



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:

I. to confer proxy on:

(make your choice by ticking one of both boxes¹)

- (Full name of one solitary proxy, who will attend physically to the Annual General Meeting and the Extraordinary General Meeting)
 (full name of one solitary proxy¹)*

Name proxy.....

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

Name proxy:.....

E-mail address 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 and the Extraordinary 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, 4 May 2023.**

¹ 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 instructions²:

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 2022.

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 2022.

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 2022.

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 2022, including the following appropriation of the results:

- a) 5 945 584.15 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 9 December 2021 concerning the categorised profit bonus for financial year 2022;
- b) 1 668 391 834 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.00 euros per share.*

(*) Further to payment of an interim dividend in the sum of 1.00 euro, the balance of gross dividend remaining to be paid is 1 251 508 242 euros, i.e. a gross dividend of 3.00 euros per share.

The dividend payment date is 11 May 2023.

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

5. Resolution to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2022, 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 given instruction to vote 'for'.

² 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.

6. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2022.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

7. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2022.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

8. 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 2022 to 570 825 euros.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

9. Appointments

- Resolution to reappoint Mr Koenraad Debackere 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 2027.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

- Resolution to reappoint Mr Alain Bostoën as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

- Resolution to reappoint Mr Franky Depickere as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

- Resolution to reappoint Mr Frank Donck as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027.

for against abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

- Resolution to appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027, in replacement of Mrs Katelijn Callewaert, who wishes to terminate her mandate at the end of the Annual General Meeting.

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

- Resolution to appoint Mr Raf Sels as director for a period of four years, i.e. until the close of the Annual General Meeting in 2027, in replacement of Mr Marc Wittemans, who wishes to terminate his mandate at the end of the Annual General Meeting.

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote '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 directors can be found in the 'Corporate governance statement' section of the annual report, which will be available at www.kbc.com on 3 April 2023.

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

10. Other business.

Agenda for the Extraordinary General Meeting

1. **Review of the report of the Board of Directors, drawn up pursuant to Article 7:199, second paragraph of the Belgian Companies and Associations Code with a view to the granting to the Board of Directors of the authorisation to increase the share capital.**

This gives no entitlement to a vote.

2. **Motion to grant the authorisation to the Board of Directors for a period of five years, starting from the date of publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of 4 May 2023, to increase the share capital in one or more steps via the issue of shares, of convertible bonds, subordinated or otherwise, or of subscription rights, linked or otherwise to subordinated or unsubordinated bonds and this:**

1°) by an amount of one hundred forty-six million euros (146 000 000 euros). When the Board of Directors decides within the framework of this part of the authorisation on an issue to which in principle the preferential subscription rights of existing shareholders apply, the Board is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company's interest, to suspend or restrict these preferential subscription rights;

and

2°) by an amount of five hundred and fifty-four million euros (554 000 000 euros). Upon deciding to increase capital within the framework of this part of the authorisation, the Board of Directors is not authorised to suspend or restrict the preferential subscription rights of existing shareholders;

and to replace **Article 7** of the Articles of Association accordingly, as follows:

“The Board of Directors is authorised to increase the share capital in one or more steps under the terms and conditions to be determined by the Board and in accordance with the at the time of the capital increase prevailing statutory provisions.

Furthermore, the Board of Directors is authorised to decide in one or more steps on the issue of convertible bonds, subordinated or otherwise, or subscription rights, linked or otherwise to subordinated or unsubordinated bonds and which may lead to increases of capital.

This authorisation is granted for an amount of:

1°) one hundred forty-six million euros (146 000 000 euros). Upon deciding within the framework of this part of the authorisation on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights to which in principle the preferential subscription rights of the existing shareholders apply, the Board of Directors is authorised, up to a maximum amount of one hundred forty-six million euros (146 000 000 euros) and in the company’s interest, to restrict or suspend the preferential subscription rights of existing shareholders.

The Board may also do so to the benefit of one or more specific persons, as far as this is not prohibited by law. If the preferential subscription rights are suspended or restricted, the Board of Directors may grant a right of precedence to the existing shareholders on allotment of the new shares, convertible bonds or subscription rights.

and

2°) five hundred and fifty-four million euros (554 000 000 euros). Upon deciding on a capital increase or on an issue of the aforementioned convertible bonds or subscription rights within the framework of this part of the authorisation, the Board of Directors is not authorised to restrict or suspend the preferential subscription rights of existing shareholders.

The increases of capital decided upon under this authorisation may be carried out by both contribution in cash or in kind and by the incorporation of reserves or share premium accounts. The reserves or share premium accounts may be incorporated with or without new shares being issued. In addition, the Board of Directors is authorised to determine the dividend entitlement of the shares that will be issued following capital increases and of the shares that will be issued following the conversion of the bonds or exercise of the subscription rights carried out under this authorisation. The Board of Directors may exercise this authorisation during the five years following publication in the Appendices to the Belgian Official Gazette of the amendment to the Articles of Association decided upon by the Extraordinary General Meeting of Shareholders of 4 May 2023. This authorisation can be extended in accordance with the at the time of the renewal prevailing statutory provisions.”

The final text of the proposed new article 7 of the Articles of Association will be brought in line with the result of the voting on the parts under 1°) and 2°) of the authorisation.

Vote on part under 1°):

for

against

abstention

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

Vote on part under 2°):

for

against

abstention

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

3. **Motion to insert the following transitional provision in Article 7 of the Articles of Association with regard to the authorisation to the Board of Directors to increase the capital:**

“The authorisation to increase the share capital granted to the Board of Directors by resolution of the Extraordinary General Meeting of Shareholders of 4 October 2018 remains effective for the remaining amount until publication in the Appendices to the Belgian Official Gazette of the authorisation granted by the Extraordinary General Meeting of Shareholders of 4 May 2023.”

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote ‘for’.

4. **Motion to replace the third paragraph of Article 8 of the Articles of Association regarding the allocation of share premiums by the following text:**

“In the event a share premium is paid on a capital increase decided upon by the Board of Directors or the General Meeting of Shareholders, or on the conversion of bonds or the exercise of subscription rights, or if an issue price is posted to the accounts as a share premium on the issue of subscription rights decided upon by the Board of Directors or the General Meeting of Shareholders, this will be earmarked for appropriation to a share premium account and recorded as own funds on the liabilities side of the balance sheet.”

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote ‘for’.

5. **Motion to insert a second paragraph in Article 11 of the Articles of Association regarding the authorisation to cancel treasury shares, as follows:**

“The Board of Directors is authorized to cancel the treasury shares acquired or to be acquired pursuant to the share buy-back authorisation granted by the General Meeting of Shareholders of May 5, 2022, at such times as it deems appropriate. The Board of Directors, or one or more directors appointed by the Board of Directors, is authorized, as a result of this cancellation, to adjust the number of shares specified in the Articles of Association and to have the necessary amendment to the Articles of Association adopted by notarial deed.”

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote ‘for’.

6. **Motion to replace the second paragraph of Article 17 of the Articles of Association regarding the signing of reports recording the decisions of the Board of Directors, as follows:**

“Each report shall be signed by the acting chairman and by the other members of the Board of Directors who so request.”

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote ‘for’.

7. **Motion to replace the first paragraph of Article 20 of the Articles of Association regarding the powers of the Executive Committee as follows:**

"By virtue of a transfer of powers by the Board of Directors, the Executive Committee holds all managerial powers necessary or useful for achieving the company's object, with the exception of the determination of the company's general policy and strategy and all acts reserved by law to the Board of Directors."

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

8. **Motion to delete the transitional provision in Article 23 of the Articles of Association regarding bond holders' rights.**

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

9. **Motion to grant a power of attorney to draw up and sign the consolidated text of the Articles of Association of the company, and to file it with the registry of the court of relevant jurisdiction.**

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

10. **Motion to grant authorisation for implementation of the motions passed.**

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

11. **Motion to grant a power of attorney to effect the requisite formalities with the Crossroads Bank for Enterprises and the tax authorities.**

for

against

abstention

If you do not register a preference or a clear preference, you will be deemed to have given instruction to vote 'for'.

III. that the proxy³

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: ⁴

Drawn up and signed in *(town/city)* on *(date)* 2023

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

.....

³ 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.

⁴ 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 (Home > Corporate Governance > KBC Group general meeting> 4 May 2023) no later than 19 April 2023.