

Ordinary and Extraordinary General Meetings

Brussels, 27 April 2007



The Extraordinary General Meeting of Shareholders of Fortis SA/NV 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 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 and decide validly 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, 23 May 2007 at 9:15 AM

at the Auditorium
Rue de la Chancellerie, 1
1000 Brussels

AGENDA of the Ordinary (point 1 to 4) and Extraordinary (points 5 and 6) General Meetings of Shareholders

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 approve the statutory annual accounts of the company for the financial year 2006
- 2.1.4 Approval of the profit appropriation 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 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

- 2.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2006
- 2.3.2 Proposal to discharge the auditor 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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of Shareholders of 2010

5. Acquisition and disposal of Fortis Units

Proposal

5.1 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%).

5.2 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. Amendments to the Articles of Association

6.1 Section: CAPITAL – SHARES

Article 10: Form of the shares

Proposal to amend this article as follows:

- To replace the current text of paragraph a) by the following text :
*"Twinned Shares shall be registered, bearer or dematerialized shares, within the limits set by law.
 However, as from 1 January 2008, no physical bearer Twinned Shares will be issued anymore.
 Holders of existing physical bearer Twinned Shares must have their bearer Twinned Shares converted into registered Twinned Shares or dematerialized Twinned Shares by the 31 December 2013 at the latest."*
- To insert at the beginning of paragraph b) the words "*non dematerialized*" between the words "*Each*" and "*Twinned Share*"
- To insert at the end of the first sentence of paragraph c) the words "*and which may be held electronically*" after the words "*Twinned Shares are recorded.*"
- To delete paragraph d).

- To replace the current text of paragraph e) of the present article by the following text:
“At the shareholder’s request, registered Twinned Shares may be converted to bearer Twinned Shares, and as from 1 January 2008 to dematerialized Twinned Shares only, by cancellation of the entry in the register. Bearer Twinned Shares, and as from 1 January 2008 also dematerialized Twinned Shares, may be converted to registered Twinned Shares, by submitting the physical share, if any, and the corresponding entry in the shareholders’ register. Nevertheless, the conversion of a Twinned Share into another form is suspended as far as the Twinned Shares have been lodged for a general meeting of shareholders pursuant to article 21 a) until the end of the general meeting of shareholders, unless the board of directors has determined a registration date in accordance with article 21 c).”

6.2 Section: BOARD OF DIRECTORS AND MANAGEMENT

Proposal to insert a new article 14 entitled “Deliberations and Decisions” and worded as follows:

- “a) *The board of directors shall deliberate and decide according to the rules described in the Fortis Governance Statement as amended from time to time in accordance with its terms.*
- b) *In exceptional cases, when required by urgent necessity and the interest of the Company, decisions of the board of directors may be adopted, without a meeting being held, by unanimous written consent of the board members.”*

6.3 Section: GENERAL MEETINGS OF SHAREHOLDERS

6.3.1 Article 17 (of the present Articles of Association): Ordinary General Meeting of shareholders

Proposal to replace in paragraph a) of the present article 17, the word “May” by the word “April”.

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

Proposal to amend this article as follows:

- To insert in paragraph a) a point 4) worded as follows:
“The owner of dematerialized Twinned Shares has lodged at the registered office or any other place indicated in the convocation a notice of an authorised securities account holder stating the non-transferability of the securities until the date of the meeting”
- To insert a new paragraph c) worded as follows
“The board of directors shall be authorized to set a registration date as referred to in article 536 paragraph 3 of the Company Code at midnight of the seventh working day before the date of the general meeting. If the board of directors has determined such registration date, paragraphs a) and b) above shall not apply. In this case, a person is entitled to attend the general meeting of the Company as a shareholder and to exercise voting rights in respect of the number of Twinned Shares recorded in such person’s name on the registration date in a record designated for that purpose by the board of directors, irrespective of whether or not such person is the rightful owner of such Twinned Shares at the time of the general meeting. The registration date, if set, shall be mentioned in the notice of the meeting.”
- To replace the last part of the present paragraph c) as follows:
“The proxy must be lodged at the registered office of the Company, in any case, at the latest five working days prior to the meeting.”

6.4 Section: FINANCIAL YEAR – ANNUALS ACCOUNTS - DIVIDENDS

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

Proposal to replace in paragraph a) the words “CIK” and “NECIGEF” respectively by the words “Euroclear Belgium” and “Euroclear Netherlands”.

Proposal to replace in paragraph e) point 4, last item, the words “requested the issue of” by the word “owns”.

6.5 General provision

Proposal to delegate authority to the Company Secretary, with power to sub-delegate, to coordinate the text of the Articles of Association according to the decisions made and the expiry date of some transitory provisions of the Articles of Association 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 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 **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 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, Fortis Bank 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 **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, the following documents may also be obtained free of charge at the registered office by the shareholders or any other interested person:

- an explanatory note commenting some points of the agenda;
- the Fortis Annual Report 2006;
- a complete version of the statutory accounts;
- a vade mecum regarding the functioning of the General Meetings of Shareholders of Fortis and the attendance formalities.

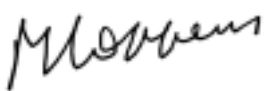
All documents relating to the Meeting, excepted the statutory accounts, can also be found on Internet starting from 30/04/2007: "<http://www.fortis.com>" ("Investor Relations"- "General meetings of shareholders").

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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E-mail corporate.adm@fortis.com

The Board of Directors,



Maurice Lippens
Chairman

Fortis SA/NV

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