

## **FINAL TERMS dated 18 December 2025**

**MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer'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 Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Warrants are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Warrants (a "distributor") should take into consideration the manufacturer's target market assessment. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Warrants (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.**

Any person making or intending to make an offer of the Warrants may only do so :

- (i) in those Public Offer Jurisdictions mentioned in Paragraph 7 of Part B below, provided such person is a Dealer or Authorised Offeror (as such term is defined in the Base Prospectus (as defined below)) and that the offer is made during the Offer Period specified in that paragraph of Part B and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or pursuant to any relevant national regulation of any EEA member state, or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or pursuant to any relevant national regulation of any EEA member state, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Warrants in any other circumstances.

**KBC IFIMA S.A.**

**Issue of minimum 8 and maximum 280 Equity Linked Warrants**

**Public offer**

**Unconditionally and irrevocably guaranteed by KBC Bank NV  
under the EUR 1,000,000,000 Warrant Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the base prospectus dated 17 July 2025, the "**Base Prospectus**", which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Warrants described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information. Full information on the Issuer, the Guarantor and the offer of the Warrants is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus is available on the website of Euronext Brussels and Euronext Access Paris at [www.euronext.com](http://www.euronext.com), the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com) and the website of the Issuer at [www.kbc.com](http://www.kbc.com) and copies may be obtained during normal business hours at the registered office of the Issuer. A copy of the Final Terms will be available on the website

of Euronext Brussels and Euronext Access Paris at [www.euronext.com](http://www.euronext.com) and on the website of the Arranger at <https://www.kbc.com/en/investor-relations/debt-issuance/kbc-ifima.html>.

### GENERAL DESCRIPTION OF THE WARRANTS

1	(i)	Series Number:	WO0108
	(ii)	Tranche Number:	1
	(iii)	Date on which the Warrants will be consolidated and form a single Series:	Not Applicable
	(iv)	Form of Warrants	Permanent Global Warrant, exchangeable for a Definitive Warrant
	(v)	Type of Warrants:	Interim Exercisable Warrants
2		Specified Currency:	USD
3		Number of Warrants:	
	(i)	Series:	Minimum 8 and maximum 280
	(ii)	Tranche:	Minimum 8 and maximum 280
4		Warrant Issue Price:	USD 125,000.00 per Warrant
5		Issue Date:	23 December 2025
6	(i)	Scheduled Expiration Date:	12 December 2030
	(ii)	Business Day Convention for Scheduled Expiration Date:	Following Business Day Convention
	(iii)	Additional Business Centre(s):	CME (CB)
7		Trade Date:	23 December 2025
8		Reference Item linked to Warrants:	Equity Linked Warrants
9		Settlement:	
	(i)	Cash Settled:	Applicable
	(ii)	Physical Delivery:	Not Applicable
	(iii)	Issuer's option to vary settlement:	Not Applicable

### PROVISIONS RELATING TO EXERCISE

#### Exercise of Interim Exercisable Warrants at Expiration

10		Cash Settlement Amount:	
	(i)	Current Warrant Multiplier:	125,000.00/Strike 2_2
	(ii)	The number L	2
	(iii)	Final Method of Comparison	Knock-In Down
	(iv)	Specified Final Observation Date(s):	Not Applicable
	(v)	Threshold <sub>i,k</sub>	Not Applicable

(vi) Standard Warrants:	Applicable
(a) Payoff_1:	0
(b) Strike 1_1:	0
(c) Strike 2_1:	50.00% of Strike 2_2
(d) Payoff Multiplier 1_1:	1
(e) Payoff Multiplier 2_1:	Not Applicable
(f) Fixed Amount_1:	80.00% of Strike 2_2
(g) $X_{1_1}$ :	$X_{1_1\_FRP}$
(h) $Y_{2_1}$ :	$Y_{2_1\_FIX}$ equal to Fixed Amount_1
(i) Payoff_2:	0
(j) Strike 1_2:	0
(k) Strike 2_2:	Closing Price of the Underlying on 23 December 2025
(l) Payoff Multiplier 1_2:	0
(m) Payoff Multiplier 2_2:	Not Applicable
(n) Fixed Amount_2:	0.00% of Strike 2_2
(o) $X_{1_2}$ :	$X_{1_2\_FRP}$
(p) $Y_{2_2}$ :	$Y_{2_2\_FIX}$ equal to Fixed Amount_2

#### Exercise of Interim Exercisable Warrants on an Interim Observation Date

11	Standard Warrants:	Applicable
12	Method of Comparison	Outside
13	Current Warrant Multiplier:	125,000.00/Strike 2_2
14	Early Cash Settlement Amount:	
	(i) Specified Final Observation Date(s):	Not Applicable
	(ii) Specified Interim Observation Date(s):	11 December 2026; 10 December 2027; 12 December 2028; 12 December 2029
	(iii) Method of Comparison:	Outside

(iv) Lower Threshold\_i(s):

Interim Observation Date(s) (prior to adjustment due to occurrence of a Disrupted Day)	Lower Threshold_i(s)
11 December 2026	0
10 December 2027	0
12 December 2028	0
12 December 2029	0

(v) Upper Threshold\_i(s):

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Upper Threshold_i(s)
11 December 2026	Strike 2_2
10 December 2027	Strike 2_2
12 December 2028	Strike 2_2
12 December 2029	Strike 2_2

(vi) Payoff\_Upper Threshold\_i:

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Upper Threshold_i(s)	Payoff_Upper Threshold_i
11 December 2026	Strike 2_2	106.00% * Strike 2_2
10 December 2027	Strike 2_2	112.00% * Strike 2_2
12 December 2028	Strike 2_2	118.00% * Strike 2_2
12 December 2029	Strike 2_2	124.00% * Strike 2_2

(vii) Payoff\_Lower Threshold\_i:

Interim Observation Date(s) <i>(prior to adjustment due to occurrence of a Disrupted Day)</i>	Lower Threshold_i(s)	Payoff_Lower Threshold_i
11 December 2026	0	0
10 December 2027	0	0
12 December 2028	0	0
12 December 2029	0	0

15 Early Settlement Date:

15 December 2026; 14 December 2027; 14 December 2028; 14 December 2029

16 Worst-of Basket Performance-Linked Redemption

Not Applicable

**Expiration Settlement Warrants, Interim Exercisable Warrants and Turbo Warrants:**

17 Settlement Date:

16 December 2030

18 Additional Disruption Event:

Change in Law

<b>Turbo Warrants:</b>		Not Applicable
<b>Index Linked Warrants:</b>		
19	Index Linked Warrants:	Not Applicable
<b>Equity Linked Warrants:</b>		
20	Equity Linked Warrants:	Applicable
21	Potential adjustment Events:	Applicable
22	Delisting:	Applicable
23	Merger Event:	Applicable
24	Nationalisation:	Applicable
25	Insolvency:	Applicable
26	Tender Offer:	Applicable
27	Correction of Share Price	Not Applicable
28	Corrected Share Price	Not Applicable
29	Correction Cut-off date:	Not Applicable
30	Basket:	Not Applicable
31	Identity of the relevant Equity Issuer:	
	Underlying Equity:	Common shares of “Microsoft Corporation” with Bloomberg ticker “MSFT US Equity” and issued by the Equity Issuer (US5949181045)
	ETF Share:	Not Applicable
	Underlying Equity Currency:	USD
	Equity Issuer:	Microsoft Corporation
	Exchange:	Nasdaq
	Related Exchange:	All Exchanges
32	Correction Cut-Off Date:	2 Business Days prior to the Scheduled Expiration Date
33	ETF Insolvency Entity:	Not Applicable
34	Valuation Date:	Each Specified Interim Observation Date and the Scheduled Expiration Date
35	Valuation Time:	As per Condition 12 ( <i>Equity Linked Warrants</i> )
36	Settlement by Physical Delivery:	Not Applicable
37	Specified Interim Observation Dates:	11 December 2026; 10 December 2027; 12 December 2028; 12 December 2029
<b>Currency Linked Warrants</b>		
38	Currency Linked Warrants	Not Applicable

**Reference Price Provisions:**

39	Basic Value Determination Terms	
	(i) Spot Value:	Not Applicable
	(ii) Intraday Value:	Not Applicable
	(iii) Opening Value:	Not Applicable
	(iv) Closing Value:	Applicable
40	Lookback Value Determination Terms	Not Applicable
41	Average Value Determination Terms:	
	(i) Averaging Dates:	10 December 2030; 11 December 2030
	(ii) Consequences of Disrupted Days:	Postponement
	(iii) Average Value:	Applicable
	(iv) Individually Floored Average Value	Not Applicable
	(v) Floor Value	Not Applicable
	(vi) Individually Capped Average Value	Not Applicable
	(vii) Cap Value	Not Applicable
	(viii) Globally Floored Average Value	Not Applicable
	(ix) Global Floor Value	Not Applicable
	(x) Globally Capped Average Value	Not Applicable
	(xi) Global Cap Value	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE WARRANTS**

42	Calculation Agent responsible for making calculations pursuant to [Condition 6] and [Condition 12]	KBC Bank NV, Havenlaan 2, 1080 Brussels, Belgium
43	Additional Financial Centre(s) and/or other elections relating to Payment Days:	As stated in Condition 8(f) of the Terms and Conditions.
44	The various categories of potential investors to which the securities are offered:	Eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EUR (as amended, "MIFID II").

**DISTRIBUTION**

45	Name of relevant Dealer:	KBC Bank NV and CBC Banque SA
46	Total commission and concession:	A one-time subscription cost of maximum 1.00% of the Warrant Issue Price will be charged during the Offer Period together with a one-off structuring costs of 0.50% (included in the Warrant Issue Price) and an annual running cost of maximum 1.20% (included in the Warrant Issue Price) will

be charged on a daily basis until the Scheduled Expiration Date of the Warrants for the service of providing liquidity on the Warrants. KBC Bank NV will pay up to 60% of the annual running cost to CBC Banque SA for their distribution services.

When buying and selling this product, an investor will pay a transaction fee to his bank or broker. In addition to the transaction costs, your bank or broker may also charge costs for maintaining a trading account and for the securities held on that account. The rates depend on the rate card of your bank or broker. All fees for securities transactions applicable at KBC Bank NV can be consulted

via <https://www.kbc.be/particulieren/nl/info/tarieven.html>

- |    |   |   |
|----|---|---|
| 47 | Additional selling restrictions:              | This product can only be sold to investors which have liquid assets with KBC Bank NV or CBC Banque SA which exceed 500,000 EUR and who finances their investment in this product with the part of their liquid assets with KBC Bank NV or CBC Banque SA which exceeds 500,000 EUR.  |
| 48 | Additional U.S. Tax Considerations:           | The Warrants are not Specified Warrants for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.   |
| 49 | Public Offer Consent:                         | An offer of the Warrants may be made by the KBC Bank NV, as Dealer, and CBC Banque SA, whose registered office is Avenue Albert 1er 60, 5000 Namur, (the " <b>Initial Authorised Offerors</b> ") other than pursuant to Article 1(4) of the Prospectus Regulation in the Kingdom of Belgium (the " <b>Public Offer Jurisdictions</b> ") during the period from (and including) 18 December 2025 to (and including) 19 December 2025 (" <b>Offer Period</b> "). See further Paragraph 7 of Part B below. |
| 50 | General consent:                              | Not Applicable  |
| 51 | Other conditions to consent:                  | Not Applicable  |
| 52 | U.S. Selling Restrictions:                    | Reg. S Compliance Category 2; TEFRA C   |
| 53 | Prohibition of Sales to EEA Retail Investors: | Not Applicable  |
| 54 | Prohibition of Sales to Belgian Consumers:    | Not Applicable  |

Signed on behalf of the Issuer:

*Fatima Boudabza*

Fatima Boudabza (Dec 15, 2025 16:03:35 GMT+1)

By: \_\_\_\_\_

*Duly authorised*

*Sabrina Gockel*

Sabrina Gockel (Dec 15, 2025 16:38:55 GMT+1)

By: \_\_\_\_\_

*Duly authorised*

Signed on behalf of the Guarantor:

*Olivier Gazzolo*

Olivier Gazzolo (Dec 15, 2025 16:38:23 GMT+1)

By: \_\_\_\_\_

*Duly authorised*

*Simon Vansteenkiste*

Simon Vansteenkiste (Dec 15, 2025 16:05:55 GMT+1)

By: \_\_\_\_\_

*Duly authorised*



## PART B – OTHER INFORMATION

### 1. ADMISSION TO TRADING:

Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Warrants to be admitted to trading on the regulated market of Euronext Brussels with effect from on or around the Issue Date.
Estimate of total expenses related to admission to trading:	USD 250.00

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save for any fees payable to the Initial Authorised Offerors, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the offer. The Initial Authorised Offers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES:

(i) Reasons for the offer:	The net proceeds will be applied by the Issuer for profit making and risk hedging purposes
(ii) Estimated net proceeds:	From USD 999,700.00 to USD 34,999,700.00
(iii) Estimated total expenses:	USD 300.00

### 4. PERFORMANCE OF INDEX AND OTHER INFORMATION CONCERNING THE INDEX:

Not Applicable

### 5. PERFORMANCE OF THE UNDERLYING EQUITY AND OTHER INFORMATION CONCERNING THE UNDERLYING EQUITY

The details of past and future performance and volatility of the Underlying Equity can be obtained on <https://www.bloomberg.com/quote/MSFT:US>

### 6. PERFORMANCE OF THE UNDERLYING CURRENCY AND OTHER INFORMATION CONCERNING THE UNDERLYING CURRENCY

Not Applicable

### 7. TERMS AND CONDITIONS OF THE OFFER:

Total amount of the Offer:	Minimum USD 1,000,000.00 and maximum USD 35,000,000.00
Conditions to which the offer is subject:	This product can only be sold to investors which have liquid assets with KBC Bank NV or CBC Banque SA which exceed 500,000 EUR and who finances their investment in this

product with the part of their liquid assets with [KBC Bank NV or CBC Banque SA] which exceeds 500,000 EUR.

The Warrants may be offered by the Initial Authorised Offeror other than pursuant to Article 1(4) of the Prospectus Directive in the Public Offer Jurisdictions during the Offer Period. The Offer Period may be early terminated prior to the Scheduled Offer Period End Date either (i) at the time and date when the Dealer announces that the total of the subscriptions for the Warrants equals USD 35,000,000.00, or (ii) at any such earlier date as the Issuer may decide.

In the event the offer is terminated earlier than the Scheduled Offer Period End Date, notice of such event will be given via the website [www.kbc.com](http://www.kbc.com) and on the Brussels Stock Exchange website [www.euronext.com](http://www.euronext.com).

In the event that, at the end of the Offer Period, the total of the subscriptions for the Warrants is less than USD 1,000,000.00 the Issuer may cancel the offer and the issue of the Warrants, in which case, notice will be given via [www.kbc.com](http://www.kbc.com) and any refund of amounts paid by such investor shall be made in accordance with the refund rules and procedures of the relevant Initial Authorised Offeror.

To participate in the offer of the Warrants, each prospective investor should contact an Initial Authorised Offeror through its usual contacts. Investors will not be required to enter into any contractual arrangements directly with the Issuer in order to subscribe for or purchase the Warrants.

Description of the application process:	Not Applicable
Offer Period:	From 18 December 2025, 9 am CET to (and including) 19 December 2025, 4PM CET, unless in case of Early Cancellation
Time period during which the offer will be open:	Continuous within the range defined in the Offer Period
Details of the minimum and/or maximum amount of application:	Minimum 1 Warrant
Description of possibility to reduce: subscriptions and manner for refunding excess amount paid by applicants	Not Applicable
Details of the method and time limits for paying up and delivering the Warrants:	The date of delivery of the Warrants to the investors' respective book-entry securities accounts will vary depending on the period during which the offer of the Warrants is accepted by the relevant investor. The Issuer estimates that the Warrants will be delivered on or around the Issue Date.

Manner in and date on which results of the offer and the Additional Settlement Date(s) (if relevant) are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	For details of taxes applicable to investors, see the section entitled 'Belgium' under "Taxation" in the Base Prospectus. The Issuer is not aware of any other expenses and/or taxes charged as disclosed in these Final Terms to the investor relating to the Warrants. Investors should ascertain from the relevant Initial Authorised Offeror whether there are any other expenses and/or taxes relating to the subscription for the Warrants.
Name(s) and addresses, to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	The financial intermediaries identified in or in the manner specified in paragraph 49 ( <i>Public Offer Consent</i> )

#### 8. OPERATIONAL INFORMATION:

(i) ISIN:	LU3256592547
(ii) Common Code:	325659254
(iii) Any clearing system(s) other than Interprofessionele Effectendeposito- en Girokas SA/NV (Euroclear Belgium), Euroclear Nederland, Euroclear Bank SA/NV or Clearstream Banking, S.A., the relevant identification number(s) and address(es):	Not Applicable
(iv) Delivery:	Delivery against payment
(v) Warrant Agent:	KBC Bank NV
(vi) Paying Agent:	KBC Bank NV
(vii) Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii) Relevant Benchmark:	Not Applicable

**9. INDEX SPONSOR DISCLAIMER**

Not Applicable












# FT\_LU3256592547

Final Audit Report

2025-12-15


Created:	2025-12-15
By:	KBC Group Re (jba@kbcgroupe.lu)
Status:	Signed
Transaction ID:	CBJCHBCAABAAbO2Ax9S_QlbFcYhw2enLU0qOofif0icG

## "FT\_LU3256592547" History


-  Document created by KBC Group Re (jba@kbcgroupe.lu)  
2025-12-15 - 15:00:08 GMT
-  Document emailed to fatima.boudabza@kbcgroupe.lu for signature  
2025-12-15 - 15:02:06 GMT
-  Document emailed to sabrina.gockel@kbcgroupe.lu for signature  
2025-12-15 - 15:02:07 GMT
-  Document emailed to olivier.gazzolo@kbc.be for signature  
2025-12-15 - 15:02:07 GMT
-  Document emailed to simon.vansteenkiste@kbc.be for signature  
2025-12-15 - 15:02:07 GMT
-  Email viewed by fatima.boudabza@kbcgroupe.lu  
2025-12-15 - 15:02:43 GMT
-  Signer fatima.boudabza@kbcgroupe.lu entered name at signing as Fatima Boudabza  
2025-12-15 - 15:03:33 GMT
-  Document e-signed by Fatima Boudabza (fatima.boudabza@kbcgroupe.lu)  
Signature Date: 2025-12-15 - 15:03:35 GMT - Time Source: server
-  Email viewed by simon.vansteenkiste@kbc.be  
2025-12-15 - 15:04:09 GMT
-  Signer simon.vansteenkiste@kbc.be entered name at signing as Simon Vansteenkiste  
2025-12-15 - 15:05:53 GMT
-  Document e-signed by Simon Vansteenkiste (simon.vansteenkiste@kbc.be)  
Signature Date: 2025-12-15 - 15:05:55 GMT - Time Source: server



**Adobe Acrobat Sign**

 Email viewed by olivier.gazzolo@kbc.be


2025-12-15 - 15:37:53 GMT

 Email viewed by sabrina.gockel@kbcgroupe.lu


2025-12-15 - 15:38:14 GMT

 Signer olivier.gazzolo@kbc.be entered name at signing as Olivier Gazzolo

2025-12-15 - 15:38:21 GMT

 Document e-signed by Olivier Gazzolo (olivier.gazzolo@kbc.be)

Signature Date: 2025-12-15 - 15:38:23 GMT - Time Source: server

 Signer sabrina.gockel@kbcgroupe.lu entered name at signing as Sabrina Gockel

2025-12-15 - 15:38:53 GMT

 Document e-signed by Sabrina Gockel (sabrina.gockel@kbcgroupe.lu)

Signature Date: 2025-12-15 - 15:38:55 GMT - Time Source: server

 Agreement completed.

2025-12-15 - 15:38:55 GMT