

Annual General Meeting



The Board of Directors has the pleasure to invite you at the Annual General Meeting of Shareholders of Fortis N.V. on

Wednesday 31 May 2006 at 3.00 PM

Fortis Auditorium
Archimedeslaan 6
3584 BA Utrecht

AGENDA

1. Opening

2. Annual Report and Accounts, Dividend and Discharge

- 2.1 Annual Report and Accounts
 - 2.1.1 Discussion of the annual report on the financial year 2005
 - 2.1.2 Discussion of the consolidated annual accounts for the financial year 2005
 - 2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2005
- 2.2 Dividend
 - 2.2.1 Comments on the dividend policy
 - 2.2.2 Proposal to adopt a gross dividend for the 2005 financial year of EUR 1.16 per Fortis Unit. As an interim dividend of EUR 0.52 per Fortis Unit was paid in September 2005, the proposed final dividend amounts to EUR 0.64 and will be payable as from June 22, 2006
- 2.3 Discharge
 - Proposal to discharge the members of the Board of Directors for the financial year 2005

3. Corporate Governance

Comments on Fortis' governance relating to the reference codes and the applicable provisions regarding corporate governance

4. Appointments

Board of Directors

- 4.1 Proposal to re-appoint
 - 4.1.1 Mr Jan Slechte, who is eligible and has presented himself for re-election, for a period of one year, until the end of the annual general meeting of 2007

- 4.1.2 Mr Richard Delbridge, who is eligible and has presented himself for re-election, for a period of three years, until the end of the annual general meeting of 2009
- 4.1.3 Mr Klaas Westdijk, who is eligible and has presented himself for re-election, for a period of three years, until the end of the annual general meeting of 2009

4.2 Proposal to appoint

- 4.2.1 Mr Aloïs Michielsens for a period of three years, until the end of the annual general meeting of 2009
- 4.2.2 Mr Reiner Hagemann for a period of three years, until the end of the annual general meeting of 2009
- 4.2.3 Mrs Clara Furse for a period of three years, until the end of the annual general meeting of 2009

Accountant

- 4.3 Proposal to renew the mission of KPMG Accountants N.V. for the financial years 2006, 2007 and 2008, to audit the annual accounts

5. Authorised capital

- 5.1 Proposal to designate the Board of Directors of Fortis N.V. for a period expiring on 31 May 2009, in accordance with Article 9, paragraph b) of the articles of association, as the authorised body to issue twinned shares and cumulative preference shares and to grant rights to subscribe for such shares of the company, including the issuance of options and convertibles. This designation shall be valid for all non-issued shares that form part of the present or future authorised capital. This designation may not be revoked.
- 5.2 Proposal to designate the Board of Directors of Fortis N.V., in accordance with Article 11 of the articles of association, as the authorised body to restrict or to exclude the shareholders' pre-emption right, for a period expiring on 31 May 2009. This designation may not be revoked.

6. 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, up 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.

7. Closure

Attendance at 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 **Wednesday 24 May 2006 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 Brussel

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 **Wednesday 24 May 2006 at the latest**.

Proxies

Shareholders wishing to be represented by other persons at the meeting are invited to use the 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 **Wednesday 24 May 2006 at the latest**.

You are also entitled to specify your voting instructions on this proxy.

Available documents

Besides the proxy mentioned above, you will find enclosed herewith:

1. an explanatory note commenting some items on the agenda
2. the Fortis Annual Report 2005
3. a vade mecum regarding the functioning of the general meetings of shareholders of Fortis and the attendance formalities

Warning : In the Netherlands, the company is mostly not informed of the addresses of those shareholders who have registered to attend a general meeting. Fortis N.V, therefore, cannot guarantee the automatic distribution of the documents relating to the meeting to those shareholders. Fortis N.V. thus strongly invites these shareholders to contact the company to obtain these documents, or to consult these documents on the Internet : www.fortis.com ("Investor Relations").

Further information

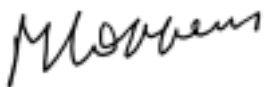
For further information, please contact the Fortis secretaries' office.

Tel. +31 30 278 3310

Fax +31 30 278 7613

E-mail : company.secretariat@fortis.com

The Board of Directors,



Maurice Lippens
Chairman

DISCOVER FORTIS

At the occasion of the traditional general meeting, Fortis will set up various stands which will allow the shareholders to discover various aspects of its activities and professions, and the projects for which Fortis cares. These stands will be accessible to the shareholders prior to and after the general meeting.

Fortis N.V.

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