

**Explanatory note to the Agenda of the
Extraordinary General Meeting of Shareholders of
Fortis N.V. on 7 May 2007**

Agenda item 2: Amendments to the Articles of Association

2.1. Section : Capital - Shares

Principle:

The amendments are required to facilitate for the Fortis twinned share the dematerialisation of bearer shares as will be imposed by Belgian law starting as of 1 January 2008. As of 31 December 2013, all bearer shares should either be in the Giro System or have been converted into registered shares. Fortis N.V. will issue a global note to Euroclear Belgium to allow the twinned shares issued by both Fortis N.V. and Fortis SA/NV (together the unit) to be included in the Giro System as dematerialised shares.

Amendments:

- Proposal to amend article 10 of the articles of association as follows (changes underlined):

Article 10: Form of the shares

a) Twinned Shares shall be either registered or bearer shares, such at the discretion of the shareholder.

However, as from 1 January 2008, no physical bearer Twinned Shares will be issued anymore, except for inclusion in the Giro System.

Holders of existing bearer Twinned Shares must have their bearer Twinned Shares converted into registered Twinned Shares or included in the Giro System by the 31 December 2013 at the latest.

b) Each Twinned Share which is not included in the Giro System has the same set of characteristics and shall be of the same form as the Fortis SA/NV share with which such Twinned Share is twinned in a Unit and vice versa.

c) The board of directors shall keep a register similar to the register kept by the board of directors of Fortis SA/NV in which the names and addresses of all holders of registered Twinned Shares are recorded. The holders are obliged to notify the Company in the event the place of residence or address change. If so requested, the board of directors shall provide, free of charge, an extract from the register to a holder of registered Twinned Shares pertaining to his right to such shares. The board of directors of Fortis SA/NV shall provide a similar extract from the register of Fortis SA/NV.

d) At the shareholder's request, registered Twinned Shares may be converted to bearer Twinned Shares and as from 1 January 2008 to physical bearer Twinned Shares for inclusion in the Giro System only, by cancellation of the entry in the register.

Bearer Twinned Shares may be converted to registered Twinned Shares, by submitting the physical share, if any, and the corresponding entry in the shareholders' register.

Nevertheless, the conversion of a Twinned Share into another form is suspended as far as the Twinned Shares have been lodged for a general meeting of shareholders pursuant to article 21 a) until the end of the general meeting of shareholders, unless the board of directors has determined a registration date in accordance with article 21 c).

e) The board of directors of the Company shall determine the manner, form and the conditions the Twinned Shares may be entered into the Giro System or removed from such system.

Paragraph 10 d) of the present articles of association (issue physical K-stukken) is proposed to be deleted. The language of the present article 25 e) 4) (dividend election; to be renumbered into article 26 e) 4)) will also be amended to ensure consistency.

2.2. Section: Board of Directors and Management

Principle:

The proposed amendment will authorise the Board of Directors to take decisions by unanimous written consent of the Board Members without the need to meet in person. This authority may only be used in exceptional cases and when required by urgent necessity and in the interest of the company. Because of the insertion of this new article 14, the next articles will have to be renumbered and cross-references have to be changed accordingly.

Amendments:

- Proposal to insert the following new article 14:

Article 14: Deliberations and decisions

- a)** The board of directors shall deliberate and decide according to the rules described in the Fortis Governance Statement as amended from time to time in accordance with its terms.*
- b)** In exceptional cases, when required by urgent necessity and the interest of the Company, decisions of the board of directors may be adopted without a meeting being held by unanimous written consent of the board members.*

2.3. Section: General Meetings of Shareholders

2.3.1. Date of the annual General Meeting of Shareholders

Principle:

In line with international recommendations, it is proposed to bring forward the date of the annual shareholders' meeting from the last Wednesday of May to the last Wednesday of April (unless provided otherwise in the convocation). If the General Meeting of Shareholders accepts the proposal, this will be the case for the first time in 2008.

Amendments:

- Proposal to amend the current article 17 a) (to be renumbered into article 18 sub a)) as follows (changes underlined):

a) The annual general meeting of shareholders shall be held on the last Wednesday of April of each year in Utrecht or Amsterdam, at 2.30 p.m., or at any other time, date or place in the Netherlands mentioned in the convocation.

2.3.2. Registration date and lodging of the proxies

Principle:

This amendment will authorise the Board of Directors for an indefinite period to introduce a registration date for the company as referred to in section 2:119 Civil Code. If the Board of Directors would set a registration date, a person will be entitled to attend the General Meeting of Shareholders and to vote there for the number of twinned shares recorded in such person's name on the registration date in a record designated for that purpose by the Board of Directors, irrespective of whether or not such person is the rightful owner of such Twinned Shares at the time of the General Meeting of Shareholders. This proposal is in line with the proposal for a Directive of the European Parliament and the Council on the exercise of shareholders' rights in listed companies, aiming at abolishing share blocking requirements.

Amendments:

- Proposal to amend the current article 20 (to be renumbered into article 21) as follows

- To insert the following new paragraph c):

c) The board of directors shall be authorized to set a registration date as referred to in section 2:119 of the Civil Code at midnight of the seventh working day before the date of the general meeting. If the board of directors has set such registration date, paragraphs a) and b) above shall not apply. In this case, a person is entitled to attend the general meeting of the Company as a shareholder and to exercise voting rights in respect of the number of Twinned Shares recorded in such person's name on the registration date in a record designated for that purpose by the board of directors, irrespective of whether or not such person is the rightful owner of such Twinned Shares at the time of the general meeting. The registration date, if set, shall be mentioned in the notice of the meeting.

- To amend the last two paragraphs of the current paragraph c) (to be renumbered into paragraph d) (changes underlined):

“(…). The proxy must be lodged at the registered office of the Company, in any case, at the latest five working days prior to the meeting.”.

2.4. Section: Financial year – Annual accounts - Dividends

Proposal to amend paragraph a) of the current article 25 (to be renumbered into article 26) to the effect that the references to Necigef and CIK are replaced by the name of their successors: Euroclear Nederland and Euroclear Belgium, respectively.

2.5 Additional proposal:

- Articles 9 b) and 11: the mandates which have already been granted by the General Meeting of Shareholders to the Board of Directors on 31 May, 2006, are proposed to be incorporated for the ease of reference.
- Proposal to authorise each civil-law notary, prospective civil-law notary and notarial paralegal, of Allen & Overy in Amsterdam, respectively, to do everything that is or may be required to obtain the required *nihil obstat* from the Ministry of Justice and to execute the deed of amendment of the Articles of Association

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The full text of the Articles of Association of the Company, as amended in accordance with the foregoing paragraphs, is available for inspection at the offices of Fortis N.V..