



**KBC Group  
Naamloze Vennootschap  
2 Havenlaan - B-1080 Brussels  
VAT BE 0403.227.515 (RLP Brussels)**

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, 1080 Brussels, 2 Havenlaan, on Thursday, 24 April 2008, at 11 a.m.

The Annual General Meeting will start at 11 a.m. and will 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 of the Annual General Meeting**

1. Review of the company and consolidated annual report of the Board of Directors of KBC Group NV for the financial year ending on 31 December 2007.
2. Review of the auditor's report on the company and the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2007.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2007.
4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2007.
5. Motion to approve the proposed appropriation of the profit earned by KBC Group NV in the financial year ending on 31 December 2007; motion to pay a gross dividend of EUR 3.78 for each share, except the 12 436 312 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 for the performance of their mandate during the 2007 financial year.
7. Motion to grant discharge to the auditor of KBC Group NV for the performance of his mandate during the 2007 financial year.

8. 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 lower than one euro, and may not be higher than the last closing price on Euronext Brussels before the date of acquisition plus ten per cent. Within the confines of the law, this authorisation is valid for all acquisitions for a consideration, in the broadest sense of the term, on or off the exchange. This authorisation to buy back own shares replaces that granted by the General Meeting of 26 April 2007, as published in the *Appendices to the Belgian Official Gazette* of 5 June 2007 under number 79242.
9. Appointments
  - a. Motion to appoint Mr Jan Huyghebaert as director for a period of four years, i.e. until after the Annual General Meeting of 2012.
  - b. Motion to appoint Mr Theo Roussis as director for a period of four years, i.e. until after the Annual General Meeting of 2012.
  - c. Motion to appoint Mr Jo Cornu as independent director within the meaning of and in line with the criteria set out in Article 524 § 4 of the Companies Code and in the Corporate Governance Code, for a term of four years, i.e. until after the Annual General Meeting of 2012.
  - d. Motion to appoint Mr Lode Morlion as director for a period of four years, i.e. until after the Annual General Meeting of 2012, to replace Mr Guido Van Roey, who will resign after this year's Annual General Meeting.
  - e. Motion to appoint Mrs Ghislaine Van Kerckhove for a period of four years, i.e. until after the Annual General Meeting of 2012, to replace Mr Xavier Liénart, who will resign after this year's Annual General Meeting.
10. Other business

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

1. Motion to add the following sentence to the third paragraph of Article 5:  
"The shareholders' register can be kept in electronic form."
2. Motion to delete the fourth paragraph of Article 5.
3. Motion to replace the fifth paragraph of Article 5 with the following text:  
"At the request and expense of the shareholder, bearer and book-entry shares may be converted into registered shares, and bearer shares and registered shares may be converted into book-entry shares.  
Bearer shares shall be converted into book-entry shares by operation of the law as soon as they are admitted to trading on a regulated market as defined by Article 2, 3°, of the Act of 2 August 2002 on the supervision of the financial sector and financial services (or any provision replacing this article) and held in a custody account."
4. Motion to delete the transitional provision under Article 11bis and include it under Article 5.

5. Motion to replace Article 10bis with the following text:  
“In accordance with Article 18 of the Act of 2 May 2007 concerning the disclosure of significant participations in issuers whose shares are admitted to trading on a regulated market and containing various stipulations, the provisions of Articles 6 through 17 of the above Act will come into effect as soon as a person, directly or indirectly, holds securities carrying voting rights and/or has voting rights representing 3% or more of the total existing voting rights.

The provisions set out in the first paragraph do not prejudice the legally mandated notifications if the securities carrying voting rights and/or the voting rights reach the 5% threshold of the total existing voting rights, or a multiple thereof.

#### Transitional provision

The first paragraph of this article becomes effective on 1 September 2008. Until then, this first paragraph should be read as follows:

“In accordance with Article 5 of the Act of 2 March 1989 concerning the disclosure of significant participations in listed companies and the regulation of public takeover bids, the provisions of Articles 1 through 4 of the above Act will come into effect as soon as a person holds securities carrying voting rights representing 3% or more of the total existing voting rights.”

6. Motion to replace Article 11bis with the following text:  
“Bonds and warrants shall be in bearer, registered or book-entry form, insofar as this is permitted by law. The register of bonds and warrants can be kept in electronic form.”

At the request and expense of the holder, bonds or warrants can be converted from one form into another, in accordance with legal requirements, unless the issue conditions for that security provide otherwise.

Bearer bonds (except bearer bonds issued exclusively abroad or which are subject to foreign law) and bearer warrants as well as bearer certificates issued with the Company’s cooperation, shall be converted into book-entry form by operation of law as soon as they are admitted to trading on a regulated market as defined in Article 2, 3°, of the Act of 2 August 2002 on the supervision of the financial sector and financial services (or any provision replacing this article) and held in a custody account.”

7. Motion to replace the fourth paragraph of Article 17 with the following text:  
“Copies of and extracts from the reports shall be validly signed by the chairman, by two directors, by the secretary to the Board of Directors or by the secretary to the Executive Committee.”
8. Motion to replace Article 28 with the following text:  
“Every shareholder, every holder of bonds, warrants and certificates issued in co-operation with the company, whether a private individual or a body corporate, may arrange to be represented at the General Meeting by a proxy.  
  
The Board of Directors may determine the form of the proxies and demand that they be deposited in the same way and within the same term as stipulated in Article 27 for bearer securities.”
9. Motion to add the following text, as a new first sentence, to the first paragraph of Article 36:  
“The financial year begins on the first of January and ends on the thirty-first of December each year.”
10. Motion to replace the last sentence of Article 39 by the following text:  
“The Board of Directors shall, without prejudice to the statutory requirements for liquidators, be entrusted with the liquidation until such time as the liquidators are appointed”.

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

Holders of book-entry shares and 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 of KBC Group NV or at a KBC Bank branch, a certificate drawn up by the recognised account holder or by the clearing house, attesting to the non-availability of the shares or bonds until the date of the meeting.

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

The Board of Directors