

**Annual General Meeting of Shareholders**

**of Fortis N.V. in Utrecht on 26 May 2004**

**PROXY**

**If you want to be represented at this meeting, you have to return the current proxy. The proxy of the meeting of 4 May 2004 is not valid for the General Meeting of Shareholders of 26 May 2004.**

The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of ..... Fortis shares

CERTIFIES:

- to have been informed that on Wednesday May 26, 2004 at 3.00 PM the **Annual General Meeting of Shareholders of Fortis N.V.** will take place at 3584 BA Utrecht, Archimedeslaan 6, and
- to have noted the Agenda and the Explanatory Notes thereto; and

TO GIVE POWER OF ATTORNEY, with the power of substitution, to:

Family name, first names:

Address:

To represent him/her at the abovementioned shareholders meeting and to vote in his/her name on the following **AGENDA** (taking into consideration the explanatory notes thereto):

**1. Opening**

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

- a. Annual Reports and Accounts
  - Discussion of the annual reports on the financial year 2003
  - Discussion of the consolidated annual accounts for the financial year 2003
  - Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2003
- b. Dividend
  - Comments on the dividend policy
  - Proposal to adopt a gross dividend of EUR 0.92 per Fortis Unit, payable as from June 17, 2004.
- c. Discharge
  - Proposal to discharge the members of the Board of Directors for the financial year 2003

**3. Corporate Governance**

Comments on Fortis' governance

**4. Appointments of members of the Board of Directors**

- a. Proposal to re-appoint
  - Mr Anton van Rossum, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007
  - Mr Jan-Michiel Hessels, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007
  - Baron Piet Van Waeyenberge, who is eligible and presents himself for re-election, for a period of three years, until the end of the General Meeting of 2007
- b. Proposal to appoint
  - Baron Philippe Bodson, for a period of three years, until the end of the General Meeting of 2007
  - Mr Richard Delbridge, for a period of two years, until the end of the General Meeting of 2006
  - Mr Jacques Manardo, for a period of four years, until the end of the General Meeting of 2008
  - Mr Ronald Sandler, for a period of three years, until the end of the General Meeting of 2007
  - Mr Rana Talwar, for a period of four years, until the end of the General Meeting of 2008

**5. Acquisition of Fortis Units**

**6. Amendments to the articles of association**

**7. Closure**

Done at ....., on ..... 2004

signature

<p>This document should arrive at Fortis NV Secretary Board of Directors (U02.18.08) Archimedeslaan 6, 3584 BA Utrecht – The Netherlands not later than 4.00 p.m. <b>on 19 May 2004.</b></p>
--