

## FINAL TERMS

Final terms dated 23 June 2020

**KBC Bank NV**

**Issue of  
EUR 2,000,000,000 Fixed Rate Covered Bonds due 25 June 2024**

**under the  
EUR 17,500,000,000 Residential Mortgage Covered Bonds Programme**

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES (ECP) ONLY TARGET MARKET** - Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. The manufacturer is solely responsible for this target market assessment, and this target market assessment is subject to change. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Covered Bonds are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of the Insurance Mediation Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by the PRIIPs Regulation for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO CONSUMERS** - Covered Bonds issued under the Programme are not intended to be offered, sold to or otherwise made available to and will not be offered, sold or otherwise made available by any Dealer to any "consumer" (*consument/consommateur*) within the meaning of the Belgian Code of Economic Law (*Wetboek economisch recht/Code de droit économique*).

Any person making or intending to make an offer of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

## 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 5 November 2019 which constitutes a base prospectus for the purposes of the Prospectus Regulation, such as amended by a supplement n°1 approved by the FSMA on 28 April 2020 (the “**Supplement N°1**”) and a supplement n°2 approved by the FSMA on 23 June 2020 (the “**Supplement N°2**”) (together, with the Supplement N°1 and the Supplement N°2, the “**Base Prospectus**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on the Issuer’s website <https://www.kbc.com/fr/no-menu/kbc-bank-residential-mortgage-covered-bonds-programme.html?zone=topnav><sup>1</sup>.

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|----|-----|---|---|
| 1. | (a) | Series Number:  | C00022                                  |
|    | (b) | Tranche Number  | 1                                       |
|    | (c) | Date on which Covered Bonds will be consolidated and form a single Series | Not Applicable/                         |
| 2. |     | Specified Currency:   | Euro ( <b>EUR</b> )                     |
| 3. |     | Aggregate Nominal Amount:   | EUR 2,000,000,000                       |
|    | (a) | Series:   | Not Applicable                          |
|    | (b) | Tranche:  | Not Applicable                          |
| 4. |     | Issue Price:  | 101,17% of the Aggregate Nominal Amount |
| 5. |     | Specified Denominations:  | EUR 100,000                             |
| 6. | (a) | Issue Date:   | 25 June 2020                            |
|    | (b) | Interest Commencement Date:   | Issue Date                              |
| 7. | (a) | Final Maturity Date:  | 25 June 2024                            |
|    |     | Business Day Convention for Final Maturity Date:                          | Not Applicable                          |
|    |     | Additional Business Centre(s):  | Brussels                                |
|    | (b) | Extended Final Maturity Date:   | 25 June 2025                            |
|    |     | Business Day Convention for Extended Final Maturity Date:                 | Not Applicable                          |
|    |     | Additional Business Centre(s):  | Brussels                                |

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<sup>1</sup> This website is not incorporated by reference and does not form part of this Base Prospectus, and has not been scrutinised or approved by the FSMA.

- 8. Interest Basis:**
- (a) Period to (but excluding) Final Maturity Date: 0.00% Fixed Rate (further particulars specified below)
- (b) Period from Final Maturity Date to (but excluding) Extended Final Maturity Date: 0.00% Fixed Rate (further particulars specified below)
- 9. Redemption Basis:** Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Final Maturity Date at 100.00 per cent. of their nominal amount or on the Extended Final Maturity Date at 100.00 per cent. of their nominal amount
- 10. Change of Interest Basis:** Not Applicable
- 11. (a) Status of the Covered Bonds:** *Belgische pandbrieven/lettres de gage belges*
- (b) Date executive board (or similar) approval for issuance of Covered Bonds obtained: Decision Nr. 132 dated 2 September 2014, of the Executive Committee of KBC Bank NV, Decisions Nr. 203 and Nr. 204 dated 16 December 2014 of the Executive Committee of KBC Bank NV, Decision Nr. 177 dated 19 September 2017 of the Executive Committee of KBC Bank NV, Decision Nr. 190 dated 10 October 2017 of the Executive Committee of KBC Bank NV

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- 12. Fixed Rate Covered Bond Provisions**
- (a) To Final Maturity Date: Applicable
- (b) From Final Maturity Date to Extended Final Maturity Date: Applicable
- (c) Rate of Interest:
- (i) To Final Maturity Date: 0.00% per annum payable annually in arrear
- (ii) From Final Maturity Date to Extended Final Maturity Date: 0.00% per annum payable monthly in arrear
- (d) Interest Period End Date(s):
- (i) To Final Maturity Date: 25 June in each year, starting on 25 June 2021, up to and including the Final Maturity Date (i.e. 25 June 2024)

- (ii) From Final Maturity Date to Extended Final Maturity Date: 25<sup>th</sup> in each month, starting on 25 June 2024, up to and including the Extended Final Maturity Date (i.e. 25 June 2025)
  
- (e) Business Day Convention for Interest Period End Dates:
  - (i) To Final Maturity Date: Not Applicable
  - (ii) From Final Maturity Date to Extended Final Maturity Date: Not Applicable
  
- (f) Interest Payment Date(s):
  - (i) To Final Maturity Date: Interest Payment Dates will correspond to Interest Period End Dates
  - (ii) From Final Maturity Date to Extended Final Maturity Date: Interest Payment Dates will correspond to Interest Period End Dates (provided however that after the Final Maturity Date, the Interest Payment Date shall be monthly)
  
- (g) Business Day Convention for Interest Payment Dates:
  - (i) To Final Maturity Date: Not Applicable
  - (ii) From Final Maturity Date to Extended Final Maturity Date: Not Applicable
  
- (h) Additional Business Centre(s):
  - (i) To Final Maturity Date: Brussels
  - (ii) From Final Maturity Date to Extended Final Maturity Date: Brussels
  
- (i) Day Count Fraction:
  - (i) To Final Maturity Date: Actual/Actual (ICMA)
  - (ii) From Final Maturity Date to Extended Final Maturity Date: Actual/Actual (ICMA)
  
- (j) Determination Date:
  - (i) To Final Maturity Date: 25 June in each year

- (ii) From Final Maturity Date to 25<sup>th</sup> day in each month  
 Extended Final Maturity  
 Date:

**13. Floating Rate Covered Bond Provisions**

- (a) To Final Maturity Date: Not Applicable  
 (b) From Final Maturity Date to Not Applicable  
 Extended Final Maturity Date:

**14. Zero Coupon Covered Bond Provisions: Not Applicable**

**PROVISIONS RELATING TO REDEMPTION**

**15. Final Redemption Amount of each Covered Principal Amount Outstanding  
 Bond:**

**16. Early Redemption Amount:**

Early Redemption Amount(s) per Calculation Condition 6.3 applies  
 Amount payable on redemption for taxation  
 reasons, illegality or on event of default or  
 other early redemption:

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

- 17. Form of Covered Bonds:** Dematerialised Covered Bonds  
**18. Additional Financial Centre(s) or other Brussels  
 special provisions relating to Interest  
 Payment Days:**  
**19. Consolidation provisions:** The provisions in Condition 19 (*Further  
 Issues*) apply

**DISTRIBUTION**

- 20. (a) If syndicated, names of Managers:** Not Applicable  
 (b) Date of Subscription Agreement Not Applicable  
 (c) Stabilising Manager(s) (if any): Not Applicable  
**21. If non-syndicated, name of relevant Dealer:** KBC Bank NV  
 Havenlaan 2  
 B-1080 Brussels,  
 Belgium

- 22. U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA not applicable
- 23. Additional selling restrictions: The Covered Bonds will not be placed with “consumers” within the meaning of the Belgian Code of Economic Law dated 28 February 2013.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:



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Name: Innocenzo SOI  
Title: Authorised signatory



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Name: Jérôme FERRI  
Title: Authorised signatory

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- 1.1. Admission to trading and admission to listing: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the regulated market of Euronext Brussels with effect from the Issue Date
- 1.2. Estimate of total expenses related to admission to trading: EUR 8,500

### 2. RATINGS

Ratings: The Covered Bonds to be issued have been rated:

Moody's: Aaa (stable)

Fitch: AAA (stable)

Moody's and Fitch are established in the European Union and are registered for the purposes of the EU Regulation on credit rating agencies (Regulation (EC) No.1060/2009 (the **CRA Regulation**), as amended from time to time). As such Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

### 3. HEDGING AGREEMENT

Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in the section *Subscription and Sale* of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

### 5. REASONS FOR THE OFFER

Reasons for the offer: See “*Use of Proceeds*” section in the Base Prospectus

### 6. YIELD

Indication of yield: 0.00%

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. OPERATIONAL INFORMATION**

|   |   |
|---|---|
| ISIN:   | BE0002719004  |
| Common Code:  | 219548613   |
| (Insert here any other relevant codes such as CINS codes):  | Not Applicable  |
| Any clearing system(s) other than the Securities Settlement System and the relevant identification number(s): | Not Applicable  |
| Delivery:   | Delivery against payment  |
| Names and addresses of Registrar (if other than the Issuer):  | Not Applicable  |
| Names and addresses of initial Domiciliary Agent and Paying Agent(s):   | KBC Bank NV<br>Havenlaan 2<br>B-1080 Brussels<br>Belgium  |
| Names and addresses of additional Paying Agent(s) (if other than the Issuer):                                 | Not Applicable  |
| Name and address of the Calculation Agent (if any):   | Not Applicable  |
| Benchmark   | Not Applicable  |
| Intended to be held in a manner which would allow Eurosystem eligibility:                                     | Yes. Note that the designation "yes" simply means that the Covered Bonds to be held in a manner which would allow Eurosystem eligibility and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |