Additional clarification on the agenda of the Ordinary and Extraordinary General Meetings of Shareholders of Fortis SA/NV of 28 April 2010 and of Fortis N.V. of 29 April 2010

This document contains additional clarification concerning the item Remuneration Policy on the agenda of the Ordinary and Extraordinary General Meetings of Shareholders of Fortis SA/NV and Fortis N.V. to be held on 28 and 29 April 2010. This is in response to the questions that Fortis received in connection with the publication on 3 April of the notes on the agenda of the General Meetings.

This document does not modify the contents of the published notes on the agenda but provides further clarification (in slanting typeface) on point 4 "Remuneration Policy".

Annual incentive (short-term incentive) – item 4 (iii) (b) p.6

Designed to stimulate, recognize and reward strong individual contributions by the Group Executive Committee member as well as solid performance as head or as team member within the Group Executive Committee, the annual incentive is determined by the Group Executive Committee member's actual performance on the basis of the pre-agreed performance criteria ("KPIs") . ***The latter are determined annually by the Board of Directors due to their relevance to the Fortis objectives and can consequently be adapted after a period of time. This incentive must therefore be "earned" again every year, starting from 0.***

The first KPI concerns the personal performance of the EXCO member. It is a qualitative indicator that represents 30% of the total evaluation.

The other KPIs are quantitative indicators that relate to the insurance business. They represent 70% of the total evaluation. At present the choice is for the following indicators (a) the annual (total) net profit of Fortis, (b) the normalised net return of the insurance activities in relation to the risk adjusted capital, (c) the costs ratio of the Life Insurance activity, (d) the combined ratio of the non-Life activity and (e) the embedded value.

The concept "normalised return of the insurance activity in relation to the risk adjusted capital" under (b) takes into account the return on capital, corrected for risk and excess solvency (and therefore anticipating the new regulations on capital requirements – Solvency II).

Long-term incentive – item 4 (iii) (c) p.7

- Based on the ranking of the Fortis share performance within a peer group of European institutions at the end of the first performance year N ***and measured with reference to the Total Shareholders Return (including the dividend)***, the Board will decide in the year N+1 on an initial grant value between 0 ***(when the Fortis share belongs to the fourth or worst quarter)*** and the maximum percentage of fixed salary in the year N. The number of shares of the initial grant is obtained by dividing the initial grant determined by the Board by the value of the Fortis share at the time of the grant. So the maximum number of shares of the initial grant corresponds to the maximum percentage (90%) of the annual base salary. At market performance (i.e. the median level of performance of Fortis within the peer group) the initial grant of shares will have a value of up to 45% of the base pay. **In the case of performances that belong to the second worst quarter (beneath the median) the grant of shares is on the basis of a linear scale calculated from 0% to 45%.**

- Final grant: The number of shares granted at the end of the 3.5-year period will be equal to the number of shares of the initial grant multiplied by the following multiplier: the average of the overall performance used for the annual incentive over the years N, N+1, N+2 and N+3 divided by the annual performance in the year N. The number of shares in the final grant, the actually vested long-term incentive, thus can never exceed the maximum number of shares of the initial grant.

Furthermore, this multiplier ensures that also when adjusting the long-term incentive account is taken of the aforementioned KPIs, measured over the same period.

The Board of Directors has the discretionary power to adjust variable remuneration components (annual incentive and long-term incentive) either upwards or downwards in those cases where the implementation of the remuneration policy would result in unintended or undesirable effects ***(including when the performance of the share that forms the basis for the long-term incentive is influenced by significant external elements that have nothing to do with the performances of the insurance activities)*****.**