



KBC BANK
**Naamloze vennootschap (company with
limited liability)**
Havenlaan 2 – 1080 Brussels

VAT BE 0462.920.226 (RLP Brussels)

Convening notice for the Annual General Meeting and the Extraordinary General Meeting of KBC Bank NV, which will be held at the company's registered office, 1080 Brussels, Havenlaan 2, on Wednesday 24 April 2013, starting at 11 a.m.

The Annual General Meeting will start at 11 a.m. and will be followed immediately by the Extraordinary General Meeting.

The agendas are as follows:

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Bank NV on the company and consolidated annual accounts for the financial year ending on 31 December 2012.
2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2012.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2012.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2012.
5. Motion to approve the proposed appropriation of the results of KBC Bank NV for the financial year ending on 31 December 2012: 445 398 797.24 EUR loss will be carried forward to the next financial year.
6. Motion to grant discharge to the directors of KBC Bank NV for the performance of their mandate during the 2012 financial year.
7. Motion to grant discharge to the auditor of KBC Bank NV for the performance of his mandate during the 2012 financial year.
8. Motion to grant discharge to the former directors of KBC Real Estate NV for the performance of their mandate in KBC Real Estate NV from 1 January 2012 to 30 June 2012, i.e. the date on which the merger by acquisition of KBC Real Estate NV by KBC Bank NV legally entered into force.

9. Motion to grant discharge to the auditor of KBC Real Estate NV for the performance of his mandate from 1 January 2012 to 30 June 2012, i.e. the date on which the merger by acquisition of KBC Real Estate NV by KBC Bank NV legally entered into force.
10. In accordance with the proposal from the Audit, Risk and Compliance Committee, motion to renew the auditor's mandate of Ernst & Young Bedrijfsrevisoren BCVBA, represented by Mr Pierre Vanderbeek and/or Ms Christel Weymiersch for the statutory period of three years, i.e. until after the Annual General Meeting of 2016; motion to set the remuneration at 1 810 254 euros a year, adjusted annually according to the consumer price index.
11. Appointments
 - a. Motion to reappoint Mr Johan Thijs as director for a period of four years, i.e. until the close of the Annual General Meeting of 2017.
 - b. Motion to reappoint Mr Luc Popelier as director for a period of four years, i.e. until the close of the Annual General Meeting of 2017.
 - c. Motion to reappoint Mr John Hollows as director for a period of four years, i.e. until the close of the Annual General Meeting of 2017.

12. Other business

Agenda for the Extraordinary General Meeting

1. Motion to reduce the legal reserves to pay off the losses carried forward by an amount of one hundred and nineteen million, two hundred and sixty-five thousand, seven hundred and sixty euros and eighty-eight cents (119 265 760.88 EUR), to reduce it to zero (0.00 EUR).
2. Motion to reduce the share premium account unavailable for distribution to pay off the losses carried forward by an amount of three hundred and twenty-six million, one hundred and thirty-three thousand and thirty-six euros and thirty-six cents (326 133 036.36 EUR), by reducing this from one billion, two hundred and twenty-one million, five hundred and eighty-two thousand, six hundred and eighty-two euros and eighty-seven cents (1 221 582 682.87 EUR) to eight hundred and ninety-five million, four hundred and forty-nine thousand, six hundred and forty-six euros and fifty-one cents (895 449 646.51 EUR).
3. Review of the report of the Board of Directors drawn up pursuant to Article 604, paragraph 2, of the Companies Code, with a view to the renewal of the authorisation to increase capital.
4. Motion to renew the authorisation granted to the Board of Directors to increase the capital by four billion euros (4 000 000 000 EUR) as currently specified in Articles 7 A and 7B of the Articles of Association, for a further period of five years, starting from the date of publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 24 April 2013 and hence motion to amend Article 7 of the Articles of Association accordingly.
5. Motion to replace Article 11bis of the Articles of Association, with effect from 1 January 2014, with the following text:
“To the extent permitted by law, bonds shall be in bearer, registered or book-entry form, and warrants shall be in registered or book-entry form. At the request and expense of the holder, bonds and warrants may be converted from one form into another in accordance with the legal requirements unless the issue conditions for the security in question stipulate otherwise.
The registers of registered bonds and warrants may be kept in electronic form.

Until 31 December 2013, bearer bonds (except bearer bonds which are only issued abroad or which are subject to foreign law) shall be converted into book-entry form by operation of the 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."

6. Motion to replace the second paragraph of Article 21 of the Articles of Association with the following text:

"With regard to the powers of the Executive Committee established pursuant to Article 524bis of the Companies Code, the company shall be represented by two executive directors, or by one executive director acting together with either a senior general manager or with the secretary to the Board of Directors or with the secretary to the Executive Committee or with the Group Secretary, or by persons especially empowered for that purpose."

7. Motion to replace Article 27 of the Articles of Association, with effect from 1 January 2014, with the following text:

"In order to be admitted to the General Meeting, the holders of registered bonds or registered warrants, and the holders of registered certificates issued in co-operation with the company, must, at least four business days prior to the General Meeting, give written notice to the registered office of their intention to attend the General Meeting.

Holders of book-entry bonds, warrants or certificates issued in co-operation with the company, who wish to be admitted to the General Meeting must, at least four business days prior to the General Meeting, deposit at the registered office or at another place designated in the convening notice, a certificate drawn up by the recognised account holder or by the clearing house, attesting to the non-availability of the bonds, warrants or certificates until the date of the General Meeting.

The provisions of the first and second paragraphs of this article apply also to the holders of profit-sharing certificates, in the cases where they are entitled to attend the General Meeting.

The holders of bearer bonds which are only issued abroad or which are subject to foreign law must, at least four business days prior to the General Meeting, deposit at the registered office or at another place designated in the convening notice, their bonds or a certificate drawn up by a financial intermediary to whom the bonds had been submitted, or with whom the bonds had been entered on an account, attesting to the non-availability of the bonds until the date of the General Meeting."

8. Motion to insert the following transitional provision in Article 42:

"A. Until the amendment to the Articles of Association decided on by the Extraordinary General Meeting of 24 April 2013 is published, the Board of Directors will remain empowered under the authorisation granted to it by the Extraordinary General Meeting of 28 April 2010 to increase the share capital in accordance with terms and conditions to be stipulated by the Board by an amount of four billion euros (4 000 000 000 EUR), less the amounts for which this right has already been exercised in accordance with decisions of the Board of Directors.

The remaining terms and conditions of Article 7A will continue to apply in respect of this authority during this time.

B. Until the publication of the amendment to the Articles of Association approved by the Extraordinary General Meeting of 24 April 2013, the Board of Directors will also retain the authority granted to it by the Extraordinary General Meeting of 28 April 2010, to proceed to the issue in one or more steps of convertible bonds, subordinated or otherwise, or warrants, attached or unattached to bonds, subordinated or otherwise, which may lead to increases of capital by up to the amount specified in paragraph A.

The remaining terms and conditions of Article 7B will continue to apply in respect of this authority during this time.

- C. The stipulation in Article 8 is applicable to decisions to increase capital taken by the Board of Directors under the authorisation referred to under A and B of this Article 42.
- D. The present transitional provision may, given its transitional nature, be deleted in the next co-ordinated version of the Articles of Association drawn up after publication of the amendment to the Articles of Association decided on by the Extraordinary General Meeting of 24 April 2013. The same applies to the transitional provisions in Article 7 concerning the use of the authority granted by the Extraordinary General Meeting of 28 April 2010."
9. Motion to grant authorisation to co-ordinate, sign and submit the Articles of Association after taking the decisions to amend them with respect to the draft resolutions mentioned under agenda points 4, 5, 6, 7 and 8, whereby - for the amendments to the Articles proposed under agenda points 5 and 7 - both the old and the new version will be included.
 10. Motion to grant authorisation to draw up, sign and submit a second co-ordinated version of the Articles of Association, which will be valid from 1 January 2014, after taking the decisions to amend them with respect to the draft resolutions mentioned under agenda points 5 and 7, if necessary omitting the last paragraph of the new Article 11bis.
 11. Motion to grant authorisation for the implementation of the decisions taken and the completion of the formalities relating to the Crossroads Bank for Enterprises (*Kruispuntbank van Ondernemingen*) and the tax authorities.

In accordance with Article 27 of the Articles of Association, the holders of registered bonds must give written notice to the registered office, at least four business days prior to the General Meetings, i.e. by Thursday 18 April 2013, at the latest, of their intention to attend the General Meetings with advisory voting capacity.

Holders of book-entry bonds who wish to be admitted to the General Meetings with advisory voting capacity, must, at the latest on the same date, deposit at the registered office, a certificate drawn up by the recognised account holder or by the clearing house, attesting to the non-availability of the bonds until the date of the General Meetings.

The holders of bearer bonds who wish to attend the General Meetings with advisory voting capacity, must deposit their bonds at the latest on the same date at the registered office. Bearer bonds thus deposited will be entered on an account and will not be returned in physical form.

In order to avoid confusion, please note that the present convening notice concerns KBC Bank NV, whose shares are privately held. This notice is only being published to comply with legal requirements.

The convening notice for the Annual General Meeting and the Extraordinary General Meeting of KBC Group NV, which will be held on 2 May 2013, is being published separately.

The Board of Directors