

Annual General Meeting

Utrecht, 4 April 2008



As announced in the convocation of 17 March 2008, the Board of Directors of Fortis confirms that the Extraordinary General Meetings of Shareholders of Fortis SA/NV and Fortis N.V. of 11 April 2008 will not achieve the required attendance quorum, i.e. representation of at least 50% of the share capital, and will thus be unable to decide validly.

New Extraordinary General Meetings 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 is pleased to invite you to attend the Annual General Meeting of Shareholders of Fortis N.V. on

Tuesday 29 April at 3.00 PM

At the Fortis Building
Archimedeslaan 6
3584 BA Utrecht

AGENDA of the Annual General Meeting of Shareholders of Fortis N.V. of 29 April 2008.

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 2007

2.1.2 Discussion of the consolidated annual accounts for the financial year 2007

2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2007

2.2 Dividend

2.2.1 Comments on the dividend policy

2.2.2 Proposal to adopt a gross dividend for the 2007 financial year of EUR 1.176 per Fortis Unit. As an interim dividend of EUR 0.70, equal to EUR 0.586 after adjustment with a coefficient of 0.83715, was paid in September 2007, the proposed final dividend amounts to EUR 0.59 per Fortis Unit, and will be payable as from 27 May 2008

2.3 Discharge

Proposal to discharge the members of the Board of Directors for the financial year 2007

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 Count Maurice Lippens, who is eligible and who is available for re-election, for a period of four years, until the close of the Annual General Meeting of Shareholders of 2012
- 4.1.2 Mr Jacques Manardo, who is eligible and who is available for re-election, for a period of three years, until the close of the Annual General Meeting of Shareholders of 2011
- 4.1.3 Mr Rana Talwar, who is eligible and who is available for re-election, for a period of three years, until the close of the Annual General Meeting of Shareholders of 2011
- 4.1.4 Mr Jean-Paul Votron, who is eligible and who is available for re-election, for a period of three years, until the close of the Annual General Meeting of Shareholders of 2011

4.2 Proposal to appoint Mr Louis Cheung Chi Yan for a period of three years, until the close of the Annual General Meeting of Shareholders of 2011

Accountant

4.3 Proposal to renew the mission of KPMG Accountants N.V. as accountant of the company for the financial years 2009, 2010 and 2011, to audit the annual accounts

5. Acquisition of Fortis units

Proposal to authorize 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. Amendment to the Articles of Association

6.1 Section: NAME – REGISTERED OFFICE – PURPOSE

Proposal to amend article three as follows (amendments underlined):

“Article 3: Statutory seat

The Company has its statutory seat in Amsterdam.”

6.2 Section: CAPITAL – SHARES

Article 8: Authorized capital

Proposal to amend this article as follows (amendments underlined)¹:

“The authorized capital of the Company shall amount to two billion seven million six hundred thousand euros (EUR 2,007,600,000), divided into

- a) One billion eight hundred and twenty million (1,820,000,000) Preference Shares, each with a nominal value of forty-two eurocents (EUR 0.42); and
- b) Two billion nine hundred and sixty million (2,960,000,000) Twinned Shares, each with a nominal value of forty-two eurocents (EUR 0.42).”

6.3 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

7. Closure

Attendance to the Meeting

- Holders of shares registered with the company may take part at the Meeting provided that they advise the company in writing by Tuesday 22 April 2008 at the latest of their intention to take part in the Meeting. Shareholders may to that effect use the Form that was sent to them
- 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 by which the above mentioned banks certify 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 22 April 2008 at the latest**.

We inform the shareholders that, in principle, the physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be dematerialised. Consequently, it might not be possible after the Meeting to request the physical delivery of shares in question.

Proxies

Shareholders who are unable to attend the Meeting in person can be represented at the Meeting by making use of the Form, including a "Proxy" section, put at their disposal. In addition to the provisions described above concerning the attendance to the Meeting, the company should receive the undersigned Form by **Tuesday 22 April 2008 at the latest**.

Shareholders are also entitled to specify their voting instructions on this Form.

Available documents

In addition to the Form mentioned above, are also available at the company's registered office to all shareholders and to any interested third party:

- an explanatory note commenting some points of the agenda ;
- the Fortis Annual Report 2007 ;
- a *guide* 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 5 April : **www.fortis.com** ("Investor Relations"- "General Meetings of Shareholders").

Further information

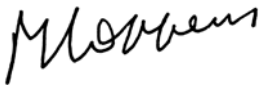
Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting are invited to contact the Company.

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There will be busses available for transportation from Utrecht CS to the Fortis Building and to return after the Meeting.

The Board of Directors,



Maurice Lippens
Chairman

Fortis N.V.

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3584 BA Utrecht