



KBC Group
Naamloze Vennootschap (company with limited liability)
Havenlaan 2 – 1080 Brussels
VAT BE 0403.227.515 – RLP Brussels

PROXY STATEMENT

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

.....

holder of *(number)*..... share(s) of no nominal value of KBC Group NV,
 hereby declares:

I. that he/she/it confer(s) a proxy on

(full name of one solitary proxy¹)

.....

in pursuance of and in compliance with the provisions of Article 28 of the Articles of Association, in order to represent him/her/it at the Annual General Meeting whose agenda is included in point II below, which will be held at the company's registered office, Havenlaan 2, 1080 Brussels at 10.00 a.m. on **Wednesday 30 April 2014**.

¹ Article 547bis § 1 of the Companies Code stipulates that a shareholder of KBC Group NV may only appoint one person as proxy for a particular General Meeting except in the following cases:
 – A shareholder can appoint a different person as proxy for each form of share (i.e. registered or book-entry) he/she/it possesses, and for each custody account he/she/it holds if he/she/it has KBC Group NV shares on more than one custody account.
 – A person classified as a shareholder who acts in the course of business for the account of other natural persons or legal entities can grant a proxy in favour of each of these other natural persons or legal entities or to a third party designated by them.
 Shareholders are requested to complete and sign a separate proxy form for each proxy they wish to appoint.

II. that he/she/it issues the proxy with the following voting instructions:²

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 2013.

No ballot will be held on this item.

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 2013.

No ballot will be held on this item.

3. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2013.

No ballot will be held on this item.

4. Motion to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2013.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

5. Motion to approve the proposed appropriation of profit of KBC Group NV for the financial year ending on 31 December 2013 for which no dividend will be paid and the entire profit is carried forward to the next financial year.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

6. Motion to approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2013, 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, you will be deemed to have selected 'for'.

7. Motion to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2013.

² If the shareholder (i) designates a proxy who has a potential conflict of interest with the shareholder within the meaning of Article 547bis §4 of the Companies Code or (ii) fails to fill in the proxy's name (a blank proxy) and the proxy is taken up by someone who has such a potential conflict of interest, the proxy appointed may, pursuant to the said Article, only vote provided he/she is in possession of specific voting instructions for each item on the agenda.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

8. Motion to grant discharge to the former directors of KBC Global Services NV for the performance of their duties at KBC Global Services NV from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

9. Motion to grant discharge to the auditor of KBC Group NV for the performance of its duties during financial year 2013.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

10. Motion to grant discharge to the auditor of KBC Global Services NV for the performance of its duties from 1 January 2013 to 1 July 2013, when KBC Global Services NV was merged (by acquisition) with KBC Group NV.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

11. Appointments

- a. Motion to re-appoint Mr Marc De Ceuster as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- b. Motion to re-appoint Mr Piet Vanthemsche as director for a period of four years, i.e. until the close of the Annual General Meeting of 2018.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- c. 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.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- d. Motion to appoint Ms Júlia Király – who had been co-opted by the Board of Directors as independent director, within the meaning of and in line with the criteria set out in Article 526ter of the Companies Code, with effect from 8 October 2013 – definitively in this capacity for a period of four years, i.e. until the close of the Annual General Meeting of 2018.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- e. 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.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

- f. Motion to endow Mr Thomas Leysen with the capacity of independent director within the meaning of and in line with the criteria set out in Article 526ter of the Companies Code, for the remaining term of his office, i.e. until the close of the Annual General Meeting of 2015.

for

against

abstention

If you do not register a preference, you will be deemed to have selected 'for'.

The proposed changes in the composition of the Board will be discussed during the Annual General Meeting. Bearing in mind the advice of the Nomination Committee, the Board of Directors recommends the proposed nominations.

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 from 31 March 2014 on.

12. Other business

No ballot will be held on this item.

III. that the proxy³

must abstain from voting on the new items which – in line with Article 533ter of the Companies Code – can be put on the agenda at the request of one or more shareholders who together own at least 3% of the share capital of the company.

Please tick the box if you do indeed wish to authorise the proxy to vote on such new agenda items:⁴

³ Article 533ter, §4, third paragraph, of the Companies Code states that the proxy statement must indicate whether the proxy is authorised to vote on the new items put on the agenda or whether he/she must abstain from voting.

Drawn up and signed in (town/city).....on (date).....2014

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

.....

⁴ In the cases described in footnote 2, the proxy may only vote on the new items put on the agenda provided that he/she is in possession of specific instructions for each item. These voting instructions may be conferred by means of the proxy form that will be available on the website at www.kbc.com (KBCCOM > corporate governance > general meeting) no later than 15 April 2014.