



# PRESS RELEASE

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## Regulated information – Ageas concludes merger with 10 to 1 reverse stock split and confirms new total number of shares outstanding

**On 3 August, the Board of Directors of ageas SA/NV officially acknowledged that the two conditions precedent to the merger of ageas N.V. and ageas SA/NV had been fulfilled. As from today, the Belgian company ageas SA/NV, with a permanent establishment in the Netherlands, is the sole parent company of the Ageas group.**

The General Meetings of Shareholders of the Dutch ageas N.V. and of the Belgian ageas SA/NV held respectively on 28 and 29 June 2012 passed, by an overwhelming majority, a resolution approving the merger of the two companies. A reverse stock split and reverse VVPR strip split were similarly approved.

Furthermore, the Board of Directors of ageas SA/NV officially acknowledged that the two conditions precedent to the merger had been fulfilled. On the one hand, no creditors of ageas N.V. have come forward to request additional security and on the other hand not a single shareholder has claimed the exit rights provided under Dutch law. As from midnight, all rights and obligations of the Dutch company were transferred to the Belgian company. Henceforth ageas SA/NV is the sole parent company of Ageas.

Simultaneous with the merger, Ageas carried out a reverse stock split and a reverse VVPR Strip split. One new ageas SA/NV share (ISIN: BE0974264930) has been issued this morning for every 10 Ageas Units (ISIN: BE0003801181). And each multiple of 20 Ageas VVPR Strips (ISIN: BE0005591624) has been converted into 1 VVPR Strip (ISIN BE0005646204)<sup>1</sup>. These reverse splits may potentially result in fractions of shares and VVPR Strips. These fractions will be paid out in cash beginning of September 2012.

As a consequence of the reverse stock split, there are 243,121,272 ageas SA/NV shares outstanding. As of today, these shares are listed only on NYSE Euronext Brussels.

The prospectus, the coordinated articles of association and the updated Corporate Governance Charter can be viewed on the Ageas website [www.ageas.com](http://www.ageas.com). All practical information on the above-mentioned transactions (including the exchange of Ageas Units for shares in ageas SA/NV and the pay-out for the fractions of shares and VVPR Strips) can be found in the prospectus.

**Ageas** is an international insurance company with a heritage spanning more than 180 years. Ranked among the top 20 insurance companies in Europe, Ageas has chosen to concentrate its business activities in Europe and Asia, which together make up the largest share of the global insurance market. These are grouped around four segments: Belgium, United Kingdom, Continental Europe and Asia and served through a combination of wholly owned subsidiaries and partnerships with strong financial institutions and key distributors around the world. Ageas operates successful partnerships in Belgium, UK, Luxembourg, Italy, Portugal, Turkey, China, Malaysia, India and Thailand and has subsidiaries in France, Hong Kong and UK. It is the market leader in Belgium for individual life and employee benefits, as well as a leading non-life player, through AG Insurance, and in the UK, it has a strong presence as the fourth largest player in private car insurance and the over 50's market. It employs more than 13,000 people and has annual inflows of more than EUR 17 billion.

<sup>1</sup> Note that the stock-tickers for both share and VVPR strip change temporarily (on 7, 8 and 9 August 2012) from AGS to AGSN (share) and from AGSS to AGSSN (strip).



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