



**KBC Group**  
**Naamloze Vennootschap (company with limited liability)**  
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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**  
**Version 9 April 2025**

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 30 April 2025, draft resolutions and comments of the Board of Directors.

**Agenda for the Annual General Meeting**

1. Review of the combined annual report - including the consolidated sustainability reporting - of the Board of Directors of KBC Group NV on the company and consolidated annual accounts for the financial year ending on 31 December 2024.

**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.

In compliance with Article 3:32/2 of the Companies and Associations Code, consolidated sustainability information has been included in the annual report on the consolidated annual accounts. This is deemed to meet the obligation set out in Article 3:6/3 of the Companies and Associations Code to include sustainability information in the annual report on the company annual accounts.

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 2024.

**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 assurance report on the consolidated sustainability reporting of KBC Group NV for the financial year ending on 31 December 2024.

**Comment by the Board of Directors:** the assurance report on the consolidated sustainability reporting has been drawn up according to Article 3:82/5 of the Companies and Associations Code.

4. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2024.

**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.

5. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2024, including the following appropriation of the results:
  - a) 2 774 531.25 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 20 December 2024 concerning the categorised profit bonus for financial year 2024;
  - b) 1 925 991 013.20 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.85 euros per share.\*

(\* ) Further to payment of two interim dividends of respectively 0.70 euro and 1.00 euro, the balance of gross dividend remaining to be paid is 1 249 174 483.20 euros, i.e. a gross dividend of 3.15 euros per dividend entitled share.

The dividend payment date is 8 May 2025.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2024, 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 grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2024.
8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2024.
9. 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 2024 to the amount of 218 334.83 euros.
10. 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 statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting of 2028. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Stéphane Nolf as representatives. Resolution to set the fee of the statutory auditor at 302 350 euros per year, to be indexed annually to the consumer price.

**Comment by the Board of Directors:** According to Article 17 of Regulation (EU) 537/2014 on specific requirements regarding statutory audit of public-interest entities, the maximum duration of the mandate of a particular statutory auditor shall not exceed a maximum duration of 10 years. At the annual shareholder's meeting in 2025, PwC will have been KBC Group NV's statutory auditor for 9 years. Taking into account KBC's preference to have one audit firm for the entire KBC group and the auditor's rotation rules applicable in KBC's core countries, a new statutory auditor needs to be appointed. A selection procedure was organised under the responsibility of the Audit Committee in accordance with the legal provisions and respecting transparent and non-discriminatory selection criteria. After validation of the tenders submitted in accordance with the selection criteria, the Audit Committee recommends to nominate KPMG as the new statutory auditor for the financial years 2025-2026-2027.

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 for the assurance of the sustainability reporting, for the statutory period of three years - viz. until the close of the annual general meeting of 2028. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Steven Mulkens as representatives. Resolution to set the fee for this mandate at 445 441 euros per year, to be indexed annually to the consumer price.

## 12. Appointments

- Resolution to appoint Mr. Bartel Puelinckx, who had been co-opted by the Board of Directors as director with effect from 2 September 2024 – definitively in this capacity for a period of four years, i.e. until the close of the annual general meeting of 2029.
- Subject to approval by the ECB, resolution to appoint Mrs Kristine Wolcott Braden 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 2029.
- Subject to approval by the ECB, resolution to appoint Mrs Line Merethe Hestvik 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 2029.
- Subject to approval by the ECB, resolution to appoint Mr Michiel Allaerts as director, for a period of four years, i.e. until the close of the annual general meeting in 2029, in replacement of Mr Theodoros Roussis, whose mandate expires after the annual general meeting.
- Resolution to re-appoint Mr. Philippe Vlerick as director for a period of one year, 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 appointments and re-appointment.

A brief CV for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which will be available on Monday 31 March 2025 at [www.kbc.com](http://www.kbc.com).

A brief CV for the director whose reappointment is proposed can be seen at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – Leadership – Board of Directors: members).

## 13. Other business.