

KBC GROUP NV BASE PROSPECTUS SUPPLEMENT (N°2) DATED 12 January 2016



KBC Group NV
(incorporated with limited liability in Belgium)
EUR 5,000,000,000
Euro Medium Term Note Programme

This supplement dated [•] December 2015 (the “**Supplement N°2**”) constitutes a supplement for the purposes of Article 34 of the Belgian Law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on a regulated market, as amended from time to time (the “**Prospectus Law**”). The Supplement N°2 is supplemental to, forms part of, and must be read in conjunction with the base prospectus dated 14 July 2015 (the “**Base Prospectus**”), as supplemented by the supplement dated 22 September 2015 (the “**Supplement N°1**”), prepared in connection with the EUR 5,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by KBC Group NV, incorporated as a limited liability company under the laws of Belgium, with registered office at Havenlaan 2, 1080 Brussels and registered with the Crossroads Bank of Enterprises VAT BE0403.227.515 (Brussels) (the “**Issuer**”). Terms defined in the Base Prospectus or in any document incorporated by reference in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement N°2.

The English version of this Supplement N°2 has been approved by the FSMA, as competent authority under the Belgian Prospectus Law. This approval does not imply any appraisal of the appropriateness or the merits of any issue under the Programme, nor of the situation of the Issuer. The Supplement N°2 has been translated into Dutch and French. In the event of any discrepancy between the English and the Dutch or French version of this Supplement N°2, the English version shall prevail. The Issuer assumes responsibility for the consistency between the English and the Dutch and French version of this Supplement N°2.

The Issuer accepts responsibility for the information contained in this Supplement N°2. The Issuer confirms that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement N°2 is in accordance with the facts and does not omit anything likely to affect the import of such information.

I. New information

1. Introduction

On 11 December 2015, KBC Group NV published a press release entitled “*KBC repays all outstanding debt to government 5 years ahead of schedule*”.

In order to ensure that the information contained in the Base Prospectus is up-to-date as required by the Prospectus Law, the aforementioned press release of KBC Group NV will be incorporated by reference in the Base Prospectus. A copy of this document can be obtained from the www.kbc.com website¹, from the website of the Luxembourg Stock Exchange at www.bourse.lu and from the registered office of the Issuer and the Principal Paying Agent.

¹ https://www.kbc.com/system/files/doc/newsroom/pressreleases/2015/2015_10/20151211_terugbetalng_overheidssteun_en.pdf

2. Documents incorporated by reference

Due to the new information, the section “Documents incorporated by reference” on page 10 of the Base Prospectus will be supplemented by adding the following bullet under limb (c) to the list of documents which are incorporated and form part of the Base Prospectus:

- 11 December 2015 “*KBC repays all outstanding debt to government 5 years ahead of schedule*”

3. General

Save as disclosed in this Supplement N°2, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since 22 September 2015, the date of the publication of the Supplement N°1.

To the extent that there is an inconsistency between (a) any statement in this Supplement N°2 and (b) any statement in, or incorporated by reference into, the Base Prospectus or the Supplement N°1, the statements in (a) above will prevail.

Copies of this Supplement N°2 will be available without charge at the specified office of the Issuer and the Agent, on the website of Euronext Brussels (www.euronext.com) and the website of the Issuer (www.kbc.com²).

12 January 2016

Authorized signatory
on behalf of KBC Group NV

Authorized signatory
on behalf of KBC Group NV

² https://www.kbc.com/MISC/D9e01/Homepagina_KBCCOM_Engels/investor_relations/debt_issuance