

# Annual General Meeting

Utrecht, 27 April 2007



The Extraordinary General Meeting of Shareholders of Fortis N.V. to be held on 7 May 2007 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 not be attained. A new Meeting has therefore to be convened. This Meeting will be able to deliberate and decide validly 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 23 May 2007 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 for the financial year 2006
- 2.1.2 Discussion of the consolidated annual accounts for the financial year 2006
- 2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2006

2.2 Dividend

- 2.2.1 Comments on the dividend policy
- 2.2.2 Proposal to adopt a gross dividend for the 2006 financial year of EUR 1.40 per Fortis Unit. As an interim dividend of EUR 0.58 per Fortis Unit was paid in September 2006, the proposed final dividend amounts to EUR 0.82 per Fortis Unit and will be payable as from 14 June 2007

2.3 Discharge

- Proposal to discharge the members of the Board of Directors for the financial year 2006

**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 Philippe Bodson, 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 Shareholders of 2010
- 4.1.2 Mr Jan-Michiel Hessels, 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 Shareholders of 2010
- 4.1.3 Mr Ronald Sandler, 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 Shareholders of 2010
- 4.1.4 Mr Piet Van Waeyenberge, 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 Shareholders of 2008

#### 4.2 Proposal to appoint Mr Herman Verwilt for a period of three years, until the end of the Annual General Meeting of Shareholders of 2010.

## 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, 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.

## 6. Amendments to the Articles of Association

### 6.1 Section: CAPITAL – SHARES

#### Article 10: Form of the shares

Proposal to amend this article in order to facilitate for the Fortis twinned share the dematerialisation of bearer shares as will be imposed by Belgian law starting as of 1 January 2008.

### 6.2 Section: BOARD OF DIRECTORS AND MANAGEMENT

Proposal to insert a new article 14 entitled “Deliberations and Decisions” in order to authorise the Board of Directors to take decisions by unanimous written consent of the Board members without the need to meet in person.

### 6.3 Section: GENERAL MEETINGS OF SHAREHOLDERS

#### 6.3.1 Article 17 (of the present Articles of Association): Annual General Meeting of Shareholders

Proposal to bring forward the date of the Annual General Meeting of Shareholders

#### 6.3.2 Article 20 (of the present Articles of Association): Lodging of securities and of proxies

Proposal to insert a new paragraph in order to give to the Board the authorization to set a registration date.

Proposal to amend the date by which proxies must be lodged

### 6.4 Section: FINANCIAL YEAR – ANNUALS ACCOUNTS - DIVIDENDS

#### Article 25 (of the present Articles of Association): Dividend

Proposal to include in this article the new names of Necigef (Euroclear Nederland) and CIK (Euroclear Belgium) and to amend slightly paragraph 4 in line with the dematerialization of bearer shares.

### 6.5 General provision

Proposal to delegate authority to the civil-law notary so as:

- to coordinate the text of the Articles of Association according to the decisions made and the renewal dates of the mandates already granted by the General Meeting of Shareholders meeting to the Board on 31 May 2006; and also
- to adapt the numbering and sub-numbering of the articles and the cross-referencing between one article and another further to the modifications made.

## 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 **Tuesday 15 May 2007 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 in Amsterdam and Fortis Bank in 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 **Tuesday 15 May 2007 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 **Tuesday 15 May 2007 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 2006;
- 3 a vade mecum regarding the functioning of the General Meetings of Shareholders of Fortis and the attendance formalities.

All documents relating to the Meeting can also be found on Internet starting from 30/04/2007: "<http://www.fortis.com>" ("Investor Relations"- "General meetings of shareholders").

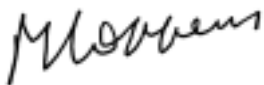
**Warning** : In the Netherlands, the company is mostly not informed of the addresses of those shareholders who have registered to attend a general meeting. Fortis N.V, therefore, cannot guarantee the automatic distribution of the documents relating to the Meeting to those shareholders. Fortis N.V. thus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

### Further information

For further information, please contact the Fortis Company Secretariat.

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The Board of Directors,



Maurice Lippens  
Chairman

**Fortis N.V.**

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