

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

PROXY

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

.....
.....

holder of *(number)* share(s) of no nominal value of the naamloze
vennootschap (type of limited company) KBC Group, hereby declares:

I. that he/she/it confers proxy on:

(full name of one solitary proxy¹)

.....

pursuant to and in accordance with the terms of Article 28 of the company's articles of association for the purpose of representing him/her/it for the aforementioned number of shares at the Annual General Meeting the agenda of which is stated in item II, below, which is to take place at the company's registered office at Havenlaan 2, 1080 Brussels, on **Wednesday, 4 May 2016 at 10 a.m.**

¹Article 547bis (1) of the Companies Code stipulates that a shareholder of KBC Group NV may only appoint one person as proxy for a particular general meeting except in the following cases:

– A shareholder can appoint a different person as proxy for each form of share (i.e. registered and book-entry) he/she/it possesses, and for each custody account he/she/it possesses if he/she/it has KBC Group NV shares on more than one custody account.

– A person that is a qualified shareholder that also acts professionally for the account of other natural or legal persons can grant proxy to each of the other natural or legal persons or to a third party appointed by them.

Shareholders are requested to complete and sign a separate proxy form for each proxy he/she/it wishes to appoint.

II. he/she/it gives the proxy the following voting instructions:²

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 2015.

This gives no entitlement to a vote.

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 2015.

This gives no entitlement to a vote.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2015.

This gives no entitlement to a vote.

4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2015.

☐ **for**

☐ **against**

☐ **abstention**

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2015 for which no dividend will be paid and 11 470 170.52 euros being allocated for employee profit-sharing bonuses.

☐ **for**

☐ **against**

☐ **abstention**

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2015, as included in the combined annual report of the Board of Directors of KBC Group NV referred to under item 1 of this agenda.

☐ **for**

☐ **against**

☐ **abstention**

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

² If the shareholder (i) appoints a proxy who has a potential conflict of interests with the shareholder within the meaning of Article 547*bis* (4) of the Companies Code or (ii) does not fill in the name of the proxy (a blank proxy), and the proxy is assumed by someone with such a potential conflict of interests, then, in terms of the foregoing article, the proxy may only cast a vote provided he/she has specific voting instructions for each item on the agenda.

7. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during the 2015 financial year.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

8. Motion to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during the 2015 financial year.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

9. In pursuance of the proposal made by the Audit Committee and on a nomination by the works council, motion to appoint PricewaterhouseCoopers Bedrijfsrevisoren BCVBA ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting in 2019. PwC has designated Mr Roland Jeanquart and Mr Tom Meuleman as representatives.
Motion to fix the statutory auditor's fee at 145 000 euros for financial year 2016 and 152 000 euros a year for financial years 2017 and 2018.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

10. Appointments

- a. Motion to appoint Ms Sonja De Becker as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

- b. Motion to reappoint Mr Lode Morlion as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

- c. Motion to reappoint Ms Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 526^{ter} of the Companies Code, for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

- d. Motion to reappoint Mr Theodoros Roussis as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

- e. Motion to reappoint Mr Johan Thijs as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

- f. Motion to reappoint Ms Ghislaine Van Kerckhove as a director for a period of four years, viz. until the close of the annual general meeting in 2020.

☐ for

☐ against

☐ abstention

If you do not register a preference or a clear preference, you will be deemed to have voted 'for'.

The proposed changes in the composition of the Board of Directors will be discussed during the Annual General Meeting. On the basis of 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 31 March 2016. Brief CVs of the directors whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: Members).

11. Other business

This gives no entitlement to a vote.

III. that the proxy³

must abstain from voting on new items that – in line with Article 533~~ter~~ of the Companies Code – can be put on the agenda at the request of one or more shareholders together owning at least 3% of the share capital of the company.

Please tick the box if you do indeed wish to authorise the proxy to vote on such new agenda items: ☐ ⁴

Drawn up and signed in (town/city).....on (date).....2016

(signature of the shareholder, preceded by the words written in the signatory's own hand 'good for proxy')

.....

³ Article 533~~ter~~ (4), third paragraph, of the Companies Code states that the proxy must indicate whether the holder of the proxy is authorised to vote on new agenda items to be dealt with or whether he/she must abstain.

⁴ In the cases described in footnote 2, the proxy may only vote on new items put on the agenda provided that he/she is in possession of specific instructions for each item. These voting instructions may be given by means of the adjusted proxy form that will be available on the website at www.kbc.com (Home > Corporate Governance > General Meeting) no later than 19 April 2016.