

Ordinary and Extraordinary General Meetings

Brussels, 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 Ordinary General Meeting of Shareholders of Fortis SA/NV as well as the Extraordinary General Meeting to be held after the Ordinary Meeting on

Tuesday, 29 April 2008 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 of Fortis SA/NV 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 approve the statutory annual accounts of the company for the financial year 2007
- 2.1.4 Approval of the profit appropriation 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 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

- 2.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2007
- 2.3.2 Proposal to discharge the auditor 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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of Shareholders of 2011

Statutory Auditor

- 4.3 Proposal to appoint KPMG as Statutory Auditor of the company for a period of three years for the financial years 2009, 2010 and 2011 and to set their remuneration at an annual amount of EUR 396,950. The company KPMG will be represented by Mr Olivier Macq and Mr Michel Lange

5. Acquisition and disposal of Fortis Units

Proposal

- 5.1 to authorize 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 acquire Fortis Units, in which twinned Fortis SA/NV shares are incorporated, up to the maximum number authorized by Article 620 paragraph 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 authorize 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 it will determine

6. Amendment to the Articles of Association

6.1 Special Report

Communication of the special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code

6.2 Section: CAPITAL – SHARES

Article 9: Authorized capital

- 6.2.1 Proposal to cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the articles of association, existing at the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the Company resolved by the Extraordinary General Meeting of Shareholders of 29 April 2008 and to modify the paragraph a) worded as follows¹

1. Unofficial English translation

"a) Subject to the Twinned Share Principle, the Board of Directors is authorized to increase the Company capital, in one or more transactions, with a maximum amount of two billion twenty-two million forty-eight thousand (2,022,048,000) euros. This authorization is granted to the Board of Directors for a period of 3 years starting on the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the Company resolved by the Extraordinary General Meeting of Shareholders of 29 April 2008."

6.2.2 Proposal:

- to replace in paragraph c) the word "authorizations" with the word "authorization" and
- to cancel paragraph b) and to change as a consequence the paragraphs c) and d) to b) and c). Shareholders may to that effect use the enclosed Form

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 dematerialised 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.

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 deposited to advise the company of their presence also through one of the following banks.

Fortis Bank, Fortis Banque Luxembourg, ING, KBC Bank, Petercam

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 complete version of the statutory accounts ;
- a *guide* 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 5 April: **www.fortis.com** ("Investor Relations"- "General Meetings of Shareholders").

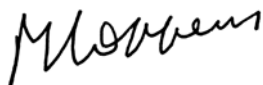
Further information

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

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The Board of Directors,



Maurice Lippens
Chairman

Fortis SA/NV

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