



KBC Bank
Naamloze vennootschap (company with limited liability)
Havenlaan 2 - 1080 Brussels
VAT BE 0462.920.226 (RLP Brussels)

BOND HOLDER'S PROXY for the purposes of participating with an advisory vote
at the Annual General Meeting of SHAREHOLDERS
of KBC Bank NV on 24 April 2019

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 issue).....

issued by KBC Bank 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, in order to represent him/her/it with an advisory vote at the Annual General Meeting of the shareholders of KBC Bank NV, whose agenda is set forth below, which will be held at the company's registered office, 1080 Brussels, Havenlaan 2, at 11 a.m. on Wednesday, 24 April 2019.

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Bank NV on the company and consolidated annual accounts for the financial year ending on 31 December 2018.
2. Review of the statutory auditor's reports on the company and consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
4. Resolution to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2018.
5. Resolution to approve the proposed profit distribution of KBC Bank NV for the financial year ending on 31 December 2018, whereby 906 076 197,18 euros will be paid as a gross dividend, i.e. a gross dividend per share of 0,99 euros, and 18 163 870,04 euros allocated as categorized profit premium to the employees.

6. Resolution to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2018 financial year.
7. Resolution to grant discharge to the statutory auditor of KBC Bank NV for the performance of its duties during the 2018 financial year.
8. 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 2018, by increasing it to 2 301 542 euros.
9. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, motion to reappoint PricewaterhouseCoopers Bedrijfsrevisoren CVBA ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting in 2022. PwC has designated Mr Gregory Joos and Mr Roland Jeanquart as representatives.

Motion to fix the statutory auditor's fee at an annual amount of 1 924 000 euros, to be adjusted annually on the basis of the consumer price index figure, with a maximum increase of 2% per year.

10. Appointments

- a. Resolution to definitively appoint Mrs Vladimira Papirnik, co-opted by the Board of Directors on Thursday 20 December 2018, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2023.
- b. Resolution to definitively appoint Mrs Julia Kiraly, co-opted by the Board of Directors on Thursday 20 December 2018, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2023.
- c. Resolution to reappoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting in 2023.
- d. Resolution to reappoint Mr Thomas Leysen as director for a period of four years, i.e. until the close of the Annual General Meeting in 2023.

11. Other business

In order to avoid confusion, please note that this proxy concerns the Annual General Meeting of the Shareholders of KBC Bank NV, whose shares are not sold to the public.

Bondholders are entitled to attend the Annual General Meeting of Shareholders, but they have only advisory voting capacity.

Drawn up and signed(*) in (*place*)

on (*date*).....

.....

(*) *signature of the bond holder, preceded by the words written in the signatory's own hand 'good for power of attorney'*