

**AMENDMENT TO VARIOUS CONTRACTS
DATED 4 September 2019**



**THE BRUSSELS-CAPITAL REGION
AS ISSUER**

**EUR 5.000.000.000
BELGIAN MULTI-TERM MULTI-CURRENCY PAPER PROGRAMME**

**BELFIUS BANK SA/NV
BNP PARIBAS FORTIS SA/NV
ING BANK NV, BELGIAN BRANCH
KBC BANK NV
AS DEALERS**

**BELFIUS BANK SA/NV
AS ARRANGER, DOMICILIARY AGENT
AND CALCULATION AGENT**



This **AMENDMENT AGREEMENT** is entered into on 4 September 2019 between

1. **The Brussels-Capital Region** (*la Région de Bruxelles-Capitale/het Brussels Hoofdstedelijk Gewest*), having its registered office at Boulevard du Jardin Botanique 20, 1035 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0233.884.123 (LPR Brussels), hereby represented by Mr. Sven Gatz, Minister of the Government of the Brussels-Capital Region, responsible for Finances, Budget, Civil Service, the Promotion of Multilingualism and the Image of Brussels (*Ministre du Gouvernement de la Région de Bruxelles-Capitale, chargé des Finances, du Budget, de la Fonction publique, de la Promotion du Multilinguisme et de l'Image de Bruxelles/Minister van de Brusselse Hoofdstedelijke Regering, belast met Financiën, Begroting, Openbaar Ambt, de Promotie van Meertaligheid en van het Imago van Brussel*) (the **Issuer**); and
2. **Belfius Bank**, a limited liability company (*société anonyme/naamloze vennootschap*), having its registered office at Place Charles Rogier 11, 1210 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0403.201.185 (**Belfius Bank**), (the **Arranger**);
3. **Belfius Bank**, a limited liability company (*société anonyme/naamloze vennootschap*), having its registered office at Place Charles Rogier 11, 1210 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0403.201.185;
4. **BNP Paribas Fortis SA/NV**, a limited liability company (*société anonyme/naamloze vennootschap*), having its registered office at Montagne du Parc 3, 1000 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0403.199.702 (**BNP Paribas Fortis**);
5. **ING Bank NV, Belgian Branch**, a branch of ING Bank NV established under Dutch law, having its registered office at Marnixlaan 24, 1000 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0828.223.909 (**ING**); and
6. **KBC Bank NV**, a limited liability company (*société anonyme/naamloze vennootschap*), having its registered office at Havenlaan 2, 1080 Brussels, Belgium, registered with the Crossroads Bank for Enterprises under number 0462.920.226 (**KBC Bank**).

WHEREAS the Issuer has a EUR 3,000,000,000 Belgian Multi-Term Multi-Currency Paper Programme governed by the Belgian law of 22 July 1991 concerning treasury notes and certificates of deposit (*billets de trésorerie et certificats de dépôt/thesauriebewijzen en depositobewijzen*), as amended from time to time, and the Belgian royal decree of 14 October 1991 concerning treasury notes and certificates of deposit (*billets de trésorerie et certificats de dépôt/thesauriebewijzen en depositobewijzen*), as amended from time to time;

WHEREAS the Issuer represented by Mr. Sven Gatz, Minister of the Government of the Brussels-Capital Region, responsible for Finances, Budget, Civil Service, the Promotion of Multilingualism and the Image of Brussels (*Ministre du Gouvernement de la Région de Bruxelles-Capitale, chargé des Finances, du Budget, de la Fonction publique, de la Promotion du Multilinguisme et de l'Image de Bruxelles/Minister van de Brusselse Hoofdstedelijke Regering, belast met Financiën, Begroting, Openbaar Ambt, de Promotie van Meertaligheid en van het Imago van Brussel*) now wishes to increase the maximum amount of the Programme from EUR 3,000,000,000 up to an amount of EUR 5,000,000,000 (the **Increase**).

WHEREAS a supplement to the Information Memorandum related to the Treasury Notes Programme (*Billets de trésorerie /Thesauriebewijzen*) of the Issuer dated 22 March 2018 (the **Information Memorandum**) will be published in order to give effect to the Increase;

WHEREAS following organizational reshuffling, the list of Designated Investors appended to the Original Dealer Agreement needs to be updated.

WHEREAS the parties wish to amend the Original Dealer Agreement, the Original Dealer fee Agreement, the Original Agency Agreement, the Original Calculation Agency Agreement and the Original Fee Agreement to reflect the above-referenced changes;

THEREFOR IT IS AGREED AS FOLLOWS:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Agreement:

"**Agreement**" means this Amendment Agreement.

"**Amended Agreements**" means the Original Agreements, each as amended by this Agreement.

"**Effective Date**" means the date on which the Issuers delivers the documents required pursuant to Clause 6 (*Conditions Precedent*) to the Arranger.

"**Original Agency Agreement**" means the agency agreement dated 22 March 2018 between the Issuer and Belfius Bank as Domiciliary Agent.

"**Original Agreement**" means each of the Original Dealer Agreement, Original Agency Agreement, Original Calculation Agency Agreement and Original Fee Agreement.

"**Original Calculation Agency Agreement**" means the calculation agency agreement dated 22 March 2018 between the Issuer and Belfius Bank as Calculation Agent.

"**Original Dealer Agreement**" means the Dealer Agreement dated 22 March 2018 between the Issuer and Belfius Bank as Original Dealer and Arranger, BNP Paribas Fortis as Original Dealer, ING as Original Dealer and KBC Bank as Original Dealer.

"**Original Dealer Fee Agreement**" means the Dealer Fee Agreement dated 22 March 2018 between the Issuer and Belfius Bank, BNP Paribas Fortis, ING and KBC Bank as Original Dealers.

"**Original Fee Agreement**" means the Fee Agreement dated 22 March 2018 between the Issuer and Belfius Bank.

"**Party**" means a party to this Agreement.

"**Supplement**" means Supplement n°1 to the Information Memorandum dated on or about the date hereof.

1.2 Incorporation of defined terms

- (a) Unless a contrary indication appears, terms defined in the Original Agreements have the same meaning in this Agreement.
- (b) The principles of construction set out in the Original Dealer Agreement and the Original Agency Agreement shall have effect as if set out in this Agreement.

2. CONDITIONS PRECEDENT

The provisions of Clause 4 (*Amendment*) shall be effective only if the Arranger has received all the documents and other evidence listed in Schedule 1 (*Conditions precedent*) to the Original Dealer Agreement, in form and substance satisfactory to the Arranger, including, without limitation, an extract of the minutes of the board of directors of the Issuer approving the Increase and the entering into and execution of this Agreement and the Supplement.

3. REPRESENTATIONS

The Issuer makes the representations and warranties set out in Clause 5 (*Representations and warranties*) of the Original Dealer Agreement on the date of the signing of this Agreement and on the Effective Date.

4. AMENDMENT

4.1 Amendments to each Original Agreement

- (a) In each Original Agreement, reference to the Maximum Amount of 3,000,000,000 EUR shall be deleted and replaced with a reference to the Maximum Amount of 5,000,000,000 EUR.
- (b) Schedule 6 to the Original Dealer Agreement is amended as follows:

SCHEDULE 6: DESIGNATED INVESTORS

	<u>Organes législatifs</u>	<u>Wetgevende lichamen</u>
S.1312	Parlement de la région de Bruxelles-Capitale	Brussels Hoofdstedelijk Parlement
	<u>Départements ministériels</u>	<u>Ministerie</u>
S.1312	Service Public Régional de Bruxelles	Gewestelijke Overheidsdienst Brussel
S. 1312	Service Public Régional de Bruxelles Fiscalité	Gewestelijke Overheidsdienst Brussel Fiscaliteit
S. 1312	Bruxelles Urbanisme et Patrimoine	Brussel Stedenbouw en Erfgoed
	<u>Pouvoirs Communautaires</u>	
S.1312	Commission communautaire commune	Gemeenschappelijke gemeenschapscommissie
S.1312	Commission communautaire française	Franse gemeenschapscommissie
S.1312	Commission communautaire flamande	Vlaamse gemeenschapscommissie
	<u>Pouvoirs Locaux</u>	<u>Plaatselijke Besturen</u>
S 1313	Commune d'Anderlecht	<u>Gemeente Anderlecht</u>
S 1313	Commune d'Auderghem	<u>Gemeente Ouderghem</u>
S 1313	Commune de Berchem-Sainte-Agathe	<u>Gemeente Saint-Agatha-Berchem</u>
S 1313	Commune de Bruxelles	<u>Gemeente Brussel</u>
S 1313	Commune d'Etterbeek	<u>Gemeente Etterbeek</u>
S 1313	Commune d'Evere	<u>Gemeente Evere</u>
S 1313	Commune de Forest	<u>Gemeente Vorst</u>
S 1313	Commune de Ganshoren	<u>Gemeente Ganshoren</u>
S 1313	Commune d'Ixelles	<u>Gemeente Elsene</u>
S 1313	Commune de Jette	<u>Gemeente Jette</u>
S 1313	Commune de Koekelberg	<u>Gemeente Koekelberg</u>
S 1313	Commune de Molenbeek-Saint-Jean	<u>Gemeente Sint-Jans-Molenbeek</u>
S 1313	Commune de Saint-Gilles	<u>Gemeente Sint-Gillis</u>
S 1313	Commune de Saint-Josse-Ten-Noode	<u>Gemeente Sint-Joost-ten-Node</u>
S 1313	Commune de Schaerbeek	<u>Gemeente Schaarbeek</u>
S 1313	Commune d'Uccle	<u>Gemeente Ukkel</u>
S 1313	Commune de Watermael-Boitsfort	<u>Gemeente Watermaal-Bosvoorde</u>
S 1313	Commune de Woluwe-Saint-Lambert	<u>Gemeente Sint-Lambrechts-Woluwe</u>
S 1313	Commune de Woluwe-Saint Pierre	<u>Gemeente Sint-Pieters-Woluwe</u>
	<u>Organismes d'intérêt public (catégorie A)</u>	<u>Instellingen van openbaar nut (categorie A)</u>
S.1312	Centre d'informatique pour la Région bruxelloise (CIRB)	Centrum voor Informatica voor het Brussels Gewest
S.1312	Institut bruxellois pour la gestion de l'environnement - Bruxelles Environnement	Brussels Instituut voor Milieubeheer
S.1312	Bruxelles - Propreté, Agence régionale de propreté	Net Brussel, Gewestelijk Agentschap voor Netheid
S.1312	Service d'incendie et d'aide médicale urgente de la Région de Bruxelles- Capitale (SIAMU)	Brusselse Hoofdstedelijke Dienst voor Brandbestrijding en Dringende Medische Hulpverlening
S.1312	Fonds régional bruxellois de refinancement des trésoreries communales	Brussels Gewestelijk Herfinancieringsfonds van de Gemeentelijke Thesauriën
S.1312	Fonds pour le financement de la politique de l'eau	Fonds voor de Financiering van het Waterbeleid
S.1312	Institut d'encouragement de la recherche scientifique et de l'innovation de Bruxelles (Innoviris)	Instituut ter Bevordering van het Wetenschappelijk Onderzoek en de Innovatie van Brussel
S.1312	Fonds de réserve de la Région de Bruxelles-Capitale	Reservefonds van het Brussels Hoofdstedelijk Gewest
S.1312	Bruxelles - Prévention & Sécurité	Brussel - Preventie & Veiligheid

<u>Organismes d'intérêt public (catégorie B)</u>		<u>Instellingen van openbaar nut (categorïe B)</u>	
S.1312	Actiris (anciennement ORBEM)		Actiris (voorheen BGDA)
S.1312	Société du logement de la région bruxelloise (SLRB)		Brusselse Gewestelijke Huisvestingsmaatschappij
S.1312	SA « Port de Bruxelles »		NV "Haven van Brussel"
S.1312	SA Citeo		NV Citeo
S.1312	Conseil économique et social de la Région de Bruxelles-Capitale		Economische en Sociale Raad voor het Brussels Hoofdstedelijk Geweest.
S.1312	Fonds bruxellois de garantie		Brussels Waarborgfonds
S.1312	Agence Bruxelloise pour l'Accompagnement de l'Entreprise (ABAE)		Brussels Agentschap voor de Ondersteuning van het Bedrijfsleven
S.1312	Société des transports intercommunaux de Bruxelles (STIB)		Maatschappij voor het Intercommunaal Vervoer te Brussel (MIVB)
S.12301	Fonds du Logement de la Région de Bruxelles-Capitale		Woningsfonds van het Brussels Hoofdstedelijk Geweest
S.1312	Bruxelles Gaz Electricité (BRUGEL)		Brussel Gas Elektriciteit
S.1312	SA Agence du stationnement de la Région de Bruxelles-Capitale		NV Brussels Hoofdstedelijk Parkeeragentschap
S.1312	ASBL IRISteam		VZW IRISteam
S.1312	SA BRUSOC		NV BRUSOC
S.1312	SA Fonds de participation (BRUPART)		NV Participatiefonds (BRUPART)
S.1312	ASBL Visit.brussels		VZW Visit.brussels
S.1312	SA Bruxelles Démontage		NV Brussel Ontmanteling
<u>Non classés dans la loi du 16 mars 1954</u>		<u>Niet geklasseerd in de wet van 16 maart 1954</u>	
S.1312	Société régionale d'investissement de Bruxelles (SRIB)		Gewestelijke Investeringsmaatschappij voor Brussel
S.11001	Société de développement pour la Région de Bruxelles-Capitale (SDRB)		Gewestelijke Ontwikkelingsmaatschappij voor het Brussels Hoofdstedelijk Gewest
S.12501	ASBL Caisse de retraite des Membres du Parlement de la Région de Bruxelles-Capitale		VZW Pensioenkas van de Leden van het Brussels Hoofdstedelijk Parlement
S.11001	Société bruxelloise de gestion de l'eau (SBGE)		Brusselse Maatschappij voor Waterbeheer
<u>Autres institutions n.d.a.</u>		<u>Andere instellingen n.e.g.</u>	
S.11001	SA Société d'acquisition foncière (SAF)		NV Maatschappij voor de Verwerving van Vastgoed
S.1312	SA SFAR		SA SFAR
S.11001	SA BRUSTART		SA BRUSTART
S.11001	SA SOFIBRU		SA SOFIBRU
S.1312	SA Crédit pour habitation sociale		NV Krediet voor sociale woningen
S.1312	SCRL SOCODIX Le foyer		CVBA SOCODIX De haard
S.1312	SA Société régionale de crédit au logement		NV Gewestelijke maatschappij voor huisvestingskrediet
S.1312	SA Le Petit Propriétaire		NV Le Petit Propriétaire
S.1312	SA Crédit immobilier ouvrier, Société de Crédit Social		NV Crédit immobilier ouvrier, Société de Crédit Social
S.1312	SA Bruxelles Compost		NV Brussel Compost
S.1312	SCRL Bruxelles Energie		CVBA Brussel Energie
S.1312	NEO SRCL		CVBA NEO
S.1312	ASBL Centre Bruxellois de la Mode et du Design (Mad.brussels)		VZW Brussels Centrum voor Mode en Design
S.1312	ASBL Centre de formation des pompiers de Bruxelles		VZW Opleidingscentrum van de brusselse brandweer
S.1312	SCRL Bruxelles-Biogaz		CVBA Brussel Biogaz
S.1312	ASBL Screen.Brussels		VZW Screen.Brussels
S.1313	SCRL Vivaqua		CVBA Vivaqua
S.129	OFF Hydralis		OFF Hydralis
S.1312	Bruxelles Infrastructure Finance (Brinfin)		Bruxelles Infrastructure Finance (Brinfin)

Execution version

S.1312	ASBL Werk Centrale de l'Emploi	VZW Werk Centrale de l'Emploi
S.1312	Commissariat à l'Europe et aux organisations internationales (International.brussels)	Commissariat à l'Europe et aux organisations internationales. (International.Brussels)
S.1312	ASBL Homegrade	VZW Homegrade
S.1312	Théodiris	Théodiris

5. MISCELLANEOUS

5.1 Supplement

The Parties hereto acknowledge, inasmuch as required, that any reference to the Information Supplement shall be read as the Information Supplement as supplemented by the Supplement.

5.2 Incorporation of terms

The provisions of clause 13 (*Enforcement*) of the Original Dealer Agreement shall be incorporated into this Agreement as if set out in full in this Agreement and as if references in those clauses to "this Agreement" are references to this Agreement.

5.3 Counterparts

This Agreement may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this Agreement.

6. GOVERNING LAW

This Agreement and any non-contractual obligations arising out of or in connection with it are governed by Belgian law.

Execution version

The Parties have executed this Agreement as of the date first specified above and each Party acknowledges the receipt of an original of this Agreement duly signed by all the Parties hereto.

AS ISSUER,

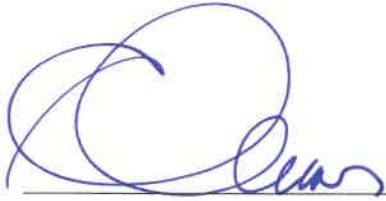
The Brussels-Capital Region (*la Région de Bruxelles-Capitale/het Brussels Hoofdstedelijk Gewest*)



Sven Gatz

Minister of the Government of the Brussels-Capital
Region, responsible for Finances, Budget, Civil
Service, the Promotion of Multilingualism and the
Image of Brussels

AS ARRANGER, DOMICILIARY AGENT, CALCULATION AGENT AND ORIGINAL DEALER,
Belfius Bank SA/NV



Bruno Accou
Head of Financial Markets
Belfius Bank



Heidi WYNANTS
Company Lawyer

AS ORIGINAL DEALERS,
BNP Paribas Fortis SA/NV

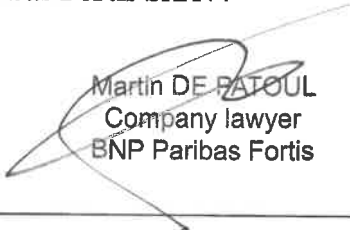
ING Bank NV, Belgian Branch

KBC Bank NV

Execution version

AS ARRANGER, DOMICILIARY AGENT, CALCULATION AGENT AND ORIGINAL DEALER,
Belfius Bank SA/NV

AS ORIGINAL DEALERS,
BNP Paribas Fortis SA/NV


Martin DE PATOUL
Company lawyer
BNP Paribas Fortis


Michaël GUILLAUME
Head of Capital Markets - Legal CIB
BNP Paribas Fortis SA/NV

ING Bank NV, Belgian Branch

KBC Bank NV

Execution version

AS ARRANGER, DOMICILIARY AGENT, CALCULATION AGENT AND ORIGINAL DEALER,
Belfius Bank SA/NV

AS ORIGINAL DEALERS,
BNP Paribas Fortis SA/NV

ING Bank NV, Belgian Branch


V. DE ROS



KBC Bank NV

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Belfius Bank SA/NV

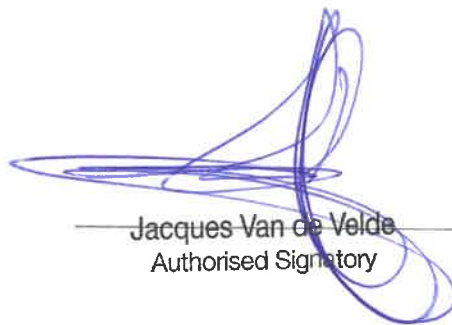
AS ORIGINAL DEALERS,
BNP Paribas Fortis SA/NV

ING Bank NV, Belgian Branch

KBC Bank NV



KBC Bank NV
Christophe Heerinckx
Head Loan and Debt Markets



Jacques Van de Velde
Authorised Signatory