

Explanatory note to the Agenda of the General Meeting of Shareholders of Fortis N.V. on 13 February 2009

AGENDA

1 Opening

2 Board of Directors – Appointments

The Chairman of the General Meeting will acknowledge the resignation of Mr Jan-Michiel Hessels, Mr Philippe Bodson, Mr Richard Delbridge, Dame Clara Furse, Mr Reiner Hagemann, Mr Jacques Manardo, Mr Aloïs Michielsen, Mr Ronald Sandler, Mr Rana Talwar and Mr Klaas Westdijk, provided that the Board of Directors is composed of at least three members following the appointments proposed below.

Proposal to appoint, subject to approval by the Dutch central bank and appointment as a member of the Board of Directors of Fortis SA/NV:

2.1 Mr Ludwig Criel, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

Ludwig Criel was born in 1951 and is a Belgian national. He holds a degree in Economics and a management degree from Vlerick Leuven Gent Management School. Mr Criel has a longstanding career in the maritime industry which he started at Boelwerf NV in 1976. In 1982 he joined Almabo Group as financial director. In 1991 he started at Compagnie Maritime Belge (CMB) where he holds the position of Chief Financial Officer and member of the Executive Committee since 1993.

Ludwig Criel is member of the board of directors of CMB nv, Euronav nv (maritime group), Wah Kwong Shipping Holdings, De Persgroep nv, West of England Insurance Services and Air Contractors Limited.

2.2 Mr Guy de Selliers de Moranville, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

Guy de Selliers de Moranville was born in 1952 and is a Belgian national. He holds a Master degrees in Engineering and in Economics from the Louvain University in Belgium. He started his career in 1977 at the World Bank, where he was responsible for Metals and Mining projects. From 1982 until 1990 he was Senior Vice President International Investment Banking at Lehman Brothers. From 1990 until 1997 he was Vice Chairman of the Credit Committee and member of the European Bank for Reconstruction and Development's (EBRD) Executive Committee. After this Guy de Selliers de Moranville was Chief Executive of MC-BBL Eastern Holdings, a Board member and Executive Chairman for Eastern Europe at Robert Fleming and Co. Ltd., Advisor to the European Commission and Co-Chairman of a task force mandated to develop a strategy to facilitate the implementation of energy projects of strategic interest in the context of the EU/Russia Energy Dialogue. Since 2003 Guy de Selliers de Moranville is Executive Chairman of Hatch Corporate Finance, founded in partnership with the Hatch Group.

Guy de Selliers de Moranville holds the following board memberships: Solvay, Advanced Metal Group and Wimm Bill Dann. He is also a member of the Advisory Board of Pamplona, and is the Chairman of the Board of Trustees of Partners in Hope. He was previously a member of the Fortis International Advisory Board.

2.3 Mr Philippe Casier, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Philippe Casier has been proposed by a group of shareholders representing at least 1% of the capital and represented by Deminor International SCRL and the Vereniging van Effectenbezitters (VEB), in accordance with Article 18 b) 4) ii of the Articles of Association.

Philippe Casier was born in 1944 and is a Belgian national. He is a civil engineer and holds an MBA from Cornell University (USA). Philippe Casier started his career at the Compagnie Occidentale de Participation et de Gestion. In 1977 he joined Tractebel. Within this Group, Philippe Casier has held various positions in Fabricom, the technical services company of Electrobél. He was Managing Director at Fabricom until 2004 and was director of several companies of the Tractebel Group.

Philippe Casier holds a number of other Board memberships. He was member of the Board of Vlaams Economisch Verbond as well as the Union Wallonne des Entreprises.

2.4 Mr Jozef De Mey, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Jozef De Mey has been proposed by Ping An Insurance (Group) Company of China, Ltd., a shareholder representing at least 1% of the capital, in accordance with Article 18 b) 4) ii of the Articles of Association.

Jozef De Mey was born in 1943 and is a Belgian national. He holds a degree in Mathematics from the University of Gent and graduated in Actuary at the University of Louvain. He started his career in 1967 at the Insurance Control Authorities of Ministry of Economic Affairs. From 1969 until 1971 he worked at Kredietbank Belgium. In 1971 he joined John Hancock, a financial services provider, where he held various positions until he joined Fortis in 1990. At Fortis Jozef De Mey served as general manager of Fortis International, CEO of Fortis AG and was appointed member of the Executive Committee in September 2000 where he was responsible for the Belgian and international insurance activities. In 2007 he was appointed Chief Investment Officer within the Executive Committee. Jozef De Mey left Fortis in December 2007.

As of January 2008 Jozef De Mey holds the following board memberships: Fortis Bank NV, Fortis Insurance N.V., Fortis Insurance International N.V., Fortis Insurance Netherlands N.V., Fortis Insurance Belgium NV, and Geneva Association.

2.5 Mr Andrew Spencer Doman, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Andrew Spencer Doman has been proposed by Ping An Insurance (Group) Company of China, Ltd., a shareholder representing at least 1% of the capital, in accordance with Article 18 b) 4) ii of the Articles of Association.

Andrew Spencer Doman was born in 1951 in Australia and has a dual British and Australian nationality. He holds a master's degree in Business Administration from the University of New South Wales. He started his career as a Resident Medical Officer in 1975 and joined the Australian Diplomatic Service in 1976. Between 1981 and 1986, Andrew Spencer Doman held various positions at the New South Wales Health Department. He is currently Director at McKinsey & Company, Inc, where he has been working in various positions since 1986. In his current position, Andrew Spencer Doman deals with major client relationships in all sectors of financial services, ranging from Investment banking, wholesale banking, retail banking, asset management, hedge funds, private equity, asset management, life insurance, general insurance and financial services distribution (e.g. insurance brokerage).

Andrew Spencer Doman does not hold any other Board memberships.

2.6 Mr Georges Ugeux, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Georges Ugeux has been proposed by a group of shareholders representing at least 1% of the capital and represented by Deminor International SCRL and the Vereniging van Effectenbezitters (VEB), in accordance with Article 18 b) 4) ii of the Articles of Association.

Georges Ugeux was born in 1945 and is a Belgian national. He holds a Doctorate in Law and is Licentiate in Economics from the Catholic University of Louvain. Georges Ugeux started his career in at Societe Generale de Banque, where he became the General Manager of the investment banking and trust division. He later served as managing director of Morgan Stanley's Mergers and Acquisition department and as Group Finance Director at Societe Generale de Belgique. In 1992 he became president and Managing Director of Kidder, Peabody Europe. In 1995 and 1996 he was President of the European Investment Fund. From 1996 to 2003, Georges Ugeux was heading the International Group of the New York Stock Exchange.

Georges Ugeux is Chairman and CEO of Galileo Global Advisors since 2003.

2.7 Mr Dirk van Daele, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Dirk van Daele has been proposed by a group of shareholders representing at least 1% of the capital and represented by Deminor International SCRL and the Vereniging van Effectenbezitters (VEB), in accordance with Article 18 b) 4) ii of the Articles of Association.

Dirk van Daele was born in 1961 and is a Belgian national. He holds a Licentiate in Economics and a Masters Arts from the University of Louvain in Belgium. Mr. van Daele started his career in 1984 at Generale Bank as a management trainee in Retail Banking. After that he has held several positions with Barclays de Zoete Wedd, UBS, for which he was based in Hong Kong and Singapore, and Dresdner Kleinwort Wasserstein, for which he was based in London, Frankfurt and Asia.

Dirk van Daele is currently Co-Chief Executive Officer of DAM Capital, which he co-founded in 2003.

2.8 Mr Jan Zegering Hadders, as non-executive member of the Board of Directors, until the close of the Annual General Meeting of Shareholders of 2011.

The candidacy of Jan Zegering Hadders has been proposed by a group of shareholders representing at least 1% of the capital and represented by Deminor International SCRL and the Vereniging van Effectenbezitters (VEB), in accordance with Article 18 b) 4) ii of the Articles of Association.

Jan Zegering Hadders was born in 1946 and is a Dutch national. He gained a master degree in business economics in Groningen followed by a postgraduate in business administration in Rotterdam. Next to that he followed an advanced executive education program at Wharton Business School.

Jan Zegering Hadders started his career at AMRO Bank in 1972, where he held various positions in strategy, planning & control and marketing. In 1986 he joined Postbank as general manager wholesale banking, a role he continued after the merger with NMB in the new combination NMB Postbank. After the merger of NMB Postbank with Nationale Nederlanden, ING Group was created where mr Zegering Hadders served in different positions. He was general manager organisation, general manager corporate communications & Strategy, member of the Board of ING Netherlands/CEO WUH

(Mortgage and Securities Bank) and from 2004 until 2008 he was chairman of the Board of ING Netherlands/Head wholesale banking clients at ING Group.

Jan Zegering Hadders is a supervisory board member at Grontmij nv, GET Holdings and Econcern.

All the nominees for membership of the Board of Directors, with the exception of Mr de Mey, meet the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

Details concerning the remuneration of non-executive Board members are presented for information purposes below. In line with the remuneration policy, which was approved by the General Shareholders' Meeting of Fortis N.V. on 11 October 2004 and which is detailed in the Fortis Governance Statement and in the Annual Report (Note 11 to the Annual Accounts):

- The remuneration of non-executive Board members includes both regular basic remuneration for Board membership and Board Committee meeting attendance fees.
- Non-executive Board members will be granted a regular basic annual salary of EUR 40,000 (Chairman) and EUR 35,000 (Other non-executive Board members). The Board and Board Committee attendance fees amount to EUR 1,000.
- Non-executive Board members do not receive annual incentive awards or stock options and are not entitled to pension rights.
- Non-executive Board members are not entitled to any termination indemnity.

3 Amendment of the Articles of Association

Section: Remuneration

Principle:

It is proposed that the Articles should include indemnification for members of the Board of Directors who were or have been members of the Board of Directors on or since 3 October 2008. Members of the Board of Directors who stepped down prior to 3 October cannot therefore invoke this rule.

This indemnification is a usual provision in the articles of listed and non-listed Dutch companies (see, for example, AEX listed companies Aegon, AkzoNobel, ASML, BAM, DSM, Fugro, Heineken, KPN, Philips, Randstad, Reed Elsevier, SBM Offshore, TNT, Unilever, USG People).

This indemnification is proposed mainly in connection with the expiry of the liability insurance taken out of behalf of members of the Board of Directors prior to the events of 3 October 2008, the fact that no new insurance is available at the moment and the new members to be appointed to the Board of Directors have very limited contractual indemnification under Belgian law.

It is important to stress that in accordance with Dutch law, a member of the Board of Directors cannot have recourse to indemnification if a Dutch court has ruled irrevocably that an act or failure to act can be considered intentional and consciously reckless' including culpable negligence, unless, in view of the circumstances of the case, that conflicts with principles of reasonableness and fairness. This exception applies both to legal proceedings instituted by the company and to legal proceedings instituted by other parties. Naturally, a member of the Board of Directors cannot have recourse to indemnification if the financial loss was covered by insurance and the insurer has settled the damages.

By agreement, the new provisions of the article can be detailed further, such as the period in which the company must be notified and so on. The details will include that indemnification will not exceed the cover offered under the previously available liability insurance. The position of members of the Board of Directors will therefore not be any more favourable than was previously the case.

Amendment:

Proposal to amend article 17 of the Articles of Association of Fortis N.V. to read as follows (amendments underlined):

Article 17

Remuneration and indemnification

- 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 managing board 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.*

The meeting will be asked to authorise all members of the Board of Directors, and every notary, employee and paralegal at Brauw Blackstone Westbroek to draft the notarial deed of amendment to the Articles of Association, to request the required ministerial approval and to draw up the deed of amendment to the articles of association.

The full text of the Articles of Association of Fortis N.V., as amended in accordance with the above proposals, is available for inspection at the registered office of Fortis N.V. and can also be viewed on the Fortis website: www.fortis.be/nl (“Investor Relations” – “Shareholders’ meetings”).

To be able to deliberate validly on this amendment of the Articles of Association, the Meeting has to achieve the required attendance quorum, whereby at least 50% of the capital must be represented. If this quorum is not achieved, a new General Meeting of Shareholders of Fortis N.V. devoted solely to this item can be convened within four weeks. If that is the case, the shareholders will be notified via an announcement in the press.

4 Close
