



## Using the proxy form

Reference is made to the additional and amended information to shareholders regarding the Annual General Meeting.

It contains the following information with regard to proxies:

One way that shareholders may exercise their rights is by granting a proxy to vote at the Annual General Meeting.

### **Proxy must be conferred on KBC Group NV<sup>1</sup>**

**If it is conferred on another person, this person must, using the right of substitution, appoint KBC Group NV as proxy in their place.**

The voting form, the proxy form and – where relevant – the appointment of the substitute proxy can be sent to KBC Group NV in either of the following ways:

- a. By post, addressed to KBC Group NV, attn. SDB, Havenlaan 2, 1080 Brussels, or
- b. By e-mail to [secretariat.bod@kbc.be](mailto:secretariat.bod@kbc.be), with in attachment a scanned or photographed copy of either the completed and signed voting form or the completed and signed proxy form (together, where relevant, with the appointment of the substitute proxy).

They must reach KBC Group NV by no later than midnight (Belgian time) on Sunday, 3 May 2020.

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<sup>1</sup> As proxy, KBC Group NV has a potential conflict of interest with the shareholder within the meaning of Article 7:143 §4 of the Belgian Companies and Associations Code. This does not have any implications for the shareholder since KBC Group NV may, pursuant to said Article, only vote provided it is in possession of specific voting instructions for each item on the agenda.

If an item is added to the agenda after the right to add an item has been exercised, KBC Group NV may, as proxy, only vote on the new items put on the agenda provided that it is in possession of specific instructions for each item. These voting instructions may be given by means of the adjusted proxy form, which will be duly available on [www.kbc.com](http://www.kbc.com) (Home > Corporate Governance > General meeting) by no later than 22 April 2020.

**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 the naamloze vennootschap (type of limited company) KBC Group, for which he/she/it declares:

**I. that he/she/it confers proxy, with the right of substitution, on:**

*(full name of one solitary proxy<sup>1</sup>)*

KBC Group NV

pursuant to and in accordance with the terms of Article 28 of the company's articles of association for the purpose of representing him/her/it at the Annual General Meeting of the shareholders of KBC Group NV, for which the agenda is included under point II below, which will be held at the company's office, 1080 Brussels, Havenlaan 2, on **Thursday 7 May 2020**, starting at 10 a.m.

**II. he/she/it gives the proxy the following voting instructions:**

**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 2019.

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

- 2. Review of the statutory auditor's reports on the company and 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 ending on 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

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

5. Resolutions with respect to the 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 as categorized profit premium as stipulated in the collective labour agreement of 9 February 2018 with regard to the categorized profit premium concerning financial year 2019.

for  against  abstention

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

b) Second resolution to allocate 416 155 676 euros as a gross dividend, i.e. a gross dividend per share of 1 euro. Further to payment of an interim dividend in the sum of 416 155 676 euros, it is therefore proposed not to distribute a final dividend.

for  against  abstention

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

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

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

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

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

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

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

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, by increasing it to 252 134 euros.

for

against

abstention

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

## 10. Appointments

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

for

against

abstention

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

- 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

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

- c. Resolution to appoint Mrs. 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

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

- 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

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

- e. 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 of 2024.

for

against

abstention

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

- f. 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 of 2024.

for

against

abstention

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

- g. Resolution to re-appoint Mrs. Vladimira Papirnik as an independent director within the meaning of and in line with the criteria set out in Article 7:87 of the Code on Companies and Associations and in the 2020 Belgian Code on Corporate Governance for a period of four years, i.e. until the close of the Annual General Meeting of 2024.

for

against

abstention

**If you do not register a preference or a clear preference, you will be deemed to have voted '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 appointments.

A brief CV for the proposed new directors can be found in the 'Corporate governance statement' section of the annual report, which is available at [www.kbc.com](http://www.kbc.com) as from Friday, April 3, 2020.

A brief CV of 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).

## 11. Other Business

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

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

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

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