



**FORTIS
BANK**

Solid partners, flexible solutions

FORTIS BANK nv-sa

(INCORPORATED AS A PUBLIC COMPANY WITH LIMITED LIABILITY (*NAAMLOZE VENNOOTSCHAP/SOCIÉTÉ ANONYME*) UNDER THE LAWS OF BELGIUM, REGISTERED WITH THE REGISTER OF LEGAL ENTITIES OF BRUSSELS UNDER NO. 0403.199.702)

AND

FORTIS LUXEMBOURG FINANCE S.A.

(INCORPORATED AS A *SOCIÉTÉ ANONYME* UNDER THE LAWS OF THE GRAND DUCHY OF LUXEMBOURG REGISTERED WITH THE LUXEMBOURG REGISTRY OF COMMERCE AND COMPANIES UNDER NO. B 24,784)

UNCONDITIONALLY* AND IRREVOCABLY GUARANTEED BY

FORTIS BANK nv-sa

EUR 8,000,000,000 EURO MEDIUM TERM NOTES

This Supplement to the Base Prospectus (the "**Supplement**") is prepared in connection with the Euro Medium Term Note Programme referred to above (the "**Programme**") and is supplemental to the Base Prospectus dated 3 November 2005 prepared by FORTIS BANK nv-sa ("**Fortis Bank**") and FORTIS LUXEMBOURG FINANCE S.A. ("**Fortis Luxembourg**") (each an "**Issuer**" and together, the "**Issuers**") relating to the Programme (the "**Base Prospectus**"). This Supplement should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved on the date hereof by the Luxembourg *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementation measures of the Prospectus Directive into Luxembourg law. This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive.

Each of the Issuers accepts responsibility for the information contained in this document. Each of the Issuers declares that, having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Each of the Issuers will, at its registered office and at the specified offices of the Paying Agents, provide, free of charge, upon oral or written request, a copy of this Supplement. In addition, this Supplement will be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Unless the contrary is stated, terms defined in the Base Prospectus shall have the same meanings when used in this Supplement. The Base Prospectus shall be amended as set out herein.

* In the case of Junior Subordinated Notes issued by Fortis Luxembourg only, payments of principal and Interest are conditional upon the Guarantor being solvent at the time of payment and in the event of the winding-up of Fortis Luxembourg, the Guarantor shall become the principal debtor and the Noteholders shall cease to have any rights or claims against Fortis Luxembourg, as more fully described under "Terms and Conditions of the Notes — Status and Guarantee" and "Terms and Conditions of the Notes — Events of Default", set out in the Base Prospectus.

The date of this Supplement is 16 January 2006.

PROGRAMME INCREASE

The Base Prospectus is amended to the following effect:

The maximum aggregate principal amount of all Notes that may from time to time be outstanding and guaranteed under the Programme is increased from EUR 3,000,000,000 (or its equivalent in other currencies) to EUR 8,000,000,000 (or its equivalent in other currencies), and all references in the Base Prospectus dated 3 November 2005 to "EUR 3,000,000,000" shall be amended accordingly.

The Summary of the Base Prospectus is amended accordingly