

Annual General Meeting of Shareholders

of Fortis N.V. in Utrecht on 25 May 2005

PROXY

The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of Fortis shares

CERTIFIES:

- to have been informed that on Wednesday May 25, 2005 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 Note thereto; and

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

Family name, first names:

Address:

To represent him/her at the above mentioned shareholders meeting and to vote in his/her name on the following **AGENDA** (taking into consideration the explanatory note 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 2004
- Discussion of the consolidated annual accounts for the financial year 2004
- Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2004

b. Dividend

- Comments on the dividend policy
- Proposal to adopt a gross dividend for the 2004 financial year of EUR 1.04 per Fortis Unit, payable as from 16 June 2005

c. Discharge

- Proposal to discharge the members of the Board of Directors for the financial year 2004

3. Corporate Governance

Comments on Fortis' governance relating to the reference codes and the applicable provisions as regards corporate governance.

4. Appointment of members of the Board of Directors

Proposal to re-appoint

- Count Maurice Lippens, who is eligible and presents himself to re-election, for a period of three years, until the end of the annual general meeting of 2008.
- Baron Daniel Janssen, who is eligible and presents himself to re-election, for a period of one year, until the end of the annual general meeting of 2006.

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, 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..

6. Closure

Done at, on 2005

signature

<p>This document should arrive at Fortis NV Secretary Board of Directors (U01.18.08) Archimedeslaan 6, 3584 BA Utrecht – The Netherlands not later than 4.00 p.m. on 19 May 2005.</p>
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