



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

**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 4 May 2016, 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 2015.

*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 statutory auditor's reports on the company and the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2015.

*Comment by the Board of Directors: The statutory auditor's report on the company annual accounts has been drawn up according to Articles 143 and 144 of the Companies Code. The statutory 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 2015.

*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. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2015.

5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2015, for which no dividend will be paid and 11 470 170.52 euros being allocated for employee profit-sharing bonuses.
6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2015, 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. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during the 2015 financial year..
8. Motion to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during the 2015 financial year.
9. In pursuance of the proposal made by the Audit Committee and on a nomination by the works council, motion to appoint PricewaterhouseCoopers Bedrijfsrevisoren BCVBA ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting in 2019. PwC has designated Mr Roland Jeanquart and Mr Tom Meuleman as representatives.  
Motion to fix the statutory auditor's fee at 145 000 euros for financial year 2016 and 152 000 euros a year for financial years 2017 and 2018.
10. Appointments
  - a. Motion to appoint Ms Sonja De Becker as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
  - b. Motion to reappoint Mr Lode Morlion as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
  - c. Motion to reappoint Ms Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 526ter of the Companies Code, for a period of four years, viz. until the close of the annual general meeting in 2020.
  - d. Motion to reappoint Mr Theodoros Roussis as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
  - e. Motion to reappoint Mr Johan Thijs as a director for a period of four years, viz. until the close of the annual general meeting in 2020.
  - f. Motion to reappoint Ms Ghislaine Van Kerckhove as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. On the basis of 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 31 March 2016. Brief CVs of the directors whose reappointment is proposed can be seen at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – Leadership – Board of Directors : members).

## 11. Other business