

Right to request agenda items and to table proposals for decisions

One or more shareholders holding together at least 3% of the share capital may add items to the agenda of the General Meeting of 26 May 2014 and submit proposals for decisions relating to topics already on the agenda or to be added to it, by notifying the Bank in writing by 4 May 2014 at the latest.

The written notification must contain:

- the full text:
 - of each new item to be added to the agenda and the corresponding proposed decision, and/or
 - of each proposed decision concerning the item already on the agenda, indicating the existing topic to which the proposal refers;
- proof that the applicant shareholder(s) own(s) at least 3% of the share capital on the date of the written notification, either by a certificate certifying registration of the corresponding shares in the Bank's register of registered shares, or by a document drawn up by an approved account-holder or clearing institution certifying registration in an account, in his/her/their name, of the corresponding number of dematerialised shares;
- the postal or electronic address to which the Bank can send the acknowledgement of receipt.

If necessary, the Bank will publish a revised agenda on Friday 9 May 2014.

Additional items to be raised, the corresponding proposed decisions and/or any newly proposed decisions tabled by then will only be discussed by the General Meeting if:

- the above-mentioned conditions have been met;
- the requests fall within the competence of the Ordinary General Meeting; and
- the required fraction of the capital is registered on the date of 12 May 2014 in the name(s) of the applicant shareholder(s).

The written notification must be addressed to the Bank, either by e-mail to sdsafe@nbb.be, or by fax to 02 221 31 24, or by post to the National Bank of Belgium, Secretariat, boulevard de Berlaimont 14, 1000 Brussels. The Bank will send an acknowledgement of receipt of any requests made to the address mentioned by the shareholder within 48 hours of the said receipt.

The *ad-hoc* pre-completed proxy form with the agenda topics and/or proposals for decisions will be available on the Bank's website at the same time as the amended agenda is published, i.e. 9 May 2014 at the latest.

However, proxies that are notified to the Bank before publication of an updated agenda shall remain valid for any items on the agenda that they cover. By way of exception to this rule, in the case of extra items added to the agenda that are the subject of new proposals for decisions filed in accordance with Article 533 *ter* of the Company Code, the representative may depart from the instructions given by his/her mandator at the General Meeting should the mandator's interests risk being jeopardised by the execution of these instructions. The representative has to inform his/her mandator about this. The proxy must indicate whether the representative is authorised to vote on newly added agenda topics or whether he/she must abstain from voting.