



KBC BANK
Naamloze vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
VAT BE 0462.920.226 (RLP Brussels)

Convening notice for the Annual General Meeting of KBC Bank NV, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels, at 11 a.m. on Wednesday, 27 April 2016.

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Bank NV on the company and consolidated annual accounts for the financial year ending on 31 December 2015.
2. Review of the statutory auditor's reports on the company and consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2015.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2015.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2015.
5. Motion to approve the proposed appropriation of profit of KBC Bank NV for the financial year ending on 31 December 2015, with 1 327 081 298.90 euros being paid as a gross dividend, i.e. a gross dividend of 1.45 euros per share, and 16 871 916.59 euros being allocated for employee profit-sharing bonuses.
6. Motion to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2015 financial year.
7. Motion to grant discharge to the former directors of KBC Lease Holding NV for the performance of their duties at KBC Lease Holding NV from 1 January 2015 to 1 July 2015, when KBC Lease Holding NV was merged (by acquisition) with KBC Bank NV.
8. Motion to grant discharge to the former directors of Antwerpse Diamantbank NV for the performance of their duties at Antwerpse Diamantbank NV from 1 January 2015 to 1 July 2015, when Antwerpse Diamantbank NV was merged (by acquisition) with KBC Bank NV.
9. Motion to grant discharge to the statutory auditor of KBC Bank NV for the performance of its duties during the 2015 financial year.
10. Motion to grant discharge to the statutory auditor of KBC Lease Holding NV for the performance of its duties from 1 January 2015 to 1 July 2015, when KBC Lease Holding NV was merged (by acquisition) with KBC Bank NV.

11. Motion to grant discharge to the statutory auditor of Antwerpse Diamantbank NV for the performance of its duties from 1 January 2015 to 1 July 2015, when Antwerpse Diamantbank NV was merged (by acquisition) with KBC Bank NV.
12. In pursuance of the proposal made by the Audit Committee and on a nomination by the works council, motion to appoint PricewaterhouseCoopers Bedrijfsrevisoren BCVBA ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting in 2019. PwC has designated Mr Roland Jeanquart and Mr Gregory Joos as representatives.
Motion to fix the statutory auditor's fee at 1 495 000 euros for financial year 2016 and 1 655 000 euros a year for financial years 2017 and 2018.
13. Appointments
 - a. Motion to appoint Ms Sonja De Becker as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
 - b. Motion to reappoint Mr Daniel Falque as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
 - c. Resolution to definitively appoint Mr Bo Magnusson, coopted by the Board of Directors of February 17, 2016, as an independent director within the meaning of and in line with the criteria set out in Article 526ter of the Companies Code, for a period of four years, i.e. until the close of the annual general meeting of 2020.
 - d. Motion to reappoint Mr Lode Morlion as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
 - e. Motion to reappoint Ms Ghislaine Van Kerckhove as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
14. Other business

**Information for shareholders and bond holders
regarding the Annual General Meeting**

Pursuant to Article 27 of the Articles of Association, the holders of registered bonds must give written notice to the registered office, at least four business days prior to the Annual General Meeting (i.e. by Thursday, 21 April 2016, at the latest), of their intention to attend the Annual General Meeting with advisory voting capacity.

Holders of book-entry bonds that wish to be admitted to the Annual General Meeting with advisory voting capacity must, at the latest on the same date, deposit at the registered office a certificate drawn up by the recognised account holder or by the clearing house attesting to the non-availability of the bonds until the date of the Annual General Meeting.

Holders of bearer bonds only issued abroad or subject to foreign law that want to attend the Annual General Meeting with advisory voting capacity must deposit their bonds at the registered office at the latest on the same date.

In order to avoid confusion, please note that the present notice of meeting concerns KBC Bank NV, whose shares are privately held. This notice is published to comply with legal requirements.

The notice calling the Annual General Meeting of KBC Group NV, which will be held on Wednesday, 4 May 2016, is published separately.

The Board of Directors