

Utrecht, 16 February 2009.

*As announced in the convocation of 17 January 2009, the Board of Directors of Fortis confirms that the General Meetings of Shareholders of Fortis N.V. of 13 February 2009 has not achieved the required attendance quorum, i.e. representation of at least 50% of the share capital, and **was thus unable to decide validly concerning the third agenda item i.e. the amendment of the Articles of Association.***

A new Extraordinary General Meeting will therefore be convened which, regardless of the share capital represented, will be able to deliberate validly regarding all agenda items.

THE BOARD OF DIRECTORS OF FORTIS INVITES THE SHAREHOLDERS TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS OF FORTIS N.V. TO BE HELD ON

Friday, 6 March 2009 at 10 a.m.

**Jaarbeurs Utrecht - Hal 12
Jaarbeursplein 6a
3521 AL Utrecht**

AGENDA

1. Opening
2. Amendment of the Articles of Association
- 2.1 Article: BOARD OF DIRECTORS AND MANAGEMENT

Article 17: Remuneration and indemnification

Proposal to amend this article as follows:

- a) The board of directors determines the remuneration to be paid to its members, subject to legal requirements.
 - b) Current and former members of the board of directors who are or were members of the board of directors on or after the third day of October two thousand and eight shall be reimbursed for:
 - 1 expenses in relation to conducting a defence against claims for damages or conducting a defence in other legal proceedings; and
 - 2 any damages they may be ordered to pay, incurred due to acts or omissions in the performance of their tasks as member of the board of directors or another function they fulfil or have fulfilled at the request of the Company, among which in any event being a member of the board of directors of a company belonging to the Fortis Group.
 - c) The Company shall indemnify them against financial losses that are a direct result of the foregoing. No reimbursement will be awarded and no indemnification will be granted to the party concerned in case and to the extent that a court in the Netherlands irrevocably has established that the acts and omissions may be characterised as being wilfully misconducted or intentionally reckless, including seriously imputable, unless this would be in view of all circumstances of the case contrary to the reasonableness and fairness (redelijkheid en billijkheid). In addition, no reimbursement will be given to the extent that the financial losses are covered by insurance and the insurer has settled the financial losses. On behalf of the party concerned the Company may take out insurance against liability. By means of a written agreement the board of directors may further implement the foregoing.
- 2.2 General provision
- Proposal to authorize any and all members of the Board of Directors as well as any and all civil-law notaries, associates and paralegals practising with De Brauw Blackstone Westbroek to draw up the draft of the required notarial deed of amendment to the Articles of Association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment to the Articles of Association

3. Close

PARTICIPATION IN THE MEETING

Principle

Shareholders who would like to be able to cast their vote during the General Meeting of Fortis N.V. may:

- Attend the Meeting in person, or
- Have themselves represented at the Meeting: i.e. issue a proxy to a representative who will vote on the shareholder's behalf.

Practical formalities

- Shareholders wishing to attend the Meeting in person
 - **Shareholders whose shares are registered directly with the company** simply have to advise the company of their intention to attend in writing, using the form with which they have been provided.
 - **Shareholders whose shares are registered with a bank or other financial institution** should contact the institution in question (via their branch) and request the blocking of their shares (or part of their shares) until the date of the General Meeting, so that they may take part in that Meeting.

Holders of bearer shares (physical) may attend the General Meeting on condition that they instruct the financial institution at which they deposit their shares to advise the company that they will be present.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be 'dematerialised' when placed in a securities account. Consequently, it might not be possible after the Meeting to request the physical delivery of the shares in question.

NB:

- Shareholders should ask their financial institution, at the time the shares are blocked, a proof that the shares have been blocked, which can be presented to the company on the day of the Meeting, in the event that the request to attend has not reached the company via the financial institutions mentioned below.
 - Shareholders who wish to be represented
 - **Shareholders whose shares are registered directly with the company** simply have to return to the company the proxy with which they have been provided.
 - **Shareholders whose shares are registered with a bank or other financial institution** must:
 - also have their shares blocked via their financial institution AND
 - return to the company the proxy put at their disposal.
- Holders of bearer (physical) shares** must:
- instruct their financial institution to notify the company that they intend to be represented at the Meeting, AND
 - return to the company the proxy put at their disposal.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be 'dematerialised' when placed in a securities account. Consequently, it might not be possible after the Meeting to request the physical delivery of the shares in question.

Deadlines for completing the formalities

- Shareholders wishing to attend the Meeting in person

These shareholders must communicate their instructions to the company or to their financial institution, as appropriate, **no later than 7 p.m. on 27 February 2009**.

- Shareholders who wish to be represented

In the case of shareholders whose shares are registered directly with the company, the proxy must be received by the company **no later than 7 p.m. on 27 February 2009**.

Shareholders whose shares are registered with a bank or other financial institution must:

- Have communicated their instructions to their financial institution **no later than 7 p.m. on 27 February 2009**
- Ensure that the proxy is in the possession of the company **no later than that same date and time**.

Holders of bearer (physical) shares must:

- Have instructed their financial institution to notify the company that they intend to be represented at the meeting **no later than 7 p.m. on 27 February 2009**
- Ensure that the proxy is in the possession of the company **no later than that same date and time**.

[Financial institutions via which financial institutions must communicate their clients' instructions.](#)

Fortis Bank Belgium and Fortis Bank Netherlands

↪ **Available documents**

In addition to the proxy mentioned above, is also available at the company's registered office to all shareholders and to any interested third party an explanatory note relating to item 2 on the agenda

↪ **Practical information**

Shareholders who require any further information regarding the procedure for taking part in the Meeting are invited to contact the company:

Fortis N.V.
Company Secretariat
Archimedeslaan 6
3584 BA Utrecht
Tel.: +31 (0)30 226 36 27
Fax: +31 (0)30 226 98 35
E-mail: company.secretariat@fortis.com.

Press contact: +31 (0)30 226 32 61

Utrecht, 16 February 2009.

The Board of Directors



Karel De Boeck
Chief Executive Officer