

FINAL TERMS dated 29 June 2022

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 , subject to the distributor's suitability and appropriateness obligations under MIFID II, as applicable. 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 Long Index Warrants
Unconditionally and irrevocably 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 22 July 2021 the “**Base Prospectus**”, which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Warrants described herein for the purposes of the Prospectus Regulation 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 as so supplemented. The Base Prospectus is and the supplements are 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 and/or Arranger at <https://www.kbc.com/en/investor-relations/debt-issuance/kbc-ifima.html>.

GENERAL DESCRIPTION OF THE WARRANTS

1	(i)	Series Number:	WO0057
	(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:	USD

3	Number of Warrants:	
	(i) Series:	80
	(ii) Tranche:	80
4	Warrant Issue Price:	USD 125,000.00 per Warrant
5	Issue Date:	29 June 2022
6	(i) Scheduled Expiration Date:	29 June 2027
	(ii) Business Day Convention for Scheduled Expiration Date:	Following Business Day Convention
	(iii) Additional Business Centre(s):	TARGET2
7	Trade Date:	29 June 2022
8	Reference Item linked to Warrants:	Index Linked Warrants

PROVISIONS RELATING TO EXERCISE

Exercise of Interim Exercisable Warrants at Expiration

9	Cash Settlement Amount:	
	(i) Current Warrant Multiplier:	125,000.00/Long Strike 2_2
	(ii) The number L:	2
	(iii) Long Warrants:	Applicable
	(a) Payoff_LR_1:	0
	(b) Long Strike 1_1:	0
	(c) Long Strike 2_1:	65% of Long Strike 2_2
	(d) Long Payoff Multiplier 1_1:	1
	(e) Long Payoff Multiplier 2_1:	Not Applicable
	(f) Fixed Amount_1:	35.00% of Long Strike 2_2
	(g) X _{1_1} :	X _{1_1} _FRP
	(h) Y _{2_1} :	Y _{2_1} _FIX equal to Fixed Amount_1
	(i) Payoff_LR_2:	0
	(j) Long Strike 1_2:	0
	(k) Long Strike 2_2:	Closing Price of the Underlying on 1 July 2022
	(l) Long Payoff Multiplier 1_2:	0
	(m) Long Payoff Multiplier 2_2:	Not Applicable
	(n) Fixed Amount_2:	46.00% of Long Strike 2_2
	(o) X _{1_2} :	X _{1_2} _FRP
	(p) Y _{2_2} :	Y _{2_2} _FIX equal to Fixed Amount_2
	(iv) Short Warrants:	Not Applicable

Exercise of Interim Exercisable Warrants on an Interim Observation Date

- 10 Long Warrants: Applicable
- 11 Short Warrants: Not Applicable
- 12 Method of Comparison: Outside
- 13 Current Warrant Multiplier: 125,000.00/Long Strike 2_2
- 14 Early Cash Settlement Amount:

(i) Specified Interim Observation Date(s): 29 June 2023; 1 July 2024; 30 June 2025; 29 June 2026

(ii) Method of Comparison: Outside

Interim Observation Date(s) (<i>prior to adjustment due to occurrence of a Disrupted Day</i>)	Lower Threshold_i(s)
29 June 2023	0
1 July 2024	0
30 June 2025	0
29 June 2026	0

Interim Observation Date(s) (<i>prior to adjustment due to occurrence of a Disrupted Day</i>)	Upper Threshold_i(s)
29 June 2023	Long Strike 2_2
1 July 2024	Long Strike 2_2
30 June 2025	Long Strike 2_2
29 June 2026	Long Strike 2_2

Interim Observation Date(s) (<i>prior to adjustment due to occurrence of a Disrupted Day</i>)	Upper Threshold_i(s)	Payoff_Upper Threshold_i
29 June 2023	Long Strike 2_2	109.20% * Long Strike 2_2
1 July 2024	Long Strike 2_2	118.40% * Long Strike 2_2
30 June 2025	Long Strike 2_2	127.60% * Long Strike 2_2
29 June 2026	Long Strike 2_2	136.80% * Long Strike 2_2

(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
29 June 2023	0	0
1 July 2024	0	0
30 June 2025	0	0
29 June 2026	0	0

15 Early Settlement Date: 3 July 2023; 3 July 2024; 2 July 2025; 1 July 2026

Expiration Settlement Warrants and Interim Exercisable Warrants:

16 Settlement Date: 1 July 2027
17 Additional Disruption Event: Change in Law

Index Linked Warrants:

18 Index Linked Warrants: Applicable
19 Basket: Not Applicable
20 Index and details of the relevant Sponsors:
Index: S&P 500® (SPX)
Index Sponsor: S&P Dow Jones Indices
Exchange: Designated Multi-Exchange the stock exchange on which such component security of the Index is principally traded
Related Exchange: Chicago Mercantile Exchange
Designated Multi-Exchange Index: Applicable
Further information about the Index can be obtained at www.spglobal.com
21 Valuation Date: Each Specified Interim Observation Date and the Scheduled Expiration Date
22 Valuation Time: As per Condition 10 (*Index Linked Warrants*)
23 Correction of Index Levels: Correction of Index Levels applies, subject to Condition 10(b)(iii) (*Correction of an Index Level*).
24 Correction Cut-Off Date: 2 Business Days prior to the Scheduled Expiration Date

Equity Linked Warrants:

25 Equity Linked Warrants: Not Applicable

Currency Linked Warrants:

26 Currency Linked Warrants: Not Applicable

Reference Price Provisions:

27	Basic Value Determination Terms:	
(i)	Spot Value:	Not Applicable
(ii)	Intraday Value:	Not Applicable
(iii)	Opening Value:	Not Applicable
(iv)	Closing Value:	Applicable
28	Lookback Value Determination Terms:	Not Applicable
29	Average Value Determination Terms:	
(i)	Averaging Dates:	25 June 2027; 28 June 2027
(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

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

DISTRIBUTION

32	Name of relevant Dealer:	KBC Bank NV and CBC Banque SA
33	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

- 34 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.
- 35 Public Offer Consent: Not Applicable
- 36 General consent: Not Applicable
- 37 Other conditions to consent: Not Applicable
- 38 Additional U.S. Tax Considerations: The Warrants are not Specified Warrants for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.

Signed on behalf of the Issuer:

Ivo Bauwens
Ivo Bauwens (Jun 24, 2022 13:17 GMT+2)

By:

Duly authorised

Signed on behalf of the Guarantor:

Sabrina Gockel
Sabrina Gockel (Jun 24, 2022 12:08 GMT+2)

By:

Duly authorised

Parmentier Sybren
Parmentier Sybren (Jun 24, 2022 11:50 GMT+2)

By:

Duly authorised

Simon Vansteenkiste
Simon Vansteenkiste (Jun 24, 2022 12:43 GMT+2)

By:

Duly authorised

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: USD 9,999,700.00
- (iii) Estimated total expenses: USD 300.00

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

The "S&P500 INDEX" is a product of S&P Dow Jones Indices LLC or its affiliates ("SPDJI"), and has been licensed for use by KBC Group NV. Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"). It is not possible to invest directly in an index. The Warrants are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices doesn't make any representation or warranty, express or implied, to the owners of the Warrants or any member of the public regarding the advisability of investing in securities generally or in the Warrants particularly or the ability of the S&P500 INDEX to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices' only relationship to KBC Group NV with respect to the S&P500 INDEX is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The S&P500 INDEX is determined, composed and calculated by S&P Dow Jones Indices without regard to KBC Group NV or the Warrants. S&P Dow Jones Indices has no obligation to take the needs of KBC Group NV or the owners of the Warrants into consideration in determining, composing or calculating the S&P500 INDEX. S&P Dow Jones Indices is not responsible for and has not participated in the determination of the prices, and amount of the Warrants or the timing of the issuance or sale of the Warrants or in the determination or calculation of the equation by which the Warrants is to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices has no obligation or liability in connection with the administration, marketing or trading of the Warrants. There is no assurance that investment products based on the S&P500 INDEX will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment or tax advisor. A tax advisor should be consulted to evaluate the impact of any tax-exempt securities on portfolios and the tax consequences of making any particular investment decision. Inclusion of a security within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it considered to be investment advice.

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:	USD 10,000,000.00
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
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	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
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:	For details of taxes applicable to investors, see the section entitled "Belgium" under "Taxation" in the Base Prospectus. The Issuer is not aware of any other expenses and/or taxes charged to the investor relating to the Warrants. Investors should ascertain from the relevant Initial Authorised Offeror whether there are any other expenses and/or taxes relating to the subscription for the Warrants.
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:	LU2496194858
(ii) Common Code:	249619485
(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 Benchmarks:	Not Applicable











tJumper WO0057 to be signed


Final Audit Report

2022-06-24


Created:	2022-06-24
By:	KBC Group Re (jba@kbcgroupe.lu)
Status:	Signed
Transaction ID:	CBJCHBCAABAACIbALmTTFQ5PyIN5Qvsv9bfsput8fEBE

"tJumper WO0057 to be signed" History

-  Document created by KBC Group Re (jba@kbcgroupe.lu)
2022-06-24 - 09:08:44 GMT
-  Document emailed to ivo.bauwens@kbcgroupe.lu for signature
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-  Document emailed to sabrina.gockel@kbcgroupe.lu for signature
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-  Document emailed to sybren.parmentier@kbc.be for signature
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-  Document emailed to simon.vansteenkiste@kbc.be for signature
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Signature Date: 2022-06-24 - 09:50:16 GMT - Time Source: server
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-  Email viewed by simon.vansteenkiste@kbc.be
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 Agreement completed.

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