

Utrecht, 16 March 2009.

THE BOARD OF DIRECTORS OF FORTIS INVITES THE SHAREHOLDERS TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS OF FORTIS N.V. TO BE HELD ON

WEDNESDAY, 8 APRIL 2009 AT 10 A.M.

**Jaarbeurs Utrecht - Hal 12
Jaarbeursplein 6a
3521 AL Utrecht**

We draw your attention to the fact that:

- This meeting will deliberate validly on items 2 and 3 of the agenda, regardless of the attendance quorum;
- On the other hand, to be able to deliberate validly on item 4 of the agenda, the Meeting should achieve the required attendance quorum, i.e. representation of at least 50% of the share capital. If, as the experience of recent years suggests, this quorum is not reached, this item will be deliberated upon together with the Annual General Meeting of Shareholders of Fortis N.V. which will be held on 29 April 2009. In such case, the shareholders will in this case be informed hereof on 4 April 2009 by a publication in the press.

PARTICIPATION IN THE MEETING

Principle

Shareholders who would like to be able to cast their vote during the General Meeting of Fortis N.V. may:

- Attend the Meeting in person, or
- Be represented at the Meeting: i.e. issue a proxy to a representative who will vote on the shareholder's behalf.

Practical formalities

- Shareholders wishing to attend the Meeting in person
 - **Shareholders whose shares are registered directly with the company** simply have to advise the company in writing of their intention to attend, using the form with which they have been provided.
 - **Shareholders whose shares are registered with a bank or other financial institution** should contact the bank or institution in question (via their branch) and request the blocking of their shares (or part of their shares) until the end of the General Meeting, so that they may take part in that Meeting.

Holders of bearer shares (physical) may attend the General Meeting upon the condition that they instruct the financial institution at which they deposit their shares to advise the company that they will be present.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be 'dematerialised' when placed in a securities account. Consequently, it may no longer be possible to request the physical delivery of the shares in question after the Meeting.

NB:

- Shareholders should ask their financial institution, at the time the shares are blocked, a proof that the shares have been blocked, which can be presented to the company on the day of the Meeting, in the event that the access card to attend has not reached the shareholder in time.

- Shareholders who wish to be represented

- **Shareholders whose shares are registered directly with the company** simply have to return to the company the proxy model with which they have been provided.
- **Shareholders whose shares are registered with a bank or other financial institution** must:
 - also have their shares blocked via their bank or financial institution AND
 - return the proxy to the company. A proxy model is put at the disposal of the shareholders for this purpose.

Holders of bearer (physical) shares must:

- either deposit their shares with the company or instruct their financial institution to notify the company that they intend to be represented at the Meeting, AND
- return the proxy to the company. A proxy model is put at the disposal of the shareholders for this purpose.

Shareholders should note that, in principle, any physical (bearer) shares deposited at a bank in Belgium with a view to participating in a Meeting will be 'dematerialised' when placed in a securities account. Consequently, it may no longer be possible to request the physical delivery of the shares in question after the Meeting.

Deadlines for completing the formalities

- Shareholders wishing to attend the Meeting in person

These shareholders must communicate their instructions to the company, the bank or to their financial institution, as appropriate, **no later than 7 p.m. on 2 April 2009**.

- Shareholders who wish to be represented

In the case of shareholders whose shares are registered directly with the company, the proxy must be received by the company **no later than 7 p.m. on 2 April 2009**.

Shareholders whose shares are registered with a bank or other financial institution must:

- Have communicated their instructions to their bank or financial institution **no later than 7 p.m. on 2 April 2009**
- Ensure that the proxy is in the possession of the company **no later than that same date and time**.

Holders of bearer (physical) shares must:

- Have instructed their financial institution to notify the company that they intend to be represented at the meeting **no later than 7 p.m. on 2 April 2009**
- Ensure that the proxy is in the possession of the company **no later than that same date and time**.
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Financial institutions via which financial institutions must communicate their clients' instructions:

Fortis Bank Belgium and Fortis Bank Netherlands

AGENDA

1. Opening

2. Project with BNP Paribas

Proposal to approve the project based, on the one hand, on the partnering of Fortis Bank SA/NV to BNP Paribas S.A. and, on the other hand, on the consolidation of the 'bancassurance model' through a sale by Fortis Insurance N.V. of 25% plus one share in Fortis Insurance Belgium SA/NV to Fortis Bank SA/NV and through the creation of a strategic partnership between the BNP Paribas Group (including Fortis Bank SA/NV) and the Fortis Group. The terms and conditions of this project are laid down in an agreement between Fortis SA/NV, Fortis N.V., Fortis Brussels SA/NV, Fortis Utrecht N.V., Fortis Insurance N.V., BNP Paribas S.A., the Société Fédérale de Participations et d'Investissement/Federale Participatie- en Investeringsmaatschappij, the Belgian state, Fortis Bank SA/NV and Fortis Insurance Belgium SA/NV and are summarised in the shareholder circular.

3. Appointments Board of Directors

Proposal to appoint, subject to the approval of the Dutch central bank and the appointment as a member of the Board of Directors of Fortis SA/NV, of:

- 3.1 Mr. Frank Arts, as non-executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011.
- 3.2 Mr. Guy de Selliers de Moranville, as non-executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011.
- 3.3 Mr. Roel Nieuwdorp, as non-executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011.
- 3.4 Mr. Lionel Perl, as non-executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011.
- 3.5 Mr. Jin Shaoliang, as non-executive member of the Board of Directors, until the end of the Annual General Meeting of Shareholders of 2011.

4. Amendments to the Articles of Association

- 4.1 Proposal to amend the Articles of Association in accordance with a draft prepared by De Brauw Blackstone Westbroek N.V. The amendments include (i) a change of the registered seat to Utrecht, (ii) a decrease of the registered capital and a deletion of all references to Preference Shares, (iii) a reduction of the maximum number of Directors to 11 and (iv) the introduction of a limited indemnification for Directors.
- 4.2 Proposal to authorise 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 to finalise 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.

5. Close

Available documents

In addition to the proxy model mentioned above, is also available at the company's registered office to all shareholders and to any interested third party:

- An explanatory note relating to certain items on the agenda;
- A "shareholder Circular".

Fortis N.V. invites its shareholders to contact the company to receive these documents or to consult these documents on the internet site www.fortis.com in the "Investor relations" section, under "General meetings of shareholders".

Practical information

Shareholders who require any further information regarding the procedure for taking part in the Meeting are invited to contact the company:

Fortis N.V.
Company Secretariat
Archimedeslaan 6
3584 BA Utrecht
Tel.: +31 (0)30 226 36 27
Fax: +31 (0)30 226 98 35
E-mail: company.secretariat@fortis.com.

Press contact: +31 (0)30 226 32 61

Utrecht, 16 March 2009

The Board of Directors



Jozef De Mey
Chairman