

## NOTICE RELATING TO

**EUR 3,200,000,000 Class A Asset-Backed Fixed Rate Notes due 24 April 2035**  
**Issue Price 100 per cent. ISIN BE0002469444**

**EUR 924,000,000 Class B Asset-Backed Fixed Rate Notes due 24 April 2037**  
**Issue Price 100 per cent. ISIN BE6265766517**

**Issued by**

**MERCURIUS FUNDING NV - SA**

***Institutionele V.B.S. naar Belgisch recht / S.I.C. institutionnelle de droit belge***  
**acting through its Compartment Mercurius-1**

(the “**Issuer**”)

- (A) This notice is dated as of the first of December 2020 and is only intended for information purposes regarding the amendments made to some of the Transaction Documents relating to the Notes (as defined below).
- (B) The Issuer issued on 7 May 2012 EUR 3,200,000,000 class A asset-backed fixed rate notes due 2035, EUR 924,000,000 class B asset-backed fixed rate notes due 2037, with ISIN codes: BE0002414861, BE6235803614 (the “**2012 Notes**”).
- (C) The Issuer called the notes with ISIN codes: BE0002414861, BE6235803614 and issued new notes on 12 May 2014 being EUR 3,200,000,000 Class A Asset-Backed Fixed Rate Notes due 2035, EUR 924,000,000 Class B Asset-Backed Fixed Rate Notes due 2037, with ISIN codes: BE0002469444, BE6265766517 (the “**2014 Notes**”) (together with the 2012 Notes, the “**Notes**”).
- (D) Capitalised terms not otherwise defined in this notice have the meaning given to them in the Master Definitions Agreement dated 12 May 2014, as amended from time to time as applicable.
- (E) Notes issued by the Issuer can only be acquired, held by, and transferred to investors that qualify both as (i) an institutional or professional investor within the meaning of Article 5§3 of the Belgian Law of 20 July 2004 on certain forms of collective management of investment portfolios (Wet betreffende bepaalde vormen van collectief beheer van beleggingsportefeuilles/Loi relative à certaines formes de gestion collective de portefeuilles d’investissement), as amended from time to time that are acting for their own account, and (ii) a holder of an exempt securities account (referred to as an X-Account) with the Clearing System operated by the National Bank of Belgium or (directly or indirectly) with a participant in such system. The Issuer will suspend the payment of interest to any holder of securities that is not an eligible holder of these securities as set out above.
- (F) The prospectus related to the Notes, dated 12 May 2014 (the “**Prospectus**”) is available on our website: [www.belfius.com](http://www.belfius.com).
- (G) The Issuer wishes to announce that certain amendments have been made to certain transaction documents relating to the Notes on the first of December 2020.

1. The Issuer hereby gives notice to the Noteholders that pursuant to Condition 12.6(ii), the Administration, Corporate Services and Accounting Services Agreement has been amended, with the consent of the Security Agent, in respect of the fee payable to the Administrator. As a result, the first paragraph of clause 22.4.3 of the Prospectus is amended with effect as from the date of the first of December 2020 as follows:

“

### **22.4.3 Remuneration**

The Issuer shall pay to the Administrator monthly in arrears, on each Monthly Payment Date, a fixed fee of EUR 40,000 (the “Agreed Fee”); exclusive of taxes, if any. The Agreed Fee is however not due if the Deferred Purchase Price payable on the same Monthly Payment Date where such Agreed Fee would otherwise have been due, taking into account the Agreed Fee, is equal to zero. Then, for the Monthly Payment Date in question, instead of the Agreed Fee, the Issuer shall pay to the Administrator on such Monthly Payment Date a fee of 2 bps per annum, calculated over the aggregate Current Balance of all Loans as determined at the beginning of the relevant Monthly Collection Period.”

2. Copies of the Transaction Documents relating to the Notes, as well as the amendment agreement relating to the above mentioned modifications, are available for inspection at the specified offices of the Domiciliary Agent.
3. The Issuer accepts responsibility for the information included in this notice.
4. This notice shall be governed by and construed in accordance with Belgian law.

For further details, please contact:

Domiciliary Agent - (Mercurius-1)  
Belfius Bank NV/SA  
Place Charles Rogier, 11  
1210 Brussels  
[cmtss@belfius.be](mailto:cmtss@belfius.be)