



KBC Group
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Information to shareholders in KBC Group NV pursuant to Article 7:129, third paragraph, 4° of the Companies and Associations Code

In accordance with Article 7:129, third paragraph, 4° of the Companies and Associations Code, shareholders in KBC Group NV can find here, for the items on the agenda for its Annual General Meeting and Extraordinary General Meeting to be held on 4 May 2023, draft resolutions and comments of the Board of Directors.

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Group NV on the company and consolidated annual accounts for the financial year ending on 31 December 2022.

Comment by the Board of Directors: In compliance with Article 3:32 of the Companies and Associations Code, the annual report on the consolidated annual accounts has been combined with the annual report on the company annual accounts drawn up according to Articles 3:5 and 3:6 of that Code.

2. Review of the auditor's reports on the company and consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2022.

Comment by the Board of Directors: The statutory auditor's report on the company annual accounts has been drawn up according to Articles 3:74 and 3:75 of the Companies and Associations Code. The statutory auditor's report on the consolidated annual accounts has been drawn up according to Article 3:80 of the Companies and Associations Code.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2022.

Comment by the Board of Directors: The consolidated annual accounts have been drawn up according to Article 3:23 et seq of the Companies and Associations Code and will be further explained during the Annual General Meeting.

4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2022, including the following appropriation of the results:
 - a) 5 945 584.15 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 9 December 2021 concerning the categorised profit bonus for financial year 2022;
 - b) 1 668 391 834 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.00 euros per share.*

(*) Further to payment of an interim dividend in the sum of 1.00 euro, the balance of gross dividend remaining to be paid is 1 251 508 242 euros, i.e. a gross dividend of 3.00 euros per share.

The dividend payment date is 11 May 2023.

5. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2022, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.
6. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2022.
7. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2022.
8. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2022 to 570 825 euros.

***Comment by the Board of Directors:** On 5 May 2022 the General meeting decided to set the statutory auditor's fee at 541 920 euros per year, to be indexed annually to the consumer price index. The General meeting is requested to raise the statutory auditor's fee for financial year 2022 to 570 825 euros mainly due to the complexity of the IFRS17 project and offset by the contribution of a branch of activities to KBC Global Services NV.*

9. Appointments

- Resolution to reappoint Mr Koenraad Debackere as an independent director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.
- Resolution to reappoint Mr Alain Bostoën as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.
- Resolution to reappoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.
- Resolution to reappoint Mr Frank Donck as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.
- Resolution to appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027, in replacement of Mrs Katelijn Callewaert, who wishes to terminate her mandate at the end of the Annual General Meeting.

- Resolution to appoint Mr Raf Sels as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027, in replacement of Mr Marc Wittemans, who wishes to terminate his mandate at the end of the Annual General Meeting.

The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. In consideration of the advice issued by the Nomination Committee, the Board of Directors recommends the proposed appointment and re-appointments.

A brief CV for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which will be available at www.kbc.com on 3 April 2023.

Brief CVs for the directors whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: Members).

10. Other business.

Agenda for the Extraordinary General Meeting

1. **Review of the report of the Board of Directors, drawn up pursuant to Article 7:199, second paragraph of the Belgian Companies and Associations Code with a view to the granting to the Board of Directors of the authorisation to increase the share capital.**

[Comment by the Board of Directors: In this report, the Board of Directors explains its request to the Extraordinary General Meeting to grant a new authorisation to increase capital, including the intended purposes and particular circumstances which use can be made of the authorised capital. The report is available at \[www.kbc.com\]\(http://www.kbc.com\) \(Home - Corporate Governance - General Meetings\).](#)

2. **Motion to grant the authorisation to the Board of Directors for a period of five years, starting from the date of publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 4 May 2023, to increase the share capital in one or more steps via the issue of shares, of convertible bonds, subordinated or otherwise, or of subscription rights, linked or otherwise to subordinated or unsubordinated bonds and this:**

1°) by an amount of one hundred forty-six million euros (146 000 000 euros). When the Board of Directors decides within the framework of this part of the authorisation on an issue to which in principle the preferential subscription rights of existing shareholders apply, the Board is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company's interest, to suspend or restrict these preferential subscription rights;

and

2°) by an amount of five hundred and fifty-four million euros (554 000 000 euros). Upon deciding to increase capital within the framework of this part of the authorisation, the

Board of Directors is not authorised to suspend or restrict the preferential subscription rights of existing shareholders;

and to replace **Article 7** of the Articles of Association accordingly, as follows:

*“The Board of Directors is authorised to increase the share capital in one or more steps under the terms and conditions to be determined by the Board and in accordance with the at the time of the capital increase prevailing statutory provisions.
Furthermore, the Board of Directors is authorised to decide in one or more steps on the issue of convertible bonds, subordinated or otherwise, or subscription rights, linked or otherwise to subordinated or unsubordinated bonds and which may lead to increases of capital.*

This authorisation is granted for an amount of:

1° one hundred forty-six million euros (146 000 000 euros). Upon deciding within the framework of this part of the authorisation on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights to which in principle the preferential subscription rights of the existing shareholders apply, the Board of Directors is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company’s interest, 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, as far as this is not prohibited by law. 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, convertible bonds or subscription rights.

and

2° five hundred and fifty-four million euros (554 000 000 euros). Upon deciding on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights within the framework of this part of the authorisation, the Board of Directors is not authorised to restrict or suspend the preferential subscription rights of existing shareholders.

The increases of capital decided upon under this authorisation may be carried out by both contribution in cash or in kind and by the incorporation of reserves or share premium accounts. The reserves or share premium accounts may be incorporated with or without new shares being issued.

In addition, the Board of Directors is authorised to determine the dividend entitlement of the shares that will be issued following capital increases and of the shares that will be issued following the conversion of the bonds or exercise of the subscription rights carried out under this authorisation.

The Board of Directors may exercise this authorisation during the five years following publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 4 May 2023. This authorisation can be extended in accordance with the at the time of the renewal prevailing statutory provisions.”

The Board of Directors requests the shareholders to approve the proposed authorisation by issuing a separate vote for each of the parts under 1°) and 2°).
The final text of the proposed new article 7 of the Articles of Association will be brought in line with the result of the voting on the parts under 1°) and 2°) of the authorisation.

3. **Motion to insert the following transitional provision in Article 7 of the Articles of Association with regard to the authorisation to the Board of Directors to increase the capital:**

“The authorisation to increase the share capital granted to the Board of Directors by resolution of the Extraordinary General Meeting of Shareholders of 4 October 2018 remains effective for the remaining amount until publication in the Appendices to the Belgian Official Gazette of the authorisation granted by the Extraordinary General Meeting of Shareholders of 4 May 2023.”

Comment by the Board of Directors: Given that the authorisation to increase the share capital proposed to the Extraordinary General Meeting of 4 May 2023 can only be used as of its publication in the Annexes to the Belgian Official Gazette, a transitional provision is proposed so that the existing authorisation remains valid until the proposed authorisation takes effect. The existing authorisation and the proposed authorisation cannot be in effect at the same time at any time.

4. **Motion to replace the third paragraph of Article 8 of the Articles of Association regarding the allocation of share premiums by the following text:**

“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 subscription rights, or if an issue price is posted to the accounts as a share premium on the issue of subscription rights decided upon by the Board of Directors or the General Meeting of Shareholders, this will be earmarked for appropriation to a share premium account and recorded as own funds on the liabilities side of the balance sheet.”

Comment by the Board of Directors: Article 8, third paragraph of the Articles of Association currently provides that share premiums are earmarked for appropriation to the share premium account and recorded as own funds on the liabilities side of the balance sheet. Since, for accounting purposes, there are two accounts in which share premiums may be recorded, it is proposed to bring the Articles of Association into line with this.

5. **Motion to insert a second paragraph in Article 11 of the Articles of Association regarding the authorisation to cancel treasury shares, as follows:**

“The Board of Directors is authorized to cancel the treasury shares acquired or to be acquired pursuant to the share buy-back authorisation granted by the General Meeting of Shareholders of May 5, 2022, at such times as it deems appropriate. The Board of Directors, or one or more directors appointed by the Board of Directors, is authorized, as a result of this cancellation, to adjust the number of shares specified in the Articles of Association and to have the necessary amendment to the Articles of Association adopted by notarial deed.”

Comment by the Board of Directors: The proposed authorisation to the Board of Directors aims to allow treasury shares acquired pursuant to the share buy-back authorization granted by the General Meeting of Shareholders of 5 May 2022 to be

cancelled without the need to convene an Extraordinary General Meeting of Shareholders.

6. **Motion to replace the second paragraph of Article 17 of the Articles of Association regarding the signing of reports recording the decisions of the Board of Directors, as follows:**

"Each report shall be signed by the acting chairman and by the other members of the Board of Directors who so request."

Comment by the Board of Directors: This proposal aims to bring the Articles of Association in line with the legal rules regarding the signing of reports recording decisions of the Board of Directors.

7. **Motion to replace the first paragraph of Article 20 of the Articles of Association regarding the powers of the Executive Committee as follows:**

"By virtue of a transfer of powers by the Board of Directors, the Executive Committee holds all managerial powers necessary or useful for achieving the company's object, with the exception of the determination of the company's general policy and strategy and all acts reserved by law to the Board of Directors."

Comment by the Board of Directors: This proposal aims to bring the Articles of Association in line with an amendment to the Banking Act, according to which the powers of the Management Board in a two-tier system (as referred to in Article 7:110 of the Companies and Associations Code) must be transferred to the Executive Committee. In the meantime the Board of Directors has formally transferred such powers to the Executive Committee and this transfer has been published in the Appendices to the Belgian Official Gazette.

8. **Motion to delete the transitional provision in Article 23 of the Articles of Association regarding bond holders' rights.**

Comment by the Board of Directors: According to the Companies and Associations Code, holders of ordinary non-convertible bonds no longer have the right to attend the general meeting of shareholders with an advisory vote. In 2019, the Articles of Association were amended to remove the provisions regarding this right. However, if the terms of previously issued ordinary bonds explicitly grant this right, the company must recognize it. This does not require the transitional provision, so it is proposed to delete it.

9. **Motion to grant a power of attorney to draw up and sign the consolidated text of the Articles of Association of the company, and to file it with the registry of the court of relevant jurisdiction.**
10. **Motion to grant authorisation for implementation of the motions passed.**
11. **Motion to grant a power of attorney to effect the requisite formalities with the Crossroads Bank for Enterprises and the tax authorities.**