

Agenda

The Extraordinary General Meeting of Shareholders will be held at the Fortis Building, Archimedeslaan 6, Utrecht, on Wednesday, 15 May 2002. The Meeting will begin at 10.30am.

- 1) Opening.
- 2) Appointment of a shareholder to adopt and co-sign the minutes of the meeting together with the Chairman.
- 3) Notices.
- 4) Amendment to the Articles of Association and authorization to do this, as referred to in the Civil Code, Book 2, section 124, subsection 2, third sentence.
- 5) Any other business and closure.

Pursuant to article 33, clause 3, of the Articles of Association, a resolution to amend the Articles of Association may only be passed by a General Meeting of Shareholders at which more than half of the issued capital is represented, and provided that at least three-quarters of the votes cast are in favour of the resolution.

Past attendance figures lead the Board of Directors to believe that the required quorum will not be reached at the meeting on 15 May 2002. The Articles prescribe that in that case a second meeting should be convened within four weeks. This second meeting may pass the resolution regardless of the represented capital, provided three-quarters of the votes cast are in favour of the resolution.

The Board of Directors has therefore included this item on the agenda of a second meeting, i.e. the Annual General Meeting of Shareholders on 29 May 2002. The reasons for the proposed amendment will be explained to that Meeting and shareholders or proxies present will have the opportunity to respond.

NOTES TO THE AGENDA

Item 4: amendment to the Articles of Association

The Board of Directors proposes to the General Meeting of Shareholders that the Articles of Association of Fortis N.V. be changed to allow for the abolition of the statutory age limit for members of the Board of Directors. This change will involve the scrapping of Article 21, paragraph 2, first sentence as well as Article 35.

The Meeting is asked to pass resolutions:

- a) to amend the Articles of Association in accordance with the proposal
- b) to authorize each Director and a lawyer employed by Stibbe, an Amsterdam firm of attorneys and notaries, to petition the Ministry of Justice to approve the above amendment to the Articles of Association and to execute the Deed of Amendment to the Articles of Association.

ATTENDANCE AT THE MEETING

Holders of registered shares are entitled to attend the meeting, but must advise Fortis N.V. of their intention to do so in writing by 8 May 2002.

Holders of bearer shares will be able to attend the general meeting if they have registered to do so. To this end, they should instruct their banks or brokers – ie, the institution whose administration identifies them as holders of said shares – to register them, in writing, with Fortis Bank in Amsterdam or Fortis Bank in Brussels by 8 May 2002 at the latest. Their banks or brokers will be required to submit a statement certifying that the relevant shares held by the shareholder will remain on record in their administration until after the general meeting is closed.

PROXIES

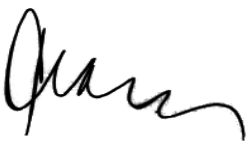
Those entitled to attend the meeting may also be represented by a proxy. In that case, an additional condition for attending the meeting is that the proxy nomination, in writing, must be in the hands of the company by 8 May 2002.

DIRECTIONS/FURTHER INFORMATION

Those notifying the company of their intention to attend the meeting will be sent directions beforehand on how to get to the Fortis Building in Utrecht. For further information, please contact the Fortis secretaries' office, telephone +31 30 278 3310.

Utrecht, 26 April 2002

Board of Directors



Jaap Glasz
Chairman

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