



KBC Group
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Information to shareholders in KBC Group NV pursuant to Article 7:129, third paragraph, 4° of the Companies and Associations Code

In accordance with Article 7:129, third paragraph, 4° of the Companies and Associations Code, shareholders in KBC Group NV can find here, for the items on the agenda for its Annual General Meeting to be held on 2 May 2024, draft resolutions and comments of the Board of Directors.

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 2023.

***Comment by the Board of Directors:** In compliance with Article 3:32 of the Companies and Associations Code, the annual report on the consolidated annual accounts has been combined with the annual report on the company annual accounts drawn up according to Articles 3:5 and 3:6 of that Code.*

2. Review of the auditor's reports on the company and consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2023.

***Comment by the Board of Directors:** The statutory auditor's report on the company annual accounts has been drawn up according to Articles 3:74 and 3:75 of the Companies and Associations Code. The statutory auditor's report on the consolidated annual accounts has been drawn up according to Article 3:80 of the Companies and Associations Code.*

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2023.

***Comment by the Board of Directors:** The consolidated annual accounts have been drawn up according to Article 3:23 et seq of the Companies and Associations Code and will be further explained during the Annual General Meeting.*

4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2023, including the following appropriation of the results:
 - a) 2 623 114.67 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 9 December 2021 concerning the categorised profit bonus for financial year 2023;

- b) 1 684 872 213.70 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.15 euros per share.*

(*) Further to payment of an interim dividend in the sum of 1.00 euro, the balance of gross dividend remaining to be paid is 1 273 363 868.70 euros, i.e. a gross dividend of 3.15 euros per dividend entitled share.

The dividend payment date is 15 May 2024.

5. Resolution to increase the annual fixed yearly remuneration of the members of the Audit Committee and the Risk and Compliance Committee by 30 000 euros as from 1 January 2024.
6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2023, 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 approve the remuneration policy of KBC Group NV made available as a separate document at www.kbc.com.
8. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2023.
9. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2023.
10. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to adjust the statutory auditor's fee for financial year 2023 to the amount of 237 913.66 euros.

Comment by the Board of Directors: *The annual general meeting of 2023 decided to increase the statutory auditor's fee for financial year 2022 to 570 825 euros due to the complexity of the IFRS17 project. As this project has ended, the statutory auditor's fee for financial year 2023 can be reduced.*

11. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to appoint KPMG Bedrijfsrevisoren having its registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem as auditor for the assurance of the sustainability reporting, for the statutory period that will be imposed by the upcoming Belgian law transposing Directive (EU) 2022/2464 on corporate sustainability reporting ("CSRD"), but in any case and at least for the sustainability reporting over financial year 2024 viz. until the close of the annual general meeting of 2025. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Steven Mulkens as representatives. Resolution to set the fee for the assurance for financial year 2024 at 445 441 euros.

Comment by the Board of Directors:

Pursuant to Directive (EU) 2022/2464 on corporate sustainability reporting ("CSRD"), KBC Group NV must prepare a sustainability report for financial year 2024. This must be audited by an independent provider of "assurance services," specifically a statutory auditor or other auditor who meets the legal requirements. At the date of publication of this agenda for the Annual General Meeting, i.e. 2 April 2024, CSRD has not yet been transposed into Belgian law. In the absence of Belgian legislation, the appointment of this auditor for the assurance of the sustainability reporting will follow the same procedure as the appointment of the statutory auditor.

12. Appointments

- Resolution to re-appoint Mr. Johan Thijs as director for a period of four years, i.e. until the close of the annual general meeting in 2028.
- Resolution to re-appoint Mrs. Sonja De Becker as director for a period of four years, i.e. until the close of the annual general meeting in 2028.
- Resolution to re-appoint Mrs. Liesbet Okkerse as director for a period of four years, i.e. until the close of the annual general meeting in 2028.
- Resolution to re-appoint Mr. Erik Clinck as director for a period of four years, i.e. until the close of the annual general meeting in 2028.
- Resolution to re-appoint Mr. Theodoros Roussis as director for a period of one year, i.e. until the close of the annual general meeting in 2025.
- Resolution to appoint Mrs. Diana Rádl Rogerová as independent director, within the meaning of and in line with the statutory criteria and the 2020 Corporate Governance Code, for a period of four years, i.e. until the close of the annual general meeting in 2028, in replacement of Mrs. Vladimira Papirnik, whose mandate expires at the end of the Annual General Meeting.

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 appointment and re-appointments.

A brief CV for the proposed new director can be found in the 'Corporate governance statement' section of the annual report, which will be available at www.kbc.com on 2 April 2024.

Brief CVs for the directors whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: members).

13. Other business.