

## *Proposal Articles of Association*

### **Fortis N.V.**

Limited liability company

3584 BA Utrecht – Archimedeslaan, 6  
National number : 30072145

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#### **DEFINITIONS**

##### **Article 1: Definitions**

In these articles of association the following expressions shall have the following meanings:

- a) the Company: the company with limited liability incorporated under the laws of the Netherlands (*naamloze vennootschap*) Fortis N.V., with official seat in Utrecht;
- b) Fortis SA/NV: the company with limited liability incorporated under the laws of Belgium (*société anonyme/naamloze vennootschap*) Fortis SA/NV, with registered office in Brussels, Rue Royale, 20;
- c) Fortis Group: the group of companies jointly owned and/or controlled, either directly or indirectly by Fortis N.V. and Fortis SA/NV, including Fortis N.V. and Fortis SA/NV;
- d) Twinned Share: an ordinary share with a par value of forty-two eurocents (EUR 0.42) in the capital of the Company;
- e) Fortis SA/NV share: a share without a par value in the capital of Fortis SA/NV twinned with a Twinned Share in a Unit;
- f) Unit: a unit comprising one (1) Twinned Share and one (1) Fortis SA/NV share;
- g) Preference Share: a cumulative preference share with a par value of forty-two eurocents (EUR 0.42) in the capital of the Company;
- h) Giro System: 1) the book entry system as provided for under the Dutch Act on securities transfer by giro (*Wet giraal effectenverkeer*), 2) the book entry system as provided in the Belgian Royal Decree 62 of 10 November 1967 and 3) such book giro system(s) as from time to time determined by the board of directors;
- i) Any reference in these articles of association to the shares and the shareholders shall mean the Twinned Shares as well as the Preference Shares, as well as the holders of Twinned Shares and the holders of Preference Shares, unless expressly stated otherwise.

#### **NAME – REGISTERED OFFICE – PURPOSE**

##### **Article 2: Name**

The name of the Company is: Fortis N.V.

##### **Article 3: Registered office**

Its official seat is established at Utrecht, Archimedeslaan 6.

##### **Article 4: Purpose**

The purpose of the Company, both in the Netherlands and abroad, is:

- a) The acquisition, ownership and transfer, by means of purchase, contribution, sale, exchange, assignment, merger, split, subscription, exercise of rights or otherwise, of any participating interest in any business or branch of activity, and in any Company, whether public (*naamloos*) or private (*besloten*), partnership, enterprise, establishment or foundation, which does or may in the future exist, and carrying out financing, banking, insurance, re-insurance, industrial, commercial or civil, administrative or technical activities.

- b) The purchase, subscription, exchange, assignment and sale of, and all other similar operations relating to, every kind of transferable security, share, stock, bond, warrant and government stock, and, in a general way, all rights on movable and immovable property, as well as all forms of intellectual rights.
- c) Administrative, commercial and financial management and the undertaking of every kind of study for third parties and in particular for companies, partnerships, enterprises, establishments and foundations in which it holds a participating interest, either directly or indirectly; the granting of loans, advances, guarantees or security in whatever form, and of technical, administrative and financial assistance in whatever form.
- d) Carrying out all financial, manufacturing, commercial and civil operations and operations relating to movable and immovable assets, including the acquisition, management, leasing out and disposal of all movable and immovable assets useful to achieve its purpose.
- e) Achieving its Company purpose, either alone or in partnership, directly or indirectly, on its own behalf or for the account of third parties, by concluding any agreements and carrying out any operations such as to promote said purpose or that of the companies, partnerships, enterprises, establishments and foundations in which it holds a participating interest.

## **TWINNED SHARE PRINCIPLE**

### **Article 5: Twinned Share principle**

- a) The Twinned Share principle is used in these articles to the effect that:
  - 1) a Twinned Share shall only be capable of being (i) issued, (ii) subscribed, (iii) cancelled, (iv) transferred by others than the Company, and (v) encumbered with a right of pledge or usufruct or any other limited right *in rem (beperkt zakelijk recht)*, together with a Fortis SA/NV share in the form of a Unit, to intend that shareholders should be in the same position as if they held shares in a single company; and
  - 2) no issues of Twinned Shares and no rights to acquire Twinned Shares shall be made respectively granted either by the Company or Fortis SA/NV without a corresponding issue of shares in twinned form or grant of rights to acquire such shares by the other, carrying substantially all the same rights and restrictions, *mutatis mutandis*.

At all time, the number of Twinned Shares in issue and the number of Fortis SA/NV shares will be equal.

- b) An exception on the Twinned Share principle is allowed for the purpose of the distribution of a stock dividend (i.e. a distribution in Fortis Units), provided that in the event a stock dividend is distributed ordinary shares may only be issued to Fortis SA/NV against contribution in cash by the latter and these shares may be transferred only to those shareholders that have elected to receive their stock dividend from Fortis SA/NV.

### **Article 6: Breach of the Twinned Share principle**

- a) In the event of a breach with the provisions of article 5, as a result whereof a Twinned Share and a Fortis SA/NV share would not be held by the same person/legal entity:
  - 1) the voting right, the rights to attend meetings of shareholders and the rights to acquire dividend attached to the Twinned Shares which are held by the shareholder outside of a Unit, are suspended.
  - 2) the shareholder is obligated to transfer the Twinned Shares, which are held outside of a Unit, within a period of three months to Fortis SA/NV, to which latter Company the requirements as mentioned in article 5, will not apply. The price to be paid for the shares to be transferred shall be determined by mutual agreement of the parties. If the parties should fail to reach such agreement, such price will be determined in accordance with the provisions of paragraph c) of this article.
- b) The shareholder in respect of whom the provisions of paragraph a) apply, shall be under the obligation to notify the board of directors thereof disclosing the number of Twinned Shares which are held outside a Unit, within a period of thirty days.
- c) In the event a shareholder that is under the obligation to dispose of such Twinned Shares (the ‘offeror’) fails to comply after having been notified by registered letter by the board of directors of its obligations in time, the Company shall be irrevocably empowered and, upon request of the offeror, obliged on behalf and for account of the offeror to dispose of as many Twinned Shares as referred to in this article at a price to be determined by a registered accountant appointed for that purpose by the chairman of the Chamber of Commerce in whose Trade Register the Company is registered at the request of the board of directors, whilst the costs of the valuation and transfer shall be for the account of the offeror.

- d) In the event the offeror fails to cooperate with the transfer of the referred Twinned Shares, within fourteen days after having been notified by registered letter by the board of directors of such disposal, the Company shall be irrevocably empowered to sign the deed of transfer on behalf of the offeror in the event the Twinned Shares are registered, and, in the event the Twinned Shares are bearer shares, to undertake all (legal) actions on behalf of the offeror which are necessary to transfer such shares.
- e) The Company will ensure that the offeror will receive the purchase price less costs for the transferred shares without delay.
- f) All communications, announcements, declarations and/or demands as referred to in the preceding paragraphs of this article shall be made in writing in exchange for a certificate of receipt or by registered letter.

#### **Article 7: Cancellation of the Twinned Share principle**

The Twinned Share principle will be cancelled if the shareholders meeting resolves to amend the articles of association, in accordance with article 26 paragraph c), as a result whereof the clauses in these articles relating to such principle, as included in articles 5, 6, 8, 9, 10, 11, 12, 20, 25 and 26 are amended or deleted.

### **CAPITAL – SHARES**

#### **Article 8: Authorised capital**

The authorised capital of the Company shall amount to one billion five hundred and twenty-eight million eight hundred thousand euro (EUR 1,528,800,000), divided into

- a) One billion eight hundred and twenty million (1,820,000,000) Preference Shares, each with a nominal value of forty-two eurocents (EUR 0.42);and
- b) One billion eight hundred and twenty million (1,820,000,000) Twinned Shares, each with a nominal value of forty-two eurocents (EUR 0.42).

#### **Article 9: Body authorised to issue shares**

- a) Subject to the Twinned Share Principle, the board of directors decides as to the further issue of Twinned Shares or Preference Shares or the granting of rights to subscribe for shares, including the issue of options or conversion of options. This delegation shall be valid for all non-issued shares that form part of the authorised capital.
- b) This current delegation expires on 26 May 2006. If and to the extent the delegation as identified in this article has expired and has not been renewed, a resolution to issue Twinned Shares by the shareholders meeting requires the prior approval of the board of directors.
- c) The board of directors is authorised, without any prior approval of the general meeting of shareholders, to perform legal acts within the meaning of article 2:94 paragraph 1 of the Civil Code.

#### **Article 10: Form of the shares**

- a) Twinned Shares shall be either registered or bearer shares, such at the discretion of the shareholder.
- b) Each Twinned Share has the same set of characteristics and shall be of the same form than the Fortis SA/NV share with which such Twinned Share is twinned in a Unit and vice versa.
- c) The board of directors shall keep a register similar to the register kept by the board of directors of Fortis SA/NV in which the names and addresses of all holders of registered Twinned Shares are recorded. The holders are obliged to notify the Company in the event the place of residence or address change. If so requested, the board of directors shall provide, free of charge, an extract from the register to a holder of registered Twinned Shares pertaining to his right to such shares. The board of directors of Fortis SA/NV shall provide a similar extract from the register of Fortis SA/NV.

- d) Physical bearer shares (*K-stukken*), which bear a dividend coupon sheet, can be issued for bearer Twinned Shares. These physical bearer shares indicate that the holder of a bearer Twinned Share is also holder of a bearer Fortis SA/NV share. Physical bearer shares will be available in several denominations as to be determined by the board of directors.
- e) At the shareholder's request, registered Twinned Shares may be converted to bearer Twinned Shares by cancellation of the entry in the register. Bearer Twinned Shares may be converted to registered Twinned Shares, by submitting the physical share, if any, and the corresponding entry in the shareholders' register. Nevertheless, the conversion of a Twinned Share into another form is suspended as far as the Twinned Shares have been lodged for a general meeting of shareholders pursuant to article 20 a) until the end of the general meeting of shareholders.
- f) The board of directors of the Company shall determine the manner and the conditions the Twinned Shares may be entered into the Giro System or removed from such system.

#### **Article 11: Pre-emption right**

Upon the issue of Twinned Shares against payment in cash, or in the event of the issue of convertible bonds or subscription rights, the shareholders' meeting or the board of directors, if so designated, may decide to restrict or to exclude the pre-emption right of the existing shareholders, subject to a similar decision of the appropriate corporate body of Fortis SA/NV. The board of directors has been so designated until 26 May 2006.

#### **Article 12: Acquisition of own shares**

- a) The Company may acquire Units in which Twinned Shares are included under the conditions provided for in Article 2:98 of the Civil Code. The Company may also acquire Units in which Twinned Shares are included in order to transfer them to employees of the Company or of a group company pursuant to a stock option plan/scheme, if any.
- b) The Board of Directors is authorized to decide upon alienation of Units, in which Twinned Shares are included.
- c) Without prejudice to paragraph b) of the present article, the Company may:
  - 1) in the event it has acquired a Unit, transfer the Fortis SA/NV share which is part of the Unit, separately from the Twinned Share which is part of the Unit, to Fortis SA/NV, as a result whereof the Company will only remain holder of the Twinned Share;
  - 2) acquire only the Twinned Share out of a Unit, if such Twinned Share is acquired from Fortis SA/NV or if Fortis SA/NV simultaneously acquires the Fortis SA/NV share included in the same Unit.
 Notwithstanding the provisions of this paragraph the Company may, in the event it has acquired a Unit, transfer such Unit to any third party in accordance with the rule applicable to such transfer.
- d) The Company cannot derive any right to distributions from shares in its own capital. In the calculation of the distribution of profits, the shares referred to in the previous sentence are not counted unless there is a right of usufruct or a pledge on such shares for the benefit of a party other than the Company.

### **BOARD OF DIRECTORS AND MANAGEMENT**

#### **Article 13: Board of directors**

- a) The board of directors is composed of maximum seventeen members. Board members without management functions within the Company, or in general within the Fortis Group, are considered as non-executive board members. Board members with management functions within the Company, or in general within the Fortis Group, are considered as executive board members.
- b) The members of the board of directors are appointed by the general meeting of shareholders upon proposal of the board of directors, for a period of maximum four years, subject to renewal for maximum periods of four years each.
- c) If a board member is appointed and is not already a member of the board of directors of Fortis SA/NV, his appointment shall not take effect until such member has been appointed a member of the board of directors of Fortis SA/NV. A board member shall irrefutably deemed to be resigning from the board of directors if he ceases to be a member of the board of directors of Fortis SA/NV.

- d) The board of directors appoints from amongst its members a chairman and a deputy chairman. It also appoints the secretary of the Company and determines his powers and duties.
- e) The board of directors shall institute from amongst its members an audit committee as well as any other committee it considers useful.
- f) The board of directors shall draw up internal rules describing the matters specifically reserved for the decision of the board as well as the organization and the decision making process of the board, which rules shall be identical to the rules of the board of directors of Fortis SA/NV.
- g) Without prejudice to its own powers and duties, the board of directors may delegate such powers and duties it might decide to any person.

#### **Article 14: Management of the Company**

- a) The day-to-day management of the Company shall be delegated by the board of directors to one of its executive members, who bears the title of Chief Executive Officer (CEO). The CEO shall also be in charge of studying, defining and submitting to the board of directors the strategic options that may contribute to the development of Fortis. He shall also exercise any other powers and duties delegated to him by the board of directors.
- b) The board of directors shall set up a committee called Executive Committee. This committee shall be composed of the CEO, who chairs it, of the other executive board member(s), if any, and of members entrusted with management functions within the Company, or in general within the Fortis Group, and appointed by the board of directors upon proposal of the CEO. The powers and duties of the Executive Committee shall be determined by the board of directors, upon proposal of the CEO. The CEO shall be accountable towards the board of directors for the proper performance by the Executive Committee of its powers and duties.

#### **Article 15: Representation**

- a) The board of directors represents the Company. The Company may also be represented by two board members acting jointly.
- b) Within the scope of the day-to-day management, the board of directors shall grant to the CEO a continuous authorization to represent the Company alone, subject to the limitations set out in that authorization. The Company shall also be committed by the CEO within the limit of any specific mandate. The CEO may subdelegate these powers to any other person designated by him.
- c) The Company shall also be committed by special attorneys, within the limits of their mandate.

#### **Article 16: Remuneration**

The board of directors determines the remuneration to be paid to its members, subject to legal requirements.

### **GENERAL MEETINGS OF SHAREHOLDERS**

#### **Article 17: Annual general meeting of shareholders**

- a) The annual general meeting of shareholders shall be held on the last Wednesday of May of each year in Utrecht or Amsterdam, at 2.30 p.m., or at any other time, date or place in the Netherlands mentioned in the convocation.
- b) In this meeting:
  - 1) the written report issued by the board of directors shall be discussed;
  - 2) the annual accounts and the annual dividend shall be adopted;
  - 3) the shareholders shall be invited to discharge the members of the board of directors for actions in respect of the exercise of their mandate during the previous financial year;
  - 4) discussions are held and/or resolutions are passed with regard to proposals of:
    - i. the board of directors relating to all kind of matters which must be, according to a legal provision, or should be, at the discretion of the board, submitted to the shareholders,

- ii. shareholders representing at least 1% of the issued capital or owning Units whose stock exchange value amounts to EUR 50 million, provided that there are no substantial interests of the Company opposing these proposals and, that the proposals have been submitted to the board of directors at the offices of the Company in writing, at least sixty (60) days preceding the day the annual general meeting of shareholders is held.

#### **Article 18: Extraordinary general meeting of shareholders**

- a) Extraordinary general meetings of shareholders are held as often as decided by the board of directors.
- b) Shareholders representing at least one-tenth part of the issued capital may address the board of directors in writing with the request to convene a general meeting of shareholders. The request shall include the exact items to be discussed.

#### **Article 19: Convocations**

The convocations to shareholders will be placed in:

- a) a nationally distributed newspaper in the Netherlands;
- b) the Official Price list of Euronext Amsterdam N.V. in Amsterdam;
- c) a nationally distributed newspaper in the French language distributed in Belgium;
- d) a nationally distributed newspaper in the Dutch language distributed in Belgium; and
- e) a nationally distributed newspaper in every country where the Unit is admitted to the official listing of a stock exchange.

#### **Article 20: Lodging of securities and of proxies**

- a) A shareholder is entitled to attend the general meetings of the Company and to vote there provided that, at least at the date mentioned in the convocation, which may not be set earlier than the seventh day prior to the meeting:
  - 1) the owner of registered Twinned Shares has informed the Company of his intention to take part in the meeting;
  - 2) the owner of physical bearer Twinned Shares has lodged his securities at the registered office or any other place indicated in the convocation;
  - 3) the owner of bearer Twinned Shares through the Giro System has lodged at the registered office or any other place indicated in the convocation, a notice of a banking institution stating the non-transferability of the securities until the date of the meeting.

For the purpose of these articles of association each of these modalities will be considered a lodging of securities.

- b) The transfer of registered Twinned Shares owned by shareholders who have informed the Company that they will attend the general meeting is suspended until the end of the general meeting of shareholders.
- c) Any shareholder may be represented at the meeting of the Company by an attorney, who may be or not a shareholder. He may also give a proxy to a person designated by the board of directors of the Company or by the board of directors of Fortis SA/NV, provided that the proxy allows a similar vote in the general meeting of the Company and in the general meeting of Fortis SA/NV insofar as the items on the agendas of both meetings are similar.

The proxy must be lodged at the registered office of the Company no later than at the time the shareholder has to inform the Company that he will attend the general meeting. This time may not be set earlier than the moment on which a shareholder has to lodge his shares.

- d) When more than one person has rights to the same Twinned Share, the exercise of the rights pertaining to such Twinned Shares is suspended until one single person is designated to exercise these rights.

#### **Article 21: Procedure – Minutes of the meeting**

- a) The general meeting of shareholders is chaired by the chairman or in his absence, by another director appointed thereto by the board of directors. The chairman appoints the secretary .
- b) Draft minutes of the items dealt with at the general meeting of shareholders shall be adopted and signed by the chairman and the secretary and kept at the disposal of the shareholders within three months after the meeting. The shareholders have three other months to react on these minutes. The chairman and the secretary will consider such reactions and adopt the minutes as amended to the extent they consider that it is required. Copies or extracts of these minutes are signed, either by a member of the board or by the secretary.

- c) The chairman shall decide on all disputes with regard to voting, admitting people and, in general the procedure at the meeting, insofar as this is not provided for by law or the articles of association.

### **Article 22: Votes**

Each share shall confer the right to cast one vote. Blank votes and invalid votes shall be considered as not having been cast.

## **FINANCIAL YEAR – ANNUAL ACCOUNTS - DIVIDENDS**

### **Article 23: Financial year**

The financial year coincides with the calendar year.

### **Article 24: Annual accounts**

- a) The board of directors shall determine the annual accounts, the annual report and all other documents required by law.
- b) Without prejudice to articles 25 h) and 33, the general meeting of shareholders shall decide about the appropriation of the results upon proposal of the board of directors.

### **Article 25: Dividend**

- a) For the purpose of this article:
- 1) 'Form' means the form, as prescribed by the board of directors, for the purposes of making an election pursuant to this article.
  - 2) 'Gross Dividend Amount' means in relation to either the Company or Fortis SA/NV the amount of the dividend payable or proposed to be paid by the Company or Fortis SA/NV on each of the Units including, without limitation to the generality of the foregoing, the amount of any tax to be deducted or withheld from the dividend by or on behalf of the company paying the dividend, all such amounts being expressed in Euros and jointly determined by the board of directors of the Company and the board of directors of Fortis SA/NV on a per Unit basis.
  - 3) 'Fortis N.V. Dividend' means any dividend (whether interim or final) payable to the holder of a Twinned Share by the Company as a result of the election made by the shareholder pursuant to paragraph c).
  - 4) 'Fortis SA/NV Dividend' means any dividend (whether interim or final) payable to the holder of a Fortis SA/NV share by Fortis SA/NV as a result of the election made by the shareholder pursuant to paragraph c).
  - 5) 'CSD' means Necigef in the Netherlands and CIK in Belgium or any other institution, which would succeed Necigef and/or CIK.
  - 6) 'CSD member' means an affiliate of CSD.
  - 7) 'Necigef' means the central institute in the sense of the Act on securities transfer by giro (*Wet giraal effectenverkeer*);
  - 8) 'CIK' means the central institute in the sense of Belgian Royal Decree number 62 of 10 November 1967;
  - 9) 'Custodian' means the financial institution holding the Units for account of the shareholder or for account of another financial institution.
- b) Subject to the provisions of this article and to the payment of any dividend not being unlawful, the board of directors shall recommend or pay dividends of such an amount so that the Gross Dividend Amount in respect of the proposed dividend payment on a Twinned Share is equal to the Gross Dividend Amount in respect of the proposed corresponding dividend payment on a Fortis SA/NV Share.  
The amount of any Gross Dividend Amount in relation to the Twinned Shares shall be determined contemporaneously with the determination by the board of Fortis SA/NV of the Gross Dividend Amount in relation to the corresponding Fortis SA/NV Dividend.
- c) Each holder of Twinned Shares shall be entitled in compliance with this article, for each of his Units, to elect in accordance with the provisions of this article whether to accept either the Fortis SA/NV Dividend on the Fortis SA/NV shares comprised in such Units or the Fortis N.V. Dividend on the Twinned Shares comprised in such Units.  
If a holder of a Unit elects to accept the entitlement to the Fortis SA/NV Dividend, he will therefore not receive the Fortis N.V. Dividend and *vice versa*.  
No entitlement to both the Fortis SA/NV Dividend and the corresponding Fortis N.V. Dividend shall arise in relation to any Unit.

- d) No election shall be valid unless made on the Form and within the timeframe as determined by board of directors together with the board of directors of Fortis SA/NV or otherwise as the board of directors together with the board of directors of Fortis SA/NV may determine.
- e) Subject to the second sentence of paragraph c) hereof a shareholder shall be deemed:
- 1) in the event a shareholder according to Dutch law may not exercise his rights as shareholder, to have made an election for a Fortis N.V. Dividend;
  - 2) in the event a shareholder according to Belgian law may not exercise his rights as shareholder, to have made an election for a Fortis SA/NV Dividend;
  - 3) in the event a shareholder according to Dutch law as well as to Belgian law may not exercise his rights as shareholder, to have made an election for a Fortis N.V. Dividend;
  - 4) in the absence of making an election in respect of any such Units:
    - in the event the Unit is held through a Custodian having an account with a Dutch domiciled CSD member or the Unit is owned by a shareholder registered in the shareholders register as referred to in article 10 of the present articles having domicile in the Netherlands, to have made an election for the Fortis N.V. Dividend;
    - in the event the Unit is held through a Custodian having an account with a Belgian domiciled CSD member or the Unit is owned by a shareholder registered in the shareholders register as referred to in article 10 of the present articles having domicile in Belgium, to have made an election for a Fortis SA/NV Dividend;
    - in the event Units are held through a Custodian having an account with neither a Dutch nor a Belgian domiciled CSD member or the Unit is owned by a shareholder registered in the shareholders register as referred to in article 10 of the present articles having domicile neither in the Netherlands nor in Belgium, fifty per cent (50%) of the Units will be allotted a Fortis SA/NV Dividend and fifty per cent (50%) a Fortis N.V. Dividend; any odd number remaining will receive one hundred per cent (100%) Fortis SA/NV Dividend in the first year and each alternate year thereafter, and a one hundred per cent (100%) Fortis N.V. Dividend in the intervening years.
    - in the event a shareholder requested the issue of physical bearer Units and failing to elect for a Fortis N.V. Dividend, to have made an election for the Fortis SA/NV Dividend;
  - 5) in the event the Company or Fortis Utrecht is holder of one or more Units, to have made an election for a Fortis N.V. Dividend.
- f) Where according to this article an election for either the Fortis N.V. Dividend or the Fortis SA/NV Dividend is deemed to have been made any member of the board of directors, or any other person designated by the board of directors, shall be authorized (and shall be the attorney of the shareholder concerned for the purpose) to execute a Form on behalf of such shareholder in respect of all the Units in respect of which the election is deemed to have been made, or in respect of which no election has been made.
- g) In the calculation of the distribution of profits the Twinned Shares, which the Company holds shall be disregarded unless these shares are subject to a pledge or a right of usufruct.
- h) The board of directors shall have power, with due observance of what has been provided hereabove, to pay one or more interim dividends. The provisions of paragraphs a) to f) inclusive of this article shall apply accordingly regarding the distribution of interim dividends.
- i) With due observance of what has been provided in article 2:105 paragraph 2 of the Civil Code, the board of directors may resolve to make distributions to the shareholders from the reserves.
- j) Dividends are paid at the times and places indicated by the board of directors.
- k) The Company will announce in:
- a. the Official Price List of Euronext Amsterdam N.V. in Amsterdam;
  - b. a nationally distributed newspaper in The Netherlands;
  - c. a nationally distributed newspaper in the French language distributed in Belgium; and
  - d. a nationally distributed newspaper in the Dutch language distributed in Belgium,
- the conditions and the manner in which, depending on the election which has been made (or deemed been made), the dividends will be made payable.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION - LIQUIDATION**

### **Article 26: Amendment of the articles of association – Dissolution – Liquidation**

- a) A resolution to amend the articles of association of the Company or to dissolve the Company may only be passed upon proposal of the board of directors.
- b) The resolution to amend the articles of association or to dissolve the Company may only be passed at a general meeting of shareholders at which more than half of the issued capital is represented and by at least three-quarters of the votes cast; if the required capital is not represented at a meeting convened for this purpose, then a new meeting shall be convened and held within four weeks, which meeting may pass the resolution to amend the articles of association or to dissolve the Company regardless of the represented capital, but by at least three-quarters of the votes cast.
- c) Notwithstanding the provisions of paragraph b) of this article, save where Fortis SA/NV is in liquidation (other than a liquidation for the purposes of a reorganisation, merger or demerger (*splitsing*) pursuant to which another company will become Fortis SA/NV), any resolution to amend any provision of the articles which gives effect to the Twinned Share principle as referred to in article 5 of these articles and any resolution which is inconsistent with that principle (whether or not so expressed) or any amendment of articles 13, 14 and 15 shall be conditional upon a resolution of substantially similar effect having been or being passed by the shareholders of Fortis SA/NV within three months before or after the passing of such a resolution. For the purpose of this article a certificate of any member of the board of directors of Fortis SA/NV to the effect that a resolution of substantially similar effect has been so passed by the shareholders meeting of Fortis SA/NV shall for the purpose of this paragraph c) be conclusive.
- d) Notwithstanding the provisions of paragraph b) of this article, save where Fortis SA/NV is in liquidation (other than a liquidation for the purpose of a reorganisation, merger or demerger pursuant to which another company will become Fortis SA/NV), any resolution to dissolve the Company shall be conditional upon a corresponding resolution having been or being passed by the shareholders of Fortis SA/NV within three months before or after the passing of such a resolution, unless pursuant to a reorganisation the undertaking of or any substantial part of the assets of the Company is transferred to another company in succession to it, the shareholders of which are the same as the holders of the shares and the shares of which carry in all material respects the same rights and restrictions as the shares, including provisions governing the twinning of such shares with Fortis SA/NV shares in the form of Units or, as the case may be, the shares of any subsequent successor company satisfying these conditions, applied *mutatis mutandis*.
- e) The remainder of the Company's assets after payment of all debts and the costs of the liquidation and the payment of the amounts due to the holders of Preference Shares pursuant to article 34 shall be paid to the holders of Twinned Shares in proportion to the number of Twinned Shares that each party owns.

## **PREFERENCE SHARES**

### **Article 27: Issue of Preference Shares**

- a) Preference Shares are issued and rights to subscribe for Preference Shares are granted pursuant to article 9 of these articles of association.
- b) In the event of an issue of Preference Shares, such a resolution of the board of directors requires the prior approval of the shareholders meeting for the specific event, if as a result of the issue of the relevant Preference Shares the amount of outstanding Preference Shares shall exceed the subscribed capital of Twinned Shares at the time of issue. If Preference Shares are issued pursuant to either a resolution of the board of directors without such issue or grant having been approved by the general meeting of shareholders or that meeting having otherwise cooperated in the issue or upon the exercise of a right to subscribe for Preference Shares, the board of directors shall within two years after the issue or grant convene a shareholders meeting and propose a resolution to repurchase or cancel these Preference Shares. If that general meeting does not decide to repurchase or cancel the Preference Shares, the board of directors shall each time within two years after that resolution was last proposed, again convene a general meeting of shareholders and propose a similar resolution; this obligation will expire if Preference Shares are no longer outstanding or in the event all such Preference Shares are held by the Company.

- c) Preference Shares may be issued against partial payment, on the understanding that at least one-fourth of the nominal amount must be paid upon the acquisition of the Preference Share. The board of directors may determine at any time it desires, the day on which further payments on non-fully-paid-up Preference Shares must be made, and in what amount. The board of directors shall give the holders of Preference Shares immediate notice of such a resolution; there must be at least thirty days between that notification and the day on which the payment must have occurred.

#### **Article 28: Form of the Preference Shares**

The Preference Shares shall be registered.

The registered Preference Shares shall be numbered consecutively from 1 upwards.

No Preference Share certificates shall be issued for the Preference Shares.

The name and address of all holders of Preference Shares shall be recorded in the shareholders' register mentioned in article 10. If so requested, the board of directors shall provide, free of charge, an extract from the register to a holder of Preference Shares pertaining to his right to such Preference Shares.

#### **Article 29: Pre-emption rights relating to Preference Shares**

Upon the issue of Preference Shares, every holder of Preference Shares has a pre-emption right proportional to the combined amount of his Preference Shares as to the Preference Shares to be issued.

Holders of Preference Shares have no pre-emption right to Twinned Shares to be issued.

In the event of the issue of Preference Shares, the announcement to all holders of Preference Shares is made in writing and sent to the address mentioned in the shareholders' register.

The pre-emption right may be exercised two weeks as of the day of the mailing of the announcement.

#### **Article 30: Capital reduction by cancellation of Preference Shares or by reducing the amount of Preference Shares**

The shareholders meeting may decide to reduce the issued capital upon proposal by the board of directors by cancellation of Preference Shares or reducing the amount of Preference Shares by amendment of the articles.

In said resolution, the Preference Shares to which the resolution pertains must be designated and the implementation of the resolution must be regulated.

Cancellation with repayment on Preference Shares or partial repayment on Preference Shares may also be effected with respect to Preference Shares.

Discharge of the obligation to pay, as referred to in article 2:99 of the Dutch Civil Code, may be effected with respect to Preference Shares.

A partial repayment or discharge of repayment must be effected on proportion to all Preference Shares involved.

#### **Article 31: Transfer restriction relating to Preference Shares**

- a) Each transfer of Preference Shares requires the approval of the board of directors.
- b) The transfer must be effected within three months after approval has been granted. Approval shall be deemed to have been granted, if no decision on the application for approval has been made within one month. Approval shall also be deemed to have been granted, if the board of directors fails to inform the applicant of one or more interested parties, which are willing and able to purchase all of the Preference Shares to which the application pertains at the same time as denying the requested approval.
- c) The price at which the Preference Shares referred to in the last sentence of the preceding paragraph can be purchased by the interested parties accepted by the applicant shall be established by the applicant and the board of directors. If they fail to reach agreement, the price shall be established by the chartered accountant of the Company.
- d) The applicant is authorised to withdraw within one month after being definitively informed of the price.
- e) The Company may only be designated as an interested party with the applicant's approval.

- f) If, within one month after being informed of the definite price, the applicant has not withdrawn the transfer, the Preference Shares, to which the application pertained, must be transferred to the interested party (parties) against payment within one month after the aforementioned period elapses. If the seller remains in default as to transferring the Preference Shares within this period, the Company shall be irrevocably authorised to proceed to deliver the Preference Shares, subject to the obligation of paying the purchase price to the seller.
- g) If a legal person, which holds Preference Shares, is dissolved, if a holder of Preference Shares is declared bankrupt or has been granted suspension of payments and in the event of a transfer of Preference Shares under universal title, the holder of Preference Shares, or its successors in title is/are obliged to transfer the Preference Shares to one or more persons designated by the board of directors in accordance with the provisions of this article. If the board of directors remains in default as to designating one or more persons, who are willing and able to purchase all Preference Shares the holder, respectively, his successor(s) in title is/are allowed to keep these Preference Shares. In the event of non-compliance with this obligation within three months after the obligation has arisen, the Company shall be irrevocably authorised to effect the transfer, provided that it involves all Preference Shares, on behalf of the holder of the Preference Shares in default, or its successor(s) in title, in accordance with the provisions of this article and the provisions of paragraph f), second sentence of this article shall apply *mutatis mutandis*.

### **Article 32: General meetings of holders of Preference Shares**

With regard to the meeting of holders of Preference Shares, articles 17 through 22 apply *mutatis mutandis*, with the exceptions that (i) the convocation shall be effected by means of letters sent to the addresses stated in the shareholders' register, (ii) the convocation shall be effected no later than on the eighth day preceding the meeting, and (iii) the meeting arrange the chairmanship itself.

### **Article 33: Part of the profit attributed to the holders of Preference Shares**

- a) First, before applying article 24, from the profit, if possible, the percentage of the obligatory amount paid on the Preference Shares to be referred to below is distributed. The aforementioned percentage shall equal the average European Interbank Offered Rate (EURIBOR) for a term of one year, as publicised by the European Central Bank (*Europese Centrale Bank*), calculated according to the number of days the rate applied, during the financial year to which the distribution relates, increased by one and a half. If for the financial year to which the said distribution relates, the obligatory amount paid on the Preference Shares has been decreased or pursuant to a resolution for further payment, has been increased, the distribution will be decreased, if possible, increased by an amount equal to the aforementioned percentage of the amount of the decrease or increase, calculated as from the moment of the decrease or from the moment further payment has become obligatory.

If and insofar as the profit does not suffice to fully distribute the payment referred to in the first sentence, the deficit shall be distributed to the debit of the reserves, if this is not in conflict with the provisions of article 2:105 alinea 2 of the Civil Code.

If and insofar as the payment referred to in the first sentence cannot be distributed from the reserves, the profits made in the following years will be used first to distribute such payment to the holders of Preference Shares until the deficit is fully cleared before the provisions in article 24 can be applied. No payments shall be distributed on the Preference Shares other than as determined in this article and article 34.

If the profit in a financial year has been determined and one or more Preference Shares subject to repayment have been cancelled, those who at the time of said withdrawal held these Preference Shares as appears from the register referred to in article 10 shall have a non-transferable right on distribution of payment as described below. The profit which will be distributed to said holder(s), if possible, shall equal the amount of the distribution to which the party would have been entitled pursuant to the above, if the party were still a holder of the aforementioned Preference Shares at the time of the profit determination, calculated over the period that he held these Preference Shares in the financial year in question, which payment will be reduced by the amount of the payment distributed pursuant to the provisions in paragraph a) of this article.

If in the course of any financial year, the issue of Preference Shares has taken place, the dividend on these Preference Shares with respect to this financial year shall be decreased pro rata up to the day of issue.

- b) In the event of cancellation with repayment of Preference Shares, on the day of repayment a distribution shall be made on the cancelled Preference Shares, which payment shall be calculated as much as possible in accordance with the provisions of paragraph a) of this article and, to be precise, over the period over which no previous distribution within the meaning of the first sentence of paragraph a) of this article had been made until the day of repayment, all this subject to the requirements of article 2:105 of the Civil Code as apparent from an (interim) financial statement drawn up in accordance with the statutory regulations have been met.

**Article 34: Liquidation of the Company**

The remainder of the Company's assets after payment of all debts and the costs of the liquidation shall be distributed as follows:

first the holders of Preference Shares shall be paid the nominal amount paid on their Preference Shares, increased by an amount equal to the percentage referred to in paragraph a) of article 33 of the compulsory amount paid on the Preference Shares, calculated over each year or part thereof in the period which commences on the day following on the period over which the last dividend has been paid on the Preference Shares and which ends on the day of the payment on Preference Shares as referred to in this article.