

Brussels, 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 SA/NV of 12 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FORTIS SA/NV AS WELL AS THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD AFTER THE ORDINARY GENERAL MEETING ON

**Wednesday 28 April 2010 at 10.00 a.m.**

Square – Brussels Meeting Centre  
Glass Entrance  
Kunstberg/Mont des Arts  
1000 Brussels

## PARTICIPATION IN THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS (THE “MEETING”)

### Principle

Shareholders who would like to be able to cast their vote during the Meeting of Fortis SA/NV 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 Wednesday 21 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 Wednesday 21 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 Wednesday 21 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 Wednesday 21 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 Wednesday 21 April 2010; AND
- ensure that the proxy is in the possession of the company no later than that same date.

**AGENDA of the Ordinary (items 1 through 6) and Extraordinary (items 7 and 8) General Meetings 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 approve 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

- 2.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2009.
  - 2.3.1.1 Proposal to discharge Mr. Louis Cheung Chi Yan for the period 01/01/2009 through 01/02/2009.
  - 2.3.1.2 Proposal to discharge Mr. Philippe Bodson for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.3 Proposal to discharge Mr. Richard Delbridge for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.4 Proposal to discharge Mrs. Clara Furse for the period 01/01/2009 through 13/02/2009.

- 2.3.1.5 Proposal to discharge Mr. Reiner Hagemann for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.6 Proposal to discharge Mr. Jan Michiel Hessels for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.7 Proposal to discharge Mr. Jacques Manardo for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.8 Proposal to discharge Mr. Aloïs Michielsens for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.9 Proposal to discharge Mr. Ronald Sandler for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.10 Proposal to discharge Mr. Rana Talwar for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.11 Proposal to discharge Mr. Klaas Westdijk for the period 01/01/2009 through 13/02/2009.
  - 2.3.1.12 Proposal to discharge Mr. Karel De Boeck for the period 01/01/2009 through 01/07/2009.
  - 2.3.1.13 Proposal to discharge Mr. Georges Ugeux for the period 13/02/2009 through 13/02/2009.
  - 2.3.1.14 Proposal to discharge Mr. Jozef De Mey for the period 13/02/2009 through 31/12/2009.
  - 2.3.1.15 Proposal to discharge Mr. Jan Zegering Hadders for the period 13/02/2009 through 31/12/2009.
  - 2.3.1.16 Proposal to discharge Mr. Frank Arts for the period 29/04/2009 through 31/12/2009.
  - 2.3.1.17 Proposal to discharge Mr. Guy de Selliers de Moranville for the period 29/04/2009 through 31/12/2009.
  - 2.3.1.18 Proposal to discharge Mr. Roel Nieuwdorp for the period 29/04/2009 through 31/12/2009.
  - 2.3.1.19 Proposal to discharge Mr. Lionel Perl for the period 29/04/2009 through 31/12/2009.
  - 2.3.1.20 Proposal to discharge Mr. Shaoliang Jin for the period 29/04/2009 through 31/12/2009.
  - 2.3.1.21 Proposal to discharge Mr. Bart De Smet for the period 18/09/2009 through 31/12/2009.
- 2.3.2 Proposal to discharge the auditor for the financial year 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 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 approve 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 Mr. Bart De Smet as a member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Mr. Bart De Smet will carry out the function of executive director and will hold the title of Chief Executive Officer in accordance with the Articles of Association. Mr Bart De Smet was provisionally appointed by the Board of Directors on 1 July 2009.
- 6.2 Proposal to appoint, subject to the approval of the Banking, Finance and Insurance Commission and to the appointment as a member of the Board of Directors of Fortis N.V., Bridget McIntyre as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Bridget McIntyre complies with the criteria set out in article 526ter of the Belgian Companies Code and will qualify as independent director within the meaning of this article.
- 6.3 Proposal to appoint, subject to the approval of the Banking, Finance and Insurance Commission and to the appointment as a member of the Board of Directors of Fortis N.V., Belén Romana as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Belén Romana complies with the criteria set out in article 526ter of the Belgian Companies Code and will qualify as independent director within the meaning of this article.

## 7. Acquisition and Disposal of Fortis Units

- 7.1 Proposal to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the end of the General Meeting which will deliberate this point, to acquire Fortis Units, in which twinned Fortis SA/NV shares are incorporated, representing up to a maximum of 10% of the issued share capital, for a consideration equivalent to the closing price of the Fortis Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen per cent (15%) or minus a maximum of fifteen per cent (15%).
- 7.2 Proposal to authorize the Board of Directors of the company and the Boards of its direct subsidiaries for a period of 18 months starting after the end of the General Meeting which will deliberate this point, to dispose of Fortis Units, in which twinned Fortis SA/NV shares are incorporated, under the conditions it will determine.

## 8. Amendments to the Articles of Association

### 8.1 Section: NAME – FORM – REGISTERED OFFICE – PURPOSE

#### Article 2: Name – Form

- 8.1.1 Proposal to amend the first sentence of article 2 as follows (amendments underlined):

*“The name of the Company is: ageas SA/NV.”*

and, should the approval of the name change of the Dutch company, Fortis N.V., by the General Meeting of Shareholders of Fortis N.V. occur, proposal to authorize two directors of the company to acknowledge the fulfilment of the condition precedent on the basis of a certificate of a director of Fortis N.V. attesting the fulfilment of the condition precedent as set out in article 27, b) of the Articles of Association of the company, and to have the consequential changes made to the Articles of Association of the company by notarial deed.

#### Article 3: Registered office

- 8.1.2 Proposal to insert the following new paragraph in article 3:

*“It may be transferred to any other place in the Brussels Capital Region by resolution of the board of directors.”*

### 8.2 Section: CAPITAL – SHARES

#### Article 9: Authorized capital

- 8.2.1 Special report

Communication of the 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.

- 8.2.2 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 88,200,000 to issue shares to meet the coupon payment obligations under the financial instruments mentioned in the special report by the Board of Directors and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the Articles of Association, 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 which will deliberate this point.

- 8.2.3 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 168,000,000 to issue shares to meet the obligation to redeem the principal amount of the Redeemable Perpetual Cumulative Coupon Debt Securities issued by Fortis Bank nv-sa in September 2001 and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the Articles of Association, 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 which will deliberate this point.

8.2.4 Proposal to modify the paragraph a) of article 9 of the Articles of Association worded as follows:

*“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 [two hundred and fifty-six million two hundred thousand (256,200,000) euro] [or] [eighty-eight million two hundred thousand (88,200,000) euro] [or] [one hundred and sixty-eight million (168,000,000) euro]. 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 28 April 2010.”\**

\* The exact amount for which the Board of Directors will ultimately be authorized to increase the company capital will depend on the outcome of the vote in relation to the proposed resolutions under items 8.2.2 and 8.2.3 by the Extraordinary General Meeting of Shareholders of 28 April 2010.

Article 10: Form of the shares

8.2.5 Proposal to amend article 10 a) and d) as follows:

*“a) Twinned Shares shall be registered, bearer or dematerialized shares, within the limits set by law. However no new physical bearer Twinned Shares will be issued. Holders of existing physical bearer Twinned Shares must have their bearer Twinned Shares converted into registered Twinned Shares or dematerialized Twinned Shares by the 31 December 2013 at the latest.*

*d) At the shareholder’s request, registered Twinned Shares may be converted to dematerialized Twinned Shares only, by cancellation of the entry in the register. Bearer Twinned Shares and dematerialized 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).”*

8.3 Section: BOARD OF DIRECTORS AND MANAGEMENT

Article 17: Remuneration

Proposal to replace article 17 as follows:

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

8.4 Section: NOTIFICATIONS

Article 28: Notifications

Proposal to replace article 28 as follows:

*“Article 28: Disclosure of major shareholdings*

*The requirements of the applicable legislation on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market apply in full to the acquisition of holdings in the Company, it being understood that the duty of disclosure arises on the acquisition of a first holding of three per cent (3%) of the voting rights in the Company, without prejudice to the disclosure requirements on the acquisition of a holding of five per cent (5%) or multiples of five per cent (5%) thereafter.”*

8.5 General provision

Proposal to authorize the Chairman, with the authority to sub-delegate, to make at the time when the coordinated text is drawn up the necessary modifications to the Articles of Association, including to give effect to the new names of Fortis SA/NV and Fortis N.V.

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 special report of the Board of Directors, prepared in accordance with article 604 of the Belgian Companies Code;
- the annual report 2009 of Fortis;
- the complete version of the statutory annual accounts of the company.

All documents relating to the Meeting (except the statutory annual accounts of the company) 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:

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Corporate Administration  
Rue Royale 20  
1000 Brussels  
Tel.: +32 (0) 2 312 10 61  
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Brussels, 3 April 2010.

The Board of Directors



Jozef De Mey  
Chairman