



**KBC Group**  
**Naamloze vennootschap (company with limited liability)**  
**Havenlaan 2, 1080 Brussels**  
**VAT BE 0403.227.515 (RLP Brussels)**

Notice of 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 a.m. on Thursday, 7 May 2015.

To enable us to take care of the requisite formalities, you are kindly requested to arrive between 9 a.m. and 9:30 a.m. at the latest 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 2014.
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 2014.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2014.
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<sup>ter</sup> 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.

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](http://www.kbc.com) from 2 April 2015 on.

#### 10. 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 a General Meeting if the following two conditions are met:

- KBC Group NV must be able to establish that, on 23 April 2015, 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;
- the shareholder must notify KBC Group NV by 1 May 2015 at the latest of his/her/its intention to attend the General Meeting. We would point out that the company's registered office and the branches of KBC Bank NV are not open on 1 May 2015 because that day is a public holiday.

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 14th day prior to the General Meeting, i.e. 23 April 2015, 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 1 May 2015.

- Registered shareholders or bond holders who wish to attend the General Meeting in person must complete and sign the attendance form supplied with the notice of meeting and deliver the original to KBC Group NV or e-mail it as an attachment to [secretariat.bod@kbc.be](mailto: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 issued by the financial intermediary, the recognised account holder or the clearing house, stating 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 547*bis* (1), second paragraph, of the Companies Code. The relevant proxy form is available on the website [www.kbc.com](http://www.kbc.com) (KBCCOM > corporate governance > general meeting). Shareholders and bond holders can also obtain a proxy form from the registered office upon production of their securities or of the certificate referred to in Article 474 of the Companies Code as issued by the recognised account holder or clearing house and evidencing ownership of their securities.

KBC Group NV must be in receipt of the signed proxy by 1 May 2015, 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](mailto: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 1 May 2015.

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 15 April 2015 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 22 April 2015, 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 1 May 2015 at the latest.

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

### **4. Information available to shareholders – website**

At [www.kbc.com](http://www.kbc.com) (KBCCOM > corporate governance > general meeting), all information intended for shareholders as falling under Article 533*bis* (2) of the Companies Code is available as of 2 April 2015). 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 resolutions 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