



**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 and the Extraordinary General Meeting of KBC Bank NV, which will be held at the company's registered office, 1080 Brussels, 2 Havenlaan, on Wednesday 28 April 2010, starting at 11 a.m.

The Annual General Meeting will start at 11 a.m. and will be followed immediately by the Extraordinary General Meeting.

The agendas are as follows:

#### **Agenda of 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 2009.
2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2009.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2009.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2009.
5. Motion to approve the appropriation of the results of KBC Bank NV for the financial year ending on 31 December 2009 for which:
  - no dividend and no profit share ('tantièmes') will be paid out;
  - 3 831 823 914.91 EUR loss from this financial year will be carried forward to the next financial year.
6. Motion to grant discharge to the directors of KBC Bank NV for the performance of their mandate during the 2009 financial year.
7. Motion to grant discharge to the directors of Immo Parijsstraat NV, a company which in 2009 was acquired through merger by KBC Bank NV, for the performance of their mandate for the period from 1 January to 29 April 2009.
8. Motion to grant discharge to the directors of KBC Bank Nederland NV, a company which in 2009 was acquired through merger by KBC Bank NV, for the performance of their mandate for the period from 1 January to 30 April 2009.

9. Motion to grant discharge to the auditor of KBC Bank NV for the performance of his mandate during the 2009 financial year.
10. Motion to grant discharge to the auditor of Immo Parijsstraat NV for the performance of his mandate for the period from 1 January to 29 April 2009.
11. Motion to grant discharge to the auditors of KBC Bank Nederland NV for the performance of their mandate for the period from 1 January to 30 April 2009.
12. Appointments
  - a. Motion to reappoint Mr Jan Huyghebaert as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - b. Motion to reappoint Mr Luc Philips as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - c. Motion to reappoint Mr Jan Vanhevel as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - d. Motion to reappoint Mr Germain Vantieghem as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - e. Motion to reappoint Mr Etienne Verwilghen as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - f. Motion to reappoint Mr Marc Wittemans as director for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - g. Motion to reappoint Mr Julien De Wilde as independent director within the meaning of and in line with the criteria set out in Article 526 *ter* of the Belgian Companies Code and in the Corporate Governance Code, for a period of four years, i.e. until after the Annual General Meeting of 2014.
  - h. Motion to appoint Mr Marko Voljč as director for a period of four years, i.e. until after the Annual General Meeting of 2014, to replace Mr Chris Defrancq, whose term of office ends when the present Annual General Meeting has ended.
  - i. In line with the proposal from the Audit Committee, motion to renew the auditor's mandate of Ernst & Young Bedrijfsrevisoren BCVBA, represented by Mr Pierre Vanderbeek and/or Ms Christine Wymeersch for the statutory period of three years, i.e. until after the Annual General Meeting of 2013; motion to set their remuneration at 2 008 007 EUR a year, adjusted annually according to the consumer price index.

### 13. Other business

## **Agenda for the Extraordinary General Meeting**

### **I. PROPOSAL TO RENEW THE AUTHORISATION TO INCREASE CAPITAL**

1. Review of the report of the Board of Directors drawn up pursuant to Article 604, paragraph 2, of the Belgian Companies Code, with a view to the renewal of the authorisation to increase capital.
2. Motion to renew the authorisation granted to the Board of Directors to increase the capital by four billion euros (4 000 000 000 EUR) as currently specified in Articles 7A and 7B of the Articles of Association, for a further period of five years, starting from the date of publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 28 April 2009 and hence motion to amend Article 7 of the Articles of Association accordingly.
3. Motion to add the following new article, Article 42, to the Articles of Association containing a transitional provision:

'A. Until the publication of the amendment to the Articles of Association approved by the Extraordinary General Meeting of 28 April 2010, the Board of Directors will remain authorised under the authority granted to it by the Extraordinary General Meeting of 31 March 2009 to raise the share capital, subject to terms and conditions to be determined by the Board, by four billion euros (4 000 000 000 EUR), less any amounts in relation to which this right has already been exercised as a result of decisions taken by the Board of Directors prior to the Extraordinary General Meeting of 28 April 2010. During this time, the other terms and conditions of Article 7A will continue to apply in respect of this authorisation.

B. Until the publication of the amendment to the Articles of Association approved by the Extraordinary General Meeting of 28 April 2010, the Board of Directors will also retain the authority granted to it by the Extraordinary General Meeting of 31 March 2009, to decide on the issue, in one or more steps, of convertible bonds (whether subordinated or otherwise) or of warrants that may or may not be linked to bonds (whether subordinated or otherwise) that could result in an increase in the Company's capital subject to the limit set out in paragraph A. During this time, the other terms and conditions of Article 7B will continue to apply in respect of this authorisation.

C. The stipulation in Article 8 is applicable to decisions to increase capital taken by the Board of Directors under the authorisation referred to under A and B of this Article 42.

D. The present transitional provision may be deleted in the next co-ordinated version of the Articles of Association drawn up after publication of the amendment to the Articles of Association decided on by the Extraordinary General Meeting of 28 April 2010.'

## **II. MOTION TO REDUCE THE RESERVES AND SHARE PREMIUM ACCOUNTS BY CLEARING LOSSES SUSTAINED**

4. Motion to reduce the reserves available for distribution by 2 159 581 380.05 EUR to 0.
5. Motion to reduce the legal reserves by 403 011 004.38 EUR to 0.
6. Motion to reduce the share premium accounts to pay off the losses sustained with an amount equal to 1 269 231 530.48 EUR to reduce share premium accounts item to 1 221 582 682.87 EUR.
7. Motion to decide on the realization of the reduction of the reserves available for distribution, of the legal reserves and of the share premium accounts.

## **III. MOTION TO GRANT AUTHORISATIONS**

8. Motion to grant authorisation to the Board of Directors to implement the decisions taken.
9. Motion to grant power of attorney to co-ordinate the Articles of Association and file them with the registry of the court.
10. Motion to grant authorisation for the completion of the formalities relating to the *ondernemingsloket* (company registration service) - Crossroads Bank for Enterprises (*Kruispuntbank Ondernemingen*) and the VAT authorities.

In accordance with Article 27 of the Articles of Association, holders of bearer bonds who want to attend the Annual General Meeting and the Extraordinary General Meeting with advisory voting capacity must deposit their bonds at least four business days prior to the meeting at the registered office of KBC Bank NV.

Bearer bonds thus deposited will be placed on an account and will not be returned in physical form.

Owners of registered bonds must notify the registered office in writing, within the same period of time, of their intention to attend the meetings.

Holders of book-entry bonds who wish to be admitted to the Annual General Meeting and the Extraordinary General Meeting must, at least four business days prior to the meeting, 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 meeting.

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

The convening notice for the Annual General Meeting and the Extraordinary General Meeting of KBC Group NV, which will be held on 29 April 2010, is being published separately.

The Board of Directors