



KBC Group
Naamloze Vennootschap (company with limited liability)
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Information to shareholders in KBC Group NV pursuant to Article 533bis §2, first paragraph, d) of the Companies Code

In accordance with Article 533bis §2, first paragraph, d) of the Companies Code, shareholders in KBC Group NV can find here, for the items on the agenda for its Annual General Meeting to be held on 7 May 2014, 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 2014.

***Comment by the Board of Directors:** In compliance with Article 119 of the Companies 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 95 and 96 of that Code.*

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 2014.

***Comment by the Board of Directors:** The auditor's report on the company annual accounts has been drawn up according to Articles 143 and 144 of the Companies Code. The auditor's report on the consolidated annual accounts has been drawn up according to Article 148 of the Companies Code.*

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2014.

***Comment by the Board of Directors:** The consolidated annual accounts have been drawn up according to Article 110 et seq of the Companies 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 2014.
5. Resolution to approve the proposed profit distribution of KBC Group NV for the financial year ending on 31 December 2014, with 835 561 316.00 euros being paid as a gross

dividend, i.e. a gross dividend of 2 euros per share, and 13 169 787.55 euros being allocated for employee profit-sharing bonuses.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2014, 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. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2014.
8. Resolution to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2014.
9. Appointments
 - a. Resolution to appoint Mr Koen Algoed as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019, subject to the approval of the supervisory authority.
 - b. Resolution to definitively appoint Mr Alain Bostoën, coopted by the Board of Directors on 12 November 2014, 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 Franky Depickere 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 Luc Discry as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - e. Resolution to re-appoint Mr Frank Donck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - f. Resolution to re-appoint Mr Thomas Leysen as independent director within the meaning of and in line with the criteria set out in Article 526^{ter} of the Companies Code, for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - g. Resolution to re-appoint Mr Luc Popelier as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

Comment by the Board of Directors: *The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. Bearing in mind the advice issued by the Nomination Committee, the Board of Directors recommends the proposed appointments.*

A brief CV for the proposed new director can be found in the 'Corporate governance statement' section of the annual report, which will be available at www.kbc.com from 2 April 2015 on.

10. Other business