

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 Notes as of the date hereof has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients each as defined in Directive 2014/65/EU (as amended, “MiFID II”); (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – 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 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 each Manufacturer’s target market assessment) and determining appropriate distribution channels.

Final Terms dated 28 March 2024

Belfius Financing Company S.A.

Issue of Belfius Financing Company (LU) Liquidity 05/2024 – 05/2026
Guaranteed by Belfius Bank SA/NV
under the

Belfius Financing Company S.A.

and

Belfius Bank SA/NV

Notes Issuance 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 this Base Prospectus dated 23 May 2023, 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 Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus and any supplement thereto.** These Final Terms and this Base Prospectus together constitute the Programme for the Tranche. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for inspection at the office of the Guarantor, the office of the Issuer and the website www.belfius.be. A summary of the offer of the Notes is provided in an annex to the Final Terms.

1	(i)	Issuer:	Belfius Financing Company S.A.
	(ii)	Guarantor:	Belfius Bank SA/NV
	(iii)	Calculation Agent:	Belfius Bank SA/NV
2	(i)	Series Number:	1142
	(ii)	Tranche Number:	1
3		Specified Currency or Currencies:	EUR
4		Maximum Amount:	
	(i)	Series:	Not Applicable
	(ii)	Tranche:	Not Applicable
5		Minimum Amount:	
	(i)	Series:	EUR 3,000,000
	(ii)	Tranche:	Not Applicable
6		Offering Period:	From 2 April 2024 until 30 April 2024 (21:00 Brussels time, except in case of early closing)
7		Issue Price:	100 per cent.

8	Denominations:	EUR 2,000
9	Issue Date:	8 May 2024
10	Maturity Date:	8 May 2026
11	Interest Basis:	Fixed Rate
12	Redemption/Payment Basis:	Partial Redemption (Further particulars specified below)
13	Change of Interest or Redemption/Payment Basis:	Not Applicable
14	Call Options:	Not Applicable
15	Mandatory Early Redemption:	Not Applicable
16	Status of the Notes:	Senior preferred notes
17	Date Board approval for issuance of Notes obtained:	8 March 2023
18	Form of Notes:	Dematerialised Notes
19	New Global Note:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

20	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate:	2.80 per cent per annum
	(ii) Interest Payment Date(s):	Annually on 8 May, from and including 8 May 2025 up to and including 8 May 2026, subject to adjustment in accordance with the Business Day Convention
	(iii) Business Days:	TARGET
	(iv) Business Day Convention:	Following
	(v) Day Count Fraction:	Act/Act ICMA
	(vi) Interest Period End Date(s):	Each 8 May, from and including 8 May 2025 up to and including 8 May 2026, not subject to adjustment in accordance with the Business Day Convention.
21	Floating Rate Note Provisions	Not Applicable
22	Zero Coupon Note Provisions	Not Applicable
23	Variable Linked Rate Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

24	Call Option	Not Applicable
25	Mandatory Early Redemption	Not Applicable
26	Redemption Amount(s) of each Note	See 27. Partial Redemption
27	Partial Redemption:	Applicable (Category F. Structures with a periodic payment of interest and an amortising redemption - Base Prospectus page 103)
	(i) Partial Redemption Date(s):	

i	Partial Redemption Date _i
1	8 May 2025
2	8 May 2026

(ii) Partial Redemption Amount(s):

Partial Redemption Date _i	Partial Redemption Amount _i
8 May 2025	EUR 1,000 per Note of EUR 2,000 Denomination
8 May 2026	EUR 1,000 per Note of EUR 2,000 Denomination

REASONS FOR THE OFFER

Reasons for the offer:

The net proceeds of Notes, i.e. the Nominal Amount less any expenses and fees, will be used for general corporate purposes of Belfius Bank. Belfius Financing Company will transfer the proceeds to Belfius Bank.

DISTRIBUTION

Dealer(s):

Belfius Bank SA/NV

Offer period:

From 2 April 2024 until 30 April 2024
(21:00 Brussels time, except in case of early closing)

General consent:

Not Applicable

Other Authorised Offeror terms:

Not Applicable

Total commission and concession:

1. Fees and other costs included in the Issue Price, linked to the structuration and management of the Notes and borne by the investors:

- **Upfront fee:** Not Applicable
- **One-off product costs:** Not Applicable
- **Recurring annual product costs:** Maximum 1.25% per annum of the subscribed nominal amount of Notes, *i.e.* a maximum of 2.50% if the Notes are held until the scheduled Maturity Date.

2. Fees and other costs not included in the Issue Price, and borne by the investors:

- **Brokerage fee:** Not Applicable

OPERATIONAL INFORMATION

ISIN Code:

BE6350712251

Common Code:

279367227

Clearing System(s):

National Bank of Belgium

Principal Paying Agent:

Belfius Bank SA/NV

Paying Agent:

Not Applicable

Relevant Benchmark

Not Applicable

SECONDARY MARKET

Applicable

Maximum Spread:

1.50 per cent

Maximum Commission:

0.60 per cent

Maximum Exit Penalty:

Not Applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:.....

Duly authorised

Signed on behalf of the Guarantor:

By:.....

Duly authorised