



Solid partners, flexible solutions

Utrecht, 29 April 2004

The Extraordinary General Meeting of Fortis N.V. to be held on 4 May 2004 will not be able to deliberate and decide validly on the items contained in its agenda. Taking into account the number of shares deposited and the number of intentions expressed of taking part in that meeting, the required quorum can indeed not be attained. A new meeting has therefore to be convened. This meeting will be able to deliberate on those items, irrespective of 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

Wednesday 26 May 2004 at 3.00 PM

Fortis Auditorium
Archimedeslaan 6
3584 BA Utrecht

AGENDA

1. Opening

2. Annual Reports and Accounts, Dividend and Discharge

- a. Annual Reports and Accounts
 - Discussion of the annual reports on the financial year 2003
 - Discussion of the consolidated annual accounts for the financial year 2003
 - Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2003
- b. Dividend
 - Comments on the dividend policy
 - Proposal to adopt a gross dividend of EUR 0.92 per Fortis Unit, payable as from June 17, 2004
- c. Discharge
 - Proposal to discharge the members of the Board of Directors for the financial year 2003

3. Corporate Governance

Comments on Fortis' governance

4. Appointments of members of the Board of Directors

- a. Proposal to re-appoint
 - Mr Anton van Rossum, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007
 - Mr Jan-Michiel Hessels, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007
 - Baron Piet Van Waeyenberge, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007

- b. Proposal to appoint
- Baron Philippe Bodson, for a period of three years, until the end of the General Meeting of 2007
 - Mr Richard Delbridge, for a period of two years, until the end of the General Meeting of 2006
 - Mr Jacques Manardo, for a period of four years, until the end of the General Meeting of 2008
 - Mr Ronald Sandler, for a period of three years, until the end of the General Meeting of 2007
 - Mr Rana Talwar, for a period of four years, until the end of the General Meeting of 2008

5. Acquisition of Fortis Units

6. Amendments to the articles of association

7. Closure

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↳ **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 19 May 2004 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 19 May 2004 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 blocked in their administration until after the general meeting is closed.

↳ **Proxies**

Shareholders wishing to be represented by other persons at the meeting are invited to use the proxy form which may be obtained upon simple request at the institutions mentioned hereunder. The proxy can also be found on the website mentioned hereunder.

Every proxy must reach the company's registered office by **Wednesday 19 May 2004 at the latest.**

↳ **Available documents**

The following documents can be obtained free of charge at the registered office and at Fortis SA/NV, as well as at the banks mentioned hereunder :

- an explanatory note commenting points 2 to 5 of the agenda of the general meeting
- an explanatory note commenting more specifically point 6 of the agenda relating to the proposed amendments to the articles of association
- the complete text of the articles of association that will enter into effect if the proposed amendments are approved by the general meeting

These documents can also be found on Internet : www.fortis.com/ir, “information to the shareholders” – “shareholdersmeeting”.

↪ **Further information**

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

Tel. +31 30 278 3310

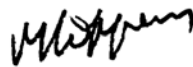
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The Board of Directors,



Jaap Glasz
Chairman



Maurice Lippens
Chairman

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