



## **REGULATED INFORMATION**

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

Convening notice for the Annual General Meeting of KBC Group NV that will be held at the company's registered office at Havenlaan 2, 1080 Brussels, on Thursday, 4 May 2017 at 10 a.m.

To enable us to take care of the requisite formalities, you are kindly asked to arrive between 9 a.m. and no later than 9:30 a.m. at the latest for the purpose of drawing up the attendance roster.

### **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.
2. Review of the statutory auditor's reports on the company and consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2016.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2016.
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 financial year 2016.
8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during 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](http://www.kbc.com) from 31 March 2017. A brief CV of the director whose reappointment is proposed can be seen at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – Leadership – Board of Directors: Members).

## 10. Other business

### **Information for shareholders and bond holders regarding the Annual General Meeting**

#### **1. Admission requirements**

Under Article 536(2) of the Companies Code, shareholders may only attend and vote at the Annual General Meeting if the following two conditions are met:

- KBC Group NV must be able to establish that, on 20 April 2017 at midnight Belgian time, the shareholder was in possession of the number of shares with which he/she/it intends to take part in the Annual General Meeting;
- the shareholder must notify KBC Group NV of his/her/its intention to attend the Annual General Meeting no later than 28 April 2017.

In accordance with Article 27 of the Articles of Association, these terms apply *mutatis mutandis*, for the purpose of bond holders being permitted to take part in the Annual General Meeting in an advisory voting capacity.

##### *1.1. Shareholding on the record date*

The right of a shareholder to attend and vote at the Annual General Meeting is granted solely on the basis of the accounting record of the shares in the name of the shareholder on the record date, regardless of the number of shares that the shareholder possesses on the day of the Annual General Meeting.

The record date is the 14th day prior to the Annual General Meeting, i.e. 20 April 2017 at midnight Belgian time.

Registered shares are recorded by their entry in the shareholders' register.

Book-entry shares are recorded by their entry on the accounts of a recognised account holder or clearing house. At the request of the holder of book-entry shares, the recognised account holder or clearing house supplies a certificate stating the number of book-entry shares entered in the name of the shareholder on his/her/its accounts on the record date with which the shareholder wishes to participate in the Annual General Meeting.

The right of a bond holder to attend the Annual General Meeting is similarly granted solely on the basis of the accounting record of the bonds in the name of the bond holder on the record date, regardless of the number of bonds that the bond holder holds on the day of the Annual General Meeting. The foregoing provisions applying to registered and book-entry shares apply by analogy to bonds. Bearer bonds which are only issued abroad or which are subject to foreign law are recorded by their being presented to, or being entered on an account at, a financial intermediary.

### *1.2 Notification of attendance at the Annual General Meeting*

Every shareholder and bond holder wishing to take part in the Annual General Meeting must give notice of that fact no later than the sixth day before the date of the Annual General Meeting, being no later than 28 April 2017, as follows:

- Registered shareholders or bond holders must complete and sign the attendance form supplied with the convening notice and deliver the original to KBC Group NV or e-mail it as an attachment to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be)
- Holders of shares or bonds in book-entry form, or of bearer bonds that are only issued abroad or that are governed by foreign law, must lodge or have lodged with the registered office of KBC Group NV or a branch of KBC Bank NV a certificate issued by the financial intermediary, the recognised account holder or the clearing house, stating the number of bearer or book-entry securities that have been submitted or registered in their name on their accounts on the record date with which they wish to participate in the Annual General Meeting.

## **2. Proxies**

Every shareholder and bond holder may arrange to be represented at the Annual General Meeting by a single proxy, except in those cases provided for in Article 547bis (1), second paragraph, of the Companies Code. The relevant proxy form is available on the website [www.kbc.com](http://www.kbc.com) (Corporate Governance > General Meeting). Shareholders and bond holders can also obtain a proxy form from the registered office upon production of their securities or of the certificate referred to in Article 474 of the Companies Code as issued by the recognised account holder or clearing house and evidencing ownership of their securities.

KBC Group NV must be in receipt of the signed proxy no later than 28 April 2017, in either original form or as an e-mail attachment sent to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be). If the proxy is sent by e-mail, please ensure the original proxy reaches KBC Group NV before the start of the Annual General Meeting. Proxies representing two or more shareholders and/or bond holders must also submit the proxy forms signed by those shareholders and/or bond holders by no later than 28 April 2017.

In a case of sub-delegation, there must be a perfect chain of signatures and KBC Group NV must receive a signed proxy for each stage in the chain in the manner set forth above.

Every shareholder and bond holder wanting to be represented must meet the admission requirements set out under item 1, above.

### **3. Exercise by shareholders of their right to put items on the agenda and ask questions**

The right of one or more shareholders together owning at least 3% of the share capital of the company to put items on the agenda, as set forth in Article 533ter of the Companies Code and Article 26 of the Articles of Association, can be exercised until no later than 12 April 2017. In that event, in accordance with Article 533ter (3), first paragraph, of the Companies Code, an amended agenda will be published no later than the 15th day before the Annual General Meeting, that is no later than 19 April 2017.

The right of shareholders to ask questions in writing as set forth in Article 540 of the Companies Code can be exercised until no later than 28 April 2017.

These rights can also be exercised electronically by sending an e-mail to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be). More information on these rights is available on the company's website [www.kbc.com](http://www.kbc.com) (Home > Corporate Governance > General Meeting).

### **4. Information available to shareholders – website**

At [www.kbc.com](http://www.kbc.com) (Home > Corporate Governance > General Meeting), all information intended for shareholders as set down in Article 533bis (2) of the Companies Code is available as of 31 March 2017.

As of that date, shareholders and bond holders may also – by presenting their securities or a certificate confirming their securities holding as referred to in Article 474 of the Companies Code and issued by the recognised account holder or clearing house – obtain from the registered office copies of the documents to be presented to the Annual General Meeting, the resolutions or comments by the Board of Directors with respect to the agenda items, and the forms to be used when voting by proxy.

The Board of Directors