMBER	Shares held by			Information from the most recent period for which annual accounts are available			
	directly		subsidiaries	Primary financial statement	Monetary unit	Capital and reserves	Net result
	Number	%				(+) or (-) (in monetary units)	
Ageas Hybrid Financing PLC Boulevard Grand Duchesse Charlotte 65 L1331 Luxembourg Luxembourg				31/12/2014	EUR	2.224.173	0
Ordinary shares	161	50,00	0,00				
Royal Park Investments PLC Van Orleystraat 15 1000 Brussel 1 Belgium 0807.882.811				31/12/2014	EUR	51.250.000	20.243.853
Ordinary shares	3800000	44,70	0,00				
Ageas Insurance International PLC Archimedeslaan 6 3584 BA Utrecht Netherlands B				31/12/2014	EUR	9.451.000.000	729.800.000
Ordinary shares	3625000	100,00	0,00				

OTHER INVESTMENTS AND DEPOSIT, DEFERRED CHARGES AND ACCRUED INCOME (ASSETS)

	Codes	Period	Previous period
INVESTMENTS: OTHER INVESTMENTS AND DEPOSITS			
Shares	51		
Book value increased with the uncalled amount	8681		
Uncalled amount	8682		
Fixed income securities	52	313.472.051	336.258.275
Fixed income securities issued by credit institutions	8684		
Fixed term deposit with credit institutions	53	499.944.023	414.996.770
Falling due			
less or up to one month	8686	499.944.023	414.996.770
between one month and one year	8687		
over one year	8688		
Other investments not yet shown seperately	8689		

DEFERRED CHARGES AND ACCRUED INCOME

Allocation of heading 490/1 of assets if the amount is significant.

Deferred charges
Accrued income

Period
2.538.188
10.720.291

STATEMENT OF CAPITAL AND STRUCTURE OF SHAREHOLDINGS**STATEMENT OF CAPITAL****Social capital**

Issued capital at the end of the period
 Issued capital at the end of the period

Codes	Period	Previous period
100P	XXXXXXXXXXXXXXXX	1.709.371.826
(100)	1.655.960.409	

Changes during the period:

Capital decrease 29/4/2015

Structure of the capital
 Different categories of shares

Nominally

Registered shares.....
 Bearer shares and/or dematerialized shares.....

Codes	Amounts	Number of shares
	-53.411.417	-7.217.759
	1.655.960.409	223.778.433
8702	XXXXXXXXXXXXXXXX	8.987.268
8703	XXXXXXXXXXXXXXXX	214.791.165

Capital not paid

Uncalled capital
 Capital called, but not paid
 Shareholders having yet to pay up in full

Codes	Uncalled capital	Capital called, but not paid
(101)		XXXXXXXXXXXXXXXX
8712	XXXXXXXXXXXXXXXX	

OWN SHARES

Held by the company itself

Amount of capital held
 Number of shares held

Held by the subsidiaries

Amount of capital held
 Number of shares held

Commitments to issue shares

Following the exercising of CONVERSION RIGHTS

Amount of outstanding convertible loans
 Amount of capital to be subscribed
 Corresponding maximum number of shares to be issued

Following the exercising of SUBSCRIPTION RIGHTS

Number of outstanding subscription rights
 Amount of capital to be subscribed
 Corresponding maximum number of shares to be issued

Authorized capital, not issued

Codes	Period
8721	259.151.576
8722	7.474.193
8731	
8732	
8740	
8741	
8742	
8745	13.944.880
8746	10.319.210
8747	1.394.488
8751	162.800.000

STATEMENT OF CAPITAL AND STRUCTURE OF SHAREHOLDINGS

Shared issued, not representing capital

Codes	Period
8761	
8762	
8771	
8781	

Distribution

Number of shares held 8761

Number of voting rights attached thereto 8762

Allocation by shareholder

Number of shares held by the company itself 8771

Number of shares held by its subsidiaries 8781

STRUCTURE OF SHAREHOLDINGS OF THE ENTERPRISE AS AT THE ANNUAL BALANCING OF THE BOOKS, AS IT APPEARS FROM THE STATEMENT RECEIVED BY THE ENTERPRISE

Most important shareholders (above the statutory limit of 3%)

- Ping An: 5,17 %
- Ageas: 5,01 %
- BlackRock Inc: 4,98 %
- Schroders plc: 4,98 %

On 31 December 2015 the members of the Board of Directors of ageas SA/NV, jointly held 874.588 shares.

On 22 February 2016, KPMG has confirmed that ageas SA/NV is compliant with the criteria of article 11 of the law of 14 December 2005, relating to the dematerialisation process of bearer shares.

PROVISIONS FOR OTHER LIABILITIES AND CHARGES

ALLOCATION OF THE HEADING 163/5 OF LIABILITIES IF THE AMOUNT IS CONSIDERABLE

Settlement Proposal
Provision RPN(I)

Period
1.021.200.000
402.000.000

STATEMENT OF AMOUNTS PAYABLE, ACCRUED CHARGES AND DEFERRED INCOME
ANALYSIS BY CURRENT PORTIONS OF AMOUNTS INITIALLY PAYABLE AFTER MORE THAN ONE YEAR
Amounts payable after more than one year, not more than one year

	Codes	Period
Financial debts	8801	
Subordinated loans	8811	
Unsubordinated debentures	8821	
Leasing and other similar obligations	8831	
Credit institutions	8841	
Other loans	8851	
Trade debts	8861	
Suppliers	8871	
Bills of exchange payable	8881	
Advance payments received on contracts in progress	8891	
Other amounts payable	8901	

Total amounts payable after more than one year, not more than one year (42)

Amounts payable after more than one year, between one and five years

Financial debts	8802	
Subordinated loans	8812	
Unsubordinated debentures	8822	
Leasing and other similar obligations	8832	
Credit institutions	8842	
Other loans	8852	
Trade debts	8862	
Suppliers	8872	
Bills of exchange payable	8882	
Advance payments received on contracts in progress	8892	
Other amounts payable	8902	

Total amounts payable after more than one year, between one and five years 8912

Amounts payable after more than one year, over five years

Financial debts	8803	
Subordinated loans	8813	
Unsubordinated debentures	8823	
Leasing and other similar obligations	8833	
Credit institutions	8843	
Other loans	8853	
Trade debts	8863	
Suppliers	8873	
Bills of exchange payable	8883	
Advance payments received on contracts in progress	8893	
Other amounts payable	8903	

Total amounts payable after more than one year, over five years 8913

AMOUNTS PAYABLE GUARANTEED (headings 17 and 42/48 of liabilities)**Amounts payable guaranteed by Belgian public authorities**

	Codes	Period
Financial debts	8921	
Subordinated loans	8931	
Unsubordinated debentures	8941	
Leasing and other similar obligations	8951	
Credit institutions	8961	
Other loans	8971	
Trade debts	8981	
Suppliers	8991	
Bills of exchange payable	9001	
Advance payments received on contracts in progress	9011	
Remuneration and social security	9021	
Other amounts payable	9051	
Total amounts payable guaranteed by Belgian public authorities	9061	

Amounts payable guaranteed by real guarantees given or irrevocably promised by the enterprise on its own assets

Financial debts	8922	
Subordinated loans	8932	
Unsubordinated debentures	8942	
Leasing and other similar obligations	8952	
Credit institutions	8962	
Other loans	8972	
Trade debts	8982	
Suppliers	8992	
Bills of exchange payable	9002	
Advance payments received on contracts in progress	9012	
Taxes, remuneration and social security	9022	
Taxes	9032	
Remuneration and social security	9042	
Other amounts payable	9052	
Total amounts payable guaranteed by real guarantees given or irrevocably promised by the enterprise on its own assets	9062	

AMOUNTS PAYABLE FOR TAXES, REMUNERATION AND SOCIAL SECURITY**Taxes** (heading 450/3 of the liabilities)

Expired taxes payable	9072	
Non expired taxes payable	9073	189.940
Estimated taxes payable	450	

Remuneration and social security (heading 454/9 of the liabilities)

Amount due to the National Office of Social Security	9076	
Other amounts payable relating to remuneration and social security	9077	2.331.050

ACCRUED CHARGES AND DEFERRED INCOME

Allocation of the heading 492/3 of liabilities if the amount is considerable

Accrued Charges
Deferred income

Period
7.840.387
3.194.499

FINANCIAL AND EXTRAORDINARY RESULTS**FINANCIAL RESULTS****Other financial income**

Amount of subsidies granted by public authorities, credited to income for the period

Capital subsidies 9125
Interest subsidies 9126

Allocation of other financial income

Amounts written down off loan issue expenses and repayment premiums 6501

Intercalary interests recorded as assets 6503

Value adjustments to current assets

Appropriations 6510
Write-backs 6511

Other financial charges

Amount of the discount borne by the enterprise, as a result of negotiating amounts receivable 653

Provisions of a financial nature

Appropriations 6560
Uses and write-backs 6561

Allocation of other financial charges

	Period	Previous period
Compensation Cashes - BNP Paribas Fortis	10.797.077	9.752.198
Exchange differences	63.808	42.922
Bank charges	20.188	17.117
Rating	118.100	

EXTRAORDINARY RESULTS**Allocation other extraordinary income****Allocation other extraordinary charges**

FSMA

Other

Period
250.000
572

INCOME TAXES AND OTHER TAXES**INCOME TAXES****Income taxes on the result of the current period**

Income taxes paid and withholding taxes due or paid	9134
Excess of income tax prepayments and withholding taxes recorded under assets	9135
Estimated additional taxes	9136
	9137

Income taxes on previous periods

Taxes and withholding taxes due or paid	9138
Estimated additional taxes estimated or provided for	9139
	9140

In so far as income taxes of the current period are materially affected by differences between the profit before taxes, as stated in the annual accounts, and the estimated taxable profit

An indication of the effect of extraordinary results on the amount of income taxes relating to the current period

Status of deferred taxes

Deferred taxes representing assets	9141	11.436.292.881
Accumulated tax losses deductible from future taxable profits	9142	10.417.860.192
Other deferred taxes representing assets		
Finally Taxed Income		1.018.432.688
Deferred taxes representing liabilities	9144	
Allocation of deferred taxes representing liabilities		

THE TOTAL AMOUNT OF VALUE ADDED TAX AND TAXES BORNE BY THIRD PARTIES**The total amount of value added tax charged**

To the enterprise (deductible)	9145	83.810	62.262
By the enterprise	9146	1.605.097	1.157.278

Amounts retained on behalf of third parties for

Payroll withholding taxes	9147	3.210.406	3.139.859
Withholding taxes on investment income	9148	67.373.811	55.922.245

Codes	Period
9134	
9135	
9136	
9137	
9138	
9139	
9140	

Codes	Period
9141	11.436.292.881
9142	10.417.860.192
	1.018.432.688
9144	

Codes	Period	Previous Period
9145	83.810	62.262
9146	1.605.097	1.157.278
9147	3.210.406	3.139.859
9148	67.373.811	55.922.245

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET**PERSONAL GUARANTEES GIVEN OR IRREVOCABLY PROMISED BY THE ENTERPRISE AS SECURITY FOR DEBTS AND COMMITMENTS OF THIRD PARTIES****Of which**

Bills of exchange in circulation endorsed by the enterprise	9149
Bills of exchange in circulation drawn or guaranteed by the enterprise	9150
Maximum amount for which other debts or commitments of third parties are guaranteed by the enterprise	9151
	9153

REAL GUARANTEES**Real guarantees given or irrevocably promised by the enterprise on its own assets as a security of debts and commitments from the enterprise**

Mortgages	
Book value of the immovable properties mortgaged	9161
Amount of registration	9171
Pledging on goodwill - amount of registration	9181
Pledging of other assets - Book value of other assets pledged	9191
Guarantees provided on future assets - Amount of assets involved	9201

Real guarantees given or irrevocably promised by the enterprise on its own assets as a security of debts and commitments from third parties

Mortgages	
Book value of the immovable properties mortgaged	9162
Amount of registration	9172
Pledging on goodwill - amount of registration	9182
Pledging of other assets - Book value of other assets pledged	9192
Guarantees provided on future assets - Amount of assets involved	9202

GOODS AND VALUES, NOT DISCLOSED IN THE BALANCE SHEET, HELD BY THIRD PARTIES IN THEIR OWN NAME BUT AT RISK TO AND FOR THE BENEFIT OF THE ENTERPRISE**SUBSTANCIAL COMMITMENTS TO ACQUIRE FIXED ASSETS****SUBSTANCIAL COMMITMENTS TO DISPOSE FIXED ASSETS****FORWARD TRANSACTIONS**

Goods purchased (to be received)	9213
Goods sold (to be delivered)	9214
Currencies purchased (to be received)	9215
Currencies sold (to be delivered)	9216

INFORMATION RELATING TO TECHNICAL GUARANTEES, IN RESPECT OF SALES OR SERVICES**INFORMATION CONCERNING IMPORTANT LITIGATION AND OTHER COMMITMENTS NOT MENTIONED ABOVE****A. Contingent liabilities related to legal proceedings**

Like any other financial group, the Ageas Group is involved as a defendant in various claims, disputes and legal proceedings arising in the ordinary course of its business.

In addition, as a result of the events and developments surrounding the former Fortis Group between May 2007 and October 2008 (e.g. acquisition of parts of ABN AMRO and capital increase in September/October 2007, announcement of the solvency plan in June 2008, divestment of banking activities and Dutch insurance activities in September/October 2008), Ageas is or may still become involved in a series of legal proceedings and in a criminal procedure pending in Belgium.

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

INFORMATION CONCERNING IMPORTANT LITIGATION AND OTHER COMMITMENTS NOT MENTIONED ABOVE

Ageas denies and will continue to challenge all allegations of wrongdoing. If these proceedings were to be successful, this could have substantial consequences for Ageas's financial position. Such consequences remain unquantifiable at this stage. .

In this section certain legal proceedings are mentioned (i) which in itself do not directly imply any contingent liability (cf closed proceedings) or (ii) for which a provision has been taken (cf FortisEffect), but which may indirectly impact on other pending legal proceedings mentioned in this section.

It has to be noted that on 14 March 2016 Ageas entered into a settlement with several claimant organisations that represent a series of shareholders in collective claims before the Belgian and Dutch courts (the "Settlement"). The parties to the Settlement, i.e. Ageas, Deminor, Stichting FortisEffect, Stichting Investor Claims Against Fortis and VEB are planning to request the Amsterdam Court of Appeal to declare the settlement binding for all eligible Fortis shareholders who will not opt out before the expiry of a given period, in accordance with the Dutch Act on Collective Settlement of Mass Claims (Wet Collectieve Afwikkeling Massaschade).

If the Settlement is declared binding, its scope of application will encompass most of the civil procedures mentioned below. In addition, the parties to the Settlement agreed to suspend the legal proceedings initiated against Ageas and to instruct their lawyers accordingly. In any case, as of the moment of filing of the request with the Amsterdam Appeal Court, all legal proceedings in the Netherlands, mentioned below in section 3 will be suspended by operation of law.

The parties also committed to finally terminate their legal proceedings when the settlement has been declared binding by the Amsterdam Appeal Court and Ageas did not use its right to terminate the settlement if the number of eligible shareholders opting out would exceed a certain limit. Deminor will use its best efforts to terminate proceedings in which it is involved by requesting its constituents to provide instructions to terminate the proceeding in accordance with Article 821 BJC.

I Closed proceedings

Final decisions were reached in the Netherlands (i) on 6 December 2013 concerning mismanagement ('wanbeleid') by Fortis N.V. on several occasions during 2007 - 2008 and (ii) on 4 March 2014 confirming AFM fines relating to defective communication about solvency-related matters in June 2008. However none of these led to a decision regarding potential financial compensation for which ongoing procedures continue. Additional AFM fines concerning communication about Fortis's subprime exposure in September 2007 were definitively annulled on 14 February 2014.

II Ongoing proceedings

1. Administrative procedure in Belgium

The Belgian Financial Services and Markets Authority (FSMA) initiated an investigation into Fortis's external communication during the second quarter of 2008. On 17 June 2013, the Sanctions Commission decided that in the period May-June 2008 Fortis communicated too late or incorrectly on the remedies required by the European Commission in the context of the ABN AMRO takeover, on its future solvency position upon full integration of ABN AMRO and on the success of the NITSH II offer. Therefore, the Sanctions Commission levied a fine on Ageas of EUR 500,000. On 24 September 2015, the Brussels Appeal Court ruled on the decision of the FSMA Sanctions Commission, and decided to impose a reduced fine of EUR 250,000 on Ageas for misleading statements made on 12 June 2008. Ageas intends to launch an appeal against the Court's decision to the Supreme Court.

2. Criminal procedure in Belgium

In Belgium, a criminal procedure has been ongoing since October 2008 in relation to events mentioned in the introduction to this chapter. In February 2013, the public prosecutor filed his written indictment with charges of (i) false annual accounts for 2007 due to overestimation of subprime assets, (ii) enticement to subscribe to the 2007 rights issue with incorrect information and (iii) publication of incorrect or incomplete information on subprime on various occasions between August 2007 and April 2008, for which charges he requested the Chambre du conseil/Raadkamer that certain individuals be referred for trial before the criminal court. As several interested parties requested and obtained additional investigative measures, the hearing before the Chambre du conseil/Raadkamer was postponed sine die. For the time being referral of Ageas is not being requested by the public prosecutor.

Any negative findings of the administrative procedure and/or the criminal procedure may affect pending civil proceedings and/or could lead to new legal proceedings against Ageas, including claims for compensatory damages.

3. Civil proceedings initiated by shareholders or associations of shareholders

These proceedings, both in Belgium and in the Netherlands, (i) aim at the payment of compensatory damages based on alleged miscommunication and/or market abuse committed by Fortis during the period between May 2007 and October 2008 and/or (ii) are (in)directly related to the transactions in September/October 2008.

3.1 In the Netherlands

3.1.1 VEB

On 19 January 2011, VEB (Vereniging van Effectenbezitters) initiated a collective action before the Amsterdam District Court, seeking a ruling that various communications between September 2007 and 3 October 2008 constituted a breach of law by Fortis, by financial institutions involved in the September/October 2007 capital increase, and/or by certain of Fortis's former directors and executives. VEB characterises each of these breaches as an unlawful act by all or certain defendants and states that these defendants were therefore liable for the loss incurred by any (former) shareholder who bought shares during the relevant period. Inter alia, VEB alleges (against Fortis, certain of its former directors and executives and against the aforementioned financial institutions) that the information provided in the September 2007 prospectus for the 9 October 2007 capital increase on Fortis's position exposure to the subprime situation, was incorrect and incomplete. The parties have exchanged written arguments and court hearings are scheduled for March 2016.

3.1.2 Stichting FortisEffect

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

Stichting FortisEffect and a series of individuals represented by Mr De Gier appealed to the Amsterdam Appeal Court against the judgment of the Amsterdam District Court of 18 May 2011 that dismissed their collective action to invalidate the decisions taken by the Fortis Board in October 2008 and to unwind the relevant transactions, or alternatively, to pay damages. On 29 July 2014 the Amsterdam Appeal Court decided that the sale of the Dutch Fortis entities in 2008 should remain unaffected. However, it also ruled that during the period of 29 September to 1 October 2008 Fortis provided misleading and incomplete information to the markets. The Court concluded that Ageas should indemnify the shareholders concerned for the damages suffered as a result thereof. The damages, if any, will be decided upon and determined in further proceedings. Although no damages have been established to date, Ageas has recognised a provision of EUR 130 million (see Note 16 Provisions). Ageas launched an appeal against the Court's decision to the Dutch Supreme Court in October 2014. FortisEffect has equally appealed to the Supreme Court.

3.1.3 Stichting Investor Claims Against Fortis (SICAF)

On 7 July 2011, Stichting Investor Claims Against Fortis (SICAF), a Stichting (Foundation) under Dutch law, brought a collective action before the Utrecht Court based on alleged Fortis miscommunication on various occasions during 2007 and 2008. SICAF alleges inter alia (against Fortis and against two financial institutions) that the information provided in the September 2007 prospectus for the 9 October 2007 rights issue on Fortis's position in and exposure to the subprime situation was incorrect and incomplete.

On 3 August 2012, the same SICAF, on behalf of and together with a number of identified (former) shareholders, brought a second action before the Utrecht Court against the same defendants and certain former Fortis directors and executives, claiming damages. The allegations in this second action are materially similar to the first action. In addition, the plaintiffs claim that Fortis failed in its solvency policy in the period 2007 and 2008. At present it is unclear whether both actions will be joined.

3.1.4 Claims on behalf of individual shareholders

In proceedings initiated by a series of individuals represented by Mr Bos, the Utrecht Court decided on 15 February 2012 that Fortis and two co-defendants (the former CEO and the former chief financial executive) disclosed misleading information during the period from 22 May through 26 June 2008. The Court further ruled that separate proceedings were necessary to decide whether the plaintiffs had suffered damages, and if so, the amount of such damages. In the same proceedings, certain former Fortis directors and top executives requested the Court to acknowledge the alleged Ageas obligation to hold them harmless for any damages resulting from or relating to the legal proceedings initiated against them and resulting from their mandates within the Fortis Group. An appeal against the Utrecht Court's judgement has been filed with the Arnhem Appeal Court. In appeal, Mr Bos claims damages for alleged miscommunication about (i) Fortis's subprime exposure in 2007/2008, about (ii) Fortis's solvency in January - June 2008, (iii) the remedies required by the European Commission in the context of the ABN AMRO takeover and (iv) Fortis's liquidity and solvency position on 26 September 2008.

Since 1 August 2014, Mr Meijer has initiated five separate proceedings, each one on behalf of an individual claimant, before the Utrecht Court, claiming compensation for the loss due to alleged miscommunication by Fortis in the period September 2007 to September 2008. For two of these proceedings hearings are scheduled in March 2016.

On 23 September 2014, a former Fortis shareholder initiated proceedings against Ageas before the Utrecht Court, claiming damages because of miscommunication by Fortis between 29 September 2008 and 1 October 2008, as stated in the 29 July 2014 FortisEffect decision. On 1 April 2015 the court decided that this procedure would be joined to the first two Meijer proceedings. Hearings are scheduled for March 2016.

On 11 May 2015 a former Fortis shareholder initiated proceedings against Ageas and a former Fortis executive before the Amsterdam court, claiming damages because of miscommunication on Fortis's financial position.

3.2 In Belgium

3.2.1 Modrikamen

On 28 January 2009, a series of shareholders represented by Mr Modrikamen brought an action before the Brussels Commercial Court, initially requesting the annulment of the sale of ASR to the Dutch State and the sale of Fortis Bank to SFPI (and subsequently to BNP Paribas), or alternatively damages. On 8 December 2009, the Court inter alia decided that it was not competent to pass judgement on actions against the Dutch defendants. On 17 January 2013, the Brussels Court of Appeal confirmed this decision in this respect. In July 2014, Mr Modrikamen filed an appeal to the Supreme Court on this issue. On 23 October 2015 the Supreme Court rejected this appeal. To date the proceedings before the commercial court continue regarding the sale of Fortis Bank and aim at the payment of compensation by BNP Paribas to Ageas, as well as by Ageas to the claimants. In an interim judgment on 4 November 2014, the Court declared about 50% of the original claimants to be inadmissible. Hearings on the merits took place in October - December 2015. An additional hearing is scheduled for April 2016.

3.2.2 Deminor

On 13 January 2010, a series of shareholders associated with Deminor International (currently named DRS Belgium) brought an action before the Brussels Commercial Court, seeking damages based on alleged lack of or misleading information by Fortis during the period from March 2007 to October 2008. On 28 April 2014, the court declared in an interim judgment that about 25% of the claimants were inadmissible. The parties are in the process of exchanging written arguments. Hearings are scheduled for September and October 2016.

3.2.3 Other claims on behalf of individual shareholders

On 12 September 2012, Patripart, a (former) Fortis shareholder, and its parent company Patrinvest, brought an action before the Brussels Commercial Court, seeking damages based on alleged lack of or misleading information in the context of the 2007 rights issue. Hearings took place in October 2015; On 1 February 2016 the court fully rejected the claim.

On 29 April 2013, a series of shareholders represented by Mr Arnauts brought an action before the Brussels Commercial Court, seeking damages based on alleged incomplete or misleading information by Fortis in 2007 and 2008; this action has been adjourned awaiting the outcome of the criminal proceedings.

On 25 June 2013, a similar action before the same court was initiated by two shareholders; those claimants ask for their case to be joined to the Deminor case. In the meantime, claimants agreed that their case be postponed sine die.

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

INFORMATION CONCERNING IMPORTANT LITIGATION AND OTHER COMMITMENTS NOT MENTIONED ABOVE

On 19 September 2013, certain (former) Fortis shareholders represented by Mr Lenssens initiated a similar action before the Brussels Civil Court; this action has been adjourned awaiting the outcome of the criminal proceedings.

4. Other legal proceedings

4.1 Legal proceedings initiated by Mandatory Convertible Securities (MCS) holders

The Mandatory Convertible Securities (MCS) issued in 2007 by Fortis Bank Nederland (Holding) N.V. (now ABN AMRO Bank N.V.), together with Fortis Bank SA/NV (now BNP Paribas Fortis SA/NV), Fortis SA/NV and Fortis N.V. (both now ageas SA/NV), were mandatorily converted on 7 December 2010 into 106,723,569 Ageas shares. Prior to 7 December 2010, certain MCS holders unilaterally decided at a general MCS holders' meeting to postpone the maturity date of the MCS until 7 December 2030. However, at the request of Ageas, the President of the Brussels Commercial Court suspended the effects of this decision. Following 7 December 2010, the same MCS holders contested the validity of the conversion of the MCS and requested its annulment or, alternatively, damages for an amount of EUR 1.75 billion. On 23 March 2012, the Brussels Commercial Court ruled in favour of Ageas, dismissing all claims of the former MCS holders. Hence, the conversion of the MCS into shares issued by Ageas on 7 December 2010 remains legally valid and no compensation is due. Certain former MCS holders appealed against this judgment, claiming damages for a provisional amount of EUR 350 million and asking for the appointment of an expert. No dates have been fixed for the hearings.

4.2 Legal proceedings initiated by RBS

On 1 April 2014, Royal Bank of Scotland (RBS) initiated two legal actions against Ageas and other parties: (i) an action before the Brussels Commercial Court in which RBS claims an amount of EUR 75 million, based on an alleged guarantee given by Fortis in 2007 in the context of a share deal between ABN AMRO Bank (now RBS) and Mellon and (ii) an arbitration procedure before ICC in Paris in which RBS claims a total amount of EUR 135 million, i.e. the alleged EUR 75 million guarantee and EUR 60 million arising from escrow provisions.

5. Hold harmless undertakings

In 2008, Fortis granted certain former executives and directors, at the time of their departure, contractual hold harmless protection covering legal expenses and, in certain cases, also the financial consequences of any judicial decisions, in the event that legal proceedings were brought against them on the basis of their mandates exercised within the Fortis Group. Ageas contests the validity of these contractual hold harmless commitments to the extent that they relate to the financial consequences of any judicial decisions.

Furthermore, and as is standard market practice in these kinds of operations, Ageas entered into agreements with certain financial institutions, facilitating the placing of Fortis shares in the context of the capital increases of 2007 and 2008. These agreements contain indemnification clauses that imply that hold harmless obligations for Ageas are subject to certain terms and conditions. Some of these financial institutions are involved in certain legal proceedings mentioned in this chapter.

In the context of a settlement with the underwriters of D&O liability insurance and Public Offering of Securities Insurance policies relating to the events and developments surrounding the former Fortis Group in 2007 - 2008, Ageas granted a hold harmless undertaking in favour of the insurers for the aggregate amount of coverage under the policies concerned. In addition, Ageas granted certain indemnity and hold harmless undertakings in favour of certain former Fortis executives and directors and of BNP Paribas Fortis relating to future defence costs.

B. Liabilities for hybrid instruments of former subsidiaries

BNP Paribas Fortis SA/NV issued CASHES (Convertible And Subordinated Hybrid Equity-linked Securities) representing 4,447 securities for a total nominal amount of EUR 1,112 million. BNP Paribas Fortis SA/NV was a former subsidiary of ageas SA/NV which explains why ageas SA/NV acted as co-obligor of these securities.

The securities have no maturity date and cannot be repaid in cash, they can only be exchanged into Ageas shares at a price of EUR 239.40 per Ageas share. A mandatory exchange will take place if the price of the Ageas share is equal to or higher than EUR 359.10 on twenty consecutive stock exchange business days. BNP Paribas Fortis SA/NV owns 4,643,904 Ageas shares for the purpose of the potential exchange.

The sole recourse of the holders of the CASHES against either of the co-obligors with respect to the principal amount is the Ageas shares that BNP Paribas Fortis SA/NV holds, these shares are pledged in favour of such holders.

BNP Paribas Fortis SA/NV pays the coupon on the CASHES, in quarterly arrears, at a variable rate of three month Euribor plus 90 basis points, until the exchange of the securities for Ageas shares. In the event that Ageas declares no dividend on its shares, or that the dividends to be declared for any financial year are below a threshold (dividend yield less than 0.5%), and in certain other circumstances, coupons will mandatorily need to be settled by ageas SA/NV via issuance of new shares in accordance with the so called Alternative Coupon Settlement Method (ACSM), while BNP Paribas Fortis SA/NV will need to issue instruments that qualify as hybrid Tier 1 instruments to Ageas as compensation for the coupons paid by ageas SA/NV. If the ACSM is triggered and there is insufficient available authorised capital to enable ageas SA/NV to meet the ACSM obligation, the coupon settlement will be postponed until such time as the ability to issue shares is restored.

In an agreement reached in 2012, which amongst other consequences led to the tender and subsequent conversion of CASHES, Ageas agreed to pay an annual indemnity to BNP Paribas Fortis SA/NV that equals the grossed up dividend on the shares that BNP Paribas Fortis SA/NV holds.

C. Other contingent liabilities

Together with BGL BNP Paribas, Ageas Insurance International N.V. has provided a guarantee to Cardiff Lux Vie S.A. for up to EUR 100 million to cover outstanding legal claims related to Fortis Lux Vie S.A., a former subsidiary of Ageas that was merged at year-end 2011 with Cardiff Lux International S.A.

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

Furthermore, certain individual customers of Ageas France, a fully owned subsidiary of Ageas Insurance International, filed claims against Ageas France in connection with its alleged unilateral modification of the terms and conditions of the Corbeille Selection product by on-charging certain transaction fees. In addition to claiming reimbursement of these fees, plaintiffs also claimed prejudice for lost past and future opportunities for arbitrating between unit-linked funds and a guaranteed fund using latest known value dates. In November 2014, the Paris Appeal Court confirmed the first instance decision allowing the claims and appointed experts to determine the scope of indemnification. On 26 January 2015, Ageas filed an appeal to the Supreme Court.

IF THERE IS A SUPPLEMENTARY RETIREMENTS OR SURVIVOR'S PENSION PLAN IN FAVOUR OF THE PERSONNEL OR THE EXECUTIVES OF THE ENTERPRISE, A BRIEF DESCRIPTION OF SUCH PLAN OF THE MEASURES TAKEN BY THE ENTERPRISE TO COVER THE RESULTING CHARGES

PENSIONS FUNDED BY THE ENTERPRISE

Estimated amount of the commitments resulting for the enterprise from past services

Code	Period
9220	

Methods of estimation

NATURE AND BUSINESS PURPOSE OF OFF-BALANCE SHEET ARRANGEMENTS

Provided the risks or benefits arising from such arrangements are material and where the disclosure of such risks or benefits is necessary for assessing the financial position of the company; if required, the financial impact of these arrangements have to be mentioned too:

OTHER RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE

RELATIONSHIPS WITH AFFILIATED ENTERPRISES AND ENTERPRISES LINKED BY PARTICIPATING INTERESTS

	Codes	Period	Previous period
AFFILIATED ENTERPRISES			
Financial fixed assets	(280/1)	6.786.825.584	6.786.825.584
Investments	(280)	6.436.825.584	6.436.825.584
Amounts receivable subordinated	9271	350.000.000	350.000.000
Other amounts receivable	9281		
Amounts receivable	9291		
After one year	9301		
Within one year	9311		
Current investments	9321		
Shares	9331		
Amounts receivable	9341		
Amounts payable	9351		
After one year	9361		
Within one year	9371		
Personal and real guarantees			
Provided or irrevocably promised by the enterprise, as security for debts or commitments of affiliated enterprises	9381		
Provided or irrevocably promised by affiliated enterprises as security for debts or commitments of the enterprise	9391		
Other substantial financial commitments	9401		
Financial results			
Income from financial fixed assets	9421	739.654.650	158.941.177
Income from current assets	9431		
Other financial income	9441		
Debts charges	9461		
Other financial charges	9471		
Gains and losses on disposal of fixed assets			
Obtained capital gains	9481		
Obtained capital losses	9491		
ENTERPRISES LINKED BY PARTICIPATING INTERESTS			
Financial fixed assets	(282/3)	22.352.941	22.352.941
Investments	(282)	22.352.941	22.352.941
Amounts receivable subordinated	9272		
Other amounts receivable	9282		
Amounts receivable	9292		
After one year	9302		
Within one year	9312		
Amounts payable	9352		
After one year	9362		
Within one year	9372		

RELATIONSHIPS WITH AFFILIATED ENTERPRISES AND ENTERPRISES LINKED BY PARTICIPATING INTERESTS

TRANSACTIONS WITH RELATED PARTIES OUTSIDE NORMAL MARKET CONDITIONS

Mention of such operations if they are material, stating the amount of these transactions, the nature of the relationship with the related party and other information about the transactions necessary for the understanding of the financial position of the company:

Nil

Period

FINANCIAL RELATIONSHIPS WITH

DIRECTORS AND MANAGERS, INDIVIDUALS OR BODIES CORPORATE WHO CONTROL THE ENTERPRISE WITHOUT BEING ASSOCIATED THEREWITH OR OTHER ENTERPRISES CONTROLLED BY THESE PERSONS, OTHER ENTERPRISES CONTROLLED BY THE SUB B. MENTIONED PERSONS WITHOUT BEING ASSOCIATED THEREWITH

Amounts receivable from these persons

Conditions on amounts receivable

Guarantees provided in their favour

Guarantees provided in their favour - Main condition

Other significant commitments undertaken in their favour

Other significant commitments undertaken in their favour - Main condition

Amount of direct and indirect remunerations and pensions, included in the income statement, as long as this disclosure does not concern exclusively or mainly, the situation of a single identifiable person

To directors and managers

To former directors and former managers

Codes	Period
9500	
9501	
9502	
9503	4.041.972
9504	

AUDITORS OR PEOPLE THEY ARE LINKED TO

Auditor's fees

Fees for exceptional services or special missions executed in the company by the auditor

Other attestation missions

Tax consultancy

Other missions external to the audit

Fees for exceptional services or special missions executed in the company by people they are linked to

Other attestation missions

Tax consultancy

Other missions external to the audit

Codes	Period
9505	750.000
95061	334.492
95062	
95063	
95081	
95082	
95083	

Mention related to article 133 paragraph 6 from the Companies Code

INFORMATION RELATING TO CONSOLIDATED ACCOUNTS

INFORMATION THAT MUST BE PROVIDED BY EACH COMPANY, THAT IS SUBJECT OF COMPANY LAW ON THE CONSOLIDATED ANNUAL ACCOUNTS OF ENTERPRISES

The enterprise has drawn up published a consolidated annual statement of accounts and a management report*

~~The enterprise has not published a consolidated annual statement of accounts and a management report, since it is exempt for this obligation for the following reason*~~

The enterprise and its subsidiaries on consolidated basis exceed not more than one of the limits mentioned in art. 16 of Company Law*

The enterprise itself is a subsidiary of an enterprise which does prepare and publish consolidated accounts, in which her yearly statement of accounts is included*

If yes, justification of the compliance with all conditions for exemption set out in art. 113 par. 2 and 3 of Company Law:

Name, full address of the registered office and, for an enterprise governed by Belgian Law, the company number of the parent company preparing and publishing the consolidated accounts required:

INFORMATION TO DISCLOSE BY THE REPORTING ENTERPRISE BEING A SUBSIDIARY OR A JOINT SUBSIDIARY

Name, full address of the registered office and, for an enterprise governed by Belgian Law, the company number of the parent company(ies) and the specification whether the parent company(ies) prepare(s) and publish(es) consolidated annual accounts in which the annual accounts of the enterprise are included**

If the parent company(ies) is (are) (an) enterprise(s) governed by foreign law disclose where the consolidated accounts can be obtained**

* Delete where no appropriate.

** Where the accounts of the enterprise are consolidated at different levels, the information should be given for the consolidated aggregate at the highest level on the one hand and the lowest level on the other hand of which the enterprise is a subsidiary and for which consolidated accounts are prepared and published.

SOCIAL REPORT

Numbers of joint industrial committees which are competent for the enterprise:

STATEMENT OF THE PERSONS EMPLOYED**EMPLOYEES FOR WHOM THE COMPANY HAS SUBMITTED A DIMONA DECLARATION OR ARE RECORDED IN THE GENERAL PERSONNEL REGISTER****During the period****Average number of employees**

	Codes	Total	1. Men	2. Women
Full-time	1001	74,1	53,3	20,8
Part-time.....	1002	3,9	0,9	3,0
Total of full-time equivalents (FTE)	1003	75,0	53,6	21,4

Number of hours actually worked

	Codes	Total	1. Men	2. Women
Full-time	1011	112.997	83.570	29.427
Part-time	1012	4.359	1.426	2.933
Total	1013	117.356	84.996	32.360

Personnel costs

	Codes	Total	1. Men	2. Women
Full-time	1021	12.916.687	10.156.882	2.759.805
Part-time.....	1022	588.102	341.096	247.006
Total	1023	13.504.789	10.497.978	3.006.811

Advantages in addition to wages

	Codes	Total	1. Men	2. Women
Advantages in addition to wages	1033			

During the previous period

	Codes	P. Total	1P. Men	2P. Women
Average number of employees	1003	74,5	54,8	19,7
Number of hours actually worked	1013	110.030	81.482	28.548
Personnel costs	1023	15.437.687	11.627.819	3.809.868
Advantages in addition to wages	1033			

	Codes	1. Full-time	2. Part-time	3. Total in full-time equivalents
At the closing date of the period				
Number of employees	105	76	5	79,4
By nature of the employment contract				
Contract for an indefinite period	110	76	4	79,0
Contract for a definite period	111		1	0,4
Contract for the execution of a specifically assigned work	112			
Replacement contract	113			
According to the gender and by level of education				
Male	120	55	1	55,4
primary education	1200			
secondary education	1201			
higher education (non-university)	1202			
university education	1203	55	1	55,4
Female	121	21	4	24,0
primary education	1210			
secondary education	1211			
higher education (non-university)	1212			
university education	1213	21	4	24,0
By professional category				
Management staff	130			
Employees	134	76	5	79,4
Workers	132			
Other	133			

HIRED TEMPORARY STAFF AND PERSONNEL PLACED AT THE ENTERPRISE'S DISPOSAL**During the period**

Average number of employees

Number of hours actually worked

Charges of the enterprise

Codes	1. Temporary personnel	2. Persons placed at the disposal of the enterprise
150		16,8
151		29.568
152		2.555.739

TABLE OF PERSONNEL CHANGES DURING THE PERIOD**ENTRIES**

The number of employees for whom the company has submitted a DIMONA declaration or are recorded in the personnel register during the financial year in the general personnel register

By nature of the employment contract

Contract for an indefinite period

Contract for a definite period

Contract for the execution of a specifically assigned work ..

Replacement contract

Codes	1. Full-time	2. Part-time	3. Total in full-time equivalents
205	13	1	13,5
210	13		13,0
211		1	0,5
212			
213			

DEPARTURES

The number of employees with a in the DIMONA declaration indicated or in the general personnel register listed date of termination of the contract during the financial year

By nature of the employment contract

Contract for an indefinite period

Contract for a definite period

Contract for the execution of a specifically assigned work ..

Replacement contract

According to the reason for termination of the employment contract

Retirement

Unemployment with company allowance

Dismissal

Other reason

Of which the number of persons who continue to render services to the enterprise at least half-time on a self-employed basis

Codes	1. Full-time	2. Part-time	3. Total in full-time equivalents
305	6	2	7,5
310	6	2	7,5
311			
312			
313			
340	1		1,0
341			
342			
343	5	2	6,5
350			

INFORMATION WITH REGARD TO TRAINING RECEIVED BY EMPLOYEES DURING THE PERIOD

	Codes	Male	Codes	Female
Total number of official advanced professional training projects at company expense				
Number of participating employees	5801	3	5811	1
Number of training hours	5802	47	5812	29
Costs for the company	5803	4.896	5813	1.727
of which gross costs directly linked to the training	58031	1.939	58131	849
of which paid contributions and deposits in collective funds	58032	2.957	58132	878
of which received subsidies (to be deducted).....	58033		58133	
Total number of less official and unofficial advance professional training projects at company expense				
Number of participating employees	5821		5831	
Number of training hours	5822		5832	
Costs for the company	5823		5833	
Total number of initial professional training projects at company expense				
Number of participating employees	5841	59	5851	30
Number of training hours	5842	2.133	5852	749
Costs for the company	5843	70.842	5853	42.741

Incorporation expenses

Expenses relating to a capital increase or an issue of shares and convertible and non-convertible notes are amortized over a maximum period of five years

Financial fixed assets

Financial fixed assets consist only of ownership interests and receivables in Ageas companies. They are accounted for their acquisition price excluding acquisition costs.

Associates and equities reported under "Financial assets" are impaired in case of permanent and unfavorable changes in the condition, the profitability or prospects of the corresponding underlying entities.

Receivables, including financial instruments with a fixed income, reported under "Financial assets" are impaired when uncertainty exists with regard to (a part of) the payment on the due date.

Provisions

The provisions for risks and costs are recognized to cover clearly described losses or costs which are certain or probable at reporting date but for which the amount is uncertain. These provisions should comply with the criteria of prudence, genuineness and good faith.

The provisions for risks and costs are set up on an individual basis taking into account the nature of the risk and costs they need to cover.

Receivables

Receivables are accounted for at fair value or at acquisition price.

Short term investments and cash

Securities are recorded at acquisition price.

Cash and cash equivalents are impaired when the fair value is lower than the acquisition value as at the reporting date.

Conversion of assets and liabilities in foreign currencies

Assets and liabilities in foreign currencies are converted in euro at the exchange rate at the end of the financial year.

Gains or losses from these conversions and exchange rate differences in connection with transactions in the course of the financial year are taken to the income statement.

RPN (I)

The RPN(I) is a financial instrument that results in quarterly payments being made to, or received from, BNP Paribas Fortis SA/NV. BNP Paribas Fortis SA/NV issued CASHES securities in 2007 with Ageas SA/NV as co-obligor. CASHES are convertible securities that convert in Ageas shares at a pre-set price of EUR 239.40 per share. BNP Paribas Fortis SA/NV and Ageas SA/NV, at that point in time both parts of the Fortis group, introduced a Relative Performance Note, designed to avoid accounting volatility on the Ageas shares and on the at fair value valued CASHES in the books of BNP Paribas Fortis SA/NV. At the break up of Fortis in 2009, BNP Paribas Fortis SA/NV and Ageas agreed to pay interest over a reference amount stated in this Relative Performance Note. The quarterly interest payment is valued as a financial instrument and referred to as RPN(I).

The RPN(I) exists to the extent that CASHES securities remain outstanding in the market. Originally, 12,000 CASHES securities were issued in 2007. Ageas reached an agreement with BNP Paribas in February 2012, whereby Ageas paid a EUR 287 million indemnity to BNP Paribas when BNP Paribas tendered CASHES at a price of 47.5% and converted the 7,553 CASHES securities tendered into its underlying Ageas shares, triggering the pro-rata cancellation of the RPN(I) liability. After this conversion 4,447 CASHES remain outstanding.

Reference amount and interest paid

The reference amount is calculated as follows: " the difference between EUR 2,350 million and the market value of 12.53 million Ageas shares in which the instrument converts, less " the difference between EUR 3,000 million par issuance and the market value of the CASHES as quoted by the Luxembourg stock exchange, multiplied by " the number of CASHES securities that remain outstanding ($4,447/12,000 = 37.06\%$).

Ageas pays interest to BNP Paribas Fortis SA/NV over the average reference amount in the quarter (if the above outcome becomes negative BNP Paribas Fortis SA/NV pays to Ageas); the interest amounted to 3-month Euribor plus 20 basis points up to 31 March 2014 and 3-month Euribor plus 90 basis points thereafter (see next paragraph).

State guarantee and cancellation of this guarantee

Up to 31 March 2014 the Belgian state guaranteed Ageas interest payment towards BNP Paribas Fortis SA/NV. Ageas paid the Belgian State a fee for this guarantee, amounting to 70 basis points per annum over the reference amount, while the Belgian state held a pledge on 14% of the shares of AG Insurance as a recourse, in case Ageas would default on its interest payment.

With an objective to cancel the State guarantee the involved parties rearranged the agreement on 1 April 2014. The pledge in favour of the Belgian State was replaced by a pledge of AG Insurance shares directly in favour of BNP Paribas Fortis SA/NV, whereby the number of pledged shares was reduced from 14% to 7.4% of the total AG Insurance shares outstanding; to reflect the higher credit risk the interest rate applicable over the reference amount changed from 3-month Euribor plus 20 basis points into 3-month Euribor plus 90 basis points; at the same date the fee obligation from Ageas towards the Belgian State ceased to exist.

Ageas paid EUR 4.5 million interest and fee linked with the RPN(I) in 2014 versus EUR 3.0 million in 2013.

Valuation

Ageas applies a transfer notion to Fair Value the RPN(I) liability. 'Fair value' is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The definition is explicitly described as an exit price, linked with the price 'paid to transfer a liability'. When such pricing is not available and the liability is held by another entity as an asset, the liability needs to be valued from the perspective of a market participant that holds the asset. Ageas values its liability at the reference amount.

The RPN-reference amount moves subject to the CASHES price and Ageas share price: each 1% increase of the CASHES price, expressed in a percentage of its par value, leads to an increase of the reference amount with EUR 11 million, while each EUR 1.00 increase of the Ageas share price decreases the reference amount with EUR 5 million.

VALUATION RULES

The decrease of the reference amount from EUR 467 million at year end 2014 to EUR 402 million on 31 December 2015 is due to the price decrease of the CASHES from 76,04% to 75,50% during 2014 and increase of the Ageas share price from EUR 29,51 to EUR 42,80 over the same period.



Statutory auditor's report to the general meeting of ageas SA/NV as of and for the year ended 31 December 2015

Statutory auditor's report to the general meeting of ageas SA/NV as of and for the year ended 31 December 2015

As required by law and the company's articles of association, we report to you in the context of our statutory auditor's mandate. This report includes our report on the annual accounts as of and for the year ended 31 December 2015, as defined below, as well as our report on other legal and regulatory requirements.

Report on the annual accounts - unqualified opinion with emphasis of matter paragraph

We have audited the annual accounts of ageas SA/NV ("the Company") as of and for the year ended 31 December 2015, prepared in accordance with the financial reporting framework applicable in Belgium. These annual accounts comprise the balance sheet as at 31 December 2015, the income statement for the year then ended and notes. The balance sheet total amounts to EUR 8.132.617.691 and the income statement shows a loss for the year of EUR 135.417.580.

Board of directors' responsibility for the preparation of the annual accounts

The board of directors is responsible for the preparation of these annual accounts that give a true and fair view in accordance with the financial reporting framework applicable in Belgium, and for such internal control as the board of directors determines, is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Statutory auditor's responsibility

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making

those risk assessments, the statutory auditor considers internal control relevant to the Company's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the annual accounts.

We have obtained from the Company's officials and the board of directors the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unqualified opinion.

Unqualified opinion

In our opinion, the annual accounts give a true and fair view of the Company's equity and financial position as at 31 December 2015 and of its financial performance for the year then ended in accordance with the financial reporting framework applicable in Belgium.

Emphasis of matter

Without prejudicing the opinion mentioned above, we draw the attention to the notes C 5.13 "Rights and commitments not reflected in the balance sheet" and C 5.8 "Provisions for other liabilities and charges" of the annual accounts for the year ended 31 December 2015. These notes describe that Ageas is involved in a number of legal proceedings as well as administrative and criminal investigations in relation with certain events and developments having occurred between May 2007 and October 2008 and that Ageas reached an agreement in 2016 to settle these litigations. This has led to the recognition of an additional provision of EUR 889 million impacting the income statement of financial year 2015.

Report on other legal and regulatory requirements

The board of directors is responsible for the preparation and the content of the annual report, for maintaining the Company's accounting records in compliance with the applicable legal and regulatory requirements, as well as for the Company's compliance with the Companies' Code and the Company's articles of association.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statements which do not modify the scope of our opinion on the annual accounts:

- The annual report, which consists of the document entitled 'report of the Board of Directors of Ageas', includes the information required by law, is consistent, in all material respects, with the annual accounts and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.
- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- The appropriation of results proposed to the general meeting complies with the legal provisions and the provisions of the articles of association.

- There are no transactions undertaken or decisions taken in breach of the company's articles of association or the Companies' Code that we have to report to you.
- The decision of the board of directors of 15 January 2016 and 11 March 2016 relating to the settlement proposal with respect to all civil proceedings related to the former Fortis group has impacted the result of the financial year 2015 for an amount of EUR 889 million.

Other matter

As indicated in the first part of our report that includes our responsibility, we considered internal control relevant to the preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the internal control. Accordingly, we do not express an opinion on whether internal controls operated effectively during the financial year ended 31 December 2015.

Brussels, 16 March 2016
KPMG Réviseurs d'Entreprises / Bedrijfsrevisoren
Statutory Auditor represented by

Karel Tanghe
Réviseur d'Entreprises / Bedrijfsrevisor





ageas SA/NV

Rue du Marquis 1

1000 Brussels, Belgium

Telephone: +32 (0) 2 557 57 11

Fax: +32 (0) 2 557 57 50

Internet address: www.ageas.com

E-mail address: info@ageas.com



ageas SA / NV
Rue du Marquis 1 - Markiesstraat 1
1000 Brussels
Belgium

reporting2015.ageas.com