

FINAL TERMS

Final Terms dated 14 May 2010

BNP Paribas Fortis Funding

(incorporated as a société anonyme under the laws of the Grand Duchy of Luxembourg, having its registered office at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Registry of Commerce and Companies under No. B 24.784)

**Issue of Minimum EUR 1,000,000 and maximum EUR 50,000,000
Equity Basket Linked Notes due 21 December 2016
(Commercial name: "Coupon Plus Note 8 Sustainable")
Guaranteed by FORTIS BANK NV/SA
under the EUR 30,000,000,000
Euro Medium Term Note Programme**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or

in those Public Offer Jurisdictions mentioned in Paragraph 43 of Part A below, provided such person is one of the persons mentioned in Paragraph 39 or 40 of Part A below or Paragraph 11 (xii) of Part B below and that such offer is made during the Offer Period specified for such purposes therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 17 June 2009 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus (together, the "**Base Prospectus**").

Full information on the Issuer and the Notes described herein is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained from BNP Paribas Fortis Funding at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg and Fortis Bank NV/SA at Montagne du Parc 3, B-1000 Brussels, the Fiscal Agent, BNP Paribas Securities Services, Luxembourg Branch at 33 rue de Gasperich, Howald-Hesperange, L-2085 Luxembourg, Grand Duchy of Luxembourg and the Paying and Transfer Agents, Fortis Bank (Nederland) N.V. at Rokin 55, 1012 KK Amsterdam, The Netherlands, Fortis Banque (Suisse) S.A. at 20, boulevard des Philosophes CH-1211 Geneva and Citibank, N.A. at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB.

The applicable Final Terms (in the case of Notes listed on the Official List and admitted to trading on the Bourse de Luxembourg, which is the regulated market of the Luxembourg Stock Exchange ("**Luxembourg Regulated Market**") will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained from the registered office of BNP Paribas Securities Services, Luxembourg Branch as Principal Paying Agent and Luxembourg Paying Agent at 33, rue de Gasperich, Howald-Hesperange, L-2085 Luxembourg.

These Final Terms do not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of these Final Terms in any jurisdiction where such action is required.

An investment in the Notes involves certain risks. Prospective investors should carefully consider the risk factors included in the Base Prospectus and any complementary risk considerations included in these Final Terms prior to investing in the Notes. Each prospective investor should also carefully consider the tax considerations relating to the Notes included in the Base Prospectus and any other up-to-date tax considerations that would be relevant for such prospective investor.

Moreover, prospective investors and purchasers of Notes must inform themselves about all the relevant applicable and up-to-date restrictions, including but not limited to, selling and transfer restrictions relating to the Notes, prior to investing in the Notes.

In case of any doubt about the functioning of the Notes or about the risk involved in purchasing the Notes, prospective 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 Base Prospectus and in this Final Terms.

1.	(i)	Issuer:	BNP Paribas Fortis Funding
	(ii)	Guarantor:	Fortis Bank NV/SA
2.	(i)	Series Number:	642
	(ii)	Tranche Number:	1
3.		Currency or Currencies:	Euros (“EUR”)
4.		Form:	Bearer Notes
5.		Principal Amount of Tranche:	
	(i)	Series:	Minimum EUR 1,000,000 and maximum EUR 50,000,000
	(ii)	Tranche:	Minimum EUR 1,000,000 and maximum EUR 50,000,000
6.		Issue Price:	102 per cent. of the Principal Amount of Tranche
7.		Specified Denominations and Units:	
	(i)	Specified Denomination(s):	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
	(iii)	Trading in Units:	Not Applicable
8.	(i)	Issue Date:	21 June 2010
	(ii)	Interest Commencement Date:	Issue Date
9.		Maturity Date:	21 December 2016, subject to adjustment in accordance with the Following Business Day Convention for which the Relevant Business Day is TARGET2.
10.		Interest Basis:	Equity-Linked Interest <i>(further particulars specified below)</i>
11.		Redemption Amount:	Principal Amount <i>(further particulars specified below)</i>
12.		Change of Interest or Redemption Amount:	Not Applicable
13.		Terms of redemption at the option of the Issuer/Noteholders or other Issuer's/Noteholders' option:	Not Applicable
14.	(i)	Status of the Notes:	Senior
	(ii)	Status of the Guarantee:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index-Linked Interest Note/Equity-Linked Interest Note/Fund-Linked Note/other variable-linked interest Note Provisions	Equity Linked Interest Note

- (i) Index/Shares/Fund
Interest/formula/other variable:

On each Interest Payment Date, the interest amount payable per Calculation Amount will be calculated as follows:

$$NA \times \text{Max} \left\{ 1.25\% ; \frac{1}{20} \sum_{i=1}^{20} \text{Perf}_{i,t} \right\}$$

$$\text{If } \frac{S_{i,t} - S_{i,\text{strike}}}{S_{i,\text{strike}}} \geq 0\% \text{ then Perf}_{i,t} = 8\%$$

Otherwise

$$\text{if } \frac{S_{i,t} - S_{i,\text{strike}}}{S_{i,\text{strike}}} < 0\% \text{ then Perf}_{i,t} =$$

$$\text{Max} \left(-25\% ; \frac{S_{i,t} - S_{i,\text{strike}}}{S_{i,\text{strike}}} \right)$$

With

For t= 1 to 6

For i= 1 to 20

Where

“**NA**” or “**Nominal Amount**” means EUR 1,000

“**S_{i,t}**” means, for each Underlying i, the official closing price of the Underlying i at the Valuation Time on the Observation Date t.

“**Initial Reference Level**” or “**S_{i,strike}**” means, for each Underlying i, the official closing price of the Underlying i at the Valuation Time on the Strike Date.

“**Strike Date**” means for each Underlying i, the 5th Business Day before the Issue Date.

“**Observation Date t**” (with t ranging from 1 to 6) means, for each Underlying i, the official closing price of the Underlying i a date being 5 Business Days prior to the relevant Interest Payment Date t.

“**Valuation Time**” means the time that is customary for the announcement, by the Exchange at the closing value of the relevant Underlying i on the relevant Observation Date.

“**Business Day**” means, for each relevant Underlying i, a day that is (or, but for the occurrence of a Potential Adjustment Event (as defined under Part 3B of the Conditions), would have been) a trading day on the Exchange, to the effect that trading is open for the relevant Underlying i.

“**Exchange**” means, for each Underlying i, the stock exchange on which the Underlying i has its primary listing.

“**Underlying i**” or “**Shares**” means the ordinary shares of

(i)	Name	Stock Exchange	Ticker	Currency	Weight
1	ASTELLAS PHARMA INC	Tokyo	4503 JT Equity	JPY	1/20
2	AT&T INC	New York	T UN Equity	USD	1/20
3	BASF SE	Xetra	BAS GY Equity	EUR	1/20
4	BRISTOL-MYERS SQUIBB CO	New York	BMV UN Equity	USD	1/20
5	CHEVRON CORP	New York	CVX UN Equity	USD	1/20
6	DEUTSCHE TELEKOM AG-REG	Xetra	DTE GY Equity	EUR	1/20
7	ELI LILLY & CO	New York	LLY UN Equity	USD	1/20
8	ENI SPA	Brsaltaliana	ENI IM Equity	EUR	1/20
9	FRANCE TELECOM SA	EN Paris	FTE FP Equity	EUR	1/20
10	GDF SUEZ	EN Paris	GSZ FP Equity	EUR	1/20
11	IBERDROLA SA	Madrid	IBE SM Equity	EUR	1/20
12	KIMBERLY-CLARK CORP	New York	KMB UN Equity	USD	1/20
13	MERCK & CO. INC.	New York	MRK UN Equity	USD	1/20
14	NTT DOCOMO INC	Tokyo	9437 JT Equity	JPY	1/20
15	ROYAL DUTCH SHELL PLC-A SHS	EN Amsterdam	RDSA NA Equity	EUR	1/20
16	SANOFI-AVENTIS	EN Paris	SAN FP Equity	EUR	1/20
17	UNILEVER NV-CVA	EN Amsterdam	UNA NA Equity	EUR	1/20
18	VERIZON COMMUNICATIONS INC	New York	VZ UN Equity	USD	1/20
19	VIVENDI	EN Paris	VIV FP Equity	EUR	1/20
20	ZURICH FINANCIAL SERVICES AG	SIX Swiss Ex	ZURN VX Equity	CHF	1/20

- (ii) Calculation Agent responsible for calculating the interest due: Fortis Bank NV/SA
- (iii) Provisions for determining coupon where calculated by reference to Index/Shares/Fund Interest/formula and/or other variable: See item 18(i)
- (iv) Interest Determination Date(s) See item 18(i)
- (v) Provisions for determining Coupon where calculation by reference to Index/Shares/Fund Interest/formula and/or other variable is impossible or impracticable or otherwise disrupted: Part 3B of the Conditions shall apply.
If the price of an Underlying i is cancelled or unavailable, the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner shall determine the value of the relevant Underlying i and the relevant interest amount.

(vi)	Interest or Calculation Period Dates/Interest Payment Dates:	<p>“Interest Period Dates” from t1 to t6 means: t1: 21 June 2011 t2: 21 June 2012 t3: 21 June 2013 t4: 21 June 2014 t5: 21 June 2015 t6: 21 December 2016 These dates are not subject to adjustment. The last Interest Period will be a long Interest Period.</p> <p>“Interest Payment Dates” from t1 to t6 means: t1: 21 June 2011 t2: 21 June 2012 t3: 21 June 2013 t4: 23 June 2014 t5: 22 June 2015 t6: 21 December 2016 each of such dates being subject to adjustment in accordance with the Following Business Day Convention for which the Relevant Business Day is TARGET2.</p>
(vii)	Business Day Convention:	Following Business Day Convention
(viii)	Additional Business Centre(s):	Not Applicable
(ix)	Minimum Interest Rate:	1.25 per cent. per annum
(x)	Maximum Interest Rate:	8 per cent. per annum
(xi)	Day Count Fraction:	None, the interest amount is determined as mentioned under item 18(i).
(xii)	Description of any market disruption or settlement disruption events that affect the underlying:	As described under Part 3B of the Conditions

PROVISIONS RELATING TO REDEMPTION

19.	Redemption at the option of the Issuer or other Issuer's option	Not Applicable
20.	Redemption at the option of the Noteholder or other Noteholder's option	Not Applicable
21.	Final Redemption Amount of each Note	Par
22.	Redemption Amount	
(i)	Early redemption for taxation reasons and method of calculating the same (if required or if different from that set out in the Conditions):	Applicable, the Conditions shall apply.
(a)	Redemption Amount of each Note payable on redemption:	The Principal Amount of each Note
(b)	Method of calculating (if required or if different from that set out in the Conditions):	Not Applicable
(ii)	Early redemption on event of default and method of calculating the same (if required or if different from that set out in the Conditions):	Applicable, the Conditions shall apply.

	(a)	Redemption Amount of each Note payable on redemption:	The Principal Amount of each Note
	(b)	Method of calculating (if required or if different from that set out in the Conditions):	Not Applicable
	(iii)	Early redemption for other reasons (<i>specify</i>) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
	(a)	Redemption Amount of each Note payable on redemption:	Not Applicable
	(b)	Method of calculating (if required or if different from that set out in the Conditions):	Not Applicable
23.		Instalment Date(s) (if applicable):	Not Applicable
24.		Instalment Amount(s) (if applicable):	Not Applicable
25.		Unmatured Coupons to become void upon early redemption:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes (other than Notes cleared through Euroclear Nederland) in the limited circumstances specified in the Permanent Global Note.
27.	New Global Note:	Applicable
28.	Business Day Jurisdictions for Condition 7(g) and any special provisions relating to payment dates:	Not Applicable
29.	Talons to be attached to Notes and, if applicable, the number of Interest Payment Dates between the maturity of each Talon:	No
30.	Details relating to Redemption by Instalments: amount of each instalment, date on which each payment is to be made:	Not Applicable
31.	Consolidation provisions:	Not Applicable
32.	Exchange for Definitive Notes at the request of the holder at the expense of:	the Holder (only in the circumstances foreseen in the Base Prospectus and as restricted by law)
33.	Taxation:	The provisions in Condition 8 of the Terms and Conditions of the Notes do apply
34.	Other final terms:	Not Applicable

INDEX LINKED NOTE PROVISIONS

35.	Index Linked Note Provisions	Not Applicable
-----	------------------------------	----------------

EQUITY LINKED NOTE PROVISIONS

36. Equity Linked Note Provisions Applicable, Part 3B of the Conditions shall apply

- (i) Additional Disruption Event: Not Applicable
- (ii) Averaging Dates: Not Applicable
- (iii) Barrier Level: Not Applicable
- (iv) Basket: "**Basket**" means a basket composed of Shares in the relative of each Share Issuer specified below:

(i)	Name (Share Issuer for each Share i)	ISIN	Ticker	Weight
1	ASTELLAS PHARMA INC	JP3942400007	4503 JT Equity	1/20
2	AT&T INC	US00206R1023	T UN Equity	1/20
3	BASF SE	DE0005151005	BAS GY Equity	1/20
4	BRISTOL-MYERS SQUIBB CO	US1101221083	BMV UN Equity	1/20
5	CHEVRON CORP	US1667641005	CVX UN Equity	1/20
6	DEUTSCHE TELEKOM AG-REG	DE0005557508	DTE GY Equity	1/20
7	ELI LILLY & CO	US5324571083	LLY UN Equity	1/20
8	ENI SPA	IT0003132476	ENI IM Equity	1/20
9	FRANCE TELECOM SA	FR0000133308	FTE FP Equity	1/20
10	GDF SUEZ	FR0010208488	GSZ FP Equity	1/20
11	IBERDROLA SA	ES0144580Y14	IBE SM Equity	1/20
12	KIMBERLY-CLARK CORP	US4943681035	KMB UN Equity	1/20
13	MERCK & CO. INC.	US58933Y1055	MRK UN Equity	1/20
14	NTT DOCOMO INC	JP3165650007	9437 JT Equity	1/20
15	ROYAL DUTCH SHELL PLC-A SHS	GB00B03MLX29	RDSA NA Equity	1/20
16	SANOFI-AVENTIS	FR0000120578	SAN FP Equity	1/20
17	UNILEVER NV-CVA	NL0000009355	UNA NA Equity	1/20
18	VERIZON COMMUNICATIONS INC	US92343V1044	VZ UN Equity	1/20
19	VIVENDI	FR0000127771	VIV FP Equity	1/20
20	ZURICH FINANCIAL SERVICES AG	CH0011075394	ZURN VX Equity	1/20

- (v) Business Day: See item18(i)
- (vi) Constant Monitoring: Not Applicable
- (vii) Expiration Date: The last Interest Determination Date
- (viii) Final Share Price: See item18(i)
- (ix) Initial Share Price: See item18(i)
- (x) Observation Date(s): See item18(i)
- (xi) Observation Period: Not applicable

(xii)	Share Amount:	Not Applicable
(xiii)	Share Currency:	Not Applicable
(xiv)	Share Delivery:	Not Applicable
(xv)	Share Delivery Date:	Not Applicable
(xvi)	Share Issuer:	See item 36(iv)
(xvii)	Shares:	See item 36(iv) and 18(i)
(xviii)	Strike Date:	See item 18(i)
(xix)	Strike Price:	Means "Initial Reference Level" or " $S_{i,strike}$ ". See item 18(i)
(xx)	Valuation Time Only:	See item 18(i)
(xxi)	Other terms:	See item 18(i)

FUND-LINKED NOTE PROVISIONS

37.	Fund-Linked Note Provisions:	Not Applicable
-----	------------------------------	----------------

CREDIT LINKED NOTE PROVISIONS

38.	Credit-Linked Note Provisions:	Not Applicable
-----	--------------------------------	----------------

DISTRIBUTION

39.	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager (if any):	Not Applicable
40.	If non-syndicated, name and address of relevant Dealer:	Fortis Bank NV/SA 3, Montagne du Parc 1000 Brussels Belgium
41.	Total commission and concession:	2.00 per cent. of the Aggregate Nominal Amount
42.	Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D
43.	Non-Exempt Offer:	An offer of the Notes may be made by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Belgium (" Public Offer Jurisdictions ") during the period from (and including) 15 May 2010 at 9.00 a.m. until (and including) 14 June 2010 at 4.00 p.m. (" Offer Period "). See further Paragraph 7 of Part B below.
44.	Additional selling restrictions:	Not Applicable
45.	Delivery Agent:	Not Applicable

LISTING AND ADMISSION TO TRADING

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdiction and for the Notes described herein to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Regulated Market pursuant to the EUR 30,000,000,000 Euro Medium Term Note Programme of Fortis Bank NV/SA and BNP Paribas Fortis Funding guaranteed by Fortis Bank NV/SA.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

By:

Director

Director

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|------|--|--|
| (i) | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the official list and to trading on the Luxembourg Stock Exchange with effect from 21 June 2010. |
| (ii) | Estimates of total expenses related to admission to trading: | Minimum EUR 2,605 |

2. RATINGS

Ratings:	S & P: AA Moody's: A1 Fitch: AA-
----------	--

S&P: AA

AA: An obligation rated 'AA' differs from the highest-rated obligations only in small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong.

Plus (+) or minus (-)

The ratings from 'AA' to 'CCC' may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

Moody's: A1:

A : Obligations rated A are considered upper-medium grade and are subject to low credit risk.

Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch: AA-

AA: Very high credit quality. 'AA' ratings denote expectations of very low credit risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the 'AAA' Long-term rating category, to categories below 'CCC', or to Short-term ratings other than 'F1'. (The +/- modifiers are only used to denote issues within the CCC category, whereas issuers are only rated CCC without the use of modifiers.)

the above mentioned ratings are the credit ratings assigned to the Programme: Yes

the above mentioned ratings are specific credit ratings only assigned to this Tranche of Notes: No

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

"Save as disclosed in "Plan of Distribution", so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer"

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the offer | See "Use of Proceeds" wording in Base Prospectus |
| (ii) | Estimated net proceeds: | 100.00 per cent of the Principal Nominal Amount. |
| (iii) | Estimated total expenses: | Minimum EUR 2,605 |

5. *Fixed Rate Notes only* – **YIELD**

Not Applicable

6. *Floating Rate Notes only* – **HISTORIC INTEREST RATES**

Not Applicable

7. **PERFORMANCE OF INDEX/SHARE(S)/FUND INTEREST(S)/FORMULA/OTHER VARIABLE, – EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

The Issuer does not intend to provide post-issuance information regarding the Underlyings (including information about corporate actions or other events affecting the underlying and adjustments or substitutions to the underlying resulting therefrom), except if required by any applicable laws and regulations.

The Notes have a maturity of 6.5 years. The capital will be redeemed at maturity at 100 per cent.

The structure of the Notes is linked to a basket of 20 shares as described in the item 36(iv). All these 20 shares do fulfill the SRI - conditions (Socially Responsible Investment).

The interest rate payable annually is linked to the performance of the 20 shares according to the formula as described under item 18(i) of Part A here above.

(i)	Name of share	Not Applicable
(ii)	Description of share:	Not Applicable
(iii)	Information on share:	Not Applicable
(iv)	The underlying is a share:	Not Applicable
(v)	The underlying is a basket of underlyings:	See item 36(iv) of Part A above
(vi)	Estimated net proceeds:	See item 4(ii) of Part B above
(vii)	Estimated total expenses:	See item 4(iii) of Part B above

8. *Dual Currency Notes only* – **PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

Not Applicable

9. **Derivatives only - OTHER INFORMATION CONCERNING THE SECURITIES TO BE [OFFERED]/[ADMITTED TO TRADING]**

Not Applicable

10. **OPERATIONAL INFORMATION**

(i)	ISIN Code:	XS0506122364
(ii)	Common Code:	050612236
(iii)	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
(iv)	X/N Note intended to be held in a manner which would allow Eurosystem eligibility ¹ :	Not Applicable

¹ Only applicable in relation to X/N Notes issued by Fortis Bank NV/SA

- | | | |
|--------|---|---|
| (v) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s): | Not Applicable |
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | Name and address of Calculation Agent: | Fortis Bank NV/SA |
| (x) | Total amount of the offer: | Minimum EUR 1,000,000 and maximum EUR 50,000,000 |
| | | The results of the offer of the Notes will be published as soon as possible on the website www.fortisbanking.be . |
| (xi) | An offer to the public: | An offer to the public will be made in Belgium from (and including) 15 May 2010 at 9.00 a.m. to (and including) 14 June 2010 at 4.00 p.m. (Brussels time) |

11. TERMS AND CONDITIONS OF THE OFFER

- | | | |
|------|---|---|
| (i) | Offer Price: | <p>The investors who are not Qualified Investors (as defined in the Prospectus Law²) will pay the Issue Price.</p> <p>The Qualified Investors will pay 101% less a discount or plus a margin, such resulting price being subject to change during the Offer Period based among others on (i) the evolution of the credit quality of the Issuer (credit spread), (ii) the evolution of interest rates, (iii) the success (or lack of success) of the placement of the Notes, and (iv) the amount of Notes purchased by an investor, each as determined by the Dealer in its sole discretion.</p> |
| (ii) | Conditions to which the offer is subject: | <p>The Issuer or the Guarantor reserve the right to withdraw the present offer, if the minimum amount is not placed or if there are market or other disruptions not enabling a smooth settlement of the Notes, as determined by the Issuer or the Guarantor in its sole discretion.</p> <p>Moreover, the offer of the Notes is subject to the following conditions:</p> <ul style="list-style-type: none"> - 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 |

² Loi relative aux offres publiques d'instruments de placement et aux admissions d'instruments de placement à la négociation sur des marchés réglementés du 16 juin 2006/ Wet op de openbare aanbieding van beleggingsinstrumenten en de toelating van beleggingsinstrumenten tot de verhandeling op een gereglementeerde markt van 16 juni 2006.

- there has been no adverse change, financial or otherwise in the condition or general affairs of the Issuer and/or the Guarantor as determined by the Dealer in its sole discretion.
- (iii) Description of the application process: An offer to the public will be made in Belgium from (and including) 15 May 2010 at 9.00 a.m. to (and including) 14 June 2010 at 4.00 p.m. (Brussels time)
- (iv) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: 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 by the Dealer 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 allotted 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.
- 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 and to accept the said Terms and Conditions.
- (v) Details of the minimum and/or maximum amount of application: Total amount of the offer:
 Minimum EUR 1,000,000 and maximum EUR 50,000,000, based on the need of the Issuer and on the demand from the investors.
 Minimum subscription amount per investor: EUR 1,000.
 Nevertheless, 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 the same way the Final Terms and the Base Prospectus will be published in relation to the Notes and, in case of Notes which are admitted to listing on the official list and to trading on the regulated market of the Luxembourg Stock Exchange (so long as such Notes are admitted to listing on the official list and to trading on the regulated market of the Luxembourg Stock Exchange and the rules and regulations of that exchange so require), on the website of the Luxembourg Stock Exchange.
- (vi) Details of the method and time limits for paying up and delivering the Notes: Payment of the Notes must be received at the latest on or before the Issue Date by debit of a cash account.
 The delivery of the Notes will take place as described in the Base Prospectus and this Final Terms. On or about the Issue Date, the relevant securities account of each Noteholder will be credited of the relevant amount of Notes purchased.

(vii)	Manner in and date on which results of the offer are to be made to the public:	The results of the offer of the Notes will be published as soon as possible on the website www.fortisbanking.be .
(viii)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(ix)	Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	The offer will consist of an offer to the public in Belgium.
(x)	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made;	The Noteholders will be directly notified of the number of Notes which has been allotted to them as soon as possible after the Issue Date (See also above the manner and date in which results of the offer are to be made public).
(xi)	Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>Expenses and taxes charged to the subscribers or purchasers of the Notes include:</p> <ul style="list-style-type: none"> - Expenses specifically charged to the subscribers: <ul style="list-style-type: none"> (i) the subscribers who are not Qualified Investors (as defined in the Prospectus Law) will bear a selling and distribution commission of 2 per cent., included in the Issue Price; and (ii) the subscribers who are Qualified Investors will normally bear a distribution commission of 1 per cent., subject to the discount or margin foreseen under item 11 (i) of the Part B. Such commission will be included in the issue price applied to them. - Legal, administrative and other costs relating to the issue of the Notes and amounting to minimum EUR 2,605 (these costs are included in the pricing of the Notes); - Costs for the subscribers relating to holding of the Notes on a securities account: free of charge at Fortis Bank NV/SA - Financial service: free of charge at Fortis Bank NV/SA <p>(*) Investors must inform themselves well as to the costs that could be charged to them by financial institutions.</p>
(xii)	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Fortis Bank NV/SA, 3 Montagne du Parc, 1000 Brussels