



# Press Release

Outside trading hours - Regulated information\* - Public disclosure of inside information

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**THIS PRESS RELEASE RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.**

Brussels, 10 September 2024 (5.45 p.m. CET)

## **KBC Group successfully places new AT1 securities and announces the maximum acceptance amount of its concurrent cash tender offer for one of its outstanding AT1 securities.**

KBC Group NV (“KBC Group”) announces that it has successfully placed new Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable Callable Securities (the “New Securities”), for a total amount of EUR 750,000,000. The New Securities are expected to be issued on 17 September 2024. Application will be made for the New Securities to be listed on Euronext Brussels and to be admitted to trading on the regulated market of Euronext Brussels.

In relation to the capped tender offer (the “Offer”) extended by KBC Group to holders of its outstanding €1,000,000,000 Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable Callable Securities (ISIN: BE0002592708) (the “Securities”) as set out in the tender offer memorandum dated 10 September 2024 (the “Tender Offer Memorandum”), KBC Group announces that, following the placement of the New Securities, the maximum acceptance amount for the Offer is set at EUR 750,000,000 in aggregate principal amount of the Securities. Holders of the Securities can find more information in the maximum acceptance amount

announcement which is available through the following [link](#) (the “Maximum Acceptance Amount Announcement”).

**For more information, please contact:**

Kurt De Baenst, General Manager, Investor Relations, KBC Group  
Tel. +32 2 429 35 73 - E-mail : [IR4U@kbc.be](mailto:IR4U@kbc.be)

Viviane Huybrecht, General Manager, Corporate Communication/Spokesperson, KBC Group  
Tel +32 2 429 85 45 - E-mail: [pressofficekbc@kbc.be](mailto:pressofficekbc@kbc.be)

**Disclaimer**

Capitalised terms used but not otherwise defined in this press release shall have the meanings given to them in the Maximum Acceptance Amount Announcement referred to above. This press release must be read in conjunction with the Tender Offer Memorandum. This press release and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any holder of Securities (each, a “**Holder**”) is in any doubt as to the contents of this press release and/or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Securities pursuant to the Offer. The Global Coordinator and Lead Dealer Manager and the additional Dealer Manager are acting exclusively for the Offeror and no one else in connection with the arrangements described in this press release and the Tender Offer Memorandum and will not be responsible to any Holder for providing the protections which would be afforded to customers of the Global Coordinator and Lead Dealer Manager or the additional Dealer Manager or for advising any other person in connection with the Offer. None of the Offeror, the Global Coordinator and Lead Dealer Manager, the additional Dealer Manager or the Tender Agent or any director, officer, employee, agent or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Holders either as a class or as individuals, and none of them makes any recommendation as to whether Holders should tender Securities pursuant to the Offer. None of the Offeror, the Global Coordinator and Lead Dealer Manager, the additional Dealer Manager or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Holders with any legal, business, tax or other advice in this press release and/or the Tender Offer Memorandum. Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Securities for cash.

**Offer and Distribution Restrictions**

Neither this press release, the Maximum Acceptance Amount Announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and/or any other materials relating to the Offer in certain jurisdictions may be restricted by law. Persons into whose possession this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and/or any other materials relating to the Offer come(s) are required by each of the Offeror, the Global Coordinator and Lead Dealer Manager, the additional Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

Neither this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or a solicitation of an offer to sell Securities (and tenders of Securities in the Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Global Coordinator and Lead Dealer Manager, the additional Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Global Coordinator and Lead Dealer Manager, the additional Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

No action has been or will be taken in any jurisdiction in relation to the New Securities that would permit a public offering of securities whereby such public offering would lead to a requirement to publish a prospectus or a similar requirement and the minimum denomination of the New Securities will be €200,000.

**United States:** The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a “**U.S. Person**”). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Securities may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by any U.S. Person. Accordingly, copies of this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States or to any U.S. Person, and the Securities cannot be tendered in the Offer by any such use, means, instrumentality or facility from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Securities in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Securities made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Neither this press release nor the Tender Offer Memorandum is an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Securities have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons.

Each Holder participating in the Offer will represent that it is not a U.S. Person and it is not located in the United States and it is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above two paragraphs, “**United States**” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

**United Kingdom:** The communication of this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (1) persons outside the United Kingdom, (2) those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (3) persons who are within Article 43 of the Financial Promotion Order or (4) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together being referred to as “**relevant persons**”). Any person in the United Kingdom who is not a relevant person should not act or rely on this press release, the Maximum Acceptance Amount Announcement or the Tender Offer Memorandum.

**Italy:** None of the Offer, this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any holder or beneficial owner of the Securities that is resident and/or located in Italy may tender its Securities for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities, the Offer and the Tender Offer Memorandum.

**France:** The Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). This press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended. None of this press release, the Maximum Acceptance Amount Announcement, the Tender Offer Memorandum or any other such document or material has been or will be submitted for clearance to, or approved by, the *Autorité des Marchés Financiers*.

**Belgium:** The Offer is not being made, and will not be made or advertised, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law dated 28 February 2013, as amended from time to time (a “**Belgian Consumer**”) and this press release, the Maximum Acceptance Amount Announcement, Tender Offer Memorandum or any other documents or materials relating to the Offer have not been and shall not be distributed, directly or indirectly, in Belgium to Belgian Consumers.

#### **New Securities**

The subscription or purchase of the New Securities of KBC Group may have been and may be subject to specific legal or regulatory restrictions in certain countries. KBC Group assumes no responsibility for any violation by any person of these restrictions. The New Securities mentioned in this press release were not offered through a public offering that would require the publication of a prospectus or any similar requirement.

This press release is an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). A prospectus prepared pursuant to the Prospectus Regulation will be published and made available on the website of KBC Group.

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\* This news item contains information that is subject to the transparency regulations for listed companies.

#### **KBC Group NV**

Havenlaan 2 – 1080 Brussels

Viviane Huybrecht

General Manager

Corporate Communication /Spokesperson

Tel. +32 2 429 85 45

#### **Press Office**

Tel. +32 2 429 29 15 Ilse De Muyer

Tel. +32 2 429 32 88 Pieter Kussé

Tel. +32 2 429 85 44 Sofie Spiessens

Tel. +32 2 429 29 49 Tomas Meyers

E-mail: [pressofficekbc@kbc.be](mailto:pressofficekbc@kbc.be)

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