



KBC Group
Naamloze vennootschap (company with limited liability)
Havenlaan 2, 1080 Brussels
VAT BE 0403.227.515 (RLP Brussels)

PROXY STATEMENT

The undersigned,
(full name and address of the shareholder; for a legal person, full name and registered office)

.....

holder of *(number)* share(s) with no nominal value of KBC Group NV, hereby declares:

I. that he/she/it confers a proxy on

(full name of one solitary proxy¹)

.....

in pursuance of and in compliance with the provisions of Article 28 of the Articles of Association, in order to represent him/her/it at the Annual General Meeting whose agenda is included in point II below, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels, **at 10 a.m. on Thursday, 7 May 2015.**

¹ Article 547bis (1) of the Companies Code stipulates that a shareholder of KBC Group NV may only appoint one person as proxy for a particular General Meeting except in the following cases:
 – A shareholder can appoint a different person as proxy for each form of share (i.e. registered or book-entry) he/she/it possesses and for each custody account he/she/it holds if he/she/it has KBC Group NV shares on more than one custody account.
 – A person classified as a shareholder who acts in the course of business for the account of other natural persons or legal entities can grant a proxy in favour of each of these other natural persons or legal entities or to a third party designated by them.
 Shareholders are requested to complete and sign a separate proxy form for each proxy they wish to appoint.

II. that he/she/it issues the proxy with the following voting instructions²:

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 2014.

No ballot will be held on this item.

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 2014.

No ballot will be held on this item.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2014.

No ballot will be held on this item.

4. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2014.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

5. Resolution to approve the proposed profit distribution of KBC Group NV for the financial year ending on 31 December 2014, with 835 561 316.00 euros being paid as a gross dividend, i.e. a gross dividend of 2 euros per share, and 13 169 787.55 euros being allocated for employee profit-sharing bonuses.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2014, 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, you will be deemed to have selected 'for'.

² If the shareholder (i) designates a proxy who has a potential conflict of interest with the shareholder within the meaning of Article 547*bis* (4) of the Companies Code or (ii) fails to fill in the proxy's name (a blank proxy) and the proxy is taken up by someone who has such a potential conflict of interest, the proxy appointed may, pursuant to the said article, only vote provided he/she is in possession of specific voting instructions for each item on the agenda.

7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2014.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

8. Resolution to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2014.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

9. Appointments

- a. Resolution to appoint Mr Koen Algoed as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019, subject to the approval of the supervisory authority.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- b. Resolution to definitively appoint Mr Alain Bostoën, coopted by the Board of Directors on 12 November 2014, as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- c. Resolution to re-appoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- d. Resolution to re-appoint Mr Luc Discry as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

for against abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- e. Resolution to re-appoint Mr Frank Donck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

' for

' against

' abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- f. Resolution to re-appoint Mr Thomas Leysen as independent director within the meaning of and in line with the criteria set out in Article 526*ter* of the Companies Code, for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

' for

' against

' abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- g. Resolution to re-appoint Mr Luc Popelier as director for a period of four years, i.e. until the close of the Annual General Meeting of 2019.

' for

' against

' abstention

If you do not register a preference, you will be deemed to have selected 'for'.

The proposed changes in the composition of the Board of Directors 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 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 from 2 April 2015 on.

10. Other business

No ballot will be held on this item.

III. that the proxy³

must abstain from voting on the new items that – in line with Article 533*ter* of the Companies Code – can 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 wish to authorise the proxy to vote on such new agenda items⁴.

³ Article 533*ter*, (4), third paragraph, of the Companies Code states that the proxy statement must indicate whether the proxy is authorised to vote on the new items put on the agenda or whether he/she must abstain from voting.

⁴ In the cases described in footnote 2, the proxy may only vote on new items put on the agenda provided that he/she is in possession of specific instructions for each item. These voting instructions may be conferred by means of the proxy form that will be available on the website at www.kbc.com (KBCCOM > corporate governance > general meeting) no later than 2 April 2015.

Drawn up and signed in (town/city).....on (date).....2015

(signature of the shareholder, preceded by the words written in the signatory's own hand 'valid as a proxy')

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