



**KBC Group**  
**Naamloze Vennootschap**  
**(company with limited liability)**  
**Havenlaan 2 – 1080 Brussels**  
**VAT BE 0403.227.515 (RLP Brussels)**  
**www.kbc.com**

**VOTING FORM ANNUAL EXTRAORDINARY GENERAL MEETING**

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This form can be sent to KBC Group NV in either of the following ways:

- a. By post for the attention of the Group Secretary, KBC Group NV (SDB), Havenlaan 2, 1080 Brussels, or
- b. By e-mail to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be) (with a scanned or photographed copy of the completed and signed voting form in attachment).

The voting form must reach KBC Group NV **by no later than midnight (Belgian time) on Friday, 28 April 2023.**

Shareholders who vote by means of this form must also meet the admission requirements described in the convening notice to ensure that due consideration is taken of the votes cast in this manner.

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The undersigned,  
*(Full name and address of the shareholder. If a legal entity, its full name and registered office)*

.....  
 .....

**Declares** that, on the record date – Thursday, 20 April 2023 at midnight (Belgian time) – he/she was in possession of ..... no-par-value registered shares of KBC Group NV and/or ..... no-par-value book-entry share(s) of KBC Group NV,

**Hereby**, pursuant to Article 7:146 of the Belgian Companies and Associations Code and Article 28bis of the Articles of Association of KBC Group NV, and representing all the aforementioned shares, **votes remotely** as follows **on all the resolutions on the agenda of the Extraordinary General Meeting to be held at the registered office at Havenlaan 2, 1080 Brussels, on Thursday, 4 May 2023:**

**Agenda for the Extraordinary General Meeting**

1. Review of the report of the Board of Directors, drawn up pursuant to Article 7:199, second paragraph of the Belgian Companies and Associations Code with a view to the granting to the Board of Directors of the authorisation to increase the share capital.

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

2. Motion to grant the authorisation to the Board of Directors for a period of five years, starting from the date of publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 4 May 2023, to increase the share capital in one or more steps via the issue of shares, of convertible bonds, subordinated or otherwise, or of subscription rights, linked or otherwise to subordinated or unsubordinated bonds and this:

1°) by an amount of one hundred forty-six million euros (146 000 000 euros). When the Board of Directors decides within the framework of this part of the authorisation on an issue to which in principle the preferential subscription rights of existing shareholders apply, the Board is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company's interest, to suspend or restrict these preferential subscription rights;

and

2°) by an amount of five hundred and fifty-four million euros (554 000 000 euros). Upon deciding to increase capital within the framework of this part of the authorisation, the Board of Directors is not authorised to suspend or restrict the preferential subscription rights of existing shareholders;

and to replace Article 7 of the Articles of Association accordingly, as follows:

*"The Board of Directors is authorised to increase the share capital in one or more steps under the terms and conditions to be determined by the Board and in accordance with the at the time of the capital increase prevailing statutory provisions.*

*Furthermore, the Board of Directors is authorised to decide in one or more steps on the issue of convertible bonds, subordinated or otherwise, or subscription rights, linked or otherwise to subordinated or unsubordinated bonds and which may lead to increases of capital.*

*This authorisation is granted for an amount of:*

1°) *one hundred forty-six million euros (146 000 000 euros). Upon deciding within the framework of this part of the authorisation on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights to which in principle the preferential subscription rights of the existing shareholders apply, the Board of Directors is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company's interest, to restrict or suspend the preferential subscription rights of existing shareholders.*

*The Board may also do so to the benefit of one or more specific persons, as far as this is not prohibited by law. If the preferential subscription rights are suspended or restricted, the Board of Directors may grant a right of precedence to the existing shareholders on allotment of the new shares, convertible bonds or subscription rights.*

and

2°) *five hundred and fifty-four million euros (554 000 000 euros). Upon deciding on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights within the framework of this part of the authorisation, the Board of Directors is not authorised to restrict or suspend the preferential subscription rights of existing shareholders.*

*The increases of capital decided upon under this authorisation may be carried out by both contribution in cash or in kind and by the incorporation of reserves or share premium accounts. The reserves or share premium accounts may be incorporated with or without new shares being issued.*

*In addition, the Board of Directors is authorised to determine the dividend entitlement of the shares that will be issued following capital increases and of the shares that will be issued following the conversion of the bonds or exercise of the subscription rights carried out under this authorisation.*

*The Board of Directors may exercise this authorisation during the five years following publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 4 May 2023. This authorisation can be extended in accordance with the at the time of the renewal prevailing statutory provisions."*

The final text of the proposed new article 7 of the Articles of Association will be brought in line with the result of the voting on the parts under 1°) and 2°) of the authorisation.

Vote on part under 1°):

for  against  abstention

Vote on part under 2°):

for  against  abstention

3. Motion to insert the following transitional provision in Article 7 of the Articles of Association with regard to the authorisation to the Board of Directors to increase the capital:

*"The authorisation to increase the share capital granted to the Board of Directors by resolution of the Extraordinary General Meeting of Shareholders of 4 October 2018 remains effective for the remaining amount until publication in the Appendices to the Belgian Official Gazette of the authorisation granted by the Extraordinary General Meeting of Shareholders of 4 May 2023."*

for  against  abstention

4. Motion to replace the third paragraph of Article 8 of the Articles of Association regarding the allocation of share premiums by the following text:

*"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 subscription rights, or if an issue price is posted to the accounts as a share premium on the issue of subscription rights decided upon by the Board of Directors or the General Meeting of Shareholders, this will be earmarked for appropriation to a share premium account and recorded as own funds on the liabilities side of the balance sheet."*

for  against  abstention

5. Motion to insert a second paragraph in Article 11 of the Articles of Association regarding the authorisation to cancel treasury shares, as follows:

*"The Board of Directors is authorized to cancel the treasury shares acquired or to be acquired pursuant to the share buy-back authorisation granted by the General Meeting of Shareholders of May 5, 2022, at such times as it deems appropriate. The Board of Directors, or one or more directors appointed by the Board of Directors, is authorized, as a result of this cancellation, to adjust the number of shares specified in the Articles of Association and to have the necessary amendment to the Articles of Association adopted by notarial deed."*

for  against  abstention

6. Motion to replace the second paragraph of Article 17 of the Articles of Association regarding the signing of reports recording the decisions of the Board of Directors, as follows:

*"Each report shall be signed by the acting chairman and by the other members of the Board of Directors who so request."*

for  against  abstention

7. Motion to replace the first paragraph of Article 20 of the Articles of Association regarding the powers of the Executive Committee as follows:

*"By virtue of a transfer of powers by the Board of Directors, the Executive Committee holds all managerial powers necessary or useful for achieving the company's object, with the exception of the determination of the company's general policy and strategy and all acts reserved by law to the Board of Directors."*

- for**                       **against**                       **abstention**
8. Motion to delete the transitional provision in Article 23 of the Articles of Association regarding bond holders' rights.
- for**                       **against**                       **abstention**
9. Motion to grant a power of attorney to draw up and sign the consolidated text of the Articles of Association of the company, and to file it with the registry of the court of relevant jurisdiction.
- for**                       **against**                       **abstention**
10. Motion to grant authorisation for implementation of the motions passed.
- for**                       **against**                       **abstention**
11. Motion to grant a power of attorney to effect the requisite formalities with the Crossroads Bank for Enterprises and the tax authorities.
- for**                       **against**                       **abstention**

Shareholders who have cast their votes by validly returning this form cannot then choose another way to participate at the Extraordinary General Meeting for the votes thus cast.

This form will be deemed null and void in its entirety if the shareholder has not indicated his/her voting choice for one or more resolutions on the agenda.

If, pursuant to Article 7:130 of the Belgian Companies and Associations Code, one or more shareholders exercise their right to put items on the agenda and/or to table draft resolutions, this form will remain valid for the items on the agenda to which it relates, provided KBC Group NV receives the form before the amended agenda is published. Notwithstanding the above, a vote cast via this form that relates to an item on the agenda, for which a new draft resolution has been drawn up, will not be counted. Shareholders who so wish may vote on the new agenda items and/or new resolutions using the new voting form that KBC Group NV will make available at [www.kbc.com](http://www.kbc.com) (Home > Corporate Governance > General Meeting > 04MAY2023) by no later than Wednesday, 19 April 2023.

Drawn up and signed in (*town/city*) ..... on (*date*) ..... 2023

(*signature of the shareholder*)

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