

**Extraordinary General Meeting of Shareholders**

**of Fortis SA/NV on 11 May 2006**

**PROXY**

The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of ..... Fortis shares

DECLARES having been informed that **the Extraordinary General Meeting of Shareholders of Fortis SA/NV** will be held on Thursday 11 May 2006 at 5 PM. at 1000 Brussels, Rue de la Chancellerie, 1, and,

GRANTS PROXY, with right of substitution, to:

Family name, first names:

Address:

to represent it at said Extraordinary General Meeting in order to vote on its behalf on all items of the **AGENDA** below:

**1. Opening**

**2. Authorized capital**

- 2.1 Special report by the Board of Directors, prepared in accordance with Article 604, paragraph 2, and Article 607 of the Companies' Code.
- 2.1 Proposal to cancel the unused balance of the authorised capital existing at the date of the meeting, and to create a new authorised capital of one billion six hundred and twenty seven million nine hundred and twenty thousand euro (EUR 1.627.920.000) for a period of three years and to authorise the use of the authorised capital, in the event of a public takeover offer, for a period of three years.

Proposal therefore to amend Article 9 of the Articles of Association as follows:

- To replace the current text of point a) by the following text:  
"Subject to the Twinned Share Principle, the Board of Directors is authorized to increase the share capital, in one or more operations, for up to a maximum amount of one billion six hundred and twenty seven million nine hundred and twenty thousand euro (EUR 1.627.920.000)."
- To replace in paragraph b) and c) the words "26 May 2006" by "31 May 2009".

**3 Acquisition and Disposal of Fortis Units**

Proposal

- 3.1 to authorise 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, up to the maximum number authorised by Article 620 paragraph 1, 2° of the Companies' Code, for exchange values equivalent to the average of the closing prices of the Fortis Unit on Euronext Brussels and Euronext Amsterdam on the day immediately preceding the acquisition, plus a maximum of fifteen percent (15%) or minus a maximum of fifteen percent (15%);
- 3.2 to authorise 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.

**4. Closure**

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The proxy-holder is entitled to:

1. Take part in the Extraordinary General Meeting and, if necessary, to adjourn it.
2. Take part on all meetings having the same agenda, in the event that the first meeting has been adjourned or has not been correctly convened.
3. Take part in all deliberations and to approve, amend or reject any item on the agenda, on behalf of the person giving the proxy.
4. Undertake any act useful to these ends and in particular, but without limitation, to sign any documents and minutes.

Done at ....., on ..... 2006.

signature

This document should arrive at  
Fortis SA/NV  
Corporate Administration (1WA3A)  
Rue Royale, 20 - 1000 Brussels  
not later than 4.00 PM **on Friday 5 May 2006**