



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

Notice of the Annual General Meeting and of an Extraordinary General Meeting of KBC Bank NV, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels, starting as from 11 a.m. on Wednesday, 29 April 2015.

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

### **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 2014.
2. Review of the auditor's reports on the company and consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2014.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2014.
4. Resolution to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2014.
5. Resolution to approve the proposed profit distribution of KBC Bank NV for the financial year ending on 31 December 2014, with 1 574 192 989.04 euros being paid as a gross dividend, i.e. a gross dividend of 1.72 euros per share, and 19 119 342.82 euros being allocated for employee profit-sharing bonuses.
6. Resolution to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2014 financial year.
7. Resolution to grant discharge to the auditor of KBC Bank NV for the performance of its duties during the 2014 financial year.

8. Appointments
  - a. Resolution to re-appoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
  - b. Resolution to re-appoint Mr Luc Gijssens as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
  - c. Resolution to re-appoint Mr Thomas Leysen as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
  - d. Resolution to re-appoint Mr Piet Vanthemsche as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
9. Other business

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

1. Review of the report of the Board of Directors drawn up in accordance with Article 604, second paragraph, of the Companies Code, with a view to renewal of the authority to increase the share capital.
2. Resolution to renew the authority conferred on the Board of Directors to increase the share capital in one or more steps by four billion euros (4 000 000 000 EUR), as currently set down in Articles 7A and 7B of the Articles of Association, for a further period of five years starting from publication of the amendment to the Articles of Association decided on by the Extraordinary General Meeting held on 29 April 2015. Accordingly, resolution to replace Articles 7A and 7B of the Articles of Association with the following wording:

*'A. The Board of Directors is authorised to increase the share capital in one or more steps by four billion euros (4 000 000 000 EUR), under the terms and conditions to be determined by the Board.*

*In addition, the Board of Directors is authorised to determine the dividend entitlement of the shares that will be issued following the capital increases carried out under the above authority.*

*The Board of Directors may exercise this authority during the five years following publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 29 April 2015. This authority can be extended in accordance with the prevailing statutory provisions.*

*The increases of capital decided upon under this authority may be carried out, within the confines of the law, by both contributions in cash or in kind and by the incorporation of reserves, including the share premium account unavailable for distribution. The reserves may be incorporated with or without new shares being issued.*

*Upon deciding to increase capital within the framework of this authorisation via the issue of new shares for cash, the Board of Directors is authorised, in the company's interest, to suspend or restrict the preferential subscription rights of existing shareholders. The Board may also do so to the benefit of one or more specific persons. If the preferential subscription rights are suspended or restricted, the Board of Directors may grant a right of precedence to the existing shareholders on allotment of the new shares.*

*B. Furthermore, the Board of Directors is authorised to decide on the issue in one or more steps of convertible bonds, subordinated or otherwise, or warrants, linked or otherwise to subordinated or unsubordinated bonds, which may lead to increases of capital by up to the amount specified under A.*

*To this end, the Board of Directors is also authorised to determine the dividend entitlement of the shares that will be issued following the conversion of the bonds or exercise of the warrants.*

*The Board of Directors may exercise this authority during the five years following publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 29 April 2015. This authority can be extended in accordance with the prevailing statutory provisions.*

*Upon deciding to issue these bonds or warrants, the Board of Directors is authorised, in the company's interest and within the confines of the law, to restrict or suspend the preferential subscription rights of existing shareholders.*

*The Board may also do so to the benefit of one or more specific persons, unless it relates to the issue of warrants which involves the suspension of the preferential subscription rights primarily to the benefit of one or more specific persons other than employees of the bank or its subsidiaries. If the preferential subscription rights are restricted or suspended, the Board of Directors may grant a right of precedence to the existing shareholders on allotment of the bonds or warrants.'*

3. Resolution to replace Article 8, third paragraph, of the Articles of Association with the following wording:

*'In the event a share premium is paid on a capital increase decided upon by the Board of Directors or the General Meeting of Shareholders, or on the conversion of bonds or the exercise of warrants, or if an issue price is posted to the accounts as a share premium on the issue of warrants decided upon by the Board of Directors or the General Meeting of Shareholders, this shall be earmarked for appropriation to the share premium account unavailable for distribution, which will, to the same extent as the share capital, serve as security for third parties, and which, except in the event of the incorporation of this reserve into capital, may be used only pursuant to a decision of the General Meeting of Shareholders deliberating under the conditions of attendance and majority prescribed for the reduction of share capital.'*

4. Resolution to replace Article 8, fourth paragraph, of the Articles of Association with the following wording:

*'In the event it is decided to issue profit-sharing certificates representing a contribution in cash, this shall be earmarked for appropriation to the profit-sharing-certificates account unavailable for distribution, which shall, to the same extent as the share capital, serve as security for third parties and which, except in the event of the incorporation of this reserve into capital, may be used only pursuant to a decision of the General Meeting of Shareholders deliberating under the conditions of attendance and majority prescribed for the reduction of share capital.'*

5. Resolution to delete Article 11bis, third paragraph, of the Articles of Association.

6. Resolution to replace Article 20, first paragraph, of the Articles of Association with the following wording:

*'The Board of Directors may confer powers on an Executive Committee to perform all or some of the acts referred to in Article 522 of the Companies Code and Article 18 of the present Articles of Association; the transfer of powers may, however, not relate to the definition of general policy or to the powers which are reserved for the Board of Directors by other statutory provisions. The Board of Directors is responsible for the supervision of the Executive Committee.'*

7. Resolution to delete Article 20bis of the Articles of Association.

8. Resolution to replace Article 22, first paragraph, of the Articles of Association with the following wording:

*'Supervision of the company's financial situation and annual accounts shall be exercised by one or more statutory auditors appointed and remunerated in accordance with the prevailing statutory rules.'*

9. Resolution to replace Article 24, first paragraph, of the Articles of Association with the following wording:

*'A General Meeting of Shareholders shall be held annually at the registered office or at any other place indicated in the convening notice, at 11 a.m. on the Wednesday immediately prior to the last Thursday of April or, if that day is a statutory public holiday or bank holiday, on the last business day immediately preceding it. This does not prejudice the possibility to organise this Annual General Meeting of Shareholders by unanimous written agreement as laid down in Article 34bis of these Articles of Association.'*
10. Resolution to add to the Articles of Association a new Article 42 setting down a transitional provision reading as follows:

*'A. Until the amendments to the Articles of Association decided by the Extraordinary General Meeting of 29 April 2015 are published, the Board of Directors will remain empowered under the authorisation granted to it by the Extraordinary General Meeting of 24 April 2013 to increase the share capital in one or more steps in accordance with terms and conditions to be determined by the Board by an amount of four billion euros (4 000 000 000 EUR), less the amounts for which this right has already been exercised in accordance with decisions of the Board of Directors.  
The remaining terms and conditions of Article 7A will continue to apply in respect of this authority during this time.*

*B. Until publication of the amendments to the Articles of Association decided upon by the Extraordinary General Meeting of 29 April 2015, the Board of Directors will also retain the authority granted to it by the Extraordinary General Meeting of 24 April 2013, to decide to issue in one or more steps convertible bonds, subordinated or otherwise, or warrants, linked or otherwise to subordinated or unsubordinated bonds, which may lead to increases of capital by up to the amount specified under A.  
The remaining terms and conditions of Article 7B will continue to apply in respect of this authority during this time.*

*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. Given its transitional nature, the present transitional provision may be deleted in the next consolidated version of the Articles of Association drawn up after publication of the amendment to the Articles of Association decided by the Extraordinary General Meeting of 29 April 2015. Should the case arise, the same applies to the transitional provisions in Article 7 concerning the use of the authority granted by the Extraordinary General Meeting of 24 April 2013.'*
11. Resolution to grant authorisation for the implementation of the resolutions passed.
12. Resolution to grant authorisation for the coordination, signing and filing of the Articles of Association after the resolutions to amend them have been passed, and for the completion of the formalities vis-à-vis the Crossroads Bank for Enterprises and, where applicable, the tax authorities.

**Information for shareholders and bond holders regarding the Annual General Meeting  
and the Extraordinary 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 General Meetings (i.e. by Thursday, 23 April 2015, at the latest) of their intention to attend the General Meetings with advisory voting capacity.

Holders of book-entry bonds that wish to be admitted to the General Meetings 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 General Meetings.

Holders of bearer bonds only issued abroad or subject to foreign law that want to attend the General Meetings 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 Thursday, 7 May 2015, is published separately.

The Board of Directors