



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, 26 April 2017 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 2016.
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 2016.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2016.
4. Resolution to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2016.
5. Resolution to approve the proposed profit distribution of KBC Bank NV for the financial year ending on 31 December 2016, whereby 1 134 883 317.68 euros will be paid as a gross dividend, i.e. a gross dividend per share of 1.24 euros, and 17 506 769.60 euros allocated for employee profit-sharing bonuses. Further to payment of an interim dividend in the sum of 604 050 798.12 euros, the balance of gross dividend remaining to be paid is 530 832 519.56 euros.
6. Resolution to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2016 financial year.
7. Resolution to grant discharge to the statutory auditor of KBC Bank NV for the performance of its duties during the 2016 financial year.
8. 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 in 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 in 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 in 2021.
- d. Resolution to reappoint Mr Johan Thijs as director for a period of four years, i.e. until the close of the Annual General Meeting in 2021.
- e. Resolution to reappoint Mr John Hollows as director for a period of four years, i.e. until the close of the Annual General Meeting in 2021.
- f. Resolution to reappoint Mr Luc Popelier as director for a period of four years, i.e. until the close of the Annual General Meeting in 2021.
- g. Resolution to appoint Mr Hendrik Scheerlinck as director, as of 5 May 2017, for a period of four years, i.e. until the close of the Annual General Meeting in 2021.
- h. Resolution to appoint Mr Erik Luts as director, as of 5 May 2017, for a period of four years, i.e. until the close of the Annual General Meeting in 2021.

9. 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 Thursday, 20 April 2017, 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 of KBC Group NV, which will be held on Thursday 4 May 2017, is published separately.

The Board of Directors