



**KBC Group**  
**Naamloze Vennootschap**  
**2 Havenlaan – BE– 1080 Brussels**  
**R.L.P. 0403.227.515**

Convening notice for the Annual General Meeting and the Extraordinary General Meeting of KBC Group NV, which will be held at the company's registered office, 2 Havenlaan, 1080 Brussels, on Thursday, 27 April 2006, at 11 a.m.

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

To enable us to take care of the requisite formalities, you are kindly requested to arrive by no later than 10.30 a.m. to sign the attendance rosters.

**Agenda for the Annual General Meeting**

1. Review of the company and the consolidated annual report of the Board of Directors of KBC Group NV for the financial year ended 31 December 2005.
2. Review of the statutory auditor's reports on the company and the consolidated annual accounts of KBC Group NV for the financial year ended 31 December 2005.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ended 31 December 2005.
4. Motion to approve the company annual accounts of KBC Group NV for the financial year ended 31 December 2005.
5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ended 31 December 2005; motion to pay a gross dividend of 2.51 EUR for each share, except the 3 500 000 repurchased KBC Group NV shares whose dividend certificates will be cancelled at the meeting pursuant to Article 622 of the Companies Code.
6. Motion to grant discharge to the directors of KBC Group NV.
7. Motion to grant discharge to the former directors of Almanij NV for the performance of their mandate for the period from 1 January 2005 through 2 March 2005.
8. Motion to grant discharge to the statutory auditor of KBC Group NV.
9. Motion to grant discharge to the board of auditors of Almanij NV for the performance of their mandate for the period from 1 January 2005 through 2 March 2005.
10. Motion to grant authority to the Board of Directors of KBC Group NV and the Boards of Directors of its direct subsidiaries, with the possibility of further delegation, to acquire and take in pledge KBC Group NV shares over a period of

18 months, as long as the par value of the KBC Group NV shares held in portfolio and taken in pledge does not exceed 10% of its issued share capital. The shares may be acquired at a price per share that may not be higher than the last closing price on Euronext Brussels before the date of acquisition plus ten per cent, and not lower than one euro. Within the confines of the law, this authorisation is valid for all acquisitions made for consideration in the broadest sense of the term, on or off an exchange. This authorisation to buy back own shares replaces that granted by the General Meeting of 28 April 2005, as published in the *Appendices to the Belgian Official Gazette* of 30 May 2005 under number 0075305.

11. Motion to set the attendance fee for meetings of the Board of Directors at 2 500 euros per meeting from 1 January 2005.
12. Motion to resolve that the KBC Group NV registers of registered securities may be kept in electronic form.
13. Other business.

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

1. Review and discussion of the merger proposal of 1 March 2006 regarding the merger between KBC Group NV and Gevaert NV, with registered office at 27 Septestraat, 2640 Mortsel, drawn up by the management bodies of the companies to be merged in accordance with Article 719 of the Companies Code.
2. Motion to approve the merger proposal of 1 March 2006, as drawn up by the Boards of Directors of both companies involved in the merger.
3. Motion to approve the operation whereby the acquiring company, KBC Group NV, takes over the acquired company, Gevaert NV, by means of a transaction equivalent to a merger by acquisition within the meaning of Article 676, 1° of the Companies Code; through this operation, the total assets and liabilities of the acquired company, without exception or general reservation, will be transferred to the acquiring company.
4. Motion to cancel, without reducing capital, 3 500 000 repurchased KBC Group NV treasury shares and consequently to amend Article 5 of the Articles of Association as follows:  
'The issued share capital amounts to one billion two hundred and thirty-four million two hundred and ninety-six thousand nine hundred and seventy euros and fifty-one cents (1 234 296 970.51), divided into three hundred and sixty-three million ninety-five thousand one hundred and forty-seven (363 095 147) shares of no nominal value.'
5. Motion to add the following paragraph to Article 27 of the Articles of Association:  
'In derogation from what has been set out above, the Board of Directors may decide that the holders of shares, bonds, warrants or certificates issued in co-operation with the company to grant access to the General Meeting have to prove that they hold these securities at midnight on the registration date, regardless of the number of shares they hold on the day of the General Meeting. This registration date may not be earlier than the fifteenth day and not later than five business days prior to the General Meeting. In a register designated by the Board of Directors, the number of securities held by each holder of securities at midnight on the registration date will be entered. The registration date will be specified in the convening notice for the General Meeting, along with the way in which the holders of securities can register.'

6. Motion to grant authorisation for the implementation of the decisions taken, the co-ordination of the Articles of Association and the completion of the formalities relating to the Crossroads Bank for Enterprises (*Kruispuntbank Ondernemingen*) and the tax authorities.

To be admitted to the Annual General Meeting and the Extraordinary General Meeting, holders of bearer shares and bonds must deposit these securities at least four business days prior to the meeting at the registered office of KBC Group NV or at a KBC Bank branch.

The holders of registered shares are likewise required to notify the company in writing at its registered office and within the same time constraints of their intention to attend the meeting, stating the number of voting rights they will be exercising (Article 27 of the Articles of Association).

Board of Directors