

**Extraordinary General Meeting of Shareholders of ageas SA/NV
to be held in Brussels on 19 March 2012**

PROXY MODEL

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

NB: In the case of (i) 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 and (ii) holders of bearer (physical) shares it is imperative that no later than the record date they present the number of shares in respect of which they wish to exercise their voting rights to the company or to their bank or financial institution, who will advise the company that they will be represented and will advise the company of the number of shares in respect of which they wish to exercise their voting rights.

The undersigned

Name/Organization

First name:

Address/Registered office:

Holder ofAgeas shares

registered with.....

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

the **Extraordinary General Meeting of Shareholders of ageas SA/NV** will be held on Monday 19 March 2012 at 10.30 a.m., at the offices of Ageas, Rue du Marquis 1, 1000 Brussels.

WISHES to be represented:

at the Extraordinary General Meeting of Shareholders of ageas SA/NV for all the items on the agenda and grants proxy, with right of substitution, to:

Name, first name (1):

Address:

(1) You do not necessarily have to designate a proxy. In the event that you do not specify a particular person, Ageas will assign someone to represent you at the Meeting and to cast your vote(s) in the manner you have specified. If you have not specified how you wish to vote, it will be assumed that you are in favour of the proposed resolutions.

IN ORDER TO VOTE on his/her/its behalf on the following items on the **AGENDA**:

2. Amendments to the Articles of Association

Section: CAPITAL – SHARES

2.1 Article 8: Capital

Cancellation of Ageas Units

Proposal to cancel 192,168,091 own shares acquired by the company in accordance with article 620 §1 of the Companies Code by a decrease of the paid up capital for an amount of EUR 0.42 per share and for the balance by a decrease with EUR 0.88 per share of the unavailable reserve created for such acquisition as required by article 623 of the Companies Code. The balance of such reserve remaining after the share capital decrease will be allocated to the available reserves.

Article 8 of the Articles of Association will be accordingly modified and worded as follows:

“The Company capital is set at one billion, twenty-one million, one hundred nine thousand, three hundred and forty-four euros and ninety-two cents (EUR 1,021,109,344.92) and is fully paid up. It is represented by two billion, four hundred and thirty-one million, two hundred and twelve thousand, seven hundred and twenty-six (2,431,212,726) Twinned Shares, without indication of nominal value.”

The general meeting resolves to delegate all powers to the Company Secretary, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions required for the execution of the decision of cancellation.

For 5 Against 5 Abstention 5

2.2 Article 9 : Authorized capital

2.2.2 Proposal to (i) authorize the Board of Directors to increase the company capital by a maximum amount of EUR 100,800,000 to issue shares as explained in the special report by the Board of Directors and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the Articles of Association, existing at the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association of the company resolved by the Extraordinary General Meeting of Shareholders which will deliberate this point and (ii) modify paragraph a) of article 9 of the Articles of Association accordingly, as set out in the special report by the Board of Directors.

For 5 Against 5 Abstention 5

3. Acquisition and Disposal of Ageas Units

3.1 Proposal to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the close of the General Meeting which will deliberate upon this item, to acquire Ageas Units, in which twinned ageas SA/NV shares are incorporated, representing up to a maximum of 10% of the issued share capital, for a consideration equivalent to the closing price of the Ageas Unit 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%);

For 5 Against 5 Abstention 5

3.2 Proposal to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the close of the General Meeting which will deliberate upon this item, to dispose of Ageas Units, in which twinned ageas SA/NV shares are incorporated, under the conditions it will determine.

For 5 Against 5 Abstention 5

Done at, on 2012.

Signature(s)*

() Proxies given by a 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 Tuesday 13 March 2012 at the company specified below.

**ageas SA/NV – Corporate Administration
Rue du Marquis 1 – 1000 Brussels – Belgium
Fax: +32 (0)2 557 57 57
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:

Private:

Office:

E-mail: