# **FINAL TERMS**

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 EMTN Notes as of the date hereof has led to the conclusion that: (i) the target market for the Notes 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 Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining a Manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO CONSUMERS – The Notes 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" (consumers/consumenten) within the meaning of the Belgian Code of Economic Law (Code de droit économique/Wetboek van economisch recht), as amended.

#### Final Terms dated 13 October 2020

#### **Belfius Bank SA/NV**

Legal Entity Identifier (LEI): A5GWLFH3KM7YV2SFQL84

Issue of EUR 500,000,000
Fixed Rate Senior Preferred Notes due 15 October 2025

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 set forth in the Base Prospectus dated 11 May 2020 and the Base Prospectus Supplement dated 19 August 2020 which together constitute a base prospectus (the "Base Prospectus") for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented in order to obtain all relevant information. The Base Prospectus has been published on the website of the Issuer (www.belfius.be/about-us/en/investors) and the website of the Luxembourg Stock Exchange (www.bourse.lu).

1 (I) Series Number: 395

(II) Date on which Notes Not Applicable

become fungible

2 Specified Currency or EUR

Currencies:

3 Aggregate Nominal Amount: EUR 500,000,000 4 Issue Price: 99.825 % of the Aggregate Nominal Amount EUR 100,000 and integral multiples thereof. 5 Specified (I) Denomination(s): (II) Calculation Amount: EUR 100,000 6 Issue Date: 15 October 2020 (I) (II)Interest Commencement Issue Date Date: 7 Maturity Date: Fixed maturity date: 15 October 2025 Interest Basis: 0.01% Fixed Rate (Further particulars specified in Paragraph 14 8 of Part A of the Final Terms below) 9 Redemption/Payment Basis: Par Redemption. Change of Interest Basis: 10 Not Applicable 11 Call Options: Call Option: Not Applicable (I) (Condition 3(c)) 12 Status of the Notes: (I) Senior Preferred (II)Subordinated Notes Not applicable Senior Notes (III) Applicable Applicable. Further details specified in Paragraph 22 of Part A of Condition 3(f) the Final Terms below (Redemption Senior Notes upon the occurrence of a MREL/TLAC Disqualification Event) Applicable Condition 6(d): Substitution and Variation (IV) Date of any additional Not Applicable Board approval for issuance of Notes obtained: 13 Method of distribution: Syndicated Provisions Relating to Interest (if any) Payable 14 **Fixed Rate Note Provisions** Applicable (I) Interest Periods to which All Fixed Rate Note Provisions are applicable:

Not Applicable

(II)

Step-Up Notes:

(III)Rate of Interest: 0.01 % per annum payable annually in arrear (IV) Interest Payment Date(s): Each 15 October, from and including 15 October 2021 up to and including 15 October 2025. Subject to adjustment in accordance with the Business Day Convention. (V) **Interest Period Dates** Each 15 October, from and including 15 October 2021 up to and including 15 October 2025 Not subject to adjustment in accordance with the Business Day Convention. (VI) **Business Day** Following Business Day Convention Convention: (VII) Fixed Coupon Amount: EUR 10 per Calculation Amount (VIII) Broken Amount(s): Not Applicable Day Count Fraction: Actual/Actual (ICMA) (IX) (X) **Determination Dates:** Not applicable Business Centre(s): Not Applicable (XI) 15 **Resettable Note Provisions** Not Applicable 16 Floating Rate Note / CMS-Not Applicable **Linked Interest Note Provisions** 17 **Zero Coupon Note Provisions** Not Applicable 18 **Range Accrual Provisions** Not Applicable **Provisions Relating to** Redemption 19 Call Option (Condition 3(c)) Not Applicable 20 **Final Redemption Amount of** Par Redemption each Note Specified Fixed (I) Not Applicable Percentage Rate: Zero Coupon Note 21 Not Applicable **Redemption Amount of each** Zero Coupon Note Not Applicable (I) Specified Fixed Percentage Rate: 22 **Early Redemption** Tax Event Redemption Par Redemption (I) Amount (Condition 3(e)) Specified Fixed Not Applicable (a) Percentage Rate: Amortisation Yield: Not Applicable

		(c) Day Count Fraction:	Not Applicable
	(II)	Redemption upon the occurrence of a Tax Event (Condition 3(e))	Redemption on any Interest Payment Date of a Tax Event which is continuing
	(III)	Capital Disqualification Event Early Redemption Price (Condition 3(d))	Not applicable
	(IV)	Redemption upon Capital Disqualification Event	Not Applicable
	(V)	MREL/TLAC Disqualification Event Early Redemption Price (Condition 3(f)):	Par Redemption
	(VI)	Event of Default Redemption Amount (Condition 11):	Par Redemption
		(a) Specified Fixed Percentage Rate:	Not Applicable
		(b) Amortisation Yield:	Not Applicable
		(c) Day Count Fraction:	Not Applicable
23	Subst	citution (Condition 7)	Applicable
Gene	eral Provisio	ons Applicable to the Notes	
24	Business Day Jurisdictions for payments		Brussels
Signed	l on behalf c	f the Issuer:	
By:			
	Duly auth	orised	

### 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 listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the

Luxembourg Stock Exchange

(ii) Earliest day of admission to trading: Application has been made for the Notes to be

admitted to trading with effect from the Issue Date.

(iii) Estimate of total expenses related to EUR 3,100

admission to trading:

#### 2 RATINGS

Ratings: The Notes to be issued have been specifically

rated:

S & P: A-

Moody's: A1

Each of Moody's France SAS (Moody's) and S&P Global Ratings Europe Limited (S&P) is established in the EU and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EU) No 513/2011 (the "CRA

Regulation").

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

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealers 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 its affiliates in the ordinary course of business.

## 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer See "Use of Proceeds" in Base Prospectus

Estimated net proceeds EUR 499,125,000.00

5 Fixed Rate Notes only - YIELD

Indication of yield: 0.045 % The yield is calculated at the Issue Date

on the basis of the Issue Price. It is not an

indication of future yield.

Not Applicable

6 Floating Rate Notes or CMS-Linked Interest

Notes only - Historic Interest Rates

Range Accrual Notes only – Historic Reference Not Applicable

Rates

### 8 OPERATIONAL INFORMATION

Intended to be held in a manner which would

allow Eurosystem eligibility:

Yes. Note that the designation "yes" simply means that the Notes to be held in a manner which would allow Eurosystem eligibility and does not

necessarily mean that the Notes 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.

ISIN Code: BE6324720299

Common Code: 224390149

Delivery: Delivery against payment

Names and addresses of additional Paying

Agent(s) (if any):

Name and address of Calculation Agent (if any): Not Applicable Relevant Benchmarks: Not Applicable

9 DISTRIBUTION

(i) Method of distribution: Syndicated

If syndicated:

(A) Names and addresses of Dealers and underwriting commitments:

Belfius Bank SA/NV Place Rogier 11 B-1210 Brussels

Not Applicable

Belgium

J.P. Morgan Securities plc

25 Bank Street Canary Wharf London E14 5JP United Kingdom

Nomura International plc

1 Angel Lane

London EC4R 3AB United Kingdom

UBS AG London Branch

5 Broadgate

London EC2M 2QS United Kingdom

UniCredit Bank AG Arabellastrasse 12 D-81925 Munich

Federal Republic of Germany

Each dealer has an underwriting commitment of EUR 100,000,000.

(B) Date of Subscription Agreement: 13 October 2020

(C) Stabilising Manager(s) if any: UBS AG London Branch

If non-syndicated, name and address of Dealer:

(ii) Additional Selling Restrictions:

(iii) US Selling Restrictions (Categories of potential investors to which the Notes are

offered):

(iv) Prohibition of Sales to EEA and UK Retail Investors:

Not applicable

Not Applicable

Reg. S Compliance Category 2; TEFRA not

applicable

Not Applicable