Fortis Luxembourg Finance S.A.

(Incorporated as a public limited liability company (société anonyme) under the Laws of the Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under N° B24.784)

unconditionally and irrevocably guaranteed by

Fortis Bank

(Incorporated in the Kingdom of Belgium
and
registered in the Register of Legal Entities under the number 0403.199.702)

Minimum EUR 10,000,000 and maximum EUR 250,000,000
Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("Snowball") due 7 November 2015
(the "Notes")

Public offering in Belgium and in the Grand Duchy of Luxembourg

Subscription period: from 24 September to 28 October 2005 included save in case of early termination due to oversubscription or to material changes in market conditions

Issue Price: 102 per cent.

Issue date: 7 November 2005

Application has been made to list the Notes on Euronext Brussels

Fortis Bank

PROSPECTIVE INVESTORS AND PURCHASERS SHOULD CONSIDER THE INVESTMENT CONSIDERATIONS SET FORTH ON PAGES 6, 27, 58 AND 77 OF THIS PROSPECTUS

This Prospectus is dated 23 September 2005

SELLING RESTRICTIONS

The distribution of the Prospectus (or any part thereof) and the offering and sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus (or any part thereof) comes are required by the Issuer and the Dealer to inform themselves about and to observe any such restrictions.

Belgium: Public offering

The present Prospectus, drawn up in accordance with Chapter II of the EU Commission Regulation No 809/2004 of 29 April 2004, was approved by the Belgian Banking, Finance and Insurance Commission on 20 September 2005, pursuant to article 14 of the Law dated 22 April 2003 on the public offerings of securities. The present Prospectus constitutes a prospectus for the purposes of Article 5 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the **Prospectus Directive**).

Grand Duchy of Luxembourg: Public offering

The Issuer has requested the Belgian Banking, Finance and Insurance Commission to provide the competent authorities in Luxembourg (the *Commission de Surveillance du Secteur Financier*) with a certificate of approval attesting that the present Prospectus has been drawn up in accordance with the Prospectus Directive.

Netherlands: Public offering

The Issuer has requested the Belgian Banking, Finance and Insurance Commission to provide the competent authorities in The Netherlands (the *Autoriteit Financiële Markten*) with a certificate of approval attesting that the present Prospectus has been drawn up in accordance with the Prospectus Directive.

United States of America

The Notes are not and will not be registered under the Securities Act 1933 (as amended) of the United States of America (the "**Securities Act**") and may not be offered, sold of delivered, directly or indirectly, in the United States of America, its territories, dependencies and possessions, in any State of the United States and in the District of Columbia or to "US Persons" (as defined in Regulation S under the Securities Act). The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

United Kingdom

The Dealer has agreed that (i) it has not offered or sold and, prior to the date six months after the date of issue of the Notes, will not offer or sell any Notes to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995; (ii) it has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom; and (iii) it will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) received by it in connection with the issue or sale of the Notes in circumstances in which Section 21(1) of the Financial Services and Markets Act 2000 does not apply to the Issuer.

European Economic Area

In relation to each Member State of the European Economic Area (other than Belgium, Grand Duchy of Luxembourg and The Netherlands) which has implemented the Prospectus Directive or which, pending such implementation, applies Article 3.2 of the Prospectus Directive (each a "**Relevant Member State**"), the Notes can only be offered to the following persons:

- legal entities which are authorised or regulated to operate in the financial markets (including, credit institutions, investment firms, other authorised or regulated financial institutions, insurance companies, undertakings for collective investment and their management companies, pension and retirement funds and their management companies, commodity dealers) as well as entities not so authorised or regulated whose corporate purpose is solely to invest in securities;
- national and regional governments, central banks, international and supranational institutions (such as the International Monetary Fund, the European Central Bank, the European Investment Bank and other similar international organisations);
- any legal entities which have two or more of (i) an average number of employees during the financial year of at least 250, (ii) a total balance sheet of more than €43,000,000 and (iii) an annual net turnover of more than €50,000,000, as shown in their last annual or consolidated accounts;
- certain natural persons or small and medium-sized enterprises (as defined in the Prospectus Directive) recorded in the register of natural persons and small or medium-sized enterprises considered as qualified investors as held by the competent authority of the relevant member state, if applicable;
- as well as in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

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1 SUMMARY OF THE PROSPECTUS

dated 23 September 2005

relating to the issue of Callable Fixed Cumulative Reverse Floating Rate Notes 1 ("Snowball") Notes

for a minimum amount of
€10,000,000 and a maximum amount of €250,000,000,

to be reimbursed at par on 7 November 2005

issued by

Fortis Luxembourg Finance S.A.

unconditionally and irrevocably guaranteed by

Fortis Bank nv-sa

PUBLIC OFFERING IN BELGIUM AND IN THE GRAND DUCHY OF LUXEMBOURG

AND

LISTING ON EURONEXT BRUSSELS

Risk Factors

Performance of the underlying reference rate – determination of coupon

The Notes have a maturity of 10 years. Interest is payable annually in arrear, on 7 November of each year. At the end of the first interest period from, and including the Issue Date to, but excluding 7 November 2006, investors shall receive a gross coupon of 6.00 per cent. per annum, payable on 7 November 2006. Thereafter, for the period from, and including, 7 November 2006 to, but excluding 7 November 2015, the Notes will bear interest according to a formula which is dependant on the evolution of 12 month EURIBOR. The value of this variable rate mechanism is included in the pricing of the Notes (determination of the conditions, level of the first fixed rate).

The historical trend in the value of 12 month EURIBOR set forth in the Prospectus is not necessarily indicative of the future performance of this reference rate EURIBOR.

The Issuer may redeem, at its option, on each Interest Payment Date, all the Notes then outstanding at par. The value of this call option is included in the pricing of the Notes (determination of the conditions, level of the first fixed rate).

Any optional redemption feature of the Notes might affect their market value. Since the Issuer (as defined hereafter) may be expected to redeem the Notes when prevailing interest rates are relatively low, prospective investors generally will not be able to reinvest the redemption proceeds in a comparable security with an effective yield that is as high as the current yield on the Notes.

Liquidity

It is not possible to predict the price at which Notes will trade in the market. Application will be made to list the Notes on Euronext Brussels, but there is no guarantee that an active market for trading the Notes will develop after the listing. The market for the Notes may be limited and not liquid. The only way in which the holder can realise value from a Note prior the maturity date is to sell it in the market at the then applicable market price. The Notes may trade below par during the their lifetime.

Potential conflicts of interest - combination of functions

Potential investors should pay attention to the fact that the Issuer is a subsidiary of Fortis Bank and part of of Fortis Group whereas Fortis Bank is guarantor, dealer (on a firm underwriting basis), arranger, calculation agent, and market maker under the issue of Notes, so that various potential conflicts of interest may arise. The Issuer and Fortis Bank undertake to ensure, for each of such conflict, to act in good faith and to use reasonable efforts to come to a commercially acceptable arrangement for the Noteholders.

Banque Générale du Luxembourg that will act as fiscal and principal paying agent is also part of Fortis Group.

Investment decision

In case of any doubt about the functioning of the Notes or about the risk involved in purchasing the Notes, investors should consult a specialised financial advisor or abstain from investing. Each prospective purchaser of Notes must determine his investment decision based on its own independent review of the information included in the complete Prospectus.

Approval by the Banking, Finance and Insurance Commission

On 20 September 2005, the Prospectus (as defined below), drawn up in accordance with chapter II of the Regulation (EC) n°809/2004 of the European Commission dated 29 April 2004, has been approved by the Banking, Finance and Insurance Commission pursuant to article 14 of the Law dated 22 April 2003 on public offerings of securities. The Prospectus constitutes a prospectus for the purposes of Article 5 of the Prospectus Directive.

This approval in no way implies an evaluation of the appropriateness of the quality of the operation, or the situation of the Issuer.

The notice prescribed by article 13, first section of the aforementioned Law appeared in the press.

The Belgian Banking, Finance and Insurance Commission has provided the CSSF (*Commission de Surveillance du Secteur Financier*) (Luxembourg) with a certificate of approval attesting that the present Prospectus has been drawn up in accordance with Prospectus Directive. The Notes will be publicly offered in Belgium and in the Grand Duchy of Luxembourg.

Warnings

This "Summary" contains a brief summary of the principal characteristics of the issuance of Snowball notes (the "**Notes**"), a description of Fortis Luxembourg Finance S.A. (the "**Issuer**") and of Fortis Bank NV-SA (the "**Guarantor**" or "**Fortis Bank**"). This summary exists also in French and in Dutch (together, the "**Summaries**"). The Dutch and French versions of this Summary are only translations of this English Summary. In case of discrepancies between these Dutch and French versions and this English summary, only this English version will be legally binding. This Summary has to be read as an introduction to the prospectus dated 23 September 2005 written in English (the "**Prospectus**") and composed of the following chapters:

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B. Securities Note:	Terms and Conditions of the Notes	27
C. Registration Document:	Information on the Issuer	57
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Each decision to invest in the Notes has to be based on an exhaustive analysis by the investor of the Prospectus as a whole.

Fortis Bank has prepared this Summary, including its translation and assumes the responsibility of the content but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

The consistency between the translations of the Summary has been verified by Fortis Bank which assumes the responsibility thereof. In case of inconsistencies between the Summary and other parts of the Prospectus, the latest shall prevail. Where a claim relating to the information contained in this Prospectus is brought before a Court, the plaintiff investor may have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

1.1 CHARACTERISTICS OF THE OPERATION

Issuer	Fortis Luxembourg Finance S.A. - Luxembourg, a subsidiary of Fortis Bank, having as main objective to participate to the financing of Fortis Bank. See also the section "The Issuer" of this Summary.
Guarantor	Fortis Bank NV-SA ("Fortis Bank") - Belgium - See also the section "The Guarantor" in this Summary. The Guarantor only undertakes to ensure the payment to the investors of the amounts which have to be paid to them following the "Terms and Conditions" of the Notes.
Use of proceeds	After deduction of the expenses relating to the issuance, the product of the loan is intended to finance the activities of Fortis Bank.
Principal Amount	Minimum € 10,000,000 and maximum € 250,000,000
Form of the Notes	Bearer securities - No physical delivery - The securities have to be deposited in a securities account. Expenses incurred with the opening of a securities account: see "Costs" on page 25
Nominal Amount	€ 1,000
Minimum amount per subscription	€ 1,000
Issue Date	7 November 2005
Maturity Date	7 November 2015 (subject to early redemption)
Issue price	102 per cent.
Status of the Notes	The securities constitute unsecured and unsubordinated obligations of the Issuer and rank pari passu among themselves with all other unsubordinated present an future obligations of the Issuer.
Guarantee	The Notes are guaranteed by Fortis Bank on a non-subordinated basis.
Listing	Euronext Brussels, starting from 7 November 2005.
Calculation Agent	Fortis Bank nv-sa
Financial Service	Principal paying agent: Banque Générale du Luxembourg S.A., 50, avenue J.F. Kennedy, L-2951 Luxembourg Paying agent: Fortis Bank, Montagne du Parc 3, 1000 Brussels, internet: www.fortisbank.com.
Subscription period	From 24 September to and including 28 October 2005, subject to early termination in case of oversubscription or material changes in the market conditions. In case of early termination due to an oversubscription or material

changes of the market conditions as determined by the Dealer or the Issuer at their only discretion, allotment of Notes will be made based on objective allotment criteria according to which the first subscriptions received will be the first to be served and, if required, the amount of last subscriptions that will be served will be reduced proportionately in order to reach the total amount of Notes that will be issued. Any payments made in connection with the subscription of Notes and not alloted will be reimbursed 7 Business Days after the date of payment and the holders thereof shall not be entitled to any interest in respect of such payments.

Payment Date	7 November 2015
ISIN code	XS0230689159
Interest	The Notes shall bear interest from 7 November 2005 (the "**Issue Date**" at the applicable gross interest rate per annum (the "**Interest Rate**") payable annually in arrear on 7 November in each year, except in case of early redemption, (each such date being an "**Interest Payment Date**") for each succeeding period of one year (each of the periods being an "**Interest Period**"). The number of days in an Interest Period is determined using a year of 360 days composed of 12 months of 30 days (30/360 or Bond Basis). The applicable Interest Rate for the first Interest Period from 7 November 2005 to 7 November 2006, is 6.00 per cent. per annum (the "**Fixed Rate**"). The applicable Interest Rate for each succeeding Interest Period from 7 November 2006 to the Maturity Date, is an interest rate per annum calculated on an Interest Determination Date according to a formula which is dependant on the evolution of the 12 month EURIBOR, subject to a minimum of 0.00 per cent. *The Interest Rate I_1 applicable for the Interest Period from 7 November 2006 to7 November 2007:* I_1= 6% + 2.00% - Reference Rate *The Interest Rate I_2 applicable for the Interest Period from 7 November 2007 to 7 November 2008:* I_2= I_1 + 2.15% - Reference Rate *The Interest Rate I_3 applicable for the Interest Period from 7 November 2008 to 7 November 2009 :* I_3= I_2 + 2.30% - Reference Rate *The Interest Rate I_4 applicable for the Interest Period from 7 November 2009 to 7 November 2010 :* I_4= I_3 + 2.45% - Reference Rate *The Interest Rate I_5 applicable for the Interest Period from 7 November 2010 to 7 November 2011 :* I_5= I_4 + 2.60% - Reference Rate *The Interest Rate I_6 applicable for the Interest Period from 7 November 2011 to7 November 2012 :* I_6= I_5 + 2.75% - Reference Rate *The Interest Rate I_7 applicable for the Interest Period from 7 November 2012 to 7 November 2013 :* I_7= I_6 + 2.90% - Reference Rate *The Interest Rate I_8 applicable for the Interest Period from 7 November 2013 to 7 November 2014 :* I_8= I_7 + 3.05% - Reference Rate

The Interest Rate I_9 applicable for the Interest Period from 7 November 2014 to 7 November 2015 :
$I_9 = I_8 + 3.20\%$ - Reference Rate
where:

"**Business Day**" means a day on which (i) commercial banks and foreign exchange markets settle payments and are open for general business in Brussels and in Luxembourg and (ii) the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) system (the "TARGET System") is open.
"**EURIBOR"** (Euro Interbank Offered Rate) means the rate at which euro interbank term deposits are offered by one prime bank to another prime bank, published on a daily basis for periods from 1 week to 1 year.
"**Interest Determination Date**" means, in relation to an Interest Payment Date, a date which falls five Business Days (Brussels, Luxembourg and TARGET) prior to such Interest Payment Date.
"**Redemption Date**" means 7 November 2015 or the Early Redemption Date of the Notes, if such date is prior to the first.
"**Reference Rate**" means the 12 month EURIBOR as being the rate for deposits in euros for a period of twelve months which appears on the Telerate Page 248 as of 11.00 a.m. (Brussels time) on each Interest Determination Date. If such rate does not appear on, or is unable to determined, such rate shall be calculated in accordance with Section 2.4.1.8 of the chapter "Securities Note".

Redemption at Maturity	Each Note will be reimbursed on 7 November 2015 at an amount equal to 100% of the nominal amount of the Notes, subject to Early Redemption.
Applicable law	Luxembourg law for the Terms and Conditions of the Notes. Belgian law for the guarantee.
Submission to jurisdiction	Any disputes arising out of or in connection with the Notes will be submitted to the exclusive jurisdiction of the Courts of Luxembourg or Brussels.
Early Redemption at the Option of the Issuer	The Issuer has the option to redeem all the outstanding Notes on each Interest Payment Date ("**Optional Redemption Date**") at par, together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date, by giving not less than 5 (five) Business Days' prior notice.
Redemption for Tax Reasons	Not Authorised
Costs and taxes	See "Costs", page 25. See "Tax Regime", page 20.
Notice	Any notice to the Noteholders will be published in the Belgian press (*De Tijd* and *L'Echo*) and in the Luxembourg press (Luxembourg Wort) within 7 seven Business Days from the occurrence of the event that requires a notice.
Secondary market	Fortis Bank is market maker for this issue and will under normal market conditions guarantee a maximum spread of 1 per cent. until maturity of the Notes.

General information on the EURIBOR

The EURIBOR (Euro Interbank Offered Rate) is the benchmark rate of the large euro money market that has emerged since 1999. It is sponsored by the European Banking Federation (FBE), which represents the interests of 3,000 banks in the 15 Member States of the European Union and in Iceland, Norway and Switzerland and by the Financial Markets Association (ACI).
The EURIBOR is the rate at which euro interbank term deposits are placed. It is daily published at 11.00 a.m. (Brussels) for value two days after. The EURIBOR was first published on 30 December 1998 for value 4 January 1999. The choice of banks quoting for the EURIBOR is based on market criteria. These banks, of first class credit standing, have been selected to ensure that the diversity of the euro money market is adequately reflected. Therefore, the EURIBOR may be considered an efficient and representative benchmark.
A strict Code of Conduct sets out rules covering, amongst other things:

the criteria used to determine which banks may belong to the panel of banks;
the obligations of the Panel Banks; and
the tasks and the composition of the Steering Committee, which is responsible for overseeing EURIBOR.

Since its launch, EURIBOR has become the reference on the derivatives markets and is the underlying rate of many derivatives transactions.
Moneyline Telerate has been chosen as the screen service provider responsible for publishing EURIBOR. It is also published on a daily basis in « *l'Echo* ».
Historical information on 12 month EURIBOR can be found at page 102 of the Prospectus (see also: www.euribor.org.)
On 16 September 2005, the 12 months EURIBOR was of 2.23%.

Simulations at maturity

In the 3 examples as set out below, the theoretical evolution of the yield is calculated on the basis of theoretical values of 12 months the EURIBOR. The table below shows the theoretical evolution of the investors yield on the basis of the performance of the reference rate.

The yields are actuarial gross yields, calculated on the basis of the rate, the complete duration, the issuance price and the redemption price of the Notes.

Examples

Scenario 1: 12M Euribor unchanged

Interest Determination Date	Reference Rate (ex)	Interest Rate	Payment Date
N/A	2.23%	6.00%	7/11/2006 Early Redemption possible
31/10/2007	2.23%	5.77%	7/11/2007 Early Redemption possible
31/10/2008	2.23%	5.69%	7/11/2008 Early Redemption possible
02/11/2009	2.23%	5.76%	7/11/2009 Early Redemption possible
01/11/2010	2.23%	5.98%	7/11/2010 Early Redemption possible
31/10/2011	2.23%	6.35%	7/11/2011 Early Redemption possible
31/10/2012	2.23%	6.87%	7/11/2012 Early Redemption possible

31/10/2013	2.23%	7.54%	7/11/2013 Early Redemption possible
31/10/2014	2.23%	8.36%	7/11/2014 Early Redemption possible
02/11/2015	2.23%	9.33%	7/11/2015

Yield (before costs and taxes):

- in case of reimbursement after 1 year: 3.92%

- in case of reimbursement after 2 years : 4.81%

- in case of reimbursement after 3 years: 5.09%

- in case of reimbursement after 4 years: 5.24%

- in case of reimbursement after 5 years: 5.37%

- in case of reimbursement after 6 years: 5.51%

- in case of reimbursement after 7 years: 5.68%

- in case of reimbursement after 8 years: 5.86%

- in case of reimbursement after 9 years: 6.07%

- in case of reimbursement on 7 November 2015: 6.31%

Scenario 2: 12M Euribor increases by 0.15% per annum

Interest Determination Date	Reference Rate (ex)	Interest Rate	Payment Date
N/A	2.38%	6.00%	7/11/2006 Early Redemption possible
31/10/2007	2.53%	5.47%	7/11/2007 Early Redemption possible
31/10/2008	2.68%	4.94%	7/11/2008 Early Redemption possible
02/11/2009	2.83%	4.41%	7/11/2009 Early Redemption possible
01/11/2010	2.98%	3.88%	7/11/2010 Early Redemption possible
31/10/2011	3.13%	3.35%	7/11/2011 Early Redemption possible
31/10/2012	3.28%	2.82%	7/11/2012 Early Redemption possible
31/10/2013	3.43%	2.29%	7/11/2013 Early Redemption possible
31/10/2014	3.58%	1.76%	7/11/2014 Early Redemption possible
02/11/2015	3.73%	1.23%	7/11/2015

Yield (before costs and taxes)

- in case of reimbursement after 1 year: 3.92%

- in case of reimbursement after 2 years: 4.67%

- in case of reimbursement after 3 years: 4.76%

- in case of reimbursement after 4 years: 4.68%

- in case of reimbursement after 5 years: 4.53%

- in case of reimbursement after 6 years: 4.35%

- in case of reimbursement after 7 years: 4.16%

- in case of reimbursement after 8 years: 3.96%

- in case of reimbursement after 9 years: 3.74%

- in case of reimbursement on 7 November 2015: 3.53%

Scenario 3: 12M Euribor decreases by 0.15% per annum

Interest Determination Date	Reference Rate (ex)	Interest rate	Payment Date
N/A	2.08%	6.00%	7/11/2006 Early Redemption possible
31/10/2007	1.93%	6.07%	7/11/2007 Early Redemption possible
31/10/2008	1.78%	6.44%	7/11/2008 Early Redemption possible
02/11/2009	1.63%	7.11%	7/11/2009 Early Redemption possible
01/11/2010	1.48%	8.08%	7/11/2010 Early Redemption possible
31/10/2011	1.33%	9.35%	7/11/2011 Early Redemption possible
31/10/2012	1.18%	10.92%	7/11/2012 Early Redemption possible
31/10/2013	1.03%	12.79%	7/11/2013 Early Redemption possible
31/10/2014	0.88%	14.96%	7/11/2014 Early Redemption possible
02/11/2015	0.73%	17.43%	7/11/2015

Yield (before costs and taxes):

- in case of reimbursement after 1 year:3.92%
- in case of reimbursement after 2 years: 4.96%
- in case of reimbursement after 3 years: 5.42%
- in case of reimbursement after 4 years: 5.80%
- in case of reimbursement after 5 years: 6.20%
- in case of reimbursement after 6 years: 6.64%
- in case of reimbursement after 7 years: 7.12%
- in case of reimbursement after 8 years: 7.64%
- in case of reimbursement after 9 years: 8.19%
- in case of reimbursement on 7 November 2015: 8.76%

General Information

The issue will be fully underwritten by Fortis Bank nv-sa (the "**Dealer**") on a firm underwriting basis (the "**Underwriting Agreement**"*)* to be dated on or about 3 November 2005.

The Issuer will pay to Fortis Bank a commission of 2% of the aggregate principal amount of the issue. The Issuer will pay the legal, administrative fees and other costs relating to this issue, for an amount expected to be EUR 40,000. The net proceeds from the issue of the Notes will be used for general corporate purposes of the Issuer.

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg under Common Code: 023068915 and ISIN Code: XS0230689159.

1.2 INFORMATION CONCERNING THE ISSUER AND THE GUARANTOR

Should you wish to obtain more information concerning the Issuer and the Guarantor, please refer to chapters "Registration Document" and "Guarantees Building Block" of the Prospectus and to the documents referred to in these parts of the Prospectus.

1.2.1 The Issuer

Fortis Luxembourg Finance S.A. was incorporated on 24 September 1986 in Luxembourg as a limited liability company (société anonyme) with the name GENFINANCE LUXEMBOURG S.A., which was then changed to FORTIS LUXEMBOURG FINANCE S.A. on 12 November 2001. The registered office and its headquarter are located at 65, boulevard Grand-Duchesse Charlotte, L-1331 Luxembourg and it is registered with Luxembourg Registry of Commerce and Companies under number B24784.

The Articles of Association of the Issuer have been amended several times, most recently on 7 February 2005, published on 23 March 2005 in the "Mémorial, Recueil des Sociétés et Associations".

The corporate purpose of the company is to provide all direct or indirect financing, by any means, to its subsidiaries and other companies belonging to the Fortis Group and to lend funds, to grant loans and to give guarantees and financial and administrative assistance in connection therewith to these subsidiaries and companies.

To realise its corporate purpose, the company may amongst others:

- enter into any refinancing operation including amongst others, but not limited to, borrow in any form or obtain loans in any form, to participate into securitisation transactions and obtain funding, by amongst others issuing in any form any kind of bonds or similar securities, debentures, notes, certificates, warrants and all other kinds of financial instruments;
- give guarantees, pledge or provide any other form of security, be it by personal security or mortgage or charge on all or part of its assets;
- enter into all kinds of agreements and transactions on derivatives including amongst others, but not limited to, swaps (including credit default swaps), options and futures; and
- enter into all kinds of temporary transfers of securities including amongst others but not limited to securities lending and repurchase transactions.

The company may enter into all transactions, which it deems necessary for the accomplishment and development of its corporate purpose, remaining within the limits of the law on commercial companies of 10 August 1915.

On the date of this Prospectus, the authorised and subscribed share capital amounts to EUR 500,000, consisting of 20,000 shares each of a nominal value of EUR 25, each fully subscribed and paid up. The Issuer has no other classes of shares, nor notes outstanding which are convertible, exchangeable or reimbursable into shares of the Issuer nor notes containing the right to acquire or subscribe to shares of the Issuer.

The issuance of the Notes has been authorised through a decision of the board of directors of the Issuer dated 31 August 2005.

The Issuer is part of the Fortis group. The Guarantor holds 99,995 per cent. of the Issuer's shares.

1.2.1.1 Capitalisation of the Issuer

The capitalisation and indebtedness of the Issuer in accordance with the Issuer's audited accounts as at 31 December 2004 (figures in EUR), is as set out below:

Shareholders' Equity	
Share capital	500,000.00
Legal reserve	50,000.00
Reserve not available	1,182,021.25
Retained earnings	13,876,527.00
Total Shareholders' Equity	15,608,548.25
Long Term Debt	4,614,945,665.10
Short Term Debt (including commercial paper)	1,361,447,878.45
Total Debt Long Term and Short Term	5,976,393,543.55
Total Capitalisation	5,992,002,091.80

Since 31 December 2004, the Issuer has issued the following notes:

EUR 3,000,000 Callable Range Accrual Notes due 5 January 2012 EMTN series N° 188 XS0208319870;
USD 15,000,000 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 25 January 2020 EMTN series N° 191 XS0209607109;
EUR 5,000,000 Credit Linked Notes due 18 April 2007 EMTN series N° 192 XS0210194022;
EUR 5,000,000 Credit Linked Notes due 18 April 2007 EMTN series N° 193 XS0210194451;
USD 20,000,000 Bermudan Callable Zero Notes due 25 January 2025 EMTN series N° 194 XS0210027719;
EUR 5,750,000 8.30% Reverse Convertible Notes due 24 January 2007 convertible into ABN-AMRO shares EMTN series N° 195 XS0210749932;
EUR 3,500,000 7.80% Reverse Convertible Notes due 24 January 2007 convertible into ROYAL DUTCH shares EMTN series N° 196 XS0210750609;
EUR 4,250,000 9.00% Reverse Convertible Notes due 24 January 2006 convertible into ROCHE shares EMTN series N° 197 XS0210750435;
USD 2,300,000 USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 15 February 2020 EMTN series N° 198 XS0210881701;
EUR 30,000,000 reverse convertible Notes due 16 August 2006, convertible into Dexia shares XS0211673982;
EUR 25,000,000 3.875% Fixed Rate Notes 2005 due 31 March 2015 guaranteed on a subordinated basis XS0213287070;
EUR 10,000,000 Credit Linked Notes due 10 April 2006 EMTN series N° 199 XS0211846240;
EUR 10,000,000 Credit Linked Notes due 10 April 2007 EMTN series N° 200 XS0211847131;
USD 10,000,000 Year Callable Range Accrual Notes due 25 February 2015 EMTN series N° 201 XS0211848022;
USD 20,000,000 Year Callable Zero Coupon Notes due 25 February 2025 EMTN series N° 202 XS0212391519;
USD 1,700,000 2.5 Years Equity Linked Notes due 2007 EMTN series N° 203 XS0212501554;
EUR 16,478,000 "Target Snowball" Notes 2005 due 2015 XS0213766636;
EUR 10,000,000 Reverse Convertible Notes 2005/2006 due 8 September 2006 convertible into Deutsche Bank AG shares XS0213297202;
USD 5,600,000 Callable Range Accrual Notes due 22 March 2020 EMTN series N° 204 XS0213750713;
USD 8,500,000 Callable Range Accrual Notes due 25 March 2017 series N° 205 XS0214513631;
EUR 50,000,000, 10 Year Capped CMS-Linked Note due 11 April 2015 guaranteed on a senior subordinated basis, series N° 206 XS0214846874;
USD 2,000,000 5.00 per cent. Click T BIN (autocallable) Notes due 22 March 2007 EMTN Series N° 207 XS0214989989;
EUR 15,000,000 Reverse Convertible Notes 2005/2006 due 25 October 2006 convertible into ING Groep N.V. shares XS0216034222;
EUR 5,000,000 Credit Linked Notes due July 2006 EMTN Series N° 208 XS0215408971;
EUR 5,000,000 Credit Linked Notes due 23 July 2007 EMTN Series N° 209 XS0215409433;
USD 15,850,000, USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020 EMTN Series N° 210 XS0215556738;
USD 6,120,000, 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020, EMTN Series N° 211 XS0215556498;
USD 15,250,000, 10 Year Callable Daily Accrual Notes linked to 30 year-2 year CMS Spread due 15 April 2015, EMTN Series N° 212 XS0216471101;

USD 5,550,000, 10 Year Callable Range Accrual Notes due 15 April 2015 EMTN Series N° 213 XS0216433515;
EUR 3,330,000 Zero Coupon Autocallable Reverse Convertible Notes due 2006 convertible into Endesa S.A. shares EMTN Series N° 216 XS0217230886.
USD 3,100,000 CMS Spread Range Accrual Notes due 29 April 2020 Series N° 215 XS0217124345
EUR 1,500,000 Range Accrual Notes due 9 May 2008 Series N°217 XS0218420791
USD 75,000,000 4.25% Notes due 25 May 2010 Series N°215 XS0218424868
USD 2,100,000 Bermudan CMS Spread Range Accrual Notes due 1 June 2015 Series N°219 XS0219552568
EUR 200,000,000 Credit Linked Notes linked to CMS 7 years, floored at 4.75%, due 30 June 2012 Series N° 220 XS0220820608
EUR 7,000,000 7% Target Redemption Notes on 12 months EUIBOR Notes due 2 June 2020 Series N° 221 XS0220757214
EUR 12,000,000 TOP Notes due 14 December 2007 Series N°222 XS0220549025
EUR 20,000,000 Capped CMS Linked Notes due 1 July 2015 XS0221564544
EUR 6,000,000 Equity Index Linked Notes due 6 July 2015 Series 223 XS0222331810
USD 10,000,000 Credit Linked Notes to CMS 7 years, floored at 6%, due 30 June 2012 Series N° 224 XS0222427501
EUR 22,000,000 Capped CMS Linked Notes due 29 July 2015 XS0223235390
EUR 34,000,000 Swing Notes due 29 July 2012 XS0222939828
TRY 35,000,000 14% Notes due 27 July 2007 XS0223721654
EUR 1,500,000 Equity Linked Notes due 17 July 2008 Series N° 225 XS0224156892
EUR 7,500,000 Credit Linked Notes due 8 October 2007 Series N° 226 XS0224688043
EUR 3,000,000 11% Reverse convertible on Arcelor Notes due 28 July 2006 Series N° 227 XS0224767698
TRY 120,000,000 13.70% Notes due 28 July 2008 Series N° 229 XS0225353829
EUR 65,000,000 FRN 3 months EURIBOR + 0.06% Notes due 28 July 2008 Series N° 228 XS0225296507
EUR 2,000,000 quanto USD Libor 12 months Range Accrual Notes due 1 August 2008 Series N° 230 XS0225354470
EUR 30,000,000 Swing 2 Notes due 8 September 2012 XS0226146065

1.2.1.2 Balance Sheet as at 31 December 2004 (in EUR)[1]

	As at 31 December	
	2004 (in EUR millions)	2004 (in EUR millions)
Assets		
Fixed assets	4,610	4,252
Current assets	1,547	2,002
Prepayments	45	35
Loss of the financial year	1.6	-
Total Assets	6,205	6,291
Liabilities		
Capital and reserves	15,608	11,855
Creditors	6,143	6,242
Deferred income	46	33
Profit for the financial year	-	3.8
Total Liabilities	6,205	6,291

[1] The financial information are extracted of the audited annual accounts of the Issuer and have to be consulted together with the annual accounts (including the notes).

1.2.1.3 Profit and loss account for the year ended 31 December 2004[2] (in EUR)

	Notes	2004	2003
Administrative expenses		(544,230)	(406,295)
Income from other transferable securities and from loans forming part of the fixed assets	10	367,083,903	345,429,278
Profit on "reverse convertible" bonds		-	15,072,442
Other interest receivable and similar income	11	9,999,971	10,571,714
Interest payable and similar charges	12	(375,756,174)	(349,179,339)
Loss on "reverse convertible" bonds		-	(15,072,422)
Tax on profit or loss on ordinary activities		(2,328,394)	(2,662,012)
Profit on ordinary activities after taxation		(1,544,924)	3,753,366
Other taxes not shown under the above items		(44,463)	-
Profit for the financial year		(1,589,387)	3,753,366

No material changes occurred in the position of the Issuer since 31 December 2004.

There is no pending legal proceedings which may have significant effects on the issuer and its financial situation. The Issuer shall continue to act as a financing vehicle and, except unexpected circumstances, expects to achieve the same results than in the past year.

The above information for the years ended 31 December 2003 and 2004 is extracted from, and should be read in conjunction with, the audited financial statements (including the notes thereto) of the Issuer. The audited and approved financial statements of the Issuer for the year ended 31 December 2003 and 2004 are available free of charge at the head office of the Banque Générale de Luxembourg S.A. in Luxembourg and at the head office of Fortis Bank in Belgium.

1.2.1.4 Board of directors

As at the date of this Summary, the board of directors was comprised of the following persons:

- Bas Schreuders, Member of the Board of Directors of MeesPierson Intertrust Luxembourg;
- Edward Bruin, Director of Fiscal Affairs and Product Development of MeesPierson Intertrust Luxembourg;
- Jean Thill, Global Markets Director of Banque Générale du Luxembourg S.A.;
- Frank van Gansbeke, Chairman of the Board of the Issuer and Global Head of Funding and Liquidity of the Guarantor; and
- Christian Pithsy, Market Risk & Risk Communication of Fortis S.A./N.V.

None of the members of the board of directors is working full time for the Issuer.

The Issuer has one employee working half-time.

1.2.1.5 Statutory auditor

The financial statements for the year 2002 have been audited by Ernst & Young Société Anonyme, BP 780 L-2017 Luxembourg. The financial statements for the years 2003 and 2004 have been audited by KPMG Audit, Luxembourg, KPMG Audit, Société Civile, 31, Allée Scheffer, L-2520 Luxembourg.

[2] The financial information are extracted of the audited annual accounts of the Issuer and have to be consulted together with the annual accounts (including the notes).

1.2.2 The Guarantor

Fortis Bank is part of Fortis group and results from the merger, in 1990, of AG 1824, the main Belgian insurance company, and the Dutch group AMEV/VSB. Since that time, Fortis Bank has developed considerably through internal growth as well as through the acquisition of companies which, as the CGER and the Générale de Banque (merger of 23 June 1999), have acquired a considerable reputation.

On the operational plan, Fortis activities are built around six businesses: Network Banking, Merchant Banking, "Commercial Banking, Private Banking & Trust and, Asset Management", Insurances Holland, Insurances Belgium and International and Insurances United States. Although these three insurance businesses correspond to a geographical distribution, the three banking businesses are organised per domain of competence (consequently, transborder distribution).

Fortis Bank has its registered office at 1000 Brussels, Montagne du Parc 3 and is registered with the Register of Legal Entities under number 0403.199.702.

The decision with respect to the guarantee has been taken by Merchant Bank Risk Committee on 8 September 2005 within the delegation of powers granted by the board of directors.

1.3 TAX REGIME

The following is a general description of certain Belgian tax considerations in Belgium and in the Grand Duchy of Luxembourg relating to the Notes and deals in particular with taxes on interest income. It does not purport to be a complete analysis of all tax considerations relating to the Notes. Prospective investors should consult their tax advisers as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of Belgium or/and the laws of the Grand Duchy of Luxembourg of acquiring, holding and disposing of Notes and receiving payments of interest, principal and/or other amounts under the Notes. This summary is based upon the law as in effect on the date of the Prospectus and is subject to any change in law that may take effect after such date.

The description above is merely a summary of the current tax legislation which can change in the course of time. In case of doubt, please consult your financial and tax adviser.

1.3.1 Belgian tax regime regarding the Notes

For Belgian income tax purposes, the Notes are to be considered as fixed income securities (article 2, § 4 Income Tax Code 1992 ("ITC '92").

1.3.1.1 Tax regime applicable to Belgian resident individuals

Private individuals who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian personal income tax ("*personenbelasting/impôt des personnes physiques*"), will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

Other rules may be applicable in specific situations, in particular when the Belgian resident individuals hold the Notes in the framework of their professional activities or when their transactions concerning the Notes fall outside the scope of the management of one's private estate.

For Belgian income tax purposes, any income related to the Notes and any amount paid by the Issuer in excess of the issuance price of the Notes will constitute taxable income for a Belgian resident individual.

On the interest on the Notes paid through a professional intermediary in Belgium (for example a financial institution) a 15 per cent. withholding tax will be levied.

For Belgian resident individuals, payment of the withholding tax fully discharges personal income tax liability. This means that Belgian resident individuals will not be obliged to declare in their personal income tax return the interest received on the Notes provided that the withholding tax has been levied on such interest income (article 313 ITC '92).

If the interest income has not been subject to the levying at source of withholding tax, then the Belgian resident individual is obliged to declare such interest income in his/her personal income tax return. In such a case, the interest income will generally be subject to the separate tax rate of 15 per cent. to be increased with communal surcharges.

In case of a realisation of the Notes between two interest payment dates, an income equal to the pro rata of accrued interest corresponding to the detention period must be declared and income tax at a flat rate of 15 per cent. to be increased with communal surcharges will be due if no Belgian withholding tax has been levied on the prorata of accrued interest corresponding to the detention period.

Capital gains realised on the sale of the Notes, except for the prorata of accrued interest, are in principle tax exempt, unless the capital gains are realised outside the scope of the management of one's private estate, in which case the capital gains will be taxed at a flat rate of 33 per cent. to be increased with communal surcharges or unless the Notes are repurchased (whether or not on the maturity date) by the Issuer. In the latter case, the capital gain is taxable as interest.

The capital losses are in principle not tax deductible.

1.3.1.2 Tax regime applicable to Belgian resident companies

Companies who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian corporate income tax ("*vennootschapsbelasting/impôts des sociétés*"), will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

For Belgian resident companies, the withholding tax does not fully discharge tax liability. Thus, for taxpayers subject to the Belgian corporate income tax, the interest on foreign debt instruments will be included in the taxable base in the corporate income tax and will be taxable at the normal rate of the Belgian corporate tax, i.e. in principle 33.99 per cent.

The Belgian withholding tax will only be fully creditable to the extent that the Belgian resident company has kept the full legal ownership of the Notes during the period to which the interest payments relates (art. 280 ITC '92).

In case of payment in Belgium, a Belgian resident company can, subject to the completion of an ad hoc affidavit as to its identity, benefit from an exemption of withholding tax (art. 108 Royal Decree implementing the ITC '92 ("RD/ITC '92").

Capital gains realised on the sale of the Notes are taxable at the normal corporate income tax rate of in principle 33.99 per cent.

The capital losses are in principle tax deductible.

1.3.1.3 Tax regime applicable to non-residents

The interest income on the Notes paid through a professional intermediary in Belgium (for example a financial institution) will, in principle, be subject to a 15 per cent. withholding tax. However, if the investor is resident of a country that has entered into a double taxation agreement with Belgium, a reduction or an exemption of withholding tax may be applicable under specified circumstances.

In case of payment in Belgium, non-resident savers can, subject to the completion of an ad hoc affidavit as to their identity, benefit from an exemption of withholding tax. This exemption will apply provided that the debt instruments are not used to exercise a professional activity in Belgium and provided that the Notes are in open custody with a Belgian financial institution (art. 230 ITC '92).

The non-residents who use the debt instruments to exercise a professional activity in Belgium through a permanent establishment are subject to the same tax rules as the Belgian resident companies (art. 280 ITC '92 and article 108 RD/ITC '92).

1.3.1.4 Tax regime applicable to Belgian resident legal entities

Legal Entities who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian legal entities tax ("*rechtspersonenbelasting / impôts des personnes morales*"), for example associations, establishments of legal entities who do not exploit an enterprise or do not carry on profit-making activities, will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

Any income related to the Notes and any amount paid by the Issuer in excess of the issuance price of the Notes will constitute taxable income for a Belgian legal entity.

On the interest on the Notes paid through a professional intermediary in Belgium (for example a financial institution) a 15 per cent. withholding tax will be levied. For Belgian legal entities, payment of the withholding tax constitutes final taxation. This means that the levied withholding tax of 15 per cent. on interest on the Notes paid in Belgium constitutes in their hands the final taxation with respect to such interest income.

If the interest income has been paid abroad without the intervention of a professional intermediary in Belgium, the Belgian legal entities will have to pay the withholding tax of 15 per cent. themselves.

In case of a realisation of the Notes between two interest payment dates, Belgian legal entities have to pay a 15 per cent. withholding tax on the prorata of accrued interest corresponding to the detention period, except if it can be demonstrated that the interest will be subject to Belgian withholding tax on the interest payment date.

Capital gains realised on the sale of the Notes whether or not on the maturity date, except for the prorata of accrued interest, are in principle tax exempt, unless the Notes are repurchased by the Issuer. In such case, the capital gain is taxable as interest.

The capital losses are in principle not tax deductible.

1.3.1.5 Tax on stock exchanges and repurchase transactions

A stock exchange tax will be levied on the purchase and sale in Belgium of the Notes on a secondary market through a professional intermediary. The rate applicable for secondary sales and purchases in Belgium through a professional intermediary is 0.07 per cent. with a maximum amount of EUR 500

per transaction and per party. The tax is due separately from each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

This tax is not due by:

- intermediaries as mentioned in article 2, 9° and 10° of the Law of 2 August 2002 on the supervision of the financial sector and financial services acting for their own account;
- insurance companies as mentioned in article 2, §1 of the Law of 9 July 1975 on the supervision of insurance companies acting for their own account;
- pension and benefit funds ("voorzorgsinstellingen"/"institutions de prévoyance") as mentioned in article 2, §3, 6° of the Law of 9 July 1975 on the supervision of insurance companies acting for their own account;
- UCITS acting for their own account; and
- non-residents acting for their own account and subject to an affidavit of non-residency.

A tax on repurchase transactions ("*taxes sur les reports*") at the rate of 0.085 per cent. (subject to a maximum of EUR 500 per party and per transaction) will be due from each party to any such transaction entered into or settled in Belgium in which a stockbroker acts for either party.

However, neither of the taxes referred to above will be payable by exempt persons acting for their own account, including investors who are not Belgian resident provided they deliver an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors, as defined in Article 126/1,2º of the code of taxes assimilated to stamp tax ("*Code des taxes assimilées au timbre*") for the taxes sur les opérations de bourse and Article 139 of the same code for the taxes sur les reports.

1.3.1.6 European Directive on taxation of savings income in the form of interest payments

The European Council adopted on 3 June 2003 the Council Directive 2003/48/EC regarding the taxation of savings income and agreed on 19 July 2004 its application date of 1 July 2005. The Directive provides that the Member States of the European Union will as of 1 July 2005 proceed with a system of automatic exchange of information with respect to interest payments to individual savers resident in the other Member States. For a transitional period, Belgium will be allowed to apply a tax at source instead, at a rate of 15% for the first three year (2005-2007), 20% for the subsequent three years (2008-2010) and 35% from 1 July 2011 onwards, at the occasion of an interest payment to an individual resident in another EU Member State, except if the beneficiaries of the interest payments opt for the system of automatic exchange of information. This taxation at source is levied in addition to the applicable Belgian withholding tax.

1.3.2 Tax treatment in Luxembourg

The statements herein regarding taxation in Luxembourg are based on the laws in force in the Grand Duchy of Luxembourg as of the date of this Prospectus and are subject to any changes in law. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Notes. Each prospective holder or beneficial owner of Notes should consult its tax advisor as to the Luxembourg tax consequences of the ownership and disposition of the Notes.

Noteholders who either are tax residents of the Grand-Duchy of Luxembourg or have a permanent establishment or a fixed base of business in the Grand-Duchy of Luxembourg with which the holding of the Notes would be connected will be hereafter referred as to the "Luxembourg Noteholders".

1.3.2.1 Withholding tax

Under Luxembourg tax law currently in effect, payments of interest (including accrued but unpaid interest) to Luxembourg Noteholders will not be subject to Luxembourg withholding tax. Neither the payments upon the redemption of the Notes, nor the repayments of principal will be subject to Luxembourg withholding tax. However, the Luxembourg government has expressed the intention to introduce not earlier than 1 January, 2006 a 10 per cent. Luxembourg withholding tax on interest payments made by Luxembourg paying agents to Luxembourg individual residents.

However, a withholding tax on payments to individual Noteholders resident in another EU country than Luxembourg or resident in the Netherlands Antilles, Aruba, Jersey, Guernsey, the Isle of Man, Montserrat and the British Virgin Islands (hereafter, the "**Dependent Territories**") is required to be made since July 1, 2005 by Luxembourg paying agents pursuant to European Council Directive 2003/48/EC (the "**EU Savings Directive**").

Under the EU Savings Directive which has been transposed into Luxembourg domestic law by the law dated 21st June, 2005 that entered into force on 1st July, 2005, Member States are required as from 1st July, 2005, to provide to the tax authorities of another Member State details of payments of interest (as defined in the EU Savings Directive) made by a paying agent (as defined in the EU Savings Directive) within its jurisdiction to an individual resident in that other Member State or resident in a Dependent Territory. However, throughout the transitional period (as defined in the EU Savings Directive), Belgium, Luxembourg and Austria are allowed to withhold an amount on interest payments instead of providing details of payments of interests to the tax authorities of the other Member States. The rate of such withholding tax equals 15 per cent. for the first three years after the date of implementation of the EU Savings Directive, this rate being increased to 20 per cent. for the subsequent three years and 35 per cent. thereafter.

In Luxembourg, such withholding tax will however not be levied in accordance with article 9.1 b) of the Luxembourg law dated 21st June, 2005, if the beneficial owner presents to his paying agent a certificate drawn up in his name by the competent authority of his Member State of residence for tax purposes. In accordance with article 9.3 of the aforementioned law dated 21st July, 2005, such certificate, whose date of issue has to be within the last three years, must mention (a) the beneficial owner's address and tax identification number, or absent such a tax identification number, his date and place of birth, (b) the name and address of the paying agent and (c) the beneficial owner's account number, or absent said account number, the identification of the claim.

The ending of such transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have agreed to adopt similar measures (a withholding system in the case of Switzerland) with effect from the same date.

1.3.2.2 Tax regime applicable to Luxembourg resident – General

Luxembourg Noteholders must, for income tax purposes, include any interest received in their taxable income. These Noteholders will not be liable to any Luxembourg income tax on repayment of principal upon sale, repurchase or redemption of the Notes.

1.3.2.2.1 Tax regime applicable to Luxembourg resident individuals

Luxembourg individual Noteholders are not subject to taxation on capital gains upon the disposal of the Notes, unless the disposal of the Notes precedes the acquisition of the Notes or the Notes are disposed of within six months of the date of acquisition of these Notes.

1.3.2.2.2 Tax regime applicable to Luxembourg resident companies

Luxembourg companies (sociétés de capitaux) Noteholders must include in their taxable income the difference between the sale price (including accrued but unpaid interest under the Notes) and the lower of the cost or book value of the Notes sold.

1.3.2.2.3 Tax regime applicable to Luxembourg tax exempt entities

Luxembourg companies Noteholders which are tax exempt entities in Luxembourg (i.e., holding companies subject to the law of 31 July 1929 and undertakings for collective investment subject to the law of 20 December 2002) are not subject to any Luxembourg tax (i.e., corporate income tax, municipal business tax and net wealth tax) other than the subscription tax calculated on their share capital or net asset value.

1.3.2.2.4 Tax regime applicable to non-residents

Noteholders who are non-residents of Luxembourg and who have neither a permanent establishment nor a fixed base of business in Luxembourg with which the holding of the Notes is connected are not liable to any Luxembourg income tax, whether they receive payments of principal, payments of interest (including accrued but unpaid interest), payments received upon the redemption of the Notes, or realise capital gains on the sale of any Notes.

1.3.2.3 Net Wealth Tax

Luxembourg net wealth tax will not be levied on a Noteholder, unless (i) such Noteholder is a Luxembourg resident or (ii) the Notes are attributable to an enterprise or part thereof which is carried on in Luxembourg through a permanent establishment or (iii) the Notes are attributable to a fixed base of business in Luxembourg of the Noteholder.

1.3.2.4 Other Taxes

There is no Luxembourg registration tax, stamp duty or any other similar tax or duty payable in Luxembourg by the Noteholders as a consequence of the issuance of the Notes, nor will any of these taxes be payable as a consequence of a subsequent transfer or redemption of the Notes.

1.4 COSTS

- Tax on stock exchange transactions on the purchase/sale after the initial subscription period: 0.07 per cent. (with a cap of EUR 500.00 per transaction and per party);
- Costs of subscribing the Notes on a securities account: at the expense of the subscribers; (free at Fortis Bank nv-sa(*) and Banque Générale du Luxembourg S.A.(*);
- Financial service: free at Fortis Bank nv-sa and Banque Générale du Luxembourg S.A..

(*) The opening of a securities account is free of charge at Fortis Bank. Investors must inform themselves well as to the costs that could be charged to them by other financial institutions.

1.5 DOCUMENTATION AND NOTICES

The Prospectus can be obtained free of charge at Fortis Bank, Montagne du Parc 3, B-1000 Brussels or by phone (02/565 8535), as well as at Banque Générale Luxembourg S.A., 50 avenue JF Kennedy L-2951 Luxembourg. The potential investor can also obtain at the above mentioned address the latest annual reports of the Issuer, of the Guarantor, of the issuers of the underlying shares, as well as the latest annual and semi-annual reports of Fortis. The text of the Fiscal Agency Agreement, the text of the Guarantee and the articles of association of the Issuer and the Guarantor can also be consulted at these addresses. The latest annual and semi-annual accounts of Fortis Bank are available on the following website: www.fortis.com.

Notices to the Noteholders will be published in the Belgian and Luxembourg financial press (L'Echo and De Tijd for Belgium and the Luxemburger Wort for the Grand Duchy of Luxembourg) within 7 business days following any event requiring such publication.

2 SECURITIES NOTE[3]

2.1 PERSONS RESPONSIBLE[4]

FORTIS LUXEMBOURG FINANCE S.A., a public limited liability company (société anonyme) incorporated for an unlimited duration under the laws of the Grand-Duchy of Luxembourg (hereinafter referred to as the "**Issuer**"), with registered and principal office at 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, and FORTIS BANK nv-sa, a bank incorporated as a public limited liability company for an unlimited duration in the Kingdom of Belgium (hereinafter referred to as the "**Guarantor**" or "**Fortis Bank**"), with registered office at 1000 Brussels, Montagne du Parc 3 are responsible for the information given in this Securities Note[5]. The Issuer and the Guarantor confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Securities Note, for which they are responsible, is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import[6].

The Issuer makes no representation nor gives any assurance that information regarding 12 month EURIBOR contained in this Securities Notes is accurate or complete. Furthermore, there can be no assurance that all events occurring prior to the date of this Securities Note that would affect the value of 12 month EURIBOR have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning 12 month EURIBOR could affect the value of 12 month EURIBOR and consequently the value of the Notes.

Except for the section Historical information on the 12 month EURIBOR (included in Section 2.4.2 (Type of the underlying) of this Securities Note), the Issuer and the Guarantor accept responsibility for the information contained in this Securities Note. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of the information

2.2 RISK FACTORS[7]

The purchase of Notes may involve substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Notes.

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition.
An investment in the Notes entails significant risks not associated with similar investments in a conventional debt note, including the following:

Interest rate risk – variable rate – call option

With respect to each Interest Period starting on 7 November 2006, the Notes bear interest dependant on a quotation of the 12 month EURIBOR on the Telerate Page 248, five Business Days prior to the

[3] This Section is established in accordance with the Schedule set out in Annex XII - Minimum disclosure requirements for the Securities Note for derivative securities (schedule) – of the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (OJ L 149, 30.4.2004), Corrigendum, Official Journal L 215, 16/06/2004 (the "Regulation"). Correspondance with each item in Annex XII is indicated in the footnotes.
[4] Item 1 of Annex XII of the Regulation.
[5] Item 1.1 of Annex XII of the Regulation.
[6] Item 1.2 of Annex XII of the Regulation.
[7] Item 2 of Annex XII of the Regulation.

relevant Interest Payment Date, as more fully specified in the Terms and Conditions of the Notes (see Section 2.4.1.8 (Interest rate) of this Securities Note). Therefore the quotation will affect the interest payable on the relevant Interest Payment Date. The table included in Section 2.4.2.1 (Type of the Underlying) - Historical information on the 12 month EURIBOR sets forth the value of the 12 month EURIBOR on the last day of each month for the years 2002, 2003, 2004 and 2005. This table is purely for reference purposes, the historical movement of the 12 month EURIBOR under various economic circumstances is not necessarily indicative of the future performance of the 12 month EURIBOR or what the value of the Notes may be in the future. Any historical trend in the value of the 12 month EURIBOR set forth in the section Historical information on the 12 month EURIBOR is not an indication that the 12 month EURIBOR or the value of the Notes is more or less likely to increase or decrease at any time during the life of the Notes.

The value of the variable rate mechanism is included in the pricing of the Notes (determination of the conditions, level of the first fixed rate).

The Issuer may redeem, at its option, on each Interest Payment Date, all the Notes then outstanding at par. The value of this call option is included in the pricing of the Notes (determination of the conditions, level of the first fixed rate).

Liquidity Risk

It is not possible to predict the price at which the Notes will trade in the secondary market or whether such market will be liquid or illiquid. Application has been made to list the Notes on Euronext Brussels. No assurance can be given that there will be a market for the Notes. If the Notes are not traded on any securities exchange, pricing information for the Notes may be more difficult to obtain, and the liquidity and market prices of the Notes may be adversely affected.

The Notes may trade below par during their lifetime. Therefore, 100% of the capital invested is protected at maturity or early redemption of the Notes only.

Unless previously redeemed or purchased and cancelled, the Notes will be redeemed at their nominal amount on 7 November 2015.

Potential conflicts of interest - combination of functions

Potential investors should pay attention to the fact that the Issuer is a subsidiary of Fortis Bank and part of of Fortis Group whereas Fortis Bank is guarantor, dealer (on a firm underwriting basis), arranger, calculation agent, and market maker under the issue of Notes, so that various potential conflicts of interest may arise. The Issuer and Fortis Bank undertake to ensure, for each of such conflict, to act in good faith and to use reasonable efforts to come to a commercially acceptable arrangement for the Noteholders.

Banque Générale du Luxembourg that will act as fiscal and principal paying agent is also part of Fortis Group.

Independent review and advice

Each prospective purchaser of Notes should determine whether an investment in the Notes is appropriate in its particular circumstances and make an investment decision based on its own independent review of the financial condition and affairs and the creditworthiness of the Issuer, the Guarantor, the Terms and Conditions of the Notes and, in general, the information included in the complete Prospectus (and not only in this Securities Note) and should seek such professional advice (including, without limitation, tax, accounting, credit, legal and regulatory advice) as it deems appropriate under the circumstances.

Neither this Securities Note, any other parts of the Prospectus nor any other information supplied in connection with any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer, the Guarantor or the Dealer that any recipient of this Securities Note, any other part of the Prospectus or any other information supplied in connection with the Prospectus or any Notes should purchase any Notes.

Prospective investors who consider purchasing the Notes should reach an investment decision only after carefully considering the suitability of the Notes in light of their particular circumstances.

In case of any doubt about the content or the meaning of this Securities Note, the functioning of the Notes or about the risk involved in purchasing the Notes, investors should consult a specialised financial advisor or abstain from investing.

Prospective purchasers of the Notes should make their own independent evaluation of the risks associated with an investment in the Notes.

2.3 KEY INFORMATION[8]

2.3.1 Interest of natural and legal persons involved in the issue/offer[9]

Please see the paragraph "Conflicts of interest and combination of functions" in Section 2.2 (Risk Factors) of this Securities Note.

2.3.2 Use of proceeds[10]

The total proceeds would amount to €10,000,000 (subject to increase), after deduction of a total amount of €200,0000 (subject to increase) corresponding to the combined management , underwriting and selling commission to be paid to the Dealer. The proceeds will be on-lent to the Guarantor in order to finance its activities.

The Issuer will pay the legal, administrative fees and other costs relating to this issue, for an amount expected to be EUR 40,000. These costs and commissions are included in the pricing of the Notes.

2.4 INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING[11]

2.4.1 Information concerning the Notes[12]

The following includes the text of the Terms and Conditions of the Notes (the "**Terms and Conditions**") which, subject to amendment, will be endorsed on each Note in definitive form (if any).

By subscribing to or otherwise acquiring the Notes, the holders of the Notes are deemed to have knowledge of all the Terms and Conditions of the Notes hereafter described and to accept the said Terms and Conditions.

In this Securities Note the following terms shall have the following meanings:

[8] Item 3 of Annex XII of the Regulation.
[9] Item 3.1 of Annex XII of the Regulation.
[10] Item 3.2 of Annex XII of the Regulation.
[11] Item 4 of Annex XII of the Regulation.
[12] Item 4.1 of Annex XII of the Regulation.

"**30/360**" or "**Bond Basis**" means the number of days in the Interest Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with twelve 30-day months (unless (a) the last day of the Interest Period is the 31st day of a month but the first day of the Interest Period is a day other than the 30th or 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a 30-day month, or (b) the last day of the Interest Period is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a 30-day month)).

"**Business Day**" means a day on which (i) commercial banks and foreign exchange markets settle payments and are open for general business in Brussels and in Luxembourg and (ii) the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) system (the "TARGET System") is open.

"**Calculation Agent**" means Fortis Bank nv-sa acting in its capacity as Calculation Agent, or such other leading financial institution as the Issuer may appoint from time to time to be the Calculation Agent.

"**Closing Date**" means 7 November 2005.

"Global Note" means, whenever applicable, a Temporary Global Note or a Permanent Global Note (and together, the "**Global Notes**").

"**Interest Period**"means for the first interest period, the period from (and including) the Issue Date to (but excluding) the first Interest Payment Date and, for the succeeding interest periods, the period from (and including) an Interest Payment Date to (but excluding) the next Interest Payment Date.

"**Issue Date**" means 7 November 2005.

"**Issuer**" means Fortis Luxembourg Finance S.A.

"**Maturity Date**" means 7 November 2015, subject to adjustment in accordance with the Modified Following Business Day Convention.

"**Modified Following Business Day Convention**" means if any Interest Payment Date, Optional Redemption Date or Maturity Date would otherwise fall on a day which is not a Business Day, then such Interest Payment Date, Optional Redemption Date or Maturity Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

"**Noteholders**" means the holders of the Notes.

"**Specified Denomination**" means €1,000 per Note.

Words and expressions defined in the Agency Agreement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated.

The statements in these Terms and Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement. Copies of the Agency Agreement are available for inspection at the specified offices of the Paying Agents. The Noteholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, which are binding on them.

2.4.1.1 Type and class of Notes[13]

The €10,000,000 (subject to be increased up to €250,000,000) Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("**Snowball**") Notes due 7 November 2015 (the "**Notes**"), which expression shall in these Terms and Conditions, unless the context otherwise requires, include any further Notes issued pursuant to Section 2.4.1.20 (Further issues) of this securities note and forming a single series with the Notes, are debt securities issued subject to and with the benefit of a fiscal and paying agency agreement dated 3 November 2005 (the "**Agency Agreement**") made between the Issuer, Banque Générale du Luxembourg S.A., as fiscal and principal paying agent (in such capacity the "**Fiscal Agent**") and the other paying agents named therein (together with the Fiscal Agent, the "**Paying Agents**" and each a "**Paying Agent**").

The issue of the Notes was authorised by a resolution of the Board of Directors of the Issuer dated 3 February 2005.[14]

Application for listing of the Notes on Euronext Brussels will be made.

The Notes have been accepted for clearance through Clearstream and Euroclear (both as defined in Section 2.4.1.6 of this Securities Note) (common code: 023068915, ISIN code: XS0230689159).

2.4.1.2 Ranking of the Notes[15]

The Notes constitute direct, unconditional, general and unsecured obligations of the Issuer and will rank pari passu without any preference or priority by reason of date of issue, currency of payment or otherwise among themselves and equally with all other unsecured and unsubordinated obligations of the Issuer, whether outstanding on the date hereof or hereafter.

2.4.1.3 Denomination and currency[16]

The Notes are issued in the denomination of €1,000. On the primary market, the Notes are subject to a minimum purchase of €1,000 per subscription.

2.4.1.4 Issue date of the Notes[17]

The Notes will be issued on 7 November 2005.

2.4.1.5 Redemption of the Notes[18]

The Notes will be redeemed on 7 November 2015 (the « Maturity Date »), except if they are previously redeemed, purchased or cancelled as specified in Section 2.4.1.10 (Redemption and Purchase) of this Securities Note.

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[13] Item 4.1.1 of Annex XII of the Regulation.
[14] item 4.1.8 of Annex XII of the Regulation..
[15] Item 4.1.6 of Annex XII of the Regulation.
[16] Item 4.1.5 of Annex XII of the Regulation.
[17] Item 4.1.9 of Annex XII of the Regulation.
[18] Item 4.1.11 of Annex XII of the Regulation.

2.4.1.6 Form of the Notes[19]

The Notes are issued in bearer form. They will be initially represented by a temporary global note (the "**Temporary Global Note**"), without interest coupons, which will be deposited with a common depository for Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium ("**Euroclear**") and Clearstream, Luxembourg, S.A., 42 Avenue JF Kennedy L-1855 Luxembourg Luxembourg ("**Clearstream**") on or about 7 November 2005.

Except in a number of very limited circumstances, the Notes cannot be physically delivered.

The Notes will initially be represented by a temporary Global Note, in bearer form without Coupons with the Guarantee of the Guarantor endorsed thereon, which will be deposited on behalf of the subscribers of the relevant Notes with a common depositary for Euroclear and/or for Clearstream and/or any other relevant clearing system, or as otherwise agreed, on or about the issue date of the relevant Notes. No interest will be payable in respect of a temporary Global Note except as provided below. Upon deposit of the temporary Global Note with the Common Depositary, Euroclear or Clearstream or any other relevant clearing system will credit each subscriber with a principal amount of Notes equal to the principal amount thereof for which it has subscribed and paid.

Each of the persons shown in the records of Euroclear or Clearstream or any other relevant clearing system as the holder of a Note represented by a Global Note must look solely to Euroclear or Clearstream (as the case may be) for his share of each payment made by the Issuer to the bearer of such Global Note, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream and any other relevant clearing system. Such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note and the obligations of the Issuer will be discharged by payment to the bearer of such Global Note in respect of each amount so paid.

The temporary Global Note and the permanent Global Note contain the following provisions which apply to the Notes while they are in global form, some of which modify the effect of the terms and conditions of the Notes set out in this document:

Exchange: The temporary Global Note will be exchangeable in whole or in part for interests in a permanent Global Note with the Guarantee of the Guarantor endorsed thereon, on or after the first day following the expiry of 40 days after completion of the distribution of the Notes upon certification as to non-U.S. beneficial ownership. The permanent Global Note is exchangeable for definitive Notes by the holder giving notice to the Fiscal Agent, or by the Issuer giving notice to the Fiscal Agent and the Noteholders, of its intention to exchange such permanent Global Note for definitive Notes in the limited circumstances as set out below.

If (a) Euroclear or Clearstream or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business or (b) any of the circumstances described in Section 2.4.1.15 occurs, the holder of a permanent Global Note may surrender such permanent Global Note to or to the order of the Fiscal Agent. In exchange for the permanent Global Note the Issuer will deliver, or procure the delivery of, an equal aggregate principal amount of duly executed and authenticated definitive Notes (if appropriate, having attached to them all Coupons in respect of interest which have not already been paid on the permanent Global Note), with the Guarantee of the Guarantor endorsed thereon, security printed in accordance with any applicable legal and listing authority, stock exchange or quotation system requirements and in or substantially in the form set out in the Fiscal Agency Agreement. On exchange of the permanent Global Note, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant definitive Notes.

[19] Item 4.1.4 of Annex XII of the Regulation.

Payments: No payment falling due more than 40 days after the issue of the temporary Global Note will be made on that temporary Global Note unless exchange for an interest in a permanent Global Note is improperly withheld or refused. Payments on any temporary Global Note during the period up to 40 days after the completion of the distribution of such Tranche will only be made against presentation of certification as to non-U.S. beneficial ownership. All payments in respect of Notes represented by a Global Note will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed in the appropriate schedule to each Global Note, which endorsement will be prima facie evidence that such payment has been made in respect of the Notes.

Notices: So long as the Notes are represented by a Global Note notices may be given by delivery of the relevant notice to Euroclear or Clearstream or any other relevant clearing system for communication by them to entitled account holders in substitution for publication in a daily newspaper.

Prescription: Claims against the Issuer in respect of principal and interest (as each is defined in the Terms and Conditions) on Notes while the Notes are represented by the permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest) from the appropriate relevant due dates.

Purchase and Cancellation: Cancellation of any Note surrendered for cancellation by the Issuer following its purchase will be effected by reduction in the principal amount of the relevant Global Note.

Default: The Global Note shall become void in whole or in part on the seventh day after notice is served by the person or persons shown in the records of Euroclear or Clearstream or any other relevant clearing system as the holder or holders of the Notes (the "**Relevant Accountholder**") upon the occurrence of an Event of Default. In such circumstances each Relevant Accountholder shall acquire against the Issuer and the Guarantor all rights which the Relevant Accountholder in question would have had if, immediately before the Global Note became void, it had been holder of definitive Notes issued on the issue date of the Global Note in an aggregate principal amount equal to the principal amount of the Notes in respect of which such Relevant Accountholder is shown in the records of Euroclear or Clearstream or any other relevant clearing system.

2.4.1.7 Transfer and Title

For so long as any of the Notes is represented by a Global Note held on behalf of Euroclear and Clearstream, Luxembourg and/or any other relevant clearing system, the bearer of the relevant Global Note shall be treated by the Issuer, the Fiscal Agent and any other Paying Agent as the holder of such Notes in accordance with and subject to the terms of the relevant Global Note.

Interests in a Global Note will, so long as the Global Note is held by or on behalf of Euroclear and/or Clearstream, Luxembourg, be transferable only in accordance with the rules and procedures in force of Euroclear and/or of Clearstream, Luxembourg, as the case may be.

Under Luxembourg law, owners of interests in Global Notes governed by Luxembourg law will, subject to proof of ownership of such interest, be entitled to proceed directly against the Issuer either individually or, following the appointment of a Noteholder's representative, collectively through such representative, pursuant to the provisions of articles 86 to 94-8 of the Law of the Grand Duchy of Luxembourg of 10 August 1915 on commercial companies, as subsequently amended.

The Notes may not be transferred in fractions but only in the full denomination of EUR 1,000 or integral multiples thereof. On the primary market, the Notes are subject to a minimum purchase of EUR 1,000.

2.4.1.8 Interest Rate[20]

Interest on the Notes will be payable annually in arrear on each 7 November in each year (each such date being an "**Interest Payment Date**"), commencing on 7 November 2006 and ending on the Maturity Date, each such date being adjusted in accordance with the Modified Following Business Day Convention.

Notes bear interest from and including the Issue Date to but excluding the Maturity Date.

For the Interest Period from, and including, the Issue Date to, but excluding, the Interest Payment Date falling on 7 November 2006, the Notes bear interest at the gross rate of 6.00 per cent per annum (the "**Fixed Rate**").

For the succeeding Interest Periods, the Notes bear interest dependant on a quotation of 12 month EURIBOR as published on the Telerate Page 248, five Business Days prior to the relevant Interest Payment Date. Therefore the quotation will affect the interest payable on the relevant Interest Payment Date.

The applicable rate of interest (the "**Rate of Interest**") shall be determined by the Calculation Agent in the following manner, subject to a minimum of 0.00 per cent. (each, a "**Floating Rate**"):

- for the Interest Period from, and including, the Interest Payment Date falling in November 2006 to, but excluding the Interest Payment Date falling in November 2007, the applicable Rate of Interest (I_1) is:

I_1 = 6.00 per cent. plus 2.00 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2007 to, but excluding, the Interest Payment Date falling in November 2008, the applicable Rate of Interest (I_2) is:

I_2 = I_1 plus 2.15 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2008 to, but excluding, the Interest Payment Date falling in November 2009, the applicable Rate of Interest (I_3) is:

I_3 = I_2 plus 2.30 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2009 to, but excluding, the Interest Payment Date falling in November 2010, the applicable Rate of Interest (I_4) is:

I_4 = I_3 plus 2.45 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2010 to, but excluding, the Interest Payment Date falling in November 2011, the applicable Rate of Interest (I_5) is:

I_5 = I_4 plus 2.60 per cent. minus 12 month EURIBOR

[20] Item 4.1.2 of Annex XII of the Regulation.

- for the Interest Period from, and including, the Interest Payment Date falling in November 2011 to, but excluding, the Interest Payment Date falling in November 2012, the applicable Rate of Interest (I_6) is:

$I_6 = I_5$ plus 2.75 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2012 to, but excluding, the Interest Payment Date falling in November 2013, the applicable Rate of Interest (I_7) is:

$I_7 = I_6$ plus 2.90 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2013 to, but excluding, the Interest Payment Date falling in November 2014, the applicable Rate of Interest (I_8) is:

$I_8 = I_7$ plus 3.05 per cent. minus 12 month EURIBOR

- for the Interest Period from, and including, the Interest Payment Date falling in November 2014 to, but excluding, the Interest Payment Date falling in November 2015, the applicable Rate of Interest (I_9) is:

$I_9 = I_8$ plus 3.20 per cent. minus 12 month EURIBOR

Where:

"**12 month EURIBOR**" means the rate for deposits in euros for a period of twelve months which appears on the Telerate Page 248 as of 11.00 a.m. (Brussels time) on each Interest Determination Date.

"**Interest Determination Date**" means the day that is five Business Days prior to each Interest Payment Date relating to the relevant Interest Period (the first date being five Business Days prior to the Interest Payment Date falling in November 2007).

For the avoidance of doubt, accrual of interest and payment will be adjusted in accordance with the Modified Following Business Day Convention.

Each Note will cease to bear interest from and including the due date for redemption or repayment thereof unless, upon due presentation, payment of principal is improperly withheld or refused. In such event it shall continue to bear interest at the rate applicable for the relevant interest period (both before and after judgement) until whichever is the earlier of:

- the date on which all amounts in respect of such Note have been paid; and
- five Business Days after the date on which the full amount of the monies has been received by the Fiscal Agent and notice to that effect has been given to the Noteholders in accordance with Section 2.4.1.18 (Notices), or individually.

For the purpose of this Section, interest will be calculated on a 30/360 or Bond Basis.

2.4.1.9 Payments[21]

2.4.1.9.1 Method of Payment

Subject as provided below, payments will be made by credit or transfer to a euro account specified by the payee.

All payments are subject in all cases to any applicable fiscal or other laws and regulations applicable in the place of presentation, but without prejudice to the provisions of Section 2.4.1.13 (Taxation).

2.4.1.9.2 Payments in respect of Global Notes

Payments of principal and interest in respect of Notes represented by any Global Note will (subject as provided below) be made in the manner specified in paragraph (a) above and otherwise in the manner specified in the relevant Global Note against presentation or surrender, as the case may be, of such Global Note at the specified office of any Paying Agent outside the United States. A record of each payment made against presentation or surrender of any Global Note, distinguishing between any payment of principal and any payment of interest, will be made on such Global Note by the Paying Agent to which it was presented and such record shall be prima facie evidence that the payment in question has been made.

2.4.1.9.3 General provisions applicable to payments

The holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the beneficial owner of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for his share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note.

2.4.1.9.4 Payment Day

If the date for payment of any amount in respect of any Note is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place of presentation and shall not, except as provided in Section 2.4.1.8 (Interest rate), be entitled to further interest or other payment in respect of such delay.

For these purposes, "**Payment Day**" means any day which is:

(i) a day on which commercial banks and foreign exchange markets settle payments and are open for general business in the relevant place of presentation; and
(ii) a Business Day.

[21] Item 4.1.13 of Annex XII of the Regulation.

2.4.1.10 Redemption and Purchase

(a) At Maturity

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its nominal amount per Specified Denomination of each Note on the Maturity Date.

(b) Redemption for Tax Reasons: Not authorised

(c) Redemption at the Option of the Issuer (Issuer Call)

The Issuer may redeem, at its option, all of the Notes then outstanding on each Interest Payment Date ("**Optional Redemption Date**") at par, together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date. In the event of any such redemption, the Issuer shall give not less than 5 (five) Business Days' notice prior to the relevant Optional Redemption Date to the Fiscal Agent and the Noteholders in accordance with Section 2.4.1.18 (Notices) (which notice shall be irrevocable and shall specify the applicable Optional Redemption Date fixed for redemption).

(d) Purchases

The Issuer or any of its subsidiaries may at any time purchase Notes at any price in the open market or otherwise. Such Notes may be held, resold or, at the option of the Issuer, surrendered to any Paying Agents for cancellation.

(e) Cancellation

All Notes which are redeemed shall forthwith be cancelled. All Notes so cancelled and the Notes purchased and cancelled pursuant to paragraph (d) above shall be forwarded to the Fiscal Agent and cannot be reissued or resold.

2.4.1.11 Prescription

The Notes will become void unless presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Section 2.4.1.13 (Taxation)).

2.4.1.12 Settlement procedure of the Notes[22]

The Notes will be issued in bearer form represented by a Temporary Global Note exchangeable for a Permanent Global Note, which is exchangeable, in limited circumstances, for definitive Notes with interest coupons (the "**Coupons**") attached, in the denomination of €1,000. The definitive Notes, if any, to be issued will be drafted in the English language and will contain the Terms and Conditions of the Notes. The Temporary Global Note and the Permanent Global Note representing the full principal amount of the Notes shall be signed manually by the Issuer and the Guarantor and shall be authenticated by or on behalf of the Fiscal Agent (as defined in Section 2.4.1.17.1 of this Securities Note).

Upon payment of the net proceeds of the Notes in accordance with the Underwriting Agreement, the Issuer will issue and deliver the Temporary Global Note to Banque Générale du Luxembourg S.A. as

[22] Item 4.1.12 of Annex XII of the Regulation.

common depositary (the "**Common Depositary**") to Clearstream and Euroclear for credit to the accounts of the persons entitled thereto at Clearstream and Euroclear.

Not earlier than 40 days after the Issue Date, the Issuer shall deliver the Permanent Global Note to the Common Depositary for the accounts of the persons entitled thereto, in exchange for the Temporary Global Note. The Temporary Global Note shall be cancelled by the Fiscal Agent upon delivery of the Permanent Global Note (corresponding to the full amount of the Temporary Global Note), and returned it to the Issuer. The Permanent Global Note will only be exchangeable into definitive Notes in the limited circumstances set out in the Permanent Global Note.

2.4.1.13 Taxation[23]

All payments of principal and interests in respect of the Notes and the Coupons will be made by the Issuer without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or other charges of whatever nature, imposed or levied by or on behalf of Grand Duchy of Luxembourg or any political subdivision or any authority thereof or therein having power to tax, unless the withholding or deduction of such taxes, duties, assessments or other charges is required by law.

In that event, the Issuer will make the required withholding or deduction for the account of the Noteholders but shall not pay any additional amounts to the Noteholders.

The information below is not intended as tax advice and it does not purport to describe all the tax consequences that may be relevant to a prospective purchaser. Prospective purchasers are urged to satisfy themselves as to the overall tax consequences of purchasing, holding and/or selling the Notes.

2.4.1.13.1 Belgian tax regime regarding the Notes

For Belgian income tax purposes, the Notes are to be considered as fixed income securities (article 2, § 4 Income Tax Code 1992 ("ITC '92").

2.4.1.13.2 Tax regime applicable to Belgian resident individuals

Private individuals who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian personal income tax ("*personenbelasting/impôt des personnes physiques*"), will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

Other rules may be applicable in specific situations, in particular when the Belgian resident individuals hold the Notes in the framework of their professional activities or when their transactions concerning the Notes fall outside the scope of the management of one's private estate.

For Belgian income tax purposes, any income related to the Notes and any amount paid by the Issuer in excess of the issuance price of the Notes will constitute taxable income for a Belgian resident individual.

On the interest on the Notes paid through a professional intermediary in Belgium (for example a financial institution) a 15 per cent. withholding tax will be levied.

For Belgian resident individuals, payment of the withholding tax fully discharges personal income tax liability. This means that Belgian resident individuals will not be obliged to declare in their personal

[23] Item 4.1.14 of Annex XII of the Regulation.

income tax return the interest received on the Notes provided that the withholding tax has been levied on such interest income (article 313 ITC '92).

If the interest income has not been subject to the levying at source of withholding tax, then the Belgian resident individual is obliged to declare such interest income in his/her personal income tax return. In such a case, the interest income will generally be subject to the separate tax rate of 15 per cent. to be increased with communal surcharges.

In case of a realisation of the Notes between two interest payment dates, an income equal to the pro rata of accrued interest corresponding to the detention period must be declared and income tax at a flat rate of 15 per cent. to be increased with communal surcharges will be due if no Belgian withholding tax has been levied on the prorata of accrued interest corresponding to the detention period.

Capital gains realised on the sale of the Notes, except for the prorata of accrued interest, are in principle tax exempt, unless the capital gains are realised outside the scope of the management of one's private estate, in which case the capital gains will be taxed at a flat rate of 33 per cent. to be increased with communal surcharges or unless the Notes are repurchased (whether or not on the maturity date) by the Issuer. In the latter case, the capital gain is taxable as interest.

The capital losses are in principle not tax deductible.

2.4.1.13.3 Tax regime applicable to Belgian resident companies

Companies who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian corporate income tax ("*vennootschapsbelasting/impôts des sociétés*"), will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

For Belgian resident companies, the withholding tax does not fully discharge tax liability. Thus, for taxpayers subject to the Belgian corporate income tax, the interest on foreign debt instruments will be included in the taxable base in the corporate income tax and will be taxable at the normal rate of the Belgian corporate tax, i.e. in principle 33.99 per cent.

The Belgian withholding tax will only be fully creditable to the extent that the Belgian resident company has kept the full legal ownership of the Notes during the period to which the interest payments relates (art. 280 ITC '92).

In case of payment in Belgium, a Belgian resident company can, subject to the completion of an ad hoc affidavit as to its identity, benefit from an exemption of withholding tax (art. 108 Royal Decree implementing the ITC '92 ("RD/ITC '92").

Capital gains realised on the sale of the Notes are taxable at the normal corporate income tax rate of in principle 33.99 per cent.

The capital losses are in principle tax deductible.

2.4.1.13.4 Tax regime applicable to non-residents

The interest income on the Notes paid through a professional intermediary in Belgium (for example a financial institution) will, in principle, be subject to a 15 per cent. withholding tax. However, if the investor is resident of a country that has entered into a double taxation agreement with Belgium, a reduction or an exemption of withholding tax may be applicable under specified circumstances.

In case of payment in Belgium, non-resident savers can, subject to the completion of an ad hoc affidavit as to their identity, benefit from an exemption of withholding tax. This exemption will apply provided that the debt instruments are not used to exercise a professional activity in Belgium and provided that the Notes are in open custody with a Belgian financial institution (art. 230 ITC '92).

The non-residents who use the debt instruments to exercise a professional activity in Belgium through a permanent establishment are subject to the same tax rules as the Belgian resident companies (art. 280 ITC '92 and article 108 RD/ITC '92).

2.4.1.13.5 Tax regime applicable to Belgian resident legal entities

Legal Entities who hold the Notes and who are, for tax purposes, Belgian residents and, as a consequence, subject to the Belgian legal entities tax ("*rechtspersonenbelasting / impôts des personnes morales*"), for example associations, establishments of legal entities who do not exploit an enterprise or do not carry on profit-making activities, will, in principle, be subject, in Belgium, to the tax regime described hereunder in respect of the Notes.

Any income related to the Notes and any amount paid by the Issuer in excess of the issuance price of the Notes will constitute taxable income for a Belgian legal entity.

On the interest on the Notes paid through a professional intermediary in Belgium (for example a financial institution) a 15 per cent. withholding tax will be levied. For Belgian legal entities, payment of the withholding tax constitutes final taxation. This means that the levied withholding tax of 15 per cent. on interest on the Notes paid in Belgium constitutes in their hands the final taxation with respect to such interest income.

If the interest income has been paid abroad without the intervention of a professional intermediary in Belgium, the Belgian legal entities will have to pay the withholding tax of 15 per cent. themselves.

In case of a realisation of the Notes between two interest payment dates, Belgian legal entities have to pay a 15 per cent. withholding tax on the prorata of accrued interest corresponding to the detention period, except if it can be demonstrated that the interest will be subject to Belgian withholding tax on the interest payment date.

Capital gains realised on the sale of the Notes whether or not on the maturity date, except for the prorata of accrued interest, are in principle tax exempt, unless the Notes are repurchased by the Issuer. In such case, the capital gain is taxable as interest.

The capital losses are in principle not tax deductible.

2.4.1.13.6 Tax on stock exchanges and repurchase transactions

A stock exchange tax will be levied on the purchase and sale in Belgium of the Notes on a secondary market through a professional intermediary. The rate applicable for secondary sales and purchases in Belgium through a professional intermediary is 0.07 per cent. with a maximum amount of EUR 500 per transaction and per party. The tax is due separately from each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

This tax is not due by:

- intermediaries as mentioned in article 2, 9° and 10° of the Law of 2 August 2002 on the supervision of the financial sector and financial services acting for their own account;

- insurance companies as mentioned in article 2, §1 of the Law of 9 July 1975 on the supervision of insurance companies acting for their own account;
- pension and benefit funds ("voorzorgsinstellingen"/"institutions de prévoyance") as mentioned in article 2, §3, 6° of the Law of 9 July 1975 on the supervision of insurance companies acting for their own account;
- UCITS acting for their own account; and
- non-residents acting for their own account and subject to an affidavit of non-residency.

A tax on repurchase transactions ("*taxes sur les reports*") at the rate of 0.085 per cent. (subject to a maximum of EUR 500 per party and per transaction) will be due from each party to any such transaction entered into or settled in Belgium in which a stockbroker acts for either party.

However, neither of the taxes referred to above will be payable by exempt persons acting for their own account, including investors who are not Belgian resident provided they deliver an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors, as defined in Article 126/1,2º of the code of taxes assimilated to stamp tax ("*Code des taxes assimilées au timbre*") for the taxes sur les opérations de bourse and Article 139 of the same code for the taxes sur les reports.

2.4.1.13.7 European Directive on taxation of savings income in the form of interest payments

The European Council adopted on 3 June 2003 the Council Directive 2003/48/EC regarding the taxation of savings income and agreed on 19 July 2004 its application date of 1 July 2005. The Directive provides that the Member States of the European Union will as of 1 July 2005 proceed with a system of automatic exchange of information with respect to interest payments to individual savers resident in the other Member States. For a transitional period, Belgium will be allowed to apply a tax at source instead, at a rate of 15% for the first three year (2005-2007), 20% for the subsequent three years (2008-2010) and 35% from 1 July 2011 onwards, at the occasion of an interest payment to an individual resident in another EU Member State, except if the beneficiaries of the interest payments opt for the system of automatic exchange of information. This taxation at source is levied in addition to the applicable Belgian withholding tax.

2.4.1.13.8 Inheritance duties

No Belgian inheritance duties will be levied in respect of the Notes if the deceased Noteholder was not a Belgian resident at the time of his or her death.

2.4.1.14 Tax treatment in Luxembourg

The statements herein regarding taxation in Luxembourg are based on the laws in force in the Grand Duchy of Luxembourg as of the date of this Prospectus and are subject to any changes in law. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Notes. Each prospective holder or beneficial owner of Notes should consult its tax advisor as to the Luxembourg tax consequences of the ownership and disposition of the Notes.

Noteholders who either are tax residents of the Grand-Duchy of Luxembourg or have a permanent establishment or a fixed base of business in the Grand-Duchy of Luxembourg with which the holding of the Notes would be connected will be hereafter referred as to the "Luxembourg Noteholders".

2.4.1.14.1 Withholding tax

Under Luxembourg tax law currently in effect, payments of interest (including accrued but unpaid interest) to Luxembourg Noteholders will not be subject to Luxembourg withholding tax. Neither the payments upon the redemption of the Notes, nor the repayments of principal will be subject to Luxembourg withholding tax. However, the Luxembourg government has expressed the intention to introduce not earlier than 1 January, 2006 a 10 per cent. Luxembourg withholding tax on interest payments made by Luxembourg paying agents to Luxembourg individual residents.

However, a withholding tax on payments to individual Noteholders resident in another EU country than Luxembourg or resident in the Netherlands Antilles, Aruba, Jersey, Guernsey, the Isle of Man, Montserrat and the British Virgin Islands (hereafter, the "**Dependent Territories**") is required to be made since July 1, 2005 by Luxembourg paying agents pursuant to European Council Directive 2003/48/EC (the "**EU Savings Directive**").

Under the EU Savings Directive which has been transposed into Luxembourg domestic law by the law dated 21st June, 2005 that entered into force on 1st July, 2005, Member States are required as from 1st July, 2005, to provide to the tax authorities of another Member State details of payments of interest (as defined in the EU Savings Directive) made by a paying agent (as defined in the EU Savings Directive) within its jurisdiction to an individual resident in that other Member State or resident in a Dependent Territory. However, throughout the transitional period (as defined in the EU Savings Directive), Belgium, Luxembourg and Austria are allowed to withhold an amount on interest payments instead of providing details of payments of interests to the tax authorities of the other Member States. The rate of such withholding tax equals 15 per cent. for the first three years after the date of implementation of the EU Savings Directive, this rate being increased to 20 per cent. for the subsequent three years and 35 per cent. thereafter.

In Luxembourg, such withholding tax will however not be levied in accordance with article 9.1 b) of the Luxembourg law dated 21st June, 2005, if the beneficial owner presents to his paying agent a certificate drawn up in his name by the competent authority of his Member State of residence for tax purposes. In accordance with article 9.3 of the aforementioned law dated 21st July, 2005, such certificate, whose date of issue has to be within the last three years, must mention (a) the beneficial owner's address and tax identification number, or absent such a tax identification number, his date and place of birth, (b) the name and address of the paying agent and (c) the beneficial owner's account number, or absent said account number, the identification of the claim.

The ending of such transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have agreed to adopt similar measures (a withholding system in the case of Switzerland) with effect from the same date.

2.4.1.14.2 Tax regime applicable to Luxembourg resident – General

Luxembourg Noteholders must, for income tax purposes, include any interest received in their taxable income. These Noteholders will not be liable to any Luxembourg income tax on repayment of principal upon sale, repurchase or redemption of the Notes.

2.4.1.14.3 Tax regime applicable to Luxembourg resident individuals

Luxembourg individual Noteholders are not subject to taxation on capital gains upon the disposal of the Notes, unless the disposal of the Notes precedes the acquisition of the Notes or the Notes are disposed of within six months of the date of acquisition of these Notes.

2.4.1.14.4 Tax regime applicable to Luxembourg resident companies

Luxembourg companies (sociétés de capitaux) Noteholders must include in their taxable income the difference between the sale price (including accrued but unpaid interest under the Notes) and the lower of the cost or book value of the Notes sold.

2.4.1.14.5 Tax regime applicable to Luxembourg tax exempt entities

Luxembourg companies Noteholders which are tax exempt entities in Luxembourg (i.e., holding companies subject to the law of 31 July 1929 and undertakings for collective investment subject to the law of 20 December 2002) are not subject to any Luxembourg tax (i.e., corporate income tax, municipal business tax and net wealth tax) other than the subscription tax calculated on their share capital or net asset value.

2.4.1.14.6 Tax regime applicable to non-residents

Noteholders who are non-residents of Luxembourg and who have neither a permanent establishment nor a fixed base of business in Luxembourg with which the holding of the Notes is connected are not liable to any Luxembourg income tax, whether they receive payments of principal, payments of interest (including accrued but unpaid interest), payments received upon the redemption of the Notes, or realise capital gains on the sale of any Notes.

2.4.1.14.7 Net Wealth Tax

Luxembourg net wealth tax will not be levied on a Noteholder, unless (i) such Noteholder is a Luxembourg resident or (ii) the Notes are attributable to an enterprise or part thereof which is carried on in Luxembourg through a permanent establishment or (iii) the Notes are attributable to a fixed base of business in Luxembourg of the Noteholder.

2.4.1.14.8 Other Taxes

There is no Luxembourg registration tax, stamp duty or any other similar tax or duty payable in Luxembourg by the Noteholders as a consequence of the issuance of the Notes, nor will any of these taxes be payable as a consequence of a subsequent transfer or redemption of the Notes.

2.4.1.15 Events of Default

The holder of any Note may, by written notice to the Issuer delivered before all defaults shall have been remedied, cause such Note to become due and payable at its Nominal Amount together with interest accrued since the last Interest Payment Date, calculated at a rate as defined below (the "**Early Redemption Rate**"), as of the date on which the said notice of acceleration is received by the Issuer in the event that:

- default is made by the Issuer or the Guarantor in the due performance or observance of any obligation, condition or other provision under or in relation to the Notes or the Guarantee, as the case may be, and such default is not cured within 20 days after receipt by the Fiscal Agent of a written notice of default given by any Noteholder;
- default is made by the Issuer or the Guarantor in the payment of the principal of, or premium or prepayment charge (if any) or interest on, any other loan indebtedness of or assumed or

guaranteed by the Issuer or the Guarantor (which indebtedness in the case of the Guarantor has an aggregate principal amount of at least EUR 50,000,000 or its equivalent in any other currency or currencies) when and as the same shall become due and payable, if such default shall continue for more than the period of grace, if any, originally applicable thereto and the time for such payment has not been effectively extended, or in the event that any loan indebtedness of or assumed by the Issuer or the Guarantor (which indebtedness in the case of the Guarantor has an aggregate principal amount of at least EUR 50,000,000 or its equivalent in any other currency or currencies) shall have become repayable before the due date thereof as a result of acceleration of maturity caused by the occurrence of an event of default thereunder;

- the Issuer or the Guarantor is dissolved or wound up or otherwise ceases to exist (except in connection with a reconstruction, merger or amalgamation the terms of which have previously been approved by a meeting of the Noteholders or except in the case contemplated in Section 2.4.1.21 (Substitution) prior to the redemption of all outstanding Notes;
- the Issuer or the Guarantor becomes insolvent, is unable to pay its debts generally (or in the case of the Guarantor is in "cessation de paiements") or, as they fall due, stops, suspends or threatens to stop or suspend payment of all or a material part of its debts or ceases or threatens to cease to carry on its business, or proposes or makes a general assignment or an arrangement or composition with or for the benefit of its creditors, or a moratorium is agreed or declared in respect of or affecting all or a material part of the indebtedness of the Issuer or the Guarantor, or if the Guarantor applies for a "sursis de paiements, liquidation volontaire" (except for the purpose of a reconstruction, merger or amalgamation the terms of which have previously been approved by a meeting of the Noteholders or except in the case contemplated in Section 2.4.1.21 (Substitution) or "faillite" or any similar procedures shall have been initiated in respect of the Issuer or the Guarantor;
- it becomes unlawful for the Issuer or the Guarantor to perform any of their respective obligations under the Notes or the Guarantee, or any of their obligations ceases to be valid, binding or enforceable; or
- the Guarantee is not in full force and effect in accordance with its terms.

For the purposes of this Condition "**Early Redemption Rate**" means the rate determined by the Calculation Agent that, on the due date for redemption, has the effect of preserving for the holder of such Note the economic equivalent of the obligation of the Issuer to pay accrued interest that would, but for such redemption, have fallen due after such date.

2.4.1.16 Replacement of Notes and Coupons

Should any Note be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Fiscal Agent upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes must be surrendered before replacements will be issued.

2.4.1.17 Agents

2.4.1.17.1 Paying Agents

Banque Générale de Luxembourg S.A., 50 avenue J.F. Kennedy, L-2951 Luxembourg, is fiscal and principal paying agent (the "**Fiscal Agent**") and Fortis Bank nv-sa., Montagne du Parc 3, 1000 Brussels is paying agent in Belgium (the "**Belgian Paying Agent**") (in such capacity together with the Fiscal Agent , the « **Paying Agents** »).

The Issuer is entitled to vary or terminate the appointment of any Paying Agent and/or appoint additional or other Paying Agents and/or approve any change in the specified office through which any Paying Agent acts, provided that:

(i) so long as the Notes are listed on any stock exchange, there will at all times be a Paying Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange;

(ii) the Issuer will ensure that it maintains a Paying Agent in an EU Member State that will not be obliged to withhold or deduct tax pursuant to the European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26th-27th November, 2000 or any law implementing or complying with, or introduced in order to conform to such Directive; and

(iii) there will at all times be a Fiscal Agent which shall act as principal paying agent and paying agent in relation to the Notes.

Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Noteholders in accordance with Section 2.4.1.18 (Notices).

2.4.1.17.2 (b) Calculation Agent

Fortis Bank nv-sa, Montagne du Parc 3, B-1000 Brussels, is calculation agent in respect of the Notes (the "**Calculation Agent**")

The Calculation Agent acts solely as agent of the Issuer and shall have no responsibility to Noteholders for good faith errors or omissions in its calculations and determinations as provided in the Conditions, except such as may result from its own wilful default, gross negligence or bad faith. The calculations and determinations of the Calculation Agent shall be made in accordance with the Conditions (having regard in each case to the criteria stipulated herein and where relevant on the basis of information provided to or obtained by employees or officers of the Calculation Agent responsible for making the relevant calculation or determination) and shall, in the absence of manifest error, be final, conclusive and binding on the Noteholders. Noteholders shall not be entitled to make any claim against the Calculation Agent or the Issuer in the case where information related to 12 month EURIBOR, published on Bloomberg and/or Telerate pages, contained any error, omission or other incorrect statement.

The Issuer reserves the right to vary or terminate the appointment of the Calculation Agent provided that it shall at all times maintain a Calculation Agent. Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Noteholders in accordance with Section 2.4.1.18 (Notices).

2.4.1.18 Notices

Any notice to noteholders will be validly given if made in accordance with Luxembourg company law and published within 7 business days following any event requiring such publication in "De Tijd" and "L'Echo" (Belgium) and in the Luxemburger Wort (Luxembourg) or, if any of said newspapers shall cease to be published or timely publication therein shall not be practicable, in such other newspaper as the fiscal agent shall deem necessary to give fair and reasonable notice to the noteholders and couponholders.

Any such notice shall be deemed to have been given on the date of the last publication provided above.

Until such time as any Notes in definitive form are issued, there may (provided that, in the case of Notes listed on a stock exchange, such stock exchange permits or any other relevant authority), so long as the Global Note is held in its entirety on behalf of Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system, be substituted for such publication mentioned above the delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg and/or such other clearing system for communication by them to the holders of the relevant Notes. Any such notice shall be deemed to have been given to the holders of the Notes on the third day after the day on which the said notice was given to Euroclear and/or Clearstream, Luxembourg and/or such other clearing system.

Notices to be given by any Noteholder shall be in writing and given by lodging the same with the Fiscal Agent. Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Fiscal Agent via Euroclear and/or Clearstream, Luxembourg, as the case may be, in such manner as the Fiscal Agent and Euroclear and/or Clearstream, Luxembourg, as the case may be, may approve for this purpose.

2.4.1.19 Representation of Noteholders

Pursuant to the provisions of articles 86 to 95 relating to the representation of Noteholders of the Luxembourg Company Law of 10 August 1915, as subsequently amended, one or more Noteholder representative(s) representing the interests of all the Noteholders, as a Masse, vis-à-vis the Issuer may be appointed in accordance with the procedures set out in the aforementioned law.

The Fiscal Agent and the Issuer agree, without the consent of the Noteholders, to:

(i) any modification (except as mentioned above) of the Agency Agreement which is not materially prejudicial to the interests of the Noteholders; or

(ii) any modification of the Notes or the Agency Agreement which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of the law of the jurisdiction in which the Issuer is incorporated.

Any such modification shall be binding on the Noteholders and any such modification shall be notified to the Noteholders in accordance with Section 2.4.1.18 (Notices) as soon as practicable thereafter.

2.4.1.20 Further Issues

The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further Notes having terms and conditions the same as the Notes or the same in all respects save for the amount and date of the first payment of interest thereon and so that the same shall be consolidated and form a single series with the outstanding Notes.

2.4.1.21 Substitution

2.4.1.21.1 Substitution of the Issuer

The Issuer may at any time, without the consent of the Noteholders or the Fiscal Agent, so long as any of the Notes remains outstanding, substitute another legal entity (the "**New Issuer**") as the Issuer hereunder and of the Notes in substitution for and in lieu of the Issuer, provided that:

- the New Issuer is 75 per cent. or more directly or indirectly controlled by the Issuer or the Guarantor;

- the New Issuer expressly assumes by amendment to the Fiscal Agency Agreement the performance and observance of all the obligations of the Issuer pursuant to these Terms and Conditions, the Fiscal Agency Agreement and under the Notes;
- prior to the substitution taking effect, the New Issuer shall have obtained in its country all governmental and regulatory approvals and consents, if any, necessary for, or in connection with, the assumption by the New Issuer of the performance of all obligations and covenants under the Fiscal Agency Agreement and the Notes to be performed or observed on the part of the Issuer, and it shall have provided sufficient evidence that it can transfer to the Fiscal Agent, in immediately available and freely transferable funds in euro, all the amounts necessary for the payment of principal, interest payable under the Notes and pursuant to the Fiscal Agency Agreement.

By the substitution of Issuer, all the obligations of the Issuer pursuant to the Fiscal Agency Agreement and under the Notes will be transferred to the New Issuer.

Accordingly, in the event of such substitution taking place:

- all the Issuer's obligations under the Notes and the Fiscal Agency Agreement will be assumed exclusively by the New Issuer;
- the Issuer will be discharged from all its obligations under the Notes and the Fiscal Agency Agreement;the Guarantor's guarantee will apply to the obligations of the New Issuer under the Notes and the Fiscal Agency Agreement; and
- any reference to the Issuer in the Terms and Conditions, the Notes and the Fiscal Agency Agreement will apply to the New Issuer and the reference to the Grand Duchy of Luxembourg in Section 2.4.1.13 (Taxation) will apply to the country of the New Issuer.

The Noteholders will be informed of any substitution of Issuer within a period of 90 days in accordance with Section 2.4.1.18 (Notices).

2.4.1.21.2 Substitution of the Guarantor

The Fiscal Agency Agreement provides that the Guarantor may at any time, without the consent of the Noteholders or the Fiscal Agent, so long as any of the Notes remains outstanding, substitute another legal entity (the "**New Guarantor**") as the Guarantor hereunder and of the Notes in substitution for and in lieu of the Guarantor, provided that:

- the New Guarantor is the result of the merger, consolidation or other form of amalgamation of the Guarantor with another company;
- the shareholder's equity of the New Guarantor is at least equal to the shareholder's equity of the Guarantor at the time of the Substitution; and
- the New Guarantor expressly assumes by amendment to the Fiscal Agency Agreement the performance and observance of all the obligations of the Guarantor pursuant to these Terms and Conditions, the Fiscal Agency Agreement, the Notes and under the Guarantee.

By the substitution of Guarantor, all the obligations of the Guarantor pursuant to the Fiscal Agency Agreement and under the Notes and the Guarantee will be transferred to the New Guarantor.

Accordingly, in the event of such substitution taking place:

- all the Guarantor's obligations under the Notes, the Guarantee and the Fiscal Agency Agreement will be assumed exclusively by the New Guarantor;
- the Guarantor will be discharged from all its obligations under the Notes, the Guarantee and the Fiscal Agency Agreement; and

- any reference to the Guarantor in the Terms and Conditions of the Notes, the Notes and the Fiscal Agency Agreement will apply to the New Guarantor and any reference to the Kingdom of Belgium will apply to the country of the New Guarantor.

The Noteholders will be informed of any substitution of the Guarantor within a period of 90 days in accordance with Section 2.4.1.18 (Notices).

2.4.1.22 Rights attaching to the Notes and procedure for exercise[24]

There are no special rights attaching to the Notes.

2.4.1.23 Governing Law and Submission to jurisdiction[25]

The Notes are governed by, and shall be construed in accordance with, the laws of the Grand-Duchy of Luxembourg. Claims against the Issuer thereunder may be brought before any competent court in Luxembourg or in Belgium, to the non-exclusive jurisdiction of all of which the Issuer and the Guarantor hereby submit.

The Guarantor has elected domicile at the office of the Issuer for all acts, formalities or procedures.

2.4.2 Information concerning the underlying reference rate [26]

2.4.2.1 Type of underlying

The EURIBOR (Euro Interbank Offered Rate) is the benchmark rate of the large euro money market that has emerged since 1999. It is sponsored by the European Banking Federation (FBE), which represents the interests of 3,000 banks in the 15 Member States of the European Union and in Iceland, Norway and Switzerland and by the Financial Markets Association (ACI).

The EURIBOR is the rate at which euro interbank term deposits are offered by one prime bank to another prime bank and is published at 11.00 a.m. CET for spot value (T+2).

The EURIBOR was first published on 30 December 1998 for value 4 January 1999.

The choice of banks quoting for Euribor is based on market criteria. These banks are of first class credit standing. They have been selected to ensure that the diversity of the euro money market is adequately reflected, thereby making Euribor an efficient and representative benchmark.

The EURIBOR is the rate at which euro interbank term deposits within the euro zone are offered by one prime bank to another prime bank.

For more information on the EURIBOR please see www.euribor.org

The Notes shall bear interest at the gross rate of 6.00 per cent. per annum payable annually in arrear on 7 November 2006 for the period from, and including, the Issue Date to, but excluding, 7 November 2006. Thereafter, for the period from, and including, 7 November 2006 to, but excluding, the Maturity Date, the Notes will bear interest according to a formula which is dependant on the evolution of 12

[24] Item 4.1.7 of Annex XII of the Regulation.
[25] Item 4.1.3 of Annex XII of the Regulation.
[26] Item 4.2 of Annex XII of the Regulation.

month EURIBOR as shall be determined by the Calculation Agent and as more fully described in Section 4.1.8 (*Interest Rate*), and subject to a minimum of 0.00 per cent. and subject to early redemption.

Historical information on the 12 month EURIBOR

The information below has been extracted from publicly available information for the information of investors. The Issuer accepts responsibility as to the correct reproduction of such information, but no further or other responsibility (express or implied) is accepted by the Issuer in respect of such information.

Historical information on the 12 month EURIBOR for years 2002, 2003, 2004 and 2005

Date	Value on the last day of each month
31/01/2002	3.624
28/02/2002	3.613
28/03/2002	3.953
30/04/2002	3.759
31/05/2002	3.963
28/06/2002	3.765
31/07/2002	3.539
30/08/2002	3.401
30/09/2002	3.113
31/10/2002	3.125
29/11/2002	3.017
31/12/2002	2.749
31/01/2003	2.636
28/02/2003	2.412
31/03/2003	2.394
30/04/2003	2.423
30/05/2003	2.142
30/06/2003	2.060
31/07/2003	2.112
29/08/2003	2.315
30/09/2003	2.130
31/10/2003	2.386
28/11/2003	2.470
31/12/2003	2.305
30/01/2004	2.263
27/02/2004	2.086
31/03/2004	1.983
30/04/2004	2.239
31/05/2004	2.307
30/06/2004	2.426
30/07/2004	2.387
31/08/2004	2.296
30/09/2004	2.392
29/10/2004	2.307
30/11/2004	2.302
31/12/2004	2.356
31/01/2005	2.287
28/02/2005	2.335
31/03/2005	2.359
30/04/2005	2.205
31/05/2005	2.173
30/06/2005	2.082

31/07/2005	2.197
31/08/05	2.209

Historical evolution of the Euribor 12 months rate from 2002 until July 2005

Period	High	Low	Average
2002	4.101	2.746	3.4933
2003	2.797	1.929	2.3339
2004	2.479	1.947	2.2746
January 2005	2.362	2.287	2.3121
February 2005	2.341	2.281	2.31
March 2005	2.395	2.284	2.3348
April 2005	2.335	2.205	2.2651
May 2005	2.229	2.173	2.1933
June 2005	2.153	2.057	2.1028
July 2005	2.195	2.091	2.168
August 2005	2.263	2.188	2.229

On 16 September 2005, the EURIBOR 12 Months amounted to 2.23%

(Source: Bloomberg)

The Issuer and the Dealer do not accept any responsibility for the calculation, maintenance or publication of the EURIBOR 12 months rate or any successor rate.

2.4.2.2 Market disruption27

If, on any Interest Determination Date, such rate does not appear on, or is unable to be determined, from the Telerate Page 248, the 12 month EURIBOR rate for that Interest Determination Date shall be the rate per annum which the Calculation Agent certifies to be the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the offered rates for deposits in EUR for a period of twelve months which four major banks in the Euro-zone interbank market are offering to prime banks in the Euro-zone interbank market, at approximately 11.00 a.m. (Brussels time) on the relevant day provided that at least two such quotations are provided. Such four major banks will be chosen by the Calculation Agent in its sole discretion.

If, on any Interest Determination Date, fewer than two of such offered rates are available, the applicable rate of interest for that day shall be determined by the Calculation Agent in its sole discretion in a fair and commercially reasonable manner.

2.5 TERMS AND CONDITIONS OF THE OFFER

2.5.1 Conditions, offer statistics, expected timetable and action required to apply for the offer

2.5.1.1 Conditions to which the offer is subject[28]

The offer of the Notes is subject to the following conditions:

- the Notes have been accepted for listing on Euronext Brussels;

[27] item 4.2.3 of Annex XII of the Regulation.
[28] Item 5.1.1 of Annex XII of the Regulation.

- there has been no such a change in national or international financial, political or economic conditions or currency exchange rates or exchange controls as would in the view of the Issuer or the Dealer be likely to prejudice materially the success of the offering and distribution of the Notes or dealings in the Notes in the secondary market; and
- there has been no adverse change, financial or otherwise in the condition or general affairs of the Issuer and/or the Guarantor.

2.5.1.2 Total amount of the offer[29]

The minimum total nominal amount of the offer is €10,000,000 and may be increased up to a maximum of €250,000,000.The final total amount of the offer will published in daily newspapers with general distribution in Belgium (expected to be *De Tijd* and *L'Echo*) and in Luxembourg (expected to be the Luxemburger Wort).

2.5.1.3 Subscription period[30]

Investors may subscribe the Notes by means of a "bulletin de souscription" at the branches of Banque Générale du Luxembourg S.A., Fortis bank Nederland and Fortis Bank nv-sa during the subscription period from 24 September 2005 up to and including 28 October 2005. The form of the "bulletin de souscription" is included on page 102.

The Issuer reserves the right to modify the total nominal amount of the Notes to which investors can subscribe, to close earlier the subscription period and to cancel the planned issue, being understood that in the later case no Notes will be issued. Such an event will be published in a daily newspaper with general distribution in Belgium (expected to be De Tijd and L'Echo) as well as in a daily newspaper with general distribution in Luxembourg (expected to be the Luxemburger Wort).

In case of early termination of the subscription period due to oversubscription or to changes in market conditions as determined by the Dealer or the Issuer in its sole discretion, allotment of the Notes will be made based on objective allotment criteria according to which the subscriptions will be served in the chronological order of their receipt and, if required, the last subscriptions will be reduced proportionately in order to correspond with the total amount of Notes that will be issued. Any payments made in connection with the subscription of Notes and not alloted will be redeemed within 7 Brussels Business Days (i.e., days on which banks are open for general business in Brussels) after the date of payment and the holders thereof shall not be entitled to any interest in respect of such payments.

2.5.1.4 Minimum/maximum amount of subscription[31]

Minimum investment amount in the primary market is €1,000. There is no maximum amount of subscription.

2.5.1.5 Method and timing of payment and delivery of the Notes[32]

Payment of the Notes must be received at the latest on or before the Issue Date by debit of a cash account.

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[29] Item 5.1.2 of Annex XII of the Regulation.
[30] Item 5.1.3 of Annex XII of the Regulation.
[31] Item 5.1.4 of Annex XII of the Regulation.
[32] Item 5.1.5 of Annex XII of the Regulation.

On the Issue Date, the Notes will be delivered in accordance with the settlement procedures as described in Section 2.4.1.12 (Settlement procedure) of this Securities Note. On or about the Issue Date, the relevant securities account of each Noteholder will be credited of the relevant amount of Notes purchased.

2.5.1.6 Results of the offer[33]

The results of the offer of the Notes will be published as soon as possible in a daily newspaper with general distribution in Belgium (expected to be De Tijd and L'Echo) as well as in a daily newspaper with general distribution in Luxembourg (expected to be the Luxemburger Wort).

2.5.2 Plan of distribution and allotment

2.5.2.1 Target investors[34]

The offer will consist of a public offering to retail investors in Belgium and the Grand Duchy of Luxembourg.

2.5.2.2 Selling Restrictions

The offering of the Notes is subject to certain Selling Restrictions described on page 2.

2.5.2.3 Notification of allotment[35]

The Noteholders will be notified of the number of Notes which has been allotted to them promptly after the Issue Date.

2.5.3 Pricing[36]

The issue price is 102 per cent. of the nominal amount of the Notes.

Expenses and taxes charged to the subscribers or purchasers of the Notes include:

- Legal, administrative and other costs relating to the issue of the Notes and amounting to €40,000 (these costs are included in the issue price of 102 per cent. paid by the investors).
- Costs for the subscribers relating to inscription of the Notes on a securities account: free of charge at Fortis Bank nv-sa and Banque Générale du Luxembourg S.A. *.
- Financial service: free of charge at Fortis Bank nv-sa* and Banque Générale du Luxembourg S.A..
- Tax on stock market transactions other than upon initial subscription: 0.07 per cent. capped at €500 per transaction and per party (see Section 2.4.1.13 of this Securities Note for more information).

(*) The investors should inform themselves in respect of costs that can be claimed from them by other financial institutions.

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[33] Item 5.1.6 of Annex XII of the Regulation.
[34] Item 5.2.1 of Annex XII of the Regulation.
[35] Item 5.2.2 of Annex XII of the Regulation.
[36] Item 5.3 of Annex XII of the Regulation.

2.5.4 Placing and Underwriting[37]

2.5.4.1 Co-ordinator of offer[38]

Fortis Bank nv-sa., with registered office at Montagne du Parc 3, 1000 Bruxelles is the coordinator of the offer.

2.5.4.2 Paying agents agents[39]

Banque Générale de Luxembourg S.A., 50 avenue J.F. Kennedy, L-2951 Luxembourg, is fiscal and principal paying agent (the **"Fiscal Agent")** and Fortis Bank nv-sa., Montagne du Parc 3, 1000 Bruxelles is paying agent in Belgium (the "**Belgian Paying Agent**") (in such capacity together with the Fiscal Agent , the "**Paying Agents**" and as fiscal agent (in the latter capacity, the "**Fiscal Agent**").

2.5.4.3 Underwriters[40]

The issue has been fully underwritten by Fortis Bank SA/NV, Montagne du Parc 3, 1000 Bruxelles as Dealer (the "**Dealer**").

2.5.4.4 Underwriting Agreement[41]

The amount of Notes which will be issued will be determined after the end of the subscription period. This amount will be fully underwritten by Fortis Bank. This will be confirmed in a subscription agreement that will be entered into between Fortis Bank as Dealer and the Issuer 2 Business Days prior to the Issue Date.

The Issuer will pay a combined management, underwriting and selling commission of 2 per cent. of the aggregate principal amount of the issue.

The Dealer is entitled to terminate, and to be released and discharged from its obligations under the Underwriting Agreement in certain circumstances (such as, non execution of the issue documents, force majeure, adverse change in the condition of the Issuer or the Guarantor) prior to payment to the Issuer in which case the issue can be cancelled.

In connection with the issue of the Notes, only the Dealer may over-allot Notes or effect transactions in the open market or otherwise in connection with the distribution of the Notes with a view to stabilising or maintaining the price of the Notes at levels other than those which might otherwise prevail in the open market. Such stabilisation, if commenced, may be discontinued at any time and will in any event be discontinued 30 days after the Issue Date.

2.5.4.5 Calculation Agent[42]

Fortis Bank SA/NV, Montagne du Parc 3, 1000 Bruxelles (the "**Calculation Agent**").

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[37] Item 5.4 of Annex XII of the Regulation.
[38] Item 5.4.1 of Annex XII of the Regulation.
[39] Item 5.4.2 of Annex XII of the Regulation.
[40] Item 5.4.3 of Annex XII of the Regulation.
[41] Item 5.4.4 of Annex XII of the Regulation.
[42] Item 5.4.5 of Annex XII of the Regulation.

2.5.4.6 Financial service

Fortis Bank nv-sa, Montagne du Parc 1, 1000 Bruxelles, internet: www.fortisbank.com., is the Belgian paying agent for the Notes (where service includes the payment of Coupons).

Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg, is the Luxembourg paying agent for the Notes.

2.6 ADMISSION TO TRADING AND DEALING ARRANGEMENTS[43]

2.6.1 Application for admission to trading[44]

Application has been made to list the Notes on Euronext Brussels as from or about 7 November 2005..

2.6.2 Trading of similar securities[45]

This is the first Snowball issue made by the Issuer.

2.6.3 Secondary trading[46]

Besides the listing of the Notes on Euronext Brussels, Fortis Bank nv-sa, with registered office at Montagne du Parc 3, 1000 Brussels undertakes to guarantee a secondary market under normal market conditions, i.e. it will intervene in the sale and purchase, and will, under normal market conditions, guarantee until the maturity of the Notes a spread between the purchase and sales price of maximum 1%.

2.7 ADDITIONAL INFORMATION[47]

2.7.1 Advisors[48]

Not applicable.

2.7.2 Audited information in the Securities Note[49]

None of this information included in the Securities Note has been audited or reviewed by the statutory auditors of the Issuer or the Guarantor.

[43] Item 6 of Annex XII of the Regulation.
[44] Item 6.1 of Annex XII of the Regulation.
[45] item 6.2 of Annex XII of the Regulation.
[46] Item 6.2 of Annex XII of the Regulation.
[47] Item 7 of Annex XII of the Regulation.
[48] Item 7.1 of Annex XII of the Regulation.
[49] Item 7.2 of Annex XII of the Regulation.

2.7.3 Expert information[50]

The Securities Note does not contain any statement or report attributed to a person as an expert.

2.7.4 Third party information[51]

All information contained in this prospectus regarding the underlying reference rate has been reproduced from information published by EURIBOR FBE and Bloomberg. The Issuer and the Guarantor accept responsibility for accurately reproducing such information.

The Issuer or the Guarantor has not participated in the preparation of such information nor made any due diligence inquiry with respect to the information provided therein or herein and assumes no responsibility for the adequacy or accuracy of such information.

Prospective purchasers of the Notes should conduct their own investigations and, in deciding whether or not to purchase the Notes, should form their own view of the merits of an investment related to the 12 month EURIBOR based upon such investigations and not in reliance upon any information given in this document.

2.8 POST-ISSUANCE INFORMATION[52]

Any notice to noteholders will be validly given if made in accordance with Luxembourg company law and published in "De Tijd" and "L'Echo" (Belgium) and Luxemburger Wort (Luxembourg) or, if any of said newspapers shall cease to be published or timely publication therein shall not be practicable, in such other newspaper as the fiscal agent shall deem necessary to give fair and reasonable notice to the noteholders and couponholders.

Any such notice shall be deemed to have been given on the date of the last publication provided above.

2.9 AVAILABILITY OF INFORMATION

For the life of the Notes, the following documents in relation to the Notes (or copies thereof) may be inspected at Fortis Bank, Montagne du Parc 3, 1000 Brussels, Fortis Bank Nederland, Rokin 65, 1012 KK Amsterdam and at the principal office of the fiscal agent, Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg:

- the Fiscal Agency Agreement entered into between the Issuer, Guarantor, Fiscal Agent, Paying Agents and Calculation Agent;
- the Guarantee;
- the memorandum and articles of association of the Issuer;
- the memorandum and articles of association of the Guarantor;
- copies of the three most recent annual accounts and future annual accounts of the Issuer; copies the three most recent consolidated and unconsolidated accounts and future annual consolidated and unconsolidated accounts of the Guarantor; and
- the Prospectus.

[50] Item 7.3 of Annex XII of the Regulation.
[51] Item 7.4 of Annex XII of the Regulation.
[52] Item 7.5 of Annex XII of the Regulation.

The Prospectus can be obtained in the branches of Fortis Bank nv-sa, by phone (02/565 8535), as well as on the following web site: www.fortisbank.com and at the principal office of the fiscal agent, Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg.

3 REGISTRATION DOCUMENT[53]

3.1 PERSONS RESPONSIBLE[54]

FORTIS LUXEMBOURG FINANCE S.A., a limited liability company incorporated for an unlimited duration under the laws of the Grand-Duchy of Luxembourg (hereinafter referred to as the "**Issuer**"), with registered and principal office at 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, and FORTIS BANK nv-sa, a bank incorporated for an unlimited duration in the Kingdom of Belgium (hereinafter referred to as the "**Guarantor**" or "**Fortis Bank**"), with registered office at 1000 Brussels, Montagne du Parc 3 are responsible for the information given in this Registration Document[55]. The Issuer and the Guarantor confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Registration Document is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import[56].

3.2 STATUTORY AUDITORS[57]

The financial statements of the Issuer for the years ending 31st December 2003 and 31st December 2004 have been audited by KPMG Audit, Luxembourg, KPMG Audit, Société Civile, 31, Allée Scheffer, L-2520 Luxembourg, who are members of the Institut des Réviseurs d'Entreprises.

3.3 SELECTED FINANCIAL INFORMATION[58]

Balance Sheet of the Issuer

	As at 31 December 2004 (in EUR millions)	2004 (in EUR millions)
Assets		
Fixed assets	4,610	4,252
Current assets	1,547	2,002
Prepayments	45	35
Loss of the financial year	1.6	-
Total Assets	6,205	6,291
Liabilities		
Capital and reserves	15,608	11,855
Creditors	6,143	6,242
Deferred income	46	33
Profit for the financial year	-	3.8
Total Liabilities	6,205	6,291

[53] This Section is established in accordance with the Schedule set out in Annex IV - Minimum disclosure requirements for the debt and derivative securities registration document (schedule) (Debt and derivative securities with a denomination per unit of less than EUR 50000) – of the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (OJ L 149, 30.4.2004), Corrigendum, Official Journal L 215, 16/06/2004 (the "Regulation"). Correspondance with each item in Annex IV is indicated in the footnotes.
[54] Item 1 of Annex IV of the Regulation.
[55] Item 1.1 of Annex IV of the Regulation.
[56] Item 1.2 of Annex IV of the Regulation.
[57] Item 2 of Annex IV of the Regulation.
[58] Item 13.2 of Annex IV of the Regulation.

The above information for the years ended 31 December 2003 and 2004 is extracted from, and should be read in conjunction with, the audited financial statements (including the notes thereto) of the Issuer. The audited and approved financial statements of the Issuer for the year ended 31 December 2003 and 2004 are available free of charge at the head office of the Banque Générale de Luxembourg S.A. in Luxembourg and at the head office of Fortis Bank in Belgium.

Profit and Loss Account of the Issuer

	As at 31 December	
	2004	2003
	(in EUR millions)	(in EUR millions)
Gross results	377	371
Interests and similar costs	376	364
Other costs and taxes	2.8	3.1
Profit (Loss) for the fiscal year	(1.6)	3.8

The above information for the years ended 31 December 2003 and 2004 is extracted from, and should be read in conjunction with, the audited financial statements (including the notes thereto) of the Issuer. The audited and approved financial statements of the Issuer for the year ended 31 December 2003 and 2004 are available free of charge at the head office of the Banque Générale de Luxembourg S.A. in Luxembourg and at the head office of Fortis Bank in Belgium.

3.4 RISK FACTORS[59]

An investment in the Notes involves certain risks. Prospective investors should carefully consider the following factors relating to the business of the Issuer, in addition to the matters and information set forth elsewhere in this Registration Document and the other information contained in the other parts of the Prospectus, prior to investing in the Notes.

The sole business of the Issuer, being a direct subsidiary of Fortis Bank, is to provide all direct or indirect financing, by any means, to its subsidiaries and other companies belonging to the Fortis group ('Fortis') and to lend funds, to grant loans and to give guarantees and financial and administrative assistance in connection therewith to these subsidiaries and companies. Its ability to perform its obligations under the Notes is therefore dependent on the performance of Fortis' companies to whom the Issuer has provided finance.

In addition to the factors to be taken into account in relation to Fortis' banking and asset management activities conducted through the Guarantor, Fortis Bank NV-SA and its business in general (which are described in Section 4.5.3 of the Guarantees Building Block), the following should be taken into account in relation to Fortis' insurance activities:

As part of the financial services industry, Fortis faces substantial competitive pressures which could adversely affect Fortis' results of operations.

There is substantial competition in the Benelux and the other regions in which Fortis does business for the types of insurance and other products and services which Fortis provides. Such competition is most pronounced in Fortis' core Benelux markets where it faces competition from companies such as ING Group, ABN Amro N.V., Aegon N.V., Rabobank, KBC Bank N.V. and Dexia. As a result, Fortis' strategy is to maintain customer loyalty and retention which can be influenced by a number of factors, including service levels, the prices and attributes of products and services, financial strength and claims-paying ratings and actions taken by competitors. If Fortis is unable to compete with attractive product and service offerings that are profitable, Fortis may lose market share or incur losses on some or all activities.

[59] Item 4 of Annex IV of the Regulation.

Market conditions can adversely affect Fortis' results.

Fortis' insurance business segment is affected by market conditions, which can cause results to fluctuate from year to year as well as on a long-term basis. These conditions include economic cycles such as insurance industry cycles, particularly with respect to non-life insurance and financial market cycles, including volatile movements in market prices. The non-life insurance industry cycles are characterised by periods of price competition, fluctuations in underwriting results and the occurrence of unpredictable weather-related and other losses. Fluctuations in interest rates and exchange rates, monetary policy, consumer and business spending, demographics and changes with respect to mortality, particularly with respect to life insurance, and competitive and other factors also influence Fortis' performance. As a result of changing market conditions and the influence of financial and industry cycles, Fortis' results of operations are subject to volatility that may be outside the control of Fortis.

Securities market volatility or downturns can adversely affect Fortis' banking, asset management and insurance activities.

Market volatility and overall declines in market indices can negatively affect Fortis' merchant banking, securities trading, brokerage, asset management and insurance activities. Volatility and declines in market indices can reduce unrealised gains in Fortis' various portfolios, the excess solvency margin of its insurance subsidiaries, or the demand for some of its banking, asset management or insurance products.

Volatility in interest rates may adversely affect Fortis' insurance business.

Fluctuations in interest rates affect the returns Fortis earns on fixed interest investments. Interest rate changes also affect the market values of, and the amounts of capital gains or losses Fortis takes on the fixed interest securities it holds. Over the past several years, movements in short and long-term interest rates have affected Fortis' net interest income and how much and when Fortis recognised gains and losses on securities held in its investment portfolios.

While Fortis reduces the impact of interest rate fluctuations on its life insurance business by transferring interest rate exposure to some policyholders through product design, Fortis' insurance business can be adversely affected by sustained low interest rates as well as certain interest rate movements. In particular, the profitability of spread-based insurance products depends in large part upon the ability to manage interest rate spreads and the credit and other risks inherent in the investment portfolio. In addition certain of Fortis' traditional life insurance products provide for guaranteed returns. Although the impact of such guarantees on results of operations will be spread out over a period of years in a sustained low-interest rate environment, such guarantees may also affect profitability. There can be no assurance that Fortis will be able to successfully manage interest rate spreads or the potential negative impact of risks associated with sustained low rates or interest rate changes.

Fortis' insurance business is subject to risks concerning the adequacy of its technical provisions to cover future losses and benefits.

Fortis' technical provisions may prove to be inadequate to cover Fortis' actual losses and benefits experience. For example, Fortis derives its life and health insurance reserves from actuarial practices and assumptions, including an assessment of mortality and morbidity rates. If the actual future mortality and morbidity rates deviate from those Fortis has projected, the insurance reserves could be inadequate. Other assumptions that influence insurance reserves relate to long-term development of interest rates, guaranteed return levels, investment returns, policy holder bonus rates, policy holder lapses, and future expense levels.

Additionally, some of Fortis' insurance products are affected by certain unpredictable events, including catastrophic events. For example, some weather-related events could result in substantial costs to Fortis. To the extent that technical provisions are insufficient to cover actual insurance losses, loss adjustment expenses or future policy benefits, Fortis would have to add to these technical provisions and incur a charge to its earnings. Additional losses, including losses arising from changes in the legal environment, the type or magnitude of which Fortis cannot foresee, may emerge in the future. Any insufficiencies in technical provisions for future claims could have a material adverse effect on Fortis' future consolidated financial condition, results of operations and cash flows.

Fortis has significant counterparty risk exposure.

Fortis transfers its exposure to certain risks in its non-life and life insurance businesses to others through reinsurance arrangements. Under these arrangements, other insurers assume a portion of Fortis' losses and expenses associated with reported and unreported losses in exchange for a portion of policy premiums. The availability, amount and cost of reinsurance depend on general market conditions and may vary significantly. Any decrease in the amount of Fortis' reinsurance will increase Fortis' risk of loss. When Fortis obtains reinsurance, it is still liable for those transferred risks if the reinsurer cannot meet its obligations. Therefore, the inability of Fortis' reinsurers to meet their financial obligations could materially affect Fortis' results of operations. Although Fortis conducts periodic reviews of the financial statements and reputations of its reinsurers, the reinsurers may become financially unsound by the time they are called upon to pay amounts due, which may not occur for many years.

3.5 INFORMATION ABOUT THE ISSUER[60]

3.5.1 History and development of the Issuer[61]

The Issuer was incorporated in Luxembourg on 24th September, 1986 for a limited duration of thirty years in the form of a "Société Anonyme" under the laws of the Grand Duchy of Luxembourg[62] and is registered with the Luxembourg Registry of Commerce and Companies under number B24784[63].

Until 12 November 2001, the legal denomination of the Issuer was "Genfinance Luxembourg S.A."

The Articles of Association of the Issuer have been amended several times, most recently by notarial deed in Luxembourg on 7 February 2005. The duration of the Issuer is now unlimited. According to Luxembourg Act of 12 December, 1998, the capital of the Issuer has been converted into euro on 18 April 2001.

The Articles of Association were published in the "Mémorial, Recueil Spécial des Sociétés et Associations" on 29 November 1986 (C Nr332) and amendments thereto were also published in the "Mémorial, Receuil Spécial des Sociétés et Associations".

The Issuer's registered office is at 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, telephone number +352 2644 9416.

There have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

[60] Item 5 of Annex IV of the Regulation.
[61] Item 5.1 of Annex IV of the Regulation.
[62] Items 5.1.3 and 5.1.4 of Annex IV of the Regulation.
[63] Item 5.1.2 of Annex IV of the Regulation.

3.6 BUSINESS OVERVIEW[64]

3.6.1 Principal activities[65]

The Issuer's object is to grant loans to the companies which are members of the Fortis Group. For that purpose the Issuer may issue bonds or similar securities, raise loans, with or without a guarantee and in general have recourse to any sources of finance. The Issuer can carry out any operation it judges necessary to the accomplishment and development of its business, whilst staying within the limits of the Luxembourg law of 10 August 1915.

Please see Section 3.13 of this Registration Document for more information about the securities issued by the Issuer. Please see Section 3.14.2 of this Registration Document for more information about the Issuer's object as stated in the articles of association.

3.6.2 Principal markets[66]

Not applicable. The sole business of the Issuer is to provide financing to companies of the Fortis Group to which it belongs.

3.7 ORGANISATIONAL STRUCTURE[67]

The Issuer is part of the Fortis group and acts as a financing vehicle of this group. The Issuer is a subsidiary of the Guarantor (see, for a description of the organisational structure of Fortis, Section 4.5.4 of the Guarantees Building Block).

In respect of the Issuer's dependence on entities within the Fortis group, see Sections 3.4 and 3.6.1 of this Registration Document.

3.8 TREND INFORMATION[68]

There has been no material adverse change in the prospects of the Issuer since 31 December 2004.

3.9 PROFIT FORECASTS OR ESTIMATES[69]

This Registration Document does not contain any profit forecast or estimates.

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[64] Item 6 of Annex IV of the Regulation.
[65] Item 6.1 of Annex IV of the Regulation.
[66] Item 6.2 of Annex IV of the Regulation.
[67] Item 7 of Annex IV of the Regulation.
[68] Item 8 of Annex IV of the Regulation.
[69] Item 9 of Annex IV of the Regulation.

3.10 ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES[70]

3.10.1 Board of Directors[71]

As at the date of this Registration Document, the Board of Directors was comprised of the following persons:

- Bas Schreuders, Member of the Board of Directors of MeesPierson Intertrust Luxembourg;
- Edward Bruin, Director of Fiscal Affairs and Product Development of MeesPierson Intertrust Luxembourg
- Jean Thill, Global Markets Director of Banque Générale du Luxembourg S.A.;
- Frank van Gansbeke, Chairman of the Board of the Issuer and Global Head of Funding and Liquidity of the Guarantor; and
- Christian Pithsy, Director Market Risk & Risk Communication of Fortis S.A./N.V.

For the purpose of the Registration Document the address of the Directors is 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg.

No member of the Board of Managing Directors works on a full-time basis for the Issuer.

3.10.2 Administrative, Management, and Supervisory bodies conflicts of interests[72]

No conflicts of interests exist between any duties to the issuing entity of the persons referred to in Section 10.1 of this Registration Document and their private interests.

However, functional conflicts of interests may exist for the persons referred to in Section 3.10.1 of this Registration Document, due to the functions held by these persons in other members of the Fortis group (as described in Section 3.10.1 of this Registration Document).

3.11 BOARD PRACTICES[73]

The Issuer does not have an Audit Committee. An Audit Committee exists at Fortis group level as set out in Section 4.5.8.3 of the Guarantees Building Block.

Under Luxembourg company law, there is currently no legal corporate governance regime that a company must comply with.

3.12 MAJOR SHAREHOLDERS[74]

The Guarantor holds 99.995 per cent. of the Issuer's shares.

[70] Item 10 of Annex IV of the Regulation.
[71] Item 10.1 of Annex IV of the Regulation.
[72] Item 10.2 of Annex IV of the Regulation.
[73] Item 11 of Annex IV of the Regulation.
[74] Item 12 of Annex IV of the Regulation.

3.13 FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES[75]

3.13.1 Historical financial information[76]

The report of the Commissaires aux comptes issued by KPMG Audit S.à.r.l. on 12 April 2005 shall be deemed to be incorporated by reference into and form part of this Prospectus in its entirety. This report is included in the 2004 annual report of the Issuer that can be obtained free of charge at the head office of the Fiscal Agent in Luxembourg and at the head office of the Paying Agent in Belgium.

3.13.2 2004 Financial statements (free translation of the French original)

Balance Sheet as at 31 December 2004 (in EUR)

(the accompanying notes form an integral part of these annual accounts)

	Notes	2004	2003
Assets			
Fixed Assets			
Tangible assets		265	553
Financial assets			
Loans to affiliated undertakings	3	4,610,436,913	4,252,058,341
		4,610,437,178	4,252,058,894
Current Assets			
Debtors becoming due and payable within one year			
Other debtors	4	1,527,456,828	1,987,326,341
Cash at bank and in hand		19,659,787	15,425,960
		1,547,116,615	2,002,752,301
Prepayments	5	45,469,253	35,978,840
Loss of the financial year		1,589,387	
		6,204,612,433	6,290,790,035
Liabilities			
Capital and reserves			
Subscribed capital	6	500,000	500,000
Reserves	7		
Legal reserve		50,000	50,000
Other reserves		1,182,021	915,371
Profit brought forward		13,876,527	10,389,811
		15,608,548	11,855,182
Creditors			
Amounts becoming due and payable after more than one year			
Debenture loans	8	3,731,843,210	3,423,163,326
Amounts becoming due and payable within one year			
Debenture loans and commercial papers		2,244,550,334	2,675,019,976
Other creditors (including tax: EUR 3,838,144 (2003 EUR 2,744,267))	9	166,585,517	144,147,715
		6,142,979,061	6,242,331,017

[75] Item 13 of Annex IV of the Regulation.
[76] Item 13.1 of Annex IV of the Regulation.

	Notes	2004	2003
Deferred income	5	46,024,824	32,850,470
Profit for the financial year		-	3,753,366
		6,204,612,433	6,290,790,035

Profit and loss account for the year ended 31 December 2004 (in EUR)

	Notes	2004	2003
Administration expenses		(544,230)	(406,295)
Income from other transferable securities and from loans forming part of the fixed assets	10	367,083,903	345,429,278
Profit on "reverse convertible" bonds		-	15,072,442
Other interest receivable and similar income	11	9,999,971	10,571,714
Interest payable and similar charges	12	(375,756,174)	(349,179,339)
Loss on "reverse convertible" bonds		-	(15,072,422)
Tax on profit or loss on ordinary activities		(2,328,394)	(2,662,012)
Profit on ordinary activities after taxation		(1,544,924)	3,753,366
Other taxes not shown under the above items		(44,463)	-
Profit for the financial year		(1,589,387)	3,753,366

(the accompanying notes form an integral part of these annual accounts)

Notes to the financial accounts for the year ended 31 December 2004

Note 1 - General

Fortis Luxembourg Finance S.A. (the "Company") was incorporated on 24 September 1986 in Luxembourg as a limited liability company (Société Anonyme) with the name GENFINANCE LUXEMBOURG S.A., which was then changed to FORTIS LUXEMBOURG FINANCE S.A. on 12 November 2001.

The activities of the company include the granting of loans to different companies of the Fortis Banque group (the "Group"). To achieve its objectives, the company can grant bonds or similar securities and contract loans with or without guarantees. The company can carry out any operation it judges necessary to the accomplishment and development of its business, whilst staying within the limits of the law of 10 August 1915.

Loans are granted under similar conditions as borrowings, except for an intermediary margin.

The annual accounts of the company are included in the consolidated financial statements of Fortis Bank. The Fortis Bank consolidated accounts and the management report are available at the head office, situated at 3 Montagne du Parc, B-1000 Bruxelles.

Note 2 - Significant Accounting Policies

These annual accounts are prepared in accordance with company law and general accounting principles in the Grand Duchy of Luxembourg.

Currency conversion

The subscribed capital of the Company is expressed in euros ("EUR") and these annual accounts are established in EUR.

During the period, transactions, income and expenses in currencies other than EUR were converted using the exchange ruling at the transaction date.

Other current assets and liabilities expressed in foreign currencies are translated into EUR at the rates of exchange in effect at the balance sheet date.

Whenever there is a direct economic link between two transactions, accounted for in assets and liabilities respectively, and in the same currency, the balance sheet entries are revalued at closing exchange rates, without any impact on the profit and loss account.

Tangible Assets

Tangible Assets are included at purchase price less accumulated depreciations. Tangible assets are amortised in accordance with the straight line method over the estimated economic life. The amortisation rates are the following:

Fixtures, fittings and other equipment 25 per cent.

Debtors

Debtors are valued at lower of nominal or estimated net realisable value. A value adjustment is accounted for if, in the opinion of the board of directors, a permanent diminution in value has occurred, except if the diminution is economically linked to an increase in value on loans.

Premiums on amounts receivable

Premiums on amounts receivable are depreciated prorata temporis over the life of the receivable.

Creditors

Creditors are valued at the higher of nominal or repayment value.

Premiums on borrowings

Premiums on borrowings are accounted for in transitory accounts under assets or liabilities, independently of borrowings to which they are associated and are depreciated prorata temporis over the life of the borrowing.

Note 3 - Financial Assets

No value adjustment was made on loans.

Amounts receivable are made up as follows:

	2004	2003
	EUR	EUR
Amounts due within less than 1 year	882,987,456	833,402,230
Amounts due over 1 year		
1-5 years	1,641,561,718	1,856,320,259
5 years or more	2,085,887,739	1,562,335,85
	3,727,449,457	3,418,656,111
Total	4,610,436,913	4,252,058,341

Note 4 - Debtors Becoming Due and Payable Within One Year

The item "debtors becoming due and payable within one year" is essentially made up of loans granted to the parent company in the form of commercial paper issued under the "Euro Medium Term Notes" programme, interest receivable on loans granted, premiums and amounts receivable.

Note 5 - "Prepayments" and "Deferred Income"

"Deferred income" and "Prepayments" are essentially made up of commissions payable or receivable during the issue of certain borrowings.

They also include issuing fees such as consulting and printing fees, less accumulated depreciations, calculated using the straight line method over the expected useful life of the related loans.

Notes 6 - Subscribed Capital

As at 31 December 2004, the issued and fully paid up share capital of the company amounts to EUR 500,000, consisting of 20,000 shares each of a nominal value of EUR 25.

Note 7 – Reserves

	Legal reserve EUR	Special reserve EUR	Profit brought forward EUR
Balances as at 1 January 2004	50.000	915.371	10.389.811
2003 result	-	-	3.753.366
Allocation of the 2003 result - Allocation to the special reserve related to the net wealth tax	-	266.650	(266.650)
Balances as at 31 December 2004	50.000	1.182.021	13.876.527

Luxembourg law states that a company must appropriate annually to a legal reserve at least 5 per cent. of its statutory net profits until the aggregate reserve equals 10 per cent. of the subscribed share capital. Such reserve is not available for distribution.

In accordance with article 2, 12° of the law of 21 December 2001, the Company has deducted from its tax basis for net worth tax, the net worth tax incurred, until the maximum equals to the tax on profit. The annual general meeting of the Company allocates an amount equal to five times the net worth tax deducted to a special reserve. This reserve is to be maintained for the five taxable years following the year of allocation.

Note 8 - Debenture Loans Over One Year and Commercial Papers

As at 31 December, debenture loans over one year and commercial papers are as follows:

	2004	2003
	EUR	EUR
1 to 5 years	1,642,154,467	2,381,656,468
Over 5 years	2,089,688,743	1,041,506,858
	3,731,843,210	3,423,163,326

Note 9 - Other Creditors

At 31 December 2004 and 2003, "other creditors" was essentially made up of interest payable on bonds as disclosed in note 8, as well as on interest rate swap contracts relating to certain borrowings, tax payable and commissions payable.

Note 10 - Income From Other Transferable Securities and from Loans Forming Part of the Fixed Assets

At 31 December 2004 and 2003, this item essentially included interest received on affiliated loans granted.

Note 11 - Other Interest Receivable and Similar Income

At 31 December, this item was made up of:

	2004	2003
	EUR'000	EUR'000
Prorata of premiums on borrowings	9,632	10,230
Interest on bank accounts	368	342
	10,000	10,572

Other interest receivable and similar income with affiliated undertakings amount to EUR 367,858 as at 31 December 2004.

Note 12 - Interest Payable and Similar Charges

At 31 December, this item was made up of:

	2004	2003
	EUR'000	EUR'000
Interest on borrowings, commercial papers and interest rate swaps	356,045	337,167
Finance charges	94	103
Depreciation of syndicate commissions and issue fees	10,192	10,881
Paying agent commissions	486	628
"Up Front fees" paid on IRS	8,025	-
Prorata of premiums on borrowings	860	65
Exchange rate loss	28	162
Other	26	173
	375,756	349,179

Interest payable and similar charges paid to affiliated undertakings amount to EUR 34,522,056 as at 31 December 2004.

<u>Capitalisation and Indebtedness of the Issuer as at 31 December 2004</u>

The capitalisation and indebtedness of the Issuer (extracted from Issuer's unaudited accounts) as at 31 December 2004, is as set out below:

	As at 31 December 2004 (in EUR)
Shareholders' Equity	
Share capital	500,000.00
Legal reserve	50,000.00
Reserve not available	1,182,021.25
Retained earnings	13,876,527.00
Total Shareholders' Equity	15,608,548.25

	Long	Term		Debt			
	Notes with unsubordinated guarantee						
LUF 2,000,000,000	7¼%	1995/2005(1)(4)				XS0059443761	49,578,704.95
		1996/1999	7%	1999/2002	9%		
LUF 3,000,000,000	5%	2002/2005(1)(4)(7)				XS0064533507	74,368,057.43
		1996/2000	7%	2000/2003	9%		
LUF 4,000,000,000	5½%	2003/2006(1)(4)(7)				XS0067038959	99,157,409.91
		1996/1999	6%	1999/2002	8%		
LUF 3,000,000,000	4¼%	2002/2005(1)(4)(7)				XS0071703192	74,368,057.43
EUR 2,000,000.00		3 May 2002				3 May 2012	XS0147076037	2,000,000.00
USD 5,000,000		16 June 2003				16 June 2008	XS0170126659	3,666,495.56
HKD 100,000,000		25 March 2003				25 March 2008	XS0165573071	9,431,026.19
USD 4,000,000		15 July 2003				15 July 2008	XS0171778003	2,933,196.45
USD 10,500,000		Range Accrual Notes				25 July 2013	XS0172877028	7,699,640.68
USD 10,000,000		Range Accrual Notes				15 August 2013	XS0173627554	7,332,991.13
USD 2,000,000		Bermudan Callable Fixed Rate Notes				18 November 2010	XS0180133398	1,466,598.23
USD 5,000,000		Callable Range Accrual Notes				18 November 2013	XS0180217498	3,666,495.56
EUR 4,720,000		0% Basket Linked Notes				5 March 2007	XS0187132096	4,720,000.00
EUR 5,000,000		Credit Linked Floating Rate Notes				15 March 2007	XS0187825459	5,000,000.00
EUR 3,000,000		Equity Index Linked Notes				2 April 2012	XS0189252736	3,000,000.00
USD 8,000,000		Credit Linked Notes				1 October 2009	XS0189310799	5,866,392.90
EUR 5,000,000		Credit Linked Notes				5 July 2006	XS0189850042	5,000,000.00
EUR 5,000,000		Notes with Floored Yearly Tec-10 Click				20 April 2016	XS0190360734	5,000,000.00
EUR 20,000,000		Target Redemption Notes				20 April 2012	XS0190412394	20,000,000.00
EUR 10,000,000		Target Redemption Notes				24 May 2014	XS0192707775	10,000,000.00
EUR 10,000,000		"Five out of Five" Notes				22 June 2009	XS0193721205	10,000,000.00
EUR 10,000,000		Credit Linked Notes				12 July 2005	XS0196339260	10,000,000.00
EUR 10,000,000		Five Year Target Redemption Notes				06 July 2009	XS0194459177	10,000,000.00
EUR 25,000,000		Credit Linked Notes				22 April 2008	XS0167356392	25,000,000.00
EUR 20,000,000		Exchangeable Zero Coupon Notes on				10 November 2008	XS0179754550	20,000,000.00
EUR 1,300,000		Peugeot SA				10 November 2008	XS0179754550	1,300,000.00
EUR 2,500,000		Credit Linked Notes				07 July 2011	XS0196095888	2,500,000.00
EUR 20,000,000		Credit Linked Notes				20 August 2007	XS0199182899	20,000,000.00
EUR 11,260,000		Target Redemption Notes				27 August 2014	XS0197902587	11,260,000.00
EUR 50,000,000		Credit Linked Notes				20 September 2016	XS0199957985	50,000,000.00
EUR 5,000,000		"Going for Gold" Notes				21 September 2007	XS0199207555	5,000,000.00
EUR 5,000,000		Credit Linked Notes				10 October 2005	XS0201884136	5,000,000.00
EUR 85,000,000		Credit Linked Notes				22 October 2012	XS0201907952	85,000,000.00
EUR 20,000,000		CMS Linked Notes				14 October 2019	XS0202613666	20,000,000.00
EUR 3,000,000		CMS Linked Notes				14 October 2019	XS0202613666	3,000,000.00
EUR 20,000,000		CMS Linked Notes				14 October 2019	XS0202614391	20,000,000.00
EUR 1,500,000		Ten Year Target Redemption Notes				22 October 2014	XS0203697015	1,500,000.00
EUR 15,383,000		Ten Year Target Redemption Notes				1 November 2014	XS0202071832	15,383,000.00
EUR 24,816,000		Ten Year Target Redemption Notes				1 November 2014	XS0202963640	24,816,000.00
EUR 75,000,000	3.40%	Notes				22 December 2010	XS0206388182	75,000,000.00
USD 1,950,000	15%	Capella Notes				09 January 2007	XS0195862866	1,429,933.27
USD 9,030,000		Callable Range Accrual Notes				20 July 2014	XS0196215023	6,621,690.99
USD 3,000,000		Bermudan Step-up Coupon Notes				28 August 2007	XS0199017186	2,199,897.34
USD 10,550,000		Ten Year Callable Range Accrual Notes				28 October 2014	XS0203361299	7,736,305.64
USD 5,000,000		Ten Year Callable Range Accrual Notes				27 October 2014	XS0203471395	3,666,495.56
USD 30,00,000		Bermudan Callable Zero Notes				25 October 2024	XS0203790810	21,998,973.38
USD 10,000,000		Bermudan Callable CMS Linked Notes				25 November 2014	XS0206015074	7,332,991.13
USD 10,000,000		CMS Linked Range Accrual Notes				25 December 2014	XS0208904283	7,332,991.13
		Total						**867,333,344.86**
		Reserve Convertible Notes(8)						
EUR 30,000,000.00				23 May 2003		23 May 2005	XS0168017803	30,000,000.00
EUR 15,000,000.00				25 July 2003		25 July 2005	XS0171782450	15,000,000.00
EUR 15,000,000.00				21 October 2003		21 October 2005	XS0177422648	15,000,000.00
EUR 30,000,000.00		16		16 December 2003		16 December 2005	XS0181018317	30,000,000.00
EUR 15,000,000.00				10 February 2004		10 February 2006	XS0184245099	15,000,000.00
EUR 25,000,000.00				12 May 2004		12 May 2006	XS0191265957	25,000,000.00
EUR 10,000,000.00				28 July 2004		28 July 2005	XS0195608210	10,000,000.00
EUR 10,500,000.00				22 November 2004		22 November 2005	XS0204904543	10,500,000.00
				Total				150,500,000.00
		Index Linked Notes						
EUR 100,000,000.00				15 April 1999		15 April 2005	XS0095602545(4)	100,000,000.00
EUR 50,000,000.00				8 February 2000		8 February 2005	XS0106290710(4)	50,000,000.00
EUR 50,000,000.00				15 February 2000		15 February 2008	XS0106569071(4)	50,000,000.00
EUR 50,000,000.00				28 March 2000		28 March 2005	XS0108677039(4)	50,000,000.00
EUR 70,000,000.00				20 April 2000		20 April 2005	XS0109552389(4)	70,000,000.00
EUR 50,000,000.00				9 June 2000		9 June 2005	XS0111290564(4)	50,000,000.00
EUR 25,000,000.00				4 October 2000		4 October 2005	XS0117447531(4)	25,000,000.00
EUR 40,000,000.00				7 February 2001		7 February 2005	XS0123291303(4)	40,000,000.00

EUR 25,000,000.00			28 February 2001	28 February 2005	XS0124841601(4)	25,000,000.00
EUR 35,000,000.00			15 January 2002	15 January 2007(4)	XS0140809889(4)	35,000,000.00
EUR 25,000,000.00			15 March 2002	15 March 2006(4)	XS0143766821(4)	25,000,000.00
EUR 15,000,000.00			3 July 2002	3 July 2006(4)	XS0148947566(4)	15,000,000.00
EUR 50,000,000.00			17 June 2003	17 June 2015	XS0106569071(4)	50,000,000.00
			Total			585,000,000.00
		Notes in EUR with subordinated guarantee				
LUF 3,000,000,000	6%	1997/2007(1)(3)			XS0074671339(3)	74,368,057.43
		1997/2001	7½%			
LUF 3,700,000,000	5%	2001/2005(1)(3)(7)			XS0076525060(3)	91,720,604.17
		1997/2002	7¼%			
LUF 3,000,000,000	5¼%	2002/2007(1)(3)(7)			XS0080323784(3)	74,368,057.43
LUF 2,000,000,000	6⅛%	1997/2007(1)(3)			XS0082285155(3)	49,578,704.95
NLG150,000,000	5⅛%	1998/2005(1)(3)			XS0084682060(3)	68,067,032.41
		1998/2003	6.375%			
LUF 2,000,000,000	4½%	2003/2008(1)(3)(7)			XS0088649347(3)	49,578,704.95
		1998/2003	6¼%			
LUF 2,000,000,000	4¼%	2003/2008(1)(3)(7)			XS0090170209(3)	49,578,704.95
EUR 100,000,000	5⅛%	1999/2009(1)(3)			XS0098609919(3)	100,000,000.00
EUR 75,000,000	5.625%	1999/2009(1)(3)			XS0100182004(3)	75,000,000.00
EUR 100,000,000	6%	1999/2009(1)(3)			XS0101623600(3)	100,000,000.00
EUR 150,000,000	6⅛%	1999/2009(1)(3)			XS0102274700(3)	150,000,000.00
EUR 100,000,000.00	6%	17 December 1999		17 December 2009	XS0104211957(3)	100,000,000.00
EUR 200,000,000.00	6.25%	11 May 2000		11 May 2010	XS0110173555(3)	200,000,000.00
EUR 250,000,000.00	6.5%	14 June 2000		14 June 2010	XS0111481403(3)	250,000,000.00
EUR 50,000,000.00	5.5%	20 October 2000		20 October 2010	XS0117512548(3)	50,000,000.00
EUR 150,000,000.00	6.5%	15 December 2000		15 December 2010	XS0120236269(3)	150,000,000.00
EUR 50,000,000.00	5.5%	27 December 2000		27 December 2010	XS0121176472(3)	50,000,000.00
EUR 150,000,000.00	6.375%	16 February 2001		16 February 2016	XS0122720732(3)	150,000,000.00
EUR 100,000,000.00	5.125%	16 May 2003		16 May 2013	XS0166164789(3)	100,000,000.00
EUR 150,000,000.00	4.5%	19 March 2004		19 March 2012	XS0186431895	150,000,000.00
EUR 100,000,000.00	4.5%	25 May 2004		25 May 2012	XS0190917160	100,000,000.00
EUR 200,000,000.00	4.75%	3 September 2004		3 September 2014	XS0196988587	200,000,000.00
EUR 100,000,000.00	4.625%	1 October 2004		1 October 2014	XS0200031200	100,000,000.00
EUR 100,000,000.00	4%	31 December 2004		31 December 2014	XS0208412063	100,000,000.00
		Total				2,582,259,866.29
	Notes in foreign currencies with subordinated guarantee					
USD 22,330,000	FRN	1995-undated(1)(2)(3)(5)			XS0055748544	16,374,569.19
GBP 100,000,000	9%	1995-undated(1)(2)(5)(6)			XS0062063952	141,262,890.24
DKK 400,000,000	5%	1998/2003 6% 2003/2008(1)(3)(5)(7)			XS0091182419	53,775,005.38
DKK 600,000,000	7%	1997/2006(1)(3)(5)			XS0075421866	80,662,508.07
DKK 600,000,000	51/8%	1999/2007(1)(3)(5)			XS0097938525	80,662,508.07
SEK 515,000,000	7%	1999/2007 (1) (3) (5)			XS0102708632	57,114,973.00
		Total				429,852,453.95
		Total Long Term Debt				**4,614,945,665.10**
		Short Term Debt (including Commercial Paper)				**1,361,447,878.45**
		Total Long Term Debt and Short Term Debt				**5,976,393,543.55**
		Total capitalisation(9)(10)				**5,992,002,091.80**

Notes:

(1) Redeemable early at 100% in the event of a change in tax regulations.

(2) Redeemable early at 100% from February 2000 onwards.

(3) Guaranteed on a subordinated basis by Fortis Banque.

(4) Guaranteed by Fortis Banque.

(5) Foreign currency amounts have been translated at the rates prevailing on 31 December 2004.

AUD 1.7498
CAD 1.6390
CHF 1.5432
DKK 7.4384
EUR 1
GBP 0.7079
HKD 10.6033
NZD 1.8965
SEK 9.0169
USD 1.3637

(6) Redeemable early at 100% or exchangeable for new Notes from 5 January, 2006 onwards.

(7) Step-up Notes.

(8) The Reverse Convertible Notes are booked at their nominal value.
(9) The following issues will be added to the Long Term Debt of the issuer:

EUR 3,000,000 Callable Range Accrual Notes due 5 January 2012 XS0208319870
USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 25 January 2020 XS0209607109
EUR 5,000,000 Credit Linked Notes due 18 April 2007 XS0210194022
EUR 5,000,000 Credit Linked Notes due 18 April 2007 XS0210194451
USD 20,000,000 Bermudan Callable Zero Notes due 25 January 2025 XS0210027719
EUR 5,750,000 8.30% Reverse Convertible Notes due 24 January 2007 convertible into ABN-AMRO shares XS0210749932
EUR 3,500,000 7.80% Reverse Convertible Notes due 24 January 2007 convertible into ROYAL DUTCH shares XS0210750609
EUR 4,250,000 9.00% Reverse Convertible Notes due 24 January 2006 convertible into ROCHE shares XS0210750435
USD 2,300,000 USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 15 February 2020 XS0210881701
EUR 30,000,000 reverse convertible Notes due 16 August 2006, convertible into Dexia shares XS0211673982
EUR 10,000,000 Credit Linked Notes due 10 April 2006 XS0211846240
EUR 10,000,000 Credit Linked Notes due 10 April 2007 XS0211847131
USD 5,000,000 USD 10 Year Callable Range Accrual Notes due 25 February 2015 XS0211848022
USD 20,000,000 USD 20 Year Callable Zero Coupon Notes due 25 February 2025 XS0212391519
USD 1,700,000 2.5 Years Equity Linked Notes due 2007 XS0212501554
EUR 16,478,000"Target Snowball" Notes 2005 due 2015 XS0213766636
EUR 10,000,000 Reverse Convertible Notes 2005/2006 due 8 September 2006 convertible into Deutsche Bank AG shares XS0213297202
USD 5,600,000 Callable Range Accrual Notes due 22 March 2020 EMTN series N° 204 XS0213750713
USD 8,500,000 Callable Range Accrual Notes due 25 March 2017 series N° 205 XS0214513631
EUR 50,000,000 10 Year Capped CMS-Linked Note due 11 April 2015 guaranteed on a senior subordinated basis, series N° 206 XS0214846874
USD 2,000,000 5.00 per cent. Click T BIN (autocallable) Notes due 22 March 2007 EMTN Series N° 207 XS0214989989
EUR 15,000,000 Reverse Convertible Notes 2005/2006 due 25 October 2006 convertible into ING Groep N.V. shares XS0216034222
EUR 5,000,000 Credit Linked Notes due July 2006 EMTN Series N° 208 XS0215408971
EUR 5,000,000 Credit Linked Notes due July 23, 2007 EMTN Series N° 209 XS0215409433
USD 15,850,000, USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020 EMTN Series N° 210 XS0215556738
USD 6,120,000, 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020, EMTN Series N° 211 XS0215556498
USD 15,250,000, 10 Year Callable Daily Accrual Notes linked to 30 year-2 year CMS Spread due 15 April 2015, EMTN Series N° 212 XS0216471101
USD 5,550,000, 10 Year Callable Range Accrual Notes due 15 April 2015 EMTN Series N° 213 XS0216433515
EUR 3,330,000 Zero Coupon Autocallable Reverse Convertible Notes due 2006 convertible into Endesa S.A. shares EMTN Series N° 216 XS0217230886
USD 3,100,000 CMS Spread Range Accrual Notes due 29 April 2020 Series N° 215 XS0217124345
EUR 1,500,000 Range Accrual Notes due 9 May 2008 Series N°217 XS0218420791
USD 75,000,000 4.25% Notes due 25 May 2010 Series N°215 XS0218424868
USD 2,100,000 Bermudan CMS Spread Range Accrual Notes due 1 June 2015 Series N°219 XS0219552568
EUR 200,000,000 Credit Linked Notes linked to CMS 7 years, floored at 4.75%, due 30 June 2012 Series N° 220 XS0220820608
EUR 7,000,000 7% Target Redemption Notes on 12 months EUIBOR Notes due 2 June 2020 Series N° 221 XS0220757214
EUR 12,000,000 TOP Notes due 14 December 2007 Series N°222 XS0220549025
EUR 20,000,000 Capped CMS Linked Notes due 1 July 2015 XS0221564544
EUR 6,000,000 Equity Index Linked Notes due 6 July 2015 Series 223 XS0222331810
USD 10,000,000 Credit Linked Notes to CMS 7 years, floored at 6%, due 30 June 2012 Series N° 224 XS0222427501
EUR 22,000,000 Capped CMS Linked Notes due 29 July 2015 XS0223235390
EUR 34,000,000 Swing Notes due 29 July 2012 XS0222939828
TRY 35,000,000 14% Notes due 27 July 2007 XS0223721654

EUR 1,500,000 Equity Linked Notes due 17 July 2008 Series N° 225 XS0224156892
EUR 7,500,000 Credit Linked Notes due 8 October 2007 Series N° 226 XS0224688043
EUR 3,000,000 11% Reverse convertible on Arcelor Notes due 28 July 2006 Series N° 227 XS0224767698
TRY 120,000,000 13.70% Notes due 28 July 2008 Series N° 229 XS0225353829
EUR 65,000,000 FRN 3 months EURIBOR + 0.06% Notes due 28 July 2008 Series N° 228 XS0225296507
EUR 2,000,000 quanto USD Libor 12 months Range Accrual Notes due 1 August 2008 Series N° 230 XS0225354470
EUR 30,000,000 Swing 2 Notes due 8 September 2012 XS0226146065

Save as disclosed above there has been no material change in the capitalisation of the Issuer since 31 December 2004. The Issuer has no notes cum warrants, nor convertible notes outstanding.

3.13.3 Financial statements

The Issuer has no subsidiaries and therefore its financial statements are produceed on an unconsolidated basis. It does not publish interim financial statements.

The annual accounts of the Issuer are consolidated into the accounts of Fortis Bank. The consolidated accounts of Fortis Bank are available at its registered office: 3 Montagne du Parc, B-1000 Brussels.

3.13.4 Auditing of historical annual financial information[77]

The financial statements of the Issuer for the years ending 31 December 2003 and 2004 have been audited without qualification by KPMG Audit, Société Civile, 31, Allée Scheffer, L-2520 Luxembourg.

No other information in this Registration Document has been audited by the auditors.

3.13.5 Age of latest financial information[78]

The latest audited financial information included is the financial information for the financial year ending 31 December 2004.

3.13.6 Interim and other financial information[79]

The Issuer does not publish interim financial statements.

3.13.7 Legal and arbitration proceedings[80]

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering 12 months prior to this Registration Document which may have, or have had in the recent past, significant effects on the Issuer and/or Fortis group's financial position or profitability.

[77] Item 13.3 of Annex IV of the Regulation.
[78] Item 13.4 of Annex IV of the Regulation.
[79] Item 13.5 of Annex IV of the Regulation.
[80] Item 13.6 of Annex IV of the Regulation.

3.13.8 Significant change in the Issuer's financial or trading position[81]

There has been no material adverse change in the financial or trading position of the Issuer since 31 December 2004. No significant change has occurred since the preparation of the interim financial statement included in Section 3.3 of this Registration Document.

3.14 ADDITIONAL INFORMATION[82]

3.14.1 Share capital[83]

The Issuer's issued and authorised share capital at 30 June 2004 is EUR 500,000 represented by 20,000 ordinary shares with a nominal value of EUR 25 each. The Issuer has no other classes of shares. The share capital is fully paid up.

The Issuer has no notes cum warrants, nor convertible notes outstanding.

For an overview of the capitalisation of the Issuer, please see Section 3.13 of this Registration Document.

3.14.2 Memorandum and Articles of Association[84]

Article 4 of the Articles of Association states:

The object of the company is to provide all direct or indirect financing, by any means, to its subsidiaries and other companies belonging to the Fortis Group and to lend funds, to grant loans and to give guarantees and financial and administrative assistance in connection therewith to these subsidiaries and companies.

To realise its object, the company may amongst others:

- Enter into any refinancing operation including amongst others, but not limited to, borrow in any form or obtain loans in any form, to participate into securitisation transactions and obtain funding, by amongst others issuing in any form any kind of bonds or similar securities, debentures, notes, certificates, warrants and all other kinds of financial instruments;
- Give guarantees, pledge or provide any other form of security, be it by personal security or mortgage or charge on all or part of its assets;
- Enter into all kinds of agreements and transactions on derivatives including amongst others, but not limited to, swaps (including credit default swaps), options and futures;
- Enter into all kinds of temporary transfers of securities including amongst others but not limited to securities lending and repurchase transactions.

The company may enter into all transactions, which it deems necessary for the accomplishment and development of its corporate object, remaining within the limits of the law on commercial companies of 10 August 1915.

The Issuer is registered with the Luxembourg Registry of Commerce and Companies under number B24784.

[81] Item 13.7 of Annex IV of the Regulation.
[82] Item 14 of Annex IV of the Regulation.
[83] Item 14.1 of Annex IV of the Regulation.
[84] Item 14.2 of Annex IV of the Regulation.

3.15 MATERIAL CONTRACTS[85]

No material contracts are entered into, which could result in any member of the Fortis group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to holders of Notes.

3.16 THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST[86]

This Registration Document does not contain third party information or statements by experts.

3.17 DOCUMENTS ON DISPLAY[87]

For the life of the Notes, the following documents (or copies thereof) may be inspected at Fortis Bank, Montagne du Parc 3, 1000 Bruxelles and Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg as well as at the registered office of the Issuer:

- the memorandum and articles of association of the Issuer;
- the historical financial information of the Issuer for each of the two financial years preceding the publication of this Registration Document.

[85] Item 15 of Annex IV of the Regulation.
[86] Item 16 of Annex IV of the Regulation.
[87] Item 17 of Annex IV of the Regulation.

4 GUARANTEE BUILDING BLOCK[88]

4.1 NATURE OF THE GUARANTEE[89]

Fortis Bank nv-sa (the "**Guarantor**" or "**Fortis Bank**") will, by the guarantee endorsed on the Notes (the "**Guarantee**"), unconditionally and irrevocably guarantee the due and punctual payment of all amounts due by Fortis Luxembourg Finance SA (the "**Issuer**") under the Notes and coupons relating to them (including any additional amounts payable for tax reasons), when and as the same shall become due and payable, whether by declaration or acceleration or otherwise.

The Guarantee constitutes direct, unconditional, irrevocable, unsubordinated and unsecured obligations of the Guarantor and rank pari passu (subject to mandatorily preferred debts under applicable laws) equally and rateably with all other present and future outstanding unsecured and unsubordinated obligations of the Guarantor.

4.2 SCOPE OF THE GUARANTEE[90]

The following is substantially the text of the Guarantee that will be executed by the Guarantor for each Note issue and that will be endorsed on the Notes.

FORTIS BANK nv-sa (the "**Guarantor**") unconditionally and irrevocably guarantees to the holder of this Note (and, where relevant, the coupons appertaining hereto) the due and punctual payment, in accordance with the Terms and Conditions of the Notes (terms defined in the Terms and Conditions shall, insofar as the context so admits, have the same meaning when used herein), of the principal of, interest (if any) on, and any other amounts and Considerations payable under this Note upon the following terms:

In the event of any failure by the Issuer to pay punctually any such principal, interest (if any) or other amount or consideration, the Guarantor agrees to cause each and every such payment to be made as if the Guarantor instead of the Issuer were expressed to be the primary obligor of this Note or, as the case may be, of any coupons appertaining hereto to the intent that the holder shall receive the same amounts in respect of principal, interest (if any) or such other amount or consideration as would have been receivable had such payments been made by the Issuer.

The Guarantor agrees that its obligations under this Guarantee shall be unconditional and irrevocable, irrespective of the validity, regularity or enforceability of any Note or any coupon, the absence of any action to enforce the same, the recovery of any judgement against the Issuer or any action to enforce the same or any circumstance which might otherwise constitute a discharge or defence of a guarantor.

The Guarantor confirms with respect to each Note (and coupon, if any) and the indebtedness evidenced thereby, that it does not have and will not assert as a defence to any claim hereunder any right to require any proceedings first against the Issuer nor will it assert as a defence to any claim hereunder any lack of diligence, presentment to the Issuer or the Paying Agents, any demand for payment from the Issuer or the Paying Agents, any filing of claims with any court in the event of merger, insolvency or bankruptcy of the Issuer, any protest, notice or any other demand whatsoever

[88] This Section is established in accordance with the Schedule set out in Annex VI - Minimum disclosure requirements for guarantees (Additional building block) of Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (OJ L 149, 30.4.2004), Corrigendum, Official Journal L 215, 16/06/2004 (the "Regulation"). Correspondance with each item in Annex VI is indicated in the footnotes.
[89] Item 1 of Annex VI of the Regulation.
[90] Item 2 of Annex VI of the Regulation.

(other than a demand for payment of this Guarantee) and the Guarantor covenants that this Guarantee will not be discharged except by complete performance of the obligations contained in each Note (and coupon, if any) and in this Guarantee.

This Guarantee constitutes a direct, unconditional, irrevocable, unsubordinated and (subject to the provisions below) unsecured obligation of the Guarantor and ranks pari passu (subject to mandatory preferred debts under applicable laws) equally and rateably with all other present and future outstanding unsecured and unsubordinated obligations of the Guarantor including deposits received by it in its banking business.

The Guarantor agrees that it shall comply with and be bound by those provisions contained in the Terms and Conditions of the Notes which relate to it.

This Guarantee is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. Claims against the Guarantor thereunder may be brought before any competent court in Belgium, to the non-exclusive jurisdiction of all of which the Guarantor hereby submits.

In witness whereof the Guarantor has caused this Guarantee to be duly executed.

Dated as of the Issue Date

FORTIS BANK nv-sa

4.3 INFORMATION TO BE DISCLOSED ABOUT THE GUARANTOR[91]

4.3.1 Persons Responsible

The Guarantor, a bank incorporated for an unlimited duration in the Kingdom of Belgium, with registered office at 1000 Brussels, Montagne du Parc 3, is responsible for the information given in this Guarantees Building Block. The Guarantor confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Guarantees Building Block is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

4.3.2 Statutory Auditors

The 2003 and 2004 financial statements of the Guarantor have been audited by PricewaterhouseCoopers, Réviseur d'Entreprises S.C.C., represented by Luc Discry, Partner, Woluwedal 18, B-1932 Sint-Stevens-Woluwe and Klynveld Peat Marwick Goerdeler Réviseurs d'Entreprises S.C.C., represented by Virgile Nijs, Partner, Avenue du Bourget 40, B-1130 Brussels in accordance with the laws of Belgium. All are members of the Instituut voor Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises.

[91] Item 3 of Annex VI of the Regulation.

4.3.3 Selected Financial Information of the Guarantor

4.3.3.1 Key figures

Key figures [1]	Year			Quarterly				
(in EUR million)	2004	2003	% change	Q4 2004	Q4 2003	% change	Q3 2004	% change
Total revenues, net of interest expense	8,057	7,784	4	1,967	1,776	11	1,884	4
Net interest income	4,587	4,380	5	1,141	1,164	(2)	1,117	2
Commissions	1,978	1,802	10	525	486	8	471	11
Capital gains	438	443	(1)	16	(74)	*	7	*
Other revenues	1,054	1,159	(9)	285	200	43	289	(2)
Value adjustments	(227)	(762)	(70)	(27)	(190)	(86)	(54)	(51)
Operating expenses	(5,168)	(5,128)	1	(1,415)	(1,253)	13	(1,219)	16
Operating costs	*(4,831)*	*(4,832)*	*0*	*(1,312)*	*(1,165)*	*13*	*(1,135)*	*16*
Costs of assets held for lease	*(337)*	*(296)*	*14*	*(103)*	*(88)*	*17*	*(84)*	*23*
Operating profit before taxation	2,662	1,894	41	525	333	58	611	(14)
Net operating profit before realised capital gains	1,646	1,102	49	400	343	17	432	(7)
Net realised capital gains [2]	296	336	(12)	10	(6)	*	3	*
Net operating profit excluding value adjustments to the equity portfolio	1,942	1,438	35	410	337	22	435	(6)
Value adjustments to the equity portfolio	28	8	*	(31)	(30)	9	(1)	*
Realised	(14)	(48)	(71)	(1)	(49)	(99)	1	*
Unrealised	42	56	(26)	(30)	19	*	(2)	*
Net operating profit	**1,970**	**1,446**	**36**	**379**	**307**	**23**	**434**	**(13)**

[1] *Excluding FB Insurance.*
[2] *Excluding equity portfolio, after tax.*

4.3.3.2 Capital Adequacy Ratios

The Basle Committee on Banking Regulations and Supervisory Practices (the "**Basle Committee**") has developed guidelines for the measurement of capital adequacy of international banking organisations. These guidelines set minimum capital adequacy ratios of 4 per cent. for Tier 1 capital and 8 per cent. for total capital (Tier 1 and 2).

The table below sets out the Tier 1 and total capital ratios which come from Fortis' annual accounts and are in accordance with Fortis' accounting principles for Fortis Bank:

	31Dec-2002 Fortis Bank	31-Dec-2003 Fortis Bank	31-Dec-2004 Fortis Bank
Tier 1 capital ratio	8.2 %	7.9 %	8.3 %
Total capital ratio	13.0 %	11.68 %	12.3 %

As the statutory minimum for the Tier 1 capital ratio is 4 per cent., the Guarantor is in a comfortable position.

The current ratings of the Guarantor regarding its senior unsecured debt are the following:

	Long-Term Debt	Short-Term Debt
Moody's	Aa3	P-1
Standard & Poor's	AA-	A-1+
Fitch IBCA	AA-	F1+

4.4 RISK FACTORS

An investment in the Notes involves certain risks. Prospective investors should carefully consider the following factors relating to the business of the Guarantor, in addition to the matters and information set forth elsewhere in this Guarantees Building Block and the other information contained in the other parts of the Prospectus, prior to investing in the Notes.

As part of the financial services industry, Fortis Bank faces substantial competitive pressures which could adversely affect Fortis Bank' results of operations.

There is substantial competition in the Benelux and the other regions in which Fortis Bank does business for the types of banking and asset management and other products and services which Fortis Bank provides. Such competition is most pronounced in Fortis Bank's core Benelux markets (19 per cent., 33 per cent. and 19 per cent. of operating result before taxation in 2004 was derived from Belgium, The Netherlands and Luxembourg, respectively) where it faces competition from companies such as ING Group, ABN Amro N.V., Aegon N.V., Rabobank, KBC Bank N.V. and Dexia. As a result, Fortis Bank's strategy is to maintain customer loyalty and retention which can be influenced by a number of factors, including service levels, the prices and attributes of products and services, financial strength and claims-paying ratings and actions taken by competitors. If Fortis Bank is unable to compete with attractive product and service offerings that are profitable, Fortis Bank may lose market share or incur losses on some or all activities.

Competition in the financial services industry is affected by the high level of consolidation, both at a national and an international level, in the markets in which Fortis Bank operates as well as the emergence of alternative distribution channels for many of the products Fortis Bank offers. Consumer demand, technological changes, regulatory actions and other factors also affect competition. The implementation of the euro also resulted in increased cross-border competition.

Competitive pressures could result in increased pricing pressures on a number of Fortis Bank's products and services, particularly as competitors seek to win market share, and may harm Fortis Bank's ability to maintain or increase profitability.

Market conditions can adversely affect Fortis Bank' results.

Fortis Bank's business segments are affected by market conditions, which can cause results to fluctuate from year to year as well as on a long-term basis. These conditions include economic cycles such as financial market cycles, including volatile movements in market prices, and banking industry cycles.

Fluctuations in interest rates and exchange rates, monetary policy, consumer and business spending and demographics and competitive and other factors also influence Fortis Bank's performance.

As a result of changing market conditions and the influence of financial and industry cycles, Fortis Bank' results of operations are subject to volatility that may be outside the control of Fortis Bank. In particular, Fortis Bank's merchant banking, securities trading and brokerage activities income and profit or loss before taxation may vary significantly from year to year depending on market conditions.

Market risk can adversely affect Fortis Bank's banking and asset management activities.

Market risk can negatively affect Fortis' merchant banking, securities trading, brokerage and asset management. Market risk is the risk of losses due to sharp fluctuations on the financial markets - in share prices, interest rates, exchange rates or property prices.

These fluctuations also create risks which impact on the structural positions of the banking activities and on the trading positions taken by the banking business (trading risk).

In the banking activities, the fixed-rate period of the assets is longer than that of the liabilities, since banks traditionally receive funds in the shorter term and reinvest them for the longer term. As a result, an upward movement in the yield curve on the capital market will lead to a more pronounced fall in the value of the assets than in the value of the liabilities. This also has the effect of reducing the value of Fortis Bank (which is after all the difference between its assets and liabilities). A movement in the opposite direction naturally increases Fortis Bank's value.

A decline in the stock or bond markets would adversely affect investments, could reduce market liquidity, and could reduce the popularity of products linked to financial assets. Market downturns and high volatility can occur not only as a result of purely economic factors, but also as a result of war, acts of terrorism, natural disasters, or other similar events.

As mentioned above, the results of Fortis Bank's banking operations are also affected by its management of interest rate sensitivity. Interest rate sensitivity refers to the relationship between changes in market interest rates and changes in net interest income. The composition of Fortis Bank's banking assets and liabilities, and any gap position resulting from the composition, causes the banking operations' net interest income to vary with changes in interest rates. In addition, variations in interest rate sensitivity may exist within the repricing periods or between the different currencies in which Fortis Bank's holds interest rate positions. A mismatch of interest-earning assets and interest-bearing liabilities in any given period may, in the event of changes in interest rates, have a material effect on the financial condition or result from operations of Fortis Bank' banking business.

Asset illiquidity can adversely affect Fortis Bank's business.

Liquidity risk is inherent in much of Fortis Bank's business. Each asset purchased and liability sold has liquidity characteristics that are unique. Some liabilities are surrenderable while some assets have low liquidity such as privately placed loans, mortgages loans, real estate and limited partnership interests. Additionally, protracted market declines can reduce the liquidity of markets that are typically liquid. If, in the course of its insurance or other activities, Fortis Bank requires significant amounts of cash on short notice in excess of anticipated cash requirements, Fortis Bank may have difficulty selling these investments at attractive prices, in a timely manner, or both.

While Fortis Bank manages its operational risks, these risks remain an inherent part of all of Fortis Bank's businesses.

The operational risks that Fortis Bank faces include the possibility of inadequate or failed internal or external processes or systems, human error, regulatory breaches, employee misconduct or external events such as fraud. These events can potentially result in financial loss as well as harm to Fortis Bank's reputation. Additionally, the loss of key personnel could adversely affect Fortis Bank's operations and results.

Fortis Bank's business inherently generates operational risks. The business is dependent on processing a large number of complex transactions across numerous and diverse products, and is subject to a number of different legal and regulatory regimes. Additionally, because of the long-term nature of much of Fortis Bank's business, accurate records have to be maintained for significant periods.

Fortis Bank attempts to keep operational risks at appropriate levels by maintaining a sound and well controlled environment in light of the characteristics of its business, the markets and the regulatory

environments in which it operates. While these control measures mitigate operational risks they do not eliminate them.

Fortis Bank has significant counterparty risk exposure.

Fortis Bank is subject to general credit risks, including credit risks of borrowers. Third parties that owe Fortis Bank money, securities or other assets may not pay or perform under their obligations. These parties include borrowers under loans made, the issuers whose securities Fortis Bank holds, customers, trading counterparties, counterparties under swaps and credit and other derivative contracts, clearing agents, exchanges, clearing houses and other financial intermediaries. These parties may default on their obligations to Fortis Bank due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure or other reasons.

Catastrophic events, terrorist attacks and other acts of war could have a negative impact on Fortis Bank's business and results.

Catastrophic events, terrorist attacks, other acts of war or hostility, and responses to those acts may create economic and political uncertainties, which could have a negative impact on economic conditions in the regions in which Fortis Bank operates and, more specifically, on the business and results of Fortis Bank in ways that cannot be predicted.

Fortis Bank' results of operations can be adversely affected by significant adverse regulatory developments including changes in tax law.

Fortis Bank conducts its businesses subject to ongoing regulation and associated regulatory risks, including the effects of changes in the laws, regulations, policies and interpretations in the Benelux and the other regions in which Fortis Bank does business. The timing and form of future changes in regulation are unpredictable and beyond the control of Fortis Bank, and changes made could materially adversely affect Fortis' business, the products and services offered or the value of assets.

Fortis Bank adopted International Financial Reporting Standards ("**IFRS**"), which impact Fortis' financial results as they differ in significant respects from GAAP in accordance with Belgian law.

Fortis Bank's financial statements are prepared on the basis of IFRS as of 2005 (previously known as "**International Accounting Standards**" or "**IAS**"). Because IFRS emphasises the measure of the fair value of certain assets and liabilities, applying these standards to its financial statements may have a considerable impact on a number of important areas, including, among others, goodwill and intangible assets, employee benefits and financial instruments (including derivatives), accounting for share-based payments, long-term assets, insurance technical reserves, and business combinations. Because Fortis Bank's financial statements prepared in accordance with IFRS will differ from its financial statements prepared on the basis of GAAP in accordance with Belgian law, the methods used by the financial community to assess Fortis Bank's financial performance and value its publicly-traded securities could be affected and Fortis Bank's financial statements may be materially different from the financial statements included or referred to herein.

4.5 INFORMATION ABOUT THE GUARANTOR

4.5.1 History and development of the Guarantor

4.5.1.1 General

Fortis Bank is a public company with limited liability (*naamloze vennootschap/société anonyme*) under Belgian law. The Guarantor was established on 5 December 1934 as Banque de la Société Générale de Belgique for a period of 30 years (as from 1 January 1935), renewed on 19 May 1964. By decision of

the general shareholders' meeting of 23 April 1985, its duration is now unlimited. The registered office of the company is located at 1000 Brussels, Montagne du Parc 3, where its headquarters are based, telephone number: +32 (02) 565 11 11.

As stated in article 3 of its Articles of Association, Fortis Bank has as its purpose, carrying on the business of a credit institution, including brokerage and transactions involving derivatives. It is free to carry out all businesses and operations which are directly or indirectly related to its purpose or which are of a nature that benefit the realisation thereof. Fortis Bank is free to hold shares and share interests within the limits set by the legal framework for banks.

Fortis Bank is registered in the Register of Legal Entities under the number 0403.199.702.

Fortis Bank and its subsidiaries "regrouped" the banking activities of Fortis, an integrated financial services provider active in the fields of banking and insurance (see paragraph 3 below). Fortis offers its private, business and institutional customers a comprehensive package of products and services through its own distribution channels, in cooperation with intermediaries and via distribution partners. Its multi-channel distribution strategy gives Fortis the flexibility to meet its customers' need to be reachable at all times and their demand for user-friendliness.

The banking businesses offer a wide range of financial services (including insurance products), mostly under the name of Fortis Bank and via its own networks.

There have been no recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.

4.5.1.2 Historical Overview of the development of the Fortis group

1720	Rotterdam: the Mees family developed a trade financing business that developed into MeesPierson
1817	Establishment of the "Maatschappij tot Nut 't Algemeen", the first of the savings banks which merged in 1983 to become VSB
1822	William I, King of the United Netherlands, set up the "Algemeene Nederlandsche Maatschappij ter begunstiging van de Volksvlijt" in Brussels, out of which grew Generale Bank, established in 1934.
1865	The reorganisation of the Belgian financial world led to the establishment of the Algemene Spaar- en Lijfrentekas (ASLK-CGER)
1989	In the Netherlands, the merger of the insurer AMEV and the savings bank group VSB resulted in AMEV-VSB
1990	Fortis grew out of the merger between the Belgian insurer AG and the Dutch company AMEV-VSB
1993	The government institution ASLK-CGER was privatised: Fortis first obtained half the shares and subsequently took full control
1995	Generale Bank took over Credit Lyonnais Bank Nederland: Generale Bank Nederland came into being
1997	Fortis took over MeesPierson from ABN-AMRO
1998	Generale Bank joined the Fortis Group.
1999	Fortis Bank resulted from the merger of Generale Bank and ASLK-CGER in Belgium and Generale Bank Nederland, VSB Bank and MeesPierson in the Netherlands

4.5.1.3 Strategy and policy

Fortis Bank's strategy is based on the following objectives:

- improve home market performance in distribution/relationship intensive businesses covering a broad range of financial services;
- European leadership in skill-based activities;
- continue to grow selective businesses with a global reach.

4.5.2 Investments

The principal investments made since the date of the financial statements for the year ending 31 December 2004 are set out in Section 4.5.5.2 (Recent Developments) below.

4.5.3 Business Overview

Fortis Bank and its subsidiaries operate on a cross border basis with offices in the Benelux countries and they co-ordinate their operations from Brussels, Amsterdam, Rotterdam and Luxembourg.

The Fortis Bank organisation is centred around 3 businesses which are integrated in the Fortis structure:

- Retail Banking, providing financial services to retail customers, self-employed, professionals and small businesses;
- Commercial & Private Banking, servicing medium-sized companies in Europe by offering financial solutions through its integrated European network of Commercial Business Centres and offers integrated institutional management of assets and liabilities to wealthy individuals and business clients;
- Merchant Banking, offering its institutional and corporate clients tailored investment and financing solutions, based on its activities in Corporate and Investment Banking, Financial and Capital Markets, Private Equity and Securities Services.

Each business comprises several business lines which, in turn, group together activities focusing on a specific customer segment.

In parallel to the organisation of Fortis on the basis of its businesses, the structure of Fortis Bank includes operational and support functions managed by a Chief Operating Officer. Fortis Bank's operational activities, such as securities handling, accounts and payments and standardised credits for retail customers, are combined into one general national and cross-border activity. This should lead to enhanced quality of service, greater cross-border synergy and improved cost control.

Retail Banking

Retail Banking intends to be, and to remain, the bank of choice for individual customers, the self-employed, professionals and small businesses in every market in which it is active. Number two in the Benelux region, the leader in Belgium and Luxembourg, and number four in the Netherlands, Retail Banking is poised to take advantage of significant growth opportunities in these markets.

To meet its growth objectives and competitive targets, Retail Banking intends to put its customers even more at centre stage, particularly by intensifying its efforts to develop the "Customer Bank" concept (which emphasises customer service, availability, transparency and continuous improvement) and by establishing a culture that focuses on sales, customer satisfaction and the development of customer loyalty. In this context, Retail Banking plans to pursue its objectives with respect to staff training, the optimisation of the commercial organisation, product differentiation, the development of its innovative, integrated service offering, and the transition from a "multi-" to a "cross-channel" distribution strategy.

Commercial and Private Banking

Commercial Banking wants to become the bank of choice for medium-sized companies operating in Europe. It offers financial solutions with added-value through its integrated European network of Business Centres. Its main target group is companies requiring multiple banking services, such as leasing, factoring, international credit facilities, international cash management and finance facilities for acquisitions or trading transactions. The Global Relationship Manager (GRM) offers companies a single point of contact for their financial needs. The GRM is both a channel to all the expertise within Fortis and a provider of tailored solutions.

Under the name MeesPierson, Private Banking is one of the top 15 private banks in Europe and is ranked amongst the market leaders in the field of trust and corporate services. With a presence in 23 countries, the company offers integrated international management of assets and liabilities to wealthy individuals and business clients. The advice and solutions offered by MeesPierson are based on years of experience.

The Commercial & Private Banking business aims to reap the benefits of a combined and global approach to their two closely connected markets. In particular they are looking to benefit from improving the collaboration between Commercial Banking and Private Banking and by pooling their competence in the areas of trust, business management, leasing and so on. This closer co-operation will allow them to develop further the "Act as One" concept and establish a service strategy that is unique in Europe. The business wants to become an international provider of integrated "Commercial & Private Banking" services, putting it at the head of the field in Europe.

In order to strengthen its position and to increase Fortis' international market visibility, Commercial & Private Banking will prioritise investment in the Fortis brand.

Merchant Banking

Merchant Banking is the market leader in Belgium and Luxembourg, and is amongst the leading regional and global players in specific niche markets such as commodity finance. Merchant Banking offers its institutional and corporate clients tailored investment and financing solutions, based on its activities in Corporate and Investment Banking, Financial and Capital Markets, Private Equity and Securities Services.

Merchant Banking has opted for a firm focus on the client. As part of its pursuit of optimal and economically rewarding relationships with its clients, the business provides a full range of services, customised to meet clients' needs, based on an in-depth analysis of their expectations.

Merchant Banking plans to extend its expertise and presence in selected niche markets in which it has recognised expertise (e.g. commodity finance in emerging markets). It will also strengthen its position in its home market, particularly in the Netherlands, as well as in Asia and the United States.

4.5.4 Organisational Structure

Fortis Bank is part of the Fortis group ("**Fortis group**" or "**Fortis**").

Fortis occupies a prominent position in the Benelux countries. By building on this and its competencies, Fortis plans to strengthen its strategic position in the enlarged EU. The combination of commercial and private banking allows Fortis to offer a unique, cross-border service package to businesses and business people, and forms the backbone of Fortis' pan-European growth ambitions. The very customer-focused Merchant Banking business is growing further in the Benelux countries and enjoys an appreciable position in specific customer and product niche markets with a global scope, such as shipping and commodity finance. Fortis has successfully combined its banking and insurance expertise in European and Asian growth markets.

Fortis is one of Europe's biggest financial institutions, with a market capitalisation of EUR 26.5 billion and total assets of EUR 571 billion. With its sound solvency position, broad risk spread and the extensive expertise of its 51,000 employees, Fortis combines global strength with local flexibility to provide optimum support to its customers.

Fortis is listed on the exchanges of Amsterdam, Brussels and Luxembourg and has a sponsored ADR programme in the United States.

More information about Fortis is available at www.fortis.com.

The activities of Fortis are originated in six businesses, three of which are banking businesses and three are insurance businesses. The three banking businesses, organised according to specialisation and hence transactional by nature, were described previously. The three insurance businesses are divided geographically: Insurance Netherlands, Insurance Belgium and Insurance International.

Insurance Belgium

As the largest insurer in Belgium, Fortis is number one in Life, with a market share of 23 per cent., and number three in Non-Life, with a market share of 12 per cent. Its market leadership position is attributable to a number of factors. For example, the business has succeeded in building a lead over the competition in product innovation while at the same time keeping costs low. Moreover, intermediaries rate its service very highly and its IT tools are regarded as "best-in-class".

Insurance Belgium is made up of FB Verzekeringen (sales through bank branches) and Fortis AG (sales through intermediaries). Insurance Belgium aims to sustain its profitable growth in Non-Life, Individual Life and Group Life in Belgium. The business will continue to make a major contribution to the group through product innovation, improved service, a multichannel approach and cost control.

Insurance Belgium will continue to concentrate on its innovative product range (which has already achieved great success with unique packages such as Familis and Modulis) in particular with a view to increasing its market share in Non-Life. The business will also maintain its close ties with bank branches and intermediaries and will also seek to raise its quality of service.

Insurance Netherlands

Insurance International consists of a portfolio of Life and Non-Life activities in Europe and Asia with fast growing profitability. The ambition is to continue to grow rapidly in existing markets (organically and through acquisitions) and to enter new attractive markets where growth rates are likely to be higher than in the Benelux countries.

In Europe Fortis holds a leading position in bancassurance in Spain and Portugal. Fortis is also a leading motor insurer in the UK. Fortis will continue to grow by optimising its current portfolio and leveraging its key strengths in bancassurance and broker-based insurance outside the Benelux (via acquisitions and/or partnerships).

In Asia, Fortis has a strong presence in three high-growth countries (China, Malaysia and Thailand) and is recognised as a true leader in bancassurance. Fortis will continue to grow by reaching the full potential of its existing positions and targeting new attractive markets to further expand its bancassurance concept.

Insurance International

Fortis ASR is the second-largest insurer and the leading intermediary insurer in the Netherlands. It also distributes various Fortis banking products. Today, Fortis ASR is working hard to integrate the three general insurers AMEV, Stad Rotterdam and Woudsend under a single new label, while stepping up

initiatives to manage the risks that this operation entails. The integration process should be completed by the end of 2006.

In tandem with this merger, Fortis ASR intends to seize on growth opportunities in the life insurance market (resulting in particular from increased demand owing to government changes to pension schemes) and in other selected markets. In life insurance, Fortis ASR focuses on developing new and profitable individual life insurance products, and on increasing its share of the group insurance market. With a strong market position and recognised expertise in claims handling, the Dutch insurer aims to build on its leading position in the disability insurance market by achieving considerable autonomous growth.

In addition, Fortis ASR plans to take advantage of existing competence within Fortis to develop bancassurance activities, thereby allowing it to provide insurance products to banking customers in the Netherlands. Fortis ASR aims to use its flexibility and expertise to maintain its leading position in the travel insurance market. It also intends to capture new markets by entering into strategic partnerships with travel insurers in other countries.

4.5.5 Trend Information

4.5.5.1 Material adverse change

There has been no material adverse change in the prospects of the Guarantor since 31 December 2004.

4.5.5.2 Recent developments

RECENT DEVELOPMENTS OF FORTIS GROUP EXTRACTED FROM THE PRESS RELEASES DATED 12 APRIL AND 25 MAY 2005

1. Istanbul / Brussels / Utrecht, 12 April 2005

Fortis to acquire Dışbank, Turkey's seventh largest privately owned bank.

Fortis and Dışbank's majority shareholders - Doğan Group, Doğan family and two funds - yesterday signed an agreement by which Fortis will acquire 89.3 per cent. of Dışbank's shares outstanding. Fortis will also make a public bid for the remaining 10.7 per cent. of Dışbank's shares. Total consideration will be approximately EUR 985 million, subject to price adjustments.

With more than one million customers, around 120,000 small entreprise customers and around 10,000 Commercial Banking clients (i.e. medium sized enterprises), Dışbank is the seventh largest privately owned bank in Turkey in terms of assets and is listed on the Istanbul stock exchange. The bank has a history of Commercial Banking and has in recent years also developed a strong growing platform in Retail Banking along with selected Merchant Banking activities. Dışbank has a network of 173 branches concentrated in the most dynamic regions of the country, of which six are strategically located Business Centres. It is also one of Turkey's best rated banks.

Jean-Paul Votron, Fortis CEO, comments: "This acquisition is fully in line with our strategy to develop our activities outside the Benelux. By seizing this opportunity Fortis has made a strategic investment in a large and fast growing market with a young and dynamic population of over 70 million, a strong tradition of entrepreneurship, and numerous SMEs deeply rooted in the economy. The combination of Dışbank's network and market knowledge with Fortis' strength and expertise in cross-selling, multi-channel distribution and risk management will help Dışbank to achieve profitable organic growth and to realize its objective to become one of Turkey's leading banks. We warmly welcome the 4,500 new Fortis employees".

Tayfun Bayazit, Dışbank's Chairman and CEO, adds: "This acquisition confirms not only Dışbank's success but also the positive outlook for the Turkish economy in the eyes of the international financial community. I'm confident that, with Fortis' experience and international network, we will be able to enhance our competitiveness, product range and service quality."

This acquisition is also in line with Fortis's financial objective to achieve a double digit ROI as of 2008 onwards, and it will be EPS accretive as of 2006. In due time Dışbank will be rebranded and will operate under the Fortis name.

The final adjustment to the purchase price will be determined on the basis of the audited financial accounts for the period ending 31 May 2005. A public bid will be launched on a date to be determined in agreement with the Capital Market Board. The transaction is subject to the approval by the regulatory authorities.

Fortis

Fortis is an integrated financial services provider active in banking and insurance. With a market capitalisation of EUR 28.6 billion (31/03/2005) and around 51,000 employees, Fortis ranks among the top 20 financial institutions in Europe. In its home market, the Benelux countries, Fortis occupies a leading position, which it aims to develop and bolster. Our strategy is to continue to expand growth platforms, building on the quality and expertise we have developed in our home market. We will focus on markets - both in Europe and globally - where we have a competitive advantage and where growth can clearly be achieved, for example in Bancassurance, Commercial Banking, Leasing and Factoring, Private Banking and Trust, and Asset Management. Fortis is listed on the stock exchanges of Amsterdam, Brussels and Luxembourg and has a sponsored ADR programme in the United States.

Fortis in Turkey

Fortis has been present in Turkey since 1987 when it opened a Representative Office in Istanbul. It engages mainly in Merchant Banking (Global Export and Project Finance, Institutional Banking and Funds, Global Markets, Corporate Banking) and Commercial Banking. MeesPierson opened a representative office in 2004, mainly dealing with Trust matters.

Dışbank

Dışbank is Turkey's seventh largest privately owned bank with total assets of EUR 4.1 billion as of 31 December 2004. It is also one of Turkey's best rated banks. It is well positioned in Commercial and Corporate Banking and has a strong presence in Retail Banking, with over one million customers - of which about 120,000 are small enterprises, and 10,000 are Commercial Banking clients (medium sized enterprises) - and over one million credit cardholders ("Ideal" credit cards). It has a network of 173 branches, six of which are strategically located Business Centres.

2. Brussels / Utrecht, 25 May 2005

Strong results for first quarter of 2005

Net profit increased to EUR 1,487 million
First quarter 2005 compared with proforma first quarter 20041)
Net profit up 6 per cent. to EUR 1,487 million compared with the very strong first quarter of 2004; earnings per share up 5 per cent.
Net profit up 26 per cent. excluding the capital gain on the 2004 sale of Seguros Bilbao and the impact of the transactions with respect to Assurant; earnings per share up 25 per cent.
Banking net profit up 40 per cent., from EUR 553 million to EUR 776 million
Total revenues up 13 per cent.
Costs remained flat
Lower impairments on loans

Insurance net profit up 18 per cent. from EUR 258 million to EUR 305 million (excluding Seguros Bilbao)
Total gross inflow Life +19 per cent.2)
Non-life combined ratio improved substantially, from 101 per cent. to 95 per cent.
Net profit at General was impacted in 2004 as well as in 2005 by the transactions with respect to Assurant, which amounted to EUR 443 million in the first quarter of 2005 and to EUR 422 million in the same quarter last year

Jean-Paul Votron, CEO, comments:

"The results we present today show that Fortis has got off to a very good start in 2005. Compared with the very strong first quarter last year, our net profit increased by 26 per cent. if we exclude the capital gain on the sale of Seguros Bilbao and the impact of the transactions with respect to Assurant. In Banking revenues came in much higher, the change in impairments on loans was lower and costs remained flat, resulting in a better cost/income ratio of 53.6 per cent. At Retail Banking, sales of savings products were higher, reflecting the increase in customer satisfaction. At Merchant Banking strong results were booked by our promising niche activities, such as shipping and commodities. Strong inflows of new funds under management both at our private bank and at Fortis Investments contributed to the 9 per cent. increase in funds under management. At Insurance, Non-life further improved its very strong performance of previous quarters, while Life continued its good performance. Since presenting our full-year results for 2004 in March, we have made further progress in the application of our growth strategy. Our most important step was the acquisition of Dışbank in Turkey. This move represents exciting growth perspectives in a fast growing, large and dynamic economy. We have also expedited up the roll-out of the business centre network across 25 European countries, which will accelerate our market penetration beyond the Benelux region. We have opened business centres in Hamburg, Zurich and Florence. Last month we announced the creation of Belgium's largest insurance company - Fortis Insurance Belgium. This new company, bringing together Fortis AG and FB Insurance, will remain dedicated to its two distribution channels: the broker and the banking channel."

1) Fortis is publishing its first quarter 2004 and 2005 results under the new International Financial Reporting Standards (IFRS). Under IFRS, hedge accounting may not be applied retroactively to the 2004 accounts. However, to facilitate comparison, Fortis has published proforma net profit for 2004 taking the existing hedging strategies into account. From 2005 onwards, Fortis will apply hedge accounting in order to reflect the underlying economic reality and, consequently, to reduce substantially accounting volatility. The analysis in this press release refers to movements in the results versus the proforma results for first quarter of 2004, which include hedge accounting.

2) "Gross inflow" is the sum of gross written Life premiums and deposits received from investment contracts without discretionary participation features (DPF).

First quarter 2005 compared with first quarter 2004

Key figures Fortis (in EUR million)	Q1 2005	Q1 2004 proforma	change	Q1 2004	change
Net profit	**1,487**	**1,399**	**6%**	974	53%
Excluding divestment results [1]	*1,045*	*832*	*26%*		
- Banking	776	553	40%	128	*
Excluding divestment results [1]	*776*	*553*	*40%*		
- Insurance	305	403	(24%)	403	(24%)
Excluding divestment results [1]	*305*	*258*	*18%*		
- General	406	443	(8%)	443	(8%)
Excluding divestment results [1]	*(37)*	*21*	*		
EPS (in EUR)	1.16	1.10	5%	0.77	51%
Excluding divestment results [1]	*0.81*	*0.65*	*25%*		
Net equity per share (in EUR)	13.33			12.05 [2]	11%
Return on equity (in %) [3]	18.4			16.9 [4]	

[1] Excluding the capital gain on the sale of Seguros Bilbao and the impact of the transactions with respect to Assurant.
[2] Year end.
[3] Annualised.
[4] Full-year 2004.

Net profit Fortis

Net profit increased by 6 per cent. from EUR 1,399 million to EUR 1,487 million compared the very strong first quarter of 2004. This increase is mainly due to the strong improvement in results at Banking. Net profit went up 26 per cent. excluding the capital gain on the sale of Seguros Bilbao and the impact of the transactions with respect to Assurant.

Net profit Banking

Net profit at Banking increased sharply from EUR 553 million to EUR 776 million (+40 per cent.). Total revenues went up by 13 per cent. to EUR 2,397 million, while total expenses remained stable at EUR 1,285 million. Change in impairments was lower at EUR 25 million (-73 per cent.).

Net profit Insurance

Excluding the capital gain on the sale of Seguros Bilbao (EUR 145 million in 2004), the net profit in Insurance increased by 18 per cent. to EUR 305 million. Non-life further improved its very strong performance of previous quarters, while Life continued its good performance.

Total gross inflow at Life, increased by 19 per cent. to EUR 2,368 million. Non-life premiums went up 6 per cent. to EUR 1,638 million (excluding gross premium income from Assurant in January 2004). Costs remained tightly controlled. Staff costs dropped 6 per cent. (due to Assurant), while FTEs went down 1 per cent. compared with the year end, to 12,758. The combined ratio improved from 101 per cent. to 95 per cent., thanks both to a lower expense and claims ratio.

Net profit General

Net profit at General decreased by 8 per cent. to EUR 406 million. It was impacted both in 2004 and in 2005 by the transactions with respect to Assurant, which amounted to EUR 443 million in the first quarter of 2005, versus EUR 422 million in the same quarter last year.

Solvency

Net core capital is calculated conservatively. It excludes any unrealised capital gains on the bond portfolio, goodwill, and any elements of embedded value.

At 31 March 2005, net core capital was EUR 22.3 billion, which was EUR 11.4 billion (105 per cent.) above the legally required minimum and EUR 5.1 billion (30 per cent.) above Fortis's own floor. The bank's Tier 1 ratio and capital adequacy ratio remained high, at 7.5 per cent. and 10.8 per cent. respectively.

In EUR billion	31 March 2005	31 December 2004
Net core capital	**22.3**	**20.2**
Legally required minimum	10.9	10.3
Surplus above legally required minimum	11.4	9.9
Surplus above legally required minimum (as %)	105	96
Fortis's floor	17.2	16.4
Surplus above Fortis's floor	5.1	3.8
Surplus above Fortis's floor (as %)	30	23

Banking

Key figures - Banking (in EUR million)	Q1 2005	Q1 2004 proforma	change	Q1 2004	change
Total revenues	2,397	2,122	13%	1,488	61%
Total expenses	1,285	1,282	0%	1,282	0%
Pre-tax profit	1,087	746	46%	112	*
Net profit	**776**	**553**	**40%**	**128**	*
Key figures					
• Cost/income ratio	53.6%	60.4%	*	86.2%	*
• Credit loss ratio (in basis points) [1]	5	24		24	
• Tier 1 ratio	7.5%			8.3 [2]	
• FTEs	35,775			35,626 [2]	0%

[1] Calculated as a percentage of average Credit Risk-Weighted Commitments.
[2] Year-end 2004.

First quarter 2005 compared with first quarter 2004

Net profit at banking increased sharply from EUR 553 million to EUR 776 million (+40 per cent.), due to higher total revenues and a lower change in impairments on loans. Total revenues went up by 13 per cent. to EUR 2,397 million, while total expenses remained flat.

Net interest income from Retail Banking, Commercial & Private Banking and Corporate & Investment Banking showed an increase of 2 per cent. Higher volumes compensated for margin pressure, especially in Corporate. However, total net interest income ended up 9 per cent. lower, at EUR 1,053 million due to a change in classification under IFRS.

Unrealised gains on trading derivatives were recorded entirely in trading results under Fortis Accounting Principles (FAP), but under IFRS they are divided between net interest income (accrued interest) and unrealised and realised gains/losses (clean fair value). This had a negative impact on net interest income in the first quarter of 2005, but a positive effect on realised and unrealised gains/losses. In general, this change in presentation will make net interest income more volatile, but total revenues will be unaffected. Unrealised gains, particularly on trading derivatives, added EUR 243 million to total revenues in the first quarter of 2005, whereas last year unrealised losses totalled EUR 99 million.

Net commissions and fees rose by 1 per cent. to EUR 519 million, as higher asset management fees compensated lower commissions on securities transactions. Realised capital gains on investments came in lower at EUR 386 million (-9 per cent.), mainly due to lower capital gains on the bond portfolio. Dividends, shares in the results of associates and other investment income benefited from the revaluation of participating interests and higher dividends, increasing by 71 per cent. to EUR 66 million. Other revenues amounted to EUR 129 million, including a one-off EUR 48 million repayment of the "deposit protection fund" in Belgium.

The change in provisions for impairment ended up 73 per cent. lower at EUR 25 million, compared with EUR 94 million last year, mainly thanks to lower additions and important releases, due to the favourable credit environment in the corporate loan segment. The credit loss ratio (calculated as a percentage of average Credit Risk-Weighted Commitments) dropped to 5 basis points from 24 last year.

Total expenses remained stable at EUR 1,285 million, despite the 2 per cent. increase in staff expenses. Other costs went down by 2 per cent. The cost/income ratio improved from 60.4 per cent. (proforma)

to 53.6 per cent. Revenues in Banking traditionally tend to be strong in the first quarter. FTEs remained virtually stable at 35,775 compared with the year end 2004.

Strong inflows of new funds under management both at Private Banking (EUR 1.6 billion) and at Fortis Investments (EUR 3.3 billion) contributed to the 9 per cent. increase in funds under management to EUR 137 billion.

Performance per Banking Business

	Retail Banking			Merchant Banking			Commercial & Private Banking		
	Q1 2005	Q1 2004 proforma	change	Q1 2005	Q1 2004 proforma	change	Q1 2005	Q1 2004 proforma	change
Net Profit (in EUR million)	**320**	**248**	**29%**	**319**	**128**	*	**147**	**128**	**15%**
Cost/Income ratio	56.0%	62.6%		48.4%	67.6%		54.3%	54.7%	
FTEs	14,651	14,509 [1)]	1%	3,946	3,908 [1)]	1%	5,394	5,419 [1)]	0%

[1)] Year end 2004.

Retail Banking

The Retail Banking net profit increased by 29 per cent. from EUR 248 million to EUR 320 million. This increase was due to a combination of higher revenues and lower costs. Total net revenues increased by 7 per cent. thanks to higher net interest income (+3 per cent.) and significantly higher commissions and fees (+15 per cent.). Retail Banking managed to keep the change in impairments on loans low despite the growth of the credit portfolio. Total expenses remained under tight control (-5 per cent.), thanks to the reduction in the number of branches which is on track versus planned. Staff costs remained stable, despite the small increase in FTEs following the incorporation of International Card Services into Retail Banking at the beginning of 2005. Customer satisfaction improved in both Belgium and the Netherlands, which was reflected in higher sales. A very successful marketing campaign increased savings assets at Retail Banking Belgium, as well as adding to market share. Retail Banking Netherlands focused successfully on asset gathering. The "Top Secret" marketing campaign resulted in the opening of 10,000 new "Bonus Savings Accounts" with an additional volume of EUR 210 million.

Fortis Investments posted strong first quarter results. The inflow of new money amounted to EUR 3.3 billion, bringing to total funds under management to EUR 96.5 billion.

Merchant Banking

Net profit at Merchant Banking more than doubled from EUR 128 million to EUR 319 million, mainly due to increased customer flows at all major activities. Increased trading activities and a low change in loan impairments, thanks to the favourable credit environment, contributed strongly to net profit. Net interest income was lower and net commission income remained stable. Total expenses remained in line with operating performance.

Merchant Banking continues to reap the benefits of its diversified product portfolio and improved, differentiated client coverage model. Client Service Teams composed of specialists from different competencies of Merchant Banking propose the best possible solutions to clients in different sectors of activity, enabling Merchant Banking to gain market share in such product and client niches as structured derivatives, trade and export finance, shipping, etc. Merchant Banking's client franchises in Shipping, Commodities and Intermodal continued to benefit from the prevailing favourable market climate. They have also started to gain from Merchant Banking's broad product offering, e.g. investment banking activities, such as IPOs, etc.

Trading results were very good, especially for Currency Derivatives, Fixed Income products (bonds and derivatives) and Credit Derivatives, owing to the continued development and sale of CDO structures (e.g. Pyramid II and Renoir). The equity trading and brokerage unit performed very well, benefiting from better market conditions, as did the Global Securities Lending and Arbitrage desk. Results at Private Equity improved. At the end of the first quarter of 2005, the total portfolio stood at EUR 490 million, an increase of EUR 85 million compared with the end of 2004.

Commercial & Private Banking

Net profit at Commercial & Private Banking went up by 15 per cent. from EUR 128 million to EUR 147 million. Total net revenues went up 6 per cent., mainly thanks to higher net interest income (+9 per cent.). Changes in impairments ended up 24 per cent. lower. Total expenses increased by 5 per cent. in line with the operating performance. Commercial Banking posted higher results, as revenues grew substantially faster than costs and changes in impairments on loans were lower than last year. This business showed double-digit revenue growth in several countries outside the Benelux region. Commercial Banking opened its first business centre in Switzerland (Zurich), thus extending the Private Banking & Trust offering that had already existed in that country for many years.

At Private Banking, funds under management increased by EUR 2.4 billion to EUR 54.7 billion, due to a good net intake (+EUR 1.6 billion) and growth in the equity and bond markets. Private Banking launched a number of new products and innovative services. A new Real Estate fund, the La Salle Vastgoedfonds II CV, sold out within a few days. MeesPierson Intertrust launched its Carbon Management Desk, helping clients with the administration of the EU's Emissions Trading Scheme. In the Netherlands, MeesPierson Private Banking and Triodos Bank set up Triodos MeesPierson Sustainable Investment Management, a joint venture for sustainable asset management.

Other Banking

Other Banking includes all shared services entities and the corporate centre functions within the Bank, Asset and Liability Management (ALM), entities sold in 2004 (Fortis Bank Asia, GWK Bank), Fortis Hypotheek Bank and, for 2004 only, International Card Services, which is recognised in Retail Banking for 2005. Income from ALM and expenses related to shared services are both allocated to the Banking business lines.

Net profit at Other Banking decreased from EUR 50 million to a net loss of EUR 10 million, explained - amongst others - by lower capital gains, which are not allocated to the Banking business lines, the reallocation of International Card Services to Retail Banking, lower results at Fortis Hypotheekbank and the sale of GWK Bank.

This document is available on our website: www.fortis.com

Trends

Any information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Guarantor's prospects for the current financial year are set out in Section 4.5.5 above.

4.5.6 Profit Forecasts or Estimates

This Guarantees Building Block does not include any profit forecasts or estimates.

4.5.7 Administrative, Management and Supervisory Bodies

4.5.7.1 Administrative, management and supervisory bodies

In accordance with the principle of autonomy of the banking function, the decision-making and management structure of Fortis Bank is based on a distinction between the Management Committee and the Board of Directors.

The management of the activities of Fortis Bank is the exclusive responsibility of the Management Committee, which consists of a number of managing directors and operates within the framework of the general policy outlined by the Board of Directors.

The Board of Directors is responsible for the supervision of the management and control of the financial position of Fortis Bank, and for defining the general policy and holds the power to nominate and discharge the members of the Management Committee within the limits of the Protocol on banking autonomy.

All matters not determined by law or the articles of association for the General Shareholders Meeting are the responsibility of the Board of Directors or the Management Committee.

4.5.7.2 Management of Fortis Bank

4.5.7.2.1 Board of Directors

Jean-Paul Votron	Chairman of the Board of Directors
Herman Verwilst	Chairman of the Management Committee
Jean-Pierre Cardinael	Managing Director
Jos Clijsters	Managing Director
Karel De Boeck	Managing Director
Filip Dierckx	Managing Director
Patrick Evrard	Managing Director
Joop Feilzer	Managing Director
Gilbert Mittler	Managing Director
Christian Schaack	Managing Director
Jozef De Mey	Director
Jacques van Ek	Director
Walter Mersch	Director
Jean Meyer	Director
Jean Stephenne	Director
Peer van Harten	Director
Robert van Oordt	Director
Michel van Pée	Director
Luc Vansteenkiste	Director

4.5.7.2.2 Management Committee

Herman Verwilst
Jean-Pierre Cardinael
Jos Clijsters
Karel De Boeck
Filip Dierckx
Patrick Evrard

Joop Feilzer
Gilbert Mittler
Christian Schaack

The business address of the Board of Directors is at 1000 Brussels, Montagne du Parc 3.

4.5.7.2.3 Accredited Statutory Auditors

PricewaterhouseCoopers, Réviseurs d'Entreprises S.C.C., of Woluwedal 18, B-1932 Sint-Stevens-Woluwe, Brussels, Belgium, represented by Luc Discry, Partner. Klynveld Peat Marwick Goerdeler Réviseurs d'Entreprises S.C.C., of Avenue du Bourget 40, B-1130 Brussels, Belgium, represented by Virgile Nijs, Partner.

4.5.7.2.4 Administrative, Management, and Supervisory bodies conflicts of interests

No conflicts of interests exist between any duties to the Guarantor of the persons referred to in Section 4.5.7 and their private interests and or other duties.

EXTERNAL POSTS HELD BY DIRECTORS AND EXECUTIVES THAT ARE SUBJECT TO A LEGAL DISCLOSURE REQUIREMENT

Pursuant to Article 27 of the Law of 22 March 1993 on the status and supervision of credit institutions and the attendant ruling by the Belgian Banking and Finance Commission relating to external posts held by Executives of credit institutions and investment companies, the bank's Board of Directors has adopted "Internal regulations for Directors and Executives of Fortis Bank SA/NV holding external posts". Inter alia, these regulations stipulate that external posts held by the bank's Executives and Directors in companies other than those falling within the scope of Article 27, § 3, para 3, of the Law of 22 March 1993 shall be disclosed in the annual management report.

The term "Executives" refers to members of the Management Committee and persons in positions at a level immediately below the said Committee, including Managers of foreign branches.

As regards "external posts" - ie, principally posts as Director of a company - that are subject to disclosure, this involves posts held in companies other than family property companies, "management companies", undertakings for collective investment or companies with which the bank has close links as part of the Group.

The 2004 management report of Fortis Bank SA/NV is incorporated by reference and can be obtained free of charge at the head office of Fortis Bank in Belgium, Fortis Bank Nederland, Rokin 65, 1012 KK Amsterdam and at the principal office of the fiscal agent, Banque Générale de Luxembourg S.A. in Luxembourg.

The external posts held by the members of the Board of Directors are mentioned below:

SURNAME AND FORENAME	POST COMPANY	HEAD OFFICE	BUSINESS ACTIVITY	LISTING	POST BANK'S	STAKE IF 5%
Filip DIERCKX	Member of the Management Committee - DIP N.V. - SD Diensten N.V. - SD Software Solutions N.V. - Informatie verwerkende Diensten van het VEV N.V.	 Antwerp Antwerp Antwerp Antwerp	 Management services Training & mangmt services IT services Administratives services	 - - - -	 Director Director Director Director	
Joop FEILZER	Member of the Management Committee - Stichting Administratiekantoor Cumulatief Preferente aandelen Pon Holdings B.V.	 Nijkerk (NL)	 Administration of shares	 -	 Member of the Board of Directors	
Christian SCHAACK	Member of the Management Committee - SES Global S.A.	Betzdorf (L)	Satellites	Luxembourg Deutsche Borse Euronext Paris	Director	
Jozef DE MEY	Director - Aviabel S.A. - Bernheim-Comofi S.A. - Brokers Invest S.A.	 Brussels Brussels Luxembourg	 Insurance Holding company (property) Holding company	 - - 	 Chairman of the Board of Director Chairman of the Board of Director Director	
	- Fortis Real Estate S.A. - Gamma Capital S.A. - Mayban Fortis Holdings plc - Muang Tahi Fortis Holding Co. Ltd - Portima S.C. - Tai Ping Life Ltd	Brussels Luxembourg Kuala Lumpur (Malaysia) Bangkok (Thailand) Brussels Shanghai (PRChina)	Real Estate Holding company Holding company Holding company Administrative services Insurance	- - - - - -	Director Chairman of the Board of Directors Vice-Chairman Board of Directors Director Chairman of the Board of Director Director	
Walter MERSCH	Director - AstenJohnson Inc. - Bruch et Cie S.A. - Magotteaux International Participations S.A. - Magotteaux Inc. Ltd	 Charleston NC (USA) Neu-Moresnet Vaux-sous-Chevremont Brentwood (USA)	 Technical textiles Technical textiles Holding company Metal manufacturing	 - - - -	 Director Director Director Director	
Jean MEYER	Director - Arbed S.A. - Cargolux Airlines International S.A. - Clearstream International S.A. - International Shipowners Reinsurance Company S.A.	 Luxembourg (L) Luxembourg (L) Luxembourg (L) Luxembourg (L)	 Iron and steel Airfreight Clearing house Reinsurance	 - - - -	 Director Director Director Director	
	- Luxair S.A.	Luxembourg (L)	Air transport	-	Director	12,15% (through BGL)

Jean STEPHENNE	Director - Aseptic Technologies S.A. - GlaxoSmithKline Biologicals S.A. - GlaxoSmithKline Biologicals Manufacturing S.A. - GlaxoSmithKline Biologicals Services S.N.C. - Groupe Bruxelles Lambert S.A. - Henogen S.A. - Ion Beam Applications S.A. - Nanocyl S.A. - Société Belge des Bétons S.A.	 Rixensart Rixensart Rixensart Rixensart Brussels Charleroi Louvain-la-Neuve Namur Brussels	 Pharmaceutical industry Pharmaceutical industry Pharmaceutical industry Pharmaceutical Industry Investment Company Pharmaceutical industry Technology Chemicals Construction	 - - - - Euronext BXL - Euronext BXL - Euronext BXL	 Director Chairman of the Board of Directors Director Director Director Director Director Director Director	
Jacques van EK	Director					
	- Dinytei B.V.	Amsterdam (NL)	Holding company	-	Member of the Supervisory Board	
	- Polynorm N.V.	Bunschoten (NL)	Holding company	-	Member of the Supervisory Board	
	- Soweco N.V.	Almelo (NL)	Social services	-	Member of the Supervisory Board	
Robert van OORDT	Director					
	- Rodamco Europe N.V.	Rotterdam (NL)	Real estate investment	Euronext Amsterdam, BXL & Paris	Chairman of the Supervisory Board	
	- Draka Holding company N.V.	Amsterdam (NL)	Cable Telecommunications	Euronext Amsterdam	Member of the Supervisory Board	
	- Schering-Plough Inc.	Kenilworth (USA)	Pharmaceutical industry	NYSE, Deutsche Borse	Director	
	- Umicore S.A.	Brussels	Non ferrous metals	Euronext BXL	Director	
Michel van PEE	Director	- SN AirHolding company S.A.	Brussels		Holding company (aviation)	6,6%
Luc VANSTEENKISTE	Director					
	- Recticel S.A.	Brussels	Chemicals	Euronext BXL	Managing Director (1)	
	- Rec-Hold S.A.	Brussels	Holding company	-	Director (1)	
	- Compagnie Mobilière et Foncière du Bois Sauvage S.A.	Brussels	Investment company	Euronext BXL	Director	
	- Sioen S.A.	Ardooie	Textiles	Euronext BXL	Director (1)	
	- Spector Photo Group S.A.	Wetteren	Photo-finishing	Euronext BXL	Chairman Board of Directors (1)	
	-Telindus Group S.A.	Brussels	Telecommunications	Euronext BXL	Director (2)	
	- Ter Beke S.A.	Waarschoot	Food	Euronext BXL	Director (1)	
					(1) through Vean S.A.	
					(2) through LMCL S.C.A.	

4.5.8 Board Practices

At Fortis group's level, three committees have been set up within the Board of Directors: a Nomination and Remuneration Committee, a Risk and Capital Committee and an Audit Committee. These have a solely advisory function with respect to the Board of Directors, which remains the only body with decision-making powers.

Each committee currently has four members, all of whom are independent non-executives. The role and responsibilities of each committee, together with its structure and organisation, are specified in individual sets of rules that form part of the Fortis Governance Statement (which is available on the Fortis' website: www.fortis.com).

4.5.8.1 Nomination & Remuneration Committee

The members of the Nomination & Remuneration Committee (NRC) are Maurice Lippens (chairman), Daniel Janssen, Annemieke Roobeek and Jan Slechte. The role of this Committee is to assist the Board in all matters relating to the appointment and remuneration of Board members and Executive Managers, and in those matters regarding the governance of the group on which the Board or the Chairman whishes to receive the Committee's advice.

4.5.8.2 Risk & Capital Committee

The members of the Risk & Capital Committee (RCC) are Jan-Michiel Hessels (chairman), Jacques Manardo, Rana Talwar and Piet Van Waeyenberge. The role of this Committee is to assist the Board in understanding the risks run by Fortis, in overseeing the proper management of these risks and in ensuring the adequacy of Fortis capital.

4.5.8.3 Audit Committee

The members of the Audit Committee (AC) are Klaas Westdijk (chairman), Philippe Bodson, Richard Delbridge and Ron Sandler. The role of this Committee is to assist the Board in fulfilling its supervision and monitoring responsibilities in respect of internal control in the broadest sense within Fortis, including internal control over financial reporting.

The terms of reference under which the Audit Committee operates can be summarised as follows:

> IV.4. Terms of reference of the Audit Committee
>
> The Standing Rules applicable to all Fortis Board Committees, as set out above, apply in full to the Audit Committee (AC), taking into account, however, the following;
> IV.4.1. Role
>
> The role of the AC is to assist the Board in fulfilling its supervision and monitoring responsibilities in respect of internal control in the broadest sense within Fortis, including internal control over financial reporting.
>
> IV.4.2 Responsibilities
>
> The AC monitors:
>
> - the integrity of financial statements and any press release relating to Fortis financial performance. This includes the consistent application of accounting principles (and changes thereto) and the quality of internal control over financial reporting;

- the performance of the external audit process: the AC oversees the work performed by the external auditors, approves their audit plan, formally evaluates their performance at least once every 3 years against stated criteria and makes recommendations to the Board regarding their appointment or reappointment, mandate renewal and remuneration. The AC also monitors adherence to the policy on the independence of external auditors, as adopted by the Board, including the correct implementation of the pre-approval procedure for non-audit services;
- the performance of the internal audit process: the AC oversees the work performed by Fortis Audit Services and approves the annual audit plan, including focal point audit assignments, scope and audit budget. It initiates an external quality assessment at least once every five years and concurs in the appointment or dismissal of the General Auditor;
- the performance of the internal control system in general, and in particular of the risk management system and the processes for monitoring compliance with laws, regulations and the Fortis Principles of Business Conduct. Each year, the AC reviews the assessments of the quality of internal control by management (Control & Risk Self Assessment and Management Certifications on Internal Control), the Compliance report submitted by the Compliance Officer, and the reporting on potentially questionable practices notified to the Fortis Internal Alert System.The Audit Committee concurs in the appointment or dismissal of the Compliance Officer;
- the effectiveness of the AC's governance. This includes establishing rules to govern the creation , composition and functioning of Audit Committees at the level of Fortis operating companies and their relations with the Fortis AC.

In addition, the AC

reviews the disclosures on internal control and Audit Committee activities in the Annual Report;
performs such tasks related to internal control, internal or external audit as the Board or the Chairman may require.

IV.4.3. Membership

The AC is currently made up of four Non-executive members, all of whom are independent. Its Chair and members are designated by the Board based on a proposal by the Chairman of the Board, after consulting the NRC.

IV.4.4. Meetings

The regular meeting schedule of the AC plans for at least six meetings each year. Other meetings may be convened as required, at the request of the AC Chair or, after consulting the AC Chair, at the request of the Chairman of the Board, any AC member, the CEO, The General Auditor, the Compliance Officer or the external auditor(s).

Source: Fortis Governance Statement (www.fortis.com).

Fortis is confident that creating a clearly defined framework for corporate governance will help it communicate better with all its stakeholders.

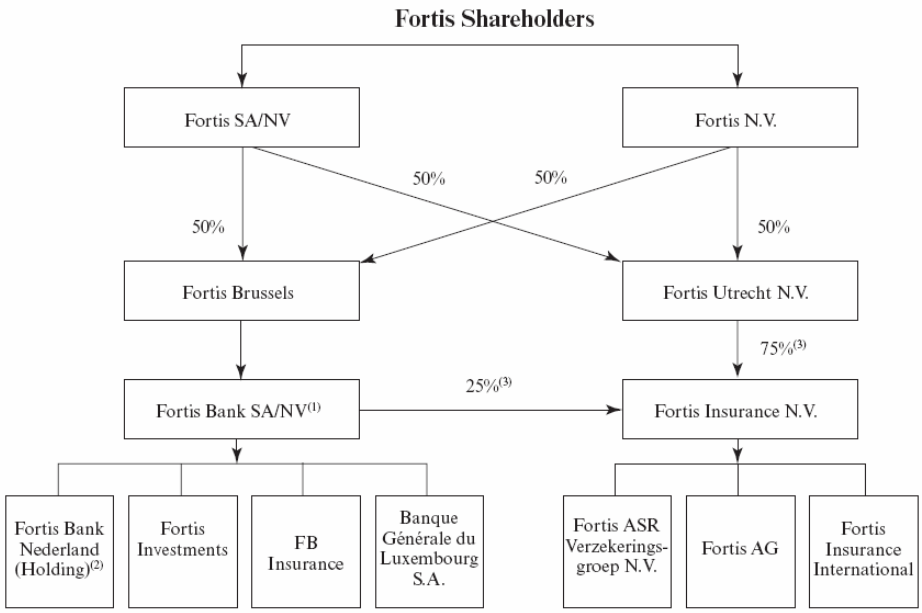
Important developments on the corporate governance front occurred in 2004 both inside Fortis and beyond, reinforcing this theme - as in preceding years - as a constant focus of attention for the Board. Transparent and effective administration - including adherence to high ethical standards - is absolutely crucial to Fortis. Efficient corporate governance should support operational development, while helping to manage risks as effectively as possible. It is a constantly evolving process and responds to the needs of the organisation and to international best practice.

Fortis Bank complies with the Belgian corporate governance regime as laid down in the Belgian company code.

4.5.9 Major Shareholders

The Guarantor is approximately 100 per cent. owned by Fortis SA/NV and Fortis N.V.

The diagram below summarizes the legal structure of Fortis as of 31 December 2004(*).



(*) Excludes Assurant, Inc. (formerly Fortis, Inc.) which is now accounted for on the equity method due to a sale of 84 per cent. in aggregate of Assurant, Inc.'s shares through an initial public offering in the United States completed in February 2004, followed by a secondary public offering in the United States, which completed in January 2005.

(1) Fortis Bank nv-sa is the successor to the merger of Generale Bank and ASLK-CGER Bank.

(2) Fortis Bank Nederland (Holding) is the successor to the merger of VSB Bank, Generale Bank Nederland and MeesPierson.

(3) Fortis Bank SA/NV holds preference shares in Fortis Insurance N.V. Fortis Utrecht N.V. holds 100 per cent. of the ordinary shares in Fortis Insurance N.V. The percentage interests included in the table represent voting interest.

Fortis Brussels and Fortis Utrecht N.V. are the sub-holding companies of Fortis SA/NV and Fortis N.V.

Fortis Brussels and Fortis Utrecht N.V. are the sub-holding companies of Fortis SA/NV and Fortis N.V. They hold substantially all of the assets of the Fortis group, are subject to regulation by governmental bodies and produce separate financial statements which are deposited with governmental bodies.

Legal entities are grouped in two distinct pools of activity: insurance and banking. These groupings reflect in part the use of two primary channels for distributing Fortis' products, intermediaries (brokers and agents), and proprietary distribution networks (bank branches). All insurance activities worldwide (other than bancassurance, which remains under the banking group), have been aggregated to form the building blocks of a single, Netherlands-based, insurance group, headed by Fortis Insurance N.V. The aggregated banking activities are headed by Fortis Bank nv-sa.

4.5.10 Financial information concerning the Guarantor's assets and liabilities, financial position and profits and losses

4.5.10.1 Historical Financial Information

The audited financial statements of 2004 are incorporated by reference and can be consulted at www.fortis.com (Investor Relations/Debt Investor Info/Credit Analyst Service/Annual Accounts of Subsidiaries).

4.5.10.2 Capitalisation and indebtedness of the Guarantor

The unaudited capitalisation and indebtedness of Fortis Bank as at 30 June 2004 and 30 September 2004 and the audited capitalisation and indebtedness of Fortis Bank as at 31 December 2004, are set forth below on a consolidated basis:

	30 June 2004	31 September 2004	31 December 2004
	(in millions of EUR)		
Shareholders' Equity			
Share capital(1)	3,112	3,112	3,112
Share premium account	4,875	4,875	4,875
Reserves and accumulated profit	2,454	2,849	2,420
Translation differences	8	3	-15
Consolidation differences	0	1	1
Total Shareholders' Equity	10,448	10,839	10,394
Contingency Reserve	1,765	1,764	1,756
Long Term Debt(2)			
Subordinated liabilities	9,647	9,858	10,934
Unsubordinated liabilities	40,503	39,944	42,142
Total Long Term Debt	50,150	49,802	53,076
Total capitalisation	62,363	62,405	65,226

Notes:

As at date of this programme prospectus, the issued and paid-up share capital amounted to EUR 3,111,838,861 and is represented by 160,404,065 no-par-value ordinary shares.

Since 31 December 2004, Fortis Bank guaranteed the following new issues made by Fortis Luxembourg Finance SA:

EUR 3,000,000 Callable Range Accrual Notes due 5 January 2012 EMTN series N° 188 XS0208319870;
USD 15,000,000 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 25 January 2020 EMTN series N° 191 XS0209607109;
EUR 5,000,000 Credit Linked Notes due April 18 2007 EMTN series N° 192 XS0210194022;
EUR 5,000,000 Credit Linked Notes due April 18 2007 EMTN series N° 193 XS0210194451;
USD 20,000,000 Bermudan Callable Zero Notes due 25 January 2025 EMTN series N° 194 XS0210027719;
EUR 5,750,000 8.30% Reverse Convertible Notes due 24 January 2007 convertible into ABN-AMRO shares EMTN series N° 195 XS0210749932;
EUR 3,500,000 7.80% Reverse Convertible Notes due 24 January 2007 convertible into ROYAL DUTCH shares EMTN series N° 196 XS0210750609;
EUR 4,250,000 9.00% Reverse Convertible Notes due 24 January 2006 convertible into ROCHE shares EMTN series N° 197 XS0210750435;
USD 2,300,000 USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 15 February 2020 EMTN series N° 198 XS0210881701;
EUR 30,000,000 Reverse Convertible Notes due 16 August 2006, convertible into Dexia shares XS0211673982
EUR 25,000,000 3.875% Fixed Rate Notes 2005 due 31 March 2015 guaranteed on a subordinated basis XS0213287070;
EUR 10,000,000 Credit Linked Notes due April 10 2006 EMTN series N° 199 XS0211846240;
EUR 10,000,000 Credit Linked Notes due April 10 2007 EMTN series N° 200 XS0211847131;
USD 10,000,000 Year Callable Range Accrual Notes due 25 February 2015 EMTN series N° 201 XS0211848022;
USD 20,000,000 Year Callable Zero Coupon Notes due 25 February 2025 EMTN series N° 202 XS0212391519;
USD 1,700,000 2.5 Years Equity Linked Notes due 2007 EMTN series N° 203 XS0212501554;
EUR 16,478,000 "Target Snowball" Notes 2005 due 2015 XS0213766636;

EUR 10,000,000 Reverse Convertible Notes 2005/2006 due 8 September 2006 convertible into Deutsche Bank AG shares XS0213297202;
USD 5,600,000 Callable Range Accrual Notes due 22 March 2020 EMTN series N° 204 XS0213750713;
USD 8,500,000 Callable Range Accrual Notes due 25 March 2017 series N° 205 XS0214513631;
EUR 50,000,000, 10 Year Capped CMS-Linked Note due 11 April 2015 guaranteed on a senior subordinated basis, series N° 206 XS0214846874;
USD 2,000,000 5.00 per cent. Click T BIN (autocallable) Notes due 22 March 2007 EMTN Series N° 207 XS0214989989;
EUR 15,000,000 Reverse Convertible Notes 2005/2006 due 25 October 2006 convertible into ING Groep N.V. shares XS0216034222;
EUR 5,000,000 Credit Linked Notes due July 2006 EMTN Series N° 208 XS0215408971;
EUR 5,000,000 Credit Linked Notes due 23 July 2007 EMTN Series N° 209 XS0215409433;
USD 15,850,000, USD 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020 EMTN Series N° 210 XS0215556738;
USD 6,120,000, 15 Year Callable Daily Accrual Notes linked to 30 year-10 year CMS Spread due 11 April 2020, EMTN Series N° 211 XS0215556498;
USD 15,250,000, 10 Year Callable Daily Accrual Notes linked to 30 year-2 year CMS Spread due 15 April 2015, EMTN Series N° 212 XS0216471101;
USD 5,550,000, 10 Year Callable Range Accrual Notes due 15 April 2015 EMTN Series N° 213 XS0216433515;
EUR 3,330,000 Zero Coupon Autocallable Reverse Convertible Notes due 2006 convertible into Endesa S.A. shares EMTN Series N° 216 XS0217230886;
USD 3,100,000 CMS Spread Range Accrual Notes due 29 April 2020 Series N° 215 XS0217124345
EUR 1,500,000 Range Accrual Notes due 9 May 2008 Series N°217 XS0218420791
USD 75,000,000 4.25% Notes due 25 May 2010 Series N°215 XS0218424868
USD 2,100,000 Bermudan CMS Spread Range Accrual Notes due 1 June 2015 Series N°219 XS0219552568
EUR 200,000,000 Credit Linked Notes linked to CMS 7 years, floored at 4.75%, due 30 June 2012 Series N° 220 XS0220820608
EUR 7,000,000 7% Target Redemption Notes on 12 months EUIBOR Notes due 2 June 2020 Series N° 221 XS0220757214
EUR 12,000,000 TOP Notes due 14 December 2007 Series N°222 XS0220549025
EUR 20,000,000 Capped CMS Linked Notes due 1 July 2015 XS0221564544
EUR 6,000,000 Equity Index Linked Notes due 6 July 2015 Series 223 XS0222331810
USD 10,000,000 Credit Linked Notes to CMS 7 years, floored at 6%, due 30 June 2012 Series N° 224 XS0222427501
EUR 22,000,000 Capped CMS Linked Notes due 29 July 2015 XS0223235390
EUR 34,000,000 Swing Notes due 29 July 2012 XS0222939828
TRL 35,000,000 14% Notes due 27 July 2007 XS0223721654
EUR 1,500,000 Equity Linked Notes due 17 July 2008 Series N° 225 XS0224156892
EUR 7,500,000 Credit Linked Notes due 8 October 2007 Series N° 226 XS0224688043
EUR 3,000,000 11% Reverse convertible on Arcelor Notes due 28 July 2006 Series N° 227 XS0224767698
TRL 120,000,000 13.70% Notes due 28 July 2008 Series N° 229 XS0225353829
EUR 65,000,000 FRN 3 months EURIBOR + 0.06% Notes due 28 July 2008 Series N° 228 XS0225296507
EUR 2,000,000 quanto USD Libor 12 months Range Accrual Notes due 1 August 2008 Series N° 230 XS0225354470
EUR 30,000,000 Swing 2 Notes due 8 September 2012 XS0226146065

Fortis Bank has no notes cum warrants, nor convertible notes outstanding.

Save as disclosed in the notes above, there has been no material change in the capitalisation of Fortis Bank since 31 December 2004.

4.5.10.3 Auditing of historical annual financial information

The 2003 and 2004 financial statements of the Guarantor have been audited without qualification by PricewaterhouseCoopers, Réviseur d'Entreprises S.C.C., represented in 2001 and 2002 by Daniel Van Woensel, Partner, and represented by Luc Discry, Partner, Woluwedal 18, B-1932 Sint-Stevens-Woluwe and Klynveld Peat Marwick Goerdeler Réviseurs d'Entreprises S.C.C., represented by Virgile Nijs, Partner, Avenue du Bourget 40, B-1130 Brussels in accordance with the laws of Belgium.

No other information in this Guarantees Building Block has been audited by the statutory auditors.

4.5.10.4 Age of latest financial information

The most recent audited financial information included in this Guarantees Building Block are the audited annual financial statements for the year ending 31 December 2004.

4.5.10.5 Interim and other financial information

See Section 4.5.5.2 (Recent Developments).

4.5.10.6 Legal and arbitration proceedings

There were no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Guarantor is aware), during a period covering the 12 months prior to this Guarantees Building Block which may have, or have had in the recent past, significant effects on the Guarantor and/or Fortis group's financial position or profitability.

4.5.10.7 Significant change in the guarantor's financial or trading position

There has been no significant adverse change in the financial or trading position of the Guarantor since 31 December 2004.

4.5.11 Additional Information

4.5.11.1 Share Capital

As at date of this Guarantees Building Block, the issued and paid-up share capital amounted to EUR 3,111,838,861 and was represented by 160,404,065 no-par-value ordinary shares. The Guarantor has no other classes of shares. The share capital is fully paid up.

The Guarantor has no notes cum warrants, nor convertible notes outstanding.

For an overview of the capitalisation of the Guarantor, please see 4.5.10.2 of this Guarantees Building Block.

4.5.11.2 Memorandum and Articles of Association.

As stated in article 3 of its Articles of Association, the Guarantor has as its purpose to carry on the business of a credit institution, including brokerage and transactions involving derivatives. It is free to carry out all businesses and operations which are directly or indirectly related to its purpose or which are of a nature to benefit of the realisation thereof. The Guarantor is free to hold shares and share interests within the limits set by the legal framework for banks.

The Guarantor is registered with the Register of Legal Entities under the number 0403.199.702.

4.5.12 Material Contracts

No material contracts have been entered into in the ordinary course of the Guarantor's business, which could result in any member of the Fortis group being under an obligation or entitlement that is material to the Guarantor's ability to meet its obligation to holders of the Notes.

4.5.13 Third Party Information and Statement by Experts and Declarations of any Interest

This Guarantees Building Block does not include any third party information or statement by experts.

4.6 DOCUMENTS ON DISPLAY[92]

For the life of the Notes, the following documents (or copies thereof) may be inspected at Fortis Bank, Montagne du Parc 3, 1000 Bruxelles and at the principal office of the fiscal agent, Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg:

- the memorandum and articles of association of the Guarantor;
- the historical financial information of the Guarantor for each of the two financial years preceding the publication of this Guarantees Building Block;
- copies of the Guarantee.

Copies of the Guarantee, the latest published annual account for the financial years ending on 31 December 2003 and 2004, can be obtained free of charge at Fortis Bank, Montagne du Parc 3, 1000 Bruxelles, tel: 02/565 85 35 or, with the exception of the Guarantee, on the website: www.fortisbank.be and at the principal office of the fiscal agent, Banque Générale de Luxembourg S.A., 50 avenue J.F.Kennedy, L-2951 Luxembourg.

[92] Item 4 of Annex VI of the Regulation.

Subscription Application

Exemplaire destiné à l'intermédiaire financier (banque-guichet)

FORTIS LUXEMBOURG FINANCE S.A.
65, boulevard Grand-Duchesse Charlotte, L-1331 Luxembourg
(Incorporated with limited liability under the law of the Grand-Duchy of Luxembourg)
(Registered with the Registre du Commerce et des Sociétés, Luxembourg, under B 24784)

Offre en souscription publique d'un emprunt obligataire d'un montant nominal de EUR 10,000,000 (pouvant être augmenté pendant et après la période de souscription jusqu'à EUR 250.000.000), venant à échéance le 7 novembre 2015, représenté par des obligations "Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("Snowball")", d'une valeur nominale de EUR 1.000, telles que décrites dans le Prospectus d'émission

BULLETIN DE SOUSCRIPTION
(à établir en double exemplaire, conformément à la loi)

Je soussigné (nom, prénom)…….....…….....
demeurant à……..rue……..…….....…..n°….....
après avoir pris connaissance du Prospectus d'émission du 23 septembre 2005, déclare souscrire à:

…….. Obligations, au
prix de souscription de 102% (100% à titre de montant nominal + 2% de frais d'émission), soit EUR 1.020 par obligation, soit

EUR …… au total.

A l'appui de ma souscription et pour contre-valeur des obligations ainsi souscrites :

je prie la banque ……. de débiter le prix de souscription total de mon compte
n°……

Je souhaite que le(s) titre(s) me soi(en)t délivré(s) sous forme d'une inscription au compte-titres n°……

Je m'engage à accepter la réduction éventuelle telle qu'elle sera opérée.

Les sommes versées sur les obligations souscrites et non attribuées, seront remboursées sans que les souscripteurs soient fondés à réclamer des intérêts sur leurs versements.

Les statuts de l'émetteur, ainsi que la Notice Légale relative à la présente offre ont été déposés avant le début de la période de souscription auprès du Registre de Commerce et des Sociétés à Luxembourg.

Fait en double à……...…….., le ……..……2005.

(signature du souscripteur)

Exemplaire destiné au souscripteur

FORTIS LUXEMBOURG FINANCE S.A.
65, boulevard Grand-Duchesse Charlotte, L-1331 Luxembourg
(Incorporated with limited liability under the law of the Grand-Duchy of Luxembourg)
(Registered with the Registre du Commerce et des Sociétés, Luxembourg, under B 24784)

Offre en souscription publique d'un emprunt obligataire d'un montant nominal de EUR 10,000,000 (pouvant être augmenté pendant et après la période de souscription jusqu'à EUR 250.000.000), venant à échéance le 7 novembre 2015, représenté par des obligations "Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("Snowball")", d'une valeur nominale de EUR 1.000, telles que décrites dans le Prospectus d'émission

BULLETIN DE SOUSCRIPTION
(à établir en double exemplaire, conformément à la loi)

Je soussigné (nom, prénom)…….....….....
demeurant à……..rue……..…….....…..n°….....
après avoir pris connaissance du Prospectus d'émission du [… octobre] 2005, déclare souscrire à:

…….. Obligations d'une valeur nominale de EUR 1000 chacune, au prix de souscription de 102% (100% à titre de montant nominal + 2% de frais d'émission), soit EUR 1.020 par obligation, soit
EUR …… au total.

A l'appui de ma souscription et pour contre-valeur des obligations ainsi souscrites :

je prie la banque ……. de débiter le prix de souscription total de mon compte
n°…….

Je souhaite que le(s) titre(s) me soi(en)t délivré(s) sous forme d'une inscription au compte-titres n°……..

Je m'engage à accepter la réduction éventuelle telle qu'elle sera opérée.

Les sommes versées sur les obligations souscrites et non attribuées, seront remboursées sans que les souscripteurs soient fondés à réclamer des intérêts sur leurs versements.

Les statuts de l'émetteur, ainsi que la Notice Légale relative à la présente offre ont été déposés avant le début de la période de souscription auprès du Registre de Commerce et des Sociétés à Luxembourg.

Fait en double à……...……., le ……..……2005.

(signature du souscripteur)

Exemplaar bestemd voor de financiële instelling (bank – loket)

FORTIS LUXEMBOURG FINANCE S.A.
65, boulevard Grand-Duchesse Charlotte, L-1331 Luxembourg
(Incorporated with limited liability under the law of the Grand-Duchy of Luxembourg)
(Registered with the Registre du Commerce et des Sociétés, Luxembourg, under B 24784)

Openbaar aanbod van een obligatielening met een nominaal bedrag van EUR 10.000.000 (dat tijdens en na de inschrijvingsperiode kan verhoogd worden tot EUR 250.000.000) met vervaldag op 7 november 2015, vertegenwoordigd door Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("Snowball")", met een waarde van EUR 1.000 zoals beschreven in het uitgifteprospectus.

INSCHRIJVINGSFORMULIER

(overeenkomstig de wet op te stellen in twee exemplaren)

Ik ondergetekende (naam,voornaam)……..

verblijvend te …….,……. …….straat nr…….

Na kennis genomen te hebben van het uitgifteprospectus van [… oktober] 2005, verklaar ik in te schrijven op

…… obligaties tegen de inschrijvingsprijs van 102% (100% nominaal bedrag + 2% inschrijvingskosten), hetzij EUR 1.020 per obligatie,
hetzij in totaal EUR …….

Ter staving van mijn inschrijving en voor de tegenwaarde van de ingetekende obligaties verzoek ik de bank de totale inschrijvingsprijs te debiteren van mijn rekening nr……

Ik wens de effecten te ontvangen onder vorm van inschrijving op mijn effectenrekening nr……...

Ik verbind mij ertoe een eventuele vermindering die zou kunnen doorgevoerd worden te aanvaarden.

De sommen die gestort werden ter betaling van de ingetekende en niet toegekende obligaties zullen teruggestort worden zonder dat de inschrijvers enig recht op interesten op de betrokken sommen kunnen doen gelden.

De statuten van de uitgever, alsook het Wettelijk Bericht aangaande dit aanbod werden voor de start van de inschrijvingsperiode gedeponeerd bij het Registre de Commerce et des Sociétés in Luxembourg.

Opgemaakt in dubbel te…….....op……

(Handtekening van de inschrijver).

Exemplaar bestemd voor de inschrijver

FORTIS LUXEMBOURG FINANCE S.A.
65, boulevard Grand-Duchesse Charlotte, L-1331 Luxembourg
(Incorporated with limited liability under the law of the Grand-Duchy of Luxembourg)
(Registered with the Registre du Commerce et des Sociétés, Luxembourg, under B 24784)

Openbaar aanbod van een obligatielening met een nominaal bedrag van EUR 10.000.000 (dat tijdens en na de inschrijvingsperiode kan verhoogd worden tot EUR 250.000.000) met vervaldag op 7 november 2015, vertegenwoordigd door Callable Fixed then Cumulative Reverse Floating Rate Notes 1 ("Snowball")", met een waarde van EUR 1.000 zoals beschreven in het uitgifteprospectus.

INSCHRIJVINGSFORMULIER

(overeenkomstig de wet op te stellen in twee exemplaren)

Ik ondergetekende (naam,voornaam)……..

verblijvend te …….,……. …….straat nr…….

Na kennis genomen te hebben van het uitgifteprospectus van [… oktober] 2005, verklaar ik in te schrijven op

…… obligaties tegen de inschrijvingsprijs van 102% (100% nominaal bedrag + 2% inschrijvingskosten), hetzij EUR 1.020 per obligatie,
hetzij in totaal EUR …….

Ter staving van mijn inschrijving en voor de tegenwaarde van de ingetekende obligaties verzoek ik de bank de totale inschrijvingsprijs te debiteren van mijn rekening nr……

Ik wens de effecten te ontvangen onder vorm van inschrijving op mijn effectenrekening nr……...

Ik verbind mij ertoe een eventuele vermindering die zou kunnen doorgevoerd worden te aanvaarden.

De sommen die gestort werden ter betaling van de ingetekende en niet toegekende obligaties zullen teruggestort worden zonder dat de inschrijvers enig recht op interesten op de betrokken sommen kunnen doen gelden.

De statuten van de uitgever, alsook het Wettelijk Bericht aangaande dit aanbod werden voor de start van de inschrijvingsperiode gedeponeerd bij het Registre de Commerce et des Sociétés in Luxembourg.

Opgemaakt in dubbel te…….....op……

(Handtekening van de inschrijver).

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