

**Extraordinary General Meeting of Shareholders  
of Fortis SA/NV on 7 May 2007  
PROXY**

The undersigned,

Last Name, First Name:

Address/ Registered Office:

holder of ..... Fortis shares

DECLARES having been informed that **the Extraordinary General Meeting of Shareholders of Fortis SA/NV** will be held on Monday 7 May 2007 at 9.15 AM 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 Extraordinary General Meeting of Shareholders in order to vote on its behalf on all items of the **AGENDA** below:

Agenda

**1. Opening**

**2. Acquisition and disposal of Fortis Units**

Proposal:

2.1 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%).

2.2. 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.

### 3. Amendments to the Articles of Association

#### 3.1 SECTION : CAPITAL – SHARES

##### Article 10: Form of the shares

Proposal to amend this article as follows:

- To replace the current text of paragraph a) by the following text  
*“Twinned Shares shall be registered, bearer or dematerialized shares, within the limits set by law. However, as from 1 of January 2008, no physical bearer Twinned Shares will be issued anymore. 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.”*
- To insert at the beginning of paragraph b) the words “ *non dematerialized*” between the words “Each” and “Twinned Share”
- To insert at the end of the sentence of paragraph c) the words “*and which may be held electronically*” after the words “Twinned Shares are recorded.”
- To delete paragraph d)
- To replace the current text of paragraph e) of the present article by the following text:  
*“At the shareholder’s request, registered Twinned Shares may be converted to bearer Twinned Shares, and as from 1 of January 2008 to dematerialized Twinned Shares only, by cancellation of the entry in the register.*

*Bearer Twinned Shares, and as from 1 of January 2008 also 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).”*

#### 3.2 SECTION : BOARD OF DIRECTORS AND MANAGEMENT

Proposal to insert a new article 14 entitled “Deliberations and Decisions” and worded as follows:

*“a) The board of directors shall deliberate and decide according to the rules described in the Fortis Governance Statement as amended from time to time in accordance with its terms.*

*b) In exceptional cases, when required by urgent necessity and the interest of the Company, decisions of the board of directors may be adopted, without a meeting being held, by unanimous written consent of the board members.”*

#### 3.3 SECTION : GENERAL MEETING OF SHAREHOLDERS

##### 3.3.1 Article 17 (of the present Articles of Association): Ordinary General Meeting of shareholders

Proposal to replace in paragraph a) of the present article 17, the word “May” by the word “April”.

3.3.2 Article 20 (of the present Articles of Association): Lodging of securities and of proxies

Proposal to amend this article as follows:

- To insert in paragraph a) a point 4) worded as follows:  
*“The owner of dematerialized Twinned Shares has lodged at the registered office or any other place indicated in the convocation a notice of an authorised securities account holder stating the non-transferability of the securities until the date of the meeting.”*
- To insert a new paragraph c) worded as follows  
*“The board of directors shall be authorized to set a registration date as referred to in article 536 paragraph 3 of the Company Code at midnight of the seventh working day before the date of the general meeting. If the board of directors has determined such registration date, paragraphs a) and b) above shall not apply. In this case, a person is entitled to attend the general meeting of the Company as a shareholder and to exercise voting rights in respect of the number of Twinned Shares recorded in such person’s name on the registration date in a record designated for that purpose by the board of directors, irrespective of whether or not such person is the rightful owner of such Twinned Shares at the time of the general meeting. The registration date, if set, shall be mentioned in the notice of the meeting.”*
- To replace the last part of the present paragraph c) as follows:  
*“ The proxy must be lodged at the registered office of the Company, in any case, at the latest five working days prior to the meeting”.*

3.4 SECTION : FINANCIAL YEAR – ANNUAL ACCOUNTS - DIVIDENDS

Article 25 (of the present Articles of Association) : Dividend

Proposal to replace in paragraph a) the words “CIK” and “NECIGEF” respectively by the words “Euroclear Belgium “ and “Euroclear Netherlands”.

Proposal to replace in paragraph e) point 4, last item, the words “requested the issue of” by the word “owns”“.

3.5 GENERAL PROVISION

Proposal to delegate authority to the Company Secretary, with power to sub-delegate, to coordinate the text of the Articles of Association according to the decisions made and the expiry date of some transitory provisions of the Articles of Association and also to adapt the numbering and sub-numbering of the articles and the cross-referencing between one article and another further to the modifications made.

4. Closure

Done at ....., on ..... 2007.

signature

<p>This document should arrive at Fortis SA/NV Corporate Administration (1WA2A) Rue Royale, 20 - 1000 Brussels not later than 4.00 PM on <b>Friday 27 April 2007</b></p>
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