



KBC Group
Naamloze vennootschap (company with limited liability)
Havenlaan 2
1080 Brussels
RLP Brussels 0403.227.515

BOND HOLDER PROXY STATEMENT for the purposes of taking part in an advisory voting capacity at the Annual General Meeting of the SHAREHOLDERS of KBC Group NV to be held on 7 May 2015

The undersigned,
(full name and address of the bond holder; for a legal person, full name and registered office)

.....
.....

holder of (number)..... bonds

(name of the issue).....

issued by KBC Group NV, hereby declares that he/she/it grants a proxy to

Mr/Ms

in pursuance of and in compliance with the provisions of Article 28 of the Articles of Association, to represent him/her/it in an advisory voting capacity at the Annual General Meeting of the shareholders of KBC Group NV, the agenda for which is given below, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels, at 10 a.m. on Thursday, 7 May 2015.

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 2014.
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 2014.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2014.
4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2014.
5. Resolution to approve the proposed profit distribution of KBC Group NV for the financial year ending on 31 December 2014, with 835 561 316.00 euros being paid as a gross dividend, i.e. a gross dividend of 2 euros per share, and 13 169 787.55 euros being allocated for employee profit-sharing bonuses.
6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2014, 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 2014.
8. Resolution to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2014.
9. Appointments
 - a. Resolution to appoint Mr Koen Algoed as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019, subject to the approval of the supervisory authority.
 - b. Resolution to definitively appoint Mr Alain Bostoen, coopted by the Board of Directors on 12 November 2014, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - c. Resolution to re-appoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - d. Resolution to re-appoint Mr Luc Discry as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - e. Resolution to re-appoint Mr Frank Donck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - f. Resolution to re-appoint Mr Thomas Leysen as independent director within the meaning of and in line with the criteria set out in Article 526ter of the Companies Code, for a period of four years, i.e. until the close of the Annual General Meeting of 2019.
 - g. Resolution to re-appoint Mr Luc Popelier as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. Bearing in mind the advice issued by the Nomination Committee, the Board of Directors recommends the proposed 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 from 2 April 2015 on.

10. Other business

Drawn up and signed (*) in (town/city).....
on (date)

.....
.....

(*) *signature of the bondholder, preceded by the words written in the signatory's own hand 'valid as proxy'*