

Fortis N.V.

Extraordinary General Meeting of Shareholder on 26 July 2007
Fortis Head Office, Archimedeslaan 6, Utrecht

MINUTES

Present:

Representing the Board of Directors: Herman Verwilst (chairman).

1. Opening

The chairman opened the Extraordinary Meeting of Shareholders of Fortis N.V. at 3.00pm.

Mr Verwilst remarked that the Chairman of the Board of Directors of Fortis would normally chair the shareholders' meeting. Because the Chairman was unfortunately prevented from attending, the Board of Directors, in accordance with Article 21 sub a of the Articles of Association, had appointed Herman Verwilst chairman of the meeting. Ruud van Outersterp of the Legal Department would act as secretary to the meeting.

The chairman confirmed that notices convening the meeting had, in accordance with the provisions of the Articles of Association, appeared in national newspapers on 2 July 2007 and that the shareholders represented at the meeting had complied with the provisions of the Articles of Association concerning registering and lodging shares.

The chairman stated that as of that date 1,344,672,795 shares had been issued and that 42,181 shares were represented at that meeting, so accordingly 42,181 votes could be cast. The chairman noted that these shares represented 0.003% of the issued share capital. This meant that the quorum required by the Articles of Association to pass a valid resolution on item 2 on the agenda, i.e. to amend the Articles of Association, had not been formed.

2. Amendments to the Articles of Association

The chairman stated that the Board of Directors proposed to the shareholders that Article 8 of the Articles of Association be amended in order to increase the authorised share capital.

The chairman reminded the meeting that on 20 July this year Fortis, in consortium with Royal Bank of Scotland and Santander, had launched a public bid for ABN AMRO Holding N.V. This bid was made through a jointly owned company and was subject to the approval of Fortis's shareholders.

The total purchase price amounted to EUR 71.1 billion, of which about EUR 24 billion would be paid by Fortis SA/NV and Fortis N.V. As mentioned in the explanatory note to the agenda, Fortis wished to finance its contribution partly by a rights issue. In this

context, both Fortis SA/NV and Fortis N.V. intended to increase their respective authorised share capital and thus needed to amend their Articles of Association.

The agenda and the accompanying explanatory note contained full details of the proposal to amend the Articles of Association. The chairman confirmed that as stated in the notice of the meeting the pertinent documents had been available for inspection at the offices of the company; he would therefore refrain from reading them out.

According to Article 27 sub b, a resolution to amend the Articles of Association can only be adopted by a general meeting of shareholders at which more than half the issued capital is represented. Because this condition was not met, the meeting could not pass a valid resolution on the proposal to amend the Articles of Association.

The chairman reminded the meeting that the Articles of Association state that in this case a new (second) meeting must be held within four weeks. This second Extraordinary General Meeting would take place on 6 August 2007 at 3pm, also in Fortis's head office in Utrecht. That second Extraordinary General Meeting did not require a quorum in order to pass resolutions.

The chairman then said that he did not intend to go into the proposed amendments in any depth and indicated that the shareholders present should defer any questions to the meeting on 6 August. The shareholder agreed to this.

3. Close

The chairman thanked the shareholder present for his attendance and interest, and closed the meeting.

In accordance with the provisions of Article 22 sub b. of the Articles of Association of Fortis N.V., signed in draft on 7 August 2007.

H. Verwilst
Chairman

R. van Outersterp
Secretary to the meeting