

Brussels, 19 March 2010.

THE BOARD OF DIRECTORS IS PLEASED TO INVITE THE SHAREHOLDERS OF FORTIS TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FORTIS SA/NV TO BE HELD ON

**Monday 12 April 2010 at 10.30 AM**

at the Fortis Auditorium  
Rue Royale, 20  
1000 Brussels

**Referring to past experience, we draw however your attention on the fact that this Meeting will not attain the required attendance quorum – i.e. that at least 50% of the capital must be represented – and that thus this Meeting will not be able to decide validly.**

**You will be informed on this matter on 3 April 2010 and will then be invited to the Ordinary and Extraordinary General Meetings of Shareholders of Fortis SA/NV to be held on Wednesday 28 April 2010.**

## AGENDA

1. **Opening**
2. **Acquisition and Disposal of Fortis Units**

Proposal

- 2.1 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%);
- 2.2 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.

3. **Amendments to the Articles of Association**

3.1 Section: NAME – FORM – REGISTERED OFFICE – PURPOSE

Article 2: Name – Form

- 3.1.1 Proposal to amend the first sentence of article 2 as follows (amendments underlined)<sup>1</sup>:

*“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.

Article 3: Registered Office

- 3.1.2 Proposal to insert the following new paragraph in article 3<sup>2</sup>:

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

---

<sup>1</sup> Unofficial English translation

<sup>2</sup> Unofficial English translation

### 3.2 Section: CAPITAL – SHARES

#### Article 9: Authorized capital

##### 3.2.1 Special report

Communication of the special report by the Board of Directors on the use and purpose of the authorized capital prepared in accordance with article 604 of the Belgian Companies Code

3.2.2 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.

3.2.3 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.

3.2.4 Proposal to modify the paragraph a) of article 9 of the Articles of Association worded as follows<sup>3</sup>:

*“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.”\**

\* It is assumed that it will be the Extraordinary General Meeting of Shareholders of 28 April 2010 that will effectively deliberate the two proposed resolutions mentioned above and whereby it is understood that 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 such proposed resolutions by the Extraordinary General Meeting of Shareholders of 28 April 2010.

#### Article 10: Form of the shares

3.2.5 Proposal to amend article 10 a) and d) as follows<sup>4</sup>:

*“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).”*

### 3.3 Section: BOARD OF DIRECTORS AND MANAGEMENT

#### Article 17: Remuneration

Proposal to replace article 17 as follows<sup>5</sup>:

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

---

<sup>3</sup> Unofficial English translation

<sup>4</sup> Unofficial English translation

<sup>5</sup> Unofficial English translation

### 3.4 Section: NOTIFICATIONS

#### Article 28: Notifications

Proposal to replace article 28 as follows<sup>6</sup>:

*“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.”*

### 3.5 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.

## 4. Close

### ↳ Attendance at the Meeting

As in previous years, this first Meeting will only establish formally that it has not attained the required quorum and is thus unable to decide validly. Holders of dematerialized or bearer shares who would like, nonetheless, to attend this first Meeting are invited:

- To block or to deposit their shares, by Friday 2 April 2010, at their bank or other financial institution (via their branch). Holders of bearer shares can also deposit their shares at the registered office of the company.
- To send back a proxy to the company by the same date if they wish to be represented at the Meeting. A proxy model can be obtained on simple demand at the company's registered office by the shareholders.

### ↳ Available documents

Beside the proxy mentioned above, is also available at the company's registered office to all shareholders and to any interested third party, an explanatory note to certain points of the agenda as well as the special report by the Board of Directors, prepared in accordance with Article 604 of the Companies' Code.

All documents relating to the meeting can also be found on Internet: [www.holding.fortis.com/en](http://www.holding.fortis.com/en) – Investor relations – General Meeting of Shareholders.

### ↳ Further information

Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting, or have other queries, are invited to contact the Company:

Fortis SA/NV  
Corporate Administration  
Rue Royale 20  
1000 Brussels  
Tel. : +32 (0) 2 312 10 61  
Fax : +32 (0) 2 565 57 03  
E-mail : [general.meeting@fortis.com](mailto:general.meeting@fortis.com)

Press contact : +32 (0) 2 228 66 93

Brussels, 19 March 2010.

The Board of Directors



Jozef De Mey  
Chairman

---

<sup>6</sup> Unofficial English translation