



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

**Information to shareholders in KBC Group NV pursuant to Article 533bis §2, first paragraph, d) of the Companies Code**

In accordance with Article 533bis §2, first paragraph, d) of the Companies Code, shareholders in KBC Group NV can find here, for the items on the agenda for the Extraordinary General Meeting to be held on 4 October 2018, draft resolutions and comments of the Board of Directors.

**Agenda for the Extraordinary General Meeting**

1. Review of the report of the Board of Directors, drawn up pursuant to Article 604, second paragraph of the Companies Code with a view to the granting to the Board of Directors of the authorisation to increase the share capital.
2. Motion to grant the authorisation to the Board of Directors for a period of five years, starting from the date of publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 4 October 2018, to increase the share capital in one or more steps via the issue of shares, of convertible bonds, subordinated or otherwise, or of warrants, linked or otherwise to subordinated or unsubordinated bonds and this

1°) by an amount of two hundred ninety-one million euros (291 000 000 euros). When the Board of Directors decides within the framework of this part of the authorisation on an issue to which in principle the preferential subscription rights of existing shareholders apply, the Board is authorised, up to a maximum amount of two hundred and ninety-one million euros (291 000 000 euros) and in the company's interest, to suspend or restrict these preferential subscription rights.

and

2°) by an amount of four hundred and nine million euros (409 000 000 euros). Upon deciding to increase capital within the framework of this part of the authorisation, the Board of Directors is not authorised to suspend or restrict the preferential subscription rights of existing shareholders.

and to amend the articles 7 A and 7B of the Articles of Association accordingly, by replacing them with a new article 7, as follows:

*The Board of Directors is authorised to increase the share capital in one or more steps under the terms and conditions to be determined by the Board and in accordance with the at the time of the capital increase prevailing statutory provisions.*

*Furthermore, the Board of Directors is authorised to decide in one or more steps on the issue of convertible bonds, subordinated or otherwise, or warrants, linked or otherwise to subordinated or unsubordinated bonds and which may lead to increases of capital.*

*This authorisation is granted for an amount of:*

*1°) two hundred and ninety-one million euros (291 000 000 euros). Upon deciding within the framework of this part of the authorisation on a capital increase or on an issue of the aforementioned convertible bonds or warrants to which in principle the preferential subscription rights of the existing shareholders apply, the Board of Directors is authorised, up to a maximum amount of two hundred and ninety-one million euros (291 000 000 euros) and in the company's interest, to restrict or suspend the preferential subscription rights of existing shareholders.*

*The Board may also do so to the benefit of one or more specific persons, as far as this is not prohibited by law. If the preferential subscription rights are suspended or restricted, the Board of Directors may grant a right of precedence to the existing shareholders on allotment of the new shares, convertible bonds or warrants.*

*and*

*2°) four hundred and nine million euros (409 000 000 euros). Upon deciding on a capital increase or on an issue of the aforementioned convertible bonds or warrants within the framework of this part of the authorisation, the Board of Directors is not authorised to restrict or suspend the preferential subscription rights of existing shareholders.*

*The increases of capital decided upon under this authorisation may be carried out by both contribution in cash or in kind and by the incorporation of reserves, including the share premium account unavailable for distribution. The reserves may be incorporated with or without new shares being issued.*

*In addition, the Board of Directors is authorised to determine the dividend entitlement of the shares that will be issued following capital increases and of the shares that will be issued following the conversion of the bonds or exercise of the warrants. carried out under this authorisation.*

*The Board of Directors may exercise this authorisation during the five years following publication of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 4 October 2018. This authorisation can be extended in accordance with the at the time of the renewal prevailing statutory provisions.”*

The Board of Directors requests the shareholders to approve the proposed authorisation by issuing a separate vote for each of the parts under 1°) and 2°).

The final text of the proposed new article 7 of the Articles of Association will be adjusted at the meeting in function of the result of the voting on the parts under 1°) and 2°) of the authorisation.

**Comment by the Board of Directors:** *On the day of the Extraordinary General Meeting to be held on 4 October 2018, the Company's share capital of KBC Group NV is 1 456 074 585.67 euros. The amount of 700 000 000 euros (which is the maximum amount of the authorisation provided that both parts under 1°) and 2°) are approved) represents about 50% of the share capital and is therefore well beneath the statutory maximum.*

*The possibility for the Board of Directors to limit or suspend the existing shareholders' preferential subscription rights, is limited to the extent of maximum 291 000 000 euros (corresponding to approximately 20% of the current share capital).*

3. Motion to delete Article 11, second and third paragraph of the Articles of Association relating to the share buy-back authorisation, as this authorisation to acquire and to cancel the acquired shares has been fully exercised.
4. Motion to grant power of attorney to Kurt Grillet and Joeri Piessens, to that end choosing venue for service at the address of 'Berquin Notarissen', a non-commercial company trading as a limited liability cooperative society, each individually acting with power of substitution, to draw up and sign the consolidated text of the Articles of Association of the

company, and to file them with the registry of the commercial court of relevant jurisdiction in accordance with the relevant provisions of statute.