

Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV

to be held in Brussels on 21 May 2025

PROXY MODEL

If you wish to be represented at these Meetings, you should return this form to the address stated at the end of this document.

The proxy model provided for the Extraordinary General Meeting of Shareholders of 23 April 2025 is not valid for the General Meetings of Shareholders of 21 May 2025.

NB: In the case of shareholders whose shares are registered with a bank or other financial institution it is imperative that Ageas is provided with proof through their bank or financial institution certifying that on the record date the shareholder was the holder of the number of shares in respect of which such shareholder wishes to exercise his voting rights.

The undersigned

Name/Organization:

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Address/Registered office:

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Holder ofageas SA/NV share(s) registered with the following financial institution

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*I note that I will be represented at the General Meetings of Shareholders for the total number of shares for which I wish to exercise my voting rights. My voting rights will however be limited to the total number of shares held by me on the **record date**, being **Wednesday 7 May 2025 at midnight (CET)**.*

DECLARES that he/she/it has been informed that:

the **Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV** will be held on Wednesday 21 May 2025 at 10.30 a.m., at the Auditorium of AG Insurance, AG Campus, Rue du Pont Neuf 17, 1000 Brussels.

WISHES to be represented¹:

at these Meetings (as well as at all other Meetings that would subsequently take place with the same agenda following the postponing, suspension or new convening of the Meeting) and, to this end, grants proxy, with right of substitution, to vote on his/her behalf on all points of the agenda, to:

Name, first name :

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¹ This proxy form is provided to you pursuant to article 8 of the Royal Decree of 14 November 2007 concerning the obligations of issuers of financial instruments admitted for trading on a regulated market and does not constitute a public proxy solicitation under article 7:145 of the Companies and Associations Code.

ATTENTION

(1) Rules applicable to potential conflict of interests

A potential conflict of interests arises in case :

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

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

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

(2) Rules applicable to the voting modalities

- In case of a conflict of interests

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

- In absence of a conflict of interests

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

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

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

2.1 Annual report and accounts

2.1.3 Proposal to approve the statutory annual accounts of the company for the financial year 2024 and allocation of the results.

For ☐ Against ☐ Abstention ☐

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

2.2 Dividend

2.2.2 Proposal to distribute a total dividend of EUR 3.5 per ageas SA/NV share. As an interim dividend of EUR 1.5 per ageas SA/NV share was already paid in December 2024, an additional EUR 2 will be payable as from June 6, 2025.

For ☐ Against ☐ Abstention ☐

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

2.3 Discharge

2.3.1 Proposal to grant discharge of liability to the members of the Board of Directors for the financial year 2024.

For ☐ Against ☐ Abstention ☐

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

2.3.2 Proposal to grant discharge of liability to the auditor for the financial year 2024.

For ☐ Against ☐ Abstention ☐

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

3. Remuneration report

Proposal to approve the remuneration report.

For ☐ Against ☐ Abstention ☐

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

4. Reappointments

Board of Directors

Reappointments

4.1 Proposal to re-appoint Mr. Bart De Smet as a non-executive member of the Board of Directors of the company, for a period of 4 years, until the close of the Ordinary General Meeting of Shareholders in 2029.

For ☐ Against ☐ Abstention ☐

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

4.2. Proposal to re-appoint Mr. Jean-Michel Chatagny as an independent² non-executive member of the Board of Directors of the company, for a period of 4 years, until the close of the Ordinary General Meeting of Shareholders in 2029.

For ☐ Against ☐ Abstention ☐

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

4.3 Proposal to re-appoint Ms. Katleen Vandeweyer as an independent³ non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2029.

For ☐ Against ☐ Abstention ☐

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

²To be understood with the meaning of the Act of 13 March 2016 regarding the statute and supervision of insurance and reinsurance enterprises

³To be understood with the meaning of the Act of 13 March 2016 regarding the statute and supervision of insurance and reinsurance enterprises

5. Confirmation of the appointment of the statutory auditor for the audit of the non-financial reporting (CSRD)

Proposal to appoint the auditor PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL, represented by Kurt Cappoen, certified auditor, as its permanent representative to provide limited assurance on the company's sustainability information for a term of three years till the General Meeting called to approve the sustainability information as of 31 December 2026 and to confirm that PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL is also responsible for reporting on the sustainability information as of 31 December 2024. The annual fee for this assignment amounts to EUR 130,738 (plus VAT) subject to annual adjustments based on the evolution of the consumer price index or by written agreement between the parties.

For ☐ Against ☐ Abstention ☐

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

6. Amendments to the Articles of Association

Section: CAPITAL – SHARES

6.1 Article 6: Authorized capital

6.1.2 Proposal to (i) authorize, for a period of three years starting on the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association resolved by the Extraordinary General Meeting of Shareholders which will deliberate on this point, the Board of Directors to increase the company capital, in one or more transactions, by a maximum amount of EUR 150,000,000 as mentioned in the special report by the Board of Directors (ii) therefore, cancel the unused balance of the authorized capital, as mentioned in article 6 a) of the Articles of Association, existing at the date mentioned under (i) above and (iii) modify article 6 a) of the Articles of Association accordingly, as set out in the special report by the Board of Directors. Until the adoption of this resolution by the Extraordinary General Meeting of Shareholders and the above-mentioned publication in the annexes to the Belgian State Gazette, the existing authorisation will continue to apply in full force.

For ☐ Against ☐ Abstention ☐

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

7. Acquisition of ageas SA/NV shares

Proposal to authorize the Board of Directors of the company for a period of 24 months starting after the publication of the articles of association in the Annexes to the Belgian State Gazette, to acquire ageas SA/NV shares for a consideration equivalent to the closing price of the ageas SA/NV share on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen per cent (15%) or minus a maximum of fifteen per cent (15%).

The number of shares which can be acquired by the Board of Directors of the company and its direct subsidiaries within the framework of this authorization will not represent more than 10% of the issued share capital.

Until the adoption of this resolution by the Extraordinary General Meeting of Shareholders and the above-mentioned publication in the annexes to the Belgian State Gazette, the existing authorisation will continue to apply in full force.

For ☐ Against ☐ Abstention ☐

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

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

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

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

1. If, after the date of this proxy, **new items are added to the agenda** of the shareholders' meeting, the proxy holder will have to **(please tick the box as appropriate)**:

- ☐ abstain from voting on the new items and resolution proposals concerned
- ☐ vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

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

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

2. If, after the date of this proxy, **new/alternative resolution proposals** with regard to existing agenda items are filed, the proxy holder will have to **(please tick the box as appropriate)**:

- ☐ abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above (sub A.)
- ☐ vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.

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

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

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

Data protection

Ageas SA/NV is the controller⁴ of the processing of personal data it receives from shareholders and proxyholders in the context of the Meeting and shall, when processing such data, comply with its obligations under GDPR and other applicable data protection laws. Such personal data will be used for the purposes of preparing and administering the attendance and voting process in connection with the Meeting and will be transferred to third parties assisting in the administration of the voting process.

You can find more information about the processing of your personal data by ageas SA/NV using this link:

https://www.ageas.com/sites/default/files/file/file/Ageas_Privacy_Notice_Shareholders_EN_0_0_1_1_0.pdf

As further explained in this privacy notice, you have rights with respect to your personal data (for some of them, subject to applicable legal conditions and limits), namely the right to access, rectify or erase your personal data, as well as the right to restrict processing, the right to object to processing and the right to portability of your data.

In addition, you also can obtain further information about the processing of your personal data by ageas SA/NV or exercise your rights as listed above by sending a request to ageas SA/NV by email to privacy@ageas.com.

⁴ As defined in Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR").

Done in, on 2025.

Signature(s)*

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

This document should arrive no later than Thursday 15 May 2025

at the company address specified below.

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

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

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

Phone number/GSM

E-mail: