



KBC BANK
***Naamloze Vennootschap* (company with
limited liability)**
Havenlaan 2 – 1080 Brussels
VAT BE 462.920.226 – RLP Brussels

Convening notice for the Annual General Meeting of KBC Bank NV, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels at 11:00 on Wednesday, 23 April 2014.

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 2013.
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 2013.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2013.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2013.
5. Motion to approve the proposed appropriation of the results of KBC Bank NV for the financial year ending on 31 December 2013, with 1 180 644 741.78 euros being paid as a dividend, i.e. 1.29 euros per share, and 19 055 980.33 euros being allocated for employee profit-sharing bonuses.
6. Motion to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2013 financial year.
7. Motion to grant discharge to the auditor of KBC Bank NV for the performance of its duties during the 2013 financial year.
8. Review of the annual report of the Board of Directors of KBC Consumer Finance NV for the financial year covering the period from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.

9. Review of the auditor's report on the company annual accounts of KBC Consumer Finance NV for the financial year covering the period from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
10. Motion to approve the company annual accounts of KBC Consumer Finance NV for the financial year from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
11. Motion to grant discharge to the former directors of KBC Consumer Finance NV for the performance of their duties at KBC Consumer Finance NV from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
12. Motion to grant discharge to the auditor of KBC Consumer Finance NV for the performance of its duties from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
13. Appointments
 - a. Motion 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 2018.
 - b. 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.
 - c. 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.

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.

14. Other business

Pursuant to 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 Annual General Meeting (i.e. by Thursday, 17 April 2014, at the latest), of their intention to attend the Annual General Meeting with advisory voting capacity.

Holders of book-entry bonds who wish to be admitted to the Annual General Meeting 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 Annual General Meeting.

Holders of bearer bonds which are only issued abroad or which are subject to foreign law who want to attend the Annual General Meeting with advisory voting capacity must deposit their bonds at the latest on the same date at the registered office.

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 of KBC Group NV, which will be held on Wednesday, 30 April 2014, is published separately.

The Board of Directors