



KBC BANK
Naamloze vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
VAT BE 0462.920.226 (RLP Brussels)

Convening notice for the Annual General Meeting of KBC Bank NV, that will be held at the company's registered office at Havenlaan 2, 1080 Brussels, on Wednesday 24 April 2019 at 11 a.m.

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Bank NV on the company and consolidated annual accounts for the financial year ending on 31 December 2018.
2. Review of the statutory auditor's reports on the company and consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
4. Resolution to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
5. Resolution to approve the proposed profit distribution of KBC Bank NV for the financial year ending on 31 December 2018, whereby 906 076 197,18 euros will be paid as a gross dividend, i.e. a gross dividend per share of 0,99 euros, and 18 163 870,04 euros allocated as categorized profit premium to the employees.
6. Resolution to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2018 financial year.
7. Resolution to grant discharge to the statutory auditor of KBC Bank NV for the performance of its duties during the 2018 financial year.
8. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2018, by increasing it to 2 301 542 euros.
9. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, motion to reappoint PricewaterhouseCoopers Bedrijfsrevisoren CVBA ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting in 2022. PwC has designated Mr Gregory Joos and Mr Roland Jeanquart as representatives.

Motion to fix the statutory auditor's fee at an annual amount of 1 924 000 euros, to be adjusted annually on the basis of the consumer price index figure, with a maximum increase of 2% per year.

10. Appointments

- a. Resolution to definitively appoint Mrs Vladimira Papirnik, co-opted by the Board of Directors on Thursday 20 December 2018, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2023.
- b. Resolution to definitively appoint Mrs Julia Kiraly, co-opted by the Board of Directors on Thursday 20 December 2018, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2023.
- c. Resolution to reappoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting in 2023.
- d. Resolution to reappoint Mr Thomas Leysen as director for a period of four years, i.e. until the close of the Annual General Meeting in 2023.

11. Other business

Information for shareholders and bond holders regarding the Annual General Meeting

Pursuant to Article 27 of the Articles of Association, the holders of registered bonds must give written notice to the registered office, at least four business days prior to the Annual General Meeting (i.e. by Wednesday 17 April 2019, at the latest), of their intention to attend the Annual General Meeting with advisory voting capacity.

Holders of book-entry bonds that wish to be admitted to the Annual General Meeting with advisory voting capacity must, at the latest on the same date, deposit at the registered office a certificate drawn up by the recognised account holder or by the clearing house attesting to the non-availability of the bonds until the date of the Annual General Meeting.

Holders of bearer bonds only issued abroad or subject to foreign law that want to attend the Annual General Meeting with advisory voting capacity must deposit their bonds at the registered office at the latest on the same date.

In order to avoid confusion, please note that the present notice of meeting concerns KBC Bank NV, whose shares are privately held. This notice is published to comply with legal requirements.

The notice calling the Annual General Meeting and the Extraordinary General Meeting of KBC Group NV, which will be held on Thursday 2 May 2019, is published separately.

The Board of Directors