



BNP PARIBAS

BNP Paribas

Fortis Belgium and Luxembourg:
a Unique Opportunity to Expand
BNP Paribas' Pan-European Footprint

Baudouin Prot

Chief Executive Officer

Merrill Lynch Conference, London

08 October 2008



This presentation contains forward-looking statements about BNP Paribas and Fortis Bank NV/SA and certain of its affiliates and the proposed transaction between the companies. Forward-looking statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future events, operations, products and services, and statements regarding future performance and synergies. There are several factors – many beyond BNP Paribas’ control – that could cause actual outcome to differ significantly from expectations described in the forward-looking statements. Among these factors are the receipt of necessary regulatory approvals, the approval of BNP Paribas shareholders, developments of BNP Paribas or Fortis Bank NV/SA and their subsidiaries, banking industry trends, future capital expenditures and acquisitions, changes in economic conditions globally or in BNP Paribas’ or Fortis Bank NV/SA principal local markets, the competitive market and regulatory factors. Those events are uncertain; their outcome may differ from current expectations which may in turn significantly affect expected results. Actual results may differ materially from those projected or implied in these forward-looking statements. Any forward-looking statement contained in this presentation speaks as of the date of this presentation: BNP Paribas undertakes no obligation to publicly revise or update any forward-looking statements in light of new information or future events.

The information contained in this presentation as it relates to parties other than BNP Paribas or derived from external sources has not been independently verified and no representation or warranty expressed or implied is made as to, and no reliance should be placed on the fairness, accuracy, completeness or correctness of, the information or opinions contained herein. None of BNP Paribas or its representatives shall have any liability whatsoever in negligence or otherwise for any loss however arising from any use of this presentation or its contents or otherwise arising in connection with this presentation or any other information or material discussed.



BNP PARIBAS

Transaction Overview

Attractive Franchises

Key Financial Impact





Scope of Transaction

Transaction structure



- Acquisition by state of Belgium of 100% of Fortis Banque Belgium
- Acquisition by BNP Paribas of:
 - 75% control of Fortis Banque Belgium
 - 67%* control of Fortis Banque Luxembourg
 - 100% of Fortis Insurance Belgium
- Ring-fencing of €10.4bn of most impaired structured credit assets – 10% interest kept by BNP Paribas

Businesses acquired



- Retail networks in Belgium, Luxembourg and outside the Benelux
- Merchant Banking outside the Netherlands
- Private banking outside the Netherlands
- Fortis Investment Management (including former ABN AMRO Asset Management)
- Fortis Insurance Belgium

Excluded businesses



- All businesses booked in Fortis Bank NL and its subsidiaries
- Participation in RFS holding (ABN AMRO activities, except AM)
- International insurance (including Luxembourg)

**51% already held by Fortis Banque Belgium and 16% directly purchased from the Luxembourg state*

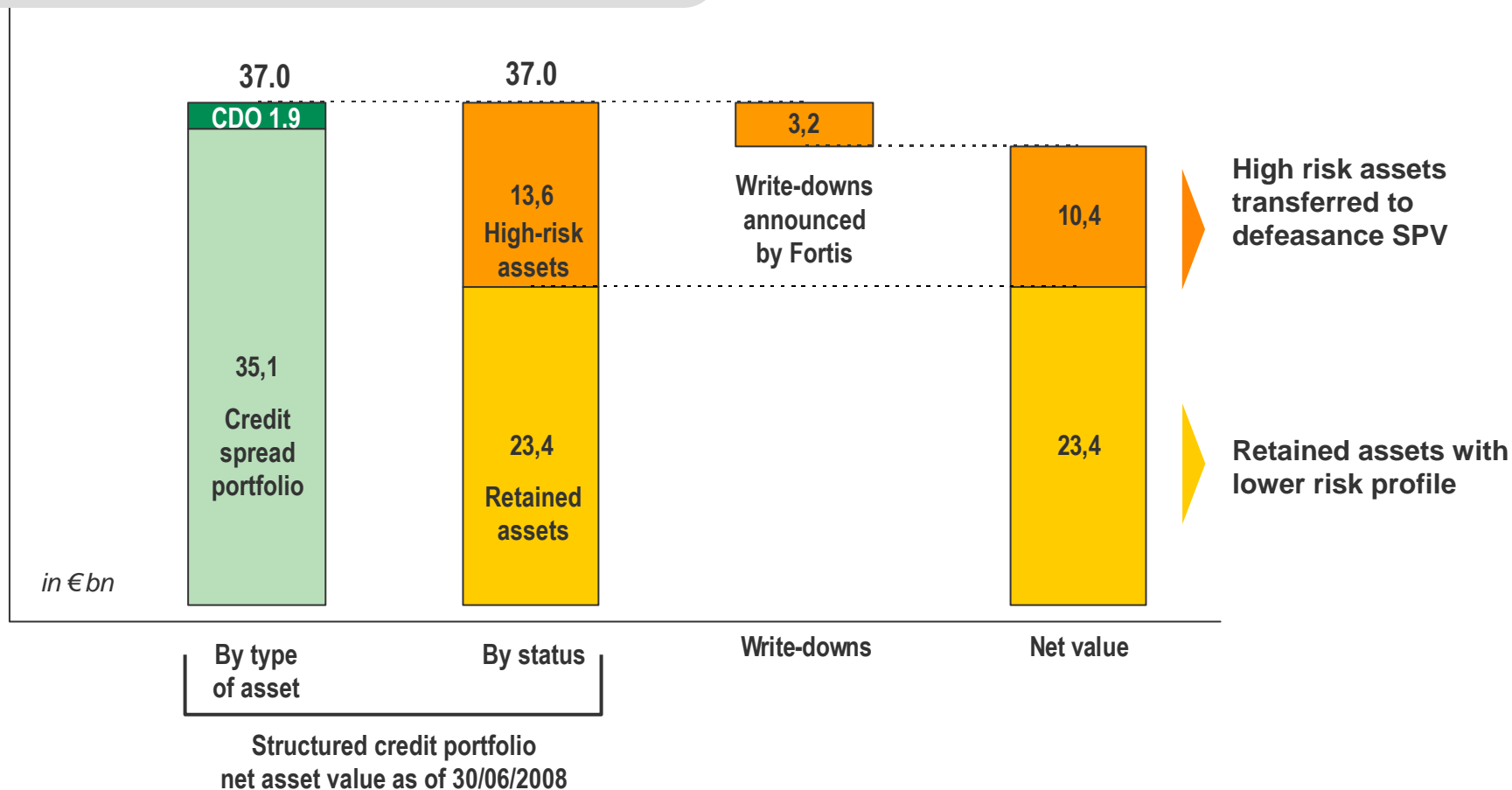


- Payment in shares and cash for an aggregate consideration of €14.7bn ⁽¹⁾
 - Fortis Banking businesses in Belgium and Luxembourg: €9bn paid in BNP Paribas shares (132.6m shares / €68 per share)
 - Fortis Insurance Belgium: €5.7bn paid in cash ⁽¹⁾
- Two-step execution of share issuance:
 - Around 88m new shares issued as consideration for contribution in kind pursuant to existing authorisation
 - EGM to be convened for issuance of additional 44m shares
- Resulting state participation in BNP Paribas
 - 11.6% for state of Belgium, two board representatives and two-year lock-up
 - 1.1% for state of Luxembourg with partial one-year lock-up

(1) subject to closing adjustments

Ring-Fencing Of High-Risk Assets

Analysis of structured credit portfolio





A Compelling Strategic Rationale

- Addition of two attractive domestic markets
 - Roll-out of BNP Paribas integrated business model
 - Two of the wealthiest geographies in Europe
- High quality retail franchise in Belgium and Luxembourg
 - Leading market positions: #1 in deposits in both countries
 - More than 1,100 branches and 3.3 million customers
- Creation of the largest deposit base in the Eurozone
- Quantum leap in asset management and private banking
- Extended insurance product coverage in bancassurance and diversified alternative distribution channels

**Transaction fully consistent
with Group business development strategy**



A Financially Attractive Transaction

- Attractive terms
 - Price / adjusted tangible book value 0.7x for banking business
 - Acquisition of life and non-life Belgian insurance business for a price equivalent to 1.0x 2007 life insurance embedded value
- EPS accretion from year 1
 - €500m total synergies by 2011
- Strengthened capital position
 - Proforma Tier 1 ratio enhanced by 35bps
 - State of Belgium and state of Luxembourg as stable shareholders
- Funding position further enhanced
 - Fortis loan/deposit ratio ~100%
 - Combined customer deposits of approx. €600bn
- Limited risk on structured credit portfolio
 - €10.4bn of high-risk assets ring-fenced with 10% interest retained by BNP Paribas

**Transaction fully consistent
with Group disciplined acquisition criteria**



- Acquisition by the State of Belgium of Fortis Banque Belgium
- Sale to BNP Paribas of banking and insurance business
- Closing subject to antitrust and bank / insurance regulatory approvals
- BNP Paribas EGM to be convened
- Closing expected by end 2008 - first quarter of 2009



BNP PARIBAS

Transaction Overview

Attractive Franchises

Key Financial Impact

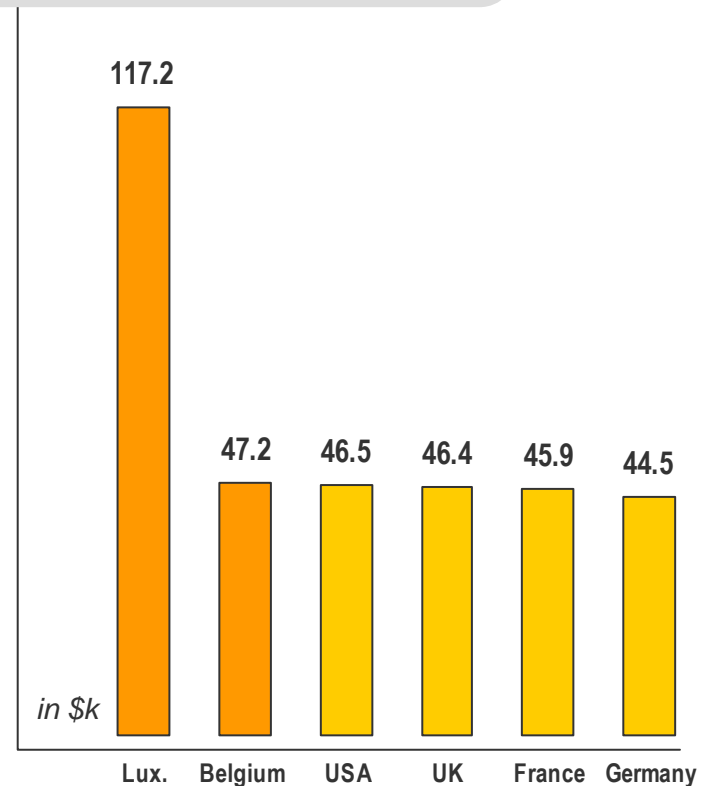


The Leading Retail Bank in Belgium and Luxembourg

- Network
 - Branches
 - Private banking centres
 - Business centres
- Clients
- Market position
 - Retail banking (deposits)
 - Consumer lending

	Belgium	Luxembourg
Branches	1,064	37
Private banking centres	10	3
Business centres	22	1
Clients	3m	280k
Retail banking (deposits)	#1	#1
Consumer lending	#2	#2

2008e GDP per capita



A unique opportunity to acquire a #1 position in two of the wealthiest countries in Europe

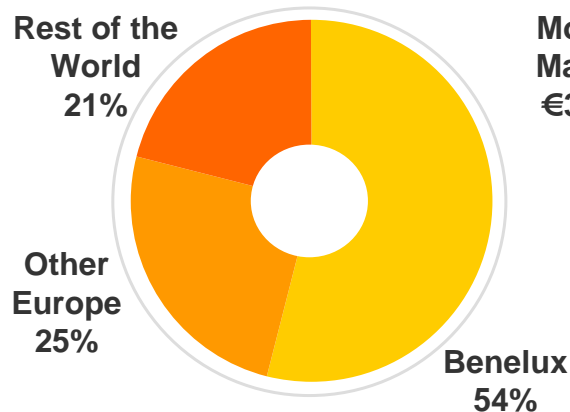
Source – Fortis

Reaching Top 5 in European Asset Management

Fortis Investment Management

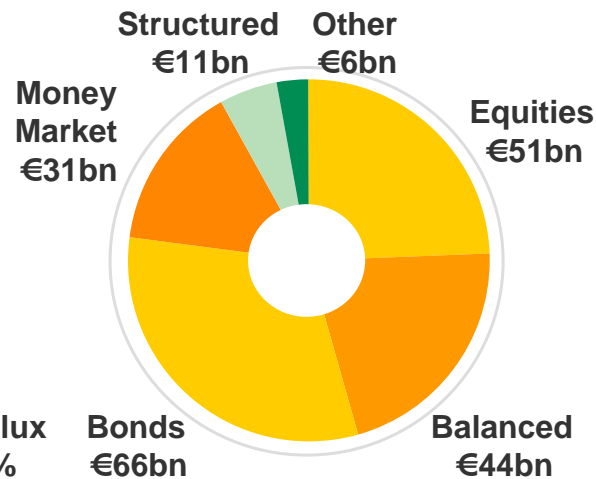
- AuM: €209bn
- 30 locations around the world
- A strong retail share : 50%

Split by Geography

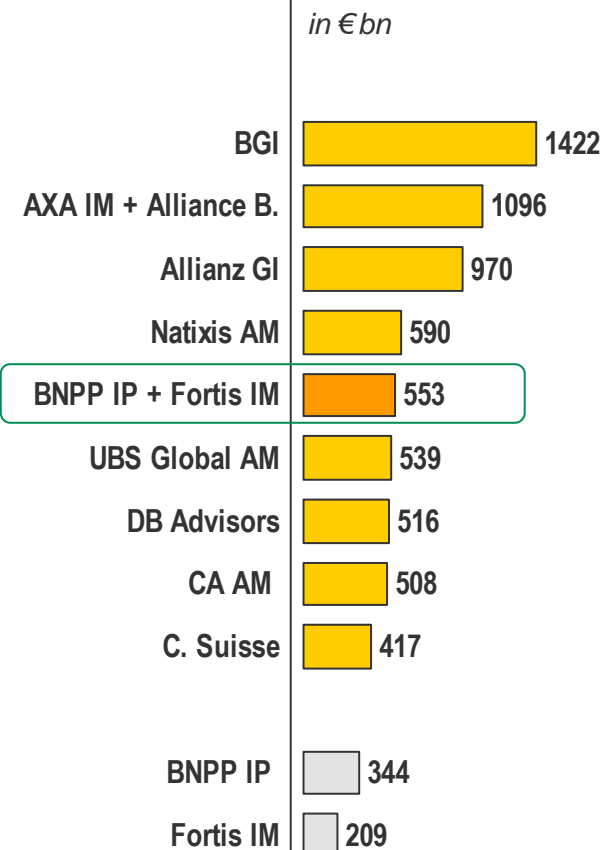


Source – Fortis

Split by asset class



European asset managers by total assets



Source – IPE ranking Europe July / August 08

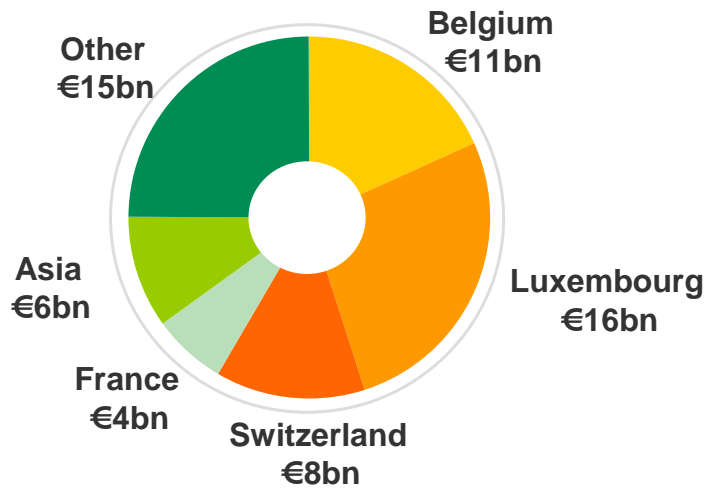


Creating the #1 Private Bank in the Eurozone

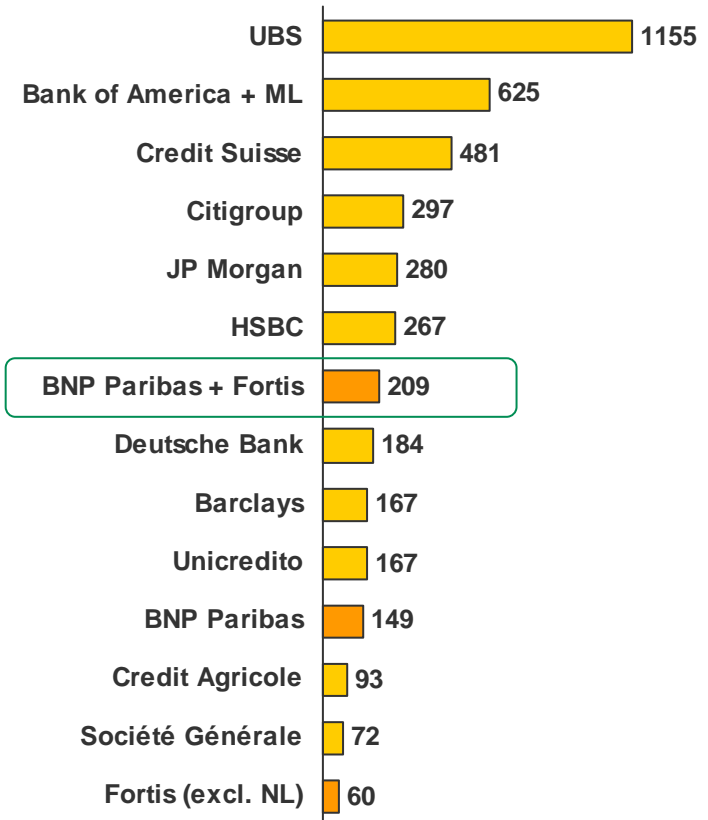
Fortis Private bank

- €60bn* assets under management (as at 1H08)
- Leading positions in the Benelux and substantial presence in Switzerland and Guernsey

AuM: Split by Geography



Assets under management as at 1H08 (€bn)



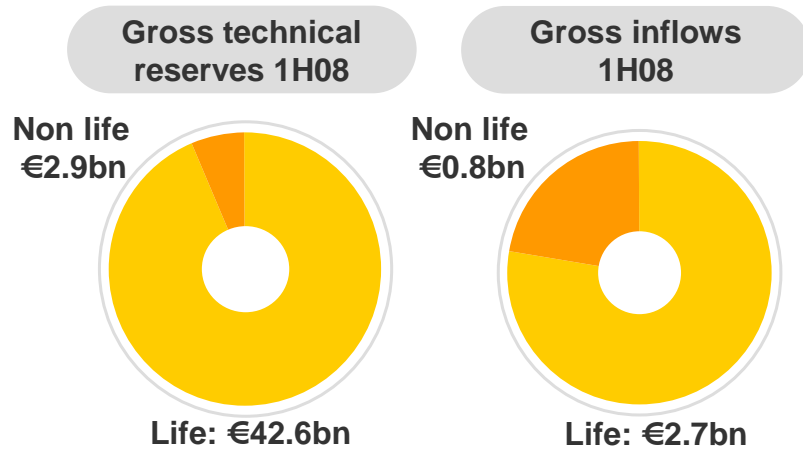
Source: Company reports H1-08

* Estimated Fortis Private Bank AuM without the Netherlands



A European Leader in Life Insurance

- No. 1 in Belgium (29% market share in life insurance)



- Diversified distribution channels

- Bancassurance (leader in Belgium) and already successfully integrated into the bank
- Brokers (#1)*
- Agents
- Fintro network

* Source: Fortis, AT Kearney Survey



- Enlarge product offering combining Fortis Insurance Belgium and BNP Paribas Assurance strengths for distribution in the group's networks
- Expand best-practices in multi-channel distribution in France, Belgium and Luxembourg
- Optimize IT and back-office platforms
- Total proforma technical reserves of ~€145bn



Merchant Banking: A Good Fit with BNP Paribas' CIB

Fortis Merchant banking

- Global Markets and Investment Banking



- Roll out BNP Paribas risk management framework
 - Rationalise the capital markets positions

- Rationalise IT and back office

- Global coverage of large institutions and largest corporates (with turnover > €250m)



- Leverage the client base
 - Optimise the coverage of large corporates

- Optimise capital usage

- Commercial Banking (corporate clients with turnover < €250m)
- Strong SME franchise
 - >100 business centres in Europe



- Transfer to Retail Banking



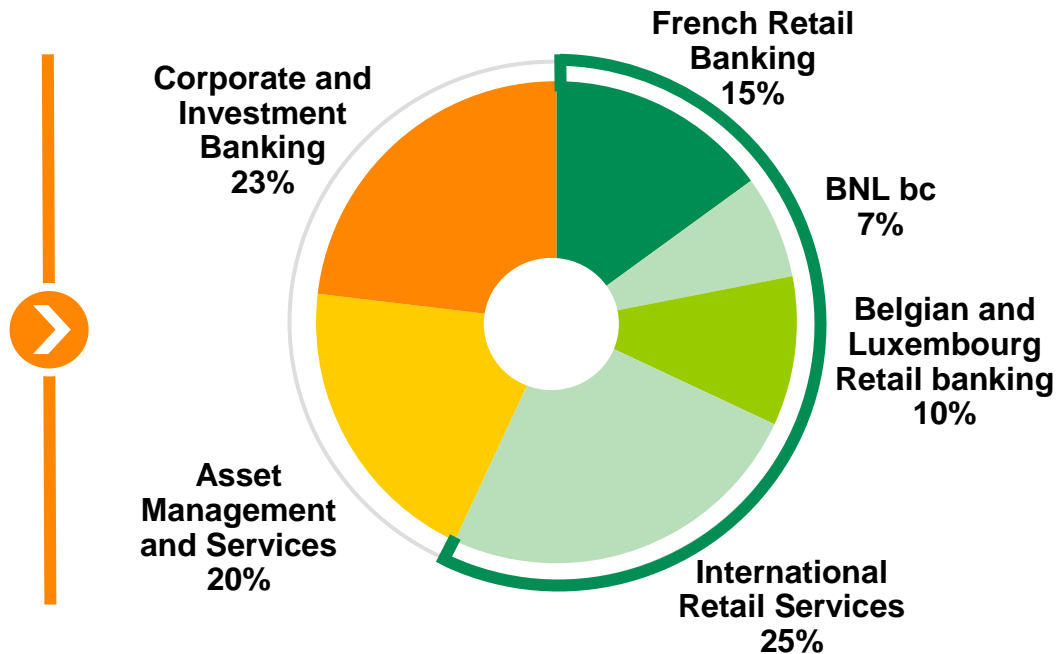
BNP PARIBAS

A Diversified Platform with Resilient Revenue Streams

**Fortis acquired
operations***
1H 2008

BNP Paribas + Fortis proforma
1H 2008 Revenues from operating divisions: €20.2bn
(including write-downs)

- Banking revenues: €4.5bn
- Insurance gross premiums: €3.5bn



Retail 57%

* estimated, proforma

Source: BNP Paribas estimates



BNP PARIBAS

Transaction Overview

Attractive Franchises

Financial Impact



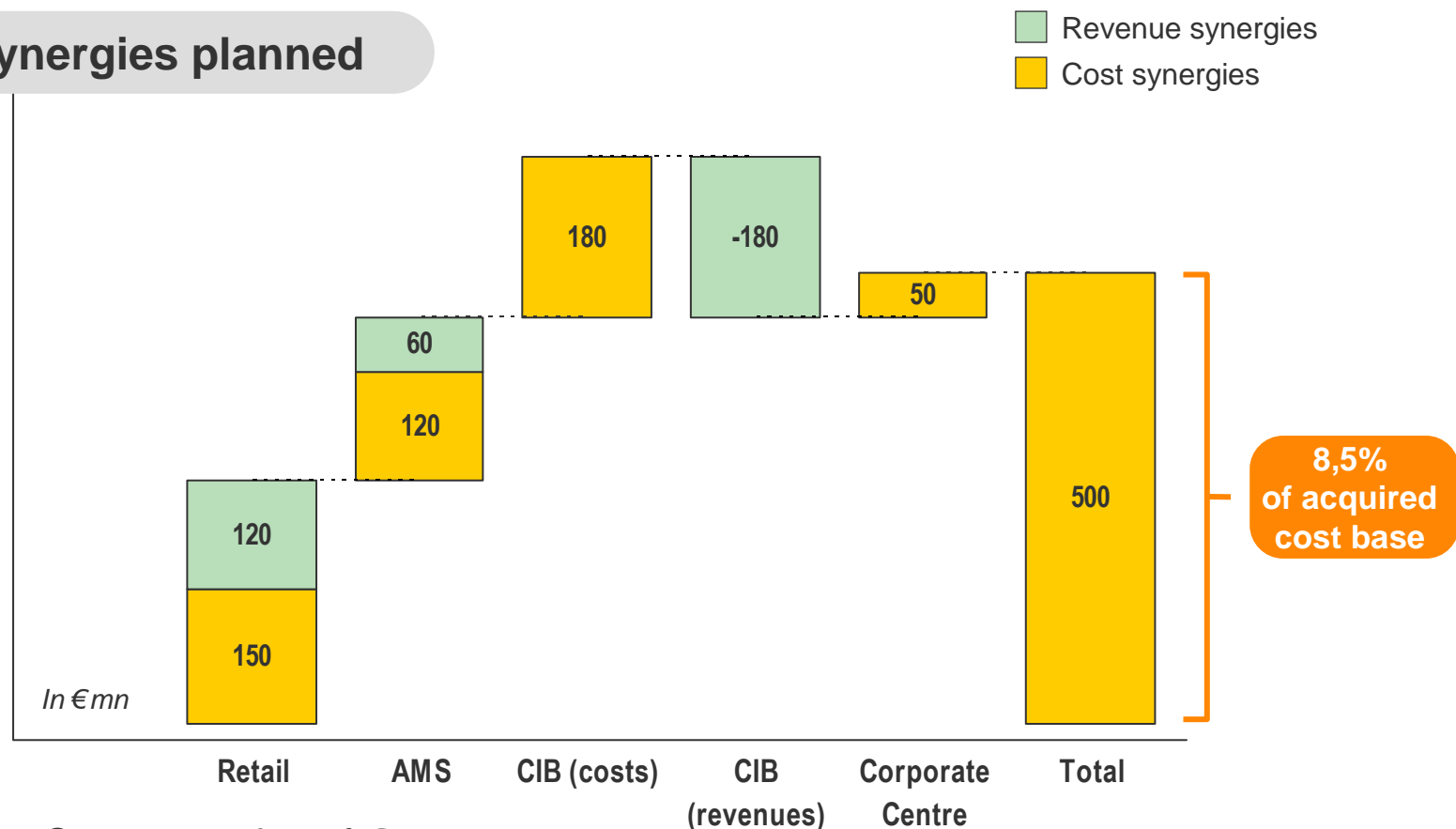


Levers of Value Creation for BNP Paribas Shareholders

- Acquisition of banking businesses at 0.7x adjusted tangible book value
- Acquisition of insurance business at price equivalent to 1.0x 2007 published life insurance embedded value
- Integration of quality franchises yielding identified annual cost synergies of approximately €500m by 2011
- EPS accretive from year one
- Limited exposure with high-risk structured credit assets ring-fenced
- Enhanced proforma capital ratios and funding position

Estimated Annual Synergies

Synergies planned



- Cost synergies of €500m
- Fully phased in by 2011
- Estimated restructuring costs of €750m



- Risks mitigated by the support of the States of Belgium and Luxembourg
- Integration: BNP Paribas proven expertise and track record
- Cultural and business fit
 - Similar operating environments
 - Additions to BNP Paribas core franchises in Retail banking, AMS and CIB
- Immediate cooperation on key areas: funding, risk management, etc.



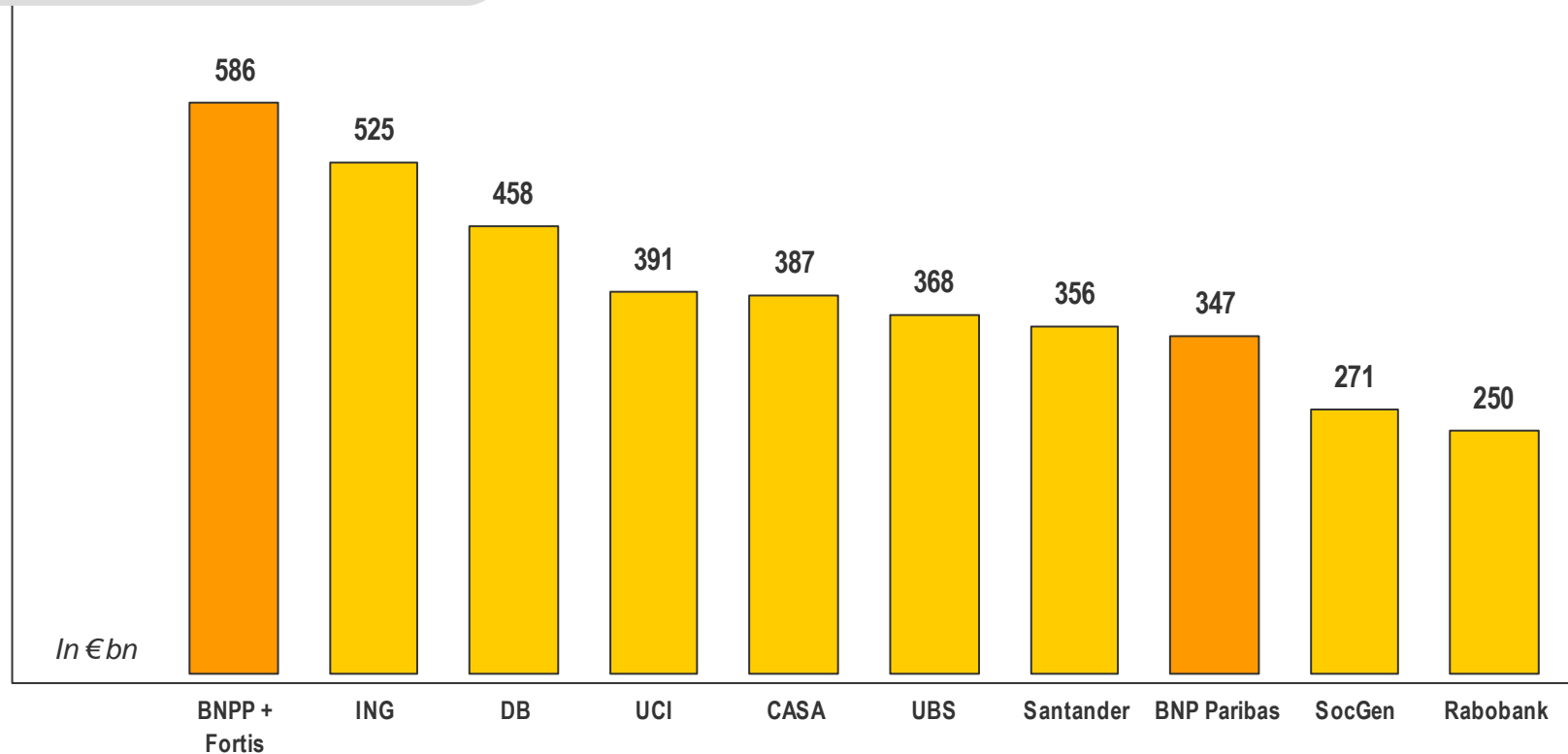
Stronger Capital Structure and Liquidity

- 35bps enhancement of Group Tier 1 ratio
 - €16bn new tier 1 capital, including:
 - €9bn newly issued capital
 - €6bn minority interest
 - No goodwill
 - €174bn additional RWAs (Basle II)

- Enhanced funding position
 - Additional €239bn customer deposits
 - Loan/deposit ratio of acquired activities ~100% (estimate)

The Largest Deposit Base Among Eurozone Banks

Deposits as at Dec 2007



Source : [company reports]



A Unique Opportunity to Expand BNP Paribas' Pan-European Footprint

**Acquisition of a #1 position
in two of the wealthiest countries in Europe**

Enhanced capital base and funding position

Attractive financial terms with limited risk



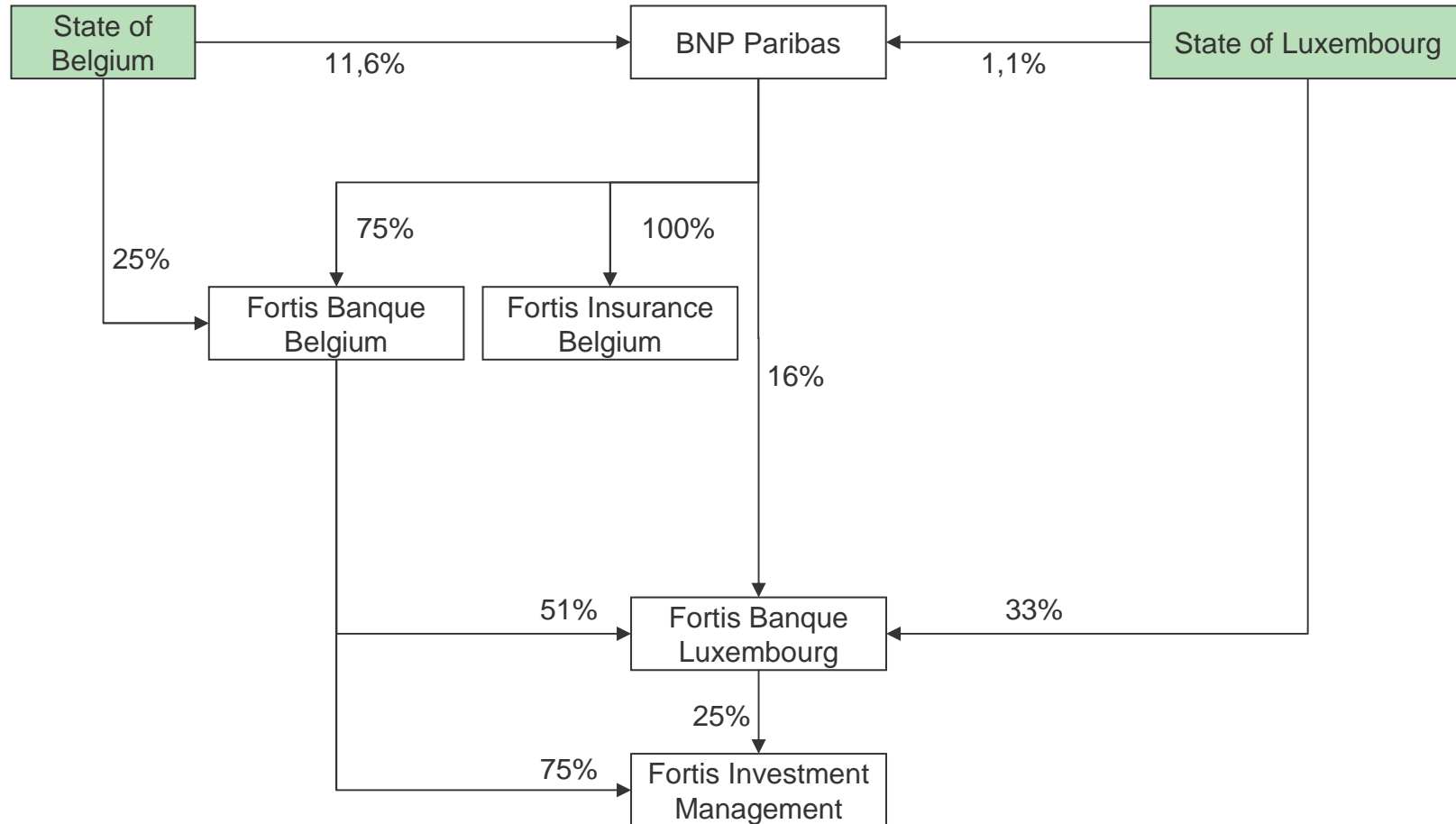
BNP PARIBAS

Appendix





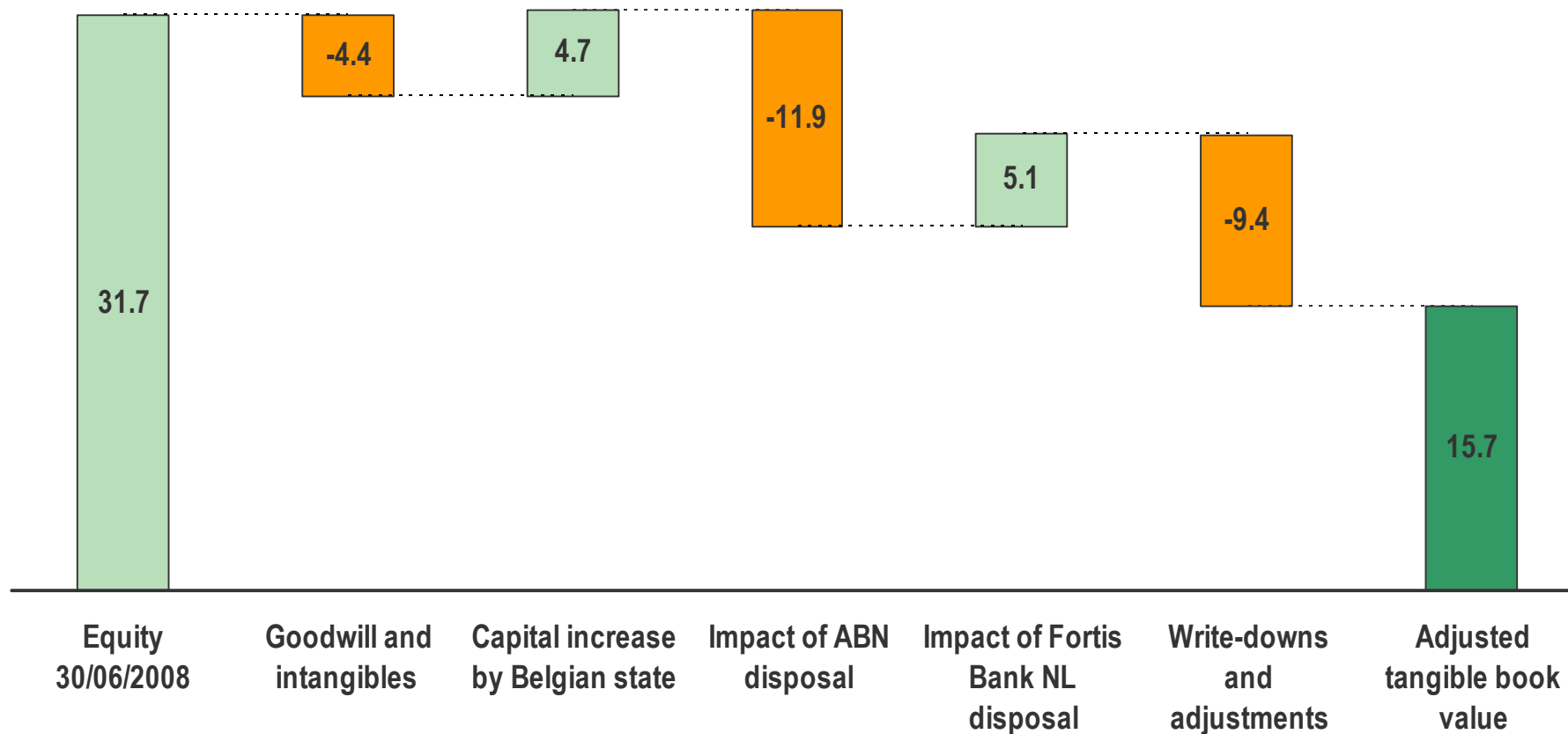
Acquisition perimeter





Tangible Book Value

Tangible book value of Fortis Bank Belgium – group share (in €bn)





Retained Structured Credit Portfolio

	30/06/08*
● US Prime and agency RMBS	€3.8bn
● EU RMBS (ex Spain and UK)	€4.6bn
● CLOs	€3.6bn
● European CMBS	€1.1bn
● Consumer Credit related ABS	€9.5bn
● Other	€0.7bn
● Total	€23.4bn

**exchange rate as of 30 June 08*