



## Guidebook for the Fortis General Meetings of Shareholders

Are you a Fortis shareholder? Do you want to actively exercise your shareholders rights? Are you not sure how to? We hope that this guide will answer a number of questions which you may have asked yourself about the General Meetings of Shareholders.

As a Fortis shareholder, you are a shareholder of the two parent companies of Fortis: Fortis SA/NV in Belgium and Fortis N.V. in the Netherlands. You are therefore entitled to attend the General Meetings of Shareholders of both companies.

There are some differences between the two given that Fortis SA/NV is under Belgian law and Fortis N.V. under Dutch law. These differences are indicated where applicable in this guide.

### Why are the General Meetings of Shareholders important?

A General Meeting of Shareholders provides you with an opportunity to participate directly in decision-making by voting on proposed resolutions, regardless of the number of Fortis shares you own. Fortis is aware of how important the General Meeting of Shareholders is and encourages all of its shareholders to exercise their rights at its meetings.

### What are the different types of General Meetings of Shareholders?

#### The Ordinary or Annual General Meeting

All companies must convoke their shareholders for a General Meeting on an annual basis. This is the Fortis SA/NV "Ordinary" General Meeting and the Fortis N.V. "Annual" General Meeting.

The General Meeting reviews the annual management report and discusses the Annual Financial Statements. Following

approval (in The Netherlands: adoption) of the Financial Statements and of the dividend, the General Meeting decides by special vote whether or not to give discharge to the directors and, in Belgium, to the auditor<sup>1</sup>. If necessary, the members of the Board, the auditor (in Belgium) and the accountant (in The Netherlands) are appointed or re-appointed.

#### The Extraordinary General Meeting

An Extraordinary General Meeting must be convoked whenever the company wishes to ask its shareholders to approve decisions which can not be delayed until the Ordinary or Annual General Meeting of Shareholders or when the company must ask its shareholders to approve decisions related to amendments to the articles of association.

Depending on the nature of the decisions and on the specific legislation in effect in Belgium and The Netherlands, an Extraordinary General Meeting of Shareholders may be required by one of Fortis's two parent companies and not by the other.

<sup>1</sup> The equivalent of an "accountant" in The Netherlands .

Therefore, in 2007, within the framework of the public offer on ABN AMRO Holding N.V., both parent companies, Fortis SA/NV and Fortis N.V., must convoke an Extraordinary General Meeting of Shareholders.

The agenda points to be addressed are:

- (1) Approval of the proposed resolutions of the Board of Directors to make a public offer to be launched by Fortis, Royal Bank of Scotland and Santander on 100% of the issued and outstanding share capital of ABN AMRO;
- (2) A modification of the statutes of the two companies intended to enable the Board of Directors to issue new shares within the framework of this public offer on ABN AMRO.

### Why has a first General Meeting been convened by Fortis SA/NV and by Fortis N.V. on 26 July 2007?

The decisions which will be addressed by the Extraordinary General Meetings of 26 July 2007 can only be taken by a meeting representing at least half of the capital. In practice it is impossible to meet this quorum on first convocation and it will not be met on 26 July 2007 either. Fortis SA/NV and Fortis N.V. will then be required to again convoke an Extraordinary General Meeting which will be entitled to make decisions no matter what portion of the capital is represented.

These second Fortis SA/NV and Fortis N.V. General Meetings will be held on 6 August 2007.

### How can you take part in the General Meeting of Shareholders?

There are two ways available to you:

1. You want to attend one or both General Meetings in person.
2. You want to participate in one or both of the General Meetings through a proxy.

#### First case: You want to attend the meeting in person

In order to attend a Meeting the company in question

- must be informed of your intention to attend;
- must have in its possession the confirmation that you are a shareholder of the company.

#### What do you need to do?

- You are a holder of registered shares

If you want to attend the General Meeting of one of the two parent companies, (Fortis SA/NV or Fortis N.V.), you simply need to inform Fortis parent company concerned in writing that you intend to attend their General Meeting.

If you want to attend the General Meetings of both parent companies, you only need to inform one of the two companies in writing that you want to participate in both Meetings. That company will inform the other parent company.

- If you hold physical shares

You must go to a bank of your choice with your shares and ask the bank to inform the company or companies that you intend to participate in one or both of the General Meetings.

If you want to attend both Meetings, please ask your financial institution to mention it explicitly.

- Your shares are deposited in a custody account at a financial institution

In this case you need to send a letter to your branch. Your financial institution will inform the company or companies of your intention to attend their General Meeting.

If you want to attend both Meetings, please ask your financial institution to mention it explicitly.

#### Second case: You want to be represented at the Meeting

You can participate in a Meeting without attending personally. You can issue a proxy to someone to represent you. A sample proxy is sent to you automatically if you are a holder of registered shares. In all other cases, you can obtain a proxy form from Fortis (see addresses below) or from [www.fortis.com](http://www.fortis.com) (go to Investor Relations then to General meetings of shareholders).

#### Who can represent you?

You can be represented as follows:

- By appointing a person who will attend and who will represent you on the day of the Meeting. In this case you must indicate the name of the person on the proxy form
- By providing a blank proxy form. In this case Fortis will appoint a proxy to represent you at the Meeting.

#### How to proceed?

You must complete the formalities required to prove that you are a shareholder. These are identical to those required if you will be attending a Meeting in person (see above). In addition, you are required to return the proxy form correctly filled out.

If you want to be represented at both meetings, just return the proxy form, duly filled out and undersigned, to the parent company of your choice. If you only want to be represented at one of the two meetings, you need to indicate it on the proxy form to be returned to the company where you want to be represented

**Is it possible to indicate voting preferences on the proxy form?**

You can indicate your voting instructions on the proxy form. You will need to indicate whether you want to vote for, against or to abstain from each agenda item which will be voted on during the Meeting.

If you do not fill out the boxes provided for this purpose and send in a blank proxy form it will be assumed that you are in favour of the proposed resolutions.

**You wish to combine the alternatives available to you?**

Of course, you can also attend one of the Meetings and be represented at the other one. In this case, you have to follow the steps above for each company.

**Helpful information:**

**Available documents**

Holders of registered shares will automatically be sent a convocation and all related documents.

These documents will also be sent to shareholders who have fulfilled the formalities required to attend the General Meeting of Shareholders of Fortis SA/NV.

Caution: In The Netherlands it is customary not to provide the company with the addresses of those shareholders who have registered to attend the Fortis N.V. Meeting. As a result, Fortis cannot guarantee that the documents related to the Meeting will be sent out to those shareholders automatically. Fortis therefore suggests that those shareholders contact the company to obtain the documents free of charge or access them on [www.fortis.com](http://www.fortis.com) (under Investor Relations then to general meetings of shareholders).

**Right to vote**

Every share gives the right to one vote in each of the General Meetings. When more than one person owns a share, the voting rights associated with that share are suspended until a single person has been designated to exercise the voting rights.

**Fortis SA/NV**

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