



FORTIS

Solid partners, flexible solutions

Utrecht, 28 April 2005

The Extraordinary General Meeting of the Belgian mother company Fortis SA/NV to be held on 3 May 2005 (no Extraordinary General Meeting had be to convened for the Dutch mother company Fortis N.V.) 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, 25 May 2005 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 2004
 - Discussion of the consolidated annual accounts for the financial year 2004
 - Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2004
- b. Dividend
 - Comments on the dividend policy
 - Proposal to adopt a gross dividend for the 2004 financial year of EUR 1.04 per Fortis Unit, payable as from 16 June 2005
- c. Discharge
 - Proposal to discharge the members of the Board of Directors for the financial year 2004

3. Corporate Governance

Comments on Fortis' governance relating to the reference codes and the applicable provisions as regards corporate governance.

4. Appointment of members of the Board of Directors

Proposal to re-appoint

- Count Maurice Lippens, who is eligible and presents himself to re-election, for a period of three years, until the end of the annual general meeting of 2008.
- Baron Daniel Janssen, who is eligible and presents himself to re-election, for a period of one year, until the end of the annual general meeting of 2006.

5. Acquisition of Fortis Units

Proposal to authorise the Board of Directors for a period of 18 months, to acquire Fortis Units, 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 Unit 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 Units from time to time to be borrowed by Fortis N.V..

6. 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, may take part at the meeting provided that they advise the company in writing by **Thursday 19 May 2005 at the latest** of their intention to take part in the meeting.
- Holders of bearer shares may take part in the meeting provided that they instruct their bank where the shares are registered to advise the company of their presence through one of the following banks.

Fortis Bank Amsterdam and Fortis Bank Brussels

The statement certifying that the relevant shares held by the shareholder will remain blocked until the general meeting is closed should arrive at the company's office by **Thursday 19 May 2005 at the latest**.

Proxies

Shareholders wishing to be represented by other persons at the meeting are invited to use proxy form put at their disposal. In addition to the provisions described above concerning the attendance to the meeting, the company should receive the undersigned proxy by **Thursday 19 May 2005 at the latest**.

Available documents

The proxy mentioned above as well as an explanatory note commenting the points of the agenda can be obtained free of charge at the registered office, at Fortis SA/NV as well as at the banks mentioned hereunder.

All documents relating to the meeting can also be found on Internet : www.fortis.com/ir ("information to the shareholders" – "shareholdersmeeting").

Further information

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

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E-mail : simone.delangen@fortis.com

The Board of Directors,



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Chairman

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