



KBC Group
Naamloze Vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
VAT BE 0403.227.515 – RLP Brussels

Convening notice for the Annual General Meeting of KBC Group NV, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels at 10.00 a.m. on Wednesday, 30 April 2014.

To enable us to take care of the requisite formalities, you are kindly requested to arrive between 9.00 a.m. and no later than 9:30 a.m. for the purpose of drawing up the attendance roster.

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 2013.
2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.
4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2013.
5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2013 for which no dividend will be paid and the entire profit is carried forward to the next financial year.
6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2013, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.
7. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2013.
8. Motion to grant discharge to the former directors of KBC Global Services NV for the performance of their duties at KBC Global Services NV from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
9. Motion to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2013.

10. Motion to grant discharge to the auditor of KBC Global Services NV for the performance of its duties from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
11. Appointments
 - a. Motion to re-appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
 - b. Motion 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 2018.
 - c. Motion to re-appoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
 - d. Motion to appoint Ms Júlia Király – who had been co-opted by the Board of Directors as independent director, within the meaning of and in line with the criteria set out in Article 526^{ter} of the Companies Code, with effect from 8 October 2013 – definitively in this capacity for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
 - e. Motion to appoint Ms Christine Van Rijsseghem as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
 - f. Motion to endow Mr Thomas Leysen with the capacity of independent director within the meaning of and in line with the criteria set out in Article 526^{ter} of the Companies Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2015.

The proposed changes in the composition of the Board will be discussed during the Annual General Meeting. Bearing in mind the advice of the Nomination Committee, the Board of Directors recommends the proposed nominations.

Brief CVs 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 from 31 March 2014 on.

12. Other business

Information for shareholders and bond holders regarding the Annual General Meeting

1. Admission requirements

Under Article 536 § 2 of the Companies Code, shareholders may only attend and vote at the General Meeting if the following two conditions are met:

- KBC Group NV must be able to establish that on 16 April 2014, at midnight Belgian time, the shareholder had in his/her/its possession the number of shares with which he/she/it plans to attend the General Meeting;
- shareholders must notify KBC Group NV by 24 April 2014 at the latest, of their intention to attend the General Meeting.

In accordance with Article 27 of the Articles of Association, these terms apply *mutatis mutandis*, in order for bond holders to be permitted to attend the General Meeting in an advisory voting capacity.

1.1. Shareholding on the record date

The right of a shareholder to attend and vote at the General Meeting is granted solely on the basis of the accounting record of the shares in the name of the shareholder on the record date, regardless of the number of shares that the shareholder possesses on the day of the General Meeting.

The record date is the fourteenth day prior to the General Meeting, i.e. 16 April 2014 at midnight Belgian time.

Registered shares are recorded by their entry in the shareholders' register.

Book-entry shares are recorded by their entry on the accounts of a recognised account holder or clearing house. At the request of the holder of book-entry shares, the recognised account holder or clearing house supplies a certificate stating the number of book-entry shares entered in the name of the shareholder on his/her/its accounts on the record date with which the shareholder wishes to participate in the General Meeting.

The right of a bond holder to attend the General Meeting is similarly granted solely on the basis of the accounting record of the bonds in the name of the bond holder on the record date, regardless of the number of bonds that the bond holder holds on the day of the General Meeting. The foregoing provisions with respect to registered and book-entry shares apply equally to bonds. Bearer bonds which are only issued abroad or which are subject to foreign law are recorded by their being presented to, or being entered on an account at, a financial intermediary.

1.2. Notification of attendance at the General Meeting

Every shareholder and bond holder who wishes to attend the General Meeting must give notice thereof as described below at the latest six days before the Meeting, i.e. no later than Thursday, 24 April 2014.

- Registered shareholders or bond holders who wish to attend the General Meeting in person must complete and sign the attendance form supplied with the convening notice and deliver the original to KBC Group NV or e-mail it as an attachment to secretariat.bod@kbc.be.
- Holders of shares or bonds in book-entry form or of bearer bonds that are only issued abroad or that are subject to foreign law must lodge or have lodged with the registered office of KBC Group NV or a branch of KBC Bank NV a certificate supplied by the financial intermediary, the recognised account holder or the clearing house, which states the number of bearer or book-entry securities that have been submitted or registered in their name on their accounts on the record date with which they wish to participate in the General Meeting.

2. Proxies

Every shareholder and bond holder may arrange to be represented at the General Meeting by a single proxy, except in those cases provided for in Article 547bis §1, second paragraph, of the Companies Code. The relevant proxy form is available on the website www.kbc.com (KBCCOM > corporate governance > general meeting). Shareholders and bond holders can also obtain a proxy form from the registered office upon presentation of their securities, or of the certificate confirming their securities holding, as referred to in Article 474 of the Companies Code and supplied by the recognised account holder or the clearing house.

KBC Group NV must be in receipt of the signed proxy by Thursday, 24 April 2014, at the latest, either by being provided with the original or by it being included as an attachment to

an e-mail sent to secretariat.bod@kbc.be. If sent by e-mail, please ensure the original proxy reaches KBC Group NV before the opening of the General Meeting.

Proxies representing two or more shareholders and/or bond holders must also submit the proxy forms signed by those shareholders and/or bond holders by no later than Thursday, 24 April 2014.

In a case of sub-delegation, there must be a perfect chain of signatures and KBC Group NV must receive a signed proxy for each stage in the chain in the manner set forth above.

Every shareholder and bond holder who wishes to be represented must meet the admission requirements set out under item 1 above.

3. Exercising the right to put items on the agenda and ask questions

The right of one or more shareholders together owning at least 3% of the share capital of the company to put items on the agenda, as set forth in Article 533*ter* of the Companies Code and Article 26 of the Articles of Association, may be exercised up until 8 April 2014 at the latest. In that event, in line with Article 533*ter*, §3, first paragraph, of the Companies Code, an amended agenda will be published on the 15th day before the General Meeting, that is on 15 April 2014, at the latest.

The right of shareholders to ask questions in writing as set forth in Article 540 of the Companies Code may be exercised up until 24 April 2014 at the latest.

These rights can also be exercised electronically by sending an e-mail to secretariat.bod@kbc.be. More information on these rights is available on the company's website www.kbc.com (KBCCOM > corporate governance > general meeting).

4. Information available to shareholders – website

The website www.kbc.com (KBCCOM > corporate governance > general meeting) will feature full information for shareholders (as set down in Article 533*bis* § 2 of the Companies Code) as of 31 March 2014. As of that date, shareholders and bond holders may also – by presenting their securities or a certificate confirming their securities holding as referred to in Article 474 of the Companies Code and issued by the recognised account holder or clearing house – obtain from the registered office copies of the documents to be presented to the General Meeting, the motions or comments by the Board of Directors with respect to the agenda items, and the forms to be used when voting by proxy.

The Board of Directors