



Solid partners, flexible solutions

Utrecht, 2 May 2003

As the quorum required by law can not be attained, taking into account the number of shares deposited and the number of intentions expressed of taking part in the Extraordinary General Meetings of Shareholders of Fortis N.V. and Fortis SA/NV called for 8 May 2003, those meetings will not be able to deliberate and decide validly on the items contained in their agenda. New meetings have therefore to be convened. They will be able to deliberate on those items, whatever is the represented capital.

The Board of Directors has the pleasure to invite you at the Annual General Meeting of Shareholders of Fortis N.V. on

Tuesday 27 May 2003 at 2.30 PM

Fortis Auditorium
Archimedeslaan 6
3584 BA Utrecht

Agenda

1. **Opening**
2. **Appointment of a shareholder to adopt and co-sign the minutes of the meeting together with the Chairman**
3. **Notices**
4. **Report on the 2002 financial year**
5. **Consolidated annual accounts of Fortis and company annual accounts of Fortis N.V.**
 - Report on the consolidated annual accounts for the 2002 financial year
 - Proposal to adopt the company annual accounts of Fortis N.V. for the 2002 financial year.
6. **Dividend for the 2002 financial year**

Proposal to adopt a gross dividend of EUR 0.88 per Fortis Share, **payable as from 18 June 2003.**
7. **Discharge**

Proposal to discharge the members of the Board of Directors of Fortis N.V. from liability in respect of the 2002 financial year.
8. **Statutory appointments**

Board of Directors

Proposal to reappoint :

- Baron Valère Croes, who is eligible and presents himself to re-election, for a period of one year, until the end of the General Meeting of Shareholders of 2004.

- Mr Jan Slechte, who is eligible and presents himself to re-election, for a period of three years, until the end of the General Meeting of Shareholders of 2006.
- Mr Klaas Westdijk, who is eligible and presents himself to re-election, for a period of three years, until the end of the General Meeting of Shareholders of 2006.

Accountant

Proposal to renew the mission of KPMG Accountants N.V. for a period of three years, until the end of the 2005 financial year, to control the annual accounts.

9. Acquisition of Fortis Shares - Authorisation of the Board of Directors for a period of 18 months to acquire Fortis Shares

Proposal to authorise the Board of Directors for a period of 18 months, to acquire Fortis Shares, in which own fully paid twinned shares of Fortis N.V. are included, to the maximum number permitted by the Civil Code, Book 2, article 98 paragraph 2 and this: a) through all agreements, including transactions on the stock exchange and private transactions at a price equal to the average of the closing prices of the Fortis Share on Euronext Brussels and Euronext Amsterdam on the day immediately preceding the acquisition, plus a maximum of fifteen percent (15%) or less a maximum of fifteen percent (15%), or b) by means of stock lending agreements under terms and conditions that comply with common market practice for the number of Fortis Shares from time to time to be borrowed by Fortis N.V..

10. Company's authorised capital - Designation of the Board of Directors as body authorised to issue shares and to restrict or exclude the pre-emption right

- Proposal to designate the Board of Directors of Fortis N.V. for a period of 3 years, in accordance with Article 6 paragraph 1 of the articles of association, as the body authorised to issue twinned shares, cumulative preference A shares and the cumulative preference B shares and to grant rights to subscribe for such shares of the Company, including the issue of options and convertibles. This designation shall be valid for all non-issued shares that form part of the present or future authorised capital. This designation may not be revoked.
- Proposal to designate the Board of Directors of Fortis N.V., in accordance with Article 8 paragraph 7 of the articles of association, as body authorised to restrict or to exclude the shareholders' pre-emption right, for a period of 3 years. This designation may not be revoked.

11. Amendment to the articles of association

Proposal to amend Article 5 paragraph 1, as follows:

“The authorised capital of the company amounts to one billion seven hundred and thirty-eight million eight hundred thousand euro (EUR 1.738.800.000), divided into:

- a) Two billion seventy million (2.070.000.000) cumulative preference A shares, each with a nominal value of forty-two euro-cent (EUR 0.42)
- b) Two hundred and fifty million (250,000,000) cumulative preference B shares, each with a nominal value of forty-two euro-cent (EUR 0.42) and
- c) One billion eight hundred and twenty million (1.820.000.000) twinned shares, each with a nominal value of forty-two euro-cent (EUR 0.42).”

Proposal to authorise each member of the Board of Directors as well as each (applicant) notary and notarial paralegal assistant working at Stibbe in Amsterdam to request the certificate of non-objection from the Ministry of Justice for the amendment of the articles of association in question and the executing of the deed of amendment of the articles of association.

12. Any other business and closure

* *
*
*
*

↪ **Attendance at the meeting**

Holders of registered shares are entitled to attend the meeting, but must advise Fortis N.V. of their intention to do so in writing **by Wednesday 21 May 2003 at the latest**.

Holders of bearer shares will be able to attend the general meeting if they have registered to do so. To this end, they should instruct their banks or brokers – ie, the institution whose administration identifies them as holders of said shares – to register them, in writing, with Fortis Bank in Amsterdam or Fortis Bank in Brussels **by Wednesday 21 May 2003 at the latest**. Their banks or brokers will be required to submit a statement certifying that the relevant shares held by the shareholder will remain on record in their administration until after the general meeting is closed.

↪ **Proxies**

Shareholders who can not attend the meeting personally, can be represented by a proxy using the proxy form which may be obtained upon simple request at the company's registered office. In that case, an additional condition for attending the meeting is that the proxy nomination, in writing, must be in the hands of the company **by Wednesday 21 May 2003**.

↪ **Available documents**

The following documents are available free of charge from the addresses mentioned below, at the company's head office in Utrecht, Fortis SA/NV in Brussels, Fortis Bank in Amsterdam and Banque Générale du Luxembourg in Luxembourg:

- The Annual review 2002 and the Annual accounts 2002., including the annual company accounts of Fortis N.V.

↪ **Inspection**

The above mentioned documents, as well as the binding nominations of the Directors proposed for re-appointment are available for inspection by shareholders and others entitled to attend the GMS at the company's head office in Utrecht.

↪ **Further information**

For further information, please contact the Fortis secretaries' office.

Tel. 0031 (0)30 278 3310

Fax 0031(0)30 257 7835

E-mail : simone.delangen@fortis.com

The Board of Directors