



## **FINAL TERMS**

### **BELFIUS BANK SA/NV**

Limited liability Company of unlimited duration incorporated under Belgian law

**Issue of 03-12-2019 (Aggregate Nominal Amount of Series of Warrants)**

**Belfius Warrants 10y Serie 23/2019**

**under the**

**Long Term Warrant**

**[MIFID II product governance / Retail investors, professional investors and ECPs target market** – Belfius Bank SA/NV acts as sole manufacturer and distributor (each as defined in Directive 2014/65/EU (as amended, "MiFID II")) of the Warrants. Solely for the purposes of Belfius Bank SA/NV'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 MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Warrants to retail clients are appropriate - investment advice, portfolio management and non-advised sales.]

**[PRIIPs Regulation** - A key information document required by Regulation (EU) No 1286/2014 (as amended the "PRIIPs Regulation") for offering or selling the Warrants or otherwise making them available to retail investors in the EEA has been prepared and is available on 29-10-2019.]

The issue of the Warrants has been authorized by resolutions of the Issuer dated 29-10-2015.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 22 October 2019 which constitutes a base prospectus for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Warrants described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, including, for the avoidance of any doubt, any supplements to the Base Prospectus. Full information on the Issuer and the Offer of the Warrants is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at Belfius Bank and copies may be obtained from the Issuer at that address.

These Final Terms relate to the securities and must be read in conjunction with, and are subject to, the provisions contained in the Base Prospectus as so supplemented. These Final Terms, and the relevant provisions constitute the conditions of each series of the Warrants described herein. A summary of the Base Prospectus is attached to these Final Terms.

In case of any inconsistency between the Base Prospectus and the Final Terms, the Final Terms shall prevail.

<b>Warrant type:</b>	The Belfius Warrants can only be exercised during the Exercise Period;
<b>Commission:</b>	0,50 EUR;
<b>Costs:</b>	There are no additional costs of subscription, no additional costs upon Exercise (besides the payment of the Strike Price) and no additional costs upon a sale to the Issuer. Only applicable subscription fees in the Underlying Value, as may exist at such time and applicable taxes are due;
<b>Exercise Date:</b>	Date during the Exercise Period on which the Warrants are exercised;
<b>Exercise Period:</b>	Each business day on which commercial banks in Belgium are open for business from (and including) 03-11-2029 until (but excluding) the Maturity Date;
<b>Exercise:</b>	Delivery of the Underlying Value against payment of the Strike Price. The request to Exercise needs to be submitted during the Exercise Period;
<b>Cancellation:</b>	In certain events, the Warrants may be cancelled (Please refer to Condition 7.7 ( <i>Cancellation</i> ));
<b>Adjustments:</b>	In certain events, the features of the Warrants may be adjusted (Please refer to Condition 7.10 ( <i>Adjustments to the Underlying Value</i> ));
<b>Form:</b>	Dematerialized;
<b>Currency:</b>	EUR;
<b>ISIN Code:</b>	BE6317105771;

<b>Issue Date:</b>	03-12-2019;
<b>Issue Price:</b>	[10,50] EUR (being [10] EUR, increased with the Commission);
<b>Issuer:</b>	Belfius Bank, a limited liability company incorporated under the laws of Belgium (hereinafter “Belfius Bank”) (see the Base Prospectus for information about the Issuer);
<b>Maturity Date:</b>	03-12-2029;
<b>Denomination:</b>	[●] EUR;
<b>Offering Period:</b>	The Warrants will be offered for subscription from 30-10-2019 until and including 18-11-2019 (4 p.m. Brussels time);
<b>Minimum Amount of the Offer:</b>	100.000 EUR;
<b>Maximum Amount of the Offer:</b>	No Maximum;
<b>Parity:</b>	The Parity is the number of Warrants necessary to buy an Underlying Value at the payment of the Strike Price. The Parity equals a percentage of the net asset value of the Underlying Value at 03-12-2019 (which will be posted on <a href="http://www.belfius.be">www.belfius.be</a> on 05-12-2019) divided by the Issue Price (Commission excluded);
<b>Strike Price:</b>	The Strike Price is equal to the net asset value of the Underlying Value on 03-12-2019 which will be posted on <a href="http://www.belfius.be">www.belfius.be</a> denominated in EUR;
<b>Payment Date:</b>	03-12-2019;
<b>Governing law and jurisdiction:</b>	The Warrants are governed by the laws of Belgium. All disputes arising out of or in connection with the Warrants shall

	be exclusively submitted to the jurisdiction of the competent courts in Brussels;
<b>Underlying Value:</b>	a class C share (capitalisation) of the compartment Belfius Equities Europe Conviction (Code ISIN: BE0945524651; Code Bloomberg: DEXBEUR BB), within Belfius Equities, a UCITS duly registered under the laws of Belgium under the Crossroad Bank for enterprises' number 444.229.910, with multiple compartments, incorporated for an indefinite duration; and
<b>Responsibility:</b>	The Issuer accepts responsibility for the information contained in these Final Terms.

### Information relating to the Underlying Value

The below information is sourced from the prospectus of Belfius Equities sicav, Belgium, dated September 2019.

The prospectus of the Underlying Value is attached to the Base Prospectus as Annex 3.

The Issuer also confirms that as far as it is aware and able to ascertain from such information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### Description of the Underlying Value

The Underlying Value is a Class C share of the compartment Belfius Equities Europe Conviction within Belfius Equities, a UCITS duly registered under the laws of Belgium under the Crossroad Bank for enterprises' number 444.229.910, with multiple segments, incorporated for an indefinite duration. Class C is offered both to legal entities and natural persons and capitalizes its profits.

Belfius Equities Europe Conviction is a compartment of Belfius Equities sicav. The fund's objective is to enable shareholders to benefit from the trends in the European stock market countries by investing in the stocks of companies selected by the asset manager on the basis of their expected return. The assets of the SICAV will be invested primarily in shares and/or transferable securities equivalent to shares such as, for example, investment certificates and warrants, issued by companies whose registered office is located or whose primary economic activity is carried out in Europe. The SICAV's assets may also be invested, on an ancillary basis, in money market instruments, deposits and/or cash.

Management of this compartment is based on the careful selection of a limited number of equities issued by companies of any capitalization offering high-quality fundamentals, rising profit prospects and a low valuation.

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