



**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 KBC Group NV for which they declare:

**L to confer proxy on:**

*(make your choice by ticking one of both boxes<sup>1</sup>)*

- (Full name of one solitary proxy, who will attend physically to the Annual General Meeting (full name of one solitary proxy<sup>1</sup>)*

Name proxy.....

- (Full name of one solitary proxy, who will only be able to remotely participate in the general meetings mentioned below using an electronic means of communication made available by KBC Group NV. To that end, the e-mail address and mobile number of the shareholder must also be mentioned)*

Name proxy:.....

E-mail address shareholder: .....

Mobile number shareholder: .....

in pursuance of and in compliance with the provisions of Article 28 of the Articles of Association, in order to represent them at the Annual General Meeting, the agenda of which is included in point II below, that will be held at the company’s registered office, Havenlaan 2, 1080 Brussels, **at 10 a.m. on Thursday, 5 May 2022.**

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<sup>1</sup> Article 7:143 (1) of the Companies and Associations Code stipulates that a shareholder of KBC Group NV may only nominate one person as proxy for a particular general meeting, except in the following cases:  
 – A shareholder may assign a different person as proxy for each form of share (i.e. registered and book-entry) they possess, and for each custody account they possess if they have KBC Group NV shares on more than one custody account.  
 – A person that is a qualified shareholder that also acts professionally for the account of other natural or legal persons may grant proxy to each of the other natural or legal persons, or to a third party appointed by them.  
 Shareholders are requested to complete and sign a separate proxy form for each proxy they wish to appoint.

**II. He / she / it gives the proxy the following voting instructions<sup>2</sup>:**

**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 2021.

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

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 2021.

**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 2021.

**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 2021, including the following appropriation of the results:

- a) 13 118 000.18 euros to be allocated in the form of a profit bonus for employees, of which:
- 10 224 749.78 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 22 November 2019 concerning the categorised profit bonus for financial year 2021;
  - 2 893 250.40 euros in the form of an identical profit bonus. This bonus of 1 000 euros will be granted to all employees, regardless of any seniority requirement. This sum will be prorated based on the date on which employment started or ended (with the exception of employees who have been dismissed for just cause and therefore do not receive the bonus), on the employment percentage and on any equivalent or other grounds for suspension in financial year 2021, as stipulated for these prorating rules in the collective labour agreement of 22 November 2019 concerning the categorised profit bonus for financial year 2021;
- b) 4 418 398 973.20 euros to be allocated as a gross dividend, i.e. a gross dividend of 10.60 euros per share.\*

(\*). Further to payment of an interim dividend in the sum of 3.00 euros, the balance of gross dividend remaining to be paid is 3 168 315 299.20 euros, i.e. a gross dividend of 7.60 euros per share.

The dividend payment date is 12 May 2022.

**for**

**against**

**abstention**

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

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<sup>2</sup> If the shareholder designates proxy who has a potential conflict of interest with the shareholder within the meaning of article 7:143 §4 of the Belgian Companies Code, or does not provide the name of the proxy (blanc proxy), and the proxy is taken by a person who has such potential conflict of interest, the proxy may, in accordance with the aforementioned article, only vote provided that it has received specific voting instructions for each item on the agenda.

5. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2021, 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'.**

6. Resolution to approve the remuneration policy of KBC Group NV, details of which are made available as a separate document at [www.kbc.com](http://www.kbc.com).

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 2021.

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 2021.

for  against  abstention

**If you do not register a preference or a clear preference, you will be deemed to have Voted**

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 2021 to 272 449 euros.

for  against  abstention

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

10. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to reappoint PricewaterhouseCoopers Bedrijfsrevisoren BV having its registered office at 1831 Diegem, Culliganlaan 5 ('PwC') as statutory auditor for the statutory period of three years, viz. until the close of the Annual General Meeting of 2025. PwC has designated Mr Damien Walgrave and Mr Jeroen Bockaert as representatives. Resolution to set the statutory auditor's fee at 541 920 euros per year, to be indexed annually to the consumer price index.

for  against  abstention

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

11. Appointments

- Resolution to reappoint Mrs Christine Van Rijseghem as director for a period of four years, i.e. until the close of the Annual General Meeting in 2026.

for

against

abstention

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

- Resolution to reappoint Mr Marc Wittemans as director for a period of four years, i.e. until the close of the Annual General Meeting in 2026.

for

against

abstention

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

- Resolution to appoint Mrs Alicia Reyes Revuelta as independent director within the meaning of and in line with the statutory criteria and the 2020 Corporate Governance Code, for a period of four years, i.e. until the close of the Annual General Meeting in 2026.

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 appointment and re-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](http://www.kbc.com) on 4 April 2022.

Brief CVs for 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).

12. Resolution to grant the Board of Directors of KBC Group NV authorisation for a period of four years from the date of publication of this resolution, to acquire up to 10% of the shares of KBC Group NV on Euronext Brussels or other regulated market, for a price per share not exceeding the last closing price on Euronext Brussels prior to the date of acquisition, plus 10%, and not lower than 1 euro.

for

against

abstention

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

13. Other business.

**III. that the proxy**<sup>3</sup>

must abstain from voting on new items that, in line with Article 7:130 of the Companies and Associations Code, may 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 want to authorise the proxy to vote on such new agenda items:  <sup>4</sup>

Drawn up and signed in (town/city) ..... on (date) ..... 2022

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

.....

<sup>3</sup> Article 7:130 (4), third paragraph, of the Companies and Associations Code states that the proxy must indicate whether the holder of the proxy is authorised to vote on new agenda items to be dealt with or whether they must abstain.

<sup>4</sup> In the cases described in footnote 2, the proxy may only vote on new agenda items provided they are in possession of specific instructions for each item. These voting instructions may be given by means of the adjusted proxy form that will be available on the website at [www.kbc.com](http://www.kbc.com) (Home > Corporate Governance > KBC Group general meeting > 5 May 2022) no later than 20 April 2022.