



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 (AGM) and the Extraordinary General Meeting (EGM) of KBC Bank NV, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels, on Wednesday 25 April 2012, starting at 11 a.m.

The AGM will start at 11 a.m. and will be followed immediately by the EGM.

The agendas are as follows:

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 2011.
2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2011.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2011.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2011.
5. Motion to approve the proposed profit appropriation of KBC Bank NV for the financial year ending on 31 December 2011:
 - allocation to the legal reserves of EUR 85 384 383.07
 - payment of a gross dividend of EUR 1.77 per share.
6. Subject to the approval by the General Meeting of KBC Group NV of item 8 on the agenda for its Annual General Meeting on 3 May 2012, motion to set the attendance fee for meetings of the Board of Directors at 5 000 EUR per meeting from the 2012 financial year. No attendance fees will be paid however to directors who, on the date when they are attending a meeting of the Board of Directors, also attend a meeting of the Board of Directors of KBC Group NV in their capacity as directors of KBC Group NV.
7. Subject to the approval by the General Meeting of KBC Group NV of item 9 of the agenda for its Annual General Meeting on 3 May 2012 and the approval by the EGM on 25 April 2012 of the proposed amendment of Article 19 of the Articles of Association,

motion to set the fixed remuneration granted to members of the Board of Directors at 10 000 EUR per year as from the 2012 financial year and for those members of the Board whose mandate ends after this AGM at 27 500 EUR per year.

8. Motion to grant discharge to the directors of KBC Bank NV for the performance of their mandate during the 2011 financial year.
9. Motion to grant discharge to the auditor of KBC Bank NV for the performance of his mandate during the 2011 financial year.
10. Motion to grant discharge to the former directors of Secuur CVBA for the performance of their mandate in Secuur CVBA for the period from 1 January 2011 to 28 February 2011, namely the date on which the General Meeting of Secuur CVBA decided that the company had been legally dissolved and appointed liquidators.
11. Motion to grant discharge to the former liquidators of Secuur CVBA (in liquidation) for the performance of their mandate in Secuur CVBA from 28 February 2011 to 27 April 2011, i.e. the date of the merger by acquisition of Secuur CVBA (in liquidation) by KBC Bank NV.
12. Motion to grant discharge to the auditor of Secuur CVBA for the performance of his mandate from 1 January 2011 to 27 April 2011, i.e. the date of the merger by acquisition of Secuur CVBA by KBC Bank NV.
13. Appointments
 - a. Motion to re-appoint Mr Danny De Raymaecker as director for a period of four years, i.e. until after the 2016 AGM.
 - b. Motion to appoint Mr Daniel Falque as director for a period of four years, i.e. until after the 2016 AGM, to replace Mr Jan Vanhevel, who resigns as from the end of this year's AGM.
 - c. Motion to appoint Mr Alain Bostoën as director for a period of four years, i.e. until after the 2016 AGM.
 - d. Motion to appoint Mr Frank Donck as director for a period of four years, i.e. until after the 2016 AGM.
 - e. Motion to appoint Mr Lode Morlion as director for a period of four years, i.e. until after the 2016 AGM.
 - f. Motion to appoint Mr Theodoros Roussis as director for a period of four years, i.e. until after the 2016 AGM.
 - g. Motion to appoint Mr Alain Tytgadt as director for a period of four years, i.e. until after the 2016 AGM.
 - h. Motion to appoint Mrs Ghislaine Van Kerckhove as director for a period of four years, i.e. until after the 2016 AGM.
 - i. Motion to appoint Mr Philippe Vlerick as director for a period of four years, i.e. until after the 2016 AGM.
 - j. Recognition of the resignation of Mr Pierre Konings as director, as from the end of this year's AGM.
 - k. Recognition of the resignation of Mr Walter Nonneman as director, as from the end of this year's AGM.
 - l. Recognition of the resignation of Mrs Marita Orlent-Heyvaert as director, as from the end of this year's AGM.
 - m. Recognition of the resignation of Mr Gustaaf Sap as director, as from the end of this year's AGM.
 - n. Recognition of the resignation of Mr Guido Van Oevelen as director, as from the end of this year's AGM.
 - o. Recognition of the resignation of Mr Patrick Vanden Avenne as director, as from the end of this year's AGM.

- p. Recognition of the resignation of Mr Dirk Wauters as director, as from the end of this year's AGM.
- q. Recognition of the resignation of Mr Jean-Pierre Depaemelaere as independent director, as from the end of this year's AGM.

14. Other business

Agenda for the Extraordinary General Meeting

1. Motion to replace the first paragraph of Article 19 of the Articles of Association with the following text: "The General Meeting may grant the directors a fixed remuneration and attendance fees, chargeable to overhead expenses."
2. Under the suspensive condition that the proposal set out in the aforementioned agenda item is approved by the EGM, motion to delete point 2 d) of Article 37 of the Articles of Association, which concerns the allocation of a part of the net profit to the directors.

In accordance with Article 27 of the Articles of Association, owners of registered bonds must, at least four business days prior to the General Meetings, i.e. by Thursday 19 April 2012 at the latest, notify the registered office in writing of their intention to attend the General Meetings with advisory voting capacity.

Holders of book-entry bonds who wish to be admitted to the General Meetings with advisory voting capacity must, within the same period of time, 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 General Meetings.

Holders of bearer bonds who want to attend the General Meetings with advisory voting capacity must deposit their bonds within the same period of time at the registered office of KBC Bank NV.

Bearer bonds thus deposited will be placed on an account and will not be returned in physical form.

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

The convening notice for the AGM and the EGM of KBC Group NV, which will be held on 3 May 2012, is being published separately.

The Board of Directors