

Formalities to be completed to attend the General Meeting **in person**

What formalities have to be completed to be able to attend the General Meeting?

All Fortis shareholders have the right to attend the General Meeting. Each share gives the holder the right to one vote at both the General Meeting of Fortis SA/NV (Belgium) and that of Fortis N.V. (Netherlands).

To be able to validly take part in one or both meetings, simply have your shares frozen before 7.00 pm on 21 April 2009 (see below). These are only formalities required. A few days later you will receive a letter and an entrance card, sent to your home address, giving practical details about attending the General Meeting.

What is the procedure for freezing my shares?

- If you are a registered shareholder (which means that your shares are listed in the shareholders' register at the head office of the company), simply inform Fortis Holding that you wish to attend the Meeting. A member of staff at Fortis Corporate Administration will freeze your shares in the register. Use the document sent to you by Fortis Corporate Administration for this purpose (Certificate of attendance). This document must reach the head office of Fortis Holding by 21 April 2009 at the latest.
- If your shares are held in a custody account, you have to ask your bank to freeze your shares in your custody account. Your bank will then have to send the certificate stating that your shares have been frozen to Fortis Holding by 21 April 2009 at the latest. **Ask your bank for a copy of this certificate which you may be able to use to gain access to the meeting.**
- If you hold physical "bearer" shares, you have to deposit them with your bank. In Belgium, this deposit will in principle lead to the dematerialisation of these shares, which means that you will not be able to recover them in physical form! Your bank will then have to send the certificate stating that your shares have been frozen to Fortis Holding by 21 April 2009 at the latest. **Ask your bank for a copy of this certificate which you may be able to use to gain access to the meeting.**

How long will my shares be frozen?

The shares will be frozen up to and including the day of the General Meeting you attend or for which you have given a third person power of attorney.

In practical terms, the shares will be frozen:

- until 28 April 2009 if you attend (in person or by proxy) the General Meeting in Ghent only (Fortis SA/NV);
- until 29 April if you attend (in person or by proxy) both General Meetings or the General Meeting in Utrecht only (Fortis N.V.).

I had my shares frozen for the General Meeting held in December 2008, February or the beginning of April 2009. Do I have to go through the procedure again?

You do indeed have to have your shares frozen again before 21 April 2009 to be able to attend the General Meeting on 28 and/or 29 April 2009.

I'm going to block the shares in the securities account in my name in order to attend the GMS. Can my husband or wife (or one of my children) attend the meeting with me?

Only shareholders and proxies (people whom shareholders have officially authorised to represent them at the meeting) may attend the General Meeting of Shareholders. If you would like a third person (e.g. your husband or wife, or an adult child) who is not a shareholder to accompany you, it is absolutely essential that you give that person a proxy for a number of shares to be decided by you (but at least one share). The procedure for 'attending the GMS via a proxy' must then be followed (see below).

How can I obtain confirmation that my shares have been frozen?

If your shares are held in a custody account and you have asked your bank to freeze them, ask for a certificate stating that your shares have been frozen (remember, the shares must be frozen by 7.00 pm on 21 April at the latest). This certificate serves as confirmation and proof that your shares have been frozen.

I am a registered shareholder (shares listed in the shareholders' register) and I also hold Fortis shares in a custody account. What do I have to do?

In this case, you have to follow the two separate procedures for the two types of shares. This applies both to freeze the shares and for any power of attorney you may wish to grant (see below).

I am a registered shareholder and I have not received a letter of invitation to the meeting or the reply documents ("Certificate of attendance" and "Power of attorney"). What should I do?

Simply send an e-mail (to corporate.adm@fortis.com), a fax message (to 02/565.23.84) or a letter (to Fortis Corporate Administration – 1 WA2A, Rue Royale, 20 - 1000 – Brussels) before the deadline (7.00 pm on 21 April 2009), indicating that you would like to attend the meeting.

If you wish to grant power of attorney, you can use the power of attorney document available at www.holding.fortis.com/Shareholders/shareholdersmeeting.asp. If you do not have Internet access, contact your branch of Fortis Bank and ask for a printed version. The document must reach Fortis Holding by 7.00 pm on 21 April at the latest.

I have Fortis shares held in a custody account that has been frozen to guarantee a credit facility (pledged custody account). Can the securities be frozen?

As you are the holder and owner of the securities, you can freeze them in order to attend the meeting without any problem.

On the basis of how many shares will I be able to vote regarding the break-up of Fortis, following the ruling of the Court of Appeal in Brussels on 31 March 2009 (item 2 on the agenda: Project with BNP Paribas)?

Please note that only the General Meeting of Fortis SA/NV in Belgium is obliged to apply the restrictions on the number of shares with voting rights. However, these restrictions may not apply on the day of the General Meeting if the court decision having imposed them is reversed before the meeting is held.

You will be entitled to vote:

- as long as you were a shareholder on 14 October 2008; and

- up to the number of shares that you held on this date and which you still **hold on the date on which the shares are frozen**.

Specifically, you will be able to vote on this item based on whichever of the following two numbers is the smaller: the number on 14 October 2008 and the number on the date on which the shares are frozen.

For instance, if you held 1,000 shares on 14 October 2008 and you now hold 750 (having sold 250 in the meantime), you will be able to vote on item 2 on the agenda on the basis of 750 shares (the smaller of the two numbers).

If you have deposited physical shares in your securities account since 14 October 2008, these may be added to the balance on 14 October 2008 **provided that you can prove that you received coupon 41 for these shares in May 2008**. To prove that you held the shares, when applying for the shares to be frozen you will need to show the statement of account indicating when the coupons were credited. Alternatively, you can ask your adviser to consult your current account history for this purpose.

The number of shares authorised with regard to voting on item 2 on the agenda should be specified by your financial intermediary on the document certifying that the shares have been frozen. Your usual adviser will, of course, be able to help you to determine this number.

Formalities to be completed to attend the General Meeting
through an authorised representative

I am unable to attend, but I would like to cast my vote nevertheless.

Before you do anything else, you have to have **your shares frozen** before 7.00 pm on 21 April.

→ See Q&As above, in particular "*What is the procedure for freezing my shares?*"
You then have to fill in the power of attorney form.

How do I validly grant power of attorney?

You can grant power of attorney:

- either to a person you appoint and who will vote in your name at the General Meeting: the authorised representative will be obliged to actually vote at the meeting, irrespective of whether or not you have filled in your voting instructions on the power of attorney document.
- or to an association such as Deminor, VEB, Tests-Achats, etc.:
 - if you wish to leave the vote up to the association: you do not have to fill in any voting instructions; the association will vote as it deems fit (in the same way for all the shareholders who have granted authorisation to it in this way).
 - if you wish to give different voting instructions, then you have to fill in the voting instructions. These will be taken into account directly when the votes are cast at the meeting, without the intervention of the authorised representative.
- or without appointing an authorised representative, in which case Fortis will appoint an authorised agent to represent you:
 - if you have expressed your vote on the power of attorney document, the authorised representative will simply confirm this at the meeting;
 - if you have not expressed your vote, the authorised representative will vote in favour of the resolutions proposed by the Fortis Board of Directors.

In all cases, the shares will have to be frozen in accordance with the rules set out above and you will have to return the power of attorney form by 7.00 pm on 21 April at the latest. This form is available on the Internet at the following address:

www.holding.fortis.com/Shareholders/shareholdersmeeting.asp.

I hold Fortis shares in various banks but I cannot attend the General Meeting. Can I send a single power of attorney for all my shares?

You can, of course, group all your shares together and send a single power of attorney document for all your shares. However:

- be sure to send a specific power of attorney document for each General Meeting at which you wish to vote: one for the General Meeting of Fortis SA/NV in Ghent and one for the General Meeting of Fortis N.V. in Utrecht. These documents are available at the following address:
www.holding.fortis.com/Shareholders/shareholdersmeeting.asp;
- be sure to freeze your shares in all the banks with which you hold them!

!!! For the General Meeting in Ghent, please give details in your power of attorney document of any banks at which you hold Fortis shares, with the respective number of shares.

Attending the General Meeting

Will I receive confirmation that I will be able to gain access to the General Meeting?

Yes! If you have completed the necessary formalities to be able to attend the General Meeting, in the capacity of shareholder or an authorised representative, Fortis Holding will send a letter and an entrance card to your home address so that you can register at the General Meeting.

I have registered to attend the GMS, but I now realise I cannot be present. Nevertheless, I still wish to exercise my voting rights.

You need only send a completed proxy form to Fortis holding. The proxy will then be registered and your physical attendance will be automatically cancelled. Fortis holding must receive the proxy form by 7pm on 21 April 2009.

We have a joint securities account and have received two admission tickets to the GMS, although only one of us is going to attend.

If you do not take action, the voting rights at the GMS will be confined to those assigned to the person who does attend, which is probably not your intention.

How can you solve this problem?

The person who will not attend the GMS should give the person who will attend a proxy for the number of shares mentioned on the former's admission ticket. N.B. The proxy form must be in the possession of Fortis holding by 7pm on 21 April 2009.

I have not received a letter granting access to the General Meeting. What should I do?

You are a shareholder wishing to attend the meeting in person...

If you have asked for your Fortis shares to be frozen by 21 April at the latest, please go directly to the meeting, taking with you the following documents:

- the certificate stating that your shares have been frozen, provided by your bank. You should receive a copy of this certificate when you ask for the shares to be frozen (or the Certificate of Attendance for registered shareholders);
- your identity card.

If you have not frozen your shares by 21 April, you will not be able to attend the meeting!

You are an authorised representative attending the meeting to represent a shareholder...

If the shareholder has asked for their Fortis shares to be frozen by 21 April at the latest, and if the power of attorney has been completed, signed and returned to Fortis Holding, also by 21 April at the latest, please go directly to the meeting, taking with you the following documents:

- the certificate stating that the shares have been frozen. The shareholder (your principal) should have received a copy of this when the request was made to freeze the shares. (or the Certificate of Attendance for registered shareholders);
- a copy of the power of attorney;
- your identity card.

If the shareholder has not frozen the shares and/or if the power of attorney form has not been returned by 21 April at the latest, the authorised representative will not be able to attend the meeting!

Will I receive the preparatory documents for the General Meeting (circular, etc.)?

Registered shareholders will receive these documents automatically, whether or not they will be attending the meeting. The other shareholders or authorised representatives attending the meeting will also receive these documents by post. In addition, these documents will also be available at the General Meeting on the day.

However, shareholders who give power of attorney and do not attend the General Meeting will not receive the documents. For these people, the documents will be available as soon as possible before the date of the meeting, at the following address:

www.holding.fortis.com/Shareholders/shareholdersmeeting.asp. If you do not have Internet access, you can contact the information line on 0800/12025 (or +32 2 565 59 40 from abroad).

I am a Fortis shareholder, but as I have reduced mobility, I am obliged to be accompanied by a third person who is not a Fortis shareholder. Will this person be able to accompany me to the General Meeting?

For this person to be able to accompany you to the meeting, you have to request special authorisation from Fortis Corporate Administration (e-mail to corporate.adm@fortis.com, fax to 02/565.23.84 or a letter addressed to Fortis Corporate Administration – 1 WA2A, Rue Royale, 20 - 1000 – Brussels) giving the details (surname, first name and address) of the shareholder and the accompanying person. This will enable the person accompanying you to enter the meeting room (without the right to vote, of course) and remain with you there.