

**Explanatory note to the Agenda of the
General Meeting of Shareholders of
Fortis SA/NV on 28 April 2009**

A majority of respectively at least 80% and 75% of the votes cast is required for a valid decision on items 6 and 7 on the agenda (Extraordinary General Meeting of Shareholders).

Agenda item 2: Project with BNP Paribas

It is referred for this item to the Shareholder Circular

As a consequence of the decision of the Brussels Court of Appeal on 31 March 2009, shareholders may vote on this agenda item only if they have fulfilled the formalities for attending the meeting and insofar as they can produce confirmation from a bank, another financial institution or in some other way that they were already a shareholder on 14 October 2008. Moreover, the voting rights of shareholders in respect of this agenda item will be limited to the number of shares that they held on 14 October 2008 and still held on the date that they fulfilled these formalities.

These restrictions will, however, not apply on the day of the EGM in the event that the Court's decision is overturned before the EGM of Fortis SA/NV is held.

Agenda item 3.2: Dividend

As part of the accelerated capital plan launched on 26 June 2008, it was decided not to pay an interim dividend for the 2008 financial year. On 15 March 2009, Fortis announced that the statutory loss carried forward of EUR 22.5 billion at Fortis SA/NV had resulted in a depletion of the amounts available for distribution at year-end 2008. Consequently, the Board of Directors concluded that no dividend would be proposed for the 2008 financial year (the dividend for 2007 amounted to EUR 1.18 per Fortis share).

Agenda item 4: Corporate Governance

Since 2005, Belgian listed companies have to explain in their annual report the provisions of the Belgian code on corporate governance that were not complied with during the year under review. Likewise, Dutch listed companies have been obliged since the beginning of the 2004 financial year to state in their annual reports that they apply the Tabaksblat Code or to explain any deviations. Notes on how Fortis applies both Codes can be found in the Corporate Governance section of the Fortis Annual Review 2008.

Agenda item 5: Appointment Board of Directors

Proposal to appoint, subject to the approval of the Banking, Finance and Insurance Commission and the appointment as a member of the Board of Directors of Fortis N.V., of:

5.1 Mr Frank Arts, as non executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011

Frank Arts was born in 1943 and is a Belgian national. He holds a Licentiate in Commercial and Financial Sciences from the Sint-Agnatius Hogeschool in Antwerp. He has a longstanding career in Banking starting in 1967 at Bank Financia in Antwerp. In 1982 he continued his career in the pharmaceutical industry when he became Investment Manager at Janssen Pharmaceutica in Beerse (Belgium). Since 2000 Frank Arts is an Investment Manager at QRS NV in Belgium. From 1989 until 1999 Frank Arts was a judge in Commercial cases at the Commercial Court in Antwerp.

Frank Arts has been a board member of Fortis from 1988 until 2000 and was board member of Gevaert Photo Producten NV from 1984 until 1999. He was also board member of 'Compagnie des Participations Internationales' Group Paribas from 1984 till 1999. He currently holds the following board memberships: Immoring Antwerpen NV, QRS N.V, Fortales NV and Asphales NV.

Frank Arts meets the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

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

Guy de Selliers de Moranville was born in 1952 and is a Belgian national. He is a civil engineer and holds a Licence 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.

Guy de Selliers de Moranville meets the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

5.3. Mr Roel Nieuwdorp, as non executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011

Roel Nieuwdorp was born in 1943 and is a Belgian national. He holds a law degree from the Université Catholique de Louvain and a Master of Law (LLM) from the University of Pennsylvania. Roel Nieuwdorp started his career in 1966 as assistant at the Faculty of Law. From 1972 until 2001 he worked at De Bandt, Van Hecke, Lagae where he started as associate and later became managing partner. From 2001 until 2008 Roel Nieuwdorp was head of the Corporate and M&A Group at Loyens & Loeff. Roel Nieuwdorp has been Chairman of the Chamber of Commerce of Belgium and Luxembourg. He is currently part-time professor at the University of Antwerp in Company Law. Roel Nieuwdorp does currently not hold any board memberships.

Roel Nieuwdorp meets the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

5.4. Mr Lionel Perl, as non executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011

Lionel Perl was born in 1948 and is a Belgian national. He holds a master degree in Applied Economics from the Solvay Business School and a degree in computer management from the Ecole d'Ergologie, both from the Université Libre of Brussels in Belgium. Lionel Perl started his career in 1971 at the former Banque Lambert and worked as investment banker in several institutions and positions until becoming in 1988 member of the Executive Committee of Banque Degroof. Later on, Lionel Perl developed a solid industrial and commercial expertise. Over the last 15 years, he participated in the development of Fenway Group, a Private Equity house active in several countries and industrial activities, where he was Managing Director.

Lionel Perl meets the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

5.5. Mr Jin Shaoliang, as non executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011

Jin Shaoliang was born in 1960 and is a Chinese national. He holds a Master of Science from the Norwegian Institution of Technology in Naval architecture and Marine Construction and a Master of Science in Industrial Economy. Jin Shaoliang started his career in 1985 as a project engineer at STATOIL. In 1988 he became manager at Nanhai oil services company and left in 1989 to join ESSO China limited as Administrative Services Supervisor. In 1992 he joined Ping An Insurance Company where he held various positions in reinsurance, accounting, actuary, strategic planning and development- and investor relations. Jin Shaoliang is currently head of the Office of the Board of Directors at Ping An Group. Jin Shaoliang does currently not hold any board memberships.

Jin Shaoliang meets the criteria that Fortis applies regarding the independence of its directors (see the Fortis Governance Statement).

Agenda item 6: Acquisition and disposal of Fortis Units

The reason for this authorisation to allow the Board of Directors to acquire Fortis shares, is to provide the Board of Directors with the flexibility necessary to manage own funds and to respond appropriately to any demand for Fortis twinned shares that may arise at any time.

This authorisation is asked for 18 months and limited to 10% of the issued shares. By law, this authorisation must specify the exact number of shares that the Board can acquire and the maximum and minimum price that may be paid.

Proposal

6.1. To authorise the Board of Directors of the company and the Boards of Directors of its direct subsidiaries for a period of 18 months starting after the end of the General Meeting which will deliberate upon this item, to acquire Fortis Units, in which twinned Fortis SA/NV shares are incorporated, up to maximum of 10% of the issued shares, for exchange values equivalent to the closing price of the Fortis Unit on Euronext Brussels and Euronext Amsterdam on the day immediately preceding the acquisition, plus a maximum of fifteen per cent (15%) or minus a maximum of fifteen per cent (15%);

6.2. To authorise the Board of Directors of the company and the Boards of Directors of its direct subsidiaries for a period of 18 months starting after the end of the General Meeting which will deliberate upon this item, to dispose of Fortis Units, in which twinned Fortis SA/NV shares are incorporated, under the conditions the Board of Directors of the company will determine.

Agenda item 7: Amendments to the Articles of Association

7.1. Section: CAPITAL – SHARES

Article 8: Capital

Fortis SA/NV has incurred end 2008 losses carried forward of EUR 22,506,376,781.48 (Statutory accounts under Belgian GAAP end 2008). These losses result in an impairment of the participating interests of Fortis SA/NV. As a consequence, the Company's net assets have fallen below the sum of the subscribed capital and the non distributable reserves, prohibiting the payment of any dividend.

Moreover, as the par value of the Fortis SA/NV share is currently fixed at EUR 4.284, i.e. substantially higher than the market value of the Fortis share, the Board of Directors of Fortis SA/NV is currently barred from using the authorised capital pursuant to article 606 2° of the Belgian Companies' Code, which prohibits the use of authorised capital for issuing shares at a value below their par value (see also point 7.2. below).

In order to restore Fortis SA/NV's capacity to pay dividends in the future and to re-allow the Board to make use of the authorised capital by reducing the par value of the Fortis SA/NV shares, it is proposed:

7.1.1. First to restructure the own funds of the Company and to reduce the Company capital in order to eliminate the expected EUR 22,506,376,781.48 losses carried forward (Statutory accounts under Belgian GAAP end 2008) as follows:

- Reduction of the "Reserves available for distribution" by an amount of EUR 5,357,718,878.08
- Reduction of the "Share premium reserve" by an amount of EUR 9,239,682,069.75.
- Reduction of the "Legal reserve" by an amount of EUR 660,385,483.55
- Reduction of the "Subscribed capital" by an amount of EUR 7,248,590,350.10

After this first step, the Subscribed capital of the Company amounts to EUR 3,532,570,904.92, with a par value of the Fortis SA/NV share of EUR 1.403

7.1.2. Then to reduce the "Subscribed capital" by an additional amount of EUR 2,475,574,860.76 and adding this amount to the "Reserves available for distribution".

After this second step, the Company's capital will be set at EUR 1,056,996,044.16, represented by 2,516,657,248 Twinned Shares without nominal value. This means that the par value of the Fortis SA/NV share will be reduced to EUR 0.42, in line with the nominal value of the Fortis N.V. share.

7.2. Section: CAPITAL – SHARES

Article 9: Authorised capital

The special report of the Board of Directors prepared in accordance with article 604 of the Belgian Companies Code explains in general terms the circumstances in which the authorized capital can be used and the objectives pursued. The authorized capital must enable the company to cover the commitments entered into in the context of the issue of some financial instruments. The special report also explains the consequences on the authorized capital of a no dividend payment.

The figures of the authorized capital mentioned in the special report of the Board of Directors take into account the reduction of the par value of the Fortis SA/NV shares mentioned under item 7.1.

7.3. Section: BOARD OF DIRECTORS AND MANAGEMENT

The Board of Directors considers that, taking into account the expected new scope of the Fortis group and the pursuit of cost savings, the maximum number of directors should be set at 11, instead of 17.
