

# PROXY FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE NATIONAL BANK OF BELGIUM ON 17 MAY 2016

The mandator (precise name):

Legal form:

Registered office:

Validly represented by:

Mr/Mrs

position:

and

Mr/Mrs

position:

owner of share(s) in the NATIONAL BANK OF BELGIUM, hereby declare assigning full power to:

Mr/Mrs:

Position:

Pursuant to Article 547bis, §4 of the Companies Code, **in the event of any potential conflict of interests** between a shareholder and his appointed representative, the representative is not authorised to exercise the voting right on behalf of the shareholder unless he has specific voting instructions for each item on the agenda. Without that, proxies will not be valid.

Conflicts of interest exist in particular if the representative:

1° is the Bank, is a shareholder who controls the Bank or is another entity controlled by such a shareholder;

2° is a member of the Bank's Board of directors, or a member of the management bodies of a shareholder who controls the Bank or a controlled entity referred to in 1°;

3° is an employee or external auditor of the Bank or of the Bank's controlling shareholder or of a controlled entity referred to in 1°;

4° is related to a natural person referred to in 1° to 3° or is the spouse or legal partner of such a person, or of a relation of such a person.

Proxies returned to the Bank without indicating a representative will be deemed to be addressed to the chairman of the Board of Directors and consequently fall within the scope of potential conflicts of interest. They will not be valid unless voting instructions are indicated for each item on the agenda.

to

- represent the mandator at the ordinary general meeting of shareholders of the NATIONAL BANK OF BELGIUM, to be held at 1000 Brussels, rue Montagne aux Herbes Potagères/Warmoesberg 61, on Tuesday, 17 May 2016 at 14.00 hrs,
- to take part in all deliberations in accordance with the agenda,
- cast all votes which the representative considers appropriate,
- in the event of a conflict of interests as mentioned above, to vote in accordance with the specific voting instructions indicated below, and
- for that purpose to sign any documents, elect domicile, make substitutions and generally do everything necessary or appropriate.

## AGENDA FOR THE MEETING

1° Introductory statement of the Governor

2° Report on operations during the financial year ending 31 December 2015

3° Statutory elections:

Proposals for decisions:

Regents: renewal of the terms of office of Messrs Gérald Frère and Rudy De Leeuw  
election of Messrs Pieter Verhelst and Jean-François Robe to replace Mrs Sonja De Becker and Mr Jean-Louis Six, respectively

Censors: renewal of the term of office of Mrs Mia De Schamphelaere  
election of Messrs Herman Matthijs, Eric Mathay and Grégoire Koutentakis to replace Messrs Luc Carsauw and David Szafran and Mrs Christine Lhoste, respectively

*(tick the appropriate box if you are in the situation of a potential conflict of interests - see box above)*

Regents: Renewal of the term of office of Mr Gérald Frère

For Mr Gérald Frère

For Mr Dimitri Lhoste

Against

Abstention

Renewal of the term of office of Mr Rudy De Leeuw

For Mr Rudy De Leeuw

For Mrs Marina Carlier

Against

Abstention

Replacement of Mrs Sonja De Becker

For Mr Pieter Verhelst

For Mr Rudolf Gotzen

Against

Abstention

Replacement of Mr Jean-Louis Six

For Mr Jean-François Robe

For Mr Eric Mathay

Against

Abstention

Censors:      Renewal of the term of office of Mrs Mia De Schampelaere

For

Against

Abstention

Election of Mr Herman Matthijs to replace Mr Luc Carsauw

For

Against

Abstention

Election of Mr Eric Mathay to replace Mr David Szafran

For

Against

Abstention

Election of Mr Grégoire Koutentakis to replace Mrs Christine Lhoste

For

Against

Abstention

In the case of extra items added to the agenda and proposals for decisions relating to them in accordance with Article 533ter of the Companies Code after notification of this proxy, the representative:

*(tick the appropriate box)*

is authorised to vote on the new items entered on the agenda

must abstain

Done at

(date)

THE  
SHAREHOLDER  
(Signature) (1)

(1) If the form is completed electronically, it must bear an electronic signature conforming to the legal requirements concerning electronic signatures.