

<p><b>Annual Meeting of Shareholders</b></p> <p><b>of Fortis N.V. in Utrecht on 23 May 2007</b></p> <p><b>PROXY</b></p>
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The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of ..... Fortis shares

**CERTIFIES:**

- to have been informed that on Wednesday 23 May 2007 at 3.00 PM the **Annual General Meeting of Shareholders of Fortis N.V.** will take place at the Fortis Auditorium, in Utrecht, Archimedeslaan 6, and
- to have noted the Agenda and the Explanatory Note thereto; and

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

Family name, first names:

Address:

**TO REPRESENT HIM/HER/IT at said Annual General Meeting of Shareholders**

In order to take the floor and to vote in his/her/its name on the following **AGENDA** (taking into consideration the explanatory note thereto)

*You are not required to specify a proxy. If you do not, Fortis will allocate you a proxy who will represent you at the General Meeting and will cast your vote in the manner you have indicated. If you do not indicate which way you wish to vote, it will be assumed that you are in favour of the proposed resolution.*

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

**2.1 Annual Report and Accounts**

- 2.1.1 Discussion of the annual report for the financial year 2006
- 2.1.2 Discussion of the consolidated annual accounts for the financial year 2006
- 2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2006

<b>Votes</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
<b>2.1.3</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**2.2 Dividend**

- 2.2.1 Comments on the dividend policy
- 2.2.2 Proposal to adopt a gross dividend for the 2006 financial year of EUR 1.40 per Fortis Unit. As an interim dividend of EUR 0.58 per Fortis Unit was paid in September 2006, the proposed final dividend amounts to EUR 0.82 per Fortis Unit and will be payable as from 14 June 2007

<b>Votes</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
<b>2.2.2</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**2.3 Discharge**

Proposal to discharge the members of the Board of Directors for the financial year 2006

<b>Votes</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
<b>2.3</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

### 3. Corporate Governance

Comments on Fortis' governance relating to the reference codes and the applicable provisions regarding corporate governance

### 4. Appointments

#### Board of Directors

- 4.1.1 Mr Philippe Bodson, who is eligible and has presented himself for re-election, for a period of three years, until the end of the Annual General Meeting of Shareholders of 2010
- 4.1.2 Mr Jan-Michiel Hessels, who is eligible and has presented himself for re-election, for a period of three years, until the end of the Annual General Meeting of Shareholders of 2010
- 4.1.3 Mr Ronald Sandler, who is eligible and has presented himself for re-election, for a period of three years, until the end of the Annual General Meeting of Shareholders of 2010
- 4.1.4 Mr Piet Van Waeyenberge, who is eligible and has presented himself for re-election, for a period of one year, until the end of the Annual General Meeting of Shareholders of 2008

Votes	For	Against	Abstention
4.1.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.4	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- 4.2 Proposal to appoint Mr Herman Verwilt for a period of three years, until the end of the Annual General Meeting of Shareholders of 2010

Votes	For	Against	Abstention
4.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

### 5. Acquisition of Fortis Units

Proposal to authorise the Board of Directors for a period of 18 months, to acquire Fortis Units, in which own fully paid twinned shares of Fortis N.V. are included, up to the maximum number permitted by the Civil Code, Book 2, Article 98 paragraph 2 and this: a) through all agreements, including transactions on the stock exchange and private transactions at a price equal 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 less a maximum of fifteen percent (15%), or b) by means of stock lending agreements under terms and conditions that comply with common market practice for the number of Fortis Units from time to time to be borrowed by Fortis N.V.

Votes	For	Against	Abstention
5	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

### 6. Amendments to the Articles of Association

#### 6.1 SECTION : CAPITAL – SHARES

##### Article 10: Form of the shares

Proposal to amend this article in order to facilitate for the Fortis twinned share the dematerialisation of bearer shares as will be imposed by Belgian law starting as of 1 January 2008.

Votes	For	Against	Abstention
6.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## 6.2 SECTION : BOARD OF DIRECTORS AND MANAGEMENT

Proposal to insert a new article 14 entitled “ Deliberations and Decisions” in order to authorise the Board of Directors to take decisions by unanimous written consent of the Board members without the need to meet in person.

Votes	For	Against	Abstention
<b>6.2</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## 6.3 SECTION : GENERAL MEETINGS OF SHAREHOLDERS

6.3.1 Article 17 (of the present Articles of Association): Annual General Meeting of Shareholders

Proposal to bring forward the date of the Annual meeting of shareholders

6.3.2 Article 20 (of the present Articles of Association): Lodging of securities and of proxies

Proposal to insert a new paragraph in order to give to the Board the authorization to set a registration date.  
Proposal to amend the date by which proxies must be lodged

Votes	For	Against	Abstention
<b>6.3.1</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>6.3.2</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## 6.4 SECTION : FINANCIAL YEAR – ANNUALS ACCOUNTS - DIVIDENDS

Article 25 (of the present Articles of Association) : Dividend

Proposal to include in this article the new names of Necigef (Euroclear Nederland) and CIK (Euroclear Belgium) and to amend slightly paragraph 4 in line with the dematerialization of bearer shares.

<b>6.4</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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## 6.5 GENERAL PROVISION

Proposal to delegate authority to the notary :

- to coordinate the text of the Articles of Association according to the decisions made and the renewal dates of the mandates already granted by the general shareholders meeting to the Board on 31 May 2006; and also
- to adapt the numbering and sub-numbering of the articles and the cross-referencing between one article and another further to the modifications made.

<b>6.5</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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Done at ....., on ..... 2007

signature

<p>This document should arrive at Fortis N.V. Fortis Company Secretariat (U01.18.08) Archimedeslaan 6, 3584 BA Utrecht – The Netherlands not later than 4.00 p.m. <b>on 15 May 2007.</b></p>
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