



**KBC Group**  
**Naamloze Vennootschap (company with limited liability)**  
**Havenlaan 2**  
**1080 Brussels**  
**RLP Brussels 0403.227.515**

**BOND HOLDER PROXY STATEMENT for the purposes of taking part in an advisory voting capacity at the Annual General Meeting of the SHAREHOLDERS of KBC Group NV to be held on 30 April 2014**

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 the issue).....

issued by KBC Group 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, to represent him/her/it in an advisory voting capacity at the Annual General Meeting of the shareholders of KBC Group NV, the agenda for which is given below, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels, at 10:00 on Wednesday, 30 April 2014.

**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 2013.
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 2013.
3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.
4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2013.
5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2013 for which no dividend will be paid and the entire profit is carried forward to the next financial year.
6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2013, 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. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2013.

8. Motion to grant discharge to the former directors of KBC Global Services NV for the performance of their duties at KBC Global Services NV from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
9. Motion to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2013.
10. Motion to grant discharge to the auditor of KBC Global Services NV for the performance of its duties from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.
11. Appointments
  - a. Motion to re-appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - b. Motion to re-appoint Mr Piet Vanthemsche as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - c. Motion to re-appoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - d. Motion to appoint Ms Júlia Király – who had been co-opted by the Board of Directors as independent director, within the meaning of and in line with the criteria set out in Article 526<sup>ter</sup> of the Companies Code, with effect from 8 October 2013 – definitively in this capacity for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - e. Motion to appoint Ms Christine Van Rijseghem as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.
  - f. Motion to endow Mr Thomas Leysen with the capacity of independent director within the meaning of and in line with the criteria set out in Article 526<sup>ter</sup> of the Companies Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2015.

The proposed changes in the composition of the Board will be discussed during the Annual General Meeting. Bearing in mind the advice issued by the Nomination Committee, the Board of Directors recommends the proposed nominations.

Brief CVs 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](http://www.kbc.com) from 31 March 2014 on.

12. Other business

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

.....  
 .....

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