

KBC Group
Naamloze Vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
VAT No. BE 0403.227.515, Brussels RLP

Annual General Meeting of Shareholders held on **Thursday, 7 May 2020**

at the registered office located at 2 Havenlaan, 1080 Brussels

MINUTES

The meeting was opened at 10 a.m. under the chairmanship of Mr Thomas LEYSEN, Chairman of the Board of Directors.

The chairman noted that, given due consideration of the government measures relating to the Covid-19 pandemic and in application of Royal Decree No. 4 of 9 April 2020 setting out various provisions on co-ownership and the laws governing companies and associations in the fight against the Covid-19 pandemic, the terms of participation in the Annual General Meeting had been amended as follows:

- Shareholders and their proxies were prohibited from physically participating in the AGM.
- The only way that shareholders could exercise their rights was by:
 - o casting their vote prior to the AGM using the voting form, or
 - o granting KBC Group NV a proxy to vote at the AGM
- Shareholders were only able to ask their questions in writing.
- Shareholders were able to follow the AGM via a live webcast, in the course of which written questions that had been submitted on time were addressed.

The chairman appointed Mr Johan TYTECA as secretary. Mr Thomas DEBACKER and Mr Wilfried KUPERS were appointed as tellers. Together with the chairman, these were the officers of the meeting.

A convening notice had been sent by ordinary post to all registered shareholders and the auditor on 3 April 2020. The directors had likewise been summoned on 3 April 2020 by means of a letter sent via an electronic means of communication, which the company – with the agreement of the Board of Directors – uses to distribute documents to its directors.

A number of documents were attached to these convening notices, including the company annual accounts at 31 December 2019, the statutory auditor's report on the company annual accounts, the 2019 Annual Report containing *inter alia* the combined annual report of the Board of Directors, the consolidated financial statements and the statutory auditor's report on the consolidated financial statements.

Furthermore, the convening notices were published in the Belgian Official Gazette, De Standaard and Le Soir on 3 April 2020.

These convening notices were also published on the company's website (www.kbc.com) on 3 April 2020, together with all the information that is required by law to be made available for the shareholders on the website.

Lastly, the convening notices had been published via the media and on the Euronext website.

'Additional and amended information to shareholders regarding the AGM' was announced on 16 April 2020 on the KBC website (www.kbc.com). A press release on this was published on the same date.

The officers of the meeting duly confirmed that the AGM was properly convened.

In addition, the chairman stated that, pursuant to the Royal Decree of 27 November 1973 regulating the provision of financial and economic information to works councils, management had provided the Works Council with the requisite annual information on 20 April 2020.

The following documents were tabled:

1. The text of the convening notice sent to all registered shareholders, directors and the statutory auditor.
2. Evidence of the publication of the convening notices in the Belgian Official Gazette and the press, namely:
 - the Belgian Official Gazette of 3 April 2020;
 - De Standaard and Le Soir of 3 April 2020.
3. The text of the amendment to the convening notice for the Annual General Meeting, published on 16 April 2020 on the KBC website, as well as the press release that was published on the matter on that same date.
4. The attendance roster.

These documents will be initialled and signed respectively by the meeting officers. They will be kept with the proxy and voting forms together with the minutes of this meeting.

The capital was represented by 416 394 642 shares of no nominal value.

Based on the entries recorded on the attendance roster, it was ascertained that the holders of 315 456 408 shares carrying voting rights would take part in this AGM, i.e. representing 75.76% of the capital.

The meeting was therefore properly constituted.

Several directors and the tellers also attended the AGM via teleconferencing facilities. Mr Roland Jeanquart, representing the company's statutory auditor, participated in the meeting in person, while Mr Yves Vandenplas, also representing the statutory auditor, took part by teleconference.

Anyone interested in doing so could follow the live webcast.

The chairman went through the agenda.

Mr Johan Thijs presented the combined annual report of the Board of Directors and the company and the consolidated accounts for financial year 2019 via a video recording. He spoke about the results and strategy of the KBC group and achievements in 2019.

As Chairman of the Remuneration Committee, the chairman presented the remuneration report via a video recording. He explained the remuneration of the non-executive directors and the members of the Executive Committee.

Written questions were then dealt with. Three shareholders had submitted written questions and these were published on the KBC website (www.kbc.com) on 4 May 2020. These were addressed verbally at the meeting.

First to be dealt with were the questions submitted by Mr Barberien, which related, *inter alia*, to:

- The organisation of this Annual General Meeting
- KBC's shareholding in the National Bank of Belgium
- Lending by KBC, specifically the proportion of loans with a fixed and with a variable interest rate
- Derivatives used to hedge interest-rate risk and derivatives held for trading purposes
- The share portfolio of KBC Insurance
- KBC's property and equipment and investment property, specifically whether KBC Insurance holds retail properties in Antwerp
- The terms on which employees participate in the annual capital increase reserved for members of staff
- The reasons why no final dividend was being proposed
- The chairmanship of the Board of Directors
- The possibility of offering a system of 'fractional shares' via Bolero

Next to be addressed were the questions submitted by Mr Musschoot, which related, *inter alia*, to:

- KBC's intentions regarding acquisitions in light of the coronavirus crisis
- KBC's country strategy
- KBC's efforts to make policy more favourable for the banks
- The impact of the coronavirus crisis on the economy.

Lastly, the questions submitted by Mr Prelovsky were addressed:

The chairman informed the meeting that Mr Prelovsky's written questions comprised a document of no fewer than 11 pages plus annexes. He noted that Mr Prelovsky had submitted substantially the same matter at the AGMs in 2018 and 2019 and therefore repeated for the third successive time that the AGM is not the forum at which to discuss the personal client relationship of a shareholder with a subsidiary, namely K&H.

Shareholders may only raise questions that have a bearing on matters figuring in the agenda and the reports as filed. The chairman stated that we are neither able nor willing to discuss personal cases and that we would not release any personal information at this meeting. Consequently, none of the questions bearing directly or indirectly on the client relationship would be answered today. All the more so, now that many of the points raised are the object of ongoing proceedings before all manner of courts and administrative authorities.

The chairman limited himself in this regard to repeating that KBC's objective is to meet the expectations of its stakeholders and to fulfil all its legal and contractual duties. KBC has codes of conduct that it applies strictly and compliance with which by all KBC entities is constantly monitored. The chairman also rejected the allegation that these complaints show that internal control functions within the KBC group need to be tightened.

A number of questions would also not be answered as they plainly had nothing to do with the agenda of this AGM. For the sake of transparency, KBC Group has nevertheless published all Mr Prelovsky's questions on its website, including the ones that would not be discussed at the AGM for the reasons just given.

The chairman further stated that we did not wish to concede to Mr Prelovsky's request to read his questions out in full, nor to his request that questions directed specifically to particular directors be responded to by those directors themselves. The same applies for obvious reasons to Mr Prelovsky's request to respond once again to the questions he had already raised at the AGMs in 2018 and 2019.

The chairman then finally came to the questions that we were able and willing to answer today.

Mr Prelovsky's first question was directed to PwC, the company's statutory auditor. The chairman therefore invited Mr Roland Jeanquart to speak.

Mr Jeanquart thanked Mr Prelovsky for his questions and informed him that he did not wish to grant Mr Prelovsky's request that he read out his questions in full, stating that he concurred with what the chairman had stated earlier with regard to the matter.

Mr Jeanquart also wished to inform Mr Prelovsky that questions from shareholders could only relate to the agenda items on which the statutory auditor issues its report (Article 7:139 of the Companies and Associations Code). He therefore referred Mr Prelovsky to PwC's opinion concerning the annual accounts of KBC Group NV as at 31 December 2019.

In his capacity as statutory auditor, Mr Jeanquart is moreover subject to a legal duty of confidentiality, any breach of which is a criminal offence under Article 458 of the Code of Criminal Law, for which reason he was prohibited from discussing personal or individual cases during this meeting. For those reasons, Mr Jeanquart would not answer Mr Prelovsky's questions today.

Regarding the question about PwC's insurance, however, Mr Jeanquart was happy to refer Mr Prelovsky to Article 24(2) of the Act of 7 December 2016 regarding the organisation and supervision of statutory auditors, under the terms of which the statutory auditor is obliged to cover its civil professional liability by means of an adequate insurance contract that must, as a minimum, meet the following cumulative requirements: 1) cover of at least three million euros a year; this amount rising to twelve million euros for audits performed at organisations of public importance; and 2) the policy must cover at least all audits reserved by or under the terms of the Act on Statutory Auditors. Mr Jeanquart informed Mr Prelovsky that PwC has taken out the necessary insurance to meet its legal obligations. For further information in this regard, Mr Jeanquart was happy to refer Mr Prelovsky to the PwC Transparency Report of 30 October 2019, available on its website.

Following Mr Jeanquart's intervention, the chairman proceeded with the answers to Mr Prelovsky's other questions. These questions related, *inter alia*, to:

- The qualifications of Mr Koenraad Debackere as independent director, the total number of independent directors on the company's Board of Directors, KBC's governance model – including the importance of the shareholder syndicate to KBC – and the composition of the Board of Directors.
- The status of Ms Papirnik as an independent director and her activities as member of the Audit Committee and of the Risk and Compliance Committee.
- A case that has been put before the criminal court in Ghent.

- Several questions relating to the KBC group's approach to the issue of money-laundering.
- The shareholder structure of KBC Group; the representation of core shareholders in the Board of Directors and the specialised committees; the independent directors; the agreement between the core shareholders; the relative participation of core shareholders at Annual General Meetings.

The chairman announced that the meeting would now proceed with a discussion of the voting results. Shareholders were able to cast their vote by:

- Completing a voting form
- Granting KBC Group a proxy

Each share entitles the holder to one vote. Resolutions are adopted by a simple majority of votes.

The chairman explained that an electronic voting system had been used to process the voting instructions provided in the voting forms and the proxies. The equipment and procedures for this were thoroughly tested under the supervision of the ICT Audit team from Corporate Audit, which confirmed the proper operation and integrity of the voting system.

The chairman stated that KBC Group NV had entered the voting instructions received on time in the database of this voting system. In doing so, KBC Group NV also took due consideration of the specific voting instructions received in valid proxy forms in which the proxy was not KBC Group NV. Votes or abstentions expressed in these proxy forms were taken into account, without the proxy being present at the AGM.

KBC Group NV, as sole proxy for the shareholders represented at the AGM, expressly confirmed the votes of those shareholders who had registered in advance.

The results of the votes are included in these minutes. The exact totals of all votes cast are appended in an annex to these minutes. That annex constitutes an integral part of these minutes.

The chairman ran over the first three items on the agenda. He referred to the information provided earlier on the combined annual report of the Board of Directors and the company and the consolidated annual financial statements. He discussed the statutory auditor's report referred to in the second item on the agenda.

He thus determined that the AGM had taken cognisance of

- the combined annual report of the Board of Directors;
- the reports by the statutory auditor; and
- the consolidated annual financial statements.

The chairman then announced the result of the votes cast in accordance with the issued voting instructions. The results for each resolution were displayed on the screen.

4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2019.

The resolution was approved by	99.20	%
The resolution was rejected by		%

5. Resolutions on profit distribution by KBC Group NV for the financial year ending on 31 December 2019:

a) First resolution: to allocate 10 289 215.22 euros as categorised profit bonus as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorised profit bonus concerning financial year 2019;

The resolution was approved by	100	%
The resolution was rejected by		%

b) Second resolution: to allocate 416 155 676.00 euros as a gross dividend, i.e. a gross dividend per share of 1 euro. Further to payment of an interim dividend in the sum of 416 155 676.00 euros, it is therefore proposed not to pay a final dividend.

The resolution was approved by	99.95	%
The resolution was rejected by		%

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2019, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.

The resolution was approved by	89.37	%
The resolution was rejected by		%

7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2019.

The resolution was approved by	93.67	%
The resolution was rejected by		%

8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2019.

The resolution was approved by	98.70	%
The resolution was rejected by		%

9. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2019 to 252 134 euros.

The resolution was approved by	99.60	%
The resolution was rejected by		%

10. Appointments

- a. Resolution to endow Mr Koenraad Debackere with the capacity of independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Companies and Associations Code and in the 2020 Belgian Corporate Governance Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2023.

The resolution was approved by	99,81	%
The resolution was rejected by		%

- b. Resolution to appoint Mr Erik Clinck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	65.52	%
The resolution was rejected by		%

- c. Resolution to appoint Ms Liesbet Okkerse, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	65.61	%
The resolution was rejected by		%

- d. Resolution to re-appoint Mr Theodoros Roussis, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	66.81	%
The resolution was rejected by		%

- e. Resolution to re-appoint Ms Sonja De Becker, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	59.25	%
The resolution was rejected by		%

- f. Resolution to re-appoint Mr Johan Thijs, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	90.87	%
The resolution was rejected by		%

- g. Resolution to re-appoint Ms Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 7:87 of the and Associations Code and in the 2020 Belgian Corporate Governance Code for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The resolution was approved by	92.98	%
The resolution was rejected by		%

Of which record.

The secretary ran through the minutes, which were signed by the officers of the meeting and by KBC Group NV.

The meeting ended at 12.08 p.m.

11.

Secretary
J. Tyteca

Chairman
T. Leysen

Tellers
W. Kupers and T. Debacker

KBC Group NV

Johan Tyteca

T. Leysen



Resolution 4.

Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2019.

The number of shares for which valid votes were cast	315 456 408
% of capital represented by the aforementioned shares	75.76 %

For	311 975 536	99.20 %
Against	2.523.077	0.80 %
Abstentions	957.795	



Resolution 5.a

Resolutions with respect to the profit distribution by KBC Group NV for the financial year ending on 31 December 2019:

a) First resolution to allocate 10 289 215.22 euros as categorized profit premium as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorized profit premium concerning financial year 2019.

The number of shares for which valid votes were cast	315 456 408
% of capital represented by the aforementioned shares	75.76 %

For	315 449 245	100.00 %
Against	74	0.00 %
Abstentions	7 089	



Resolution 5.b

Resolutions with respect to the profit distribution by KBC Group NV for the financial year ending on 31 December 2019:

b) Second resolution to allocate 416 155 676 euros as a gross dividend, i.e. a gross dividend per share of 1 euro. Further to payment of an interim dividend in the sum of 416 155 676 euros, it is therefore proposed not to distribute a final dividend.

The number of shares for which valid votes were cast	315 456 408
% of capital represented by the aforementioned shares	75.76 %

For	313 361 838	99.95 %
Against	148 529	0.05 %
Abstentions	1 946 041	



Resolution 6.

Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2018, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.

The number of shares for which valid votes were cast	315 456 408
% of capital represented by the aforementioned shares	75.76 %

For	278 633 021	89.37 %
Against	33 158 806	10.63 %
Abstentions	3 664 581	



Resolution 7.

Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2019.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	293 694 872	93.67 %
Against	19 858 890	6.33 %
Abstentions	1 902 646	



Resolution 8.

Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2019.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	310 269 759	98.70 %
Against	4 099 304	1.30 %
Abstentions	1 087 345	



Resolution 9.

At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2019, by increasing it to 252 134 euros

The number of shares for which valid votes were cast	315 456 408	
% of capital represented by the aforementioned shares		75.76 %
For	314 196 710	99.60 %
Against	1 252 533	0.40 %
Abstentions	7 165	



Resolution 10 a.

Resolution to endow Mr. Koenraad Debackere with the capacity of independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Code on Companies and Associations and in the 2020 Belgian Code on Corporate Governance, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2023.

The number of shares for which valid votes were cast	315 456 408	
% of capital represented by the aforementioned shares		75.76 %
For	314 867 034	99.81 %
Against	583 643	0.19 %
Abstentions	5 731	



Resolution 10 b.

Resolution to appoint Mr. Erik Clinck, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast	315 456 408	
% of capital represented by the aforementioned shares	75.76 %	
For	206 152 110	65.52 %
Against	108 483 222	34.48 %
Abstentions	821 076	



Resolution 10 c.

Resolution to appoint Mrs. Liesbet Okkerse, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast	315 456 408	
% of capital represented by the aforementioned shares	75.76 %	
For	206 973 911	65.61 %
Against	108 476 722	34.39 %
Abstentions	5 775	



Resolution 10 d.

Resolution to re-appoint Mr. Theodoros Roussis, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	210 751 552	66.81 %
Against	104 699 007	33.19 %
Abstentions	5 849	



Resolution 10 e.

Resolution to re-appoint Mrs. Sonja De Becker, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	186 911 960	59.25 %
Against	128 538 600	40.75 %
Abstentions	5 848	



Resolution 10 f.

Resolution to re-appoint Mr. Johan Thijs, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	286 660 455	90.87 %
Against	28 791 865	9.13 %
Abstentions	4 088	



Resolution 10 g.

Resolution to re-appoint Mrs. Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Code on Companies and Associations and in the 2020 Belgian Code on Corporate Governance for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

The number of shares for which valid votes were cast **315 456 408**
% of capital represented by the aforementioned shares **75.76 %**

For	293 047 764	92.98 %
Against	22 137 033	7.02 %
Abstentions	271 611	