

Utrecht, 3 April 2010.

As announced in the convocation of 19 March 2010, the Board of Directors of Fortis confirms that the Extraordinary General Meeting of Shareholders of Fortis N.V. of 9 April 2010 will not achieve the required attendance quorum, i.e. representation of at least 50% of the share capital, and will thus be unable to decide validly regarding its agenda items.

A new General Meeting will therefore be convened which, regardless of the share capital represented, will be able to deliberate validly regarding all agenda items.

THE BOARD OF DIRECTORS OF FORTIS IS PLEASED TO INVITE THE SHAREHOLDERS OF FORTIS TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF FORTIS N.V. ON

**Thursday 29 April 2010 at 10.30 a.m.**

at the Fortis Auditorium  
Archimedeslaan 6  
3584 BA Utrecht

## PARTICIPATION IN THE ANNUAL GENERAL MEETING (THE “MEETING”)

### Principle

Shareholders who would like to be able to cast their vote during the Meeting of Fortis N.V. may:

- attend the Meeting in person;
- have themselves represented at the Meeting: i.e. issue a proxy to a representative who will vote on the shareholder's behalf.

### Practical formalities

- Shareholders wishing to attend the Meeting in person
  - **Shareholders whose shares are registered directly with the company** simply have to advise the company of their intention to attend in writing, using the form with which they have been provided.
  - **Shareholders whose shares are registered with a bank or other financial institution** should contact the bank or financial institution in question (via their branch) and request the blocking of their shares (or part of their shares) until the date of the Meeting (until the end of the Meeting), so that they may take part in that Meeting.

**Holders of bearer (physical) shares** may attend the Meeting on condition that they deposit their shares with the company or instruct the bank or financial institution at which they deposit their shares to advise the company that they will be present.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be ‘dematerialised’ when placed in a securities account. Consequently, it might not be possible after the Meeting to request the physical delivery of the shares in question.

NB:

- Shareholders should ask their bank or financial institution, at the time the shares are blocked, for proof that the shares have been blocked, which can be presented to the company on the day of the Meeting in the event that the entrance card has not reached the shareholder in due time.

- Shareholders who wish to be represented

- **Shareholders whose shares are registered directly with the company** simply have to return to the company the proxy model with which they have been provided.
- **Shareholders whose shares are registered with a bank or other financial institution** must:
  - also have their shares blocked via their bank or financial institution; AND
  - return to the company the proxy put at their disposal.

**Holders of bearer (physical) shares** must:

- either deposit their shares with the company OR instruct their bank or financial institution to notify the company that they intend to be represented at the Meeting; AND
- return to the company the proxy put at their disposal.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be 'dematerialised' when placed in a securities account. Consequently, it might not be possible after the Meeting to request the physical delivery of the shares in question.

Deadlines for completing the formalities

- Shareholders wishing to attend the Meeting in person

These shareholders must communicate their instructions to the company, their bank or financial institution, as appropriate, no later than Thursday 22 April 2010.

- Shareholders who wish to be represented

In the case of shareholders whose shares are registered directly with the company, the proxy must be received by the company no later than Thursday 22 April 2010.

Shareholders whose shares are registered with a bank or other financial institution must:

- have communicated their instructions to their bank or financial institution no later than Thursday 22 April 2010; AND
- ensure that the proxy is in the possession of the company no later than that same date.

Holders of bearer (physical) shares must:

- have deposited their shares with the company no later than Thursday 22 April 2010 OR have instructed their bank or financial institution to notify the company that they intend to be represented at the Meeting no later than Thursday 22 April 2010; AND
- ensure that the proxy is in the possession of the company no later than that same date.

**The banks and other financial institutions should however communicate the instructions of their clients to the company through Fortis Bank Nederland in Amsterdam or BNP Paribas Fortis in Brussels.**

**AGENDA** of the Annual General Meeting of Shareholders

**1. Opening**

**2. Annual Report and Accounts, Dividend and Discharge**

2.1 Annual report and accounts

- 2.1.1 Discussion of the annual report on the financial year 2009.
- 2.1.2 Discussion of the consolidated annual accounts for the financial year 2009.
- 2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2009.

2.2 Dividend

- 2.2.1 Information on the dividend policy.
- 2.2.2 Proposal to adopt a gross dividend for the 2009 financial year of EUR 0.08 per Fortis Unit. The dividend will be payable as from 1 June 2010.

2.3 Discharge

Proposal to discharge the members of the Board of Directors for the financial year 2009.

- 2.3.1 Proposal to discharge Mr. Louis Cheung Chi Yan for the period 01/01/2009 through 01/02/2009.
- 2.3.2 Proposal to discharge Mr. Philippe Bodson for the period 01/01/2009 through 13/02/2009.
- 2.3.3 Proposal to discharge Mr. Richard Delbrige for the period 01/01/2009 through 13/02/2009.

- 2.3.4 Proposal to discharge Mrs. Clara Furse for the period 01/01/2009 through 13/02/2009.
- 2.3.5 Proposal to discharge Mr. Reiner Hagemann for the period 01/01/2009 through 13/02/2009.
- 2.3.6 Proposal to discharge Mr. Jan Michiel Hessels for the period 01/01/2009 through 13/02/2009.
- 2.3.7 Proposal to discharge Mr. Jacques Manardo for the period 01/01/2009 through 13/02/2009.
- 2.3.8 Proposal to discharge Mr. Aloïs Michielsen for the period 01/01/2009 through 13/02/2009.
- 2.3.9 Proposal to discharge Mr. Ronald Sandler for the period 01/01/2009 through 13/02/2009.
- 2.3.10 Proposal to discharge Mr. Rana Talwar for the period 01/01/2009 through 13/02/2009.
- 2.3.11 Proposal to discharge Mr. Klaas Westdijk for the period 01/01/2009 through 13/02/2009.
- 2.3.12 Proposal to discharge Mr. Karel De Boeck for the period 01/01/2009 through 01/07/2009.
- 2.3.13 Proposal to discharge Mr. Georges Ugeux for the period 13/02/2009 through 13/02/2009.
- 2.3.14 Proposal to discharge Mr. Jozef De Mey for the period 13/02/2009 through 31/12/2009.
- 2.3.15 Proposal to discharge Mr. Jan Zegering Hadders for the period 13/02/2009 through 31/12/2009.
- 2.3.16 Proposal to discharge Mr. Frank Arts for the period 29/04/2009 through 31/12/2009.
- 2.3.17 Proposal to discharge Mr. Guy de Selliers de Moranville for the period 29/04/2009 through 31/12/2009.
- 2.3.18 Proposal to discharge Mr. Roel Nieuwdorp for the period 29/04/2009 through 31/12/2009.
- 2.3.19 Proposal to discharge Mr. Lionel Perl for the period 29/04/2009 through 31/12/2009.
- 2.3.20 Proposal to discharge Mr. Shaoliang Jin for the period 29/04/2009 through 31/12/2009.
- 2.3.21 Proposal to discharge Mr. Bart De Smet for the period 18/09/2009 through 31/12/2009.

### **3. Corporate Governance**

Information on Fortis's governance relating to the reference codes and the applicable provisions regarding corporate governance.

### **4. Remuneration Policy**

Proposal to adopt and approve the remuneration policy for the Board members and the members of the Group Executive Committee as explained in the explanatory note.

### **5. Remuneration of the Non-Executive Members of the Board of Directors**

Proposal to adopt the remuneration per non-executive member of the Board of Directors of Fortis SA/NV and Fortis N.V. as follows: a fixed annual retainer of EUR 45,000, an attendance fee of EUR 2,000 per Board meeting and an attendance fee of EUR 1,500 per Board committee meeting in case of members of the relevant committee and EUR 2,000 in case of the Chairman of the relevant committee; for the Chairman of the Board of Directors a fixed annual retainer of EUR 60,000 and an attendance fee of EUR 2,500 per Board meeting.

### **6. Board of Directors - Appointments**

- 6.1 Proposal to appoint Bridget McIntyre as a non-executive member of the Board of Directors until the end of the Annual General Meeting of Shareholders in 2013, subject to the appointment of Bridget McIntyre as a non-executive member of the Board of Directors of Fortis SA/NV, which latter appointment is subject to the approval of the Belgian Banking, Finance and Insurance Commission.
- 6.2 Proposal to appoint Belén Romana as a non-executive member of the Board of Directors until the end of the Annual General Meeting of Shareholders in 2013, subject to the appointment of Belén Romana as a non-executive member of the Board of Directors of Fortis SA/NV, which latter appointment is subject to the approval of the Belgian Banking, Finance and Insurance Commission.

## 7. Acquisition of Fortis Units

Proposal to authorize the Board of Directors as from 29 April 2010 for a period of 18 months, to acquire Fortis Units, which include fully paid twinned shares of Fortis N.V., up to a maximum of 10% of the issued share capital of Fortis N.V. a) through all agreements, including transactions on the stock exchange and private transactions at a price which is within a range between the closing price of the relevant Fortis Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen percent (15%) and one eurocent (EUR 0.01), or b) by means of stock lending agreements under terms and conditions that comply with common market practice, but within the price range as referred to under a) above, for the number of Fortis Units from time to time to be borrowed by Fortis N.V.

## 8. Amendments to the Articles of Association

### 8.1 Section: NAME - REGISTERED OFFICE - PURPOSE

Article 2: Name

Proposal to amend article 2 as follows (amendment underlined) subject to the approval of the name change of the Belgian company, Fortis SA/NV, by the Extraordinary General Meeting of Shareholders of Fortis SA/NV:

*“The name of the Company is: ageas N.V.”*

The aforementioned proposal to amend the name of Fortis N.V. into ageas N.V. includes the proposal to amend any and all references in the articles of association to “Fortis” into “ageas”.

### 8.2 Section: CAPITAL - SHARES

Article 9: Body authorised to issue shares

Proposal to amend paragraph b) of article 9 as follows (amendment underlined):

*“b. This current delegation expires on the thirty-first day of May two thousand and thirteen. If and to the extent the delegation as identified in this article has expired and has not been renewed, a resolution to issue Twinned Shares by the shareholders meeting requires the prior approval of the board of directors.”*

### 8.3 Section: CAPITAL - SHARES

Article 10: Form of the shares

Proposal to amend paragraph a) and d) of article 10 as follows (text to be deleted bracketed and underlined and text to be amended only underlined):

- “a. Twinned Shares shall be either registered or bearer shares, such at the discretion of the shareholder. However, [as from the first day of January two thousand and eight,] 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 thirty-first day of December two thousand and thirteen at the latest.*
- d. At the shareholder’s request, registered Twinned Shares may be converted to bearer Twinned Shares [and as from the first day of January two thousand and eight to 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).”*

### 8.4 Section: CAPITAL - SHARES

Article 11: Pre-emption right

Proposal to amend article 11 as follows (amendment underlined):

*“Upon the issue of Twinned Shares against payment in cash, or in the event of the issue of convertible bonds or subscription rights, the shareholders’ meeting or the board of directors, if so designated, may decide to restrict or to exclude the pre-emption right of the existing shareholders, subject to a similar decision of the appropriate corporate body of ageas SA/NV. The board of directors has been so designated until the thirty-first day of May two thousand and thirteen.”*

## 8.5 Section: BOARD OF DIRECTORS AND MANAGEMENT

### Article 17: Remuneration

Proposal to amend article 17 as follows (amendment underlined):

“The remuneration of the members of the board of directors is determined by the board of directors in compliance with the prerogatives of the general meeting of shareholders.”

## 8.6 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 N.V. 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.

## 9. Closure

### ↪ Available documents

Besides the proxy model mentioned above, the following documents are also available at the company's registered office free of charge to all shareholders and to any interested third party:

- an explanatory note relating to certain items on the agenda;
- the annual report 2009 of Fortis;
- the full text of the articles of association of Fortis N.V. as they will be drawn up if the proposed amendments of these articles of association are approved by the General Meeting of Shareholders.

Fortis N.V. invites the shareholders wishing to receive these documents to contact the company. These documents are also available on Internet: [www.fortis.com/en](http://www.fortis.com/en) – Investor Relations – General meetings of shareholders.

### ↪ Further information

Shareholders wishing to obtain information relating to the modalities of participation in the Meeting, or have other queries, are invited to contact the company:

Fortis N.V.  
Archimedeslaan 6  
3584 BA Utrecht  
Tel. : +32 (0) 2 312 10 61  
Fax : +32 (0) 2 565 57 03  
E-mail : [general.meeting@fortis.com](mailto:general.meeting@fortis.com)

Press contact : +32 (0) 2 228 66 93

There will be busses available free of charge as from 9 a.m. on 29 April for transportation from Utrecht CS Station to the Fortis building and to return after the Meeting.

Utrecht, 3 April 2010.

The Board of Directors



Jozef De Mey  
Chairman