FINAL TERMS

25 March 2019

KBC Bank NV

Issue of 87,477

Call Warrants under the KBC Bank Warrants Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 26 februari 2019 which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) as amended which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a relevant Member State. This document constitutes the Final Terms of the Warrants described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Warrants is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the issue of the Warrants (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. Copies of the Base Prospectus are available free of charge to the public at the registered office of the Issuer and on the website at www.kbc.com.

In case of any inconsistency between the Base Prospectus and the Final Terms, the Final Terms shall prevail.

GENERAL DESCRIPTION OF THE WARRANTS

1.	END Warrants	No
2.	Series Number	33
3.	Number of Warrants being issued	87,477
4.	Issue Date	25 March 2019
5.	Exercise Period	From (and including) 26 March 2019 at 12 a.m. (Brussels Time) until (and including) 24 March 2029 (the Maturity Date)
6.	Business Day Centre(s)	Target 2

7.	Currency of the Warrant (of the Warrant Value, Initial Warrant Value, Exercise Price and Actual Exercise Price)	EUR
8.	Details of the Underlying Share to which the Warrants relate	
	a. Identification code Underlying Share (if applicable)	BE0059883349
	b. Share Company (or fund)	Bevek PLATO Institutional Index Fund European Equity Classic Shares KAP
	c. Exchange	Not Applicable
	d. Related Exchange	Not Applicable
	e. Currency	EUR
	f. Exchange Business Day	Target 2
	g. Source for determining Value of the Underlying Share	Bloomberg Code: PLA9612 BB Equity
9.	Initial Warrant Value per Warrant	EUR 50
10.	Issue Price per Warrant	EUR 51.47 (including hedging costs, commission and other costs related to the issuance of the Warrant)
11.	Exercise Price per Warrant	The Exercise Price will be determined on the basis of and will be equal to the Net Asset Value of the Underlying Share on the Issue Date and will be posted on www.kbctop.com on 26 March 2019 (the Exercise Price is subject to adjustment in accordance with Conditions 16 and 20)
12.	Entitlement per Warrant	The Entitlement will be determined on the basis of the Exercise Price on the Issue Date and will be posted on www.kbctop.com on 26 March 2019

13.	Actual Exercise Price per Warrant	The Actual Exercise Price will be determined on the Issue Date and will be posted on www.kbctop.com on 26 March 2019
14.	Method for delivery of the Entitlement	Physical Delivery
15.	Details as to how the Entitlement will be evidenced	The Entitlement will be evidenced by an entry on a securities account of the Warrant Holder upon Exercise of the Warrant
16.	Details of the Warrant Agent (if not KBC Bank NV)	Not Applicable
17.	Details of the Calculation Agent (if not KBC Bank NV)	Not Applicable
18.	Whether Failure to Deliver applies (as defined in Condition (8)e)	Applicable
19.	Whether Tender Offer (as defined in Condition (19)b applies)	Applicable
20.	For the purpose of Condition (20) (Additional Disruption Events)	
	(i) Details of any Additional Disruption Event	
	Change in Law	Applicable
	Hedging Disruption	Not Applicable
	Increased Cost of Hedging	Not Applicable
	Increased Cost of Stock Borrow	Not Applicable
	Insolvency	Applicable
	Loss of Stock Borrow	Not Applicable
	(ii) If Loss of Stock Borrow is applicable, the Maximum Loan Stock rate in respect of each relevant Underlying Share; and	Not Applicable
	(iii) If Increased Cost of Stock Borrow is applicable, the Initial Loan Stock Rate in respect of each relevant Underlying Share	Not Applicable

21.	Valuation Date(s)	Each date from and including 26 March 2019 until 24 March 2029
22.	Valuation Time	The closing time of Euronext Brussels
23.	ISIN Code	**BE0974344765**

DISTRIBUTION

24.	(i) If Syndicated, give names and addresses of Dealers	Not Applicable
	(ii) Date of Subscription Agreement	Not Applicable
25.	If non-syndicated, name and address of the relevant Dealer	KBC Bank NV Havenlaan 2 B-1080 Brussels
26.	Details of any total commission and concession	Not Applicable
27.	Details of any addition selling restriction	Not Applicable

Signed on behalf of the Issuer:

By: Hedwig Swinnen

Duly authorised

By: Tatianna Bortels

Duly authorised

PART B – OTHER INFORMATION

1 **ADMISSION TO TRADING:**

(i)	Listing	Euronext Brussels
(ii)	Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Warrant to be admitted to trading on Euronext Brussels with effect from on or around the Issue Date

2 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:**

Save for any fees payable to the Dealer(s)(if any) so far as the Issuer is aware, no person involved in the issue of the Warrants has an interest material to the offer. The Dealer(s) and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business

3 **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES:**

(i)	Reasons for the offer:	See section 9. Use of Proceeds of the Base Prospectus (www.kbctop.com). No particular identified use of proceeds for this emission.
(ii)	Estimated net proceeds:	EUR 4,371,350
(iii)	Estimated total expenses:	EUR 2,500

4 **PERFORMANCE OF THE UNDERLYING SHARE, EXPLANATION OF THE EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING THE UNDERLYING SHARE]**

The details of past and future performance and volatility of the Underlying Shares can be obtained on Bloomberg, Code: PLA9612 BB Equity. Bevek PLATO Institutional Index Fund European Equity Classic Shares KAP . ISIN Code of the Underlying Share is BE0059883349.

The Underlying – Plato Institutional Index Fund European Equity – is an open-end fund registered in Belgium. The objective is to minimize the tracking error with reference to the MSCI-Europe Net-dividend reinvested Index. The Fund invests in international stocks and financial instruments of companies that part of the European countries.

The Underlying follows the characteristics (like diversification over countries, sectors and currencies) of the index composition as close as possible. This translates in the buying and selling selection of stocks from this index. Plato Institutional Index Fund European Equity can use derivatives to a limited extent. On the one hand, this restriction means that derivatives can be used to fulfill the investment objectives. On the other hand, derivatives can be used to reduce the sensitivity of the portfolio to a certain market parameter (for instance hedging currency risk).

The Agent is KBC Asset Management NV
Contact information is
KBC Asset Management SA
Havenlaan 2
B-1080 Brussels
Belgium

ANNEX TO THE FINAL TERMS
SUMMARY OF THE WARRANTS

The following summary establishes in accordance with Articles 24 and 29 of the Belgian Prospectus Law, in a brief manner and in a non-technical language, the essential characteristics and risks associated with the Issuer and the Warrants.

The summary is made up of disclosure requirements known as "Elements". These Elements are numbered in Section A – E.

The summary contains all the Elements required to be included in a summary for the type of the securities and Issuer. There may be gaps in the numbering sequence of the Elements in cases where Elements are not required to be addressed.

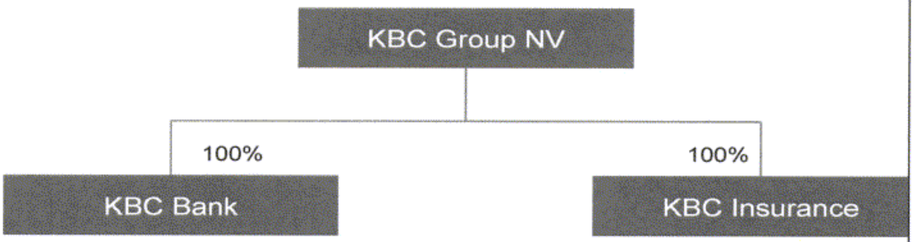
Even though an Element may be required to be inserted in the summary because of the type of instruments and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable". Certain provisions of this summary are in brackets. Such information will be completed or, where not relevant, deleted, in relation to a particular issue of Warrants, and the completed summary in relation to such issue of Warrants shall be appended to the Applicable Final Terms.

A. Introduction and Warnings		
A.1	Introduction and warnings	This summary should only be read as an introduction to the base prospectus dated 26 February 2019 as supplemented from time to time (the **Base Prospectus**). Any decision to invest in any Warrants should be based on a consideration of the Base Prospectus as a whole and of the Applicable Final Terms by any investors. Where a claim relating to the information contained in the Base Prospectus is brought before a court in a Member State, the plaintiff investor may, under the national legislation of the Member States, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Nobody bears civil liability on the mere basis of this summary or its translation, except if this summary is misleading, incorrect or inconsistent when read together with other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Warrants. ***Warrants involve a high degree of risk and potential investors should be prepared to sustain a loss of all or part of their investment. Prior to making an investment decision, prospective investors should consider carefully, (i) all the information set forth in this Base Prospectus (and any supplement, if applicable) and, in particular, the considerations set forth below and (ii) all the information set forth in the Applicable Final Terms.***
A.2	Consent to the use of the Prospectus	Not applicable. The Base Prospectus has been prepared solely in connection with the admission to trading of the Warrants on a regulated market pursuant

A. Introduction and Warnings		
		to Article 3(3) of the Prospectus Directive and there will be no public offer for the Warrants. The Issuer does not consent to the use of the Base Prospectus for subsequent resales.

B. Issuer		
B.1	Legal and commercial name of the Issuer	KBC Bank NV (**KBC Bank** or the **Issuer**)
B.2	Domicile/legal form/legislation under which the Issuer operates /country of incorporation	KBC Bank is a limited liability company (*naamloze vennootschap/société anonyme*) incorporated under the laws of Belgium (number 0462.920.226). Its registered office is situated at Havenlaan 2, B-1080 Brussels, Belgium.
B.4 b	Trend information	**Banking sector** After ongoing recapitalization in the aftermath of Eurocrisis, Eurozone banks continued with strengthening their balance sheet, closely monitored by the European Central Bank. At the same time, they adjusted business models to the evolving regulatory and challenging operating environment. While overall progress is significant, the results remain uneven across institutions and countries, with Italian and Portuguese banks still facing the toughest challenges. On the other hand, banks' asset quality in core countries like Belgium withstood the recent crises years rather well and continue to be good. The Czech and Slovakian banking systems are also characterised by good asset quality, while in Hungary and Bulgaria high non-performing loans are decreasing. Loan growth in the Eurozone is strengthening. Looking forward, enhanced economic governance and the banking union, which still needs to be completed, significantly strengthened the Eurozone architecture and offer a more stable banking sector environment than in the pre-crisis years. Amid a benign macroeconomic environment – despite significant emerging risks – profitability continues to improve, but significant challenges remain to enhance cost efficiency in a competitive environment and to withstand ongoing pressure on revenue growth. At the same time new technologies trigger new challenges to business models. Banks with a large customer and diversified income base are likely best suited to cope with these challenges. **General economic environment and risks** The global economy continues to perform solidly. In the United States, annual real gross domestic product ("GDP") growth in 2017 accelerated to 2.3% after its dip in 2016 (1.5%). Growth in the United States was driven primarily by strong private consumption, which was underpinned by

B. Issuer		
		improving labour market conditions. Additionally, business spending picked up markedly. After a somewhat weaker Q1 2018 growth figure, Q2 GDP growth reached 1.0% qoq (4.2% annualised). The sharp acceleration was driven by the large growth contribution from private consumption, strong federal spending and an exceptionally high growth contribution of net trade. Corporate sentiment indicators – although down from their recent highs – also continue to signal optimism. Furthermore, the tax reform which the Republicans approved in the United States at the end of 2017 together with more government spending is expected to deliver some additional, albeit modest, boost to growth in 2018-2019. Therefore, average annual GDP growth in the United States is expected to slightly accelerate and reach its peak in 2018. The growth pace will then likely decline in the following years, reflecting the late-cyclical state of the United States economy, the tighter policy of the Federal Reserve System ("Fed") and tightness of the United States labour market. For now, activity and inflation trends will support the Federal Reserve to continue with their gradual monetary policy path as planned. Also for the Eurozone economy, 2017 was a very strong year with an average annual growth rate of 2.5%, which was far more than expected. Private demand played an important role in the growth uptick, but net trade also made a substantial growth contribution. Moreover, business investment, although not fully recovered from the crisis, was an essential growth contributor during the year. In the first half of 2018, euro area GDP growth was somewhat lacklustre compared to the strong 2017 figures, with domestic demand the main driver. Economic sentiment in the Eurozone declined in the first half of 2018. However, it remains at elevated levels, after having reached a seventeen-year high in December 2017. Nevertheless, optimism remains for the Eurozone economy and above-potential growth in the coming years is still expected.. The main risks for the euro area economy will be the adverse effects of the ongoing trade conflicts and negative consequences from Brexit. Headline inflation is picking up in the euro area. This is mainly driven by oil price movements. Core inflation, excluding prices of energy, food, tobacco and alcohol, remains subdued in the region of 1%. Nevertheless, wage growth measures in several euro area economies have been rising recently, suggesting more inflation support from that corner in the coming months. Nevertheless, we still expect inflation to approach but not reach the ECB's medium-term target of below but close to 2%. This persistent shortfall from its inflation target explains the rather dovish stance of the ECB and its very gradual monetary policy normalisation plans with a first rate hike at the earliest after the summer of 2019. The combination of a dovish central bank, disappointing economic data, sticky core inflation, flight to quality capital flows, scarcity of German benchmark bonds and a continued presence of excess liquidity in the euro area will delay and slow down the normalisation of the term premium on euro area bond markets. Momentum remains supportive for the US dollar in the short-term as the interest rate differentials with the Eurozone have again reached multi-year highs. However, in the medium to longer term, most factors are pointing to an appreciation of the euro against the US dollar. Expectations of a first ECB

B.	**Issuer**	
		rate hike and the consequences of late-cyclical fiscal stimulus (twin deficits) in the United States will lead to a strengthening of the Euro.
B.5	Description of the group and position of Issuer within the group	KBC Bank is a wholly-owned subsidiary of KBC Group NV (**KBC Group**). A simplified schematic of KBC Group's legal structure is provided below.  (simplified presentation) As at the end of December 2017, the share capital of KBC Bank was EUR 8,948 million and consisted of 915,228,482 ordinary shares, one of which is held by its sister company KBC Insurance NV and the remainder are held by KBC Group NV. KBC Group NV's shares are listed on Euronext Brussels. An overview of the shareholding of KBC Group NV is available on the website at www.kbc.com. The core shareholders of KBC Group NV are KBC Ancora, CERA, MRBB and the other core shareholders. KBC Bank, as full subsidiary of KBC Group NV, also has, besides its banking activities, a holding function for a wide range of group companies, mainly banking and other financial entities in Central and Eastern Europe and in other selected countries, such as Ireland. In its capacity of holding company, KBC Bank is affected by the cash flows from dividends received from these group companies. KBC Bank also functions as funding provider for a number of these group companies. The major other subsidiary of KBC Group NV is KBC Insurance NV. KBC Bank co-operates closely with KBC Insurance NV, amongst others, in relation to distribution of insurance products.
B.9	Profit forecasts or estimates	Not applicable. The Issuer has not made any profit forecasts or estimates.
B.10	Qualifications in the auditor's report	Not applicable. The auditor has not qualified its report on the historical financial information included in the Base Prospectus.
B.12	Selected financial information	The tables below each set out a summary of key financial information extracted from the Issuer's Financial Reports (audited) for the fiscal years ended on 31 December 2016 and 31 December 2017, and from the Issuer's interim financial

report for the six months ended on 30 June 2017 and the six months ended on 30 June 2018 (unaudited) :

Highlights of the consolidated income statement KBC Bank (in millions of EUR)	Full year 2016	Full year 2017	HY 2017	HY 2018
Net interest income	3,635	3,546	1,762	1,989
Dividend income	27	20	15	18
Net result from financial instruments at fair value through profit or loss	551	860	443	86
Net realised result from available-for-sale assets	134	114	50	-
Net realised result from debt instruments at FV through OCI	-	-	-	8
Net fee and commission income	1,753	2,023	1,017	1,050
Other net income	140	25	82	83
TOTAL INCOME	**6,240**	**6,588**	**3,368**	**3,233**
Operating expenses	-3,399	-3,568	-1,893	-2,001
Impairment	-145	44	67	57
Share in results of associated companies and joint-ventures	23	8	6	8
RESULT BEFORE TAX	**2,719**	**3,073**	**1,549**	**1,297**
Income tax expense	-525	-891	-273	-262
RESULT AFTER TAX	**2,195**	**2,182**	**1,276**	**1,035**
Attributable to minority interest	169	179	89	88
Attributable to equity holders of the parent	2,026	2,003	1,187	947

There has been

a) no significant change in the financial and the trading position of the Issuer or the KBC Bank Group since 30 June 2018, and

b) no material adverse change in the prospects of the Issuer or the KBC Bank Group since 30 June 2018.

B. Issuer		
B.13	Recent material events particular to the Issuer's solvency	At the end of June 2018, total equity came to 15.7 billion euros (13.1 billion euros in parent shareholders' equity, 0.2 billion euros in minority interests and 2.4 billion euros in additional tier-1 instruments), up 0.7 billion euros on its level at the beginning of the year on a like-for-like basis (i.e. after adjustment for the impact of the first-time application of IFRS 9, which led to a drop of 0.6 billion euros). The like-for-like change during the first six months of the year resulted from the inclusion of the profit for that period (+0.9 billion euros, excluding minority interests), the issuance of a new additional tier-1 instrument in April 2018 (+1 billion euros), changes in the various revaluation reserves (an aggregate -0.1 billion euros), dividends paid to KBC Group for financial year 2017 (-1.2 billion euros) and a number of smaller changes. The common equity ratio (Basel III) stood at 15.8% (fully loaded) at 30 June 2018 (16.3% at 31 December 2017). The leverage ratio (Basel III, fully loaded) stood at 6% (6.1% at 31 December 2017).
B.14	Extent to which the Issuer is dependent upon other entities within KBC Group	The Issuer has, besides its banking activity, also a holding function for a wide range of group companies, mainly banking and other financial entities in Central and Eastern Europe and in other selected countries, such as Ireland. In its capacity of holding company, the Issuer is affected by the cash flows from dividends received from these group companies. The Issuer also functions as funding provider for a number of these group companies. The Issuer is a credit institution. It relies in part on its holding company, KBC Group NV, to meet certain capital and regulatory requirements. The major other subsidiary of KBC Group NV is KBC Insurance NV. The Issuer co-operates closely with KBC Insurance NV, amongst others, in relation to distribution of insurance products.
B.15	Description of the Issuer's principal activities	The Group is a multi-channel bank that caters primarily to private persons, small and medium-sized enterprises (SMEs) and midcaps. Its geographic focus is on Europe. In its "home" (or "core") markets Belgium, Czech Republic, Slovak Republic, Hungary, Bulgaria and Ireland, the Group has important and (in some cases) even leading positions.5 The Group is also present in other countries where the primary focus is on supporting the corporate clients of the home markets. The Group's core business is retail and private bank-insurance (including asset management), although it is also active in providing services to corporations and market activities. Across most of its home markets, the Group is active in a large number of products and activities, ranging from the plain vanilla (i.e. basic or standard) deposit, credit, asset management and

B. Issuer		
		insurance businesses (via its sister company, KBC Insurance NV) to specialised activities such as, but not exclusively, payments services, dealing room activities (money and debt market activities), brokerage and corporate finance, foreign trade finance, international cash management, leasing, etc.
B.16	Extent to which the Issuer is directly or indirectly owned or controlled	As the Issuer is a wholly-owned subsidiary of KBC Group NV, it is indirectly controlled by the shareholders of KBC Group NV. KBC Group NV's shares are listed on Euronext Brussels. At the date of the Base Prospectus and based on the notifications made in accordance with the Belgian law of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market, the major shareholders of KBC Group NV are KBC Ancora, Cera, MRBB and the other core shareholders.
B.17	Credit ratings assigned to the Issuer or its debt securities at the request or with the cooperation of the Issuer in the rating process.	The long-term unsecured, unsubordinated and unguaranteed debt obligations of the Issuer have been assigned the following credit ratings (situation as at 9 March 2018): A+ (stable Outlook) by Fitch Ratings A1 (positive Outlook) by Moody's A+ (stable Outlook) by S&P

C. Securities		
C.1	Type of the securities	A Warrant constitutes a contractual claim (*schuldvordering/créance*) against the Issuer which is initially represented and evidenced by a registration in a register held by the Issuer (or by the Warrant Agent on its behalf) (the **Warrants Register**) in the name of the relevant Warrant Holder (a **Registered Warrant**). An electronic platform managed by (or on behalf of) KBC Bank NV (the **Electronic Platform**) has been implemented through which the Registered Warrants are initially registered in the name of and assigned to the individual Warrant Holders using an individualised user name and password. The Warrant Holders will need to use this user name and password in case they wish to sell (or otherwise transfer) their Registered Warrants through the Electronic Platform. KBC Bank NV does not charge any fees for the creation and maintenance of the Warrants Register. Upon the choice of the Warrant Holder, the form of a Registered Warrant can be changed by a process of dematerialisation potentially with a view of trading of the Warrant on Euronext Brussels (**Dematerialised Warrants**). The Dematerialised Warrants will be represented exclusively by book entries in the records of the clearing system operated by Euroclear SA/NV or any successor thereto (the **Securities Settlement System**) and held by the Warrant Holder (or its successor or transferee) through a securities account with KBC Bank or with a direct or indirect participant in the Securities Settlement System.

C. **Securities**		
		Administrative costs will be charged by the Issuer to the Warrant Holder for the dematerialisation of Registered Warrants. Such cost will be based on the tariffs applicable at the time of such dematerialisation request, which are set out (and updated from time to time) in the tariff card published by the Issuer on the Issuer's website under page: https://kbc-pdf.kbc.be/vermogensopbouw/tarieven_effecten_nl.pdf
C.2	Currency	Subject to compliance with all relevant laws, regulations and directives, a Warrant may be issued, and its Warrant Value (and its Issue Price, Exercise Price and Actual Exercise Price) may be expressed, in euro or in any other currency agreed between the Issuer and the relevant Dealer(s) or subscriber of the relevant Series as specified in the Applicable Final Terms. Such currency in which a Warrant is issued and the Exercise Price at which the Warrant can be exercised can be different from the currency of the Underlying Share to which the Warrant is linked.
C.5	A description of any restrictions on the free transferability of the Warrants	Subject to the applicable restrictions in all jurisdictions in relation to offers, sales or transfers, the Warrants are freely transferrable. In all jurisdictions, offers, sales or transfers of Warrants may only be effected to the extent lawful in the relevant jurisdiction. The distribution of the Base Prospectus or its summary may be restricted by law in certain jurisdictions.
C.8	Description of the rights attached to the Warrants	Call Warrants (*koopwarranten/warrants d'achat*) provide the Warrant Holder a contractual right against the Issuer to acquire a (predetermined fraction of a) Share against a predetermined Exercise Price during a predetermined Exercise Period. <u>Status (Condition (5))</u>: The Warrants constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank at all times *pari passu* and without any preference among themselves. The Warrants will not be secured by the Underlying Share(s) to which such Warrant is linked. The Warrants will not bear any interest. The Warrant Holders are qualified as senior preferred creditors under article 389/1, 1° of the Belgian Banking Law, and such creditors have a higher priority ranking than the so-called senior non-preferred creditors defined under article 389/1, 2° of the Belgian Banking Law. <u>Exercise (Conditions (7) and (8))</u>: The Warrant Holder can autonomously choose to Exercise its Warrant(s) (both Registered Warrants and Dematerialised Warrants), at once or in multiple transactions, on any Business Days during the Exercise Period prior to the Expiration Date by delivering to the Warrant Agent a duly signed Exercise Notice (in the form set out in the Warrant Agreement). Upon Exercise of its Warrant, the Warrant Holder will be entitled to acquire from the Issuer the fraction or number of the Underlying Share(s) per Warrant at the Exercise Price. Following

C. Securities		
		Exercise and delivery of the Entitlement, the Warrant Holder will be directly exposed to any fluctuation in the Share Value of the Underlying Share. A Warrant Holder wishing to Exercise its Warrants will need to dispose of a securities account held with KBC Bank and a cash account held with KBC Bank (even if such Warrant Holder acquired a Dematerialised Warrant held in a securities account with a Securities Settlement System participant outside of KBC Bank). In case of Exercise of a Warrant, Exercise Costs and Exercise Expenses will be due by the Warrant Holder. The Exercise Costs will be based on the tariffs applicable at the Actual Exercise Date and which are set out (and updated from time to time) in the tariff card published by the Issuer on the Issuer's website under page: https://kbc-pdf.kbc.be/vermogensopbouw/tarieven_effecten_nl.pdf). A Warrant cannot be exercised through the Electronic Platform (but the Exercise Notice and contact details for the exercise can be obtained through the Electronic Platform). Sale (Conditions (7), (10), (11) and (11) bis): The Warrant Holder can also autonomously choose to Sell its Warrants (both Registered Warrants and Dematerialised Warrants), at once or in multiple transactions, on any Business Days during the Exercise Period (i) either on the open market to any third party or (ii) to the Issuer. The Sale of Registered Warrants to the Issuer can take place through the Electronic Platform (a sale of Dematerialised Warrants to the Issuer or the Sale of any Warrants in the open market or to any third party will take place outside the Electronic Platform). The Issuer may agree to purchase the Warrants (without this being an obligation) at the Sale Price which will be formed and determined: (a) for Warrants that are not END Warrants, twice intra-day, a first time at 9:00h (CET) in the morning and the second time at 12:00h (CET) noon, and posted on the Issuer's website at: www.kbctop.com; or (b) for END Warrants, once intra-day, at or about 23:30 (CET), and posted on the Issuer's website the immediately following Business Day at: www.kbctop.com. Such Sale Price will be based on KBC Bank's own pricing models. The Issuer shall ensure that at any time as long as Warrants are outstanding under the Programme in respect of which the Exercise Period has not lapsed, such Sale Price will continue to be posted. The discretion for the Issuer to accept any offer(s) made by the Warrant Holders to sell their Warrants to the Issuer does not affect any obligations KBC Bank would have to purchase the Warrants on the secondary market in its role as market maker in respect of any Series of Warrants admitted to trading on Euronext Brussels in accordance with the applicable market rules. For any Series of Warrants admitted to trading on Euronext Brussels, there will systematically be a party that will be acting as market maker on the secondary market.

C. Securities		
		In case of sale of the Warrants to the Issuer, no additional costs will be due by the Warrant Holder. The Warrant Holder will however be liable for any Sale Expenses that would become due. The Warrants can, following dematerialisation in accordance with Condition (6) also be transferred by way of a stock exchange trade on Euronext Brussels. In case of a transfer of a Warrant by way of a stock exchange trade on Euronext Brussels, administrative cost will be due by the Warrant Holder as set out (and updated from time to time) in the tariff card published by the Issuer on the Issuer's website under page: https://kbc-pdf.kbc.be/vermogensopbouw/tarieven_effecten_nl.pdf). Governing Law (Condition (17)): The Warrants will be governed by Belgian law. *Where applicable, the Issuer and the Calculation Agent undertake to comply with Book VI of the Belgian Code of Economic Law in respect of Warrants issued under the Programme and subscribed to by consumers in Belgium.* *To the extent the Warrant Holder is a consumer in Belgium, the Issuer may not unilaterally modify an essential feature of the Warrants, unless: (a) in the case of the occurrence of (i) a force majeure event or (ii) an event which substantially alters the economics of the contract as initially agreed between the parties and which is not attributable to the Issuer, (b) any such modification does not create an obvious imbalance between the rights and obligations of the parties to the detriment of the Warrant Holder, and (c) the Issuer does not charge costs to the Warrant Holder for any such modification.* *Furthermore, to the extent the Warrant Holder is a consumer in Belgium, the cancellation of the Warrants provided for in the Conditions is only possible upon a decision of the Issuer or the Calculation Agent: (a) if (i) a force majeure event has occurred and (ii) the Issuer does not charge additional costs to the Warrant Holder for such cancellation; or (b) if (i) an event has occurred which substantially alters the economics of the contract as initially agreed between the parties and which is not attributable to the Issuer, (ii) such cancellation does not create an obvious imbalance between the rights and obligations of the parties to the detriment of the Warrant Holder, (iii) the Issuer does not charge costs to the Warrant Holder for such cancellation, and (iv) the Issuer reimburses the Warrant Holder the costs (other than the Actual Exercise Price, the Exercise Costs and the Exercise Expenses) already paid by such Warrant Holder pro rata in the following proportion: (total initial term MINUS elapsed period at the time of such cancellation) / total initial term.* **Conditions allowing unilateral modification to the Warrants:**

C. Securities		
		A number of Conditions grant or may grant the Issuer, the Calculation Agent and/or the Warrant Agent a unilateral right to modify certain features of the Warrants. The sole purpose of these provisions is to allow the Issuer, the Calculation Agent and/or the Warrant Agent, as the case may be, upon the occurrence of certain events (i) which are outside of the control of the Issuer, the Calculation Agent and/or the Warrant Agent, (ii) which were not reasonably foreseeable at the time of issuance of the relevant Warrants, and (iii) to the extent that the Warrant Holder is a consumer in Belgium, which substantially alters the economics of the contract as initially agreed between the parties, to make modifications to the Warrants that would allow the rights and obligations under the Warrants to be exercised and performed by the Warrant Holders in view of realising a return to the extent possible in accordance with the initially agreed terms and contractual equilibrium of the Warrants. These Conditions are the following: Settlement Disruption Event (Condition (8)d): If, following the Exercise of a Warrant, a Settlement Disruption Event occurs or exists on the Share Delivery Date of the Underlying Shares, delivery of the Underlying Shares may be postponed until the third Business Day following the date on which no Settlement Disruption Event occurs. The Issuer in these circumstances also has the right to pay the Disruption Cash Settlement Price on the basis of repayment at Fair Market Value of the Underlying Shares and costs. Failure to Deliver (Condition(8)e): if "**Failure to Deliver**" is specified as applying in the Applicable Final Terms and, following the Exercise of relevant Warrant(s), the Calculation Agent establishes it is impossible to deliver some or all of the Underlying Shares due to illiquidity in the market for the Underlying Shares, then (i) the Underlying Shares that are not affected by such event will be delivered against payment of the Actual Exercise Price for such partial delivery and (ii) instead of delivering the Affected Shares, the Issuer will satisfy its obligation by payment of the Failure to Deliver Settlement Price based on the Share Value of the Underlying Shares and costs. Modification (Condition (13)d)): The Issuer may in some cases modify the Conditions and/or the Warrant Agreement without the consent of the Warrant Holders provided that, amongst others, such modification is not materially prejudicial to the interests of the Warrant Holders or required to correct a minor or formal error or an inconsistency between the Conditions and Applicable Final Terms of the Warrants issue and the relevant term sheet relating to the Warrants. To the extent the Warrant Holder is a consumer in Belgium, any modification pursuant to Condition 13(d) may not relate to an essential feature of the Warrants, unless: (a) in the case of the occurrence of (i) a force majeure event or (ii) an event which substantially alters the economics of the contract as initially agreed between the parties and which is not attributable to the Issuer, (b) any such modification does not create an obvious imbalance between the rights and obligations of the parties to the detriment of the Warrant Holder, and (c) the Issuer does not charge costs to the Warrant Holder for any such modification.

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		Potential Adjustment Event (Condition (19)a): Subject to particular circumstances being declared in respect of the Underlying Share, the Issuer may be entitled to make certain adjustments to the Warrants or substitute the Underlying Share. De-listing, Merger, Nationalisation, Insolvency and, if specified in the Applicable Final Terms, Tender Offer (Condition (19)b)): Subject to certain events affecting the Underlying Shares, the Issuer may in first instance be entitled to make certain adjustments to the Warrants and, if such adjustment would not reasonably result in a repair of the contractual equilibrium, cancel the Warrants. Additional Disruption Events (Condition (20)): Subject to particular disruption events occurring, the Issuer may in first instance be entitled to make certain adjustments to the Warrants and, if such adjustment would not reasonably result in a repair of the contractual equilibrium, cancel the Warrants. **Conditions allowing a cancellation of the Warrants:** Furthermore, a number of Conditions grant or may grant the Issuer, the Calculation Agent and/or the Warrant Agent a right to terminate and cancel the Warrants under certain circumstances. Such termination and cancellation rights are only intended to be invoked by the Issuer, the Calculation Agent and/or the Warrant Agent, as the case may be, upon the occurrence of certain events (i) which are outside of the control of the Issuer, the Calculation Agent and/or the Warrant Agent, (ii) which were not reasonably foreseeable at the time of issuance of the relevant Warrants and (iii) to the extent that the Warrant Holder is a consumer in Belgium, which substantially alters the economics of the contract as initially agreed between the parties, provided that all reasonable efforts were otherwise made that would allow the rights and obligations under the Warrants to be exercised and performed by the Warrant Holders in view of realising a return to the extent possible in accordance with the initially agreed terms and contractual equilibrium. These Conditions are the following: Illegality (Condition (12)): (a) In the case of a Warrant Holder who is not a consumer in Belgium, if the performance of any obligations of the Issuer under any Warrants or any hedging relating thereto becomes illegal, or (b) in the case of a Warrant Holders who is a consumer in Belgium, if the performance of any obligations of the Issuer under any Warrants becomes illegal, then the Issuer may cancel such Warrants and pay to the Warrant Holder the Fair Market Value (subject to certain adjustments). De-listing, Merger, Nationalisation, Insolvency and, if specified in the Applicable Final Terms, Tender Offer (Condition (19)b)): Subject to certain events affecting the Underlying Shares, the Issuer may in first instance be entitled to make certain adjustments to the Warrants and, if such adjustment

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		would not reasonably result in a repair of the contractual equilibrium, cancel the Warrants. Additional Disruption Events (Condition 20)): Subject to particular disruption events occurring, the Issuer may in first instance be entitled to make certain adjustments to the Warrants and, if such adjustment would not reasonably result in a repair of the contractual equilibrium, cancel the Warrants.
C.11	Admission to trading	Application for the Warrants to be admitted to trading on the regulated market of Euronext Brussels may be made after the dematerialisation of the relevant Warrants in accordance with Condition(6). See also C.1 above.
C.15	Description of how the value of the Warrants are affected by the value of the Underlying Share	Warrant Holders should note that in this Base Prospectus a number of different definitions are used to refer to the value or price of a Warrant at a given time: "Initial Warrant Value" which refers, in respect of a Warrant of a given Series, to the initial value per Warrant of a given Series as set by the Issuer on the Issue Date (and specified as such in the Applicable Final Terms of such Series). "Issue Price" means, in respect of a Warrant of a given Series, the issue price of the Warrant specified as such in the Applicable Final Terms of such Series and which is equal to the Initial Warrant Value of such Warrant plus any hedging costs, commission and other costs related to the issuance of the Warrant. "Sale Price" means, in respect of a Warrant of a given Series, the price formed and determined (a) for Warrants that are not END Warrants, twice intra-day by the Issuer; or (b) for END Warrants, once intra-day by the Issuer, using its own pricing models and quoted at www.kbctop.com, at which the Issuer may purchase the Warrant if offered for Sale to it by the Warrant Holder. "Trading Price" means, in respect of a Warrant of a given Series, the price for such Warrants as quoted either on any Stock Exchange or other trading venue where such Warrant is listed and/or admitted to trading or as determined by a market-maker for such Warrant. The Trading Price of the Warrants should in principle not deviate much from the Sale Price as determined by the Issuer. "Warrant Value" refers generally to the value of a Warrant at a given time. A Warrant provides for a value which the Warrant Holder can realise by either Selling the Warrant to a third party in the open market (at the then applicable Trading Price) or to the Issuer (at the Sale Price as determined by the Issuer in accordance with Condition (11)a(i)) and (11)bis a(i). The Sale Price determined by the Issuer will not necessarily at all times be equal to the Trading Price which takes into account bid and offer quotes in the secondary markets).

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		A Warrant can be attributed an Initial Warrant Value upon issuance. Thereafter, the two main components that affect the value and pricing of a Warrant are (i) the Intrinsic Value of the Warrant and (ii) the Time Value of the Warrant. Therefore the value of a Warrant and its Trading Price at any time after issuance may differ from the Issue Price. The Intrinsic Value of the Warrant is based on the difference between the Share Value of the Underlying Share and the Exercise Price of the Warrant. This Intrinsic Value fluctuates with the Share Value of the Underlying Share; it is a main component of the value and pricing of the Warrant. The value of the Warrant can be close to zero if the Share Value of the Underlying Share is well below the Exercise Price of the Warrant. Another main component affecting the value and pricing of the Warrant is the Time Value that reflects the upward potential the Underlying Share has before the end of the Exercise Period; it reflects the possibility that the Share Value of the Share at the end of the Exercise Period exceeds the Exercise Price of the Warrant. The value of the Warrants may be affected by (i) the Share Value of the Underlying Share; (ii) the volatility of the Underlying Share; (iii) the time remaining to Expiration Date; (iv) the components of the Underlying (fund) Share; (v) the dividends of the components of the Underlying (fund) Share; (vi) any changes of interest rates (if applicable); (vii) any change in currency exchange rates (if applicable); (viii) the depth of the market or liquidity of the Underlying Share and (ix) any related transaction costs. Furthermore, Warrants also have a "leverage effect" which can be explained as follows: the relatively lower investment required to obtain a Warrant (compared to a direct investment in the relevant Underlying Share) will allow the Warrant Holder, for a same investment amount, to invest in a relatively higher number of Warrants. Whereas it is normal for prices of a Warrant to move in parallel with the prices of the Underlying Share, the investment of an equal amount in Warrants compared to a direct investment in the Underlying Share, will result in larger gains on the Warrants in the event the price of the underlying Share increases, but also larger losses in case such price decreases.
C.16	Exercise Period and Expiration Date	The Warrants can be Exercised on any Business Day during the Exercise Period, as stated in the relevant Final Terms. Any Warrant which is not exercised prior to the Expiration Date shall become shall become void and expire worthless.
C.17	Description of settlement procedures	The Warrants sold will be delivered on the Issue Date against payment of the Issue Price of the Warrants by registration in the Warrants Register.

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	of the Warrants on the Issue Date	
C.18	Description of how the return on the Warrants takes place	Each Warrant entitles its holder, upon due Exercise (prior to the Expiration Date), to receive from the Issuer on the Share Delivery Date the Entitlement against payment of the Exercise Price. The excess (if any) of the Share Value of the Underlying Share over the Exercise Price of the Warrant will determine whether a Warrant has an Intrinsic Value for the Warrant Holder upon Exercise of its Warrant. If the Warrant has an Intrinsic Value, the Warrant Holder should be able to realise a return by selling the Underlying Share it receives upon Exercise. The Warrant Holder can also autonomously choose to Sell its Warrant(s) (both Registered Warrants and Dematerialised Warrants) on any Business Days during the Exercise Period (i) either on the open market to any third party or (ii) to the Issuer at the Sale Price. The Warrant Holder can make a return if (a) the Trading Price at which it is able to Sell its Warrant(s) in the open market or (b) the Sale Price at which it is able to Sell its Warrant(s) to the Issuer, is higher than the Trading Price or the Issue Price (as applicable) at which it acquired its Warrant(s). The Issuer has the right, without this being an obligation, to accept such offer (the discretion for the Issuer to accept any offer(s) made by the Warrant Holders to Sell their Warrants to the Issuer does not affect any obligations KBC Bank would have in its role as market maker to purchase Warrants in respect of any Series of Warrants admitted to trading on Euronext Brussels in accordance with the applicable market rules). See Element C.8 above for the rights attached to the Warrants.
C.19	Exercise Price	The Exercise Price of each Warrant of a Series is as stated in the Applicable Final Terms.
C.20	Description of the Underlying Share and where information on Underlying Share can be found	The Underlying Shares are the shares in a SICAV managed by KBC Asset Management SA/NV as set out in the relevant Final Terms [issuer, ISIN]. Information on the Underlying Share(s) is available on the website as set out in the relevant Final Terms.
D. Risk Factors		
D.2	Key risks specific to the Issuer	The Issuer believes that the factors described below represent the principal risks, each of which may affect the Group's business or financial condition, and therefore the Issuer's ability to fulfil its obligations under Warrants issued under the Programme. The inability of the Issuer to pay interest, principal or other amounts on or in connection with any Warrants may occur for other reasons which may not be considered significant risks by the Issuer based on

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		the information currently available to it or which it may not currently be able to anticipate. The sequence in which the risk factors are listed is not an indication of their likelihood to occur or of the extent of their consequences. These factors include amongst others, the following risks: (1) The Group is subject to economic and market conditions which may pose significant challenges and adversely affect its results, due to, among others, the highly competitive market in which the Group operates, liquidity and funding risk, counterparty risk (including in respect of Belgian and other European sovereigns), interest rate risk, foreign exchange risk and general market risks. General business and economic conditions that could affect the Group include the level and volatility of interest and foreign exchange rates, inflation, employment levels, bankruptcies, household income, consumer spending, fluctuations in both debt and equity capital markets, liquidity of the global financial markets, the availability and cost of funding, investor confidence, the Brexit, credit spreads (e.g. corporate, sovereign) and the strength of the economies in which the Group operates. In addition, the Group's business activities are dependent on the level of banking, finance and financial insurance services required by its customers. The Group's principal credit risk exposure is to retail and corporate customers, including in its mortgage and real estate portfolio, as well as towards other financial institutions and sovereigns. (2) Increased regulation of the financial services industry and changes thereto could adversely affect the Group; there is an increased risk of regulatory or compliance breaches, uncertainty in respect of the Group's ability to (timely) meet new regulatory capital requirements. Although the Group works closely with its regulators and continually monitors regulatory developments, there can be no assurance that additional regulatory or capital requirements will not have an adverse impact on the Group, its business, financial condition or results of operations. (3) A downgrade in the credit rating of the Group or its subsidiaries may limit access to certain markets and counterparties and may necessitate the posting of additional collateral to counterparties or exchanges. (4) The Group's risk management procedures and processes may not capture all possible risks, or may not quantify such risks correctly. In addition, operational risks remain inherent to its business, such as the possibility of inadequate or failed internal or external processes or systems, human error, regulatory breaches, the loss of key personnel, employee misconduct or external events such as fraud or cyber crime. (5) Litigation or other proceedings may adversely affect the Group's business or financial condition, as it is difficult to predict the outcome thereof or the time when such liability risk may materialise. As a result, there can be no assurance that provisions will be sufficient to cover resulting losses.

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		(6) The financial industry, including the Group, is increasingly dependent on information technology systems, which may fail, be inadequate or no longer available. (7) The Group's financial statements are in part based on assumptions and estimates which, if inaccurate, could have an impact on its reported results or financial position. (8) The Group is responsible for contributing to compensation schemes and subject to special bank taxes. (9) The Group could become subject to the exercise of "bail-in" powers or other resolution powers by the Resolution Authority. The potential impact thereof is inherently uncertain, including in certain significant stress situations.
D.6	Key risks specific to the Warrants	<u>General risk relating to Warrants:</u> <u>Warrants are complex financial instruments:</u> Warrants are complex financial instruments. Investors should on the basis of the risks described in this Prospectus, be able to make an informed investment decision to purchase the Warrants. <u>Warrant Holders may be required to absorb losses in the event KBC Group were to become subject to the exercise of "bail-in" or other resolution powers by the resolution authorities.</u> These give the resolution authorities the power to "bail-in" the claims of certain unsecured creditors of a failing institution (including the Warrants) by either mandatorily converting the claims into equity or by writing off such claims by way of a reduction of the outstanding principal amount, potentially to zero. These so-called "bail-in" powers are part of a broader set of resolution tools provided to the resolution authorities in relation to distressed credit institutions and investment firms. These include the ability for the resolution authorities to force, in certain circumstances of distress, the sale of a credit institution's business or its critical functions, the separation of assets, the replacement or substitution of the bank as obligor in respect of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments) and discontinuing the listing and admission to trading of financial instruments. <u>Warrants involve a high degree of risk and investors must be prepared to sustain a total loss of the purchase price of their Warrants.</u> Warrants involve a high degree of risk. Warrants have a leverage effect, meaning that the investment of an amount in Warrants compared to a direct investment of the same amount in the Underlying Share(s) may result in significantly higher gains but also in significantly higher losses. The (non-)occurrence of anticipated fluctuations in the price of the Underlying Share may disproportionately affect the value of Warrants. Warrants may expire

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		worthless if the Underlying Share does not perform as anticipated. If not Exercised in accordance with the Conditions prior to the Expiration Date, a Warrant will become void and expire worthless. In order to recover and realize a return upon its investment, a Warrant Holder must be correct about the direction, timing and magnitude of an anticipated change in the value of the Share underlying the Warrants. Warrant Holders should also consider that the return on the investment in Warrants is reduced by the costs in connection with the purchase, exercise and/or sale of the Warrants. <u>Exposure to the Underlying Share</u>: Following Exercise of the Warrant and delivery of the Entitlement, the Warrant Holder will be directly exposed to any fluctuation in the Share Value of the Underlying Share. Furthermore, in order to obtain any cash (return) from its investment following the Exercise of the Warrant, the investor will need to be able to sell the Underlying Share in the open market, in which case it will be exposed to any illiquidity in the market for the Underlying Share and will need to bear any costs, expenses and/or taxes that would be incurred in respect of the sale of such Underlying Share. <u>Credit Risk:</u> The Warrant Holder also bears the risk that the financial situation of the Issuer declines or that insolvency or bankruptcy proceedings are instituted against the Issuer and that as a result the Issuer cannot fulfil its obligations under the Warrants. <u>Warrants are unsecured obligations</u>: The Warrants are direct, unconditional, unsecured and unsubordinated obligations of the Issuer. The purchase of Warrants does not confer the Warrant Holder any rights (whether in respect of voting, distributions or otherwise) or recourse attaching to any Shares or security in the underlying Shares. The Warrants does neither provide (prior to its Exercise) any ownership rights in the Underlying Shares. <u>Certain factors affecting the value and Trading Price of the Warrants:</u> The difference between the Share Value of the Underlying Share that can be acquired upon Exercise of a Warrant and the Exercise Price (the Intrinsic Value of the Warrant) at any time prior to the Expiration Date is typically expected to be less than the Trading Price of the Warrant at such time. The difference between the Intrinsic Value and the Trading Price will reflect, among other things, the Time Value of a Warrant. The Time Value of a Warrant will depend partly upon the length of the Exercise Period remaining to Expiration Date (as well as on certain of the other factors affecting the Warrant Value mentioned below). Before Exercising or Selling Warrants, Warrant Holders should carefully consider, among others, the following factors which may affect the value of the Warrant: (i) the Share Value and volatility of the Underlying Share; (ii) the time remaining to the Expiration Date; (iii) the components of the Underlying Share; (iv) the dividends of the components of the Underlying

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		Share; (v) any change in interest rates (if applicable); (vi) any change in currency exchange rates (if applicable); (vii) the depth of the market or liquidity of the Underlying Share and (viii) any related transaction costs. As a result of such factors, the price at which Warrant Holder may be able to sell a Warrant prior to its Expiration Date may be less than the initial amount invested in the Warrant. Each of these factors interrelate in complex ways (for example, one factor may offset an increase in trading value of the Warrant caused by another factor). Investors are at risk that the Warrant Value may be adversely affected by one or more of the following factors Pricing: As part of the valuation mechanism, Warrants may specify a Valuation Time and an Exchange and Related Exchange in which the Share Value of the Underlying Shares are to be observed. Depending on how the Share Value of the Underlying Shares is calculated, the Share Value of such Underlying Shares may fluctuate throughout the Scheduled Trading Day, and they may change rapidly. As a result, investors should note that return on any Warrants may be particularly sensitive to the choice of Valuation Times and valuation methods. The "price discovery" mechanism used to ascertain the Share Value of the Underlying Shares at any given time on Exchanges or other venues may not be uniform throughout the trading day. This may affect the valuation of any issuance of Warrants. For example, Exchanges may conduct auctions to set an opening or closing price, and trading characteristics and participants in after-hours trading sessions may differ from those during regular hour sessions. Specific risks relating to the Underlying Shares where the Underlying Shares are units in a fund: in respect of Warrants where the Underlying Shares are units in a fund (as specified in the Applicable Final Terms) certain specific risks may occur, including, but without limitation, breach of the operating documents of the fund, resignations of the investment manager, dissolution, etc. Issuer and Agents' discretion and valuation: Certain determinations and calculations under the Programme and the Conditions of the Warrants will be made by any of the Issuer, the Warrant Agent or the Calculation Agent in their sole and absolute discretion acting in good faith. Accordingly, an investor in the Warrants is subject to the risk that such determinations and calculations under the Warrants are conclusively determined by one party which may be the Issuer itself and any of its Affiliates and the investor cannot object to such calculation or determination. The influence of trading or hedging transactions of the Issuer on the Warrants: The Issuer may in the course of its normal business activity engage in trading in the underlying Shares or hedge itself in relation to the risks associated with the issue of the Warrants. These activities of the Issuer may have an influence on the market price of the Warrants. Commission and Cost of Hedging: the original Issue Price of the Warrants may include certain commissions or fees charged by the Issuer and/or the Dealer(s) and the cost or expected cost of hedging the Issuer's obligations

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		under the Warrants and may include a distribution fee payable to the distributor of the Warrants (such commissions or fees will be reflected in the difference between the Issue Price per Warrant and the Initial Warrant Value per Warrant as specified in the applicable Final Terms). Accordingly, there is a risk that upon issue, the price at which the Issuer, the Dealer(s) or their affiliates would be willing to purchase Warrants from the Warrant Holder in the secondary market would be lower than the original Issue Price or the market price or quoted level of the Underlying Share. Hedging against the market risk: Due to fluctuating supply and demand for the Warrants, there is no assurance that their value will correlate with movements of the Underlying Shares. Settlement Disruption Event: In the case of a Settlement Disruption Event, settlement will be postponed until the Business Day falling three (3) Business Days after the date in respect of which no such Settlement Disruption Event applies. The Issuer in these circumstances also has the right to pay the Cash Settlement Disruption Price in lieu of delivering the Underlying Shares. Such a determination may have an adverse effect on the value of the relevant Warrants. Failure to Deliver: If Failure to Deliver is specified as applying in the Applicable Final Terms and, following the Exercise of relevant Warrant(s), the Calculation Agent establishes it is impossible to deliver, when due, some or all of the Underlying Shares comprising the Entitlement (the Affected Shares) due to illiquidity in the market for the Underlying Shares, then (i) the Issuer will only deliver any Underlying Shares which are not Affected Shares and the Calculation Agent shall determine the Actual Exercise Price to be paid in respect of such partial delivery; and (ii) in respect of any Affected Shares, in lieu of physical delivery, the Issuer will satisfy its obligations by payment to the relevant Warrant Holder(s) of the Failure to Deliver Settlement Price. Discretion for replacement of the Underlying Share: Upon the occurrence of certain events (including, but not limited to, Merger, Nationalisation, Insolvency), the Warrants may be subject to either (i) adjustments as determined by the Calculation Agent; or (ii) the substitution of the Share the subject of such an event by a replacement share selected by the Calculation Agent; or (iii) cancellation. Illegality: If the Issuer determines: (a) in the case of a Warrant Holder who is not a consumer in Belgium, that the performance of any obligations of the Issuer under any Warrants or any hedging relating thereto becomes illegal, or (b) in the case of a Warrant Holders who is a consumer in Belgium, that the performance of any obligations of the Issuer under any Warrants becomes illegal, then the Issuer may cancel such Warrants and pay to the Warrant Holder the Fair Market Value (subject to certain adjustments). Potential conflicts of interest: The Issuer (or its Affiliates) may also engage in trading activities (including hedging activities) and other instruments or

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		derivative products based on or related to the Underlying Share for their proprietary accounts or for other accounts under their management. The Issuer may also issue other derivative instruments in respect of the Underlying Share. The Issuer may also act as underwriter in connection with future offerings of the Underlying Shares or other securities related to the Shares underlying the Warrants or may act as financial adviser to certain companies or in a commercial banking capacity for certain companies. Such activities could present certain conflicts of interest, could influence the prices of the Underlying Shares or other securities referring to the Underlying Share and could adversely affect the value of such Warrants. In case the Calculation Agent should make determinations and calculations in respect of the Warrants, the Calculation Agent shall act at all times in good faith and a commercially reasonable manner, but not necessarily in the interest of the Warrant Holder. Modifications: investors in the Warrants are subject to the risk that the Conditions may be modified without the consent of any Warrant Holder if such modification is not materially prejudicial to the interests of the Warrant Holders or required to correct a minor or formal error or an inconsistency between the Conditions and Applicable Final Terms of the Warrants issue and the relevant term sheet relating to the Warrants. Price in case of Sale to the Issuer: A Warrant Holder that wishes to offer its Warrant(s) for sale to the Issuer should itself consult the website www.kbctop.com in order to know the Sale Price at which the Warrant(s) can be offered for Sale to the Issuer on a given Actual Sale Date. The Warrant Holder should thereby note that, in case it wishes to Sell its Warrant(s) to the Issuer in accordance with Condition (11)a and (11)bis a, it only has a right to offer the Warrant for Sale to the Issuer, but that the Issuer has no obligations to purchase its Warrant(s) (except for any obligations KBC Bank would have in its role as market maker in respect of any Series of Warrants admitted to trading on Euronext Brussels in accordance with the applicable market rules, to purchase on the secondary market). Furthermore, even though the Issuer will publish once or twice a day Sale Price at which it would in principle be prepared to purchase Warrants in case of a Sale by a Warrant Holder, the Issuer also expressly reserves the right to deviate from such posted prices in the event of significant market fluctuations. Exercise Expenses, Sale Expenses, charges and costs: a Warrant Holder must pay all Exercise Expenses (in case of the Exercise of a Warrant) and all Sale Expenses (in case of using its right of Sale of a Warrant to the Issuer) relating to the Warrants. The Warrant Holder shall also be liable for any and all present, future, prospective, contingent or anticipated Taxes. A Warrant Holder who holds an END Warrant and who wishes to offer such Warrant for sale to the Issuer, should note that at the moment of its offer the applicable Sale Price will not yet be known, as this price shall only be determined at the end of the Business Day on which it makes the offer (or at the end of the following Business Day, if it makes the offer after 16:00h

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		CET). The same risk applies to holders of other Warrants who offer their Warrants for sale in the period where the applicable Sale Price is not yet available (i.e. on any Business Day after 16:00 CET and before 09:00 CET on the following Business Day). Such Warrant Holders will therefore only be able to acknowledge the (potential) return on their investment after they have decided to sell the Warrant(s). Exercise Risk and Sale Risk: Exercise or Sale of the Warrants and delivery of the Entitlement to the Underlying Shares by the Issuer is subject to all applicable laws, regulations and practices in force on the relevant Actual Exercise Date or Actual Sale Date, as the case may be, and none of the Issuer, the Warrant Agent or the Calculation Agent shall incur any liability whatsoever if it is unable in case of a force majeure to effect the transactions contemplated as a result of any such laws, regulations or practices. Additional Disruption Events: Subject to particular disruption events occurring ("Change in Law", "Hedging Disruption", "Increased Cost of Hedging", "Increased Cost of Stock Borrow", "Insolvency Filing" and/or "Loss of Stock Borrow"), the Issuer may be entitled to make certain adjustments to, or cancel the Warrants. Governing Law: The Conditions are based on the laws of Belgium in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to the Belgian law or administrative practice after the date of this Base Prospectus. Disclosure of beneficial ownership: An investor in Warrants might in some jurisdictions be treated as the beneficial holder of the Underlying Shares to which its Warrants relate and thereby become subject to the risk that it (or the Issuer/its Affiliates) may be required by laws, regulations, rules, guidelines or other administrative practice in any relevant jurisdiction to provide information regarding the beneficial holder and the Warrants to any governmental or regulatory authority in such jurisdiction. Exercise of certain rights only possible through KBC securities account: Regardless whether a Warrant is held by the investor (a) as a Registered Warrant or (b) a Dematerialised Warrant on a securities account outside of KBC Bank, in order to be able to exercise the following rights attached to a Warrant, the Warrant Holder will in any event need to dispose of an account held with KBC Bank: (i) a securities account for purposes of the delivery of the Underlying Share to the Warrant Holder in case of Exercise of the Warrant, (ii) a securities account in case of a Sale of a Dematerialised Warrant to the Issuer, and (iii) a cash account for the payment of the Actual Exercise Price, the Exercise Costs and the Exercise Expenses in case of the Exercise of a Warrant. While it is possible for investors to trade (purchase and sell) Dematerialised Warrants through securities accounts held with Securities Settlement System participants other than KBC Bank, the exercise of the aforementioned rights will require the opening of a securities account and a cash account with KBC Bank.]

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		Dematerialised Warrant – Securities Settlement System: In case of transfers of Dematerialised Warrants between investors, the investors will have to rely on the procedures of the Securities Settlement System and the Securities Settlement System participants for settlement. The Issuer also has no responsibility or liability for the records relating to, or payments made in respect of, the Dematerialised Warrants through the Securities Settlement System. Dematerialised Warrants – application of the regime of the Coordinated Royal Decree No. 62 of 10 November 1967 governing the custody of transferable financial instruments and the settlement of transactions on these instruments ("**RD 62**"): The Issuer, the Securities Settlement System and, by subscribing or acquiring the Warrants, the Warrant Holders will consent to the contractual application of the provisions of RD 62 to the Dematerialised Warrants. The Warrant Holders should therefore have the benefit of the relevant provisions of RD 62, including in case of insolvency of certain intermediaries with whom they hold their Registered Warrants account (provided such relevant account with the intermediary is located in Belgium). Warrant Holders should however be aware that to date there is no case law which has tested the contractual application of the rules of RD 62 to financial instruments. Possible illiquidity of the Warrants in the secondary market: It is not possible to predict the price at which Warrants will trade in the secondary market or whether such market will be liquid or illiquid. The Issuer may, but is not obliged to (except to the extent that the Issuer acts as market-maker for an issue of Warrants admitted to trading on Euronext Brussels), at any time purchase Warrants at any price in the open market or by tender or private treaty. Any Warrants so purchased may be held or resold or surrendered for cancellation. Even though for any Series of Warrants admitted to trading on Euronext Brussels, there will systematically be a party that will be acting as market maker on the secondary market, the secondary market for such Warrants may remain limited. To the extent that an issue of Warrants becomes illiquid, an investor may have to exercise such Warrants to realize value. Exchange rate risks and exchange controls: In the event of Exercising the Warrants or Selling the Warrants to the Issuer, the Warrant Holder will pay the Actual Exercise Price or the Issuer will pay the Sale Price in the specified Currency provided in the Applicable Final Terms. This presents certain risks relating to currency conversions if the Underlying Shares are denominated principally in a currency or currency unit other than the Specified Currency (i.e. the Share Currency). These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Share Currency) and the risk that authorities with jurisdiction over the Share Currency may impose or modify exchange controls. If an investor anticipates that it will need to convert payments made to it under the Warrants to it into a currency of its choice, then the investor is subject to

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		the risk that the currency conversion rate which it must pay for exchanging the obtained currency into the chosen currency becomes less attractive and therefore decreased the realisable value of its investment. Government and monetary authorities may impose exchange controls that could adversely affect an applicable exchange rate. As a result, the amount that investors may receive from the Issuer in the event of selling the Warrants back to the Issuer may be less than expected or zero.

Section E – Offer		
E.2b	Reasons for the offer and use of proceeds	The Base Prospectus has been prepared solely in connection with the admission of the Warrants to trading on a regulated market pursuant to Article 3(3) of the Prospectus Directive. There will be no public offer of the Warrants and thus reasons for the offer and the use of the proceeds are not required. The net proceeds from each issue of Warrants will be used by the Issuer for profit making or risk hedging purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the Applicable Final Terms.
E.3	Description of the terms and conditions of the offer	Not applicable. The Base Prospectus has been prepared solely in connection with the admission of the Warrants to trading on a regulated market pursuant to Article 3(3) of the Prospectus Directive. There will be no public offer of the Warrants and thus a description of the terms and conditions of the offer is not required.
E.4	Interest of natural and legal persons involved in the issue/offer	The Dealer(s) may be paid commissions in relation to any Warrants issued under the Programme. Any Dealer and its Affiliates may also have engaged, and may in the future engage, in transactions or perform other services for the Issuer and its Affiliates in the ordinary course of business in relation to the Shares.
E.7	Estimated expenses charged by the Issuer to the investor	The Base Prospectus has been prepared solely in connection with the admission of the Warrants to trading on a regulated market pursuant to Article 3(3) of the Prospectus Directive. There will be no public offer of the Warrants and a description of the estimated expenses charged by the Issuer to the investor is not required.