

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes 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in point (11) of Article 4(1) of MiFID II or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO CONSUMERS – Notes 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*).

Final Terms dated 20 June 2019

KBC Group NV

Issue of EUR 250,000,000 1.125% Senior Notes due 25 January 2024 to be consolidated and form a single series with the EUR 750,000,000 1.125% Senior Notes due 25 January 2024 issued on 25 January 2019 under the EUR 10,000,000,000 Euro Medium Term Note Programme

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the base prospectus dated 12 June 2018 and the supplements to it dated 18 September 2018, 19 November 2018, 19 February 2019, 2 April 2019 and 21 May 2019, which are incorporated by reference in the base prospectus dated 4 June 2019. This document constitutes the Final Terms of the Notes described herein for the purposes of Directive 2003/71/EC (as amended or superseded) (the “**Prospectus Directive**”) and must be read in conjunction with the base prospectus dated 4 June 2019 (the “**Base Prospectus**”), save in respect of the Conditions which are extracted from the base prospectus dated 12 June 2018 and the supplements to it dated 18 September 2018, 19 November 2018, 19 February 2019, 2 April 2019 and 21 May 2019. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the base prospectus dated 12 June 2018 (in respect of the Conditions set forth therein) and the base prospectus dated 4 June 2019 (other than in respect of the

Conditions). The Base Prospectus has been published on the Issuer’s website (www.kbc.com) and copies may be obtained during normal business hours at the registered office of the Issuer.

1	(i) Series Number:	G00012
	(ii) Tranche Number:	2
	(iii) Date on which Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with the EUR 750,000,000 1.125% Senior Notes due 25 January 2024 issued on 25 January 2019 on the Issue Date
2	Specified Currency:	Euro (“EUR”)
3	Aggregate Nominal Amount:	EUR 1,000,000,000
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 250,000,000
4	Issue Price:	103.109% of the Aggregate Nominal Amount plus accrued interest from (and including) 25 January 2019 to (but excluding) the Issue Date
5	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 100,000 in excess thereof
	(ii) Calculation Amount:	EUR 100,000
6	(i) Issue Date:	24 June 2019
	(ii) Interest Commencement Date:	25 January 2019
7	Maturity Date:	25 January 2024
8	Interest Basis:	Fixed Rate
9	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.
10	Change of Interest Basis:	Not Applicable
11	Issuer Call Option:	Not Applicable
12	(i) Status of the Notes:	Senior Notes
	(ii) Waiver of set-off in respect of Senior Notes:	Condition 2(a)(ii): Applicable
	(iii) Event of Default or Enforcement in respect of Senior Notes:	<i>Condition 10(a): Not Applicable</i> <i>Condition 10(b): Applicable</i>

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	1.125% per annum payable in arrear on each Interest Payment Date

(ii) Interest Payment Date(s):	25 January in each year from and including 25 January 2020
(iii) Fixed Coupon Amount:	EUR 1,125 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual ICMA
(vi) Determination Dates:	25 January in each year
14 Fixed Rate Reset Note Provisions	Not Applicable
15 Floating Rate Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16 Tax Event	
Notice periods for Condition 4(b):	Minimum period: 30 days Maximum period: 60 days
17 Capital Disqualification Event	Not Applicable
18 Capital Disqualification Event Variation	Not Applicable
19 Loss Absorption Disqualification Event Variation or Substitution	Applicable
20 Issuer Call Option	Not Applicable
21 Loss absorption Disqualification Event in respect of Senior Notes	Condition 4(e): Applicable from 25 January 2019
(i) Notice periods for Condition 4(e):	Minimum period: 30 days Maximum period: 60 days
22 Final Redemption Amount	EUR 100,000 per Calculation Amount
23 Early Redemption Amount	
Early Redemption Amount(s) payable on redemption following a Tax Event, following a Capital Disqualification Event (in the case of Subordinated Tier 2 Notes), following a Loss Absorption Disqualification Event (in the case of Senior Notes) or on event of default or other early redemption:	EUR 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes	Dematerialised form
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THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in these Final Terms. The brief explanation on the meaning of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from www.standardandpoors.com, www.moodys.com and www.fitchratings.com

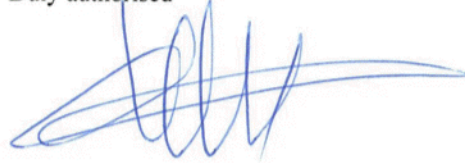
(the “**Relevant Websites**”). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by each of the Relevant Websites, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: Joel FRANTZEN
Duly authorised



By: Séverine Ferré
Duly authorised



PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 3,575

2 RATINGS

The Notes have been rated:
S&P Global Ratings Europe Limited (“**S&P**”):
A-

Moody’s Investors Service Limited (“**Moody’s**”): Baa1

Fitch France S.A.S. (“**Fitch**”): A

S&P is established in the EU and registered under Regulation (EU) No 1060/2009 (the “**CRA Regulation**”). As defined by S&P, an ‘A-’ rating means that the obligations of the Issuer are more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the Issuer’s capacity to meet its financial commitments on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows the relative standing within the major rating categories.

Moody’s is established in the EU and registered under the CRA Regulation. As defined by Moody’s, a ‘Baa1’ rating means that the obligations of the Issuer under the Notes are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch is established in the EU and registered under the CRA Regulation. As defined by Fitch,

an 'A' rating indicates that in respect of the obligations of the Issuer under the Notes expectations of credit risk are currently low. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

4 **REASONS FOR THE OFFER**

Not Applicable

5 **YIELD**

Indication of yield:

(i) Gross yield: 0.439% per annum

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

(ii) Net yield: Not Applicable

Maximum yield: Not Applicable

Minimum yield: Not Applicable

6 **HISTORIC INTEREST RATES**

Not Applicable

7 **OPERATIONAL INFORMATION**

(i) ISIN: BE0002631126

(ii) Common Code: 194260431

(iii) CFI: DTFNGR

(iv) FISN: KBC Groupe/1.125 EMTN 20240125 Sr

(v) Any clearing system(s) other than the Securities Settlement System, Euroclear Bank SA/NV and Clearstream Banking, S.A. and

the relevant identification number(s):

- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Agent(s) (if any): Not Applicable
- (viii) Name and address of the Calculation Agent when the Calculation Agent is not KBC Bank NV: Not Applicable
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: No
- (x) Relevant Benchmark: Not Applicable

8 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names and addresses of Dealers:
 - Credit Suisse Securities (Europe) Limited
One Cabot Square
London E14 4QJ
United Kingdom
 - Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
 - Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom
 - KBC Bank NV
Havenlaan 2
1080 Brussels
Belgium
 - (B) Date of Subscription Agreement: 20 June 2019
 - (C) Stabilising manager(s) (if any): Not Applicable

- (iii) If non-syndicated, name and address of Dealers: Not Applicable
- (iv) US Selling Restrictions Reg. S Category 2; TEFRA not applicable
- (v) Additional selling restrictions: Not Applicable