

Summons to the Extraordinary General Meeting of the National Bank of Belgium

Summons to the Extraordinary General Meeting of shareholders of the National Bank of Belgium plc, which will be held at the Bank, in 1000 Brussels, rue Montagne aux Herbes Potagères/Warmoesberg 61, on Monday 2 May 2011 at 2 p.m. sharp.

So that decisions concerning the agenda of the Extraordinary General Meeting can be taken legitimately, the conditions for attendance must be satisfied, as specified in Article 70 of the Statutes: those shareholders attending the meeting or represented at it must account for at least three-fifths of the capital stock.

May we draw your attention to the fact that the Extraordinary General Meeting on Monday 2 May 2011 will in all probability not reach the required attendance quorum. If the conditions for attendance are not satisfied, you are invited to attend a new Extraordinary General Meeting that will take place on Monday 30 May 2011, following on from the Ordinary General Meeting which commences at 11 a.m. This second Extraordinary General Meeting will legitimately be able to discuss and decide on matters on the agenda, regardless of the proportion of the capital stock represented by the shareholders attending the meeting or represented at it.

Agenda for the Extraordinary General Meeting

In accordance with Article 36, second paragraph, of the Law of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium, the Council of Regency has the competence to submit to the General Meeting of Shareholders proposals for amendments to the Statutes, which are not specifically aimed at bringing the Statutes into conformity with the Bank's Organic Law or with the international obligations which are binding on Belgium. In implementation of this provision and of Article 70 of the Statutes, the Council of Regency shall present 39 proposals for decision to the Extraordinary General Meeting. The full text of the Statutes, in which these 39 proposals for amendment are described, can be found on the Bank's website, at the following address: www.nbb.be - Shareholders - General Meeting:

[Statutes of the National Bank of Belgium \(pdf\)](#)

Proposals for decisions:

1. Proposal to delete the fourth paragraph of Article 3 of the Statutes.
2. Proposal to replace the third paragraph of Article 5 of the Statutes with the following text:
"Owners in joint ownership, usufructuaries and naked owners, and all other persons who are jointly entitled under a same share, should be represented by one and the same person. So long as this requirement is not met, the Bank may suspend the exercise of the rights pertaining to these shares. This right of suspension shall be exercised by the chairman of the General Meeting."
3. Proposal to add a third paragraph to Article 9 of the Statutes as follows:
"The register of nominative shareholders can be kept in electronic form."
4. Proposal to replace the wording of Article 11 of the Statutes with the following sentence:
"The dissolution may not take place other than by means of a law."
5. Proposal to delete the last sentence in Article 28, point 1, of the Statutes.
6. Proposal to replace the wording of Article 28, point 3, of the Statutes with the following sentence:
"He shall present to the General Meeting the annual accounts and the Annual Report which have been approved by the Council of Regency."
7. Proposal to replace the wording of Article 29, point 2, second paragraph, of the Statutes with the following sentence:
"It shall appoint and dismiss members of staff and fix their salaries."
8. Proposal to repeal Article 30, point 4, of the Statutes.
9. Proposal to replace the wording of Article 30, point 5, of the Statutes with the following text:
"It shall approve the Annual Report to be presented by the Governor to the General Meeting."
10. Proposal to repeal Article 30, point 6, of the Statutes.
11. Proposal to replace the wording of Article 31, point 1, first paragraph, of the Statutes with the following sentence:
"The Council of Regency shall meet at least twenty times per year."

12. Proposal to add a new point 3 in Article 31 of the Statutes as follows:
"In urgent cases, determined by the governor, the Council of Regency may decide by written procedure or via a voice telecommunications system, in accordance with the specific rules laid down in the Bank's Internal Regulations."
13. Proposal to replace the wording of Article 33, first paragraph, of the Statutes with the following wording:
"The Board of Censors shall meet at least eight times per year."
14. Proposal to delete the second paragraph in Article 34, point 2.
15. Proposal to delete point 3 in Article 34.
16. Proposal to insert a new point 3 in Article 35 of the Statutes as follows:
"If a regent's mandate becomes vacant, then, without prejudice to Article 62, second paragraph, 2°, this shall remain vacant until the next General Meeting."
17. Proposal to insert a new point 3 in Article 36 of the Statutes as follows:
"If a censor's mandate becomes vacant, then, without prejudice to Article 62, second paragraph, 2°, this shall remain vacant until the next General Meeting."
18. Proposal to replace the wording of Article 44 of the Statutes with the following wording:
"The annual accounts shall be drawn up as of 31 December each year. They shall be prepared by the Board of Directors and submitted to the Council of Regency for approval.
The approval of the annual accounts by the Council of Regency gives discharge to the members of the Board of Directors."
19. Proposal to repeal Article 45 of the Statutes.
20. Proposal to repeal Article 48 of the Statutes.
21. Proposal to repeal Article 51 of the Statutes.
22. Proposal to supplement the first paragraph in the Dutch version of Article 57 of the Statutes with the following sentence:
"Ze wordt voorgezeten door de gouverneur."
23. Proposal to replace the wording of Article 58 of the Statutes with the following sentence:
"The right to take part in the General Meeting is granted to shareholders who have fulfilled the legal formalities to be admitted to the General Meeting of a listed company."
24. Proposal to replace the wording in Article 61, first paragraph, of the Statutes "at 11 a.m." by the wording "at 2 p.m.".
25. Proposal to replace the words "the administration's report" in Article 61, second paragraph, of the Statutes with the words "the Annual Report".
26. Proposal to repeal Article 63 of the Statutes.
27. Proposal to replace the words "largest shareholders present" in Article 64, first paragraph, by the words "shareholders present who own the largest number of shares".
28. Proposal to replace the words "members of the Council of Regency" in Article 64, second paragraph, of the Statutes with the words "the other members of the bureau".
29. Proposal to replace the words "five members" in Article 65, first paragraph, 2°, with the words "one or more shareholders who together own at least 3% of the company's capital".
30. Proposal to replace the words "ten days" in Article 65, first paragraph, 2°, with the words "twenty-two days".
31. Proposal to replace the wording of Article 67 of the Statutes with the following text:
"Voting will take place either electronically, by roll call, by show of hands, or by ballot.
Elections or dismissals shall take place by secret ballot."
32. Proposal to repeal Article 68 of the Statutes.
33. Proposal to replace the words "three fifths" in Article 70, third paragraph, of the Statutes with the words "half".

34. Proposal to replace the wording of Article 71 of the Statutes with the following wording:
 "All acts that are binding on the Bank may be signed:
 a) either by the governor;
 b) or by a majority of members of the Board of Directors;
 c) or by a director together with the secretary;
 without being required to furnish proof of any power whatsoever vis-à-vis third parties.
 They may also be signed by one or two representatives authorised either by the governor, or by a majority of members of the Board of Directors or by a director together with the secretary.
 Furthermore, acts of day-to-day management may be signed:
 a) either by the vice-governor or a director;
 b) or by the secretary or the treasurer;
 c) or by one or two members of staff authorised to act as proxy by the Board of Directors for this purpose."

35. Proposal to delete the title "PRO MEMORIA Section II - Transitional provisions: issuing of notes in Belgian francs until they cease to be legal tender."

36. Proposal to repeal Article 73 of the Statutes.

37. Proposal to repeal Article 74 of the Statutes.

38. Proposal to repeal Article 75 of the Statutes.

39. Proposal to repeal Article 76 of the Statutes.

Formalities for attending the Extraordinary General Meeting

Shareholders whose shares are registered with the Bank (in their name or on an account) and who wish to attend the Meeting or be represented at it are required to inform the Bank, by Wednesday 27 April 2011 at the latest, in accordance with the letter that has been sent to them.

Shareholders whose dematerialised shares are registered with another bank or financial institution and who wish to attend the Meeting or be represented at it must ask their bank or financial institution to freeze their shares or a part of them until the date of the Meeting inclusive and to send a certificate confirming the non-availability of these shares to the National Bank, for the attention of the Securities Service. This certificate must reach the Bank by Wednesday 27 April 2011 at the latest

Shareholders holding bearer shares who wish to attend the Meeting or be represented at it must deposit their shares or a part of them with the Bank (either at the Head Office or the provincial branches) by Wednesday 27 April 2011 at the latest. They may also deposit their shares or a part of them with another bank which then sends the National Bank a certificate of deposit for these shares. This certificate must reach the Bank no later than Wednesday 27 April 2011, for the attention of the Securities Service.

Shareholders will receive a letter from the National Bank to confirm that their shares have been frozen or deposited.

Shareholders who wish to be represented at the Meeting by a third party must complete the above-mentioned registration formalities and fill up a proxy form which must reach the Bank no later than Friday 29 April 2011, for the attention of the Securities Service. In accordance with the Bank's Statutes, proxy papers must be countersigned by the proxy. With the exception of corporate bodies and without prejudice to the rules of legal representation, a shareholder may have himself represented only by a proxy who is himself entitled to vote. Proxy forms are available at all of the Bank's branches as well as on its website www.nbb.be - Shareholders - General Meeting:

Proxy form for individuals (pdf)
 in [French](#) - in [Dutch](#)

Proxy form for corporate bodies (pdf)
 in [French](#) - in [Dutch](#)

The Bank's Securities Service can be contacted via the e-mail address securities@nbb.be, by telephone on 02 221 46 56 or on 02 221 22 85 or by fax on 02 221 31 19.

Shareholders wishing to submit questions in writing prior to the Meeting are requested to send them either by e-mail to sdsafe@nbb.be, by fax to 02 221 31 24, or by post to the National Bank of Belgium, Secretariat, boulevard de Berlaimont 14, BE-1000 Brussels, by Tuesday 26 April 2011 at the latest.

Brussels, 1 April 2011

THE GOVERNOR,
Luc Coene
NATIONAL BANK OF BELGIUM
Public limited liability company
RLP Brussels - Company number 0203.201.340
Registered office: boulevard de Berlaimont 14, 1000 Brussels