

BASE PROSPECTUS SUPPLEMENT N°1

dated 1 June 2021



Fluvius System Operator CV

organised as a cooperative company (coöperatieve vennootschap/société coopérative) under Belgian law

Brusselsesteenweg 199, 9090 Melle, Belgium

BE 0477.445.084 (RLE Ghent, section Ghent)

EUR 5,000,000,000 Guaranteed Euro Medium Term Note Programme

guaranteed on a several but not joint basis by

Fluvius Antwerpen, Fluvius Limburg, Fluvius West, Gaselwest, Imewo, Intergem, Iveka, Iverlek, PBE, Riobra and Sibelgas

This base prospectus supplement N°1 (the “**Supplement N°1**”) constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The Supplement N°1 is supplemental to, forms part of, and must be read in conjunction with the base prospectus dated 17 November 2020 (the “**Base Prospectus**”), prepared in connection with the EUR 5,000,000,000 Guaranteed Euro Medium Term Note Programme (the “**Programme**”) established by Fluvius System Operator CV, a cooperative company (*coöperatieve vennootschap/société coopérative*) organised under Belgian law, having its registered office at Brusselsesteenweg 199, 9090 Melle, Belgium and registered with the Crossroads Bank for Enterprises (*Kruispuntbank van Ondernemingen/Banque-Carrefour des Entreprises*) under number 0477.445.084 (RLE Ghent, subdivision Ghent) (the “**Issuer**”) and guaranteed by Fluvius Antwerpen, Fluvius Limburg, Fluvius West, Gaselwest, Imewo, Intergem, Iveka, Iverlek, PBE, Riobra and Sibelgas (each a “**Guarantor**” and together the “**Guarantors**”), each on a several but not joint basis, subject to the *pro rata* limitations set out in their respective guarantee (each, a “**Guarantee**”), for the purpose of giving information with regard to the issue of Notes under the Programme.

Terms defined in the Base Prospectus shall, unless the context requires otherwise, have the same meaning when used in this Supplement N°1.

This Supplement N°1 has been approved on 1 June 2021 by the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten/Autorité des Services et Marchés Financiers*) (the “**FSMA**”) in its capacity as competent authority under the Prospectus Regulation. This approval should not be considered as an endorsement of the Issuer or the Guarantors nor of the quality of the Notes that are the subject of the Base Prospectus, as supplemented by the Supplement N°1.

Each of the Issuer and the Guarantors accepts responsibility for the information contained in this Supplement N°1, provided that each of the Guarantors will only be responsible for the information relating to itself and its respective Guarantee. To the best of the knowledge of the Issuer and the Guarantors (each of the Guarantors however only with respect to the information for which it is responsible), the information contained in this Supplement N°1 is in accordance with the facts and does not omit anything likely to affect the import of such information.

1 New information

In order to ensure that the information contained in the Base Prospectus is up-to-date, as required by the Prospectus Regulation, the Base Prospectus is deemed to be amended as set out below.

1.1 Part II – Risk factors

In Part II – Risk Factors, the following sentences shall be inserted at the end of the third paragraph of the risk factor entitled “*The ongoing Covid-19 pandemic may adversely affect the Fluvius Economic Group’s business activities, revenues and/or outlook.*” on page 25 of the Base Prospectus:

“Over the course of the financial year ended 31 December 2020, the most significant consequences for the Fluvius Economic Group were, from an operational perspective, among other things, disruptions and delays of various operations (including regular infrastructure work, the roll-out of smart meters, the switch of public lighting to LED and the conversion from low-calorific to high-calorific gas) and problems in its supply chain (e.g. for the roll-out of its smart metering devices).”

1.2 Part III – Documents incorporated by reference

Part III – Documents incorporated by reference on pages 37 to 39 of the Base Prospectus will be deemed to be amended as follows:

- the following two items shall be added to the list directly below the first paragraph on page 37 of the Base Prospectus:

“(g) the audited consolidated annual financial statements of the Fluvius Economic Group as of and for the financial year ended 31 December 2020, together with the auditor’s report thereon (available on <https://over.fluvius.be/sites/fluvius/files/2021-04/fluvius-economic-group-ifs-31122020.pdf>); and

(h) the audited consolidated annual financial statements of the Issuer as of and for the financial year ended 31 December 2020, together with the auditor’s report thereon (available on <https://over.fluvius.be/sites/fluvius/files/2021-04/fluvius-so-consolidated-group-ifs-31122020.pdf>).”

- the final paragraph on page 37 and the first complete paragraph on page 38 of the Base Prospectus shall be deemed deleted and replaced by the following paragraphs:

“The Issuer confirms that it has obtained the approval from its auditor to incorporate by reference into this Base Prospectus the auditor’s reports relating to the audited consolidated annual financial statements of the Fluvius Economic Group and of the Issuer as of and for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020 and the limited review conclusions of the auditor relating to the unaudited condensed consolidated financial statements of the Fluvius Economic Group and of the Issuer for the half-year ended 30 June 2020.

The tables below set out the relevant page references for (i) the audited consolidated financial statements of the Fluvius Economic Group as of and for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020, (ii) the unaudited condensed consolidated financial statements of the Fluvius Economic Group for the half-year ended 30 June 2020, with limited review conclusion of the auditor, (iii) the audited consolidated financial statements of the Issuer as of and for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020 and (iv) the unaudited condensed consolidated financial statements of the Issuer for the half-year ended 30 June

2020, with limited review conclusion of the auditor: Information included in these documents which is not included in the below cross-reference lists is not incorporated in, and does not form part of, this Base Prospectus and is considered to be additional information which is either not relevant for investors, is covered elsewhere in this Base Prospectus or is not required by the relevant schedules of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004.”

- the following table will be deemed to be included directly below the table entitled “*Unaudited condensed consolidated financial statements of the Fluvius Economic Group for the half-year ended 30 June 2020, with limited review conclusion of the auditor.*” on pages 38 and 39 of the Base Prospectus:

Audited consolidated financial statements of the Fluvius Economic Group as of and for the financial year ended 31 December 2020.

| | |
|--|------------|
| Consolidated statement of profit or loss | p. 4 |
| Consolidated statement of comprehensive income | p. 5 |
| Consolidated statement of financial position | p. 6 |
| Consolidated statement of changes in equity | p. 7 |
| Consolidated statement of cash flows | p. 8-9 |
| Notes | p. 10-100 |
| Statutory auditor’s report | p. 101-104 |

- the following table will be deemed to be included directly below the table entitled “*Unaudited condensed consolidated financial statements of the Issuer for the half-year ended 30 June 2020, with limited review conclusion of the auditor.*” on page 39 of the Base Prospectus:

Audited consolidated financial statements of the Issuer as of and for the financial year ended 31 December 2020.

| | |
|--|----------|
| Consolidated statement of profit or loss | p. 3 |
| Consolidated statement of comprehensive income | p. 4 |
| Consolidated statement of financial position | p. 5 |
| Consolidated statement of changes in equity | p. 6 |
| Consolidated statement of cash flows | p. 7 |
| Notes | p. 8-57 |
| Statutory auditor’s report | p. 58-62 |

1.3 Part VII – Description of the Issuer and the Guarantors

Part VII – Description of the Issuer and the Guarantors on pages 77 to 182 of the Base Prospectus will be deemed to be amended as follows:

- the section entitled “Moody’s” under section 1.4 (*The Issuer’s corporate ratings*) on pages 85 and 86 of the Base Prospectus shall be deemed deleted and replaced by the following section:

“Moody’s

Fluvius System Operator (and before 1 July 2018, its predecessor Eandis System Operator) is rated at Moody’s since 12 October 2011:

- 12 October 2011 – 13 March 2014: *A1 negative outlook*
- 13 March 2014 – 2 December 2014: *A1 stable outlook*
- 2 December 2014 – 14 December 2016: *A1 negative outlook*
- 14 December 2016 – 29 June 2018: *A3 stable outlook*
- 29 June 2018 – 25 July 2019: *A3 positive outlook*
- 25 July 2019 – 10 September 2020: *A3 stable outlook*
- 10 September 2020 – present: *A3 negative outlook*

In Moody’s methodology, an A3 rating means that the Issuer is situated in the upper-medium grade, subject to low credit risk; the modifier “3” indicates that it ranks in the lower end of its generic rating category. The negative rating outlook reflects the rating agency’s opinion regarding the likely downward direction of any rating action, typically based on an 18-month horizon. The rationale for the rating downgrade in December 2016 from A1 to A3 was inspired by Moody’s anticipation that measures aimed at restoring the company’s credit quality would not be implemented as foreseen after the planned merger of the DSOs and the planned entry of a private partner were both aborted.

On 10 September 2020, Moody’s confirmed the A3 rating for the Issuer, but changed the rating outlook from stable to negative. This decision was mainly motivated by Moody’s expectation that, without mitigating measures, the credit ratios of the Issuer’s shareholders might come under pressure in the 2021-2024 tariff period as a result of the energy regulator VREG’s decision on the adjusted 2021-2024 tariff methodology. Consequently, Moody’s expected key financial metrics to deteriorate and the balance sheet strengthening to be unlikely. The consecutive changes in the rating outlook were mostly based on Moody’s expectations on the future developments of credit ratios, either positive or negative.”

- the title and first three paragraphs of section 5.1 (*Selected historical financial information of the Issuer for the financial years ended on 31 December 2018 and 31 December 2019*) on page 159 of the Base Prospectus shall be deemed deleted and replaced by the following title and paragraphs:

“5.1 *Selected historical financial information of the Issuer for the financial years ended on 31 December 2018, 31 December 2019 and 31 December 2020*

The following tables set out in summary form certain information from the statement of financial position, the income statement and the cash flow statement relating to the Issuer.

The information has been extracted from the audited consolidated annual financial statements of the Issuer as of and for the years ended 31 December 2018, 31 December 2019 and 31 December 2020.

The audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2018 have been approved by the Issuer's Annual General Meeting of Shareholders on 23 May 2019. The audited, consolidated financial annual statements of the Issuer as of and for the year ended 31 December 2019 have been approved by the Issuer's Annual General Meeting of Shareholders on 27 May 2020. The audited, consolidated financial annual statements of the Issuer as of and for the year ended 31 December 2020 have been approved by the Issuer's Annual General Meeting of Shareholders on 26 May 2021.

These audited consolidated annual financial statements of the Issuer have been prepared in accordance with IFRS. The Issuer's auditor delivered an unqualified report on these audited consolidated annual financial statements for the year ended 31 December 2018, the year ended 31 December 2019 and the year ended 31 December 2020."

- the title of the first table under section 5.1 (*Selected historical financial information of the Issuer for the financial years ended on 31 December 2018 and 31 December 2019*) on page 159 of the Base Prospectus shall be deemed deleted and replaced by "*Consolidated statement of profit or loss as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*" and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|---|-------|-------------------|
| Operating revenue | | 1.726.688 |
| Revenue from contracts with customers | 3 | 1.662.061 |
| Other operating income | | 64.627 |
| Operating expenses | | -1.709.216 |
| Cost of trade goods | | -146.356 |
| Cost for services and other consumables | 4 | -941.840 |
| Employee benefit expenses | 5 | -617.264 |
| Depreciation, amortization, impairments and changes in provisions | 6 | -19 |
| Other operational expenses | | -3.737 |
| Result from operations | | 17.472 |
| Finance income | 7 | 121.898 |
| Finance costs | 7 | -132.388 |
| Profit before tax | | 6.982 |
| Income tax expenses | 8 | -6.982 |
| Profit for the period | | 0 |

- the title of the second table under section 5.1 (*Selected historical financial information of the Issuer for the financial years ended on 31 December 2018 and 31 December 2019*) on page 159 of the Base Prospectus shall be deemed deleted and replaced by "*Consolidated statement of comprehensive income as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*" and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|--|--------------|-------------|
| Profit for the period | | 0 |
| Other comprehensive income | | |
| Items not to be reclassified to profit or loss in subsequent periods | | |
| Actuarial gains (losses) on long-term employee benefits | 21 | 16.176 |
| Actuarial gains (losses) on rights to reimbursement on post-employment employee benefits | 21 | -16.176 |
| Net other comprehensive income not being reclassified to profit or loss in subsequent periods | | 0 |
| Total comprehensive income for the period | | 0 |

- the title of the third table under section 5.1 (*Selected historical financial information of the Issuer for the financial years ended on 31 December 2018 and 31 December 2019*) on page 160 of the Base Prospectus shall be deemed deleted and replaced by “*Consolidated statement of financial position as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|--|-----------|------------------|
| Non-current assets | | 4.228.021 |
| Intangible assets | 9 | 1.505 |
| Property, plant and equipment | 10 | 3.425 |
| Right-of-use assets | 11 | 35.214 |
| Investment in joint ventures and associates | 12 | 17 |
| Other investments | 13, 24 | 917 |
| Rights to reimbursement on post-employment employee benefits | 14 | 288.395 |
| Long-term receivables, other | 15 | 3.898.548 |
| Current assets | | 1.611.182 |
| Inventories | 16 | 97.296 |
| Short-term receivables, other | 15 | 500.000 |
| Trade and other receivables | 17, 24 | 450.680 |
| Receivables cash pool activities | 17, 24 | 561.516 |
| Cash and cash equivalents | 18, 24 | 1.690 |
| TOTAL ASSETS | | 5.839.203 |
| EQUITY | 19 | 1.617 |
| Total equity attributable to owners of the parent | | 1.517 |
| Contribution excluding capital / Share capital, reserves and retained earnings (*) | | 1.517 |
| Non-controlling interest | | 100 |
| LIABILITIES | | 5.837.586 |
| Non-current liabilities | | 4.238.997 |
| Interest bearing loans and borrowings | 20, 24 | 3.919.032 |
| Lease liabilities | 11, 24 | 25.570 |
| Employee benefit liabilities | 21 | 286.959 |
| Derivative financial instruments | 22, 24 | 6.000 |
| Provisions | 21 | 1.436 |
| Current liabilities | | 1.598.589 |
| Interest bearing loans and borrowings | 20, 24 | 1.050.893 |
| Lease liabilities | 11, 24 | 10.347 |
| Trade payables and other current liabilities | 23, 24 | 430.585 |
| Liabilities cash pool activities | 23, 24 | 104.561 |
| Current tax liabilities | 23 | 2.203 |
| TOTAL EQUITY AND LIABILITIES | | 5.839.203 |

- the title of the fourth table under section 5.1 (*Selected historical financial information of the Issuer for the financial years ended on 31 December 2018 and 31 December 2019*) on page 161 of the Base Prospectus shall be deemed deleted and replaced by “*Consolidated cash-flow statement as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|--|-----------|----------------|
| Profit for the period | | 0 |
| Amortization of intangible assets | 6 | 645 |
| Depreciation on property, plant and equipment and right-of-use assets | 6 | 13.775 |
| Change in provisions (Reversal -; Recognition +) | 21 | -11.439 |
| Impairment current assets (Reversal -; Recognition +) | 6 | -2.962 |
| Gains or losses on realization receivables | | 2.741 |
| Net finance costs | | 10.707 |
| Change in fair value of derivative financial instruments | 22 | -217 |
| Gains or losses on sale of property, plant and equipment | | -45 |
| Income tax expense | 8 | 6.981 |
| Operating cash flow before change in working capital and provisions for employee benefits | | 20.186 |
| Change in inventories | | -18.754 |
| Change in trade and other receivables | | -47.894 |
| Change in trade payables and other current liabilities | | 126.578 |
| Change in employee benefits | 21 | 11.439 |
| Net operating cash flow | | 71.369 |
| Interest paid | | -125.270 |
| Interest received | | 101.773 |
| Financial discount on debts | 7 | 312 |
| Income tax paid (received) | 8 | -7.759 |
| Net cash flow from operating activities | | 60.611 |
| Proceeds from sale of property, plant and equipment | | 46 |
| Purchase of intangible assets | | 0 |
| Purchase of property, plant and equipment | | -227 |
| Acquisition of companies and other investments | 13 | -1 |
| Proceeds from sale of companies and other investments | | 1 |
| Net investments in long-term receivables | | -22 |
| Net cash flow used in investing activities | | -203 |
| Change in non-controlling interest | 19 | 0 |
| Repayment of borrowings | 20 | -173.500 |
| Proceeds from bonds/borrowings | 20 | 598.608 |
| Payment of finance lease liabilities | 11 | -12.277 |
| Change in current financial liabilities | 20 | 83.100 |
| Change in cash pool | 17, 23 | -154.263 |
| Provide long-term loans | 20 | -598.608 |
| Repayment long-term loans | 20 | 170.000 |
| Net cash flow from/used in financing activities | | -86.940 |
| Net increase/decrease in cash | | -26.532 |
| Cash and cash equivalents at the beginning of period | 18 | 28.222 |
| Cash and cash equivalents at the end of period | 18 | 1.690 |

- the title and first two paragraphs of section 5.3 (*Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018 and 31 December 2019 and for the years then ended*) on page 163 of the Base Prospectus shall be deemed deleted and replaced by the following title and paragraphs:

“5.3 Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended

The following tables set out in summary form certain information from the statement of financial position, the statement of profit or loss, the statement of comprehensive income and the cash flow statement relating to the Fluvius Economic Group. The information has been extracted from the audited consolidated annual financial statements of the Fluvius Economic Group for the years ended 31 December 2018, 31 December 2019 and

31 December 2020. These consolidated statements of the Fluvius Economic Group have been prepared in accordance with IFRS.

The statutory auditor of the Fluvius Economic Group has issued an unqualified opinion on each of these audited consolidated annual financial statements. These however contain an emphasis of matter paragraph which describes the specificities of the regulatory framework and tariffs and the related accounting treatment, as well as the uncertainties related to the balances resulting from the tariff settlement mechanism.”

- the title of the first table under section 5.3 (*Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018 and 31 December 2019 and for the years then ended*) on page 164 of the Base Prospectus shall be deemed deleted and replaced by “*Fluvius Economic Group’s consolidated statement of profit or loss as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|---|----------|-------------------|
| Operating revenue | 6 | 3.487.243 |
| Revenue from contracts with customers | | 2.923.733 |
| Other operating income | | 135.407 |
| Own construction, capitalized | | 428.103 |
| Operating expenses | | -2.944.678 |
| Cost of trade goods | 7 | -1.419.362 |
| Cost for services and other consumables | 8 | -437.231 |
| Employee benefit expenses | 9 | -619.288 |
| Depreciation, amortization, impairments and changes in provisions | 10 | -476.897 |
| Other operational expenses | 11 | -83.115 |
| Regulated transfers | 12 | 91.215 |
| Result from operations | | 542.565 |
| Finance income | 13 | 117.891 |
| Finance costs | 13 | -187.103 |
| Profit before tax | | 473.353 |
| Income tax expenses | 14 | -110.623 |
| Profit for the period | | 362.730 |

- the title of the second table under section 5.3 (*Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018 and 31 December 2019 and for the years then ended*) on page 164 of the Base Prospectus shall be deemed deleted and replaced by “*Fluvius Economic Group’s consolidated statement of comprehensive income as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|--|-------|----------------|
| Profit for the period | | 362.730 |
| Other comprehensive income | | |
| Items not to be reclassified to profit or loss in subsequent periods | | |
| Actuarial gains (losses) on long-term employee benefits | 26 | -85.437 |
| Actuarial gains (losses) on rights to reimbursement on post-employment employee benefits | 26 | 100.875 |
| Fair value other investments | 19 | 268.018 |
| Deferred tax gains (losses) | 14 | 6.117 |
| Net other comprehensive income not being reclassified to profit or loss in subsequent periods | | 289.573 |
| Total comprehensive income for the period | | 652.303 |

- the title of the third table under section 5.3 (*Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018 and 31 December 2019 and for the years then ended*) on page 165 of the Base Prospectus shall be deemed deleted and replaced by “*Fluvius Economic Group’s consolidated statement of financial position as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|---|-----------|-------------------|
| Non-current assets | | 14.899.187 |
| Intangible assets | 15 | 114.303 |
| Property, plant and equipment | 16 | 11.665.019 |
| Right-of-use assets | 17 | 42.147 |
| Investment in joint ventures and associates | 18 | 2.017 |
| Other investments | 19, 32 | 2.064.271 |
| Rights to reimbursement on post-employment employee benefits | 26 | 443.513 |
| Long-term receivables, other | 20, 32 | 567.917 |
| Current assets | | 926.971 |
| Inventories | 21 | 97.296 |
| Trade and other receivables | 22, 32 | 787.678 |
| Current tax assets | 29 | 10.669 |
| Cash and cash equivalents | 23, 32 | 31.328 |
| TOTAL ASSETS | | 15.826.158 |
| EQUITY | 24 | 6.757.091 |
| Total equity attributable to owners of the parent | | 6.756.991 |
| Contributions excluding capital, other / Share capital | | 2.688.588 |
| Contributions excluding capital, share premium / Issue premiums | | 126.903 |
| Reserves | | 1.753.908 |
| Other comprehensive income | | 1.082.234 |
| Retained earnings | | 1.105.358 |
| Non-controlling interest | | 100 |
| LIABILITIES | | 9.069.067 |
| Non-current liabilities | | 6.933.089 |
| Interest bearing loans and borrowings | 25, 32 | 5.280.508 |
| Lease liabilities | 17 | 32.319 |
| Employee benefit liabilities | 26 | 906.515 |
| Derivative financial instruments | 27, 32 | 62.717 |
| Provisions | 28 | 8.772 |
| Deferred tax liability | 14 | 347.532 |
| Government grants | 29 | 294.726 |
| Current liabilities | | 2.135.978 |
| Interest bearing loans and borrowings | 25, 32 | 1.307.966 |
| Lease liabilities | 17 | 12.488 |
| Trade payables and other current liabilities | 30, 32 | 800.617 |
| Current tax liabilities | 31, 32 | 14.907 |
| TOTAL EQUITY AND LIABILITIES | | 15.826.158 |

- the title of the fourth table under section 5.3 (*Selected consolidated historical financial information of Fluvius Economic Group for the financial years ended 31 December 2018 and 31 December 2019 and for the years then ended*) on page 166 of the Base Prospectus shall be deemed deleted and replaced by “*Fluvius Economic Group’s consolidated cash-flow statement as at 31 December 2018, 31 December 2019 and 31 December 2020 and for the years then ended*” and the following table shall be inserted directly below the existing table:

| (In thousands of EUR) | Notes | 2020 |
|--|-----------|------------------|
| Profit for the period | | 362.730 |
| Amortization of intangible assets | 10 | 36.087 |
| Depreciation on property, plant and equipment and right-of-use assets | 10 | 444.260 |
| Change in provisions (Reversal -; Recognition +) | 10 | -13.338 |
| Impairment current assets (Reversal -; Recognition +) | | 9.888 |
| Gains or losses on realization receivables | | 10.824 |
| Net finance costs | | 86.808 |
| Change in fair value of derivative financial instruments | 13 | -12.009 |
| Gains or losses on sale of property, plant and equipment | | 55.716 |
| Movement in government grants | 29 | -5.588 |
| Income tax expense | 14 | 110.623 |
| Operating cash flow before change in working capital and provisions for employee benefits | | 1.086.001 |
| Change in inventories | | -18.754 |
| Change in trade and other receivables | | -8.823 |
| Change in trade payables and other current liabilities | | -94.021 |
| Change in employee benefits | | 58.091 |
| Net operating cash flow | | -63.507 |
| Interest paid | | -179.299 |
| Interest received | | 82.401 |
| Financial discount on debts | | 312 |
| Income tax paid (received) | 31 | -110.348 |
| Net cash flow from operating activities | | 815.560 |
| Proceeds from sale of property, plant and equipment | | 1.911 |
| Purchase of intangible assets | 15 | -54.539 |
| Purchase of property, plant and equipment | 16 | -745.902 |
| Acquisition of companies and other investments | 19 | -79.254 |
| Acquisition of business combinations | 3 | 0 |
| Proceeds from sale of companies and other investments | 19 | 164 |
| Net investments in long-term receivables | | -18 |
| Receipt of a government grant | 29 | 30.637 |
| Net cash flow used in investing activities | | -847.001 |
| Proceeds from contributions excluding capital / issue of shares | 24 | 32.600 |
| Repayment of contributions excluding capital / share capital | 24 | -26.591 |
| Change in non-controlling interest | 24 | 0 |
| Repayment of borrowings | 25 | -405.089 |
| Proceeds from borrowings | 25 | 0 |
| Proceeds from bonds/borrowings | 25 | 598.608 |
| Payment of finance lease liabilities | 17 | -14.417 |
| Change in current financial liabilities | 25 | 108.100 |
| Change in short-term investments | | 0 |
| Repayment long-term loans | | 16.022 |
| Dividends paid | 24 | -311.052 |
| Net cash flow from/used in financing activities | | -1.819 |
| Net increase/decrease in cash | 23 | -33.260 |
| Cash and cash equivalents at the beginning of period | 23 | 64.588 |
| Cash and cash equivalents at the end of period | 23 | 31.328 |

- the following sentences shall be inserted at the end of the fourth paragraph of the section entitled “Long-term financing” under section 5.5 (*Financing policy of the Fluvius Economic Group*) on page 169 of the Base Prospectus:

“In April 2021, the Issuer drew the first two tranches (for a total amount of EUR 200 million and a 7-year maturity) under a EUR 425 million credit facility granted by the European Investment Bank (EIB). The loans are guaranteed on a several and proportionate but not joint basis by the ten Guarantors with electricity distribution activities. The proceeds are to be used to finance the investments in digital metering for electricity. Also in April 2021, the Issuer realised a private placement under the

Programme for an amount of EUR 100 million with a 12-year maturity. Through this transaction, the Issuer was able to reduce its short-term financing.”

- the fifth paragraph of the section entitled “*Long-term financing*” under section 5.5 (*Financing policy of the Fluvijs Economic Group*) and the table directly below it on page 170 of the Base Prospectus shall be deemed deleted and replaced by the following paragraph and table:

“A complete overview of the outstanding bonds and private placement debt instruments as at 1 June 2021 is presented in the following table (in order of maturity). These bonds and private placement instruments all have a fixed interest rate.”

| Type (E=Eandis / I=Infrax / F=Fluvijs) | Amount (m€) | Issue Date | Maturity date | Maturity | Coupon |
|--|-------------|------------|---------------|----------|--------|
| EMTN benchmark | E 500 | 8/11/2011 | 8/11/2021 | 10 | 4,500% |
| EMTN benchmark | E 500 | 30/11/2012 | 30/11/2022 | 10 | 2,750% |
| EMTN benchmark | E 500 | 9/10/2013 | 9/10/2023 | 10 | 2,875% |
| EMTN sub-benchmark | I 250 | 30/10/2013 | 30/10/2023 | 10 | 3,750% |
| Retail | E 200 | 23/06/2017 | 23/06/2025 | 8 | 2,000% |
| EMTN sub-benchmark | E 400 | 4/12/2014 | 4/12/2026 | 12 | 1,750% |
| Schuldschein | E 50 | 21/09/2012 | 21/09/2027 | 15 | 3,500% |
| EMTN Private Placement | E 54,5 | 28/03/2013 | 28/03/2028 | 15 | 3,500% |
| EMTN benchmark | E 550 | 7/05/2014 | 7/05/2029 | 15 | 2,875% |
| EMTN sub-benchmark | I 250 | 29/10/2014 | 29/10/2029 | 15 | 2,625% |
| EMTN benchmark GREEN | F 600 | 25/11/2020 | 2/12/2030 | 10 | 0,250% |
| EMTN Private Placement | E 135,5 | 10/07/2012 | 10/07/2032 | 20 | 3,950% |
| EMTN Private Placement | E 20,5 | 28/03/2013 | 28/03/2033 | 20 | 3,750% |
| EMTN Private Placement | F 100 | 30/03/2021 | 8/04/2033 | 12 | 0,810% |
| Private Placement | E 95 | 27/10/2014 | 27/10/2034 | 20 | 2,600% |
| Private Placement | E 23 | 5/03/2014 | 5/03/2036 | 22 | 3,550% |
| Namenschuldverschreibung | E 50 | 24/06/2013 | 24/06/2043 | 30 | 3,500% |
| Private Placement | E 52 | 5/03/2014 | 5/03/2044 | 30 | 3,550% |
| Private Placement | E 170 | 27/10/2014 | 27/10/2044 | 30 | 3,000% |

- the bullet point item in the list of “*Legal Proceedings*” under section 6.1 (*Legal and arbitration proceedings of the Issuer*) on page 171 of the Base Prospectus shall be deemed deleted and replaced by the following bullet point item:

“• *Gas explosion in Wilrijk (Antwerp): At the request of the public prosecutor’s office in Antwerp, the free-trial court (raadkamer) referred, on 30 September 2020, the Issuer, its CEO and its Director Grid Operations to the First Instance Criminal Court (correctionele rechtbank) for their possible involvement in the gas explosion in Wilrijk (Antwerp) on 3 September 2019. One person died and three people were severely injured by this explosion, and it caused considerable material damage. Pleadings before the First Instance Criminal Court of Antwerp took place in March 2021 and the Issuer argued extensively to show that the company, its managers and employees are not to blame for these tragic events. In April 2021, the court ruled the acquittal of both managers and the simple declaration of guilt of the Issuer with suspension of sentence. On 27 May 2021, the Issuer lodged an appeal against this judgment in respect of the declaration of guilt.”*

- the following bullet point item shall be added to the list of “*Legal Proceedings*” under section 6.1 (*Legal and arbitration proceedings of the Issuer*):

“• *On 14 January 2021, the Belgian Constitutional Court (Grondwettelijk Hof) struck down various provisions of the Decree of the Flemish Region of 26 April 2019 amending the Energy Decree of 8 May 2009 in respect of the roll-out of digital meters and amending Article 7.1.1, 7.1.2 and 7.1.5 of that Decree introducing digital meters. More specifically, the Court struck down the temporary maintenance of the compensation*

mechanism (the “reversing electricity meter”) and the prosumer tariff. The Court further annulled the charging to grid users of the costs of installing smart meters and putting them into service, as well as the ability to cut off users from the electricity grid if they obstruct the installation of a smart meter, unless an opinion is first obtained from the Local Advisory Committee (LAC). Lastly, the Court held that every grid user should be able to choose to have wired communications to and from the smart meter rather than wireless. The annulment took effect as from the publication of the judgment in the Belgian State Gazette on 1 March 2021 and does not apply retroactively.

The judgment has far-reaching consequences for the Issuer and other market participants. In conjunction with the Flemish Minister for Energy and the Flemish energy regulator VREG, the Issuer has decided to temporarily suspend the accelerated switch to smart meters for existing prosumers and not to restart it until new, approved legislation is in place. Smart meters are still being installed in specific situations, such as replacements for faulty meters, overcoupling with voltage changes, tariff changes (from single hourly tariff to time-of-use tariff), enhancements or meters installed on request.

The Issuer has abandoned the target of providing smart meters to all solar panel owners by the end of 2022. They will now be included in the accelerated geographical roll-out and will receive smart meters over the period from 2021 to 2029. The general targets remain in place: 80% smart meters by 2024 and universal smart metering by 1 July 2029.

Prosumers who already have a smart meter, will no longer have to pay the prosumer tariff. Since the publication of the judgment of the Constitutional Court in the Belgian State Gazette (on 1 March 2021), their electricity bills are based on the electricity that they actually offtake from the grid (including energy cost, standing charges, kWh-based taxes and VAT). They are able to obtain payment from their supplier for the electricity they feed in. This system also applies to new prosumers joining as from 1 January 2021.

The VREG has now adjusted the 2021-2024 distribution tariff methodology in line with the judgment of the Constitutional Court (VREG decision 2021-07). This change also took effect as from the publication date of the judgment of the Constitutional Court.

Further discussions are still ongoing with the Flemish government and the VREG on a number of points, such as the specific approach to customers who claim to be sensitive to electromagnetic radiation.”

- the last bullet point item in the list of “Legal Proceedings” under section 6.2 (*Legal and arbitration proceedings of the Guarantors*) on page 172 of the Base Prospectus shall be deemed deleted and replaced by the following bullet point item:

“• Proximus litigation: The Antwerp Court of Appeal ruled on 18 December 2017 on the claim for damages brought by the telecom operator Proximus against Interkabel and the Guarantors with CATV activities. Proximus’s claim was rejected by the Court of Appeal. At the end of June 2019, Proximus decided to file an appeal with the Court of Cassation against this judgment of the Antwerp Court of Appeal. Interkabel and the Guarantors involved in this case filed their conclusions to the Court of Cassation on 27 September 2019. Telenet also filed their conclusions. On 22 January 2021, the Court of Cassation ruled that the judgment of the Court of Appeal of Antwerp should be partially annulled. The partial annulment only relates to the point that the Antwerp Court of Appeal

did not sufficiently justify the annulment of the agreement between Telenet and the DSOs, but does not express an opinion on this point. In order to examine and rule on this, the case is referred to the Brussels Court of Appeal for a retrial on this point. The Court of Cassation did not annul the rejection of Proximus's claim for compensation, which may therefore be definitively rejected. In addition, the contracts between Telenet and the DSOs contain an indemnity clause in favour of the relevant DSOs which limits the DSOs' liability to a maximum amount of EUR 20 million in case of a negative outcome of the judicial proceedings. Any amounts exceeding EUR 20 million will have to be borne by Telenet. An amount of EUR 20 million has been recognised in the DSO accounts as a provision (this provision is only recognised in the Belgian GAAP accounts, not in the accounts according to IFRS)."

- the paragraph under item "Trend information" in section 7.1 (*Significant changes in the financial position of the Issuer*) on page 173 of the Base Prospectus will be deemed deleted and replaced by the following paragraph:

"There has been no significant change in the financial position of the Issuer since 31 December 2020 and no material adverse change in the Issuer's prospects since that same date."

1.4 Part X – Taxation

In Part X – Taxation, the following new sub-section entitled "*New Belgian annual tax on securities accounts*" will be deemed to be included directly below the sub-section entitled "*Tax on stock exchange transactions*" of section "Belgium" on pages 190 and 191 of the Base Prospectus:

"New Belgian annual tax on securities accounts

Pursuant to the law of 17 February 2021 as published in the Belgian Official Gazette on 25 February 2021, a new indirect tax of 0.15% on securities accounts has been introduced (the "Tax on Securities Accounts").

The Tax on Securities Accounts applies to securities accounts held by resident individuals, companies and legal entities, irrespective as to whether these accounts are held with a financial intermediary which is incorporated or established in Belgium or abroad. As to non-residents individuals, companies and legal entities, the Tax on Securities Accounts applies to securities accounts held with a financial intermediary incorporated or established in Belgium and to securities accounts held by non-residents through a Belgian establishment irrespective as to whether these accounts are held with a financial intermediary incorporated or established in Belgium or abroad. Pursuant to certain double tax treaties, Belgium has however no right to tax capital. Hence, to the extent the Tax on Securities Accounts is viewed as a tax on capital within the meaning of these double tax treaties, treaty protection may, subject to certain conditions, be claimed. As to specific types of regulated entities, the Tax on Securities Accounts is not due on securities accounts held by in the context of their own professional activity and for their own account.

A financial intermediary is defined as (i) the National Bank of Belgium, the European Central Bank and foreign central banks performing similar functions, (ii) a central securities depository included in Article 198/1, §6, 12° of the Belgian Income Tax Code, (iii) a credit institution or a stockbroking firm as defined by Article 1, §3 of the Law of 25 April 2014 on the status and supervision of credit institutions and investment companies and (iv) the investment companies as defined by Article 3, §1 of the Law of 25 October 2016 on access to the activity of investment services and on the legal status and supervision of portfolio management and

investment advice companies, which are, pursuant to national law, admitted to hold financial instruments for the account of customers.

The Tax on Securities Accounts is due on the average value of qualifying financial instruments held on one or more securities accounts during a reference period of twelve consecutive months starting in principle on 1 October and ending on 30 September of the subsequent year. The first reference period started on 26 February 2021 and will end on 30 September 2021. Qualifying financial instruments are financial instruments as referred to in Article 2, 1° of the Law of 2 August 2002 on the supervision of the financial sector and on financial services (including not only shares, bonds and Notes, but also derivatives), as well as cash amounts, provided they are held on a securities account.

No Tax on Securities Accounts is due provided the average value of the qualifying financial instruments held on the relevant securities account amounts to less than EUR 1 million during the relevant reference period. If, however, said average value amounts to EUR 1 million or more, the Tax on Securities Accounts will be due on the average value of the qualifying financial instruments on those accounts during the relevant reference period and, hence, not only on the part which exceeds the EUR 1 million threshold. In this respect, each securities account is assessed separately. When multiple holders hold a securities account, each holder shall be jointly and severally liable for the payment of the tax and each holder may fulfil the declaration requirements for all holders. Finally, the amount of the Tax on the Securities Accounts is limited to 10% of the difference between the average value of the qualifying financial instruments on the relevant securities accounts and EUR 1 million. Certain anti-abuse provisions are provided which apply retroactively as from 30 October 2020.

Prospective holders of Notes are advised to follow up and seek their own professional advice in relation to this new annual tax on securities accounts and the possible impact thereof on their own personal tax position.”

1.5 Part XIII – General information

In Part XIII – General information, the paragraph directly below the title “*Significant changes or material adverse changes*” on page 209 of the Base Prospectus shall be deemed deleted and replaced by the following paragraph:

“Other than as set out in section 7 – ‘Significant changes in the financial position of the Issuer and the Guarantors’ of Part VII – ‘Description of the Issuer and the Guarantors’, there has been no significant change in the financial position or the financial performance of the Fluvius Economic Group and there has been no material adverse change in the prospects of the Issuer since 31 December 2020. There has been no material adverse change in the prospects of the Guarantors since 31 December 2019.”

2 General

Save as disclosed in this Supplement N°1, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the date of the Base Prospectus.

For so long as Notes may be issued pursuant to the Base Prospectus, copies of this Supplement N°1 will be available on the website of the Issuer (<https://over.fluvius.be/en/thema/investor-relations/ratings-and-bonds/bonds>).

To the extent that there is an inconsistency between (a) any statement in this Supplement N°1 and (b) any statement in, or incorporated by reference into, the Base Prospectus, the statements in this Supplement N°1 will prevail.

Date: 1 June 2021

Koen Schelkens
Authorised signatory
on behalf of the Issuer and the Guarantors

Alain Petit
Authorised signatory
on behalf of the Issuer and the Guarantors