

**THIRD SUPPLEMENT DATED 9 AUGUST 2022
TO THE BASE PROSPECTUS DATED 5 OCTOBER 2021**



BELFIUS BANK SA/NV
(incorporated with limited liability in Belgium)
Belgian Pandbrieven Programmes

EUR 10,000,000,000 Belgian Mortgage Pandbrieven Programme
EUR 10,000,000,000 Belgian Public Pandbrieven Programme

This third supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with the Base Prospectus dated 5 October 2021 as amended and supplemented (the “**Base Prospectus**”) prepared in relation to the Programmes and prepared in respect of the issuance of Pandbrieven by the Issuer. On 5 October 2021 the Belgian Financial Services and Markets Authority (the “**FSMA**”) approved the Base Prospectus as a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). The FSMA approved the First Supplement on 1 March 2022 and the Second Supplement on 12 April 2022 as supplements to the Base Prospectus for the purposes of Article 23 of the Prospectus Regulation.

The FSMA approves this Third Supplement on 9 August 2022 as supplement to the Base Prospectus for the purposes of Article 23 of the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Third Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Third Supplement. The Base Prospectus, the First Supplement, the Second Supplement and the Third Supplement are available on the internet site <https://www.belfius.be/about-us/en/investors/debt-issuance/pandbrieven> can be obtained free of charge in the offices of Belfius Bank SA/NV.

In case of inconsistency between (a) statements in this Third Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, as supplemented, the Third Supplement will prevail.

On 5 August 2022, Belfius Bank published its half-yearly report for the period ending 30 June 2022 (the “**Half-Year Report 2022**”), available on <https://www.belfius.be/about-us/en/investors/results-reports/results>.

This Third Supplement has been prepared for the purposes of incorporating by reference (i) the Half-Year Report 2022 and (ii) the disclosure document on Alternative Performance Measures of Belfius, for the period ending 30 June 2022 and (iii) disclosure of a post balance sheet event.

Save as disclosed in this Third Supplement and any other prior approved supplement to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

1. Results in the first half of 2022 of Belfius Bank SA/NV

The section 3. “Documents incorporated by reference” on page 61 is amended as follows:

This Base Prospectus should be read and construed in conjunction with:

- the audited consolidated accounts of Belfius Bank for the years ended 31 December 2020¹ and 31 December 2021², including the reports of the statutory auditors in respect thereof;
- the disclosure documents on “Alternative Performance Measures” (the “APM”) for the years ended 31 December 2020³ and 31 December 2021⁴;
- the half-yearly report ended 30 June 2022 (the “**Half-Year Report 2022**”⁵);
- The disclosure document on the APM for the half-year ended 30 June 2022⁶
- the Terms and Conditions of the Mortgage Pandbrieven set out at pages 72 to 104 of the Base Prospectus dated 28 September 2020 relating to Belfius Bank’s EUR 10,000,000,000 Belgian Mortgage Pandbrieven Programme⁷;
- the Terms and Conditions of the Public Pandbrieven set out at pages 62 to 94 of the Base Prospectus dated 12 May 2020 relating to Belfius Bank’s EUR 10,000,000,000 Belgian Public Pandbrieven Programme⁸.

Such documents shall be incorporated in and form part of this Base Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

In respect of any issuance of a new Tranche increasing a Series issued under a previous base prospectus, the present Base Prospectus should be read and construed in conjunction with the conditions (set out in Section 8) of the relevant base prospectus, which are incorporated by reference in the present Base Prospectus.

Copies of all documents incorporated by reference in this Base Prospectus may be obtained without charge from the offices of the Issuer and on the website of the Issuer at www.belfius.be. Potential

¹ https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/bel_RA2020_eng.pdf

² <https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/2021%20Annual%20Report.pdf>

³ https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/bel_APM_2020.pdf

⁴ <https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/2021%20Alternative%20Performance%20Measures.pdf>

⁵ https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/Half%20yearly%20report_1H2022.pdf

⁶ https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/en/Half%20yearly%20report_1H2022.pdf

⁷ <https://www.belfius.be/about-us/dam/corporate/investors/debt-issuances/-belgian-mortgage-pandbrieven-programme/prospectus-and-supplements/2020/Base%20prospectus%20Belfius%20Mortgage%20Pandbrieven%202020%20update.pdf>

⁸ <https://www.belfius.be/about-us/dam/corporate/investors/debt-issuances/belgian-public-pandbrieven-programme-/prospectus-and-supplements/2020/Belfius-Public-Pandbrieven-Prospectus-2020-Update.pdf>

investors in the Belgian Pandbrieven should be aware that any website referred to in this Base Prospectus does not form part of this Base Prospectus and has not been scrutinised or approved by the FSMA.

The tables below set out the relevant page/references for:

- the (i) consolidated balance sheet, (ii) consolidated statement of income, (iii) consolidated statement of comprehensive income, (iv) consolidated statement of change in equity (v) consolidated cash flow statement, (vi) notes to the consolidated financial statements, (vii) audit report on the consolidated accounts, (viii) non-consolidated balance sheet, (ix) non-consolidated statement of income, (x) audit report on the non-consolidated accounts and the APM of 2020 and 2021; and
- the (i) unaudited consolidated balance sheet, (ii) unaudited consolidated statement of income, (iii) unaudited consolidated statement of comprehensive income, (iv) unaudited consolidated statement of change in equity, (v) unaudited consolidated cash flow statement, (vi) audit limited review report on the consolidated accounts and (vii) notes to the consolidated interim financial statements of Belfius Bank for the period ended 30 June 2022 and the APM for the half-year ended 30 June 2022.

Solely the information listed in the table below in respect of the annual reports for the years ended 31 December 2020 and 2021 and the Half-Yearly Report 2022 is incorporated by reference in the Base Prospectus. The other parts of the annual reports are not incorporated by reference; they are either deemed not relevant for the investor or are already covered elsewhere in the Base Prospectus. The consolidated balance sheet and consolidated statement of income of Belfius Bank for the years 2019 and 2020 can also be found in the section headed "Description of the Issuer" on pages 213 to 257 of this Base Prospectus.

Belfius Bank SA/NV

| | Annual Report 2020 | Annual Report 2021 | Half-Year Report 2022 |
|--|-------------------------------|-------------------------------|--------------------------------------|
| | (English version) | (English version) | (English version) |
| | audited | audited | unaudited – condensed |
| Consolidated balance sheet | 194 | 238 | 94 |
| Consolidated statement of income | 196 | 240 | 96 |
| Consolidated statement of comprehensive income | 198 | 241 | 98 |
| Consolidated statement of change in equity | 200 | 243 | 100 |
| Consolidated cash flow statement | 205 | 248 | 105 |
| Notes to the consolidated financial statements | 208 | 252 | 107 |
| Audit report on the consolidated accounts | 344 | 395 | 170 |
| Non-consolidated balance sheet | 352 | 404 | N/A |
| Non-consolidated statement of income | 355 | 407 | N/A |

APM for the financial years ended 31 December 2020, 31 December 2021 and 30 June 2022

| | Belfius Bank SA/NV | | |
|------------------------------|--|--|--|
| | Alternative performance measures 2020 | Alternative performance measures 2021 | Alternative performance measures 1H2022 |
| common equity tier 1 ratio | 1 | 1 | 1 |
| tier 1 ratio | 1 | 1 | 1 |
| total capital ratio | 1 | 1 | 1 |
| leverage ratio | 2 | 2 | 2 |
| solvency II ratio | 2 | 2 | 2 |
| net interest margin | 3 | 3 | 3 |
| cost-income ratio | 3 | 3 | 3 |
| asset quality ratio | 3 | 4 | 4 |
| coverage ratio | 4 | 4 | 4 |
| liquidity coverage ratio | 2 | 2 | 2 |
| net stable funding ratio | 2 | 2 | 2 |
| return on equity | 4 | 4 | 4 |
| total savings & investments | 5 | 5 | 5 |
| total loans to customers | 6 | 6 | 6 |
| ALM liquidity bond portfolio | 6 | 6 | 6 |
| ALM yield bond portfolio | 6 | 6 | 7 |
| credit guarantee portfolio | 6 | 7 | 7 |
| funding diversification | 7 | 7 | 7 |
| adjusted results | 9 | 10 | 10 |

⁹ The statutory report on the non-consolidated account is not included in the English version, but reference in such version is made to the French and the Dutch versions, available on this website: https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/fr/bel_RA2020_fr.pdf (French version - on page 412) and https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/nl/bel_RA2020_nl.pdf (Dutch version - on page 416).

¹⁰ The statutory report on the non-consolidated account is not included in the English version, but reference in such version is made to the French and the Dutch versions, available on this website: <https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/fr/2021%20Rapport%20Annuel.pdf> (French version - on page 420) and <https://www.belfius.be/about-us/dam/corporate/investors/ratios-en-rapporten/belfius-reports/nl/2021%20Jaarverslag.pdf> (Dutch version - on page 426).

2. Post balance sheet events

Extension credit protection contracts on certain utility and infrastructure bonds

In order to keep the Total Risk Exposure Amount and hence credit risk on certain utility and infrastructure bonds (part of Belfius Run-Off ALM Yield Portfolio) within Belfius risk appetite limits, Belfius hedges part of the loss at default exposure thereof with dedicated credit protections. New protection contracts, extending the formerly existing credit protection mechanisms to final maturity date of the relevant underlying bonds, have been finalized in July 2022. As these protections are designed to lower the potential loss at default on the relevant underlying bonds during full life-time of those underlying bonds, in Q3 2022 Belfius will have to reassess its 1H 2022 stock of “impairments on financial instruments and provisions for credit commitments” relative to the relevant underlying bonds. If those new protection contracts would have been finalized before the end of June 2022, this would have resulted in a lower full life-time Total Risk Exposure Amount on these exposures and a positive contribution to cost of risk 1H 2022 of EUR +48 million. The effective cost of risk impact in Q3 2022 and FY 2022 accounts will depend, amongst others, on the evolution of the rating of the issuer of the credit protection as well as on the further evolution of the parameters that drive the amount of the impairment on a global basis.

3. General Information

Paragraph 5 of section “General Information” (page 274) is deleted and replaced by the new following section:

Save as disclosed on point 2. of the Third Supplement to the Base Prospectus, there has been no significant change in the financial position or the financial performance of Belfius Bank since 30 June 2022.