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Brussels, 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 is pleased to invite you to attend the ORDINARY GENERAL MEETING of Fortis SA/NV as well as the EXTRAORDINARY GENERAL MEETING to be held after the Ordinary Meeting on

**Tuesday, 27 May 2003 at 9:30 AM**

**at Rue de la Chancellerie, 1  
1000 Brussels**

**AGENDAS** of the ordinary (point 1 to 8) and extraordinary (point 9 to 12) general meetings.

- 1. Opening**
- 2. Constitution of the Office**
- 3. Notices**
- 4. Reports on the 2002 financial year**
- 5. Consolidated annual accounts of Fortis and company annual accounts of Fortis SA/NV**
  - Report on the consolidated annual accounts for the 2002 financial year
  - Proposal to approve the company annual accounts of Fortis SA/NV for the 2002 financial year.
- 6. Dividend of 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 SA/NV for the 2002 financial year.
  - Proposal to discharge the statutory auditor of Fortis SA/NV for the 2002 financial year.

## **8. Statutory appointments**

### Board of Directors

Proposal to renew the term of office of:

- 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 2004.
- Mr Jaap Glasz, who is eligible and presents himself to re-election, for a period of two years, until the end of the General Meeting of 2005.
- 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 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 2006.

### Statutory auditor

Proposal to renew the term of office of statutory auditor of PricewaterhouseCoopers, Reviseurs d'Entreprises, who are eligible and present themselves for re-election, for a period of three years, until the end of the 2005 financial year and to fix their remuneration, in agreement with the former, at the amount proposed by the Board of Directors. The company PricewaterhouseCoopers will be represented by Mr Philippe Barbier and Mr Daniël Van Woensel.

## **9. Acquisition and disposal of Fortis Shares - Authorisation of the Board of Directors for a period of 18 months to acquire and dispose of Fortis Shares**

Proposal to authorise the Board of Directors of the company, as well as the Boards of Directors of its direct subsidiaries, for the term of 18 months, to acquire Fortis Shares, in which twinned Fortis SA/NV shares are included, to the maximum amount fixed in Article 620 §1, 2 of the Companies Code, 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%).

Proposal to authorise the Board of Directors of the company, as well as the Boards of Directors of its direct subsidiaries, for the term of 18 months, to dispose of Fortis Shares, in which twinned Fortis SA/NV shares are included, in accordance with his provisions.

## **10. Authorised capital**

- 10.1. Special report by the Board of Directors, established according to Article 604, paragraph 2, and Article 607 of the Companies Code.
- 10.2. Proposal to cancel the unused balance of the authorised capital existing at the date of the meeting, and to create a new authorised capital of one billion seven hundred and thirteen million six hundred thousand euro (EUR 1.713.600.000) for a period of 3 years and to authorise the use of the authorised capital, in the event of a public takeover offer, for a period of three years.

Proposal therefore to amend Article 10 of the articles of association as follows:

- To replace the current text of point one by the following text:  
“The board of directors is authorised to increase the company capital, in observance with article 9, in one or more operations, for up to a maximum amount of one billion seven hundred and thirteen million six hundred thousand euro (EUR 1.713.600.000).”
- To replace in point three and four the words “12 December 2001” by the date corresponding with the date on which the meeting deliberating on this point will be held.

## **11. Amendments to the articles of association**

### 11.1. SECTION THREE – ADMINISTRATION – MANAGEMENT - CONTROL

#### Article eighteen – Composition – Delegations of powers – Duration of terms of office

Proposal to delete the final paragraph of this article.

### 11.2. SECTION FOUR – GENERAL MEETINGS

#### Article twenty-four – Convening of meetings

Proposal to replace the current text of the first paragraph with the following text:

“For all General Meetings, the convening letters shall contain the agenda, together with an indication of the subjects to be examined and proposals for decisions.

These convening letters shall take the form of announcements placed in the Belgian Official Gazette at least fifteen days before the Meeting, and twice, at eight days intervals at least and the second time at least fifteen days before the Meeting, in a national distributed newspaper in every country where the Units, in which twinned shares are included, are admitted to the official listing of a stock exchange and in a regional newspaper in the region where the registered office is located.

When a new convening letter is necessary and the date of the second meeting is mentioned in the first convening letter, the two periods of fifteen days provided for in the previous paragraph for the placing of the announcements concerning this second meeting shall be reduced to at least eight days before the meeting.”

## **12. Closure**

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↵ **Attendance to the meeting**

Holders of registered shares, as well as holders of bearer shares which have already been deposited at the company's registered office, are requested to advise the company by **Wednesday 21 May 2003** at the latest of their intention to take part in the meeting.

Holders of bearer shares are requested to deposit their shares at the company's registered office or at one of the banks mentioned below, for the same date ;

**Fortis Bank, Banque Générale du Luxembourg, ING, KBC Bank, Petercam**

↵ **Proxies**

Shareholders wishing to be represented by other persons at the meeting are invited to use the proxy form (which does not constitute "proxy request" or "public solicitation" within the meaning of Articles 548 and 549 of the "Code des Sociétés") which may be obtained upon simple request at the company's registered office.

Every proxy must reach the company's registered office by **Wednesday 21 May 2003 at the latest**.

↵ **Available documents**

From today the following documents can be obtained free of charge at the registered office :

- the Special Report of the Board of Directors established according to Article 604, paragraph 2, and Article 607 of the Companies Code
- the Annual Review 2001 and Annual Accounts 2001 of Fortis, including the annual company accounts of Fortis SA/NV

↵ **Further information**

Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting are invited to contact the Company.

Tel. 0032.(0)2.510 54 13

Fax. 0032.(0)2.510 56 31

E-mail : corporate.adm@fortis.com

The Board of Directors