

**Ordinary and Extraordinary General Meetings of Shareholders
of Fortis SA/NV in Brussels**

on 25 May 2005

PROXY

If you want to be represented at those meetings, you have to return the current proxy. The proxy of the meeting of 3 May 2005 is not valid for the General Meetings of Shareholders of 25 May 2005.

The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of Fortis shares

DECLARES having been informed that the **Ordinary and Extraordinary General Meetings of Shareholders of Fortis SA/NV** will be held on **Wednesday, 25 May 2005 at 9.15 a.m.** 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 General Meetings in order to vote on its behalf on all items of the **AGENDA** below (point 1 to 4 concerns the Ordinary General Meeting and point 5 the Extraordinary General Meeting) :

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 approve the statutory annual accounts of the company for the financial year 2004
- Adoption of the appropriation of profit of the company for the financial year 2003

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
- Proposal to discharge the auditor 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

- a. 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 Ordinary 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 Ordinary General Meeting of 2006.
- b. Proposal to appoint Mr Jean-Paul Votron as executive member of the Board of Directors, for a period of three years, until the end of the Ordinary General Meeting of 2008. Mr Jean-Paul Votron was co-opted by the board of directors on 6 October 2004.

5. Acquisition and disposal of Fortis Units

Proposal

- 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 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 §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%).
- 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 which it will determine.

6. Closure

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The proxy-holder is entitled to:

- 1. Take part in the General Meetings and, if necessary, to adjourn them.
- 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 2005

signature

<p>This document should arrive at Fortis SA/NV Corporate Administration (1WA3A) Rue Royale, 20 - 1000 Brussels not later than 4.00 p.m. on Thursday 19 May 2005.</p>
