

FINAL TERMS

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Warrants has led to the conclusion that: (i) the target market for the Warrants is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, “MiFID II”) and (ii) all channels for distribution of the Warrants are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Warrants (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 Warrants (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable.

KBC IFIMA S.A.

Issue of 20 Long Index Warrants

Guaranteed by KBC Bank NV

under the EUR 1,000,000,000 Warrant Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the “**Conditions**”) set forth in the base prospectus dated 18 June 2019, the “**Base Prospectus**”, which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Warrants described herein for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Warrants is only available on the basis of a 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 provision of these Final Terms) is annexed to these Final Terms. The Base Prospectus available on the website of Euronext Brussels at www.euronext.com, the website of the Luxembourg Stock Exchange at www.bourse.lu and the website of the Issuer at www.kbc.com and copies may be obtained during normal business hours at the registered office of the Issuer. A copy of the Final Terms will be available on the website of Euronext Brussels at www.euronext.com and on the website of the Issuer at www.kbc.com.

GENERAL DESCRIPTION OF THE WARRANTS

1	(i)	Series Number:	WO0012
	(ii)	Tranche Number:	1
	(iii)	Date on which the Warrants will be consolidated and form a single Series:	Not Applicable
	(iv)	Form of Warrants	Permanent Global Warrant, exchangeable for a Definitive Warrant
	(v)	Type of Warrants:	Interim Exercisable Warrants

2	Specified Currency:	EUR
3	Number of Warrants:	
	(i) Series:	20
	(ii) Tranche:	20
4	Warrant Issue Price:	EUR 100,000 per Warrant
5	Issue Date:	9 December 2019
6	(i) Scheduled Expiration Date:	9 December 2024
	(ii) Business Day Convention for Scheduled Expiration Date:	Following Business Day Convention
	(iii) Additional Business Centre(s):	TARGET2
7	Valuation Date:	Each Specified Interim Observation Date and the Averaging Dates
8	Valuation Time:	As per Condition 10
9	Final Valuation Date:	9 December 2024
10	Trade Date:	9 December 2019
11	Current Fractions Number:	1
12	Reference Item linked to Warrants:	Index Linked Warrants

PROVISIONS RELATING TO EXERCISE

Exercise of Interim Exercisable Warrants at Expiration

13	Cash Settlement Amount:	
	(i) Current Warrant Multiplier:	100,000.00/Long Strike 3
	(ii) Long Warrants:	Applicable
	(a) Payoff_LR:	0
	(b) Long Strike 1:	0
	(c) Long Strike 2:	60% of Long Strike 3
	(d) Long Strike 3:	Closing Price of the Underlying on 9 December 2019
	(e) Long Payoff Multiplier 1:	1
	(f) Long Payoff Multiplier 2:	1
	(g) Long Payoff Multiplier 3:	1
	(h) Fixed Amount:	Not Applicable
	(i) X ₁ :	X _{1_FRP}
	(j) Y ₂ :	Y _{2_LS3}

- (k) Z_3 : Z_3_FIX , such fixed amount to be 50 % of Long Strike 3
- (iii) Short Warrants: Not Applicable

Exercise of Interim Exercisable Warrants on an Interim Observation Date

- 14 Long Warrants: Applicable
- 15 Short Warrants: Not Applicable
- 16 Method of Comparison: Outside
- 17 Current Warrant Multiplier: 100,000/Long Strike 3
- 18 Early Cash Settlement Amount:
- (i) Specified Interim Observation Date(s): 9 December 2020; 9 December 2021; 9 December 2022; 11 December 2023
- (ii) Method of Comparison: Outside

(iii) Lower Threshold_i(s):

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Lower Threshold _i (s)
9 December 2020	0
9 December 2021	0
9 December 2022	0
11 December 2023	0

(iv) Upper Threshold_i(s):

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Upper Threshold _i (s)
9 December 2020	Long Strike 3
9 December 2021	Long Strike 3
9 December 2022	Long Strike 3
11 December 2023	Long Strike 3

(v) Payoff_{Upper Threshold_i}:

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Upper Threshold _i (s)	Payoff _{Upper Threshold_i}
9 December 2020	Long Strike 3	110,00% * Long Strike 3
9 December 2021	Long Strike 3	120,00% * Long Strike 3
9 December 2022	Long Strike 3	130,00% * Long Strike 3

11 December 2023	Long Strike 3	140,00% * Long Strike 3
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(vi) Payoff_Lower Threshold_i:

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Lower Threshold_i(s)	Payoff_Lower Threshold_i
9 December 2020	0	0
9 December 2021	0	0
9 December 2022	0	0
11 December 2023	0	0

19 Early Settlement Date: 11 December 2020; 13 December 2021; 13 December 2022; 13 December 2023

Expiration Settlement Warrants and Interim Exercisable Warrants:

20 Settlement Date: 11 December 2024

21 Additional Disruption Event: Change in Law

Index Linked Warrants:

22 Index Linked Warrants: Applicable

23 Basket: Not Applicable

24 Index and details of the relevant Sponsors:

Index: EURO STOXX® Banks Price EUR

Index Sponsor: STOXX®

Exchange: Designated Multi-Exchange

Related Exchange: Eurex Frankfurt AG

Designated Multi-Exchange Index: Applicable

Exchange Index:

The Index is a Designated Multi-Exchange Index

Further information about the Index can be obtained at www.stoxx.com.

25 Valuation Date: Each Specified Interim Observation Date and the Scheduled Expiration Date

26 Valuation Time: As per Condition 10 (*Index Linked Warrants*)

27	Correction of Index Levels:	Correction of Index Levels applies, subject to Condition 10(b)(iii) (<i>Correction of an Index Level</i>).
28	Correction Cut-Off Date:	2 Business Days prior to the Scheduled Expiration Date
	Equity Linked Warrants:	
29	Equity Linked Warrants	Not Applicable
	Currency Linked Warrants:	
30	Currency Linked Warrants:	Not Applicable
	Reference Price Provisions:	
31	Basic Value Determination Terms	
	(i) Spot Value:	Not Applicable
	(ii) Intraday Value:	Not Applicable
	(iii) Opening Value:	Not Applicable
	(iv) Closing Value:	Applicable
32	Lookback Value Determination Terms	Not Applicable
33	Average Value Determination Terms:	
	(i) Averaging Dates:	5 December 2024; 6 December 2024
	(ii) Consequences of Disrupted Days:	Postponement
	(iii) Average Value:	Applicable
	(iv) Individually Floored Average Value	Not Applicable
	(v) Floor Value	Not Applicable
	(vi) Individually Capped Average Value	Not Applicable
	(vii) Cap Value	Not Applicable
	(viii) Globally Floored Average Value	Not Applicable
	(ix) Global Floor Value	Not Applicable
	(x) Globally Capped Average Value	Not Applicable
	(xi) Global Cap Value	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE WARRANTS

34	Calculation Agent responsible for making calculations pursuant to Condition 6 Condition 10	KBC Bank NV, Havenlaan 2, 1080 Brussels, Belgium
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35 Additional Financial Centre(s) and/or other elections relating to Payment Days: Not Applicable

DISTRIBUTION

36 Name of relevant Dealer: KBC Bank NV and CBC Banque SA

37 Total commission and concession: An annual running cost of 0,80% of the Warrant Issue Price will be charged on a daily basis until the Scheduled Expiration Date of the Warrants for the service of providing liquidity on the Warrants. KBC Bank will pay up to 60% of the annual running cost to CBC Banque SA for their distribution services. When buying and selling this product, an investor will pay a transaction fee to his bank or broker. In addition to the transaction costs, your bank or broker may also charge costs for maintaining a trading account and for the securities held on that account. The rates depend on the rate card of your bank or broker. All fees for securities transactions applicable at KBC Bank NV can be consulted via <https://www.kbc.be/particulieren/nl/info/tarieven.html>


38 Additional selling restrictions: This product can only be sold to investors which have liquid assets with KBC Bank or CBC Banque which exceed EUR 500,000 and who finances their investment in this product with the part of their liquid assets with KBC Bank or CBC Banque which exceeds EUR 500,000.

39 Public Offer Consent: Not Applicable

40 General consent: Not Applicable

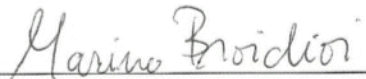
41 Other conditions to consent: Not Applicable


Signed on behalf of the Issuer:

By: 
Duly authorised **KBC IFIMA SA**
F. BOUDABZA
Director

By: 
Duly authorised **KBC IFIMA SA**
S. GOCKEL
Director

Signed on behalf of the Guarantor:

By: 
Duly authorised

By: 
Duly authorised **Jacques Van de Velde**
Authorised Signatory



PART B – OTHER INFORMATION

1. ADMISSION TO TRADING:

Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be admitted to trading on the Regulated Market of 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 Authorised Offerors, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the offer. The Authorised Offerors 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 the Guarantor 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: | The net proceeds will be applied for profit making and risk hedging purposes |
| (ii) | Estimated net proceeds: | 1.998.970,00 |
| (iii) | Estimated total expenses: | 1,030.00 |

4. PERFORMANCE OF INDEX AND OTHER INFORMATION CONCERNING THE INDEX:

STOXX® Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the KBC Group NV, other than the licensing of the EURO STOXX® Banks Price EUR and the related trademarks for use in connection with the Warrants.

STOXX®, Deutsche Börse Group and their licensors, research partners or data providers do not:

- sponsor, endorse, sell or promote the Warrants.
- recommend that any person invest in the Warrants or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Warrants.
- have any responsibility or liability for the administration, management or marketing of the Warrants.
- consider the needs of the Warrants or the owners of the Warrants in determining, composing or calculating the EURO STOXX® Banks Price EUR or have any obligation to do so.

STOXX®, Deutsche Börse Group and their /licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Warrants or their performance.

STOXX® does not assume any contractual relationship with the purchasers of the Warrants or any other third parties.

Specifically,

- STOXX®, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
- The results to be obtained by the Warrants, the owner of the Warrants or any other person in connection with the use of the EURO STOXX® Banks Price EUR and the data included in the EURO STOXX® Banks Price EUR;
- The accuracy, timeliness, and completeness of the EURO STOXX® Banks Price EUR and its data;
- The merchantability and the fitness for a particular purpose or use of the EURO STOXX® Banks Price EUR and its data;
- The performance of the Warrants generally.

5. **PERFORMANCE OF THE UNDERLYING EQUITY AND OTHER INFORMATION CONCERNING THE UNDERLYING EQUITY**

Not Applicable

6. **TERMS AND CONDITIONS OF THE OFFER:**

Total amount of the Offer:	2.000.000,00 EUR
Conditions to which the offer is subject:	This product can only be sold to investors which have liquid assets with KBC Bank or CBC Banque which exceed EUR 500,000 and who finances their investment in this product with the part of their liquid assets with KBC Bank or CBC Banque which exceeds EUR 500,000
Description of the application process:	Not Applicable
Offer Period:	Not Applicable
Time period during which the offer will be open:	Not Applicable
Details of the minimum and/or maximum amount of application:	Minimum 1 Warrant
Description of possibility to reduce: subscriptions and manner for refunding excess amount paid by applicants	Not Applicable
Details of the method and time limits for paying up and delivering the Warrants:	Not Applicable/
Manner in and date on which results of the offer and the Additional Settlement Date(s) (if relevant) are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable

[Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and addresses, to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable

7. OPERATIONAL INFORMATION:

(i) ISIN: LU2091973243

(ii) Common Code: 209197324

(iii) Any clearing system(s) other than Interprofessionele Effectendeposito- en Girokas SA/NV (Euroclear Belgium), Euroclear Nederland, Euroclear Bank SA/NV or Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Warrant Agent: KBC Bank NV

(vi) Paying Agent: KBC Bank NV

(vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(viii) Relevant Benchmark[s]: Not Applicable