

**MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, 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 the manufacturers’ target market assessment. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.**

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area (the “EEA”) or in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, the Issuer has not prepared a key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.**

**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, by any Dealer to any “consumer” (*consument/consommateur*) within the meaning of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*), as amended.**

**Final Terms dated 12 June 2020**

**KBC Group NV**

**Issue of EUR 500,000,000 0.375% Senior Notes due June 2027  
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 Conditions set forth in the base prospectus dated 2 June 2020, which constitutes 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 Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus (including any supplement thereto). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus (including any supplement thereto). The Base Prospectus and any supplement thereto has been or will be published on the Issuer’s website ([www.kbc.com/en/investor-relations/debt-issuance/kbc-group.html](http://www.kbc.com/en/investor-relations/debt-issuance/kbc-group.html)).

1 (i) Series Number: G00016

	(ii) Tranche Number:	1
	(iii) Date on which Notes will be consolidated and form a single Series:	Not Applicable
2	Specified Currency:	Euro (“EUR”)
3	Aggregate Nominal Amount:	EUR 500,000,000
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
4	Issue Price:	99.281% of the Aggregate Nominal Amount
5	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 100,000 in excess thereof
	(ii) Calculation Amount:	EUR 100,000
6	(i) Issue Date:	16 June 2020
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	Interest Payment Date falling in June 2027
8	Interest Basis:	Fixed Rate in respect of the period from (and including) the Interest Commencement Date to (but excluding) the Optional Redemption Date Floating Rate in respect of the period from (and including) the Optional Redemption Date to (but excluding) the Maturity Date
9	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.
10	Change of Interest Basis:	Applicable
11	Issuer Call Option:	Applicable (further particulars specified below)
12	(i) Status of the Notes:	Senior Notes
	(ii) Waiver of set-off in respect of Senior Notes:	Condition 2(a)(ii): Applicable
	(iii) Event of Default or Enforcement in respect of Senior Notes:	Condition 10(a): Not Applicable Condition 10(b): Applicable

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

13	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	0.375% per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	16 June in each year from and including 16 June

		2021 until and including 16 June 2026
	(iii) Fixed Coupon Amount:	EUR 375 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual ICMA
	(vi) Determination Dates:	16 June in each year
14	<b>Fixed Rate Reset Note Provisions</b>	Not Applicable
15	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Interest Period(s):	Quarterly, with the first Interest Period commencing on (and including) 16 June 2026, in each case subject to adjustment in accordance with the Business Day Convention set out in (v) below
	(ii) Specified Interest Payment Dates:	16 March, 16 June, 16 September, 16 December in each year, from and including 16 September 2026 until and including the Maturity Date, subject in each case to adjustment in accordance with the Business Day Convention set out in (v) below
	(iii) Interest Period End Date:	Not Applicable
	(iv) First Interest Payment Date:	16 September 2026, subject to adjustment in accordance with the Business Day Convention set out in (v) below
	(v) Business Day Convention:	
	Interest Period(s) and Specified Interest Payment Dates:	Following Business Day Convention
	Interest Period End Date:	Not Applicable
	(vi) Additional Business Centre(s):	Not Applicable
	(vii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Agent):	Not Applicable
	(ix) Screen Rate Determination:	Applicable
	– Reference Rate:	3-Month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of the relevant Interest Accrual Period
	– Relevant Screen Page:	Reuters page EURIBOR01 (or any successor or replacement page)
	– Relevant Time:	11.00 a.m. (Brussels time)

(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+ 0.720% per annum
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction:	Actual/360

#### PROVISIONS RELATING TO REDEMPTION

16	<b>Tax Call Option</b>	Applicable
	Notice periods for Condition 4(b):	Minimum period: 30 days Maximum period: 60 days
17	<b>Capital Disqualification Event</b>	Not Applicable
18	<b>Capital Disqualification Event Variation</b>	Not Applicable
19	<b>Loss Absorption Disqualification Event Variation or Substitution</b>	Applicable
20	<b>Issuer Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	16 June 2026
	(ii) Optional Redemption Amount(s):	Early Redemption Amount
	(iii) If redeemable in part:	Not Applicable
	(a) Minimum Callable Amount:	Not Applicable
	(b) Maximum Callable Amount:	Not Applicable
	(iv) Notice period:	Minimum period: 30 days Maximum period: 60 days
21	<b>Loss absorption Disqualification Event in respect of Senior Notes</b>	Condition 4(e): Applicable from the Issue Date
	Notice periods for Condition 4(e):	Minimum period: 30 days Maximum period: 60 days
22	<b>Final Redemption Amount</b>	EUR 100,000 per Calculation Amount
23	<b>Early Redemption Amount</b>	EUR 100,000 per Calculation Amount
	Early Redemption Amount(s) payable on redemption following a Tax Event, following a Capital Disqualification Event (in the case of Subordinated Tier 2 Notes), following a Loss Absorption Disqualification Event (in the case of	



Signed on behalf of the Issuer:

Jacques Van de Velde  
Authorised Signatory



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By: Jacques Van de Velde  
Duly authorised



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By: Rik Janssen  
Duly authorised

## 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 admitted to trading on Euronext Brussels with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,075

### 2 RATINGS

The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited (“**S&P**”): A-  
Moody’s France S.A.S. (“**Moody’s**”): Baa1  
Fitch France S.A.S. (“**Fitch**”): A

S&P is established in the EU and registered under Regulation (EU) No 1060/2009 (as amended, the “**CRA Regulation**”). As defined by S&P, an ‘A’ rating means that the obligations of the Issuer are more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the Issuer’s capacity to meet its financial commitments on the obligation is still strong. The addition of a plus (+) or minus (-) sign shows the relative standing within the major rating categories.

Moody’s is established in the EU and registered under the CRA Regulation. As defined by Moody’s, a ‘Baa1’ rating means that the obligations of the Issuer under the Notes are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch is established in the EU and registered under the CRA Regulation. As defined by Fitch, an ‘A’ rating indicates that in respect of the obligations of the Issuer under the Notes expectations of credit risk are currently low. The capacity for

payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

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

Save as discussed in “*Subscription and Sale*” of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to this issue.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT

Reasons for the offer:

See “*Use of Proceeds*” in the Base Prospectus.

An amount equivalent to the proceeds will be used for loans, assets, projects and activities of the Group that promote climate-friendly and other environmental or sustainable purposes (“**Green Bond Eligible Assets**”). The Issuer will on-lend the net proceeds to KBC Bank NV in order for KBC Bank NV to finance and/or refinance the relevant Green Bond Eligible Assets. For this transaction Category 1 Renewable Energy and Category 4 Green Buildings apply.

(For further details on the Categories and Eligibility Criteria see KBC Green Bond Framework dated 11 May 2018, paragraph 2.1 “*Use of Proceeds*”.)

Estimated net amount:

EUR 495,030,000

### 5 YIELD

Indication of yield:

(i) Gross yield:

0.497% per annum

The yield is calculated on the basis of the Issue Price and the Rate of Interest applicable from and including the Interest Commencement Date until and excluding 16 June 2026. It is not an indication of future yield.

(ii) Net yield:

Not Applicable

Maximum yield:

Not Applicable

Minimum yield:

Not Applicable

### 6 HISTORIC INTEREST RATES

Details of historic EURIBOR can be obtained from Reuters.

### 7 OPERATIONAL INFORMATION

- (i) ISIN: BE0974365976
- (ii) Common Code: 219002475
- (iii) CFI: See the website of the Association of National Numbering Agencies or alternatively sourced from the responsible National Numbering Agency
- (iv) FISN: See the website of the Association of National Numbering Agencies or alternatively sourced from the responsible National Numbering Agency
- (v) Any clearing system(s) other than the Securities Settlement System, Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Agent(s) (if any): Not Applicable
- (viii) Name and address of the Calculation Agent when the Calculation Agent is not KBC Bank NV: Not Applicable
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: No
- (x) Relevant Benchmark: EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmark Regulation.

8 **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (A) Names and addresses of Dealers:
    - BofA Securities Europe SA  
51 rue la Boétie  
75008 Paris  
France
    - Commerzbank Aktiengesellschaft  
Kaiserstraße 16 (Kaiserplatz)  
60311 Frankfurt am Main  
Federal Republic of Germany
    - Crédit Agricole Corporate and Investment Bank

12, place des Etats-Unis  
CS 70052  
92547 Montrouge Cedex  
France

ING Bank N.V.  
Bijlmerdreef 106  
1102 CT Amsterdam  
The Netherlands

KBC Bank NV  
Havenlaan 2  
B-1080 Brussels  
Belgium

Natixis  
30 avenue Pierre Mendès France  
75013 Paris  
France

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|---|---|
| (B) Date of Subscription Agreement:                   | 12 June 2020                            |
| (C) Stabilising manager(s) (if any):                  | Not Applicable                          |
| (iii) If non-syndicated, name and address of Dealers: | Not Applicable                          |
| (iv) US Selling Restrictions                          | Reg. S Category 2; TEFRA not applicable |
| (v) Prohibition of Sales to Consumers:                | Applicable                              |
| (vi) Additional selling restrictions:                 | Not Applicable                          |