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This announcement does not constitute an offer to buy or a solicitation of an offer to sell Existing Notes (as defined below) in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this announcement in certain jurisdictions (in particular, the United States, Italy, the United Kingdom, Belgium and France) may be restricted by law. Without limitation of the foregoing, the Exchange Offer (as defined below) will not be extended, and none of this announcement, the Exchange Offer Memorandum (as defined below) or any other documents or materials relating to the Exchange Offer has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” as referred to in Article 6, §3 of the Belgian Takeover Law and as defined in Article 10 of the Belgian law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. See “Exchange Offer and Distribution Restrictions” below. Persons into whose possession this document comes are required by each of the Dealer Manager, Ethias and the Exchange Agent (each as defined below) to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by Ethias, the Dealer Manager or the Exchange Agent.

29 June 2015, 2.45 p.m. CET

Regulated information – Ethias launches an exchange offer on €250,000,000 Fixed/Floating Rate Subordinated Undated Bonds (ISIN: BE0930906947) for Euro-denominated Fixed Rate Dated Subordinated Notes due 2026

Ethias SA (“**Ethias**”) hereby announces its intention to invite the holders (subject to the Exchange Offer and Distribution Restrictions referred to below) of its €250,000,000 Fixed/Floating Rate Subordinated Undated Bonds (ISIN: BE0930906947; the “**Existing Notes**”) to offer for exchange their Existing Notes for Euro-denominated Fixed Rate Dated Subordinated Notes due 2026 (the “**New Notes**”) (such invitation the “**Exchange Offer**”).

The Exchange Offer is made on the terms and subject to the conditions set out in the exchange offer memorandum dated 29 June 2015 (the “**Exchange Offer Memorandum**”). Copies of the Exchange Offer Memorandum are available from the Dealer Manager and the Exchange Agent, the contact details for each of which are set out below. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Exchange Offer Memorandum.

The Existing Notes

ISIN	Coupon to First Call Date	Coupon from First Call Date to maturity	First Call Date	Maturity Date	Aggregate outstanding nominal amount	Exchange Ratio (%)
BE0930906947	4.747 per cent.	3 month EURIBOR + 2.20 per cent.	20 December 2015	None	€250,000,000	100

		floating rate				
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The New Notes

Status	Currency	Issuer	New Notes Issue Price (%)	New Notes Coupon (%)	Denomination	Call Dates	Maturity Date
Subordinated	EUR	Ethias SA	100	5.00	EUR 100,000	Not applicable	January 2026

Rationale for the Exchange Offer

In the framework of optimising its capital position, Ethias has decided to launch the Exchange Offer. The Exchange Offer represents an efficient means of refinancing the Existing Notes, which have a first call date of 20 December 2015, by exchanging them for the New Notes which will have a maturity date falling in January 2026. The Exchange Offer provides the holders of the Existing Notes with the opportunity to exchange, at a premium to current secondary market levels, their Existing Notes for the New Notes. The New Notes are intended to constitute Solvency II-compliant Tier 2 capital of Ethias and of Ethias Group.

Any future decisions by Ethias as to whether it will exercise calls in respect of the Existing Notes that are not exchanged pursuant to the Exchange Offer will be taken with regard to the economic impact of exercising such calls, regulatory capital requirements and prevailing market conditions.

The Exchange Offer

The Exchange Offer expires on 8 July 2015 at 5 p.m. (CET). An announcement on whether Ethias will accept Existing Notes offered for exchange will be announced on 9 July 2015.

Eligible Holders who have validly offered to exchange their Existing Notes by the Expiration Deadline will, if their Offers to Exchange are accepted pursuant to the Exchange Offer, receive New Notes in a principal amount equal to the aggregate principal amount of such Existing Notes.

Any Existing Notes acquired by Ethias pursuant to the Exchange Offer will be cancelled on receipt.

Terms Applicable to the Exchange Offer

Minimum Submission Amount

In order to be eligible to receive New Notes pursuant to the Exchange Offer, a Holder must validly submit an Exchange Instruction in respect of €100,000 in principal amount of Existing Notes, such amount being the minimum principal amount of Existing Notes sufficient for such Holder to be eligible to receive, in exchange for such Existing Notes, a principal amount of New Notes equal to at least the minimum denomination of €100,000 (the "**Minimum Submission Amount**").

A Holder who offers to exchange Existing Notes having a principal amount of less than the Minimum Submission Amount will not be eligible to receive New Notes but instead will, if Ethias chooses in its sole discretion to exercise the Cash Exit Discretion, be eligible to receive on the Settlement Date the Cash Exit Amount.

Participation in the Exchange Offer

To participate in the Exchange Offer, a Holder should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System or (in the case of Existing Notes held directly in the Securities Settlement System) the direct participant of Securities Settlement System through which its Existing Notes are held, as applicable, and in accordance with the requirements of such Clearing System or direct participant of the Securities Settlement System, as applicable, a valid Exchange Instruction which must be received in each

case by the Exchange Agent by the Expiration Deadline. A separate Exchange Instruction must be completed by or on behalf of each beneficial owner wishing to participate in the Exchange Offer.

Any Existing Notes acquired by Ethias pursuant to the Exchange Offer will be cancelled on receipt.

Accrued Interest

On the Settlement Date, Ethias will pay or procure the payment to all Holders who have validly Offered to Exchange their Existing Notes pursuant to the Exchange Offer and which Existing Notes are accepted (whether for exchange for New Notes or under the Cash Exit Discretion), an amount in cash equal to interest accrued and unpaid on such Existing Notes from (and including) the immediately preceding interest payment date in respect of the Existing Notes up to (but excluding) the Settlement Date.

Indicative Timetable of Events

Event	Date and time (all times are CET)
<i>Commencement of the Exchange Offer Period</i> Exchange Offer announced and Exchange Offer Memorandum available to eligible Holders from the Exchange Agent subject to exchange offer and distribution restrictions.	29 June 2015
<i>Expiration Deadline</i> Deadline for receipt by the Exchange Agent of all valid Exchange Instructions.	5 p.m. on 8 July 2015
<i>Announcement of Exchange Offer Results</i> Announcement by Ethias in relation to the Exchange Offer setting out: (i) the aggregate nominal amount of Existing Notes accepted for exchange by Ethias (including pursuant to the Cash Exit Discretion) and (ii) the aggregate nominal amount of New Notes to be issued.	At or around 10 a.m. on 9 July 2015
<i>Publication of Prospectus for the New Notes</i> Date on which the prospectus in relation to the New Notes is published.	On or around 10 July 2015
<i>Settlement</i> Settlement Date for the Exchange Offer, including (i) delivery of the New Notes, in exchange for the Existing Notes validly Offered for Exchange and accepted for exchange pursuant to the Exchange Offer, and (ii) payment of Cash Amounts.	14 July 2015

The above dates and times are subject, where applicable, to the right of Ethias to extend, re-open, amend, and/or terminate the Exchange Offer.

General

Subject to applicable law and as provided in the Exchange Offer Memorandum, Ethias may, at its sole discretion, extend, re-open, amend, waive any condition of or terminate the Exchange Offer at any time. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Exchange Offer Memorandum as soon as reasonably practicable after the relevant decision is made. See “*Amendment and Termination of the Exchange Offer*” in the Exchange Offer Memorandum.

Ethias is under no obligation to accept, and shall have no liability to any person for any non acceptance of, Offers to Exchange. Offers to Exchange may be rejected in the sole discretion of Ethias for any reason and Ethias is under no obligation to furnish any reason or justification for refusing to accept an Offer to Exchange

Exchange Instructions submitted pursuant to the Exchange Offer and received by the Exchange Agent will be irrevocable except in the limited circumstances described in the Exchange Offer Memorandum under the heading “*Procedures for Participating in the Exchange Offer – Revocation of Exchange Instructions*”.

Holders are advised to check with the bank, securities broker, Clearing Systems, Securities Settlement System or other intermediary through which they hold their Existing Notes whether such intermediary applies different deadlines for any of the events specified in the Exchange Offer Memorandum, and then to allow for such deadlines if such deadlines are prior to the deadlines set out in the Exchange Offer Memorandum.

Holders are advised to read carefully the Exchange Offer Memorandum for full details of and information on the procedures for participating in the Exchange Offer.

Announcements in relation to the Exchange Offer will be made: (a) by the delivery of notices to the Clearing Systems for communication to Direct Participants; (b) by publication on the relevant Reuters International Insider Screen; (c) by publication on the website of the Luxembourg Stock Exchange; and/or (d) by delivery of notice to the Securities Settlement System. Copies of all such announcements, press releases and notices can also be obtained from the Exchange Agent, the contact details for which are set out below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Holders are urged to contact the Dealer Manager or the Exchange Agent for the relevant announcements during the course of the Exchange Offer.

J.P. Morgan Securities plc is acting as Dealer Manager and Lucid Issuer Services Limited is acting as Exchange Agent.

Questions and requests for assistance in connection with: (i) the Exchange Offer, may be directed to the Dealer Manager; and (ii) the delivery of Exchange Instructions, may be directed to the Exchange Agent.

DEALER MANAGER

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Attention: Liability Management
Email: emea_lm@jpmorgan.com

EXCHANGE AGENT

Lucid Issuer Services Limited

Leroy House
436 Essex Road
London N1 3QP
United Kingdom

For information by telephone: +44 (0)20 7704 0880
Attention: Thomas Choquet
Email: ethias@lucid-is.com

Publication of consolidated financial statements for the financial years ended 31 December 2013 and 31 December 2014 and for the three months ended 31 March 2015 of Ethias prepared in accordance with IFRS

In the framework of the Exchange Offer, Ethias has decided to exceptionally publish its consolidated financial statements for (i) the financial years ended 31 December 2013 and 31 December 2014 and (ii) the three months ended 31 March 2015 prepared in accordance with IFRS, which are available at www.ethias.be/corporate/fr/publications/Emprunt.html (French) or www.ethias.be/corporate/nl/publicaties/Lening.html (Dutch).

DISCLAIMER

This announcement must be read in conjunction with the Exchange Offer Memorandum. This announcement and the Exchange Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Exchange Offer. If you are in any doubt as to the contents of this announcement or the Exchange Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, commercial bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Existing Notes in the Exchange Offer. None of the Dealer Manager, the Exchange Agent or Ethias makes any recommendation whether Holders should tender Existing Notes and/or accept the New Notes in the Exchange Offer.

Exchange Offer and Distribution Restrictions

Neither this announcement nor the Exchange Offer Memorandum constitutes an invitation to participate in the Exchange Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement or the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Exchange Offer Memorandum comes are required by each of Ethias, the Dealer Manager and the Exchange Agent to inform themselves about, and to observe, any such restrictions.

No action has been or will be taken in any jurisdiction in relation to the Exchange Offer that would permit a public offering of securities.

United States

The Exchange Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. The Existing Notes may not be Offered for Exchange by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or by U.S. persons as defined in Regulation S of the Securities Act (each a "**U.S. person**"). Accordingly, copies of this announcement or the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including without limitation, by custodians, nominees or trustees) in or into the United States or to U.S. persons. Any purported Offer to Exchange Existing Notes resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported Offer to Exchange made by a person located in the United States, a U.S. person or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

This announcement and the Exchange Offer Memorandum are not an offer of securities for sale in the United States or to U.S. persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons. The purpose of this announcement and the Exchange Offer Memorandum is limited to the Exchange Offer, and this announcement and the Exchange Offer Memorandum may not be sent or given to any person in the United States or otherwise to any person other than in an offshore transaction in accordance with Regulation S under the Securities Act.

Each Holder of Existing Notes participating in the Exchange Offer will represent that it is not a U.S. person and it is not located in the United States and is not participating in the Exchange Offer from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Exchange Offer from the United States. For the purposes of this and the above paragraph, "United States" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

Belgium

Neither this announcement, the Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (*Autorité des services et marchés financiers / Autoriteit voor financiële diensten en markten*) and, accordingly, the Exchange Offer may not be made in Belgium by way of a public offering, as defined in Articles 3, §1, 1° and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the "**Belgian Takeover Law**") as amended or replaced from time to time. Accordingly, the Exchange Offer may not be advertised and the Exchange Offer will not be extended, and none of this announcement, the Exchange Offer Memorandum nor any other documents or materials relating to the Exchange Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" as referred to in Article 6, §3 of the Belgian Takeover Law and as defined in Article 10 of the Belgian law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. This announcement and the Exchange Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Exchange Offer. Accordingly, the information contained in this announcement and the Exchange Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

None of this announcement, the Exchange Offer Memorandum or any other documents or materials relating to the Exchange Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian laws and regulations. The Exchange Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**"), and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"). The Exchange Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

United Kingdom

The communication of this announcement or the Exchange Offer Memorandum by Ethias and any other documents or materials relating to the Exchange Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 ("**FSMA**"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication

of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of Ethias or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”), (2) persons who have professional experience in matters relating to investments and fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Promotion Order) (and any persons who do not have professional experience in matters relating to investments should not rely on such documents and/or materials) and (3) to any other persons to whom these documents and/or materials may lawfully be communicated.

France

The Exchange Offer is not being made, directly or indirectly, to the public in France. None of this announcement, the Exchange Offer Memorandum nor any other documents or offering materials relating to the Exchange Offer have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, in each case acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Exchange Offer. Neither this announcement nor the Exchange Offer Memorandum has not been or will be submitted for clearance procedures (visa) of the *Autorité des marchés financiers*.