



REGULATED INFORMATION

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

www.kbc.com

CONVENING NOTICE FOR THE ANNUAL GENERAL MEETING OF 5 MAY 2022

The information below is based on the current status of the Covid-19 pandemic. Should this situation change and impact the way the Annual General Meeting is organised, shareholders will be duly informed by means of a publication.

Convening notice for the Annual General Meeting of KBC Group NV, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels, starting at 10 a.m. on Thursday, 5 May 2022.

KBC Group NV offers the possibility to participate remotely using an electronic means of communication or to vote in writing before the meeting (see below). If you wish to physically attend the meeting, you are kindly asked to register between 9.00 a.m. and 9.30 a.m. at the latest in order for the attendance list to be drawn up.

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

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.
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.

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.

Information for shareholders regarding the Annual General Meeting

1. Admission requirements

Pursuant to Article 7:134 (2) of the Belgian Companies and Associations Code, shareholders may only attend and vote at the Annual General Meeting if the following two conditions are met:

- KBC Group NV must be able to establish that, on Thursday, 21 April 2022 at midnight Belgian time, i.e. on the 'record date', all shareholders were in possession of the number of shares with which each intends taking part at the Annual General Meeting;
- Shareholders must give notice by no later than Friday, 29 April 2022 of their intention to participate at the Annual General Meeting, stating the number of shares they wish to represent and how they wish to participate.

1.1. *Shareholding on the record date*

The right of a shareholder to attend and vote at the Annual General Meeting is conferred solely on the basis of the accounting record of the shares in the name of the shareholder on the record date, regardless of the number of shares that the shareholder possesses on the day of the Annual General Meeting.

The record date is the fourteenth day prior to the Annual General Meeting, i.e. Thursday, 21 April 2022 at midnight Belgian time.

Registered shares are recorded by their being entered in the shareholders' register.

Book-entry shares are recorded by their being entered in the accounts of a recognised account holder or central securities depository.

1.2. *Notification of participation at the Annual General Meeting*

Every shareholder wishing to take part at the Annual General Meeting must give notice of that fact no later than the sixth day before the date of the Annual General Meeting, i.e. Friday, 29 April 2022, as follows:

- Preferably electronically on the Lumi platform at www.lumiconnect.com (a manual is available at www.kbc.com (Home – Corporate Governance – General meeting – 05MAY2022)), or
- For registered shareholders, who have not registered via the Lumi platform, by completing and signing the attendance form sent to them with the convening notice, and then returning the form to the company either by e-mail sent to secretariat.bod@kbc.be, or by post for the attention of the Group Secretary, KBC Group NV (SDB), Havenlaan 2, 1080 Brussels. A proxy form submitted to KBC Group NV in the way referred to under item 2 can also serve as notice of participation.
- Holders of book-entry shares who have not registered via the Lumi platform should contact their financial intermediary, recognised account holder or central securities depository, with a request to:
 - draw up a certificate attesting to the quantity of book-entry shares as entered in its books in the holder's name that the shareholder intends to represent at the Annual General Meeting, and
 - e-mail this certificate and notice of participation at the Annual General Meeting to KBC Bank NV at general.meetings@kbc.be by no later than Friday, 29 April 2022.

2. Proxies

Every shareholder may arrange to be represented at the Annual General Meeting by one proxy, except in those cases provided for in Article 7:143 (1), second paragraph of the Belgian Companies and Associations Code. The relevant proxy form is available at www.kbc.com (Home – Corporate Governance – General meeting – 05MAY2022). Shareholders can also obtain a proxy form from the registered office upon production of the certificate referred to in Article 7:41 of the Belgian Companies and Associations Code as issued by the recognised account holder or central securities depository and evidencing ownership of their shares.

KBC Group NV must be in receipt of the signed proxy form by no later than Friday, 29 April 2022, in either original form or as an e-mail attachment sent to secretariat.bod@kbc.be.

Proxies representing two or more shareholders must also submit the proxy forms signed by those shareholders by no later than Friday, 29 April 2022.

In the event of sub-delegation, there must be a perfect chain of signatures and KBC Group NV must receive a signed proxy for each stage in the chain in the manner set forth above.

Every shareholder wanting to be represented must meet the admission requirements set out under item 1 above.

3. Remote participation using an electronic means of communication

Every shareholder wishing to participate remotely at the Annual General Meeting using an electronic means of communication made available by KBC Group NV must notify KBC Group NV of their intention by no later than 29 April 2022, either by giving notice of participation (see item 1.2 above), or by granting a proxy (see item 2 above). The shareholder must state both the e-mail address and the mobile phone number to which the necessary information can be sent in order to gain access to the electronic means of communication. KBC Group NV will make the electronic means of communication www.lumiconnect.com available to the shareholder. The shareholder will be sent a link and username to the stated e-mail address a few days prior to the Annual General Meeting. The password will be sent separately by text message. Using this information, shareholders will be able to follow the meeting remotely on their PC, laptop, tablet or smartphone at the scheduled date and time. A detailed guide on how to access and use www.lumiconnect.com can be found at www.kbc.com ([Home – Corporate Governance – General meeting – 05MAY2022](#)).

Using www.lumiconnect.com enables shareholders to follow the discussions during the Annual General Meeting in real time, to use a chat function to exercise the right to ask questions, and to exercise the right to vote on all items requiring a vote. Shareholders who cast a vote will receive immediate electronic confirmation via www.lumiconnect.com that their vote has been received. Proxies appointed by shareholders can also participate remotely at the Annual General Meeting using www.lumiconnect.com in the same way as shareholders. To facilitate this, shareholders must prior to the meeting provide their proxy with the link referred to in the previous paragraph, together with the username and password.

As regards compliance with the terms and conditions in respect of attendance and majority, any person participating at the Annual General Meeting via www.lumiconnect.com will be deemed to be attending at the place where the Annual General Meeting is being held.

4. Advance voting

Pursuant to Article 7:146 of the Belgian Companies and Associations Code and Article 28bis of the Articles of Association, all shareholders also have the opportunity to vote by post/e-mail or by electronic means before the meeting is held, as set out below:

- advance electronic votes must be cast on the Lumi platform (www.lumiconnect.com) on 4 May 2022, or
- for advance postal votes, use should be made of the voting form that is available from the company's registered office and at www.kbc.com ([Home – Corporate Governance – General meeting – 05MAY2022](#)). The form must be validly signed and reach the company by no later than Friday, 29 April 2022 either by e-mail sent to secretariat.bod@kbc.be, or

by post for the attention of the Group Secretary, KBC Group NV (SDB), Havenlaan 2, 1080 Brussels. In the case of delivery by e-mail, a scanned or photographed copy of the completed and signed voting form is sufficient.

In addition, shareholders must meet the admission requirements described above.

Shareholders who have voted prior to the Annual General Meeting cannot then choose another method of participation to the meeting for the votes already cast.

5. Exercise by shareholders of their right to put items on the agenda and ask questions

The right of one or more shareholders together owning at least 3% of the share capital of the company to put items on the agenda, as set forth in Article 7:130 of the Belgian Companies and Associations Code and Article 26 of the Articles of Association, may be exercised up until Wednesday, 13 April 2022 at the latest. In that event, in accordance with Article 7:130 (3), first paragraph, of the Belgian Companies and Associations Code, an amended agenda will be published on the fifteenth day before the Annual General Meeting, i.e. on Wednesday, 20 April 2022 at the latest.

The right of shareholders to ask questions in writing as set forth in Article 7:139 of the Belgian Companies and Associations Code may be exercised up until Friday, 29 April 2022 at the latest.

These rights can also be exercised electronically by sending an e-mail to secretariat.bod@kbc.be. More information on these rights is available on the company's www.kbc.com website (Home – Corporate Governance – General meeting – 05MAY2022).

6. Information available to shareholders – website

All information intended for shareholders as set down in Article 7:129 (3) of the Belgian Companies and Associations Code is available from Monday, 4 April 2022 at www.kbc.com (Home – Corporate Governance – General meeting – 05MAY2022).

As of that date, shareholders may also – by presenting the certificate confirming their securities holding as referred to in Article 7:41 of the Belgian Companies and Associations Code and issued by the recognised account holder or central securities depository – obtain from the registered office copies of the documents to be presented to the Annual General Meeting, the resolutions or comments by the Board of Directors with respect to the agenda items, and the forms to be used when voting by proxy.

7. Confirmation of voting

Shareholders who have voted in person or by proxy may request KBC Group NV to send confirmation after the Annual General Meeting ends that their vote was validly recorded and counted, unless that information is already available to them. This request must be submitted by e-mail (sent to secretariat.bod@kbc.be) no more than three months after the date of the vote.

8. Data protection

When organising the Annual General Meeting, KBC Group NV aims to process the personal data of shareholders and their representatives in a manner that is lawful, appropriate and transparent. The ad hoc data protection statement of KBC Group NV contains more information on how KBC Group NV processes and shares their personal data, as well as their rights and how they can exercise them. The data protection statement, which is regularly updated, is available at <https://www.kbc.com/en/corporate-governance/general-meeting/privacy.html>.

The Board of Directors