



KBC Bank
Naamloze Vennootschap (company with limited liability)
Havenlaan 2
1080 Brussels
RLP Brussels 0462.920.226
(hereinafter 'KBC Bank NV')

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 Bank NV to be held on 23 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 Bank 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 at the Annual General Meeting of the shareholders of KBC Bank NV, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels, at 11:00 on Wednesday, 23 April 2014, with the following items on its agenda:

Agenda for the Annual General Meeting

1. Review of the combined annual report of the Board of Directors of KBC Bank 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 Bank NV for the financial year ending on 31 December 2013.
3. Review of the consolidated annual accounts of KBC Bank NV for the financial year ending on 31 December 2013.
4. Motion to approve the company annual accounts of KBC Bank NV for the financial year ending on 31 December 2013.
5. Motion to approve the proposed appropriation of the results of KBC Bank NV for the financial year ending on 31 December 2013, with 1 180 644 741.78 euros being paid as a dividend, i.e. 1.29 euros per share, and 19 055 980.33 euros being allocated for employee profit-sharing bonuses.
6. Motion to grant discharge to the directors of KBC Bank NV for the performance of their duties during the 2013 financial year.
7. Motion to grant discharge to the auditor of KBC Bank NV for the performance of its duties during the 2013 financial year.

8. Review of the annual report of the Board of Directors of KBC Consumer Finance NV for the financial year covering the period from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
9. Review of the auditor's report on the company annual accounts of KBC Consumer Finance NV for the financial year covering the period from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
10. Motion to approve the company annual accounts of KBC Consumer Finance NV for the financial year from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
11. Motion to grant discharge to the former directors of KBC Consumer Finance NV for the performance of their duties at KBC Consumer Finance NV from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
12. Motion to grant discharge to the auditor of KBC Consumer Finance NV for the performance of its duties from 1 January 2013 to 31 December 2013, i.e. up until the date on which the merger by acquisition of KBC Consumer Finance NV by KBC Bank NV entered into effect.
13. Appointments
 - a. Motion 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 2018.
 - b. 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.
 - c. 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.

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.

14. Other business

In order to avoid confusion, please note that this proxy concerns the Annual General Meeting of the Shareholders of KBC Bank NV, whose shares are privately held.

Bondholders are entitled to attend the Annual General Meeting of Shareholders, but they have only advisory voting capacity.

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

on *(date)*

.....

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