

# Extraordinary General Meeting of Shareholders of Fortis SA/NV

Brussels, 13 July 2007



The Board of Directors is pleased to invite you to attend the Extraordinary General Meeting of Shareholders of Fortis SA/NV on

**Monday, 6 August 2007 at 9.15 AM**

at the Centre for Fine Arts (BOZAR)  
Rue Ravenstein 23  
1000 Brussels

## 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 authorized 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 SA/NV 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 Special Report**

Special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code.

#### **3.2 Section: CAPITAL – SHARES**

##### Article 9: Authorized capital

3.2.1 Proposal to cancel the unused balance of the authorized capital existing at the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the Company resolved by the Extraordinary General Meeting of Shareholders of 6 August 2007 and to merge the paragraphs a) and b) in one paragraph worded as follows:

*(Unofficial English translation)*

*“a) Subject to the Twinned Share Principle, the Board of Directors is authorized to increase the Company capital, in one or more transactions, with a maximum amount of one billion one hundred and forty-eight million one hundred and twelve thousand (1,148,112,000) euros. This authorization is granted to the Board of Directors for a period of 3 years starting on the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the Company resolved by the extraordinary general meeting of shareholders of 6 August 2007.”*

3.2.2 Proposal to include a new paragraph b) worded as follows:

*(Unofficial English translation)*

*“b) Furthermore, in the context of a public offer on, and the acquisition of certain businesses of ABN AMRO Holding N.V., the Board of Directors is authorized to increase the Company capital, with a maximum amount of four billion six hundred and nine million five hundred and eighty-four thousand (4,609,584,000) euros. This additional authorization is granted to the Board of Directors until 31 March 2008 and will expire on that date if the board of directors has not partially or fully used it in the aforementioned context by such a date.”*

3.2.3 Proposal to replace in paragraph c) the word “authorization” with the word “authorizations”.

#### **3.3 General provision**

Proposal to delegate authority to the Company Secretary, with power to sub-delegate, to coordinate the text of the Articles of Association in accordance with the decisions made.

### **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 deposit their shares at the company's registered office or that they instruct their bank where the shares are registered to advise the company of their presence through one of the following banks:  
**Fortis Bank, Fortis Banque Luxembourg, ING, KBC Bank, Petercam.**

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.
- The special report by the Board of Directors, prepared in accordance with Article 604 of the Companies' Code.
- A vademecum regarding the functioning of the General Meetings of Shareholders of Fortis and the attendance formalities.

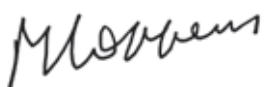
All documents relating to the Meeting can also be found on Internet starting from 13 July 2007: **www.fortis.com** ("Investor Relations"- "General meetings of shareholders").

### Further information

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

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The Board of Directors,



Maurice Lippens  
Chairman

**Fortis SA/NV**

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