



# Company Presentation

31 May 2023



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- KBC Ancora features
- Cera



## Recent news

- Share Repurchase Programme completed
- Appointments
- Dividend financial year 2022/2023
- Early repayment of EUR 70 million of debt

# Recent news

Press Release 13 March 2023

## Share Repurchase Programme completed

- Execution period: 10 June 2022 – 13 March 2023
- 1,289,470 own shares (1.65%) bought back
- Total amount of EUR 50 million (average price of EUR 38.78 per share)

## KBC Ancora shares entitled to dividend

78,301,314 (outstanding shares) – 1,289,470 (own shares)

= 77,011,844 (dividend entitled shares)

## Purpose of Share Repurchase Programme

Reduce the number of shares with dividend entitlement



Proposal to AGM to be held on 27 October 2023 to cancel all repurchased shares

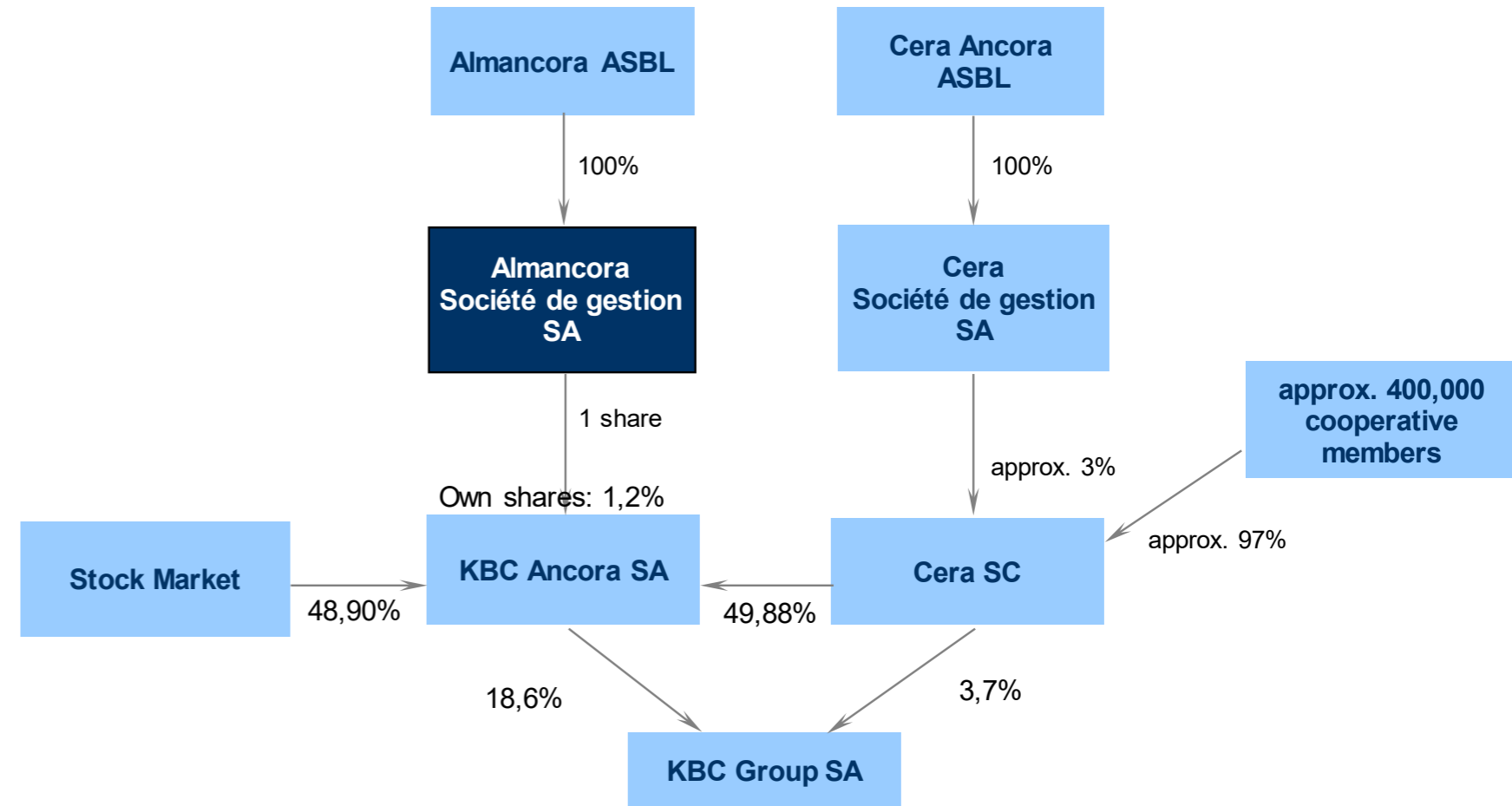


# Recent news

Press Release 2 May 2023

## Appointments at statutory manager

- **Marc De Ceuster:** 'A director' (part time executive director), joining Franky Depickere (full time executive director)
- **Paul Demyttenaere:** 'C director' (independent non-executive director) and chairman of BOD
- **Mathilde Remy:** 'B director' (non-executive director, member of consultative bodies operating within Cera Ancora)



Almancora Société de gestion is statutory manager of KBC Ancora



# Recent news

Press Release 26 May 2023

## Interim dividend financial year 2022/2023

- gross dividend of EUR 3.31 per share
- ex-date 6 June 2023
- no final dividend

## Pay-out Ratio

- 90 % of distributable recurring result

Financial year	Gross Dividend per share*
2016/2017	2.13
2017/2018	2.61
2018/2019	3.08
2019/2020**	0.00
2020/2021	0.20
2021/2022	2.30 + 6.49
2022/2023	3.31

\* Pay-out ratio of 100% until financial year 2018/2019. As from financial year 2019/2020 pay-out ratio of 90%

\*\* 2019/2020: decision not to pay a dividend following the announcement by KBC Group that it withdrew its final dividend proposal for the financial year 2019



# Recent news

Press Release 26 May 2023

## Early repayment of EUR 70 million of debt

- repayment one year early (31 May 2023) of part (EUR 70 million) of an existing EUR 143 million loan, with maturity date of May 2024
- repayment from existing liquidity position
- interest expense decrease of
  - EUR 0.2 million in financial year 2022/2023
  - EUR 1.9 million in financial year 2023/2024

as from 31 May 2023

## **EUR 173 million financial debt outstanding**

- EUR 73 million (maturity date May 2024)
- EUR 100 million (maturity date May 2027)



## In brief

- NAV components
- market features



# In brief

Figures per 31.12.2022

## Core shareholder of KBC Group

- 77,516,380 KBC Group shares  
18.6% of KBC Group
- Net debt of EUR 126.5 mio

## KBC Ancora shares entitled to dividend

78,301,314 (outstanding) – 950,555 (own shares) =  
77,350,759 (dividend entitled)

Figures per 31.12.2022 in million euro

Assets	3,756	Liabilities	3,756
KBC Group	3,600	Equity	3,507
Own shares	34	Creditors	249
Liquidities	122		

**1 KBC Ancora =**

**1.002 KBC Group share – EUR 1.64 net debt**

*\* Net debt = Debt MINUS Liquidities  
Net debt per share = Net debt per dividend entitled share*



# In brief

Figures per 31.12.2022

## Pro forma correction for shares repurchased in 1Q2023

- additional repurchase of 338,915 own shares
- additional amount of EUR 15.8 million paid
- total number of repurchased shares: 1,289,470
- number of dividend entitled shares: 77,011,844

**1 KBC Ancora =**

**1.007 KBC Group share – EUR 1.85 net debt**

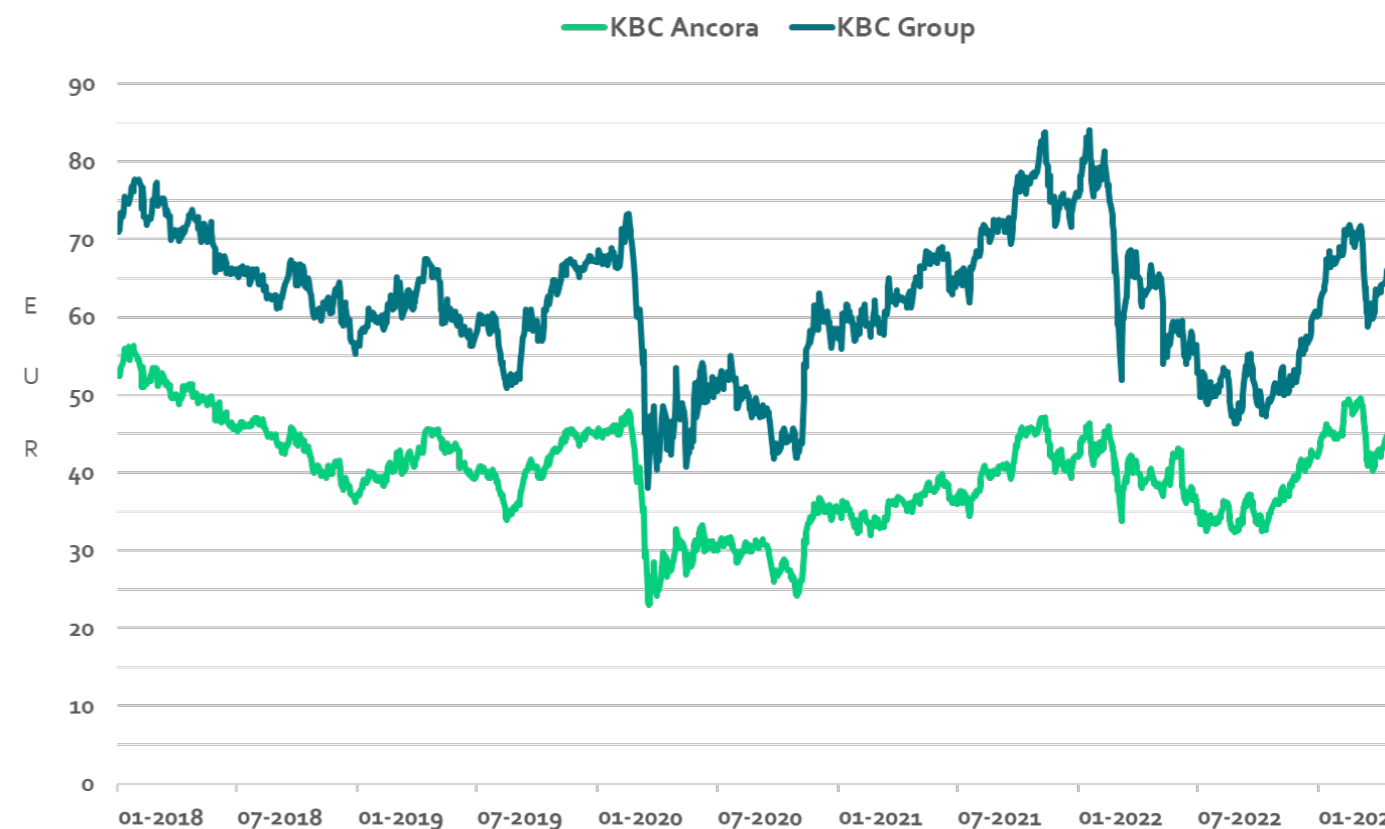
# In brief

Figures per 16.05.2023

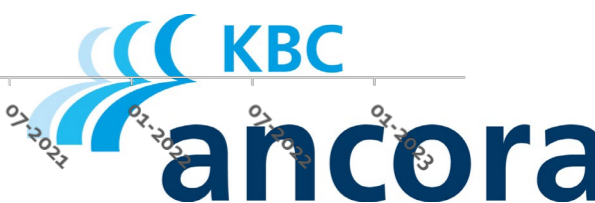
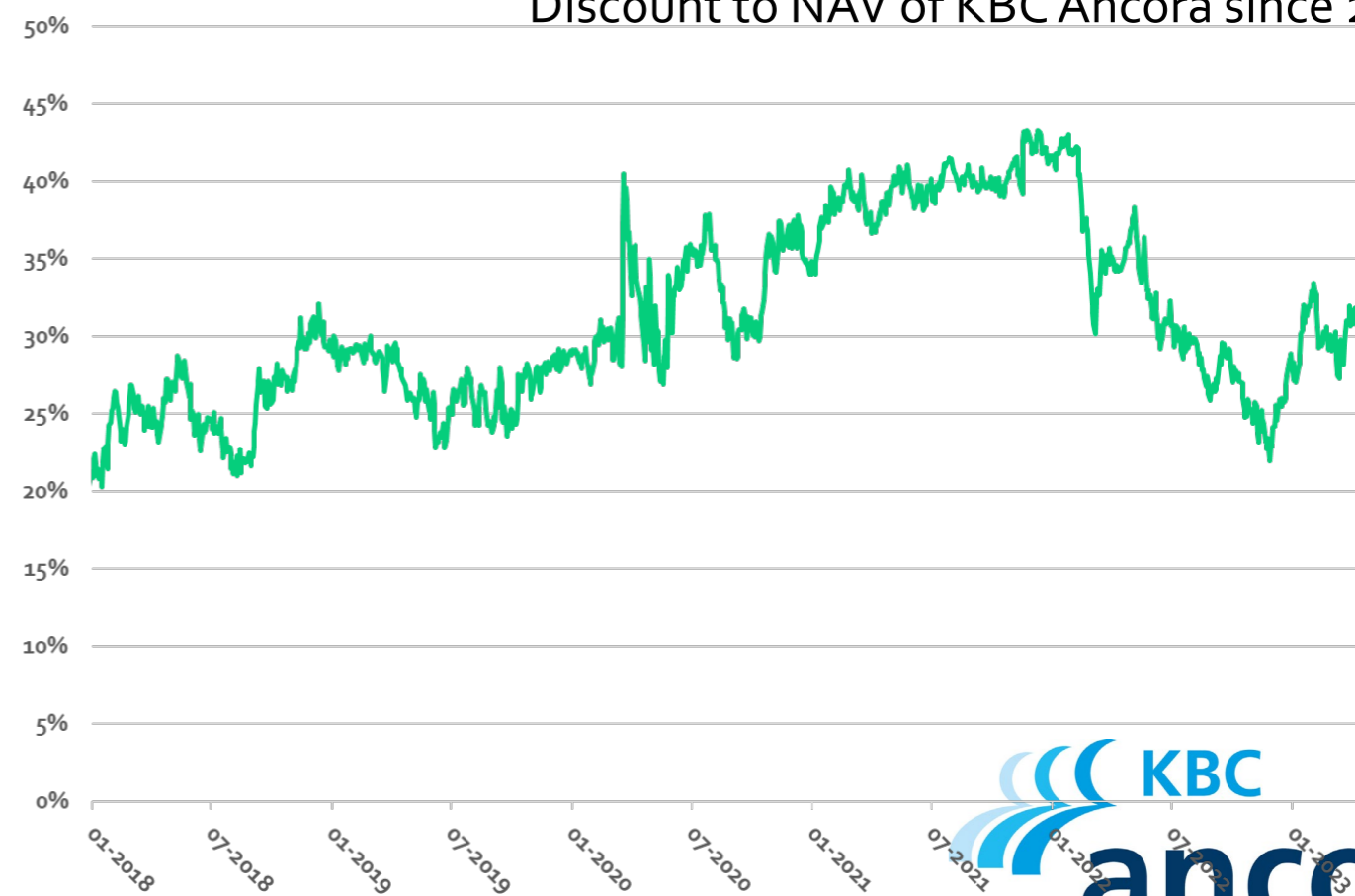
## Market features

- Market cap of EUR 3.3 bn
- Free float of approx. 50%
- Discount to NAV approx. 30%
- Gross dividend of EUR 3.31 p.s. over financial year 2022/2023

### Stock prices of KBC Group & KBC Ancora since 2018



### Discount to NAV of KBC Ancora since 2018





## KBC Ancora financials

- balance sheet
- results

# KBC Ancora balance sheet

## Core shareholder of KBC Group

Basically:

- 77,516,380 KBC Group shares  
18.6% of KBC Group
- Net debt of EUR 126.5 mio

Figures per 31.12.2022 in million euro (1H2022-2023)

Assets	3,756	Liabilities	3,756
Financial fixed assets	3,600	Capital	2,022
<i>KBC Group</i>	<i>3,600</i>	Reserves*	1,414
Own shares	34	Result	71
Liquidities	122	Creditors**	249

\*of which EUR 1,312 million unavailable reserves (142m legal reserve, 34m for own shares & 1,136m other unavailable reserves), and EUR 102 mio available reserves (resulting from 90% pay-out since 2019).

\*\* of which 243 mio euro financial debt

# KBC Ancora results & dividend

## Basic income statement

- Income: KBC Group dividend
- Expenses: limited operational & financial costs

## Dividend Policy

90% of the distributable recurring result for the financial year (i.e. after adjustment for any exceptional results and after the compulsory formation of the legal reserve) will be paid out as (interim-)dividend.

Formation of legal reserve: 5% of net profit per fiscal year until the legal reserves represent 10% of capital

(in million EUR)	2021/2022	2020/2021
<b>Income</b>		
Operating income	0.0	0.1
Financial income	821.7	545.8
<i>KBC Group dividend</i>	821.7	34.1
<i>Reversal of write-downs on financial fixed assets</i>	0.0	511.7
<b>Expenses</b>		
Operating costs	-3.3	-2.4
Financial costs	-13.6	-13.8
<b>Result</b>	<b>804.8</b>	<b>529.7</b>
Dividend	688.3	15.7
Dividend per share (EUR)	8.79	0.20



## KBC Ancora features

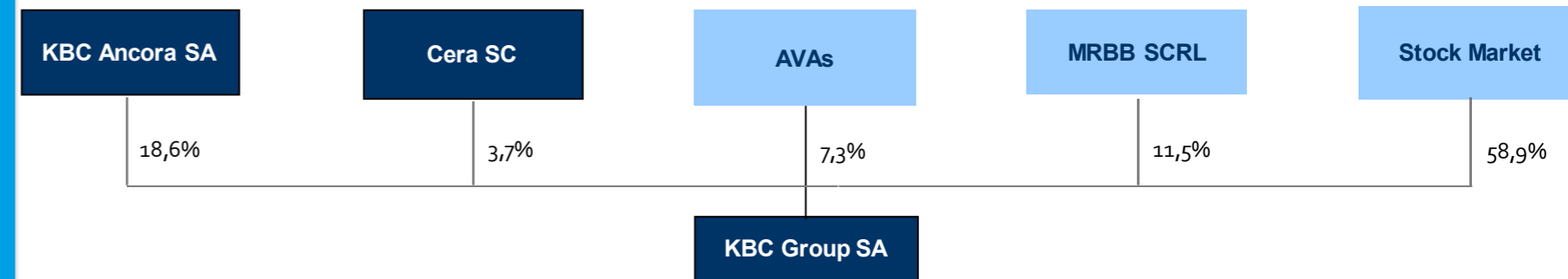
- strategic goal
- shareholder structure
- transparency declarations
- Société Anonyme with statutory manager

# Strategic goal of KBC Ancora

## Maintain & manage shareholding in KBC Group

- Continuation previous bank activities of CERA Group
- Provide shareholder stability KBC Group together with Cera, MRBB and other stable shareholders

### KBC Group Shareholder agreement



Shareholding as of end of December 2022 based on public data

Shareholder agreement between stable shareholders (KBC Ancora, Cera, MRBB and AVAs) consisting of > 41% of KBC Group shares. Cera and KBC Ancora acting as one party for purposes of the shareholders agreement



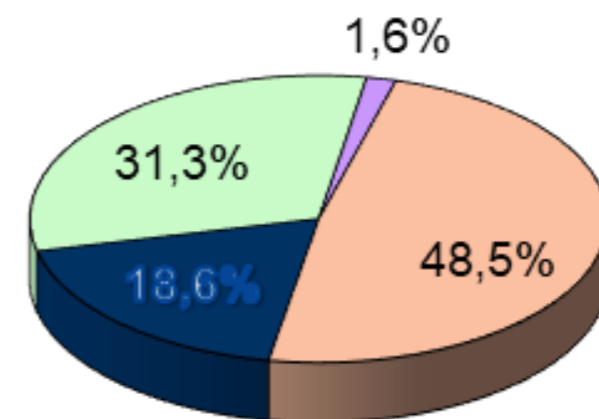
# Shareholder structure

## Cera holds 49.9% of KBC Ancora shares (31.12.2022)

- Every year from 1/1 - 30/6: D-members can withdraw from Cera → 4.2 KBC Ancora shares for each D-share (executed: end of June)
- Balance of withdrawals and net market purchasing/selling (nihil since 2009) by Cera impacts the free float

## KBC Ancora holds 1.6% of own shares

- After completion of the share repurchase programme, KBC Ancora holds 1.6% of its own shares. KBC Ancora has announced it will propose to an Extraordinary General Meeting in October 2023 that the repurchased shares be cancelled



- Cera's shareholding (to be distributed as 'reimbursement on withdrawal')
- Cera's shareholding (long-term investment)
- Repurchased KBC Ancora shares
- Stock Market



# Shareholder structure

## Double voting rights

- Since 2020 shareholders who hold shares in registered form for at least 2 years (uninterrupted) have double voting rights

## Current number of voting rights

- Reference date: 30 April 2023
- Total number of voting rights: 119,175,977

## Transparency declaration thresholds

- 3%, 5% and all multiples of 5% of the voting shares

## Transparency notifications

### Cera

- held 67% of voting rights at 30 October 2022
- no recent notification of Cera → implies Cera currently holds between 65% and 70% of the total number of voting rights

**No other shareholder(s)** notified a holding of > 3% of the voting rights

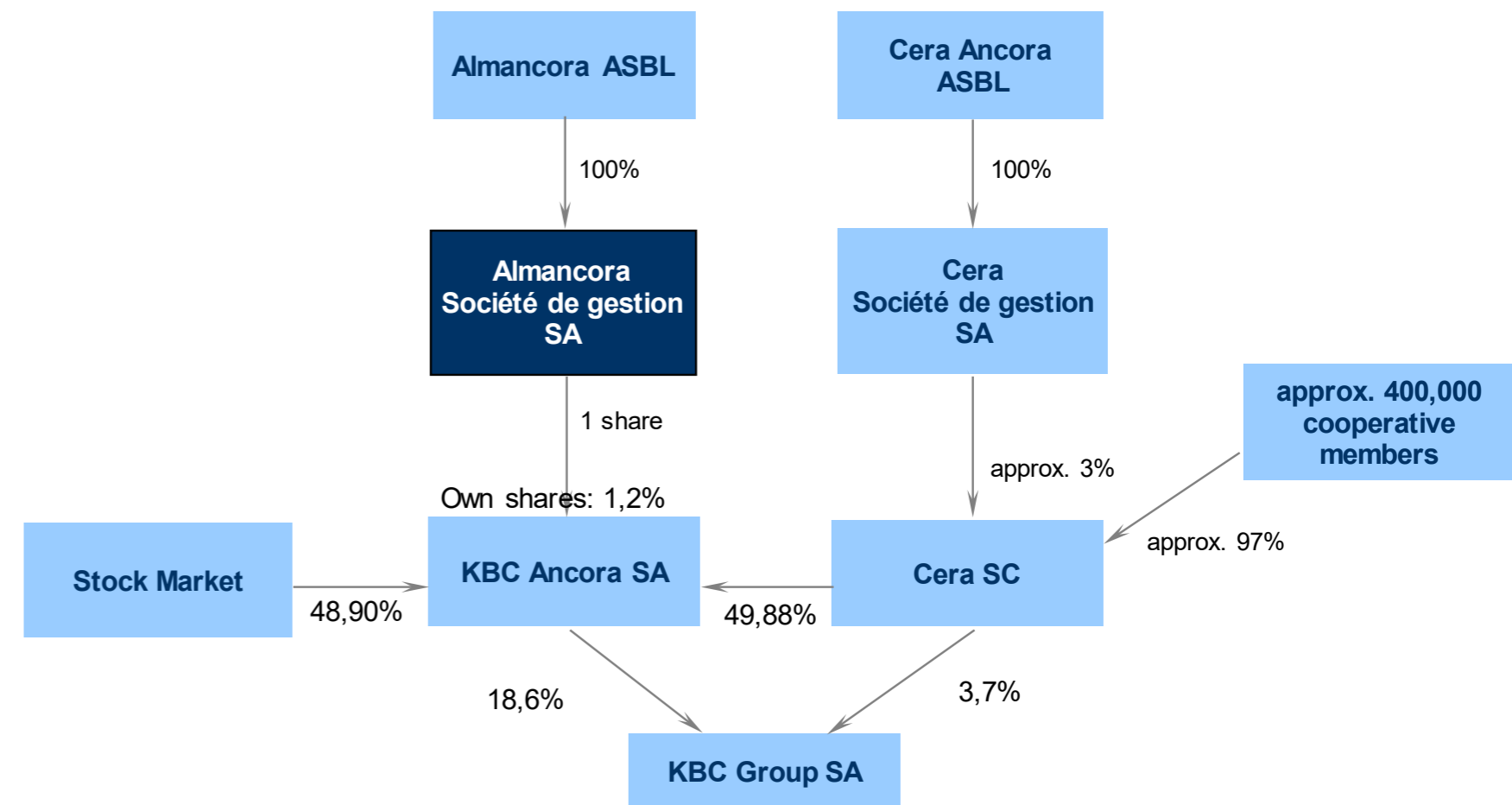
# KBC Ancora governance

## Almancora Société de gestion (ABM) as statutory Manager

- KBC Ancora is a Société Anonyme governed by a statutory manager, Almancora Société de gestion
- Veto right under Companies Code: ABM consent needed for:
  - resolutions of AGM affecting third parties (such as dividend payments)
  - changes to articles of association

## BOD of ABM

- minimum 2 executive directors ('A')
- minimum 4 Cera members' representatives ('B')
- minimum 3 independent directors ('C'), including the chairman



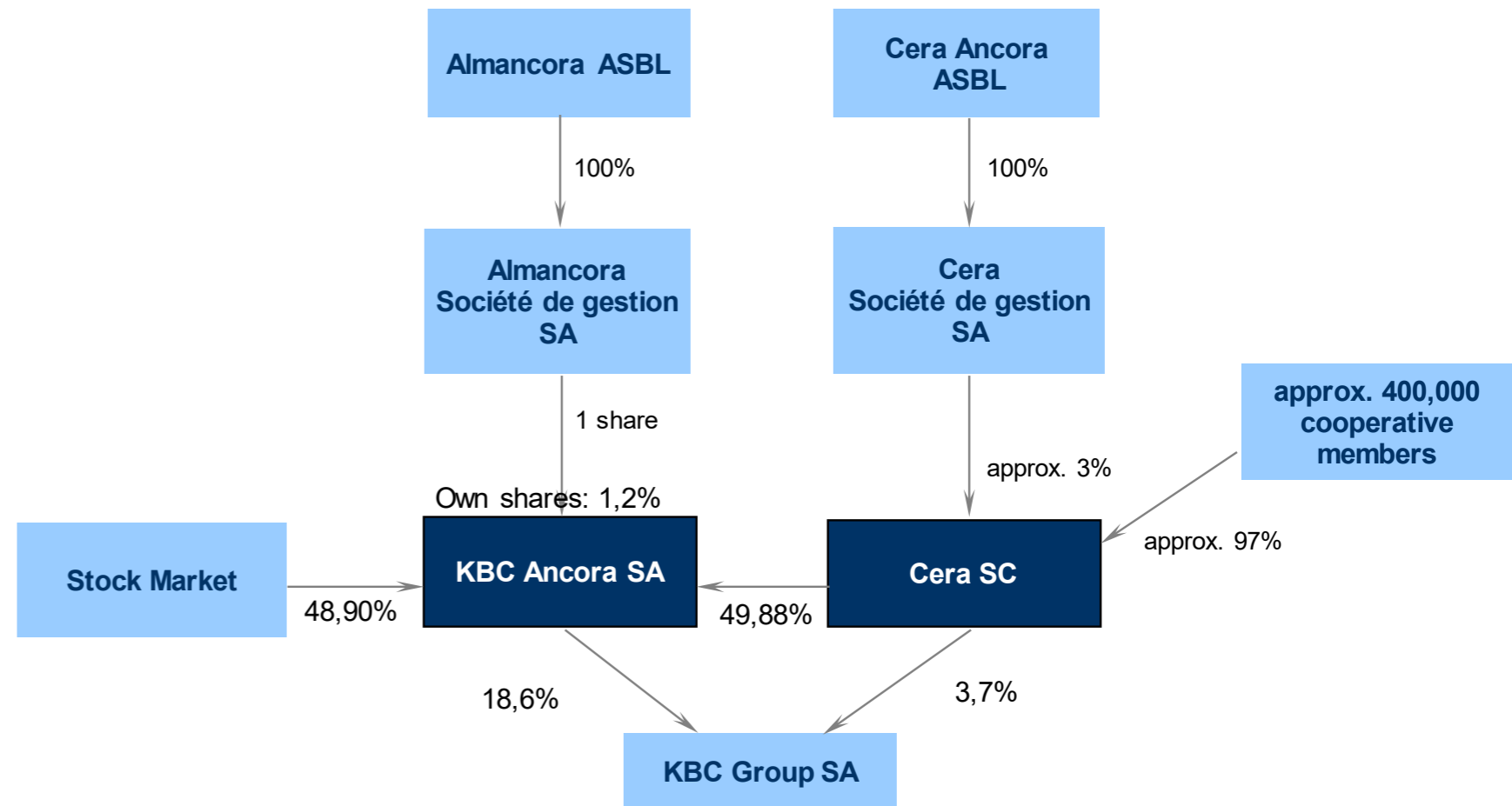


## Cera

- [link KBC Ancora - Cera](#)
- [Cera in brief](#)

# Link KBC Ancora - Cera

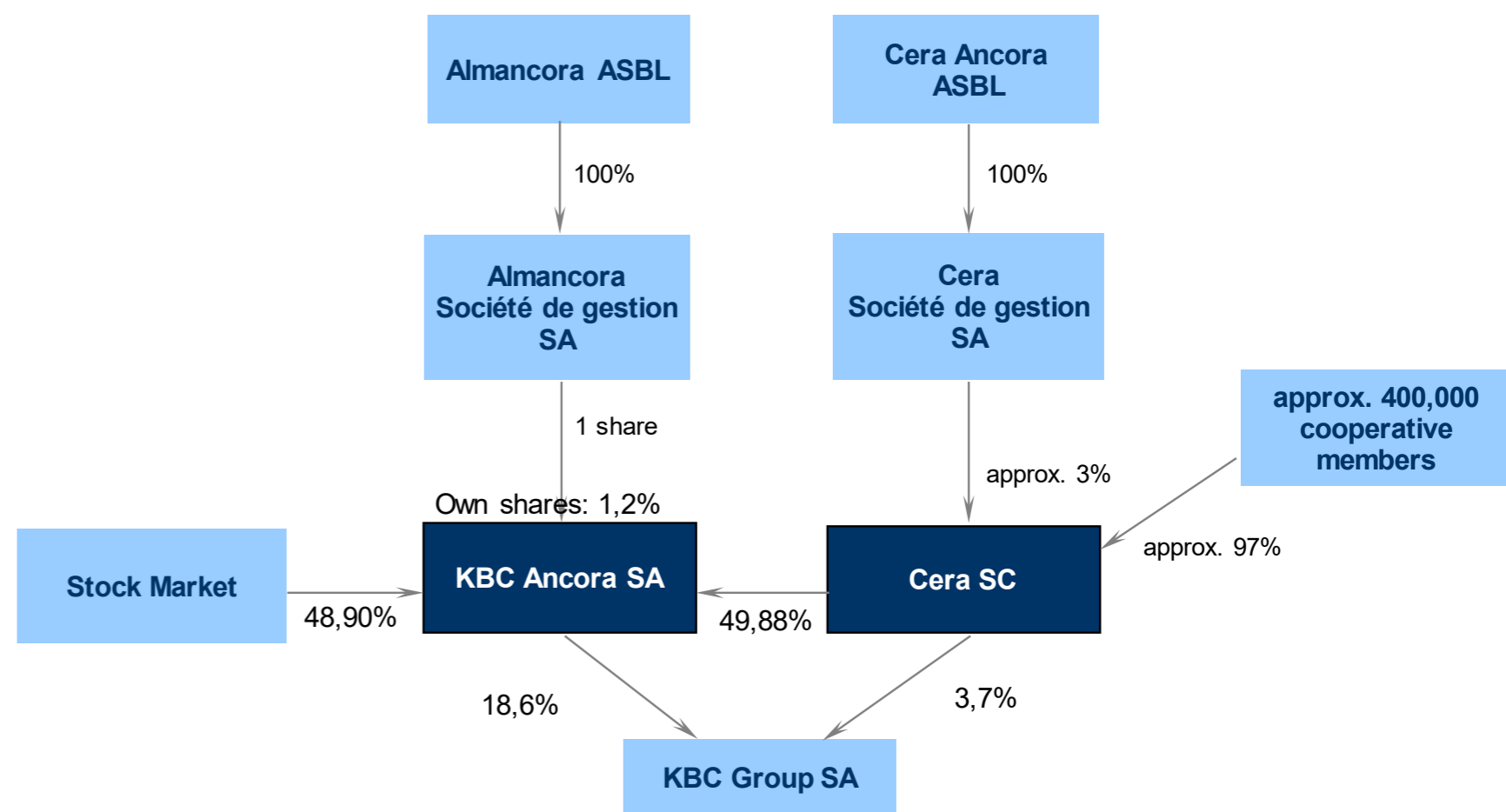
- Articles of association of KBC Ancora refer to *'To realize and maintain the anchoring of KBC Group in collaboration with the cooperative company Cera.'*
- Cera holds a participation in KBC Ancora of 49.9%
- Governance links
  - statutory managers of KBC Ancora and Cera have the same two executive directors
  - At least four 'B' directors at KBC Ancora's statutory manager are members' representatives at Cera
- Operational link
  - Sharing the same registered office
  - KBC Ancora has no staff of its own → uses Cera's service infrastructure via cost-sharing agreement



# Cera in brief

“Investing together in prosperity and welfare”

- Along with around 400,000 members, Cera invests in the community and focus on robust cooperation. By joining forces, Cera creates economic and social added value :
  - as a core shareholder, Cera ensures the solid foundations of the KBC group
  - Cera generates a positive impact in the community
  - members of Cera qualify for unique benefits
- Raiffeisen’s cooperative values of 'cooperation', 'solidarity' and 'respect for all' have underpinned the enterprise of Cera for over 130 years.



THANKYOU

-  KBC Ancora SA  
Muntstraat 1  
3000 Leuven - Belgium
-  +32 (0)16 27 96 72
-  mailbox@kbcancora.be
-  www.kbcancora.be

