

**General Ordinary and Extraordinary Meetings of Shareholders of Fortis SA/NV
and
Annual General Meeting of Shareholders of Fortis NV**

to be held on 31 May 2006 in Brussels and Utrecht respectively

PROXY

If you wish to be represented at these meetings, you should return this proxy form to one of the addresses at the end of this document. The proxy for the General Extraordinary Meeting of Fortis SA/NV of 11 May 2006 is not valid for the General Meetings of Shareholders of 31 May 2006.

The undersigned

Surname, First name(s)/Organisation:

Address/ Registered Office:

holder of Fortis shares

DECLARES that he/she/it has been informed that:

1. The **General Ordinary and Extraordinary Meetings of Shareholders of Fortis SA/NV** will be held on **Wednesday, 31 May 2006 at 9.15 a.m.** at 1000 Brussels, Rue de la Chancellerie, 1, and that,
2. The **Annual General Meeting of Shareholders of Fortis N.V** will be held on **Wednesday, 31 May 2006 at 3.00 PM** at 3584 BA Utrecht, Archimedeslaan 6

WISHES to be represented at the aforementioned Shareholders' Meetings of:

1. **Fortis SA/NV**
2. **Fortis N.V.**

(If necessary, please strike out the name of the company at whose Shareholders' Meeting you do not wish to be represented)

GRANTS PROXY, with right of substitution, to:

<p>Surname, first name:</p> <p>Address:</p> <p>to represent him/her/it at the aforementioned General Ordinary and Extraordinary Meetings of Shareholders of Fortis SA/NV</p>	<p>Surname, first name:</p> <p>Address:</p> <p>to represent him/her/it at the aforementioned Annual General Meeting of Shareholders of Fortis N.V.</p>
---	---

You are not required to specify a proxy. If you do not, Fortis will allocate you a proxy who will represent you at the Shareholders' Meeting(s) and will cast your vote in the manner you have indicated. If you do not indicate which way you wish to vote, it will be assumed that you are in favour of the proposed resolution.

Fortis SA/NV

In order to take the floor and to vote on his/her/its behalf on all items of the **AGENDA** below (points 2 to 4 concern the Ordinary General Meeting and points 5 and 6 the Extraordinary General Meeting):

2. Annual Report and Accounts, Dividend and Discharge

2.1 Annual Report and Accounts

2.1.1 Discussion of the annual report on the financial year 2005

2.1.2 Discussion of the consolidated annual accounts for the financial year 2005

2.1.3 Discussion and proposal to approve the statutory annual accounts of the company for the financial year 2005

2.1.4 Approval of the profit appropriation of the company for the financial year 2004

Votes	For	Against	Abstention
2.1.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2.1.4	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2.2 Dividend

2.2.1 Comments on the dividend policy

2.2.2 Proposal to adopt a gross dividend for the 2005 financial year of EUR 1.16 per Fortis Unit. As an interim dividend of EUR 0.52 per Fortis Unit was paid in September 2005, the proposed final dividend amounts to EUR 0.64 and will be payable as from June 22, 2006

Votes	For	Against	Abstention
2.2.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2.3 Discharge

2.3.1 Proposal to discharge the members of the Board of Directors for the financial year 2005

2.3.2 Proposal to discharge the auditor for the financial year 2005

Votes	For	Against	Abstention
2.3.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2.3.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. Corporate Governance

Comments on Fortis's governance relating to the reference codes and the applicable provisions regarding corporate governance

4. Appointments Board of Directors

4.1 Proposal to re-appoint

4.1.1 Mr Jan Slechte, who is eligible and has presented himself for re-election, for a period of one year, until the end of the ordinary general meeting of 2007

4.1.2 Mr Richard Delbridge, who is eligible and has presented himself for re-election, for a period of three years, until the end of the ordinary general meeting of 2009

4.1.3 Mr Klaas Westdijk, who is eligible and has presented himself for re-election, for a period of three years, until the end of the ordinary general meeting of 2009

Fortis N.V.

In order to take the floor and to vote on his/her/its behalf on all items of the **AGENDA** below (taking into consideration the explanatory note thereto):

2. Annual Report and Accounts, Dividend and Discharge

2.1 Annual Report and Accounts

2.1.1 Discussion of the annual report on the financial year 2005

2.1.2 Discussion of the consolidated annual accounts for the financial year 2005

2.1.3 Discussion and proposal to adopt the statutory annual accounts of the company for the financial year 2005

Votes	For	Against	Abstention
2.1.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2.2 Dividend

2.2.1 Comments on the dividend policy

2.2.2 Proposal to adopt a gross dividend for the 2005 financial year of EUR 1.16 per Fortis Unit. As an interim dividend of EUR 0.52 per Fortis Unit was paid in September 2005, the proposed final dividend amounts to EUR 0.64 and will be payable as from June 22, 2006

Votes	For	Against	Abstention
2.2.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2.3 Discharge

Proposal to discharge the members of the Board of Directors for the financial year 2005

Votes	For	Against	Abstention
2.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. Corporate Governance

Comments on Fortis's governance relating to the reference codes and the applicable provisions regarding corporate governance

4. Appointments Board of Directors

4.1 Proposal to re-appoint

4.1.1 Mr Jan Slechte, who is eligible and has presented himself for re-election, for a period of one year, until the end of the ordinary general meeting of 2007

4.1.2 Mr Richard Delbridge, who is eligible and has presented himself for re-election, for a period of three years, until the end of the ordinary general meeting of 2009

4.1.3 Mr Klaas Westdijk, who is eligible and has presented himself for re-election, for a period of three years, until the end of the ordinary general meeting of 2009

Fortis SA/NV

Votes	For	Against	Abstention
4.1.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- 4.2 Proposal to appoint
- 4.2.1 Mr Aloïs Michielsens for a period of three years, until the end of the ordinary general meeting of 2009
- 4.2.2 Mr Reiner Hagemann for a period of three years, until the end of the ordinary general meeting of 2009
- 4.2.3 Mrs Clara Furse for a period of three years, until the end of the ordinary general meeting of 2009

Votes	For	Against	Abstention
4.2.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.2.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.2.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Auditor

- 4.3 Proposal to renew the term of office of the statutory auditor of the company PricewaterhouseCoopers, Reviseurs d'Entreprises, which is eligible and has presented itself for re-election for the financial years 2006, 2007 and 2008 and to set its remuneration at an annual amount of EUR 432,000. The company PricewaterhouseCoopers will be represented by Mr Yves Vandenplas and Mr Luc Discry.

Votes	For	Against	Abstention
4.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

5. Authorised capital

- 5.2 Special report by the Board of Directors, prepared in accordance with Article 604, paragraph 2, and Article 607 of the Companies Code.

- 5.2 Proposal to cancel the unused balance of the authorised capital existing at the date of the meeting, and to create a new authorised capital of one billion six hundred and twenty seven million nine hundred and twenty thousand euro (EUR 1,627,920,000) for a period of three years and to authorise the use of the authorised capital, in the event of a public takeover offer, for a period of three years.

Proposal therefore to amend Article 9 of the Articles of Association as follows:

- To replace the current text of point a) by the following text: "Subject to the Twinned Share Principle, the Board of Directors is authorised to increase the share capital, in one or more operations, for up to a maximum amount of one billion six hundred and twenty seven million nine hundred and twenty thousand euro (EUR 1,627,920,000)."
- To replace in paragraph b) and c) the words "26 May 2006" by "31 May 2009".

Votes	For	Against	Abstention
5.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Fortis N.V.

Votes	For	Against	Abstention
4.1.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.1.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- 4.2 Proposal to appoint
- 4.2.1 Mr Aloïs Michielsens for a period of three years, until the end of the ordinary general meeting of 2009
- 4.2.2 Mr Reiner Hagemann for a period of three years, until the end of the ordinary general meeting of 2009
- 4.2.3 Mrs Clara Furse for a period of three years, until the end of the ordinary general meeting of 2009

Votes	For	Against	Abstention
4.2.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.2.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.2.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Accountant

- 4.3 Proposal to renew the mission of KPMG Accountants N.V. for the financial years 2006, 2007 and 2008, to audit the annual accounts.

Votes	For	Against	Abstention
4.3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

5. Authorised capital

- 5.1 Proposal to designate the Board of Directors of Fortis N.V. for a period expiring on 31 May 2009, in accordance with Article 9, paragraph b) of the articles of association, as the body authorised to issue twinned shares and cumulative preference shares and to grant rights to subscribe for such shares of the company, including the issuance of options and convertibles. This designation shall be valid for all non-issued shares that form part of the present or future authorised capital. This designation may not be revoked.

- 5.2 Proposal to designate the Board of Directors of Fortis N.V., in accordance with Article 11 of the articles of association, as the body authorised to restrict or to exclude the shareholders' pre-emption right, for a period expiring on 31 May 2009. This designation may not be revoked.

Votes	For	Against	Abstention
5.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Fortis SA/NV

6. Acquisition and Disposal of Fortis Units

Proposal

- 6.1 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 end of 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 paragraph 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%).
- 6.2 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 it will determine.

Votes	For	Against	Abstention
6.1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6.2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Fortis N.V.

6. Acquisition of Fortis Units

Proposal to authorise the Board of Directors for a period of 18 months, to acquire Fortis Units, including fully paid twinned shares of Fortis N.V., up to the maximum number permitted by the Civil Code, Book 2, Article 98 paragraph 2 and this: a) through all agreements, including transactions on the stock exchange and private transactions at a price equal 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 less a maximum of fifteen percent (15%), or b) by means of stock lending agreements under terms and conditions that comply with common market practice for the number of Fortis Units to be borrowed from time to time by Fortis N.V.

Votes	For	Against	Abstention
6	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Done at, on 2006

«ITT»

«ITTUSU»

signature*

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

This document should arrive on **Wednesday 24 May 2006**, no later than 4.00 p.m.:

Fortis SA/NV
Corporate Administration – 1WA3A
Rue Royale 20 - 1000 Brussels – Belgium

or

Fortis N.V.
Fortis Secretaries' Office (U01.18.08)
Archimedeslaan 6, 3584 BA Utrecht – Nederland