

**SECOND SUPPLEMENT DATED 17 APRIL 2018
TO THE BASE PROSPECTUS DATED 26 SEPTEMBER 2017**



BELFIUS FINANCING COMPANY SA

(Incorporated with limited liability under the laws of the Grand Duchy of Luxembourg)

Issuer

BELFIUS BANK SA/NV

(Incorporated with limited liability under the laws of Belgium)

Issuer, Guarantor, Domiciliary Agent, Principal Paying Agent, Paying Agent and Calculation Agent

BANQUE INTERNATIONALE A LUXEMBOURG,

SOCIETE ANONYME

Fiscal Agent and Principal Paying Agent

NOTES ISSUANCE PROGRAMME

EUR 20,000,000,000

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 26 September 2017 (the “**Base Prospectus**”) prepared in relation to the Programme and prepared in respect of the issuance of Belfius Bank Notes and Belfius Financing Company Notes, and the First Supplement dated 27 February 2018. On 26 September 2017, the Belgian Financial Services and Markets Authority (the “**FSMA**”) approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and Article 27 of the Belgian Law of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market, as amended (the “**Prospectus Law**”). The FSMA approved the First Supplement on 27 February 2018.

The FSMA approved this Second Supplement on 17 April 2018 as supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and Article 34 of the Prospectus Law.

The Second Supplement has been prepared for the purposes of incorporating by reference the Annual Accounts 2017 of Belfius Bank (available on <https://www.belfius.com/EN/reports/index.aspx>) and the Annual Accounts 2017 of Belfius Financing Company (<https://www.belfius-financingcompany.lu/FR/rapports-annuels/index.aspx>).

The Issuers accept responsibility for the information contained in this Second Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of their 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 Second Supplement. The Base Prospectus and the Second Supplement are available on the internet site www.belfius.be and a copy can be obtained free of charge in the offices of Belfius Bank SA/NV.

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

Save as disclosed in this Supplement and any 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.

In accordance with Article 34 paragraph 3 of the Prospectus Law, investors who have, before the publication of this Second Supplement, already agreed to purchase or subscribe notes which are not yet settled at the date of such publication, have the right to revoke their acceptance within a time limit of 2 business days after the publication of this Second Supplement (the date of publication not included), meaning until 19 April 2018 (included). This right of revocation relates to the following Notes:

- Belfius Financing Company (LU) Step Up 05/2018 – 05/2023
- Belfius Financing Company (LU) Callable Interest 05/2026
- Belfius Financing Company (LU) Demography Memory 05/2024
- Belfius Financing Company (LU) Multicall Digiconomy 05/2028
- Belfius Financing Company (LU) OptiPerformer Finance 05/2024
- Belfius Financing Company (LU) NZD 05/2018 – 05/2021

Results 2017 of Belfius Bank SA/NV and Belfius Financing Company, SA

The section 6. "Documents incorporated by reference" on page 41 is amended as follows:

The Base Prospectus should be read and construed in conjunction with the audited consolidated accounts of Belfius Bank (<https://www.belfius.com/>) for the years ended 31 December 2015, 31 December 2016 and 31 December 2017, as well as for Belfius Bank the half-yearly report for the period ending 30 June 2017 (the "Half-Yearly Report 2017") (available on <https://www.belfius.com/EN/results/index.aspx>) which are incorporated by reference in this Base Prospectus.

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.

This Base Prospectus should also be read and construed in conjunction with the audited consolidated accounts of Belfius Financing Company (<https://www.belfius-financingcompany.lu/>) for the year ended 31 December 2015, 31 December 2016 and 31 December 2017, including the reports of the statutory auditors in respect thereof, as well as the semi-annual unaudited key financial figures for 30 June 2017 for Belfius Financing Company (Unaudited interim accounts as at 30 June 2017 available on <https://www.belfius-financingcompany.lu/FR/rapports-annuels/index.aspx>), which are incorporated in Annex 5 of this Base Prospectus.

Copies of all documents incorporated by reference in this Base Prospectus may be obtained without charge from the offices of Belfius Bank and on the website of Belfius Bank (<https://www.belfius.com/>).

The tables below set out the relevant page references for:

- (a) 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) audit report on the consolidated accounts, (vii) notes to the consolidated financial statements, (viii) non-consolidated balance sheet, (ix) non-consolidated statement of income, and (x) audit report on the non-consolidated accounts of Belfius Bank as set out in the 2015, 2016 and 2017 Annual Reports of Belfius Bank; and
- (b) the (i) unaudited consolidated balance sheet of Belfius Bank for the period ending on 30 June 2017, and (ii) unaudited consolidated income statement of Belfius Bank for the period ending on 30 June 2017, (iii) unaudited consolidated statement of comprehensive income for the period ending on 30 June 2017, (iv) unaudited consolidated statement of change in equity for the period ending on 30 June 2017, (v) the unaudited consolidated cash flow statement for the period ending on 30 June 2017, (vi) audit report on the consolidated accounts for the period ending on 30 June 2017, (vii) notes to the consolidated financial statements for the period ending on 30 June 2017 as set out in the Half-Yearly Report 2017.
- (c) the accounting policies, notes and auditors' reports of Belfius Financing Company for the financial years ending on 31 December 2015, 31 December 2016 and 31 December 2017, and the references to the unaudited semi-annual report of 30 June 2017.

Information contained in the documents incorporated by reference other than information listed in the table below is for information purposes only, and does not form part of this Base Prospectus.

The consolidated balance sheet and consolidated statement of income of Belfius Financing can be found in the section headed "7. Belfius Financing Company, SA" of this Base Prospectus. The consolidated balance sheet and consolidated statement of income of Belfius Financing Company for the year 2017 can be found in the Annual Report 2017 of Belfius Financing Company, incorporated by reference.

Belfius Financing Company	Annual Report (audited)	Annual Report (audited)	Annual Report (audited)	Report on the Interim Accounts on 30 June 2017 (unaudited)
	2015	2016	2017	2017
Balance Sheet	3	4	6	3
Statement of Income	4	6	8	5
Audit Report on the Accounts	1	1	1	N/A
Notes to the Accounts	5	8	10	7

The consolidated balance sheet and consolidated statement of income of Belfius Bank can be found in the section headed “8. Belfius Bank SA/NV” of this Base Prospectus. The consolidated balance sheet and consolidated statement of income of Belfius Bank for the year 2017 can be found in the Annual Report 2017 of Belfius Bank, incorporated by reference. The audited consolidated financial statements of Belfius Bank for the financial year ending on 31 December 2017 remain subject to approval by the general meeting of shareholders of Belfius Bank scheduled to be held on 25 April 2018.

Belfius Bank SA/NV

	Annual Report 2015 (English version)	Annual Report 2016 (English version)	Annual Report 2017 (English version)	Half-Yearly Report 2017 (unaudited – condensed)
	audited	audited	audited	
consolidated balance sheet	82	96	132	44
consolidated statement of income	84	98	134	46
consolidated statement of comprehensive income	85	99	135	47
consolidated statement of change in equity	86	100	136	48
consolidated cash flow statement	90	104	141	52
audit report on the consolidated accounts	198	222	278	94
notes to the consolidated financial statements	91	105	142	53
non-consolidated balance sheet	202	226	288	N/A
non-consolidated statement of income	205	229	291	N/A
audit report on the non-consolidated accounts	208	232	294	N/A