

Brussels, 8 November 2008.

The Board of Directors of Fortis invites you to attend the General Meeting of Shareholders of Fortis SA/NV on

**Tuesday 2 December 2008 at 10 AM**

**Auditorium 2000**

**Brussels Expo  
Belgiëplein 1  
1020 Brussels**

*In accordance with the Belgian Law, the agenda of the General Meeting of Shareholders of Fortis SA/NV contains a specific provision which submits the continuation of the Company's business to the approval of shareholders. To be able to decide validly on this point, the Meeting must have the quorum of attendance required – i.e. at least 50% of the capital must be represented. If, as the experience of recent years suggests, this quorum is not reached, a new Meeting of Shareholders of Fortis SA/NV devoted exclusively to this point will be convened for 19 December 2008. In that case, you will be notified on Wednesday 26 November 2008.*

**AGENDA**

- 1. Opening**
- 2. Comments and justification regarding recent events**

Comments on and justification of the recent events and the decisions taken during the period 28 September – 10 October 2008, with respect to the intervention of the Belgian, Dutch and Luxembourg states and the future acquisition by BNP Paribas of Fortis group assets.

- 3. Composition of the Board of Directors and remuneration**

*The Chairman of the General Meeting will acknowledge the resignation of all the current members of the Board of Directors and propose the election of a new Board of Directors to the General Meeting.*

- 3.1 Proposal to appoint Mr. Etienne Davignon as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2009. Mr. Etienne Davignon will hold the title of Chairman.
- 3.2 Proposal to appoint Mr. Jan-Michiel Hessels as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2009.
- 3.3 Proposal to appoint Mr. Philippe Bodson as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2009.
- 3.4 Proposal to appoint Mr. Louis Cheung Chi Yan as a non-executive member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2009.

3.5 Proposal to appoint Mr. Karel De Boeck as a member of the Board of Directors until the end of the Ordinary General Meeting of Shareholders in 2010. Mr. Karel De Boeck will carry out the function of executive director and will hold the title of Chief Executive Officer in accordance with the current Articles of Association.

#### 4. Continuation of the business

4.1 Special report by the Board of Directors and deliberation in accordance with Article 633, paragraph 1 of the Companies Code.

4.2. Proposal to continue the business of the company after having been informed of the measures set out in the special report aimed at turning around the financial situation of the company

*To be able to decide validly on this fourth point, the Meeting must have the quorum of attendance required – i.e. at least 50% of the capital must be represented. If, as the experience of recent years suggests, this quorum is not reached, a new Meeting of Shareholders of Fortis SA/NV devoted exclusively to this point will be convened for 19 December 2008. In that case, shareholders will be notified by an announcement in the press on Wednesday 26 November 2008.*

#### 5 Closure

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#### ↳ Attendance to the Meeting

- Holders of shares registered with the company may take part at the Meeting provided that they advise the company in writing by **Tuesday 25 November 2008 at the latest** of their intention to take part in the Meeting. These shareholders may to that effect use the enclosed register form and proxy (the Form).
- Holders of dematerialised shares may take part in the Meeting provided that they instruct their bank where the shares are registered to advise the company of their presence through one of the following banks.

Holders of bearer shares may take part in the Meeting provided that they deposit their shares at the company's registered office or that they instruct their bank where the shares are deposited to advise the company of their presence also through one of the following banks.

#### **Fortis Bank, Fortis Banque Luxembourg, ING, KBC Bank, Petercam**

The statement by which the above mentioned banks certify that the relevant shares held by the shareholder will remain blocked until the General Meeting is closed should arrive at the company's office by **Tuesday 25 November 2008 at the latest**.

We inform the shareholders that, in principle, the physical (bearer) shares deposited at a bank in Belgium for the purpose of participating in a Meeting will be dematerialised. Consequently, it might not be possible after the Meeting to request the physical delivery of shares in question.

#### ↳ Proxies

Shareholders who are unable to attend the Meeting in person can be represented at the Meeting by making use of the enclosed Form. In addition to the provisions described above concerning the attendance to the Meeting, the company should receive the undersigned Form by **Tuesday 25 November 2008 at the latest**.

Shareholders are also entitled to specify their voting instructions on this Form.

### **Available documents**

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

1. A special report of the Board of Directors prepared in accordance with Article 633, paragraph 1 of the Companies Code. *(i)*
2. An explanatory note commenting some points on the agenda *(i)*
3. The "Shareholders Circular" with comments on the recent developments of the Fortis Group *(ii)*

*(i) These document will be sent to you on 14 November.*

*(ii) This document will be sent to you on 19 November.*

All documents relating to the Meeting can also be found on Internet: [www.fortis.com](http://www.fortis.com) ("Investor Relations"- "General Meetings of Shareholders").

### **Further information**

Shareholders wishing to obtain information relating to the modalities of attendance to the Meeting are invited to contact the Company:

Fortis SA/NV  
Corporate Administration  
Rue Royale 20  
1000 Brussels  
Tel. : +32 (0)2 565 54 18  
Fax. : +32 (0)2 565 23 84  
E-mail : [corporate.adm@fortis.com](mailto:corporate.adm@fortis.com)

Press Contact: +32 (0)2 565 35 84

The Board of Directors



Jan-Michiel Hessels

Deputy Chairman