



**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 every item on the agenda for its Annual General Meeting to be held on 30 April 2014, draft resolutions and the 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 2013.

*Comment by the Board of Directors: In compliance with Article 119 of the Companies 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 95 and 96 of that Code.*

2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.

*Comment by the Board of Directors: The auditor's report on the company annual accounts has been drawn up according to Articles 143 and 144 of the Companies Code. The auditor's report on the consolidated annual accounts has been drawn up according to Article 148 of the Companies Code.*

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.

*Comment by the Board of Directors: The consolidated annual accounts have been drawn up according to Article 110 et seq of the Companies Code and will be further explained during the Annual General Meeting.*

4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2013.

5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2013 for which no dividend will be paid and the entire profit is carried forward to the next financial year.
6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2013, 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. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2013.
8. Motion to grant discharge to the former directors of KBC Global Services NV for the performance of their duties at KBC Global Services NV from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
9. Motion to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2013.
10. Motion to grant discharge to the auditor of KBC Global Services NV for the performance of its duties from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
11. Appointments
  - a. Motion to re-appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - b. Motion to re-appoint Mr Piet Vanthemsche as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - c. Motion to re-appoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - d. Motion to appoint Ms Júlia Király – who had been co-opted by the Board of Directors as independent director, within the meaning of and in line with the criteria set out in Article 526<sup>ter</sup> of the Companies Code, with effect from 8 October 2013 – definitively in this capacity for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - e. Motion to appoint Ms Christine Van Rijsseghem as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - f. Motion to endow Mr Thomas Leysen with the capacity of independent director within the meaning of and in line with the criteria set out in Article 526<sup>ter</sup> of the Companies Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2015.

***Comment by the Board of Directors:** The proposed changes in the composition of the Board will be discussed during the Annual General Meeting. Bearing in mind the advice of the Nomination Committee, the Board of Directors recommends the proposed nominations.*

*Brief CVs for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which will be available at [www.kbc.com](http://www.kbc.com) from 31 March 2014 on.*

12. Other business