

Utrecht, 10 May 2002

The Board of Directors has the pleasure to invite you at the GENERAL MEETING OF SHAREHOLDERS of Fortis N.V. at

**Wednesday 29 May 2002 at 10.30 am**

Fortis Auditorium  
Archimedeslaan 6  
3584 BA Utrecht

**Fortis N.V.**

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**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 of the Board of Directors**  
Report of the Board of Directors on the 2001 financial year.
- 5. Adoption of the accounts of Fortis (NL) N.V.**  
Proposal to adopt the accounts of Fortis (NL) N.V. for the period from 1 January 2001 up to and including 30 June 2001.
- 6. Discharge of the Board of Directors of Fortis (NL) N.V. from liability**  
Proposal to discharge of the Board of Directors of Fortis (NL) N.V. from liability in respect of the period from van 1 January 2001 up to and including 30 June 2001.
- 7. Adoption of the Annual accounts of Fortis N.V.**  
Proposal to adopt the Annual accounts of Fortis N.V. on the 2001 financial year.
- 8. Discharge of the Board of Directors of Fortis N.V. from liability**  
Proposal to discharge of the Board of Directors of Fortis N.V. from liability in respect of the 2001 financial year.
- 9. Declaration of dividend for the 2001 financial year**  
Proposal to adopt a gross dividend of EUR 0.88 per ordinary Fortis share, which entitles shareholders to a net dividend of EUR 0.66 per ordinary Fortis share. Dividend will be payable as from 20 June 2002.
- 10. Amendment of the Articles of Association and authorization to do this, as referred to in the Civil Code, Book 2, section 124, subsection 2, third sentence**  
Proposal to exclude the application of the age limit for the members of the Board of Directors as stated in the Articles of Association.

## **11. Composition of the Board of Directors**

Proposal to re-appoint the following members:

- Mrs Prof. dr. Annemieke Roobeek, who is eligible for re-election and has made herself available for re-appointment for a period of three years, i.e. up to and including the General Meeting of Shareholders of 2005.
- Count Maurice Lippens, who is eligible for re-election and has made herself available for re-appointment for a period of three years, i.e. up to and including the General Meeting of Shareholders of 2005.
- Baron Daniel Janssen, who is eligible for re-election and has made herself available for re-appointment for a period of three years, i.e. up to and including the General Meeting of Shareholders of 2005.
- Viscount Etienne Davignon, who is eligible for re-election and has made herself available for re-appointment for a period of two years, i.e. up to and including the General Meeting of Shareholders of 2004.

## **12. Authorization of the Board of Directors for an eighteen-month period to repurchase the company's own shares**

## **13. Any other business and closure**

### **↳ Notes to the agenda**

#### Item 10: amendment to the Articles of Association

The required quorum was not present at the Extraordinary Meeting of Shareholders on 15 May 2002. This item has therefore been included on the agenda of this Annual General Meeting of Shareholders.

The Board of Directors proposes to the General Meeting of Shareholders that application of the age limit for the members of the Board of Directors as stated in the Articles of Association be excluded. Article 21, clause 2, first sentence and article 35 will therefore cease to apply.

Article 21, clause 2, first sentence: "Each A member and each B member of the Board of Directors shall resign no later than at the time the annual general meeting of shareholders held in the year the member reaches the age of seventy (70) is closed."

Article 35: "Notwithstanding the provisions of Article 21, clause 2, first sentence, the age limit, with respect to the member A of the Board of Directors, Johann Martin Schröder, should be read seventy-two (72) years in stead of seventy (70) years."

The Meeting is asked to pass resolutions:

- a) to amend the Articles of Association in accordance with the proposal;
- b) to authorise each Director and a lawyer employed by Stibbe, an Amsterdam firm of attorneys and notaries, to petition the Ministry of Justice to approve the above amendment and to execute the Deed of Amendment to the Articles of Association.

#### Item 11: composition Board of Directors

In accordance with the schedule for retirement, Mr. M. Lippens, Mr. D. Janssen, Mr. E. Davignon and Mrs. A. Roobeek will retire as non-executive directors. They are all eligible for re-appointment. Given their extensive business experience and their value to the company, the Board of Directors proposes the reappointment of:

Count Maurice Lippens (1943) is Deputy Chairman of Société Générale de Belgique, Chairman of Compagnie Het Zoute, Director of Finasucre and Director of Groupe Sucrier. He has Belgian nationality.

Baron Daniel Janssen (1936) is Chairman of Solvay, Deputy Chairman of UCB, Director of Schrodgers Plc London and Chairman of Solvay Business School's Strategic Committee. He has Belgian nationality.

Viscount Etienne Davignon (1932) is Vice Chairman of Société Générale de Belgique, Vice Chairman of Tractebel and Umicore, Director of Solvay, Suez, Pechiney, BASF, and others. He has Belgian nationality.

Professor Annemieke Roobeek (1958) is attached to the University of Amsterdam and Nijenrode University. She is a member of the Supervisory Board of PCM Uitgevers and AEDES, is a Director of Escador, is the Founder and Director of MeetingMoreMinds and is Chairman of the National Committee for Urban Regeneration. Professor Roobeek has Dutch nationality.

#### Note 12: authorization Board of Directors to repurchase the company's own shares

Authorization of the Board of Directors for an eighteen-month period to repurchase the company's own shares up to the maximum number permitted by the Civil Code, Book 2, section 98, subsection 2, by means of a) any kind of agreement, including transactions on the stock exchange and private contracts, at a price of no less than the nominal value and no more than five per cent above the most recent stock exchange quotation as published in the Official List of Euronext Amsterdam N.V., and b) stock-lending agreements under terms and conditions that comply with common market practice for the number of shares that Fortis N.V. will occasionally borrow.

#### ↪ **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 23 May 2002 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 23 May 2002 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**

Those entitled to attend the meeting may also be represented by a proxy using the enclosed proxy form. 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 23 May 2002.

#### ↪ **Available documents**

From today, the following documents are available free of charge from the addresses mentioned below, at 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 2001 and the Annual accounts 20001, incorporating the annual report of Fortis N.V.;
- The accounts of Fortis (NL) N.V. for the period from van 1 January 2001 up to and including 30 June 2001.

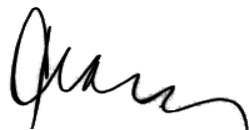
#### ↪ **Inspection**

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**

Those notifying the company of their intention to attend the meeting will be sent directions beforehand on how to get to the Fortis Auditorium in Utrecht. For further information, please contact the Fortis secretaries' office, telephone +31 30 278 3310.

On behalf of the Board of Directors,



Jaap GLASZ  
Chairman

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