



KBC Group
Naamloze Vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
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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 2017, 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 2016.

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 2016.

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 2016.

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. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2016.
5. Resolution to approve the proposed profit distribution by KBC Group NV for the financial year ending on 31 December 2016, whereby 1 171 156 805.60 euros will be paid as a

gross dividend, i.e. a gross dividend per share of 2.80 euros, and 10 886 980.28 euros allocated as employee profit-sharing bonuses. Further to payment of an interim dividend in the sum of 418 087 058.00 euros, the balance of gross dividend remaining to be paid is 753 069 747.60 euros, i.e. a gross final dividend of 1.80 euros per share.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2016, 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 the financial year 2016.
8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during the financial year 2016.
9. Appointments
 - a. Resolution to definitively appoint Ms Katelijn Callewaert, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - b. Resolution to definitively appoint Mr Matthieu Vanhove, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - c. Resolution to definitively appoint Mr Walter Nonneman, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - d. Resolution to reappoint Mr Philippe Vlerick as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - e. Resolution to appoint Mr Hendrik Scheerlinck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.

The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. In consideration of the advice issued by the Nomination Committee, the Board of Directors recommends the proposed appointments.

A brief CV 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 from 31 March 2017. A brief CV of the director whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: Members).

10. Other business