



**KBC Group**  
**Naamloze vennootschap**  
**(company with limited liability)**  
**Havenlaan 2 – 1080 Brussels**  
**VAT BE 0403.227.515 (RLP Brussels)**  
**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 KBC Group NV for which they declare:

**I. to confer proxy on:**

*(make your choice by ticking one of both boxes<sup>1</sup>)*

- (Full name of one solitary proxy, who will attend physically to the Annual General Meeting)*

Name proxy.....

- (Full name of one solitary proxy, who will only be able to remotely participate in the Annual General Meeting mentioned below using an electronic means of communication made available by KBC Group NV. To that end, the e-mail address of the shareholder must also be mentioned)*

Name proxy:.....

E-mail address shareholder: .....

in pursuance of and in compliance with the provisions of Article 28 of the Articles of Association, in order to represent them at the Annual General Meeting, the agenda of which is included in point II below, that will be held at the company’s registered office, Havenlaan 2, 1080 Brussels, **at 10 a.m. on Thursday, 2 May 2024.**

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<sup>1</sup> Article 7:143 (1) of the Companies and Associations Code stipulates that a shareholder of KBC Group NV may only nominate one person as proxy for a particular general meeting, except in the following cases:  
 – A shareholder may assign a different person as proxy for each form of share (i.e. registered and book-entry) they possess, and for each custody account they possess if they have 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 may 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 they wish 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 2023.

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

2. Review of the auditor's reports on the company and consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2023.

**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 2023.

**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 2023, including the following appropriation of the results:

- a) 2 623 114.67 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 9 December 2021 concerning the categorised profit bonus for financial year 2023;
- b) 1 684 872 213.70 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.15 euros per share.\*

(\*) Further to payment of an interim dividend in the sum of 1.00 euro, the balance of gross dividend remaining to be paid is 1 273 363 868.70 euros, i.e. a gross dividend of 3.15 euros per dividend entitled share.

The dividend payment date is 15 May 2024.

for

against

abstention

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

5. Resolution to increase the annual fixed remuneration of the members of the Audit Committee and the Risk and Compliance Committee by 30 000 euros as from 1 January 2024.

for

against

abstention

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

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<sup>2</sup> If the shareholder designates proxy who has a potential conflict of interest with the shareholder within the meaning of article 7:143 §4 of the Belgian Companies Code, or does not provide the name of the proxy (blank proxy), and the proxy is taken by a person who has such potential conflict of interest, the proxy may, in accordance with the aforementioned article, only vote provided that it has received 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 2023, 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 given instruction to vote 'for'.**

7. Resolution to approve the remuneration policy of KBC Group NV made available as a separate document at [www.kbc.com](http://www.kbc.com).

for  against  abstention

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

8. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2023.

for  against  abstention

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

9. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2023.

for  against  abstention

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

10. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to adjust the statutory auditor's fee for financial year 2023 to the amount of 237 913.66 euros.

for  against  abstention

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

11. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to appoint KPMG Bedrijfsrevisoren having its registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem as auditor for the assurance of the sustainability reporting, for the statutory period that will be imposed by the upcoming Belgian law transposing Directive (EU) 2022/2464 on corporate sustainability reporting ("CSRD"), but in any case and at least for the sustainability reporting over financial year 2024 viz. until the close of the annual general meeting of 2025. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Steven Mulkens as representatives. Resolution to set the fee for the assurance for financial year 2024 at 445 441 euros.

for  against  abstention

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

## 12. Appointments

- 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 in 2028.

for  against  abstention

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

- 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 in 2028.

for  against  abstention

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

- Resolution to re-appoint Mrs. Liesbet Okkerse as director for a period of four years, i.e. until the close of the annual general meeting in 2028.

for  against  abstention

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

- Resolution to re-appoint Mr. Erik Clinck as director for a period of four years, i.e. until the close of the annual general meeting in 2028.

for  against  abstention

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

- Resolution to re-appoint Mr. Theodoros Roussis as director for a period of one years, i.e. until the close of the annual general meeting in 2025.

for  against  abstention

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

- Resolution to appoint Mrs. Diana Rádl Rogerová as independent director, within the meaning of and in line with the statutory criteria and the 2020 Corporate Governance Code, for a period of four years, i.e. until the close of the annual general meeting in 2028, in replacement of Mrs. Vladimira Papirnik, whose mandate expires at the end of the Annual General Meeting.

for  against  abstention

**If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote '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 appointment and re-appointments.

A brief CV for the proposed new director 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) on 2 April 2024.

Brief CVs for 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).

13. 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 Companies and Associations Code, may 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 want to authorise the proxy to vote on such new agenda items:  <sup>4</sup>

Drawn up and signed in (*town/city*) ..... on (*date*) ..... 2024

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

.....

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

<sup>4</sup> In the cases described in footnote 2, the proxy may only vote on new agenda items provided they are 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> 2 May 2024) no later than 17 April 2024.