



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)*

Name proxy.....

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 Wednesday, 30 April 2025.**

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 - including the consolidated sustainability reporting - of the Board of Directors of KBC Group NV on the company and consolidated annual accounts for the financial year ending on 31 December 2024.

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 2024.

This gives no entitlement to a vote.

3. Review of the assurance report on the consolidated sustainability reporting of KBC Group NV for the financial year ending on 31 December 2024.

This gives no entitlement to a vote.

4. Review of the consolidated annual accounts of KBC Group NV for the financial year ending on 31 December 2024.

This gives no entitlement to a vote.

5. Resolution to approve the company annual accounts of KBC Group NV for the financial year ending on 31 December 2024, including the following appropriation of the results:

- a) 2 774 531.25 euros in the form of a categorised profit bonus, as set out in the collective labour agreement of 20 December 2024 concerning the categorised profit bonus for financial year 2024;
- b) 1 925 991 013.20 euros to be allocated as a gross dividend, i.e. a gross dividend of 4.85 euros per share.*

(*). Further to payment of two interim dividends of respectively 0.70 euro and 1.00 euro, the balance of gross dividend remaining to be paid is 1 249 174 483.20 euros, i.e. a gross dividend of 3.15 euros per dividend entitled share.

The dividend payment date is 8 May 2025.

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 (blank 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 approve the remuneration report of KBC Group NV for the financial year ending on 31 December 2024, 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'.

7. Resolution to grant discharge to the directors of KBC Group NV for the performance of their duties during financial year 2024.

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. Resolution to grant discharge to the statutory auditor of KBC Group NV for the performance of its duties during financial year 2024.

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. At the request of the statutory auditor and following favourable endorsement by the Audit Committee, resolution to adjust the statutory auditor's fee for financial year 2024 to the amount of 218 334.83 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'.

10. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to appoint KPMG Bedrijfsrevisoren having its registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem as statutory auditor for the statutory period of three years, viz. until the close of the annual general meeting of 2028. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Stéphane Nolf as representatives. Resolution to set the fee of the statutory auditor at 302 350 euros per year, to be indexed annually to the consumer price.

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. In pursuance of the recommendation made by the Audit Committee and on a nomination by the works council, resolution to appoint KPMG Bedrijfsrevisoren having its registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem for the assurance of the sustainability reporting, for the statutory period of three years - viz. until the close of the annual general meeting of 2028. KPMG Bedrijfsrevisoren has designated Mr. Kenneth Vermeire and Mr. Steven Mulkens as representatives. Resolution to set the fee for this mandate at 445 441 euros per year, to be indexed annually to the consumer price.

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'.

12. Appointments

- Resolution to appoint Mr. Bartel Puelinckx, who had been co-opted by the Board of Directors as director with effect from 2 September 2024 – definitively in this capacity for a period of four years, i.e. until the close of the annual general meeting of 2029.

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'.

- Subject to approval by the ECB, resolution to appoint Mrs Kristine Wolcott Braden 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 2029.

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'.

- Subject to approval by the ECB, resolution to appoint Mrs Line Merethe Hestvik 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 2029.

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'.

- Subject to approval by the ECB, resolution to appoint Mr Michiel Allaerts as director, for a period of four years, i.e. until the close of the annual general meeting in 2029, in replacement of Mr Theodoros Roussis, whose mandate expires after 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 re-appoint Mr. Philippe Vlerick as director for a period of one year, 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 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 appointments and re-appointment.

A brief CV for the proposed new directors will be available on Monday 31 March 2025 at www.kbc.com.

A brief CV for the director whose reappointment is proposed can be seen at www.kbc.com (Home – Corporate Governance – Leadership – Board of Directors: members).

13. Other business.

This gives no entitlement to a vote.

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) 2025

(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 > General meeting> 30 April 2025) no later than 31 March 2025.