



Brussels, 18 April 2026.

**As announced in the convocation of 19 March 2026, the Board of Directors of ageas SA/NV confirms that the Extraordinary General Meeting of Shareholders of ageas SA/NV of 22 April 2026 will not achieve the required attendance quorum, i.e. representation of at least 50% of the share capital, and will thus be unable to decide validly regarding its agenda items. A new General Meeting will therefore be convened which, regardless of the share capital represented, will be able to deliberate validly regarding all agenda items.**

THE BOARD OF DIRECTORS OF AGEAS SA/NV IS PLEASED TO INVITE THE SHAREHOLDERS TO ATTEND THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AGEAS SA/NV AS WELL AS THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD AFTER THE ORDINARY GENERAL MEETING ON

**WEDNESDAY 20 MAY 2026 AT 10.30 A.M.**

at the Auditorium of AG Insurance  
AG Campus  
Rue du Pont Neuf 17, 1000 Brussels

**We ask the shareholders to note that they will only be admitted to the Meetings and be able to vote based solely on the number of shares that they hold on the Record Date and about which they have made known their intention to exercise your voting rights at the Meetings, regardless of the number of shares that they hold on the day of the Meetings.**

**The Record Date has been set at midnight (CET) on Wednesday 6 May 2026, in accordance with article 18 a) of the company's articles of association.**

**AGENDA of the Ordinary and Extraordinary General Meetings of Shareholders of ageas SA/NV**

**1. Opening**

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

**2.1 Annual report and accounts**

2.1.1 Discussion of the annual report on the financial year 2025

2.1.2 Discussion of the consolidated annual accounts for the financial year 2025.

2.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2025 and allocation of the results.

**Note:**

*On 8 December 2025, ageas SA/NV announced that it had entered into an agreement with BNP Paribas Fortis SA/NV to acquire their 25% shareholding in AG Insurance SA/NV, thereby obtaining full ownership of its Belgian insurance subsidiary. Under the terms of the agreement, ageas SA/NV, through its wholly owned subsidiary Ageas Insurance International NV, will acquire the 25% shareholding in AG Insurance SA/NV for a total consideration of EUR 1.9 billion. The consideration will be financed through a combination of an equity placement to BNP Paribas Cardif (of 18.5 million Ageas shares at a fixed price of EUR 60 per share), cash reserves and existing financing facilities. The equity placement comprises 15 million newly issued shares and 3.5 million treasury shares. Completion of the transaction is anticipated in the second quarter of 2026, subject to customary regulatory approvals.*

*Under the terms of the agreement, if the transaction completes prior to the Ordinary General Shareholders' Meeting, the shares delivered to BNP Paribas Cardif will be entitled to the final dividend over the 2025 financial year (for which the amount proposed to the Shareholders for approval amounts to EUR 2.25 per share).*

*As of the date the Board of Directors approved the financial statements, it remains uncertain whether BNP Paribas Cardif will be eligible for the dividend. Consequently, the financial statements do not include a liability for the dividend amounting to EUR 41.6 million (calculated as 18.5 million shares multiplied by EUR 2.25 per share), which may become payable under the agreement.*

*If the equity placement to BNP Paribas Cardif completes prior to the Ordinary General Shareholders' Meeting, the Shareholders will be asked to confirm their approval to file adjusted statutory annual accounts of the company with the adjusted allocation of the results, which will include the liability for the dividend under this agreement amounting to EUR 41.6 million (calculated as 18.5 million shares multiplied by EUR 2.25 per share).*

## 2.2 Dividend

2.2.1 Information on the dividend policy.

2.2.2 Proposal to distribute a total dividend of EUR 3.75 per ageas SA/NV share.

As an interim dividend of EUR 1.5 per ageas SA/NV share was already paid in December 2025, an additional EUR 2.25 will be payable as from 5 June 2026.

## 2.3 Discharge

2.3.1 Proposal to grant discharge of liability to the members of the Board of Directors for the financial year 2025.

2.3.2 Proposal to grant discharge of liability to the auditor for the financial year 2025.

## 3. Remuneration report

Discussion and proposal to approve the remuneration report.

*The remuneration report on the 2025 financial year can be found in the Corporate Governance Statement section of the Ageas Annual Report 2025.*

## 4. Appointment and reappointments

### **Board of Directors**

#### **Appointment**

4.1 Proposal to appoint, upon the positive advice of the Nomination and Corporate Governance Committee, the candidate nominated by BNP Paribas S.A., Mr Renaud Dumora, as a non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2030.

*Renaud Dumora has an exceptionally rich background in insurance, actuarial science, and finance within the BNP Paribas group. After engineering studies at the "École Polytechnique" in Paris, complemented by training as a statistician-economist at ENSAE (Paris) and actuarial training at the French Institute of Actuaries in Paris, he began his career in 1990 at Compagnie Bancaire. There, he initially worked in research and development, leading the statistics team, specialized in Credit scoring, banking segmentation, and quantitative marketing, before becoming management controller for international credit subsidiaries.*

*In 1994, he joined Cardif, where he served as Head of Borrower Insurance for France and Europe. In 2000, Cardif was renamed BNP Paribas Assurance, and Renaud Dumora became the technical director for savings and protection activities in France and internationally. He then moved into actuarial and protection management between 2004 and 2007, overseeing Borrower Insurance, Protection, and Extended Warranties. From 2007 to 2009, he was co-director of international operations, responsible for activities in Europe and North America.*

*In 2009, Renaud Dumora took on the role of head of Finance, Risk, and Legal functions at BNP Paribas Cardif, a position he held until 2016. He was then appointed Managing Director and Director of BNP Paribas Cardif from 2016 and was also a member of the Executive Committee from 2007 to 2021.*

*In 2016, he also joined the Executive Committee of the BNP Paribas group. Since May 2021, he served as Deputy Chief Operating Officer of BNP Paribas, in charge of the Investment & Protection Services division, while chairing the Board of Directors of BNP Paribas Cardif and its main subsidiaries (Cardif Assurance Vie, Cardif Assurances Risques Divers, and Cardif Retraite).*

*His career also includes numerous mandates within the BNP Paribas group and external organizations, notably AG Insurance in Belgium, BNP Paribas Asset Management Holding, AXA IM, or even the Strategic Participation Fund which he chairs. He has also served in Institute of Actuaries, occupying positions such as President of the High Council, member of the ethics committee, and board member. Furthermore, he actively contributed to European and French work related to Solvency II between 2011 and 2015. His intellectual commitment is also reflected in published contributions to specialized books on insurance and risk management, as well as teaching at HEC between 1997 and 2001. Finally, between 1998 and 2007, he led the actuarial consulting company of the BNP Paribas group specialized in social liability calculations and asset-liability management for pension funds.*

## **Reappointments**

- 4.2 Proposal to re-appoint Ms. Sonali Chandmal as an independent<sup>1</sup> non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2030. The Board of Directors confirms that it has no indication of any factor that might cast doubt on the independence of Ms. Sonali Chandmal within the meaning of Art. 7:87, §1, first sub-paragraph of the Belgian Companies and Associations Code.
- 4.3 Proposal to re-appoint Ms. Carolin Gabor as an independent<sup>2</sup> non-executive member of the Board of Directors of the company, for a period of four years, until the close of the Ordinary General Meeting of Shareholders in 2030. The Board of Directors confirms that it has no indication of any factor that might cast doubt on the independence of Ms. Carolin Gabor within the meaning of Art. 7:87, §1, first sub-paragraph of the Belgian Companies and Associations Code.

## **5. Change of the permanent representative of PwC as statutory auditor**

The Ordinary General Meeting of Shareholders takes note of the change of representative of PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL, having its registered address at 1831 Diegem, Culliganlaan 5, in compliance with article 3:60 of the Code of Companies and Associations. PwC Bedrijfsrevisoren BV / PwC Réviseurs d'Entreprises SRL will be represented as from 20 May 2026, by Damien Walgrave BV, at its turn represented by Damien Walgrave, registered auditor, in the exercise of its mandate as the statutory auditor, replacing Kurt Cappoen BV, at its turn represented by Kurt Cappoen, registered auditor.

## **6. Amendments to the Articles of Association**

### **Section: CAPITAL – SHARES**

#### **6.1 Article 6: Authorized capital**

##### **6.1.1 Special report**

Communication of the special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with article 7:199 of the Belgian Companies and Associations Code.

- 6.1.2 Proposal to (i) authorize, for a period of three years starting on the date of the publication in the annexes to 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 159,000,000 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.

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<sup>1</sup> To be understood with the meaning of the Act of 13 March 2016 regarding the statute and supervision of insurance and reinsurance enterprises

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

## 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.

## 8. Close

### PARTICIPATION IN THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS (THE "MEETING")

#### Principle

Shareholders who would like to be able to cast their vote during the Meeting of ageas SA/NV may:

- attend the Meeting in person;
- have themselves represented at the Meeting: i.e. issue a proxy to a representative who will vote on the shareholder's behalf. This representative can be a representative of ageas SA/NV.

#### Practical formalities

- Shareholders wishing to attend the Meeting physically
  - **Shareholders whose shares are registered directly with the company** simply have to advise the company in writing of their intention to attend and of the number of shares for which they intend to exercise their voting rights, using the form which they have been provided with. The company will then determine the shareholding on the Record Date.
  - **Shareholders whose shares are registered with a bank or other financial institution** should contact the bank or financial institution in question (via their branch) and request them to advise the company of their intention to attend and of the number of shares for which they intend to exercise their voting rights. The bank or financial institution will then confirm the shareholding on the Record Date.

NB:

- Shareholders should ask their bank or financial institution for proof of their shareholding on the Record Date, which can be presented to the company on the day of the Meeting in the event that the entrance letter has not reached the shareholder in due time.
  - Shareholders who have completed all practical formalities but **have not received an entrance letter, at the latest on 18 May 2026**, may contact ageas SA/NV (see under the heading 'Practical Information') in order to obtain a copy of this document.
- Shareholders who wish to be represented
    - **Shareholders whose shares are registered directly with the company** simply have to return the proxy to ageas SA/NV with which they have been provided. The company will then determine the shareholding on the Record Date.

➤ **Shareholders whose shares are not registered with the company** must:

- 1) return the above-mentioned proxy to ageas SA/NV which is put at the shareholders' disposal on Ageas' website; AND
- 2) contact the bank or financial institution with which their shares are registered (via their branch) and request them to advise the company of their intention to be represented and of the number of shares for which they intend to exercise their voting rights. The bank or financial institution will then confirm the shareholding on the Record Date.

When presenting themselves shareholders are requested to inform the bank or financial institution of their intention to be represented at the Meeting such that the latter can advise the company thereof.

**Deadlines for completing the formalities**

We draw the attention of the shareholders to the fact that their intention to participate in the Meeting will only be taken into account to the extent that they are holders of shares registered **ON WEDNESDAY 6 May 2026 at midnight (CET)** (the Record Date).

In addition, shareholders must take the following deadlines into account:

- **Shareholders wishing to attend the Meeting physically**

These shareholders must communicate their intention to participate in the Meeting to the company, their bank or financial institution, as appropriate, no later than **Thursday 14 May 2026** (it being understood that shareholders can present themselves as of the publication of the convocation for the Meeting).

The banks and other financial institutions must notify the company of their clients' instructions no later than **Thursday 14 May 2026**.

- **Shareholders wishing to be represented**

- In the case of **shareholders whose shares are registered directly with the company**, the proxy must be received by the company no later than **Thursday 14 May 2026**.
- **Shareholders who hold shares registered with a bank or other financial institution** must:
  - have communicated their instructions to their bank or financial institution no later than **Thursday 14 May 2026** (it being understood that shareholders can present themselves as of the publication of the convocation for the Meeting).
  - ensure that the proxy is in the possession of the company no later than **Thursday 14 May 2026**.

Attention! We also draw your attention to the fact that the legal deadline for complying with the formalities falls on a public holiday and it will therefore be appropriate to complete these formalities at the latest the day before, namely on **WEDNESDAY 13 MAY 2026**.

**Confirmation of vote**

Shareholders who have voted in person or by proxy can receive confirmation after the Meeting, upon request to the company, that their vote has been validly registered and counted by the company. This request must be submitted within three months after the date of the vote.

### **Right to place items on the agenda and right to ask questions**

One or more shareholders representing at least one per cent of the share capital or holding shares with a market value of at least EUR 50 million have the right to place new items on the agenda of a General Meeting and to table draft resolutions on existing or new agenda items.

The right to request the addition of items to the agenda or submit proposals of decisions relating to existing agenda items does not apply to a second Extraordinary General Meeting of Shareholders that must be convened for lack of an attendance quorum at the first Extraordinary General Meeting of Shareholders.

In order for shareholders to be able to exercise their right to amend the agenda, they must prove that on the day on which they submit their request they actually own at least one per cent of the share capital or hold shares with a market value of at least EUR 50 million. They must also ensure that the appropriate number of shares is registered on the record date in accordance with the registration formalities described above.

Ownership of shares on the day on which the request is submitted can be proved as follows:

- in the case of **shares registered directly with the company**: by means of an entry in the register of registered ageas SA/NV shares.
- in the case of **shares that are registered through a bank or other financial institution**: by means of a book entry certificate issued by an authorized custody account keeper or clearing institution.

Requests must be accompanied by the text of the items to be added to the agenda and the related draft resolutions, and/or by the text of the draft resolutions concerning existing or new agenda items.

Requests must also mention a postal address or email address to which ageas SA/NV can send confirmation of receipt.

The company must receive requests to place items on the agenda and to table draft resolutions no later than **midnight (CET) on Tuesday 28 April 2026**.

As the case may be, ageas SA/NV will publish an updated agenda no later than Tuesday 5 May 2026. At the same time a modified proxy form will be published on the website. All proxies previously submitted will nevertheless remain valid with regard to the agenda items they refer to.

In addition, shareholders have the right to submit, prior to the Meeting, questions in writing to the Board of Directors concerning the agenda items and the board's report, if any, as well as questions in writing to the statutory auditor about his report as the case may be. They also have the right to ask questions orally about the agenda items and reports during the Meeting.

Questions submitted in writing will only be answered if the shareholder in question has completed the registration formalities mentioned above by the record date and has given notice of his intention to attend the Meeting by Thursday 14 May 2026 and provided that the question in writing is received by the company no later than **Thursday 14 May 2026**.

Shareholders who comply with the above-mentioned conditions should send requests concerning their amendment right to the agenda and to ask questions to the postal address or email address mentioned in this convening notice (see under the heading 'Practical Information').

### **Available documents**

Besides the proxy model mentioned above are also available at the company's registered office free of charge to all shareholders and to any interested third party:

- The special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Companies and Associations Code;
- The annual report 2025 of ageas SA/NV;
- The complete version of the statutory annual accounts of the company.

All documents relating to the Meeting are also available on the internet: from [www.ageas.com/en](http://www.ageas.com/en) "Investors - Shareholders - Shareholders General Meeting".

## ↳ Data protection

ageas SA/NV is the controller<sup>3</sup> 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](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](mailto:privacy@ageas.com).

## ↳ Practical information

Shareholders wishing to obtain information relating to the modalities of participation in the Meeting are invited to contact the company:

ageas SA/NV  
Corporate Administration  
Avenue du Boulevard 21 (14th floor)  
1210 Brussels  
Tel: +32 (0)2 557 56 72  
E-mail: [general.meeting@ageas.com](mailto:general.meeting@ageas.com)

Press office: +32 (0)2 557 57 36

The Board of Directors



Bart De Smet  
President

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<sup>3</sup> 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").