



## 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 30 APRIL 2025

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 Wednesday, 30 April 2025.

KBC Group NV offers the possibility to vote in writing before the meeting (see below). It is not possible to participate in the meeting remotely. 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 to draw up the attendance list.

#### **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.
2. Review of the statutory auditor's reports on the company and consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2024.
3. Review of the assurance report on the consolidated sustainability reporting of KBC Group NV for the financial year ending on 31 December 2024.
4. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2024.
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.
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 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.

## **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 Wednesday, 16 April 2025 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 Thursday, 24 April 2025 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. Wednesday, 16 April 2025 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. Thursday, 24 April 2025, as follows:

- Preferably electronically on the Lumi platform at [www.lumiconnect.com](http://www.lumiconnect.com) (a manual is available at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – General meeting – [30APRIL2025](#))).

- 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](mailto: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 Group NV at [general.meetings@kbc.be](mailto:general.meetings@kbc.be) by no later than Thursday, 24 April 2025.

## 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](http://www.kbc.com) (Home – Corporate Governance – General meeting – 30APRIL2025).

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 Thursday, 24 April 2025, in either original form or as an e-mail attachment sent to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be).

Proxies representing two or more shareholders must also submit the proxy forms signed by those shareholders by no later than Thursday, 24 April 2025.

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. 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 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](http://www.lumiconnect.com)) no later than 29 April 2025, 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](http://www.kbc.com) (Home – Corporate Governance – General meeting – 30APRIL2025). The form must be validly signed and reach the

company by no later than Thursday, 24 April 2025 either by e-mail sent to [secretariat.bod@kbc.be](mailto: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.

#### **4. 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 Tuesday, 8 April 2025 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 General Meetings, i.e. on Tuesday, 15 April 2025 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 Thursday, 24 April 2025 at the latest.

These rights can also be exercised electronically by sending an e-mail to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be). More information on these rights is available on the company's [www.kbc.com](http://www.kbc.com) website (Home – Corporate Governance – General meeting KBC Group – 30APRIL2025).

#### **5. 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, 31 March 2025 at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – General meeting – 30APRIL2025).

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.

#### **6. 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](mailto:secretariat.bod@kbc.be)) no more than three months after the date of the vote.

## **7. 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 [Privacy \(kbc.com\)](https://www.kbc.com/privacy).

The Board of Directors