

Fortis SA/NV – 28/04/2010

2.2 Dividend

2.2.2 Proposal to adopt a gross dividend for the 2009 financial year of EUR 0.08 per Fortis Unit. The dividend will be payable as from 1 June 2010.

For **Against** **Abstention**

2.3 Discharge

2.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2009.

2.3.1.1 Proposal to discharge Mr. Louis Cheung Chi Yan for the period 01/01/2009 through 01/02/2009.

For **Against** **Abstention**

2.3.1.2 Proposal to discharge Mr. Philippe Bodson for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.3 Proposal to discharge Mr. Richard Delbridge for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.4 Proposal to discharge Mrs. Clara Furse for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.5 Proposal to discharge Mr. Reiner Hagemann for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.6 Proposal to discharge Mr. Jan Michiel Hessels for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.7 Proposal to discharge Mr. Jacques Manardo for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.8 Proposal to discharge Mr. Aloïs Michielsens for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.9 Proposal to discharge Mr. Ronald Sandler for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.10 Proposal to discharge Mr. Rana Talwar for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.11 Proposal to discharge Mr. Klaas Westdijk for the period 01/01/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.12 Proposal to discharge Mr. Karel De Boeck for the period 01/01/2009 through 01/07/2009.

For **Against** **Abstention**

2.3.1.13 Proposal to discharge Mr. Georges Ugeux for the period 13/02/2009 through 13/02/2009.

For **Against** **Abstention**

2.3.1.14 Proposal to discharge Mr. Jozef De Mey for the period 13/02/2009 through 31/12/2009.

For **Against** **Abstention**

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2.3.1.15 Proposal to discharge Mr. Jan Zegeering Hadders for the period 13/02/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.16 Proposal to discharge Mr. Frank Arts for the period 29/04/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.17 Proposal to discharge Mr. Guy de Selliers de Moranville for the period 29/04/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.18 Proposal to discharge Mr. Roel Nieuwdorp for the period 29/04/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.19 Proposal to discharge Mr. Lionel Perl for the period 29/04/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.20 Proposal to discharge Mr. Shaoliang Jin for the period 29/04/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.1.21 Proposal to discharge Mr. Bart De Smet for the period 18/09/2009 through 31/12/2009.

For **Against** **Abstention**

2.3.2 Proposal to discharge the auditor for the financial year 2009.

For **Against** **Abstention**

4. Remuneration Policy

Proposal to approve the remuneration policy for the Board members and the members of the Group Executive Committee as explained in the explanatory note.

For **Against** **Abstention**

5. Remuneration of the Non-Executive Members of the Board of Directors

Proposal to approve the remuneration per non-executive member of the Board of Directors of Fortis SA/NV and Fortis N.V. as follows: a fixed annual retainer of EUR 45,000, an attendance fee of EUR 2,000 per Board meeting and an attendance fee of EUR 1,500 per Board committee meeting in case of members of the relevant committee and EUR 2,000 in case of the Chairman of the relevant committee; for the Chairman of the Board of Directors a fixed annual retainer of EUR 60,000 and an attendance fee of EUR 2,500 per Board meeting.

For **Against** **Abstention**

6. Board of Directors - Appointments

6.1 Proposal to appoint Mr. Bart De Smet as a member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Mr. Bart De Smet will carry out the function of executive director and will hold the title of Chief Executive Officer in accordance with the Articles of Association. Mr Bart De Smet was provisionally appointed by the Board of Directors on 1 July 2009.

For **Against** **Abstention**

6.2 Proposal to appoint, subject to the approval of the Banking, Finance and Insurance Commission and to the appointment as a member of the Board of Directors of Fortis N.V., Bridget McIntyre as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Bridget McIntyre complies with the criteria set out in article 526ter of the Belgian Companies Code and will qualify as independent director within the meaning of this article.

For **Against** **Abstention**

- 6.3 Proposal to appoint, subject to the approval of the Banking, Finance and Insurance Commission and to the appointment as a member of the Board of Directors of Fortis N.V., Belén Romana as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2013. Belén Romana complies with the criteria set out in article 526ter of the Belgian Companies Code and will qualify as independent director within the meaning of this article.

For **Against** **Abstention**

7. Acquisition and Disposal of Fortis Units

- 7.1 Proposal to authorize 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 acquire Fortis Units, in which twinned Fortis SA/NV shares are incorporated, representing up to a maximum of 10% of the issued share capital, for a consideration equivalent to the closing price of the Fortis Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen per cent (15%) or minus a maximum of fifteen per cent (15%).

For **Against** **Abstention**

- 7.2 Proposal to authorize 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 it will determine.

For **Against** **Abstention**

8. Amendments to the Articles of Association

- 8.1 Section: NAME – FORM – REGISTERED OFFICE – PURPOSE

Article 2: Name – Form

- 8.1.1 Proposal to amend the first sentence of article 2 as follows (amendments underlined):

“The name of the Company is: ageas SA/NV.”

and, should the approval of the name change of the Dutch company, Fortis N.V., by the General Meeting of Shareholders of Fortis N.V. occur, proposal to authorize two directors of the company to acknowledge the fulfilment of the condition precedent on the basis of a certificate of a director of Fortis N.V. attesting the fulfilment of the condition precedent as set out in article 27, b) of the Articles of Association of the company, and to have the consequential changes made to the Articles of Association of the company by notarial deed.

For **Against** **Abstention**

Article 3: Registered office

- 8.1.2 Proposal to insert the following new paragraph in article 3:

“It may be transferred to any other place in the Brussels Capital Region by resolution of the board of directors.”

For **Against** **Abstention**

- 8.2 Section: CAPITAL – SHARES

Article 9: Authorized capital

- 8.2.2 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 88,200,000 to issue shares to meet the coupon payment obligations under the financial instruments mentioned in the special report by the Board of Directors and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the Articles of Association, existing at the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association of the company resolved by the Extraordinary General Meeting of Shareholders which will deliberate this point.

For **Against** **Abstention**

8.2.3 Proposal to authorize the Board of Directors to increase the company capital by a maximum amount of EUR 168,000,000 to issue shares to meet the obligation to redeem the principal amount of the Redeemable Perpetual Cumulative Coupon Debt Securities issued by Fortis Bank nv-sa in September 2001 and to consequently cancel the unused balance of the authorized capital, as mentioned in article 9 a) of the Articles of Association, existing at the date of the publication in the Belgian State Gazette of the amendment to the Articles of Association of the company resolved by the Extraordinary General Meeting of Shareholders which will deliberate this point.

For **Against** **Abstention**

8.2.4 Proposal to modify the paragraph a) of article 9 of the Articles of Association worded as follows:

*“a) Subject to the Twinned Share Principle, the board of directors is authorized to increase the Company capital, in one or more transactions, with a maximum amount of [two hundred and fifty-six million two hundred thousand (256,200,000) euro] [or] [eighty-eight million two hundred thousand (88,200,000) euro] [or] [one hundred and sixty-eight million (168,000,000) euro]. This authorization is granted to the board of directors for a period of 3 years starting on the date of the publication in the Belgian State Gazette of the amendment to the articles of association of the Company resolved by the extraordinary general meeting of shareholders of 28 April 2010.”**

* The exact amount for which the Board of Directors will ultimately be authorized to increase the company capital will depend on the outcome of the vote in relation to the proposed resolutions under items 8.2.2 and 8.2.3 by the Extraordinary General Meeting of Shareholders of 28 April 2010.

For **Against** **Abstention**

Article 10: Form of the shares

8.2.5 Proposal to amend article 10 a) and d) as follows:

“a) Twinned Shares shall be registered, bearer or dematerialized shares, within the limits set by law. However no new physical bearer Twinned Shares will be issued. Holders of existing physical bearer Twinned Shares must have their bearer Twinned Shares converted into registered Twinned Shares or dematerialized Twinned Shares by the 31 December 2013 at the latest.

d) At the shareholder’s request, registered Twinned Shares may be converted to dematerialized Twinned Shares only, by cancellation of the entry in the register. Bearer Twinned Shares and dematerialized Twinned Shares may be converted to registered Twinned Shares, by submitting the physical share, if any, and the corresponding entry in the shareholders’ register. Nevertheless, the conversion of a Twinned Share into another form is suspended as far as the Twinned Shares have been lodged for a general meeting of shareholders pursuant to article 21 a) until the end of the general meeting of shareholders, unless the board of directors has determined a registration date in accordance with article 21 c).”

For **Against** **Abstention**

8.3 Section: BOARD OF DIRECTORS AND MANAGEMENT

Article 17: Remuneration

Proposal to replace article 17 as follows:

“The remuneration of the board members is determined by the board of directors in compliance with the prerogatives of the general meeting of shareholders.”

For **Against** **Abstention**

8.4 Section: NOTIFICATIONS

Article 28: Notifications

Proposal to replace article 28 as follows:

“Article 28: Disclosure of major shareholdings

The requirements of the applicable legislation on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market apply in full to the acquisition of holdings in the Company, it being understood that the duty of disclosure arises on the acquisition of a first holding of three per cent (3%) of the voting rights in the Company, without prejudice to the disclosure requirements on the acquisition of a holding of five per cent (5%) or multiples of five per cent (5%) thereafter.”

For **Against** **Abstention**

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8.5 General provision

Proposal to authorize the Chairman, with the authority to sub-delegate, to make at the time when the coordinated text is drawn up the necessary modifications to the Articles of Association, including to give effect to the new names of Fortis SA/NV and Fortis N.V.

For **Against** **Abstention**

Done at, on 2010.

Signature(s)*

() Proxies given by a usufructuary and a bare owner are only valid jointly and when they are made up in the name of the same representative.*

This document should arrive no later than Wednesday 21 April 2010 at the company specified below.

Fortis SA/NV – Corporate Administration – 1WA3A

Rue Royale 20 – 1000 Brussels – Belgium

Fax: +32 (0)2 565 57 03

E-mail: General.Meeting@fortis.com

We would appreciate it if you would provide us with a telephone number and an e-mail address where we can reach you if necessary:

Private:

Office:

E-mail: