

**Extraordinary General Meeting of Shareholders of Fortis N.V.**

**to be held in Utrecht on 9 April 2010**

**PROXY MODEL**

**If you wish to be represented at this Meeting, you should return this form to the address stated at the end of this document.**

**NB:** In the case of (i) shareholders whose shares are registered with a bank or other financial institution, this form can only be accepted on condition that Fortis is provided with proof that your bank or financial institution has blocked the shares in question and (ii) holders of bearer (physical) shares on condition that they instruct the bank or financial institution at which they deposit their shares to advise the company that they will be represented.

The undersigned

Name/Organization:

First name:

Address/Registered office:

Holder of .....Fortis shares

blocked at.....

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

the **Extraordinary General Meeting of Shareholders of Fortis N.V.** will be held on Friday 9 April 2010 at 11 a.m., at the Fortis Auditorium, Archimedeslaan 6, 3584 BA Utrecht.

**WISHES to be represented:**

at the Extraordinary General Meeting of Shareholders of Fortis N.V. for all the items on the agenda and grants proxy, with right of substitution, to:

Name, first name (1):

Address:

*(1) You do not necessarily have to designate a proxy. In the event that you do not specify a particular person, Fortis will assign someone to represent you at the Meeting and to cast your vote(s) in the manner you have specified. If you have not specified how you wish to vote, it will be assumed that you are in favour of the proposed resolutions.*

IN ORDER TO VOTE on his/her/its behalf on the following items on the AGENDA:

## 2. Amendments to the Articles of Association

### 2.1 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 5 Against 5 Abstention5**

### 2.2 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 5 Against 5 Abstention5**

### 2.3 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 5 Against 5 Abstention5**

### 2.4 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 5 Against 5 Abstention5**

2.5 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 5 Against 5 Abstention5**

2.6 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 5 Against 5 Abstention5**

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 Friday 2 April 2010 at the company specified below.**

**Fortis N.V. – U01.02.06**

**Archimedeslaan 6 - 3584 BA Utrecht -The Netherlands**

**Fax: +32 (0)2 565 57 03**

**E-mail: [General.Meeting@fortis.com](mailto: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: .....