

Ordinary and Extraordinary General Meetings (“the General Meeting”) of Shareholders of Fortis SA/NV to be held in Ghent on 28 April 2009
PROXY MODEL

If you wish to be represented at this Meeting, you should return this form to the address stated at the end of this document.
NB: In view of the specific nature of the Meeting, you should indicate in each part the number of shares entitling you to vote.

NB: In the case of (i) shareholders whose shares are registered with a bank or other financial institution, this form can only be accepted on condition that Fortis is provided with proof that your bank has blocked the shares in question and in the case of (ii) holders of bearer shares (physical) on condition that they deposit their shares with the company or instruct the financial institution at which they deposit their shares to advise the company that they will be represented.

The undersigned

Name/organization:

Surname:

Address/Registered office:

DECLARES that he/she/it has been informed that:

the **General Meeting of Shareholders of Fortis SA/NV** will be held on 28 April 2009 at 10.30 a.m., at Flanders Expo, Maaltekouter 1, 9051 Ghent.

DECLARES that he/she/it has been informed that the aforementioned Meeting will consist of two parts, namely:

PART 1:

Pertaining to the second agenda item related to the project with BNP Paribas and in respect of which he/she/it may only vote in so far as he/she/it was a shareholder on 14 October 2008 and he/she/it remains so as of the present date, this in accordance with the number of shares that he/she/it held on 14 October 2008 and of which he/she/it remains the holder as of the date on which he/she/it completed the formalities to attend the Meeting. *However, these restrictions may not apply on the day of the General Meeting of Fortis SA/NV if the court decision having imposed these restrictions were to be reversed before the meeting is held.*

NamelyFortis shares
 blocked at.....

NB: *If you do not meet this criterion of holding shares as of 14 October 2008, but became a shareholder since then, you are still entitled to be represented during the second part of the Meeting. In that case, please enter the number ‘0’ as the number of shares in Part 1 above.*

PART 2:

Pertaining to the agenda items 3 to 7, in respect of which he/she/it may vote in accordance with the number of shares that he/she/it holds as of the present date, limited to the number of shares for which he/she/it has completed the formalities regarding the present Meeting.

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WISHES to be represented:

at the General Meeting of Shareholders of Fortis SA/NV for all the items on the agenda and grants proxy, with right of substitution, to:

Name, surname (1):

Address:

(1) *You do not necessarily have to designate a proxy. In the event that you do not specify a particular person, Fortis will assign someone to represent you at the Meeting and to cast your vote(s) in the manner you have specified. If you have not specified how you wish to vote, it will be assumed that you are in favour of the proposed resolutions.*

IN ORDER TO VOTE on his/her/its behalf on the following items on the AGENDA:

2. Project with BNP Paribas

Proposal to approve the project based, on the one hand, on the partnering of Fortis Bank SA/NV to BNP Paribas S.A. and, on the other hand, on the consolidation of the 'bancassurance model' through a sale by Fortis Insurance N.V. of 25% + 1 share in Fortis Insurance Belgium SA/NV to Fortis Bank SA/NV and through the creation of a strategic partnership between the BNP Paribas Group (including Fortis Bank SA/NV) and the Fortis Group. The terms and conditions of this project are laid down in an agreement between Fortis SA/NV, Fortis N.V., Fortis Brussels SA/NV, Fortis Utrecht N.V., Fortis Insurance N.V., BNP Paribas S.A., the Société Fédérale de Participations SA/NV et d'Investissement/Federale Participatie- en Investeringsmaatschappij SA/NV, the Belgian State, Fortis Bank SA/NV and Fortis Insurance Belgium SA/NV and are summarised in the shareholder circular.

For **Against** **Abstention**

3 Annual Report and Accounts, Dividend and Discharge

3.1 Annual Report and Accounts

3.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2008

For **Against** **Abstention**

3.1.4 Approval of the profit appropriation of the company for the financial year 2007

For **Against** **Abstention**

3.3 Discharge

3.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2008

For **Against** **Abstention**

3.3.2 Proposal to discharge the auditors for the financial year 2008

For **Against** **Abstention**

5 Appointments Board of Directors

5.1 Proposal to appoint Mr. Frank Arts, as non-executive member of the Board of Directors, until the end of the Ordinary General Meeting of Shareholders of 2011.

For **Against** **Abstention**

5.2 Proposal to appoint Knight Guy de Selliers de Moranville, as non-executive member of the Board of Directors, until the end of the Ordinary General Meeting of Shareholders of 2011.

For **Against** **Abstention**

5.3 Proposal to appoint Mr. Roel Nieuwdorp, as non-executive member of the Board of Directors, until the end of the Ordinary General Meeting of Shareholders of 2011.

For **Against** **Abstention**

5.4 Proposal to appoint Mr. Lionel Perl, as non-executive member of the Board of Directors, until the end of the Ordinary General Meeting of Shareholders of 2011.

For **Against** **Abstention**

5.5 Proposal to appoint Mr. Jin Shaoliang, as non-executive member of the Board of Directors, until the end of the Ordinary General Meeting of Shareholders of 2011.

For **Against** **Abstention**

6 Acquisition and disposal of Fortis Units

6.1 Proposal 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 acquire Fortis Units, in which twinned Fortis SA/NV shares are incorporated, up to maximum 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%);

For **Against** **Abstention**

6.2 Proposal 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 it will determine.

For **Against** **Abstention**

7 Amendments to the Articles of Association

7.1 Section: CAPITAL – SHARES

Article 8: Capital

- 7.1.1. Proposal, firstly, to restructure the own funds of the Company and to reduce the Company capital in order to discharge EUR 22,506,376,781.48 in losses recorded by the Company (statutory accounts under Belgian GAAP 2008 year-end) in 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.

For Against Abstention

- 7.1.2. Proposal, secondly, to reduce the ‘Subscribed capital’ by an amount of EUR 2,475,574,860.76 and to add this amount to the ‘Reserves available for distribution’; and proposal to amend Article 8 of the Articles of Association as follows:
“The Company capital is set at one billion fifty six million nine hundred ninety six thousand forty four euros and sixteen cents (1,056,996,044.16 EUR) and is fully paid up. It is represented by two billion five hundred sixteen million six hundred fifty seven thousand two hundred forty eight (2,516,657,248) Twinned Shares, without indication of nominal value.”

The capital reductions will be applied in the first instance to the taxed reserves incorporated in the ‘Subscribed capital’ and ‘Share premium reserves’ and subsequently to the paid-up Subscribed capital and Share premium as recognised for tax purposes.

The capital reductions aim to restore Fortis SA/NV’s capacity to distribute dividends in the future and to re-allow the Board of Directors to make use of the authorised capital by reducing the par value of the Fortis SA/NV shares to EUR 0.42.

For Against Abstention

7.2 Section: CAPITAL – SHARES

Article 9: Authorised Capital

- 7.2.2. Proposal to cancel the unused balance of the authorised capital, as mentioned in Article 9 a) of the Articles of Association, existing at the date of the publication in the Belgian Official Gazette of the amendment to the Articles of Association of the Company resolved by the Extraordinary General Meeting of Shareholders and to modify the paragraph a) worded as follows
“a) Subject to the Twinned Share Principle, the Board of Directors is authorised to increase the Company capital, in one or more transactions, with a maximum amount of two hundred and ten million (210,000,000) euros. This authorisation is granted to the Board of Directors for a period of 3 years starting on the date of the publication in the Belgian Official Gazette of the amendment to the articles of association of the Company resolved by the Extraordinary General Meeting of Shareholders of 28 April 2009.”

For Against Abstention

7.3 Section: BOARD OF DIRECTORS AND MANAGEMENT

Proposal to amend article 13 a) first sentence as follows:
“The Board of Directors is composed of maximum eleven members”.

For Against Abstention

Done at on 2009

Signature(s)*

() Proxies written by a usufructuary or a bare owner are only valid jointly and when they are made up in the name of the same representative.*

We would appreciate it if you would provide us with a telephone number and an e-mail address where we can reach you if necessary:

Private:

Office:

e-mail :

This document should arrive no later than Tuesday 21 April 2009 – 7 pm. at the company specified below.

Fortis SA/NV

Corporate Administration – 1WA2A

Rue Royale 20 – 1000 Brussels – Belgium

Fax: +32 (0)2 565 23 84

E-mail : corporate.adm@fortis.com