



**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 and the Extraordinary General Meeting of**  
**SHAREHOLDERS**  
**of KBC Bank NV on 25 April 2018**

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 and the Extraordinary 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, 25 April 2018.

**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 2017.
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 2017.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2017.
4. Resolution to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2017.

5. Resolution to approve the proposed profit distribution of KBC Bank NV for the financial year ending on 31 December 2017, whereby
  - 1 198 949 311.42 euros will be paid as a gross dividend, i.e. a gross dividend per share of 1.31 euros.
  - 20 341 023.34 euros are allocated in the form of a profit premium to the employees, of which
    - 17 677 139.94 euros by means of categorised profit premium as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorised profit premium over the financial year 2017;
    - 2 663 883.40 euros by means of identical profit premium. An identical profit premium of 300 euros is granted to each of the employees, without taking into account a condition of seniority. This amount will only be adapted on a pro rata basis in function of the start and end date of the employment contract and in function of the (non)assimilated grounds for suspension in the financial year 2017, both as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorised profit premium over the financial year 2017.
6. At the request of the statutory auditor and following a favourable opinion of the Audit Committee, resolution to increase the fee of the statutory auditor for the financial year 2017, by bringing it from 1 655 000 euros to 2 212 765 euros.
7. Resolution to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2017 financial year.
8. Resolution to grant discharge to the statutory auditor of KBC Bank NV for the performance of its duties during the 2017 financial year.
9. Appointments
  - a. Resolution to reappoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting in 2022.
  - b. Resolution to reappoint Ms Christine Van Rijseghem as director for a period of four years, i.e. until the close of the Annual General Meeting in 2022.
  - c. Resolution to reappoint Mr Nabil Ariss as independent director within the meaning of and in accordance with the criteria set out in Article 526ter of the Companies Code for a term of four years, i.e. until the close of the Annual General Meeting in 2022.
10. Other business

### **Agenda for the Extraordinary General Meeting**

1. Resolution to amend Article 8, third paragraph of the Articles of Association as follows:  
*“In the event a share premium is paid on a capital increase decided upon by the Board of Directors or the General Meeting of Shareholders, or on the conversion of bonds or the exercise of warrants, or if an issue price is posted to the accounts as a share premium on the issue of warrants decided upon by the Board of Directors or the General Meeting of Shareholders, this shall be earmarked for appropriation to the share premium account unavailable for distribution, which will, to the same extent as the share capital, serve as security for third parties, and which, except in the event of the incorporation of this share premium in capital, may be exercised only pursuant to a decision of the General Meeting of Shareholders deliberating under the quorum and majority conditions prescribed for the reduction of share capital.”*

2. Resolution to amend Article 34, paragraphs 1 and 2 of the Articles of Association by replacing them as follows:  
*“The Board of Directors is entitled, prior to any Ordinary, Special or Extraordinary General Meeting, to adjourn or cancel the meeting. During any General Meeting the Board of Directors shall have the right to adjourn for three weeks the decision regarding the approval of the financial statements.  
The adjournment of the decision regarding the approval of the financial statements puts an end to the deliberation and renders invalid the resolutions passed with regard to the financial statements, including the resolutions on the discharge of the Directors and the statutory auditor. However, it does neither affect the deliberation nor the decisions in respect of resolutions having nothing to do with the financial statements.”*
  
3. Resolution to amend Article 37 of the Articles of Association as follows:  
*“The net profit shall be appropriated as follows:  
1. At least five per cent (5%) shall be set aside for the legal reserve, until such time as the latter amounts to one-tenth of the share capital.  
2. An amount shall then be deducted which is required to allocate payments to the holders of profit-sharing certificates as stipulated in the annex to these Articles of Association.  
On proposal of the Board of Directors the General Meeting of Shareholders decides on the appropriation of the balance of the net profit.”*
  
4. Resolution to amend Article 38 of the Articles of Association as follows:  
*“The Board of Directors is authorised, in accordance with statutory provisions, to pay an interim dividend on the result of the current financial year. This payment can only be made on the result of the current financial year, if applicable reduced with the loss carried forward or increased with the profit carried forward.”*
  
5. The General Meeting resolves to grant power of attorney to Jean Van den Bossche and Joeri Piessens, to that end choosing venue for service at the address of ‘Berquin Notarissen’, a non-commercial company trading as a limited liability cooperative society, each individually acting with power of substitution, to draw up and sign the consolidated text of the Articles of Association of the company, and to file them with the registry of the commercial court of relevant jurisdiction in accordance with the relevant provisions of statute.
  
6. Resolution to grant authorisations for implementation of the resolutions passed.
  
7. Power of attorney to effect the requisite formalities with the Crossroads Bank for Enterprises and tax authorities.

In order to avoid confusion, please note that this proxy concerns the Annual General Meeting and the Extraordinary 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 and the Extraordinary 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')