

**Final Terms dated 10 May 2022**

**Belfius Bank SA/NV**

Issue of EUR 700,000,000

Mortgage Pandbrieven Dematerialised 1.625% per cent. Fixed Rate due 12 August 2030  
under the EUR 10,000,000,000

**Belgian Mortgage Pandbrieven (hereinafter the "Pandbrieven") Programme**

**MiFID II PRODUCT GOVERNANCE** – Solely for the purposes of the product approval process of each Manufacturer (i.e., each person deemed a manufacturer for purposes of the EU Delegated Directive 2017/593, hereinafter referred to as a Manufacturer), the target market assessment in respect of the Pandbrieven as of the date hereof has led to the conclusion that: (i) the target market for the Pandbrieven is eligible counterparties and professional clients each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Pandbrieven to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Pandbrieven (a "Distributor") should take into consideration each Manufacturer's target market assessment. A distributor subject to MiFID II is, however, responsible for undertaking its own target market assessment in respect of the Pandbrieven (by either adopting or refining a Manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Pandbrieven 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 Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive 2016/97/EU ("IDD"), 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 EU Prospectus Regulation (as defined below). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Pandbrieven or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Pandbrieven or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Pandbrieven 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 United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the UK FSMA 2000 and any rules or regulations made under the UK FSMA 2000 to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Pandbrieven or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Pandbrieven or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO CONSUMERS – The Pandbrieven are not intended to be offered, sold or otherwise made available, and will not be offered, sold or otherwise made available, in Belgium to "consumers" (consumenten/consommateurs) within the meaning of the Belgian Code of Economic Law (Wetboek van economisch recht/Code de droit économique), as amended.**

## **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions in relation to the Mortgage Pandbrieven Programme (hereinafter the "**Conditions**") set forth in the Base Prospectus dated 5 October 2021, the Prospectus Supplement dated 1 March 2022 and the Prospectus Supplement dated 12 April 2022 which together constitute a base prospectus for the purposes of the Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Pandbrieven described herein for the purposes of Article 8.4 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus and any supplement thereto. Full information on the Issuer and the offer of the Pandbrieven is only available on the basis of the combination of these Final Terms and the Base Prospectus and any supplement thereto. The Base Prospectus and any supplement thereto are available for inspection during normal business hours at the office of the Fiscal Agent and the office of the Issuer and are available for viewing on the website of the Issuer.

1	Issuer:	Belfius Bank SA/NV (with Legal Entity Identifier number A5GWLFB3KM7YV2SFQL84)
2	(i) Series Number:	77
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (EUR)
4	Aggregate Principal Amount:	
	(i) Series:	EUR 700,000,000
	(ii) Tranche:	EUR 700,000,000
5	Issue Price:	99.498 per cent. of the Aggregate Principal Amount
6	(i) Specified Denomination:	EUR 100,000 and integral multiples thereof
	(ii) Calculation Amount:	EUR 100,000
7	(i) Issue Date:	12 May 2022
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 August 2030
9	Extended Maturity Date:	12 August 2031
10	Interest Basis:	
	(i) Period to (but excluding) Maturity Date	1.625 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
	(ii) Period from Maturity Date (including) to Extended Maturity Date (excluding)	1.625 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Pandbrieven will be redeemed at 100 per cent. of their principal amount.
12	Noteholder Put/Issuer Call:	Not Applicable

- |    |      |   |   |
|----|------|---|---|
| 13 | (i)  | Status of the Pandbrieven:  | <i>“Belgische pandbrieven/Lettres de gage belges”</i> . |
|    | (ii) | Date of additional Board approval for issuance of Pandbrieven obtained: | Not Applicable  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

**14 Fixed Rate Pandbrief Provisions**

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|-------|---|---|
| (I)   | To Maturity Date                                    | Applicable  |
| (II)  | From Maturity Date up to Extended Maturity Date     | Applicable  |
| (i)   | Rates of Interest:                                  |   |
|       | (a) To Maturity Date                                | 1.625 per cent. per annum payable in arrears annually   |
|       | (b) From Maturity Date up to Extended Maturity Date | 1.625 per cent. per annum payable in arrears monthly  |
| (ii)  | Interest Period Dates:                              | Not Applicable  |
| (iii) | Interest Payment Date(s):                           |   |
|       | (a) To Maturity Date                                | 12 August in each year, from and including 12 August 2022 up to and including 12 August 2030 adjusted in accordance with the specified Business Day Convention.   |
|       | (b) From Maturity Date up to Extended Maturity Date | The 12 <sup>th</sup> day in each month from and including 12 September 2030 up to and including the Extension Payment Date on which the Pandbrieven are redeemed in full or the Extended Maturity Date, or on any other date on which the Pandbrieven are fully redeemed in accordance with Condition 3(j)(i)E, whichever occurs earlier subject in each case to adjustment in accordance with the specified Business Day Convention. |
| (iv)  | Fixed Coupon Amount(s):                             |   |
|       | (a) To Maturity Date                                | EUR 1,625 per Calculation Amount  |
|       | (b) From Maturity Date up to Extended Maturity Date | EUR 135.42 per Calculation Amount   |
| (v)   | Broken Amount(s):                                   |   |
|       | (a) To Maturity Date                                | EUR 409.59 per Calculation Amount payable on the Interest Payment Date falling in August 2022   |
|       | (b) From Maturity Date up to Extended Maturity Date | Not Applicable  |
| (vi)  | Day Count Fraction:                                 |   |
|       | (a) To Maturity Date                                | Actual/ Actual-ICMA   |
|       | (b) From Maturity Date up to Extended Maturity Date | Actual/ Actual-ICMA   |
| (vii) | Interest Determination Dates:                       |   |
|       | (a) To Maturity Date                                | 12 August in each year not subject to any adjustment.   |
|       | (b) From Maturity Date up to                        | The 12 <sup>th</sup> day in each month from and including 12  |

	Extended Maturity Date	September 2030 up to and including the Extension Payment Date on which the Pandbrieven are redeemed in full or the Extended Maturity Date, or on any other date on which payment is made in accordance with Condition 3(j)(i)E, whichever occurs earlier, not subject to any adjustment.
	(viii) Other terms relating to the method of calculating interest for Fixed Rate Pandbrieven:	Not Applicable
	(ix) Business Day Convention	
	(a) To Maturity Date	Following Business Day Convention
	(b) From Maturity Date up to Extended Maturity Date	Following Business Day Convention
15	<b>Floating Rate Pandbrief Provisions</b>	
	(I) To Maturity Date	Not Applicable
	(II) From Maturity Date up to Extended Maturity Date	Not Applicable
16	<b>Zero Coupon Pandbrief Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17	<b>Issuer Call</b>	Not Applicable
18	<b>Noteholder Put</b>	Not Applicable
19	<b>Final Redemption Amount of each Pandbrief</b>	EUR 100,000 per Calculation Amount
20	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) of each Pandbrief payable on redemption for illegality or for taxation reasons or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	EUR 100,000 per Calculation Amount

#### GENERAL PROVISIONS APPLICABLE TO THE PANDBRIEVEN

21	<b>Form of Pandbrieven:</b>	Dematerialised Pandbrieven
22	<b>Business Centre(s)</b>	Not Applicable
23	<b>Consolidation provisions:</b>	Not Applicable
24	<b>Other final terms:</b>	Not Applicable

#### Purpose of Final Terms

These Final Terms comprise the final terms required for issuance and admission to trading on the regulated market of Euronext Brussels of the Pandbrieven described herein pursuant to the EUR 10,000,000,000 Belgian Mortgage Pandbrieven Programme of Belfius Bank SA/NV as Issuer.

**Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....  
Duly authorised

## PART B - OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made for the Pandbrieven to be listed on Euronext Brussels and admitted to trading on the Regulated Market of Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 7,100

### 2 RATINGS

- Ratings: The Pandbrieven to be issued are expected to be rated:  
S&P: AAA  
Fitch: AAA  
Standard & Poor's Global Ratings Europe Limited and Fitch Ratings Ireland Limited are established in the EU and registered under Regulation (EC) No 1060/2009, as amended (the "CRA Regulation").

### 3 LEGAL ADVISERS

Not Applicable

### 4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

"So far as the Issuer is aware, no person involved in the offer of the Pandbrieven has an interest material to the offer."

### 5 REASONS FOR THE OFFER

- Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus  
Estimated net proceeds: EUR 696,486,000

### 6 YIELD

- Indication of yield: 1.691 per cent. *per annum* calculated on the Issue Date. As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 7 OPERATIONAL INFORMATION

- Intended to be held in a manner which would allow Eurosystem eligibility: Yes.  
Note that the designation "yes" simply means that the Pandbrieven are intended upon issuance to be deposited in accordance with the rules of the relevant clearing system (where applicable) and does not necessarily mean that the Pandbrieven will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issuance or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

ISIN:	BE0002855360
Common Code:	247941100
Any clearing system(s) other than the clearing system operated by the National Bank of Belgium, Euroclear, Clearstream Germany, SIX SIS (Switzerland), Monte Titoli (Italy), Euroclear France SA (France) and INTERBOLSA (Portugal) and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Name and address of Calculation Agent (if any):	Belfius Bank SA/NV, Place Charles Rogier 11, B-1210 Brussels, Belgium

**8 DISTRIBUTION**

Method of distribution:	Non-syndicated
(I) If syndicated, names of Managers:	Not Applicable
(II) Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Belfius Bank SA/NV, Place Charles Rogier 11, B-1210 Brussels, Belgium
Additional Selling Restrictions:	Not Applicable
US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA not applicable