



Solid partners, flexible solutions

Brussels, 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 to be 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 is pleased to invite you to attend the Ordinary General Meeting of Shareholders of Fortis SA/NV as well as the Extraordinary General Meeting to be held after the Ordinary Meeting on

Wednesday, 25 May 2005 at 9:15 AM

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

AGENDA of the ordinary (point 1 to 4) and extraordinary (point 5) general meetings.

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 approve the statutory annual accounts of the company for the financial year 2004
 - Adoption of the appropriation of profit of the company for the financial year 2003
- 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
 - Proposal to discharge the auditor 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

- a. 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 Ordinary 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 Ordinary General Meeting of 2006.
- b. Proposal to appoint Mr Jean-Paul Votron as executive member of the Board of Directors, for a period of three years, until the end of the Ordinary General Meeting of 2008. Mr Jean-Paul Votron was co-opted by the board of directors of 6 October 2004, with effect from 11 October 2004.

5. Acquisition and disposal of Fortis Units

Proposal

- to authorise the Board of Directors of the company and the boards of its direct subsidiaries, for a period of 18 months starting after the general meeting which will deliberate this point, to acquire Fortis Units in which twinned Fortis SA/NV shares are incorporated, up to the maximum number authorised by Article 620 §1, 2° of the Companies' Code, for exchange values equivalent 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 minus a maximum of fifteen percent (15%).
- to authorise the Board of Directors of the company and the boards of its direct subsidiaries, for a period of 18 months starting after the end of the general meeting which will deliberate this point, to dispose of Fortis Units in which twinned Fortis SA/NV shares are incorporated, under the conditions which it will determine.

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 deposit their shares at the company's registered office or 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, Banque Générale du Luxembourg, ING, KBC Bank, Petercam

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

Besides the proxy mentioned above, an explanatory note commenting the points of the agenda and the complete version of the company accounts can be obtained free of charge at the registered office by the shareholders or other interested persons.

All documents relating to the meeting, excepted the company accounts, 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.

Tel. 0032.(0)2.510 54 13

Fax. 0032.(0)2.510 56 31

E-mail : corporate.adm@fortis.com

The Board of Directors,



Maurice Lippens
Chairman