

Extraordinary General Meeting of Shareholders of Fortis N.V.

Utrecht, 13 July 2007



The Board of Directors is pleased to invite you to attend the Extraordinary General Meeting of Shareholders of Fortis N.V. on

Monday, 6 August 2007 at 3 PM

at the Fortis Premises
Archimedeslaan 6
3584 BA Utrecht

Preamble

Fortis – together with Royal Bank of Scotland and Santander – intends to launch a public offer for 100% of the issued and outstanding share capital of ABN AMRO Holding N.V. via a jointly-owned company. Fortis N.V. and Fortis SA/NV will pay around EUR 24 billion (based on the undiluted number of shares), or 33.8% of the total transaction value of EUR 71.1 billion (based on the closing price of Royal Bank of Scotland shares on 25 May 2007).

Fortis N.V. and Fortis SA/NV intend to finance their part of the acquisition in part by jointly raising up to EUR 15 billion in new equity via a rights issue. Both Fortis SA/NV and Fortis N.V. will have to increase their authorised capital to facilitate the rights issue.

Fortis has decided to convene Extraordinary General Meetings of Shareholders on 6 August 2007 to allow shareholders to vote on its proposed offer for ABN AMRO and on the related increase in share capital.

Extraordinary General Meetings of Shareholders have already been convened for 26 July 2007 with regard to the second point. However, as in previous years, the Extraordinary General Meetings to be held on 26 July will not achieve the required attendance quorum and will thus be unable to decide validly. This fact will be confirmed on 20 July 2007.

The present convocations for the Extraordinary General Meetings of Shareholders of Fortis SA/NV and Fortis N.V. include the agendas of the General Meetings of Shareholders of 6 August 2007, to which no quorum requirements apply.

AGENDA of the Extraordinary General Meeting of Shareholders of Fortis N.V. of 6 August 2007.

1. Opening

2. Approval of the proposed resolutions of the Board of Directors:

(i) to make a public offer to be launched by Fortis, Royal Bank of Scotland and Santander through a jointly owned company on 100% of the issued and outstanding share capital of ABN AMRO Holding N.V., and to thus acquire an economic interest in certain businesses of the ABN AMRO group; and

(ii) to subsequently acquire certain businesses of the ABN AMRO group from the jointly owned company,

all as described in detail in the Explanatory Note.

3. Amendment to the Articles of Association

3.1 Section: CAPITAL – SHARES

Article 8: Authorized capital

Proposal to amend this article as follows (amendments underlined):

(Unofficial English translation)

"The authorized capital of the Company shall amount to one billion nine hundred forty-eight million eight hundred thousand euros (EUR 1,948,800,000), divided into

a) One billion eight hundred and twenty million (1,820,000,000) Preference Shares, each with a nominal value of forty-two eurocents (EUR 0.42); and

b) Two billion eight hundred and twenty million (2,820,000,000) Twinned Shares, each with a nominal value of forty-two eurocents (EUR 0.42)."

3.2 General provision

Proposal to authorize any and all members of the Board of Directors as well as any and all civil-law notaries, associates and paralegals practising with De Brauw Blackstone Westbroek to draw up the draft of the required notarial deed of amendment to the Articles of Association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment to the Articles of Association.

4. Closure

Attendance at the Meeting

- Holders of registered shares which have already been deposited at the company's registered office, may take part in the Meeting provided that they advise the company in writing by **Monday 30 July 2007 at the latest** of their intention to take part in the Meeting.
- Holders of bearer shares may take part in the Meeting provided that they instruct their bank where the shares are registered to advise the company of their presence through **Fortis Bank in Amsterdam or Fortis Bank in Brussels**.

The statement certifying that the relevant shares held by the shareholder will remain blocked until the General Meeting is closed should arrive at the company's office by **Monday 30 July 2007 at the latest**.

Proxies

Shareholders wishing to be represented by other persons at the Meeting are invited to use the proxy form put at their disposal. In addition to the provisions described above concerning the attendance to the Meeting, the company should receive the undersigned proxy by **Monday 30 July 2007 at the latest**.

Shareholders are also entitled to specify their voting instructions on this proxy.

Available documents

Besides the proxy mentioned above, the following documents may also be obtained free of charge at the registered office by the shareholders or any other interested person:

- An explanatory note commenting some points of the agenda.
- A vademecum regarding the functioning of the General Meetings of Shareholders of Fortis and the attendance formalities.

All documents relating to the Meeting can also be found on Internet starting from 13 July 2007: **www.fortis.com** ("Investor Relations"- "General meetings of shareholders").

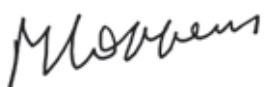
Warning: In the Netherlands, the company is mostly not informed of the addresses of those shareholders who have registered to attend a General Meeting. Fortis N.V, therefore, cannot guarantee the automatic distribution of the documents relating to the meeting to those shareholders. Fortis N.V. thus strongly invites these shareholders to contact the company to obtain these documents, or to consult these documents on the Internet: **www.fortis.com** ("Investor Relations").

Further information

Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting are invited to contact the Fortis Company Secretariat.

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The Board of Directors,



Maurice Lippens
Chairman

Fortis N.V.

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