

PROXY FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE NATIONAL BANK OF BELGIUM ON 22 MAY 2018

The undersigned:

Legal person:

Name and legal form:

Registered office:

Company number:

Lawful representative:

Mr/Mrs _____ position: _____ and

Mr/Mrs _____ position: _____

owner of _____ share(s) in the NATIONAL BANK OF BELGIUM, hereby give power of attorney to:

Mr/Mrs _____ position _____

Natural person

Surname and first name:

Address:

owner of _____ share(s) in the NATIONAL BANK OF BELGIUM, hereby give power of attorney to:

Surname and first name:

Address:

Pursuant to Article 547bis, §4 of the Company Code, **in the event of any potential conflict of interests** between a shareholder and his appointed representative, the representative is not authorised to exercise the voting right on behalf of the shareholder unless he has specific voting instructions for each item on the agenda. Without that, proxies will not be valid.

Conflicts of interest exist in particular if the representative:

1° is the Bank, is a shareholder who controls the Bank or is another entity controlled by such a shareholder;

2° is a member of the Bank's Board of Directors, or a member of the management bodies of a shareholder who controls the Bank or a controlled entity referred to in 1°;

3° is an employee or external auditor of the Bank or of the Bank's controlling shareholder or of a controlled entity referred to in 1°;

4° is related to a natural person referred to in 1° to 3° or is the spouse or legal partner of such a person, or of a relation of such a person.

Proxies returned to the Bank without indicating a representative will be deemed to be addressed to the chairman of the Board of Directors and consequently fall within the scope of potential conflicts of interest. They will not be valid unless voting instructions are indicated for each item on the agenda.

to

- represent the mandator at the Ordinary General Meeting of Shareholders of the NATIONAL BANK OF BELGIUM, to be held at 1000 Brussels, rue Montagne aux Herbes Potagères/Warmoesberg 61, on Tuesday, 22 May 2018 at 14.00 hrs,
- to take part in all deliberations in accordance with the agenda,
- cast all votes which the representative considers appropriate,
- in the event of a conflict of interests as mentioned above, to vote in accordance with the specific voting instructions indicated below, and
- for that purpose to sign any documents, elect domicile, make substitutions and generally do everything necessary or appropriate.

AGENDA FOR THE MEETING

1. Introductory statement of the Governor
2. Report on operations during the financial year ending 31 December 2017
3. Statutory elections:

Proposals for decisions:

- Regents: - renewal of the term of office of Messrs Marc Leemans, Pieter Timmermans and Pieter Verhelst
- election of Messrs Cédric Frère, Eric Mathay and Robert Vertenueil, Mrs Fabienne Bister, Messrs Danny Van Assche and Edwin De Boeck to replace Messrs Gérald Frère, Didier Matray and Rudy De Leeuw, Mrs Michèle Detaille, Messrs Karel Van Eetvelt and Jean-François Robe, respectively
- Censors: - renewal of the term of office of Mr Jean-François Hoffelt and Mrs Claire Tillekaerts
- election of Messrs Lionel Rouget, Dimitri Lhoste and Eddy Vermoesen to replace Messrs Bernard Jurion, Eric Mathay and Edwin De Boeck, respectively

(tick the appropriate box if you are in the situation of a potential conflict of interests - see box above)

Regents: Renewal of the term of office of Mr Marc Leemans

- For Mr Marc Leemans
- For Mrs Marie-Hélène Ska
- Against
- Abstention

Renewal of the term of office of Mr Pieter Timmermans

- For Mr Pieter Timmermans
- For Mr Philippe Lambrecht
- Against
- Abstention

Renewal of the term of office of Mr Pieter Verhelst

- For Mr Pieter Verhelst
- For Mr Georges Van Keerbergen
- Against
- Abstention

Replacement of Mr Gérald Frère

- For Mr Cédric Frère
- For Mrs Fabienne Bister
- Against
- Abstention

Replacement of Mr Didier Matray

- For Mr Eric Mathay
- For Mr Dimitri Lhoste
- Against
- Abstention

Replacement of Mr Rudy De Leeuw

- For Mr Robert Vertenueil
- For Mrs Karine Theys
- Against
- Abstention

Replacement of Mrs Michèle Detaille

For Mrs Fabienne Bister
For Mr Olivier de Wasseige
Against
Abstention

Replacement of Mr Karel Van Eetvelt

For Mr Danny Van Assche
For Mr Johan Bortier
Against
Abstention

Replacement of Mr Jean-François Robe

For Mr Edwin De Boeck
For Mr Eddy Vermoesen
Against
Abstention

Censors: Renewal of the term of office of Mr Jean-François Hoffelt

For
Against
Abstention

Renewal of the term of office of Mrs Claire Tillekaerts

For
Against
Abstention

Election of Mr Lionel Rouget to replace Mr Bernard Jurion

For
Against
Abstention

Election of Mr Dimitri Lhoste to replace Mr Eric Mathay

For
Against
Abstention

Election of Mr Eddy Vermoesen to replace Mr Edwin De Boeck

For
Against
Abstention

In the case of extra items added to the agenda and proposals for decisions relating to them in accordance with Article 533ter of the Companies Code after notification of this proxy, the representative:

(tick the appropriate box)

is authorised to vote on the new items entered on the agenda
must abstain

Done at (date)

THE SHAREHOLDER
(Signature) (1)

(1) If the form is completed electronically, it must bear an electronic signature conforming to the legal requirements concerning electronic signatures.