



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

BOND HOLDER'S PROXY for the purposes of participating with an advisory vote at the Annual General Meeting of SHAREHOLDERS of KBC Group NV on 4 May 2017

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 Group NV hereby grants proxy to

Mr/Ms

.....

pursuant to and in accordance with the terms of Article 28 of the company's articles of association for the purpose of attending in his/her/its name and for his/her/its account with advisory vote at the Annual General Meeting of shareholders of KBC Group NV, the agenda of which is enclosed, which is to take place at the company's registered office at 1080 Brussels, Havenlaan 2, on Thursday, 4 May 2017 at 10 a.m.

Agenda of 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 2016.
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 2016.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2016.
4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2016.
5. Resolution to approve the proposed profit distribution by KBC Group NV for the financial year ending on 31 December 2016, whereby 1 171 156 805.60 euros will be paid as a gross dividend, i.e. a gross dividend per share of 2.80 euros, and 10 886 980.28 euros allocated as employee

profit-sharing bonuses. Further to payment of an interim dividend in the sum of 418 087 058.00 euros, the balance of gross dividend remaining to be paid is 753 069 747.60 euros, i.e. a gross final dividend of 1.80 euros per share.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2016, 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 2016.
8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2016.
9. Appointments
 - a. Resolution to definitively appoint Ms Katelijn Callewaert, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - b. Resolution to definitively appoint Mr Matthieu Vanhove, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - c. Resolution to definitively appoint Mr Walter Nonneman, co-opted by the Board of Directors on 15 December 2016, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - d. Resolution to reappoint Mr Philippe Vlerick as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.
 - e. Resolution to appoint Mr Hendrik Scheerlinck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2021.

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 from 31 March 2017. A brief CV of the director whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: Members).

10. Other business

Drawn up and signed(*) in *(place)*
on *(date)*.....
.....
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(*) signature of the bond holder, preceded by the words written in the signatory's own hand 'good for power of attorney')