



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

VOTING FORM

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

- a. By post, addressed to KBC Group, attn. SDB, Havenlaan 2, 1080 Brussels, or
- b. By e-mail to secretariat.bod@kbc.be (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 Sunday, 3 May 2020.**

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

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Declares that he/she/it holds registered and/or book-entry shares without nominal value of the *naamloze vennootschap* KBC Group for which he/she/it casts the following votes in relation to the items on the agenda of the Annual General Meeting, which will be held at the company's registered office at Havenlaan 2, 1080 Brussels, on **Thursday 7 May 2020, starting at 10.00 a.m.**

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 2019.

This gives no entitlement to a vote.

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 2019.

This gives no entitlement to a vote.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ended 31 December 2019.

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 2019.

for **against** **abstention**

5. Resolutions on profit distribution by KBC Group NV for the financial year ending on 31 December 2019:

a) First resolution: to allocate 10 289 215.22 euros by means of a categorised profit bonus as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorised profit bonus for financial year 2019;

for **against** **abstention**

b) Second resolution: to allocate 416 155 676.00 euros as a gross dividend, i.e. a gross dividend of 1 euro per share. Further to payment of an interim dividend in the sum of 416 155 676.00 euros, it will be proposed not to pay a final dividend.

for **against** **abstention**

6. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2019, 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**

7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2019.

for **against** **abstention**

8. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2019.

for **against** **abstention**

9. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to raise the statutory auditor's fee for financial year 2019 to 252 134 euros.

for **against** **abstention**

10. Appointments

- a) Resolution to vest Koenraad Debackere with the authority to act in the capacity of independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Companies and Associations Code and in the 2020 Belgian Corporate Governance Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2023.

for against abstention

- b) Resolution to appoint Mr Erik Clinck as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

- c) Motion to appoint Ms Liesbet Okkerse as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

- d) Resolution to re-appoint Mr Theodoros Roussis as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

- e) Resolution to re-appoint Ms Sonja De Becker as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

- f) Resolution to reappoint Mr Johan Thijs as director for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

- g) Resolution to reappoint Ms Vladimira Papirnik as independent director within the meaning of and in accordance with the criteria set out in Article 7:87 of the Companies and Associations Code and in the 2020 Belgian Corporate Governance Code for a term of four years, i.e. until the close of the Annual General Meeting of 2024.

for against abstention

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 appointments.

Brief CVs for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which has been available at www.kbc.com since 3 April 2020.

Brief CVs for the directors whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: Members).

11. Other business

This gives no entitlement to a vote.

Drawn up and signed in (*town/city*).....on (*date*).....2020

(*shareholder's signature*)

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