



**KBC Group  
Naamloze vennootschap  
(company with limited liability)  
Havenlaan 2 – 1080 Brussels  
VAT BE 0403.227.515 (RLP Brussels)  
[www.kbc.com](http://www.kbc.com)**

## **PROXY**

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

.....  
.....

Declares to be holder of ..... share(s) of no nominal value of the naamloze vennootschap (type of limited company) KBC Group, for which he/she/it declares:

**I. that he/she/it confers proxy, with the right of substitution, on:**

(*full name of one solitary proxy<sup>1</sup>*)

.....

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 at the Annual General Meeting of the shareholders of KBC Group NV, for which the agenda is included under point II below, which will be held at the company's office, 1080 Brussels, Havenlaan 2, on **Thursday 7 May 2020**, starting at 10 a.m.

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<sup>1</sup>Article 7:143 (1) of the Code on Companies and Associations 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:**<sup>2</sup>

**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 2019.

**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 2019.

**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 2019.

**This gives no entitlement to a vote.**

4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2019.

**for**

**against**

**abstention**

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

5. Resolutions with respect to the profit distribution by KBC Group NV for the financial year ending on 31 December 2019:

a) First resolution to allocate 10 289 215.22 euros as categorized profit premium as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorized profit premium concerning financial year 2019.

**for**

**against**

**abstention**

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

b) Second resolution to allocate 416 155 676 euros as a gross dividend, i.e. a gross dividend per share of 1 euro. Further to payment of an interim dividend in the sum of 416 155 676 euros, it is therefore proposed not to distribute a final dividend.

**for**

**against**

**abstention**

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

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<sup>2</sup> If the shareholder (i) appoints a proxy who has a potential conflict of interests with the shareholder within the meaning of Article 7:143 (4) of the Code on Companies and Associations 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.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2019, 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'.**

7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2019.

for

against

abstention

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

8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2019.

for

against

abstention

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

9. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2019, by increasing it to 252 134 euros.

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. Resolution to endow Mr. Koenraad Debackere with the capacity of independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Code on Companies and Associations and in the 2020 Belgian Code on Corporate Governance, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2023.

for

against

abstention

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

b. Resolution to appoint Mr. Erik Clinck, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

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

c. Resolution to appoint Mrs. Liesbet Okkerse, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

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

d. Resolution to re-appoint Mr. Theodoros Roussis, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

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

e. Resolution to re-appoint Mrs. Sonja De Becker, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

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

f. Resolution to re-appoint Mr. Johan Thijs, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

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

g. Resolution to re-appoint Mrs. Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Code on Companies and Associations and in the 2020 Belgian Code on Corporate Governance for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

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. In consideration of the advice issued by the Nomination Committee, the Board of Directors recommends the proposed appointments.

A brief CV for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which will be available at [www.kbc.com](http://www.kbc.com) from Friday, April 3, 2020.

A brief CV of the directors whose reappointment is proposed can be seen at [www.kbc.com](http://www.kbc.com) (Home – Corporate Governance – Leadership – Board of Directors: Members).

## 11. Other Business

**This gives no entitlement to a vote.**

### **III. that the proxy**<sup>3</sup>

must abstain from voting on new items that – in line with Article 7:130 of the Code on Companies and Associations – 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:  <sup>4</sup>

Drawn up and signed in (town/city).....on (date).....2020

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

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<sup>3</sup> Article 7:130 (4), third paragraph, of the Code on Companies and Associations 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.

<sup>4</sup> 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](http://www.kbc.com) (Home > Corporate Governance > General Meeting) no later than 22 April 2020.