

Fortis N.V.

Extraordinary General Meeting of Shareholders of 11 April 2008
Fortis Head Office, Archimedeslaan 6, Utrecht

MINUTES

Present:

On behalf of the Board of Directors: Jan Michiel Hessels (Chairman)

1. Opening

The Chairman opened the Extraordinary General Meeting of Shareholders of Fortis N.V. at 3pm.

Mr Hessels commented that the Chairman of Fortis's Board of Directors would normally preside over a shareholders' meeting. But as the Chairman had been unavoidably detained, the Board of Directors, in accordance with Article 22, para 1 of the Articles of Association, had appointed Mr Hessels to chair the meeting. Mrs Van der Meer-Groos of the Legal Department would act as secretary to the meeting.

The Chairman confirmed that in accordance with the Articles a notice convening the meeting had been published in national newspapers on 17 March 2008 and that the shareholders represented at the meeting had complied with the provisions of the Articles of Association in respect of registration and depositing of shares.

The Chairman stated that as of that day 2,366,595,497 shares had been issued and that 562,266 shares were represented at the meeting, so 562,266 votes could be cast. The Chairman noted that this number represented 0.024% of the issued share capital. That meant that the meeting had not achieved the quorum that the Articles require for a valid resolution to be passed on item 2 on the agenda, i.e. a motion to amend the Articles of Association.

2. Amendment to the Articles of Association

The Chairman reminded the meeting that the Board of Directors proposed the following amendments to the Articles of Association of Fortis N.V.:

1. Transfer of the statutory seat to Amsterdam, marking the first step in the relocation of the Netherlands head office and Fortis's main customer-centric activities.
2. Increase in the authorised share capital by raising the number of twinned shares from 2,820,000,000 to 2,960,000,000, with a nominal value of 0.42 euros each. The purpose of this was to enable Fortis to issue new shares in order to benefit from growth opportunities and/or to meet commitments related to the issuance of financial instruments.

The Chairman noted that the proposed amendments had been further clarified in the explanatory note attached to the agenda of the meeting, which, as stated in the notice convening the meeting, was available for inspection by shareholders at the head office of the company.

According to Article 27 para b of the Articles of Association, only a general meeting of shareholders at which more than half of the issued share capital is represented can pass a resolution to amend the Articles of Association. The meeting failed to comply with this provision and so was unable to pass a valid resolution on the motion to amend the Articles of Association.

The Chairman reminded the meeting that in that case the Articles of Association required a new (second) meeting to be held within four weeks. This (second) meeting would be the Annual General Meeting on Tuesday, 29 April 2008, which, in addition to the usual items on the agenda, would also deal with the amendment to the Articles of Association and which could pass a valid resolution with a three-quarter majority regardless of the share capital represented..

The Chairman proposed to take no further action on the motions, but to leave them to be dealt with by the meeting of 29 April.

3. Close

The Chairman then closed the meeting.

In accordance with the provisions of Article 22 para b of the Articles of Association of Fortis N.V. (applicable on the day of signature), signed in draft form on 17 April 2008

J.-M. Hessels
Chairman

M.T.M. van der Meer-Groos
Secretary to the meeting