

**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 29 March 2024**

### **Belfius Financing Company S.A.**

Issue of Belfius Financing Company (LU) Tarnos Autocall 05/2030  
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](http://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:	1143
	(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 1,000
9	Issue Date:	8 May 2024
10	Maturity Date:	8 May 2030
11	Interest Basis:	Fixed Rate and Variable Linked Rate (further particulars specified below)
12	Redemption/Payment Basis:	Redemption at par
13	Change of Interest or Redemption/Payment Basis:	Not Applicable
14	Call Options:	Not Applicable
15	Mandatory Early Redemption:	Applicable (further particulars specified below)
16	Status of the Notes:	Senior preferred notes
17	Date Board approval for issuance of Notes obtained:	8 February 2023
18	Form of Notes:	Bearer Notes
19	New Global Note:	Not Applicable

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

20	Fixed Rate Note Provisions	Applicable
	(i) Fixed Rate:	3.50 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 2027, 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 2027, 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	Applicable (Section 8.2. Category A. Structures with a periodic payment (Base Prospectus page 84)
	(i) Underlying:	CMS 30-year Euro and CMS 2-year Euro
	(ii) Variable Linked Rate:	$Formula_i = [Denomination \times (Participation Rate_i \times \max(X\%_i, \min(Performance_i, Y\%_i)) + Bonus_i)]$ <p>1) Periods: 3 [i = 1 to 3]</p> <p>2) Underlying: Underlying 1 = CMS 30-year Euro and Underlying 2 = CMS 2-year Euro</p> <p>3) Performance<sub>i</sub> will be a difference between 2 Underlyings (condition 3.b) is applicable). Fixing in arrears on each Interest Determination Date<sub>i</sub> (10 Business Days before each relevant Interest Payment Date<sub>i</sub>)</p> <p>4) Applicable. If the sum of all Fixed Rate and Variable Linked Rate coupons is at or above 11.50% on any Interest Determination Date<sub>i</sub>, then the note redeems at 100% on the immediately following Interest Payment Date<sub>i</sub> (see 25. Mandatory Early Redemption)</p> <p>5) Not Applicable</p>

- 6) Bonus<sub>i</sub> = 0%
- 7) Participation Rate<sub>i</sub> = 200%
- 8) X%<sub>i</sub> = 0%
- 9) Y%<sub>i</sub> = Not Applicable
- 10) Daycount: Annual, Act/Act ICMA, unadjusted, following

By applying the components above to the Formula mentioned above, the Variable Linked Rate Amount<sub>i</sub> to be paid on each of the Interest Payment Dates below (subject to 25. Mandatory Early Redemption) shall be calculated by applying the following formula:

$$\text{Denomination} \times [200\% \times \max [0\%, \text{CMS } 30_i - \text{CMS } 2_i]]$$

- (iii) Interest Payment Date(s): Each 8 May, from and including 8 May 2028 up to and including 8 May 2030, subject to adjustment in accordance with the Business Day Convention

i	Date
1	8 May 2028
2	8 May 2029
3	8 May 2030

- (iv) Business Days: TARGET
- (v) Business Day Convention: Following

#### PROVISIONS RELATING TO REDEMPTION

- 24 Call Option Not Applicable
- 25 Mandatory Early Redemption Applicable
- (i) Trigger Event(s): If the sum of all Fixed Rate and Variable Linked Rate coupons is at or above 11.50% on any Interest Determination Date.
- (ii) Mandatory Early Redemption Date(s): The Interest Payment Date immediately following the occurrence of the Trigger Event(s) as determined by the Calculation Agent.
- (iii) Mandatory Early Redemption Amount: EUR 1,000 per Note of EUR 1,000 Denomination
- 26 Redemption Amount(s) of each Note EUR 1,000 per Note of EUR 1,000 Denomination
- 27 Partial Redemption: Not Applicable

#### VARIABLE LINKED PROVISIONS

- (i) Publication Source: Reuters Screen 'ICESWAP2', page under the heading "Euribor-Basis-EUR"
- (ii) Designated Maturity: 2 Years and 30 Years
- (iii) Spread: Not Applicable
- (iv) Interest Determination Date: 10 Business Days before the relevant Interest Payment Date
- (v) Day Count Fraction: Act/Act ICMA

#### 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:	<b>1. Fees and other costs included in the Issue Price,</b> linked to the structuration and management of the Notes and borne by the investors: <ul style="list-style-type: none"><li>• <b>Upfront fee:</b> Not Applicable</li><li>• <b>One-off product costs:</b> 0.37% of the subscribed nominal amount of Notes;</li><li>• <b>Recurring annual product costs:</b> Maximum 1.25% per annum of the subscribed nominal amount of Notes, <i>i.e.</i> a maximum of 7.50% if the Notes are held until the scheduled Maturity Date.</li></ul> <b>2. Fees and other costs not included in the Issue Price, and borne by the investors:</b> <ul style="list-style-type: none"><li>• <b>Brokerage fee:</b> Not Applicable</li></ul>

## OPERATIONAL INFORMATION

ISIN Code:	XS2793256723
Common Code:	279325672
Clearing System(s):	Euroclear / Clearstream
Principal Paying Agent:	Banque Internationale à Luxembourg, SA
Paying Agent:	Belfius Bank SA/NV
Relevant Benchmark	Not Applicable

## SECONDARY MARKET

Applicable	
Maximum Spread:	1.50 per cent
Maximum Commission:	0.60 per cent
Maximum Exit Penalty:	3.00 per cent

## **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