

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

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

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

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

For **Against** **Abstention**

4. Remuneration Policy

Proposal to adopt and 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 adopt 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 Bridget McIntyre as a non-executive member of the Board of Directors until the end of the Annual General Meeting of Shareholders in 2013, subject to the appointment of Bridget McIntyre as a non-executive member of the Board of Directors of Fortis SA/NV, which latter appointment is subject to the approval of the Belgian Banking, Finance and Insurance Commission.

For **Against** **Abstention**

6.2 Proposal to appoint Belén Romana as a non-executive member of the Board of Directors until the end of the Annual General Meeting of Shareholders in 2013, subject to the appointment of Belén Romana as a non-executive member of the Board of Directors of Fortis SA/NV, which latter appointment is subject to the approval of the Belgian Banking, Finance and Insurance Commission.

For **Against** **Abstention**

7. Acquisition of Fortis Units

Proposal to authorize the Board of Directors as from 29 April 2010 for a period of 18 months, to acquire Fortis Units, which include fully paid twinned shares of Fortis N.V., up to a maximum of 10% of the issued share capital of Fortis N.V. a) through all agreements, including transactions on the stock exchange and private transactions at a price which is within a range between the closing price of the relevant Fortis Unit on Euronext on the day immediately preceding the acquisition, plus a maximum of fifteen percent (15%) and one eurocent (EUR 0.01), or b) by means of stock lending agreements under terms and conditions that comply with common market practice, but within the price range as referred to under a) above, for the number of Fortis Units from time to time to be borrowed by Fortis N.V.

For Against Abstention

8. Amendments to the Articles of Association

8.1 Section: NAME - REGISTERED OFFICE - PURPOSE

Article 2: Name

Proposal to amend article 2 as follows (amendment underlined) subject to the approval of the name change of the Belgian company, Fortis SA/NV, by the Extraordinary General Meeting of Shareholders of Fortis SA/NV:

“The name of the Company is: ageas N.V.”

The aforementioned proposal to amend the name of Fortis N.V. into ageas N.V. includes the proposal to amend any and all references in the articles of association to “Fortis” into “ageas”.

For Against Abstention

8.2 Section: CAPITAL - SHARES

Article 9: Body authorised to issue shares

Proposal to amend paragraph b) of article 9 as follows (amendment underlined):

“b. This current delegation expires on the thirty-first day of May two thousand and thirteen. If and to the extent the delegation as identified in this article has expired and has not been renewed, a resolution to issue Twinned Shares by the shareholders meeting requires the prior approval of the board of directors.”

For Against Abstention

8.3 Section: CAPITAL - SHARES

Article 10: Form of the shares

Proposal to amend paragraph a) and d) of article 10 as follows (text to be deleted bracketed and underlined and text to be amended only underlined):

“a. Twinned Shares shall be either registered or bearer shares, such at the discretion of the shareholder. However, [as from the first day of January two thousand and eight,] no physical bearer Twinned Shares will be issued [anymore], except for inclusion in the Giro System. Holders of existing bearer Twinned Shares must have their bearer Twinned Shares converted into registered Twinned Shares or included in the Giro System by the thirty-first day of December two thousand and thirteen at the latest.

d. At the shareholder’s request, registered Twinned Shares may be converted to bearer Twinned Shares [and as from the first day of January two thousand and eight to bearer Twinned Shares] for inclusion in the Giro System [only], by cancellation of the entry in the register. Bearer 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

8.4 Section: CAPITAL - SHARES

Article 11: Pre-emption right

Proposal to amend article 11 as follows (amendment underlined):

“Upon the issue of Twinned Shares against payment in cash, or in the event of the issue of convertible bonds or subscription rights, the shareholders' meeting or the board of directors, if so designated, may decide to restrict or to exclude the pre-emption right of the existing shareholders, subject to a similar decision of the appropriate corporate body of ageas SA/NV. The board of directors has been so designated until the thirty-first day of May two thousand and thirteen.”

For **Against** **Abstention**

8.5 Section: BOARD OF DIRECTORS AND MANAGEMENT

Article 17: Remuneration

Proposal to amend article 17 as follows (amendment underlined):

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

For **Against** **Abstention**

8.6 General provision

Proposal to authorize any and all members of the Board of Directors as well as any and all civil-law notaries, associates and paralegals practising with De Brauw Blackstone Westbroek N.V. to draw up the draft of the required notarial deed of amendment to the Articles of Association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment to the Articles of Association.

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 Thursday 22 April 2010 at the company specified below.
Fortis N.V. – U01.02.06
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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:

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