



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

In accordance with Article 7:129, third paragraph, 4° of the Code on Companies and Associations, shareholders in KBC Group NV can find here, for the items on the agenda for its Annual General Meeting to be held on 5 May 2022, 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 2021.

Comment by the Board of Directors: In compliance with Article 3:32 of the Code on Companies and Associations, 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 2021.

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 Code on Companies and Associations. The statutory auditor's report on the consolidated annual accounts has been drawn up according to Article 3:80 of the Code on Companies and Associations.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2021.

Comment by the Board of Directors: The consolidated annual accounts have been drawn up according to Article 3:23 et seq of the Code on Companies and Associations 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 2021, including the following appropriation of the results:
 - a) 13 118 000.18 euros to be allocated in the form of a profit bonus for employees, of which:
 - 10 224 749.78 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 22 November 2019 concerning the categorised profit bonus for financial year 2021;
 - 2 893 250.40 euros in the form of an identical profit bonus. This bonus of 1 000 euros will be granted to all employees, regardless of any seniority requirement. This sum will be prorated based on the date on which employment started or ended (with the exception of employees who have been dismissed for just cause and therefore do not receive the bonus), on the employment percentage and on any equivalent or other grounds for suspension in financial year 2021, as stipulated for these prorating rules in the collective labour agreement of 22 November 2019 concerning the categorised profit bonus for financial year 2021.
 - b) 4 418 398 973.20 euros to be allocated as a gross dividend, i.e. a gross dividend of 10.60 euros per share.*
(*) Further to payment of an interim dividend in the sum of 3.00 euros, the balance of gross dividend remaining to be paid is 3 168 315 299.20 euros, i.e. a gross dividend of 7.60 euros per share.

The dividend payment date is 12 May 2022.

5. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2021, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.
6. Resolution to approve the remuneration policy of KBC Group NV, details of which are made available as a separate document at www.kbc.com.
7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2021.
8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2021.
9. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2021 to 272 449 euros.

Comment by the Board of Directors: *On 2 May 2019 the General meeting decided to fix the statutory auditor's fee at an annual amount of 234 000 euros, to be adjusted annually on the basis of the consumer price index figure, with a maximum increase of 2% per year. The General meetings of 2020 and 2021 raised the statutory auditor's fee for the financial years 2019 and 2020, respectively due to changes in the scope of the audit work. For the same reason, the General meeting is requested to raise the statutory auditor's fee for financial year 2021 to 272 449 euros.*

10. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to reappoint PricewaterhouseCoopers Bedrijfsrevisoren BV having its registered office at 1831 Diegem, Culliganlaan 5 ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the Annual General Meeting of 2025. PwC has designated Mr Damien Walgrave and Mr Jeroen Bockaert as representatives. Resolution to set the statutory auditor's fee at 541 920 euros per year, to be indexed annually to the consumer price index.

Comment by the Board of Directors: The increase in the statutory auditor's fee compared to previous years is related to the introduction of IFRS 17.

11. Appointments

- Resolution to reappoint Mrs Christine Van Rijseghem as director for a period of four years, i.e. until the close of the Annual General Meeting in 2026.
- Resolution to reappoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting in 2026.
- Resolution to appoint Mrs Alicia Reyes Revuelta 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 2026.

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 4 April 2022.

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

12. Resolution to grant the Board of Directors of KBC Group NV authorisation for a period of four years from the date of publication of this resolution, to acquire up to 10% of the shares of KBC Group NV on Euronext Brussels or other regulated market, for a price per share not exceeding the last closing price on Euronext Brussels prior to the date of acquisition, plus 10%, and not lower than 1 euro.
13. Other business.