

## FINAL TERMS

Final terms dated 29 May 2020

**KBC Bank NV**

**Issue of**

**EUR 1,000,000,000 Fixed Rate Covered Bonds due 3 December 2025**

**under the**

**EUR 11,500,000,000 Residential Mortgage Covered Bonds Programme**

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES (ECP) ONLY TARGET MARKET** - Solely for the purposes of each 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 manufacturers (i.e. BNP Paribas, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, ING Bank N.V., KBC Bank NV, Landesbank Baden-Württemberg and UBS AG London Branch) are 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 manufacturers' 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 manufacturers' 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 economique*).

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 12 November 2019 and the supplement to it dated 28 April 2020 which together constitute a base prospectus for the purposes of the Prospectus Regulation (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/nl/no-menu/kbc-bank-residential-mortgage-covered-bonds-programme.html><sup>1</sup>.

1.	(a)	Series Number:	C00021
	(b)	Tranche Number	1
	(c)	Date on which Covered Bonds will be consolidated and form a single Series	Not Applicable
2.		Specified Currency:	Euro (EUR)
3.		Aggregate Nominal Amount:	EUR 1,000,000,000
	(a)	Series:	EUR 1,000,000,000
	(b)	Tranche:	EUR 1,000,000,000
4.		Issue Price:	101.04% of the Aggregate Nominal Amount
5.		Specified Denominations:	EUR 100,000
6.	(a)	Issue Date:	3 June 2020
	(b)	Interest Commencement Date:	Issue Date
7.	(a)	Final Maturity Date:	3 December 2025
		Business Day Convention for Final Maturity Date:	Not Applicable
		Additional Business Centre(s):	Brussels
	(b)	Extended Final Maturity Date:	3 December 2026

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

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|--|--------------------------------|----------------|
|  | Business Day Convention for    | Not Applicable |
|  | Extended Final Maturity Date:  |                |
|  | Additional Business Centre(s): | Brussels       |
8. Interest Basis:
- |     |  |               |
|-----|--|---------------|
| (a) | Period to (but excluding) Final Maturity Date:                                   | 0% Fixed Rate |
| (b) | Period from Final Maturity Date to (but excluding) Extended Final Maturity Date: | 0% Fixed Rate |
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, Decision Nr. 190 dated 10 October 2017 of the Executive Committee of KBC Bank NV and the written resolution of the CEO of KBC Bank NV and the CFO of KBC Bank NV dated 28 May 2020

#### 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% per annum payable annually in arrear   |
|     | (ii) From Final Maturity Date to Extended Final Maturity Date: | 0% per annum payable monthly in arrear  |
| (d) | Interest Period End Date(s):                                   |   |
|     | (i) To Final Maturity Date:                                    | 3 December in each year, starting on 3 December 2020, up to and including 3 December 2025 (short first Interest Period) |
|     | (ii) From Final Maturity Date to Extended Final Maturity       | 3 <sup>rd</sup> day in each month, starting on 3 January  |

Date: 2026, up to and including 3 December 2026

- (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
  - (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:
    - To Final Maturity Date: 3 December in each year
    - From Final Maturity Date to Extended Final Maturity Date: 3<sup>rd</sup> day of each month
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 Bond: Principal Amount Outstanding

16. Early Redemption Amount:

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

### GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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

### DISTRIBUTION

20. (a) If syndicated, names of Managers:
- BNP Paribas**  
10 Harewood Avenue  
London, NW1 6AA  
United Kingdom
  - DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main**  
Platz der Republik  
60325 Frankfurt am Main  
Germany
  - ING Bank N.V.**  
Bijlmerdreef 106  
1102 CT Amsterdam  
The Netherlands
  - KBC Bank NV**  
Havenlaan 2  
1080 Brussels  
Belgium
  - Landesbank Baden-Württemberg**  
Am Hauptbahnhof 2  
70173 Stuttgart  
Germany
  - UBS AG London Branch**

5 Broadgate  
London EC2M 2QS  
United Kingdom

- (b) Date of Subscription Agreement 29 May 2020
- (c) Stabilising Manager(s) (if any): Not Applicable
21. If non-syndicated, name of relevant Dealer: Not Applicable
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**

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Name : **Jérôme FERRI**

Title : Authorised signatory

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 4,450.00

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 Proceed*" wording in Base Prospectus

Estimated net proceeds EUR 1,008,150,000.00

6. **YIELD**

Indication of yield: -0.188%

The yield is calculated at the Issue Date on the basis of the Issue Price, the Rate of Interest applicable from and including the Interest Commencement Date until and excluding the Final Maturity Date and the Final Redemption Amount. It is not an indication of future yield.

7. **OPERATIONAL INFORMATION**

ISIN: BE0002707884

Common Code: 218238432

(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 Havenlaan 2 B-1080 Brussels 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 intra day 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.