



**KBC Group  
Naamloze vennootschap**

**Proxy**

The undersigned,

holder of ..... company shares of no par value in the naamloze vennootschap (limited company), KBC Group, hereby declares that he/she appoints, by virtue of and in compliance with the stipulations set forth in Art. 28 of the Articles of Association,

.....

as proxy, to represent him/her at the Annual General Meeting and the Extraordinary General Meeting, which will be held at the company's registered office, 1080 Brussels, 2 Havenlaan, on **Thursday 28 April 2011**.

**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 2010.
2. Review of the auditor's reports on the company and the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2010.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2010.
4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2010.
5. Motion to approve the proposed appropriation of the profit earned by KBC Group NV in the financial year ending on 31 December 2010; motion to pay a gross dividend of 0.75 EUR per share, except the 13 360 577 repurchased KBC Group NV shares whose dividend certificates will be cancelled at the meeting pursuant to Article 622 of the Companies Code.
6. Motion to grant discharge to the directors of KBC Group NV for the performance of their mandate during the 2010 financial year.

7. Motion to grant discharge to the former directors of Fidabel NV for the performance of their mandate in Fidabel NV during the period from 1 January 2010 to 29 April 2010, date of the merger by acquisition of Fidabel NV by KBC Group NV.
8. Motion to grant discharge to the auditor of KBC Group NV for the performance of his mandate during the 2010 financial year.
9. Motion to grant discharge to the auditor of Fidabel NV for the performance of his mandate during the period from 1 January 2010 to 29 April 2010, date of the merger by acquisition of Fidabel NV by KBC Group NV.
10. Appointments
  - a. Motion to confirm the appointment of Mr Luc Discry (co-opted by the Board of Directors on 23 September 2010) as director for a period of four years, i.e. until after the Annual General Meeting of 2015.
  - b. Motion to reappoint Mr Franky Depickere as director for a period of four years, i.e. until after the Annual General Meeting of 2015.
  - c. Motion to reappoint Mr Frank Donck as director for a period of four years, i.e. until after the Annual General Meeting of 2015.
  - d. Motion to appoint Mr John Hollows as director for a period of four years, i.e. until after the Annual General Meeting of 2015.
  - e. Motion to appoint Mr Thomas Leysen as director for a period of four years, i.e. until after the Annual General Meeting of 2015.
  - f. Motion to appoint Mr Luc Popelier as director for a period of four years, i.e. until after the Annual General Meeting of 2015, to replace Mr Luc Philips, who resigns when the present Annual General Meeting has ended.
11. Other business

A short CV of the new proposed directors can be found in the annual report which will be available as of 8 April 2011 on the KBC website: [www.kbc.com](http://www.kbc.com)

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

1. Motion to delete the last paragraph of Article 5 with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies.
2. Presentation of the report of the Board of Directors drawn up pursuant to Article 604 in conjunction with Article 607 of the Companies Code with a view to renewing the authorisation to increase capital following notification from the Belgian Financial Services and Markets Authority with regard to public bids.
3. Motion to renew for a period of three years starting from 28 April 2011 the special authorisation granted to the Board of Directors, as currently set out in Article 7C of the Articles of Association, to carry out capital increases subject to the limits of the authorisation detailed in Articles 7A and 7B, even after the date of receipt of notification from the Belgian Financial and Markets Authority that it has been apprised of a public bid for the securities of the company.
4. Motion to replace the third and fourth paragraphs of Article 17 with the following text:

'If the reports are recorded on loose leaves, the latter shall be numbered per meeting.

Copies of and extracts from the reports shall be validly signed by the chairman, by two directors, by the secretary to the Board of Directors, by the secretary to the Executive Committee or by the Group Secretary.'

5. Motion to replace the last paragraph of Article 20 with the following text:  
'Copies of and extracts from the decisions of the Executive Committee shall be validly signed by the chairman, by two members of the Executive Committee, by the secretary to the Executive Committee or by the Group Secretary.'
6. Motion to replace the first paragraph of Article 24 with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies, with the following text:  
'A General Meeting shall be held annually at the registered office of the company or at any other place indicated in the convening notice, on the first Thursday of May at 10 a.m., or, if this day is a statutory public holiday or bank holiday, on the business day immediately preceding it, at 10 a.m.'
7. Motion to replace Article 26 with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies, with the following text:  
'Shareholders who exercise their statutory right to put items on the agenda of the General Meeting, must include in their request the text of the items to be included and the corresponding draft resolutions. Shareholders who exercise their statutory right to table draft resolutions regarding items included on the agenda of the general meeting, must include in their request the text of the draft resolutions.'
8. Motion to replace Article 27 with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies, with the following text:  
'The right of a shareholder to attend the General Meeting and to exercise his voting rights is only granted based on the accounting registration of the shares in the name of the shareholder on the record date, namely on the fourteenth day before the General Meeting at midnight Belgian time, either by entry of the shares in the register of registered shares, or by their entry on the accounts of a recognised account holder or of a clearing house, or by presenting the bearer shares to a financial intermediary, and this regardless of the number of shares that the shareholder possesses on the day of the General Meeting.  
The right of a holder of bonds, warrants or certificates issued in co-operation with the company to attend the General Meeting, is similarly only granted based on the accounting registration of these securities in his name on the record date. '  
Every shareholder and every holder of bonds, warrants or certificates issued in co-operation with the company, who wishes to attend the General Meeting, must, on the sixth day before the day of the General Meeting at the latest, inform accordingly the company or a person so designated by the company, of the number of securities with which he wishes to participate. If he wishes to attend the General Meeting with securities in bearer or book-entry form, then he must ensure that the company or a person so designated by the company, receives the same day at the latest a certificate supplied by the financial intermediary, the recognised account holder or clearing house, which states with how many bearer securities or book-entry securities that have been submitted or have been registered in his name to his account on the registration date he wishes to attend the General Meeting.'

The provisions of this Article also apply to the holders of profit-sharing certificates, insofar as they are in registered or book-entry form, in the cases where they are entitled to attend the General Meeting.'

9. Motion to replace Article 28 with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies, with the following text:  
'Unless specified otherwise by law, every shareholder, every holder of bonds, warrants and certificates issued in co-operation with the company and, in the event, every holder of profit-sharing certificates, whether a private individual or legal entity, may arrange to be represented at the General Meeting by a single proxy.  
The Board of Directors will determine the form to be used when voting by proxy.  
The company must be in receipt of the proxy on the sixth day before the General Meeting at the latest.'
10. Motion to replace Article 34, first paragraph with effect from 1 January 2012, subject to the suspensive conditions of the publication and entry into effect of the Act concerning the exercise of certain rights of shareholders of listed companies, with the following text:  
'The Board of Directors is entitled, prior to any ordinary, special or extraordinary General Meeting, to postpone or cancel the meeting. This is in addition to the legal right for the Board of Directors to postpone any ordinary, special or extraordinary General Meeting for five weeks due to an announcement regarding a significant participation, and during the meeting to postpone for five weeks the decision regarding the approval of the annual accounts.'
11. Motion to grant authorisation to co-ordinate, sign and file the Articles of Association following the decisions to amend the Articles of Association with respect to the draft resolutions mentioned under the agenda points 3, 4 and 5.
12. Motion to grant authorisation to draw up, sign and file a second co-ordinated version of the Articles of Association, which shall come into effect as of 1 January 2012, following the decisions to amend the Articles of Association with respect to the draft resolutions mentioned under the agenda points 1, 6, 7, 8, 9 and 10, and to do this as soon as the suspensive conditions foreseen in these decisions have been met.
13. Motion to grant authorisations for the implementation of the decisions taken and the completion of the formalities relating to the Crossroads Bank for Enterprises (*Kruispuntbank van Ondernemingen*) and the tax authorities.

Done and signed (\*) at

on

April 2011

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(\*) After the handwritten words "Good for proxy"

