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IL GRUPPO BANCARIO AL CENTRO DELLE ALPI

## **GREEN BOND ISSUANCE**

### **INVESTOR PRESENTATION**

September 18<sup>th</sup>, 2023



### **EXECUTIVE SUMMARY**



<b>ISSUER</b> <b>DESCRIPTION</b>	<ul> <li>PROFITABLE BUSINESS MODEL FOCUSED ON COMPANIES, RETAIL AND SMES SERVING THE TERRITORIES IN WHICH IT OPERATES</li> <li>STABLE FUNDING AND SOLID LIQUIDITY POSITION [LCR 169%; NSFR 129%]</li> <li>GOOD ASSET QUALITY WITH A SUBSTANTIAL FOCUS ON DERISKING [NET NPL RATIO 1.7%]</li> <li>SOUND CAPITAL POSITION [CET1 RATIO 15.8%]</li> <li>COST/INCOME RATIO BEST IN CLASS [40.6%]</li> </ul>
GREEN BOND FRAMEWORK	<ul> <li>BPS GREEN BOND FRAMEWORK IS ALIGNED WITH ICMA GREEN BOND PRINCIPLES 2021</li> <li>AN AMOUNT EQUAL TO THE NET PROCEEDS FROM THE GREEN BONDS WILL BE ALLOCATED TO RE/FINANCE NEW OR EXISTING ELIGIBLE GREEN PROJECTS IN LINE WITH ELIGIBILITY CRITERIA</li> <li>SUSTAINALYTICS RELEASED THE SPO: «framework is credible and impactful and aligns to the four core components of the GBP 2021»</li> <li>AN EXTERNAL AUDITOR WILL PERFORM THE INDEPENDENT REVIEW ON AN ANNUAL BASIS</li> </ul>
PORTFOLIO ALLOCATION AND TRANSACTION RATIONALE	<ul> <li>GREEN SENIOR PREFERRED BOND ISSUANCE TO BE ALLOCATED ACROSS ALL ELIGIBLE GREEN CATEGORIES</li> <li>EUR [500]MLN 5NC4 NOTES</li> <li>EXPECTED RATING: BB+ (FITCH) / BBB(low) (DBRS)</li> <li>IMPROVES BPS' LIQUIDITY RATIOS AS WELL AS FURTHER OPTIMISING THE FUNDING MIX</li> <li>CONTINUE TO BUILD UP THE BANK'S MREL RESOURCES IN A LINEAR MANNER</li> </ul>

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## **1** BPS GROUP OVERVIEW

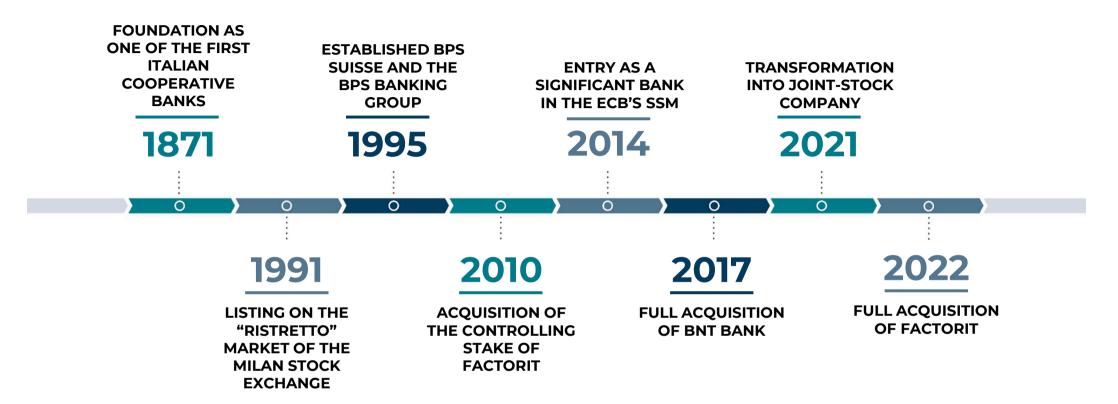
- **2** BPS GROUP COMMITMENT TOWARDS SUSTAINABILITY
- **3** BPS GROUP GREEN BOND FRAMEWORK
- 4 UPCOMING GREEN BOND TRANSACTION AND PORTFOLIO OVERVIEW
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# BPS GROUP OVERVIEW

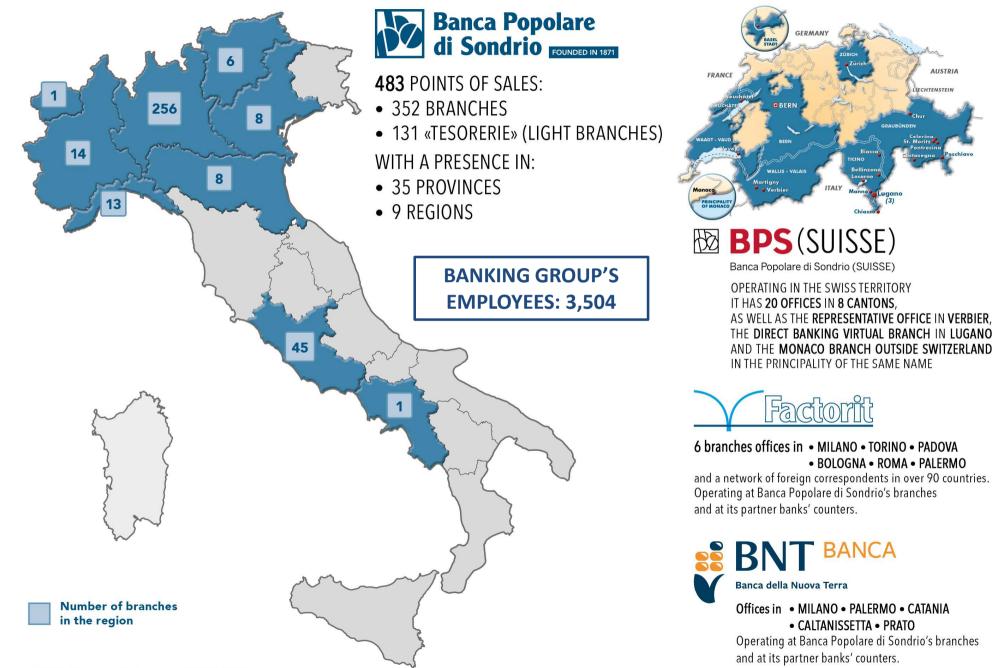






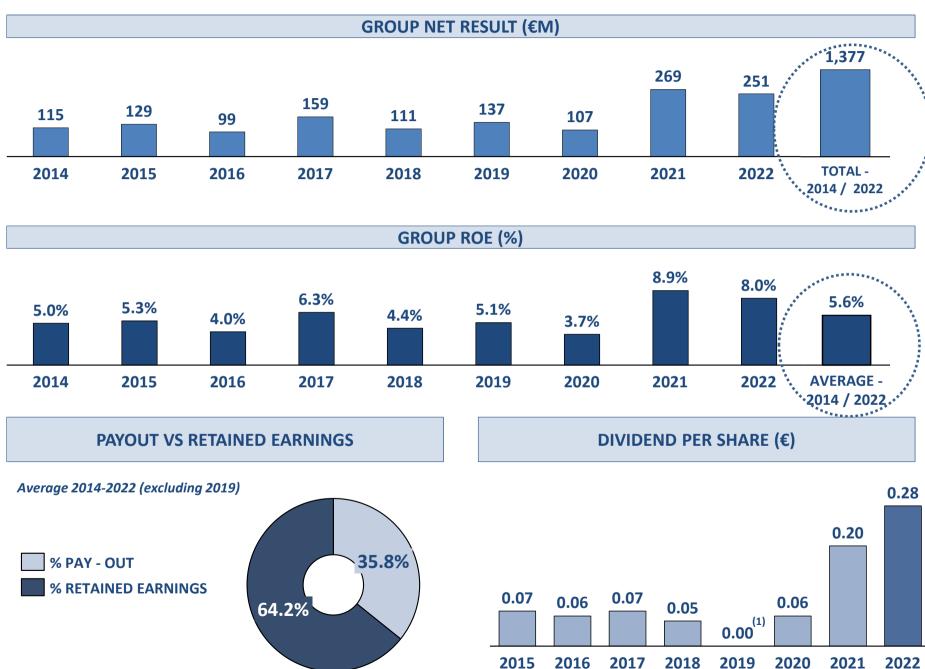
### ...A DIVERSIFIED GROUP WITH A DISTINCTIVE GEOGRAPHICAL FOOTPRINT...







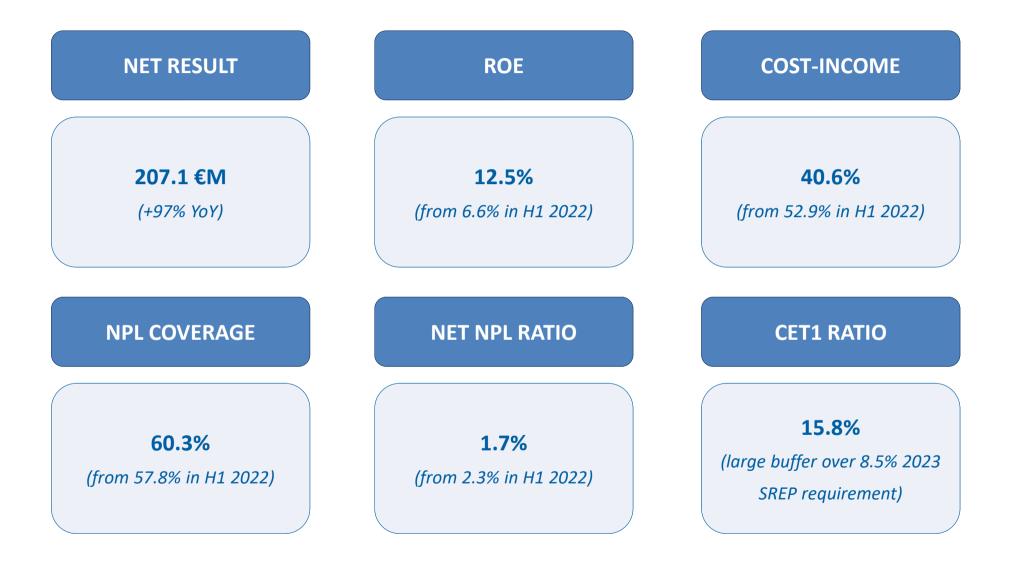
### ...AND A PROFITABLE AND RESILIENT TRACK RECORD



(1) Dividend not paid in 2020 in accordance with ECB recommendation.

### H1 2023 RESULTS AT A GLANCE <sup>1</sup>

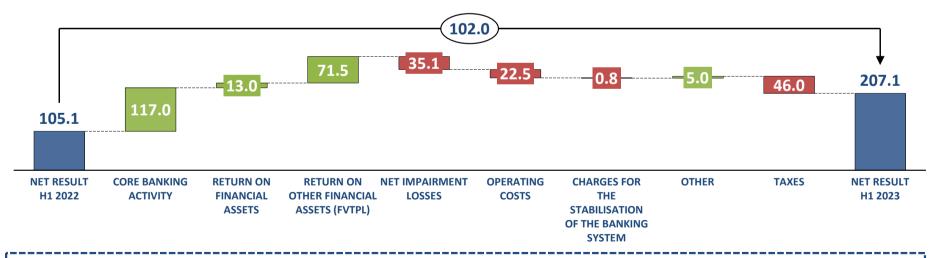




## THE EXCELLENT RESULTS WERE DRIVEN BY NET INTEREST INCOME...



INCOME STATEMENT [1]	H1 2022	H1 2023	Yo	Y
€ M	ACTUAL	ACTUAL	Δ€Μ	Δ%
CORE BANKING ACTIVITY	504.8	621.9	117.0	23.2%
ow Net interest income	320.3	427.3	107.0	33.4%
ow Net fee and commission income	184.5	194.5	10.0	5.4%
RETURN ON FINANCIAL ASSETS	47.5	60.4	13.0	27.3%
RETURN ON OTHER FINANCIAL ASSETS (FVTPL)	-67.6	3.9	71.5	-
TOTAL INCOME	484.7	686.2	201.5	41.6%
NET IMPAIRMENT LOSSES	-43.8	-78.9	-35.1	80.1%
OPERATING COSTS	-256.2	-278.7	-22.5	8.8%
CHARGES FOR THE STABILISATION OF THE BANKING SYSTEM	-40.0	-40.9	-0.8	2.0%
GROSS RESULT	153.9	301.9	148.0	96.2%
NET RESULT	105.1	207.1	102.0	97.1%

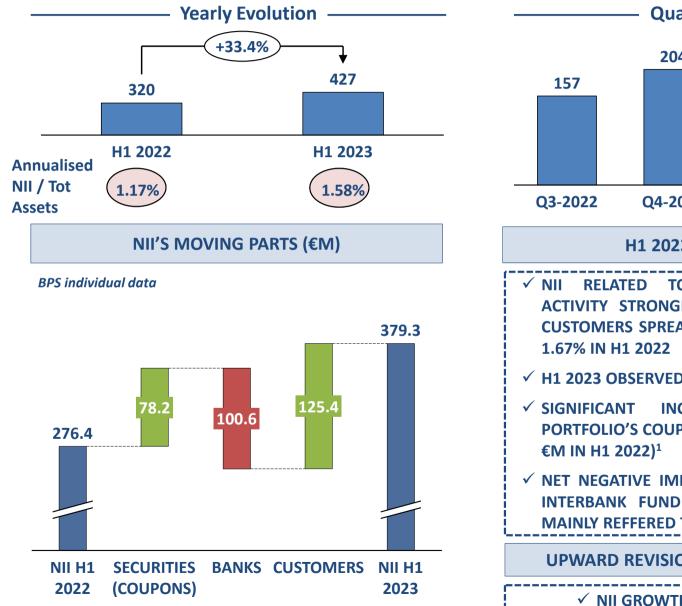


 ✓ TOTAL INCOME BENEFITS FROM ALL ITS COMPONENTS: CORE BANKING ACTIVITY +117 €M YoY (+23,2%), TOTAL RETURN ON FINANCIAL ASSETS ≈ +85 €M YoY

### ...SHOWING A VERY POSITIVE TREND WITH COMMERCIAL ACTIVITY AS MAIN DRIVER









#### H1 2023 NII'S DRIVERS

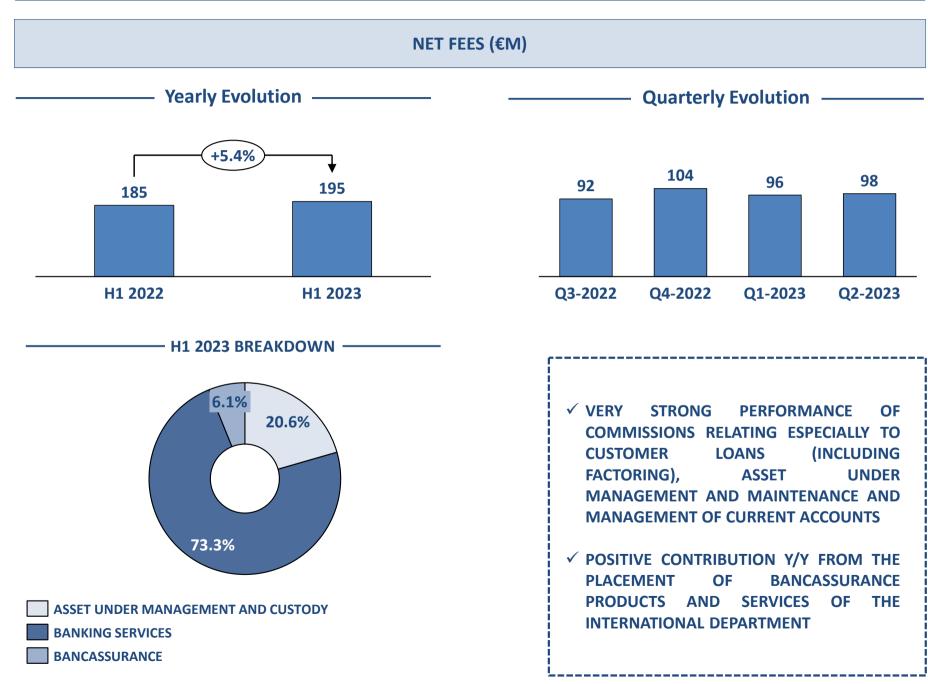
- ✓ NII RELATED TO «RETAIL» COMMERCIAL ACTIVITY STRONGLY INCREASING THANKS TO CUSTOMERS SPREAD OPENING TO 2.70% FROM 1.67% IN H1 2022
- ✓ H1 2023 OBSERVED DEPOSIT BETA =  $27\%^1$
- ✓ SIGNIFICANT INCREASE IN PROPRIETARY PORTFOLIO'S COUPON FLOWS (137 €M FROM 59 €M IN H1 2022)<sup>1</sup>
- ✓ NET NEGATIVE IMPACT FOR ABOUT 62 €M OF INTERBANK FUNDING (vs +40 €M H1 2022)
   MAINLY REFFERED TO TLTRO III COMPONENT<sup>1</sup>

**UPWARD REVISION OF 2023 NII GUIDANCE** 

✓ NII GROWTH Y/Y OF AROUND 30%

# H1 2023 SHOWED ALSO A POSITIVE EVOLUTION OF NET FEES AND COMMISSIONS...

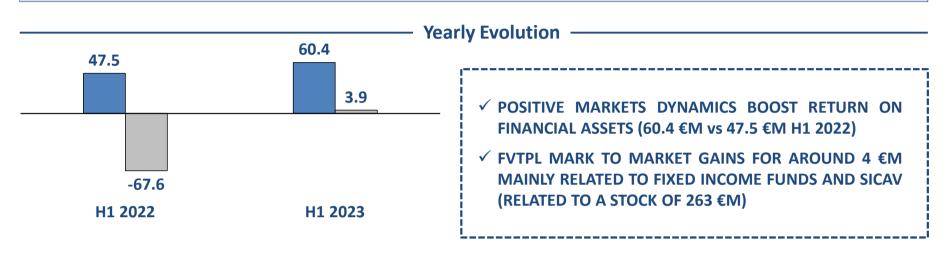




### ...AND A STRONG FINANCIAL ASSETS PERFORMANCE...



### BREAKDOWN OF RETURN ON FINANCIAL ASSETS (€M)



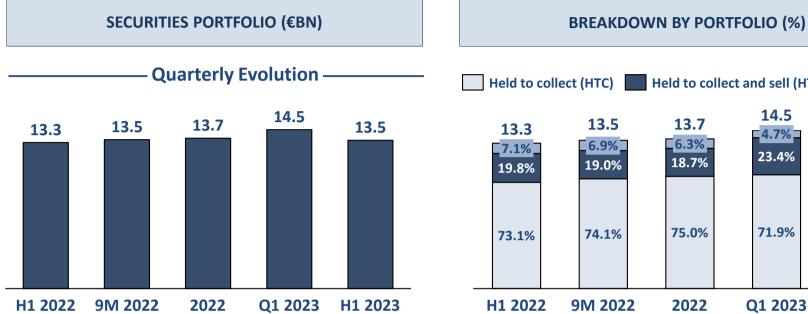
RETURN ON FINANCIAL ASSETS IN NET GAINS ON FINANCIAL ASSETS AND LIABILITIES AT FVTPL

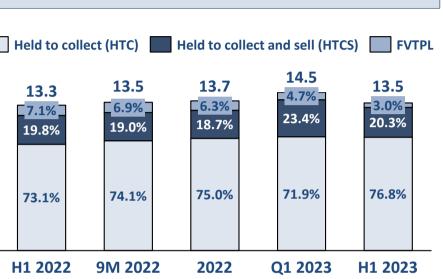
### DETAILS OF FINANCIAL ASSETS PERFORMANCE

			ΥοΥ				Q	οQ
	H1 2022	H1 2023	∆€M	Δ%	Q1-2023	Q2-2023	∆€M	Δ%
DIVIDENDS AND SIMILAR INCOME	5.7	2.3	-3.4	-59.4%	0.7	1.6	1.0	148.1%
NET TRADING INCOME	2.7	54.9	52.2	-	28.6	26.3	-2.3	-8.0%
NET HEDGING INCOME	-0.1	-0.0	0.1	-76.1%	0.2	-0.2	-0.4	-
NET GAINS FROM SALES OR REPURCHASES	39.2	3.2	-36.0	-91.8%	1.0	2.2	1.2	121.1%
RETURN ON FINANCIAL ASSETS	47.5	60.4	13.0	27.3%	30.5	30.0	-0.5	-1.7%
NET GAINS ON FINANCIAL ASSETS AND LIABILITIES AT FVTPL	-67.6	3.9	71.5	-	12.7	-8.8	-21.5	-
O/W LOANS	-17.2	1.1	18.3	-	2.9	-1.8	-4.8	-
O/W OTHER (MAINLY FUNDS AND SICAV)	-50.3	2.8	53.1	-	9.8	-7.0	-16.7	-
TOTAL	-20.1	64.3	84.4	-	43.2	21.2	-22.0	-51.0%



## ...WHILE MAINTANING A PRUDENT PORTFOLIO ALLOCATION...





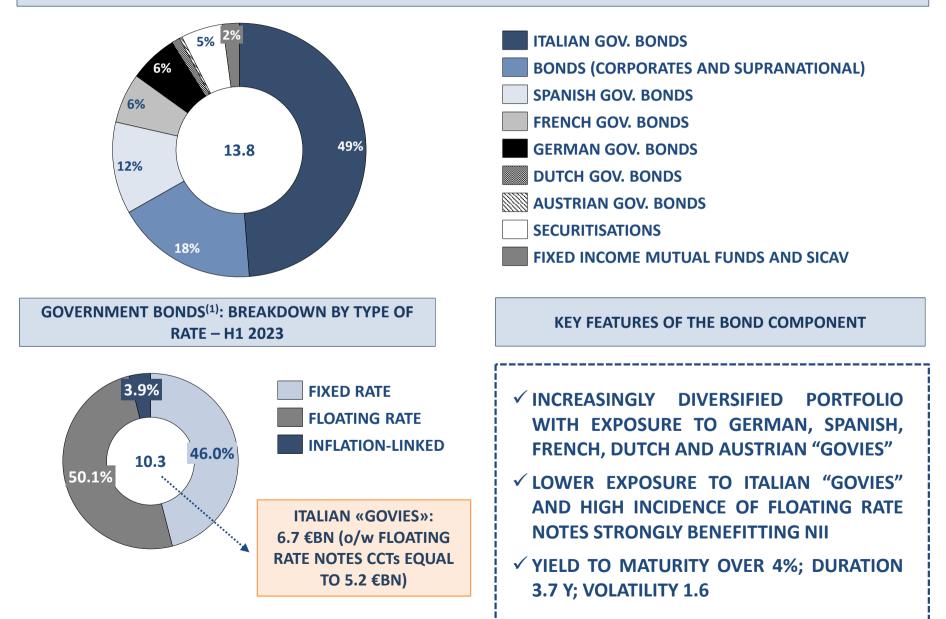
#### **BREAKDOWN BY TYPE OF ASSETS (%)**

€ BN	H1 2022	9M 2022	2022	Q1 2023	H1 2023	% ON TOTAL
BONDS	12.3	12.6	12.8	13.7	13.0	96.8%
EQUITY	0.2	0.2	0.1	0.1	0.1	0.9%
OTHER (MAINLY FUNDS AND SICAV)	0.8	0.8	0.8	0.6	0.3	2.3%
TOTAL	13.3	13.5	13.7	14.5	13.5	100.0%

### ...WITH HIGH INCIDENCE OF FLOATING-RATE BONDS

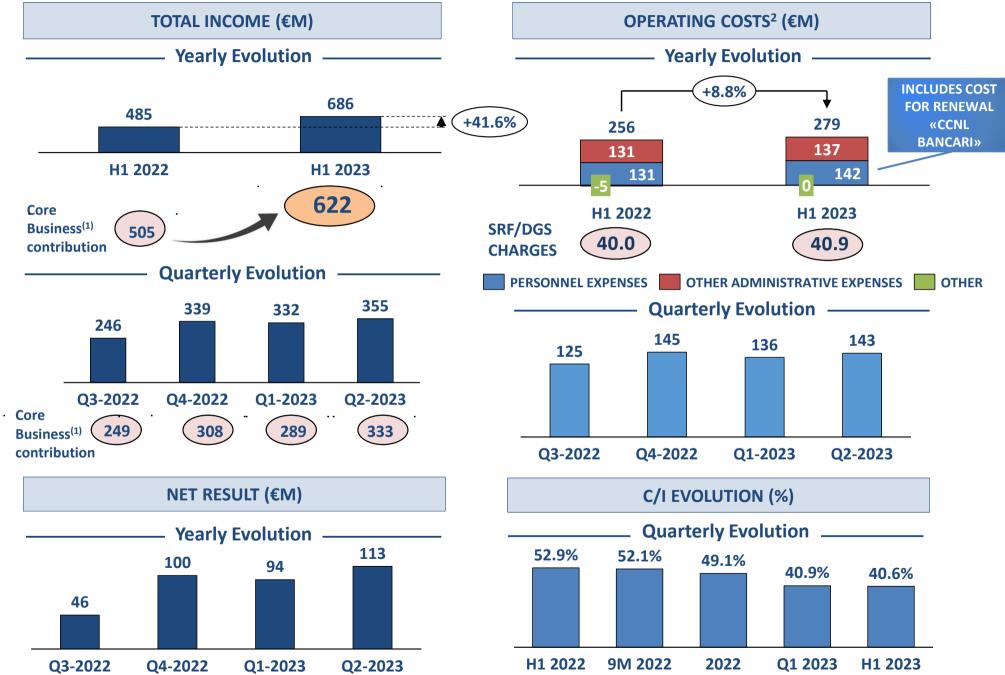


### DEBT SECURITIES COMPONENT BREAKDOWN<sup>(1)</sup> – H1 2023



## OPERATING COSTS REMAIN UNDER CONTROL WITH COST/INCOME RATIO BEST IN CLASS AND A REMARKABLE OPERATING PERFORMANCE





(1) Core business = NII+ NF&C ; (2) Operating costs are considered net of System charges

### **GROWTH OF LENDING IN A CHALLENGING ENVIRONMENT...**

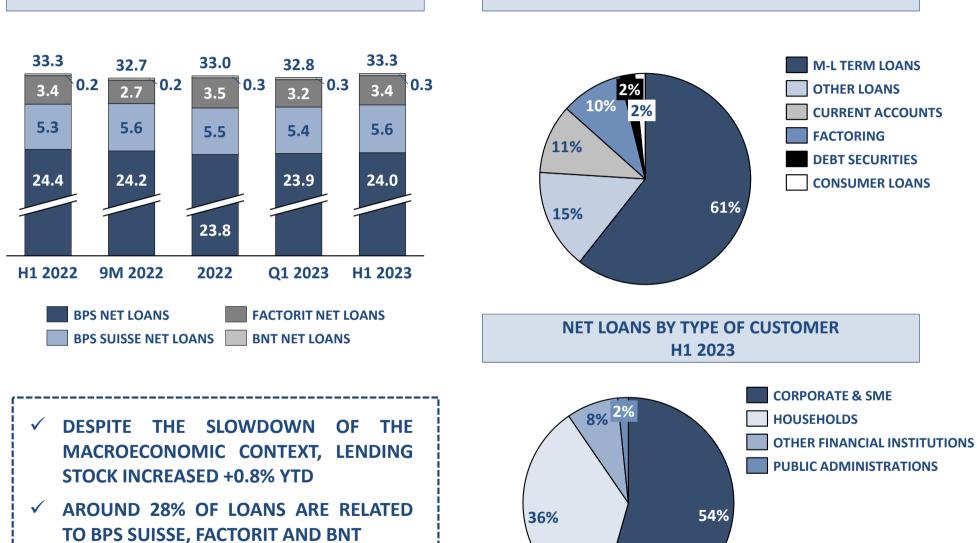
NET LOANS BY TYPE – H1 2023





✓ INCIDENCE OF FLOATING-RATE LOANS

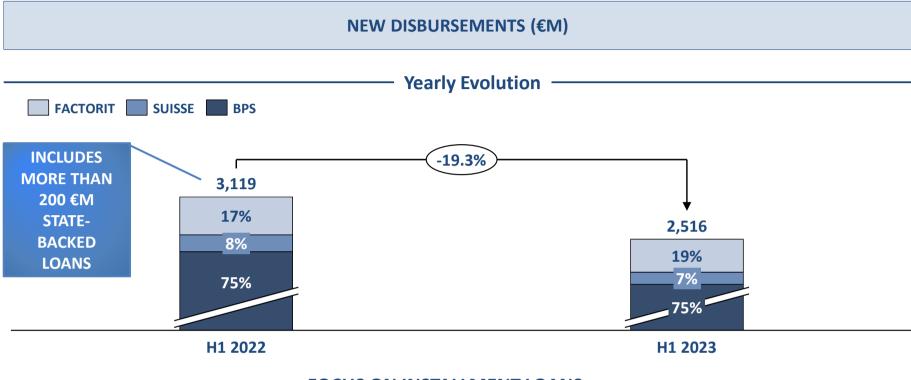
**AROUND 70%** 



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### ... MAINTANING A HIGH INCIDENCE OF VARIABLE-RATE LOANS





FOCUS ON INSTALLMENT LOANS

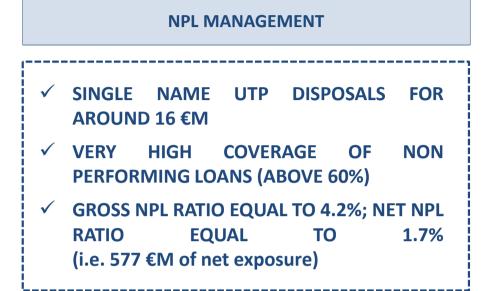
BPS individual management data

INSTALLMENT LOANS NEW DISBURSEMENTS (€ M)	H1 2022	H1 2023
TOTAL	1,847	1,594
of which MORTGAGE LOANS	672	579
of which OTHER UNSECURED LOANS	1,111	953
of which PERSONAL LOANS	64	62

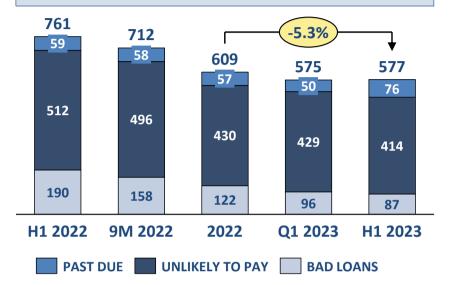
NEW LENDING AT
 AVERAGE RATE OF
 4.68% (VS 1.90%
 H1 2022); 85% ARE
 VARIABLE-RATE
 LOANS

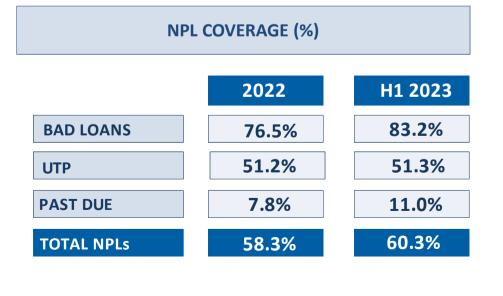
### ASSET QUALITY UNDER CONTROL...



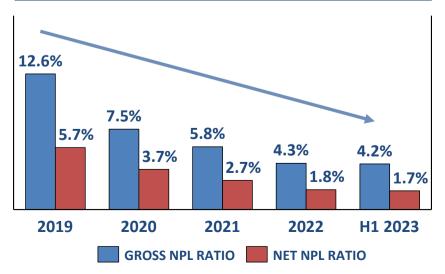


NET NPL STOCK EVOLUTION (€M)



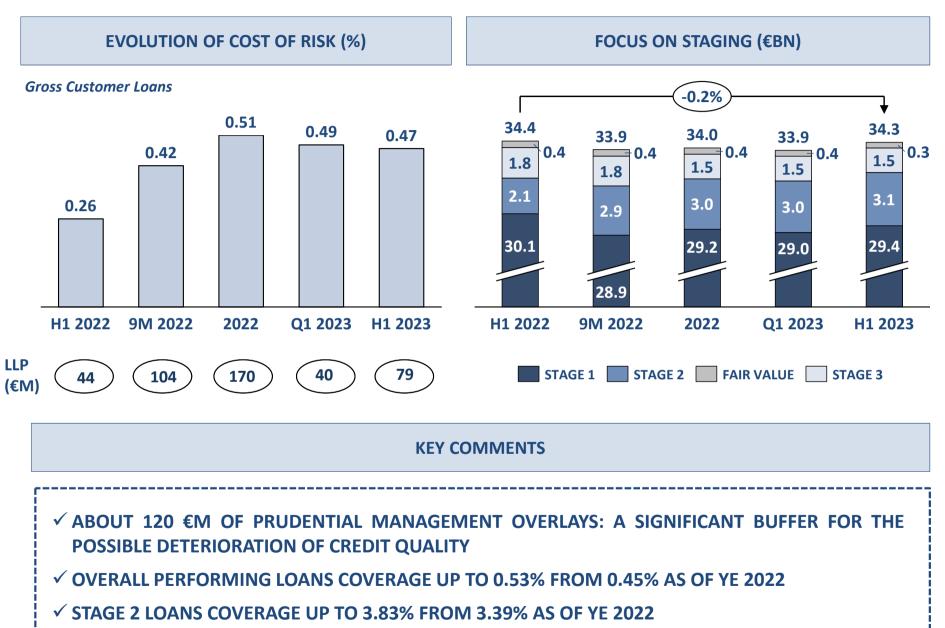


A CLEAR DERISKING COMMITMENT SINCE 2019



### ...WITH STABLE COST OF RISK, WHILE KEEPING A PRUDENT APPROACH





### **GROUP'S FUNDING STRUCTURE...**



#### FUNDING FROM CUSTOMERS / BREAKDOWN BY **TOTAL FUNDING (€BN) TECHNICAL FORM (€BN)** BONDS FUNDING FROM ECB **TLTRO III COMING O/W MORE** 8.0% FUNDING FROM CUSTOMERS **DUE IN 2024:** THAN 18 €BN 2.7% > 806 €M **OF STICKY** -7.4% -9.0% (27/03/2024)RETAIL > 3.7 €BN 35.5 50.6 **DEPOSITS** 48.8 47.9 (25/09/2024)47.1 3.5 3.4 43.6 3.8 3.3 8.9 3.6 8.9 8.9 8.9 88.2% 4.5 38.2 36.6 35.2 35.5 34.9 **CURRENT ACCOUNTS** LEASING LIABILITIES H1 2022 9M 2022 2022 Q1 2023 H1 2023 TIME DEPOSITS **CASHIER CHECKS AND OTHERS REPOS TRANSACTIONS OTHER DEBTS**

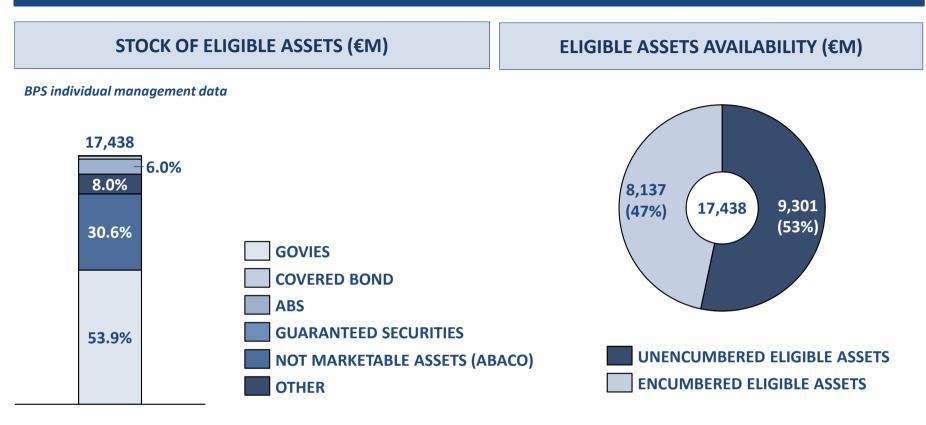
 ✓ "CORE" DIRECT CUSTOMER FUNDING<sup>1</sup> EQUAL TO 30,620 €M SUBSTANTIALLY IN LINE COMPARED TO 30,704 €M AS OF 31/12/2022

✓ WELL ON TRACK TO MEET MEDIUM-LONG TERM FUNDING PLAN TARGETS FOR THE YEAR WITH OVER 600 €M SENIOR PREFERRED BONDS PLACED (O/W 470 €M TO RETAIL INVESTORS AND 150 €M WITH A PRIVATE PLACEMENT TO CASSA DEPOSITI E PRESTITI)

(1) Net of repos and funding from institutional counterparties (management data).

### ...WITH A SOLID LIQUIDITY POSITION

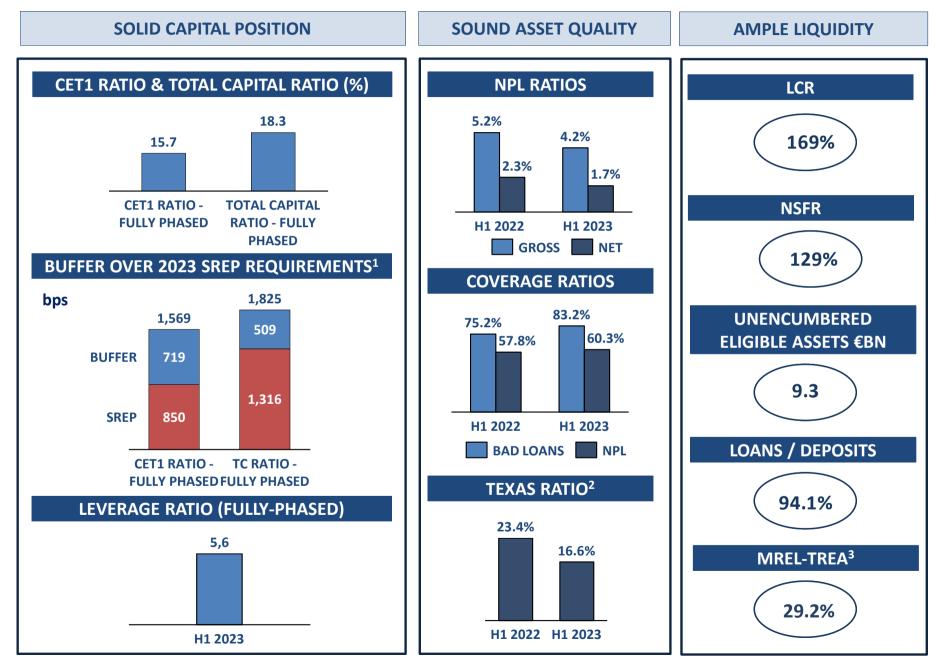




 ✓ DESPITE THE REPAYMENT OF 4.4 €BN RELATED TO TLTRO III (TRANCHE 4) IN JUNE, THE LIQUIDITY INDICATORS REMAIN COMFORTABLY ABOVE REQUIREMENTS (LCR AT 169% AND NSFR AT 129%)
 ✓ COUNTERBALANCING CAPACITY AROUND 12 €BN
 ✓ FINALIZATION IN JUNE OF "CENTRO DELLE ALPI" SMEs SELF-SECURITISATION PROVIDES AROUND 1.1 €BN OF ELIGIBLE ECB SECURITIES

### THE BANK AT THE END OF H1 2023 IN A NUTSHELL





(1) Net of usage in place of AT1/T2 instruments, **around 1.1 € BN of «free» CET1** (2) Net NPLs/(net equity-intangible assets) (3) «MREL-TREA»: Minimum Requirement for own funds and Eligible Liabilities - Total Risk Exposure Amount. Minimum required ratio with CBR = 25.3% - no subordination requirement.





# **2** BPS GROUP COMMITMENT TOWARDS SUSTAINABILITY



CLOSE, BY TRADITION, TO THE GEOGRAPHICAL AREA IN WHICH THE BANK OPERATES, BPS IS COMMITTED TO PROMOTING **SUSTAINABLE ECONOMIC DEVELOPMENT** IN THE COMMUNITY, THROUGH ATTENTIVE AND PERSONALIZED SUPPORT TO THE CUSTOMERS.

Since 2004 BPS has been supporting the UN Global Compact



Since 2018 BPS has been a founding member of the UN Global Compact Network Italy

SUSTAINABLE DEVELOPMENT	
GOALS	

In 2023 BPS joined TCFD and released

**TCFD Report** 



THE **SUSTAINABILITY POLICY,** TOGETHER WITH THE ENVIRONMENTAL AND ESG CREDIT POLICY, GUIDES THE INTEGRATION OF SUSTAINABILITY INTO THE GROUP'S BUSINESS AND OPERATIONS. THE **2022-2025 STRATEGIC PLAN** HAS STARTED A PROCESS AIMED AT DEFINING THE KEY ACTIONS TO BE IMPLEMENTED AND THE ESG GOALS<sup>1</sup>.



(1) Future progress and objectives are described in the **<u>consolidated non-financial statement</u>** and on the bank's corporate website.

## SUSTAINABILITY AND BUSINESS PLAN ACTIVITIES



	ESG GOVERNANCE	INTERNATIONAL INITIATIVES AND	BUSINESS POLICIES AND	PRODUCTS AND SERVICES	REPORTING AND COMMUNICATION
<b>GOALS ACHIEVED IN 2023</b>	<ul> <li>Strengthening of ESG Governance</li> <li>ESG training for all Group personnel</li> <li>ESG compliance programme</li> <li>Internal behavioral guidelines for environmental Impacts reduction</li> <li>BoD Increase of women presence and independent</li> <li>Introduction of ESG objectives in remuneration policies</li> </ul>	<ul> <li>AND ESG RATINGS</li> <li>✓ Intensification of the dialogue with Providers</li> <li>✓ Support to TCFD</li> <li>✓ Joining Valore D</li> <li>✓ Standard Ethics rating improvement: corporate rating EE and long-term expected rating EE+ with positive outlook</li> </ul>	<ul> <li>✓ ESG Credit Policy</li> <li>✓ Integrated Risk Management</li> <li>✓ First set of CO2 reduction targets identification</li> <li>✓ Counterparty C&amp;E</li> <li>✓ Score definition</li> <li>✓ Target increase of ESG segment of proprietary Portfolio</li> </ul>	<ul> <li>ESG Green Loan Products</li> <li>Enlargement of ESG asset management lines</li> <li>Integration of ESG topics into MiFID II Questionnaire</li> <li>+60% budget increase for ESG integration and ESG risk management</li> </ul>	<ul> <li>✓ Improvement of indirect emissions (Scope 3) inventory</li> <li>✓ Strengthening ESG communication strategy</li> <li>✓ Integration of NFS with TCFD Recommendations</li> </ul>
GOALS TO BE ACHIEVED BY 2025	<ul> <li>Sustainable mobility operational Plan</li> <li>Diversity and Inclusion</li> <li>Launch of the Female Leadership Programme</li> <li>Formalization of Level II and III ESG Controls</li> </ul>	<ul> <li>UN PRB</li> <li>Net-Zero Banking Alliance</li> <li>Improvement of ESG ratings/scoring</li> </ul>	<ul> <li>Responsible Investment Guidelines</li> <li>Definition of a Giving Strategy</li> <li>ESG supply chain assessment</li> <li>ISO 14001 Environmental Management System</li> </ul>	<ul> <li>New ESG Bonds</li> <li>Integration of counterparties' ESG Score with Taxonomy- alignment</li> <li>Taxonomy-aligned products</li> <li>Improved Digitization</li> </ul>	<ul> <li>Improved analyses of the environmental performance of Real Estate assets</li> <li>ESG brand identity</li> <li>NFS evolution including the Corporate Sustainability</li> <li>Reporting Directive and the new reporting standards</li> </ul>

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## **3** BPS GROUP GREEN BOND FRAMEWORK

### GREEN BOND FRAMEWORK 2021 [1/2]



**IN JULY 2021, BPS GROUP ISSUED ITS FIRST SENIOR PREFERRED GREEN BOND** FOR AN AMOUNT EQUAL TO 500 €M, FROM THE EURO MEDIUM TERM NOTES (EMTN) PROGRAM.

THE GREEN BOND FRAMEWORK<sup>1</sup> IS THE DOCUMENT THROUGH WHICH THE BANK PRESENTS ITS SUSTAINABILITY STRATEGY, WITH PARTICULAR REFERENCE TO CLIMATE/ENVIRONMENTAL ISSUES, DETAILING THE METHODS OF SELECTING GREEN ASSETS AND MANAGING THE PROCEEDS COLLECTED.

THE BANK'S GREEN BOND FRAMEWORK IS **ALIGNED WITH THE ICMA 2021** (*INTERNATIONAL CAPITAL MARKET ASSOCIATION*) GUIDELINES.

TO DATE, THE ICMA GUIDELINES ARE THE BENCHMARK FOR THE INTERNATIONAL MARKET, PENDING THE PUBLICATION OF THE EU GREEN BOND PRINCIPLES.



ICMA

**Green Bond** Principles Voluntary Process Guidelines for Issuing Green Bonds





THE GREEN BOND FRAMEWORK IS PUBLISHED ON THE INSTITUTIONAL WEBSITE, BOTH IN THE INVESTOR RELATIONS/FINANCIAL OPERATIONS SECTION AND IN THE SUSTAINABILITY/GREEN BOND SECTION.



### WITHIN THE BPS **GREEN BOND FRAMEWORK DI BPS**, THE SO-CALLED 4 PILLARS ARE DEFINED:

USE OF PROCEEDS	<ul> <li>AN AMOUNT EQUIVALENT TO THE NET PROCEEDS OF BANCA POPOLARE DI SONDRIO'S GREEN BONDS WILL BE ALLOCATED EXCLUSIVELY TO FINANCE OR REFINANCE NEW OR EXISTING ELIGIBLE GREEN ASSETS THAT MEET BPS GREEN BOND FRAMEWORK ELIGIBILITY CRITERIA</li> <li>LOOK BACK PERIOD: &gt; 2018</li> </ul>
PROJECT EVALUATION AND SELECTION	<ul> <li>BANCA POPOLARE DI SONDRIO ESTABLISHED A SUSTAINABILITY COMMITTEE COMPOSED BY TOP MANAGEMENT THAT WILL BE RESPONSIBLE, AMONG OTHER TASKS, TO REVIEW, MONITOR AND APPROVE ELIGIBLE GREEN ASSETS ACCORDING TO BPS GREEN BOND FRAMEWORK</li> <li>GREEN ASSETS WILL BE MAINLY COMPOSED BY CORPORATE LOANS, MORTGAGES FOR RESIDENTIAL OR COMMERCIAL ENERGY- EFFICIENT BUILDINGS, ASSETS RELATED TO THE FINANCING OF THE RENOVATION OF EXISTING BUILDING OR INDIVIDUAL RENOVATION MEASURES</li> </ul>
MANAGEMENT OF PROCEEDS	<ul> <li>THE PROCEEDS FROM THE BONDS ISSUED UNDER THIS FRAMEWORK WILL BE MANAGED ON A PORTFOLIO BASIS</li> <li>THE BANK UNDERTAKES TO DO EVERYTHING IN ITS POWER TO ALLOCATE THE PROCEEDS TO ELIGIBLE GREEN ASSETS WITHIN A MAXIMUM OF 36 MONTHS</li> </ul>
REPORTING	<ul> <li>BPS IS COMMITTING TO REPORT ON AN ANNUAL BASIS THE USE OF PROCEEDS AND IMPACT REPORTING OF THE IDENTIFIED PORTFOLIO</li> </ul>
EXTERNAL REVIEW	<ul> <li>BPS HAS OBTAINED A SECOND PARTY OPINION FROM SUSTAINALYTICS</li> <li>ON AN ANNUAL BASIS, AN EXTERNAL AUDITOR WILL CARRY OUT AN INDEPENDENT REVIEW OF:</li> <li>USE OF PROCEEDS ASSOCIATED WITH THE SELECTED ELIGIBLE CATEGORIES;</li> <li>CONFORMANCE WITH THE FRAMEWORK OF THE SELECTED ELIGIBLE GREEN PROJECTS;</li> <li>ALLOCATION REPORTING METRICS</li> </ul>

THE PROCEEDS ARE USED EXCLUSIVELY TO FINANCE OR REFINANCE ACTIVITIES THAT MEET THE FOLLOWING ELIGIBILITY CRITERIA:

**GREEN BUILDING:** LOANS OR ASSETS RELATED TO THE ACQUISITION, CONSTRUCTION AND RENOVATION OF RESIDENTIAL AND/OR COMMERCIAL ENERGY-EFFICIENT BUILDING.

**RENEWABLE ENERGY:** LOANS FOR THE ACQUISITION, DEVELOPMENT AND MANAGEMENT OF INFRASTRUCTURE FOR THE PRODUCTION OF ENERGY FROM RENEWABLE SOURCES.

**CLEAN TRANSPORTATION:** LOANS RELATED TO LOW CARBON TRANSPORT ASSETS AND THE PURCHASE, CONSTRUCTION AND OPERATION OF INFRASTRUCTURE DEDICATED TO LOW-CARBON TRANSPORT.

**ENERGY EFFICIENCY:** LOANS RELATED TO ASSETS / ACTIVITIES CONTRIBUTING TO THE REDUCTION OF ENERGY CONSUMPTION (E.G. ENERGY-SAVING LIGHTING OR DISTRICT HEATING).

**ENVIRONMENTALLY SUSTAINABLE MANAGEMENT OF LIVING NATURAL RESOURCES AND LAND USE:** LOANS FOR ACTIVITIES THAT CONTRIBUTE TO THE SUSTAINABLE MANAGEMENT OF NATURAL RESOURCES AND LAND USE (E.G. ORGANIC AGRICOLTURE OR INVESTMENTS IN PROTECTED AREAS SUCH AS REGIONAL NATURAL PARKS).

**POLLUTION PREVENTION AND CONTROL:** LOANS FOR ACTIVITIES THAT CONTRIBUTE TO THE PREVENTION, COLLECTION, DISPOSAL AND RECYCLING OF WASTE.

**SUSTAINABLE WATER AND WASTEWATER MANAGEMENT:** LOANS FOR ACTIVITIES THAT IMPROVE THE QUALITY, EFFICIENCY, DISTRIBUTION AND CONSERVATION OF WATER.











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## PROJECTS EVALUATION AND SELECTION



BPS GROUP HAS ESTABLISHED A **SUSTAINABILITY COMMITTEE** THAT, AMONG OTHER TASKS, OVERSEES THE GOVERNANCE OF THIS GREEN BOND FRAMEWORK.



## THE PROCESS OF ASSET VALUATION IS THE FOLLOWING:

- THE RELEVANT DEPARTMENTS WITHIN
   THE GROUP PERFORM A PRE-SELECTION
   OF POTENTIAL ELIGIBLE GREEN
   PROJECTS.
- THESE POTENTIAL ELIGIBLE GREEN
   PROJECTS ARE **PRESENTED** BY THE
   RELEVANT DEPARTMENTS **TO THE SUSTAINABILITY COMMITTEE**.
- THE SUSTAINABILITY COMMITTEE
   CHECKS WHETHER POTENTIAL PROJECTS
   ARE IN LINE WITH THE BANK'S
   ELIGIBILITY CRITERIA.
- IF YES, ELIGIBLE GREEN PROJECTS ARE IDENTIFIED IN THE BANK'S INTERNAL INFORMATION SYSTEM.

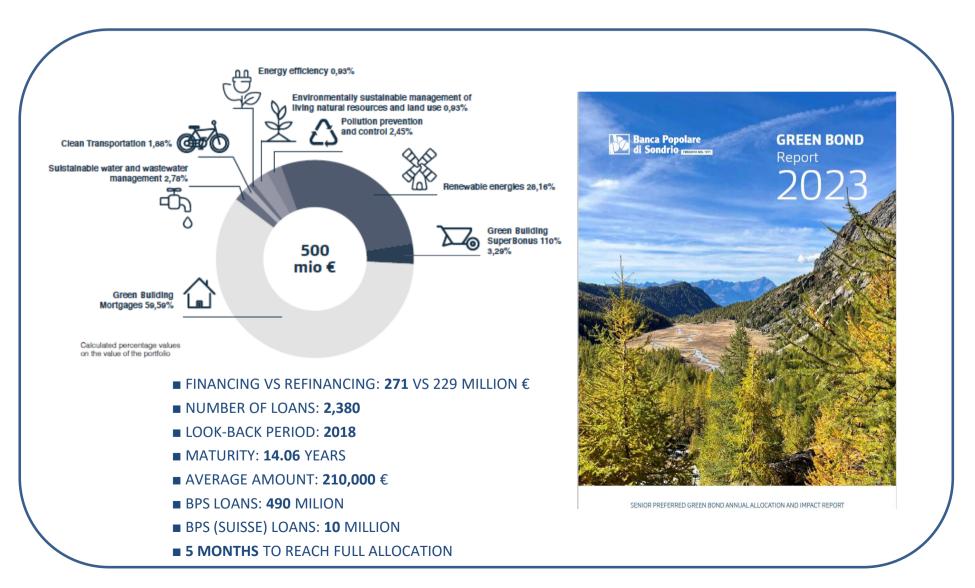
### SECTORS EXCLUDED FROM THE GREEN BOND PORTFOLIO



### ALLOCATION AND IMPACT REPORTING



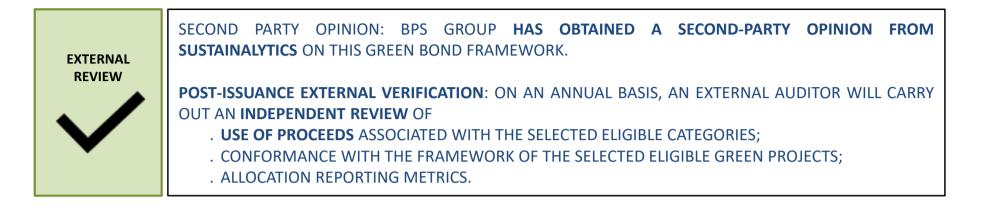
THE **GREEN BOND REPORT** PROVIDES INFORMATION TO THE STAKEHOLDERS ON THE "USE OF PROCEEDS" OF THE BOND, IN TERMS OF FINANCIAL AND ENVIRONMENTAL IMPACT, ENHANCING THE **SPECIFIC FEATURES OF BPS GREEN PORTFOLIO**.

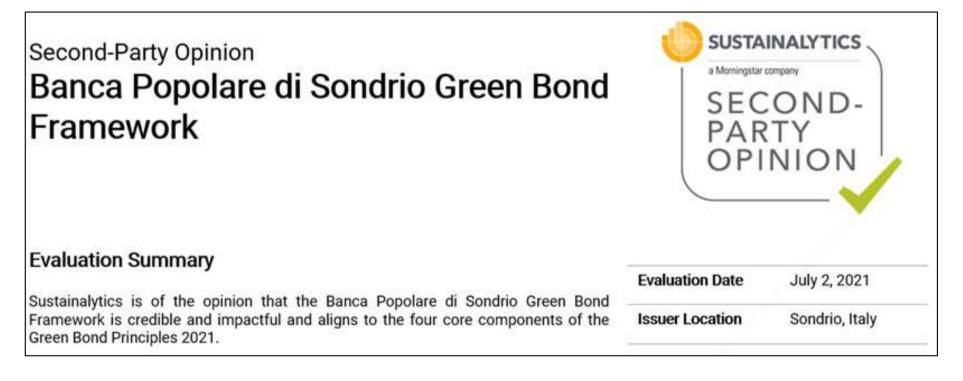


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### **THIRD PARTIES REVIEW**







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## 4 UPCOMING GREEN BOND TRANSACTION AND PORTFOLIO OVERVIEW

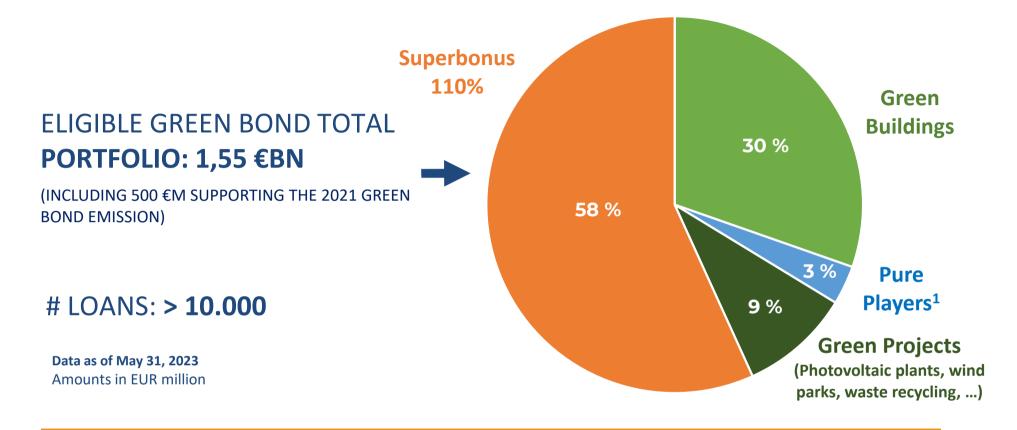
### INDICATIVE TERMSHEET OF BPS GREEN BOND ISSUANCE



Issuer:	Banca Popolare di Sondrio		
Issuer Ratings:	BB+ (Fitch) / BBBL (DBRS)		
Expected Issue Ratings:	[BB+] (Fitch) / [BBBL] (DBRS)		
Chatwar	Senior Notes, unsecured, unsubordinated. Each holder unconditionally and irrevocably waives any		
Status:	right of set-off		
Form and Format:	5-year Non-Call 4-year, Reg S Bearer, New Global Note		
Size/Aggregate Nominal Amount:	EUR [500,000,000]		
Use of Proceeds:	An equivalent amount of proceeds will be used to finance and refinance Eligible Green Assets		
Use of Proceeds.	according to the BPS Green Bond Framework		
	[•] September 2027 (4 years) (one-time call option, at par, in whole, at the Issuer's discretion subject		
Optional Redemption Date	to compliance by the Issuer with any conditions to such redemption prescribed by the MREL		
	Requirements as defined in the Base Prospectus)		
Maturity Date:	[•] September 2028		
	Fixed Rate [•]% p.a., payable annually in arrear on each Interest payment Date until (but excluding)		
Coupon:	the Reset Date ([• September] 2027); reset from the Reset Date to a fixed rate equal to the 1-year		
	mid-swap rate prevailing at the Reset Determination Date plus the Reset Margin (no step-up)		
	Each Noteholder acknowledges and agrees to be bound by the exercise of any Loss Absorption Power		
Acknowledgement of Bail-in Power:	by the Relevant Resolution Authority <i>in accordance with Condition 16 (Statutory Loss Absorption</i>		
	<u>Powers)</u>		
Ontional Rodomation	Early Redemption (in whole but not in part) for tax reasons (additional amounts) or upon occurrence of		
Optional Redemption:	a MREL Disqualification Event (full or partial exclusion from eligible liabilities)		
	If the Issuer shall be liquidated (including becoming subject to Liquidazione Coatta Amministrativa as		
Events of Default:	defined in the Italian Consolidated Banking Act) or the Issuer shall be insolvent, Noteholders may cause		
	the Notes to become due and payable together with accrued interest (if any)		
Listing:	Luxembourg Stock Exchange (regulated market)		
Clearing:	Euroclear, Clearstream		
Denominations:	Euro 100,000 and integral multiples of Euro 1,000 in excess thereof up to and including Euro 199,000		
	Under the Issuer's EMTN Programme dated 15 <sup>th</sup> December 2022 as supplemented on 15 <sup>th</sup> February		
Documentations and CPs:	2023, 21 <sup>st</sup> March 2023 and [•] September 2023		
Colling Doctrictions	As per the Base Prospectus (RegS, Compliance Category 2, TEFRA rules apply. No communications with		
Selling Restrictions:	or into the U.S.)		
Governing Law:	Italian law		
Loint Lood Monogora 9. Doolwane area	Banca Popolare di Sondrio S.p.A., BNP Paribas, Citi, Deutsche Bank, IMI-Intesa Sanpaolo, Santander		
Joint Lead Managers & Bookrunners:	CIB, Unicredit		

### **OVERVIEW OF BPS ELIGIBLE PROJECTS**







ASSETS MAINLY LOCATED IN ITALY AND FOR A LIMITED SHARE IN SWITZERLAND





ENVIRONMENTAL IMPACT CALCULATED FOR EVERY SINGLE ASSET



(1) Companies with 90% or more of its revenues from activities included in the Eligible Categories.

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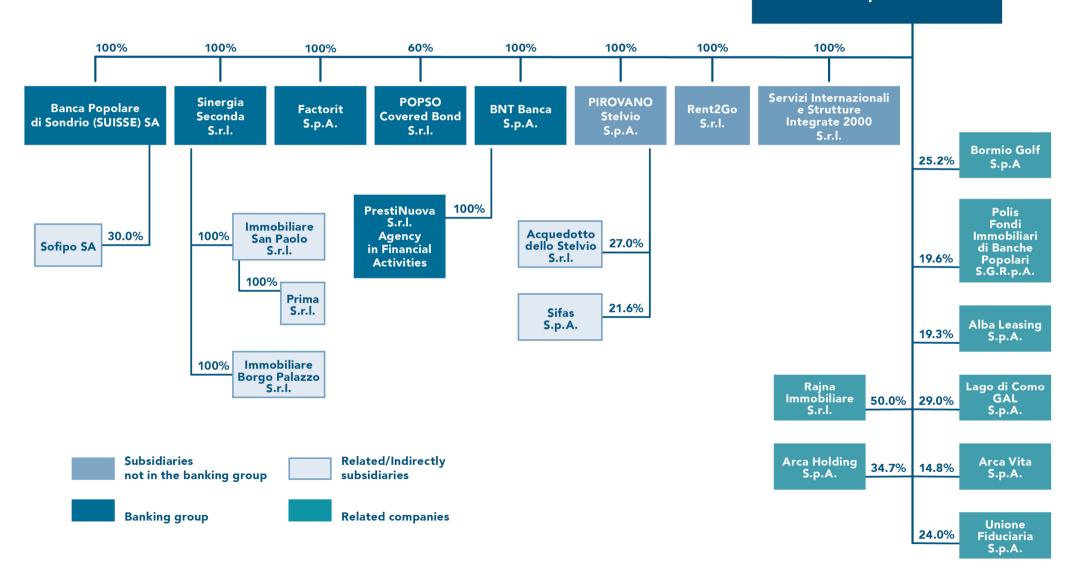




### **GROUP STRUCTURE**



Banca Popolare di Sondrio S.p.A.



### **FINANCIAL RATINGS**



## **Fitch**Ratings

### Rating updated on 6 JULY 2023 Long term: **BB+**

Short term: B OUTLOOK: **STABLE** 

	Fitch Ratings			
	Long Term	Short Term		
	AAA			
ш	AA+	F1+		
NVESTMENT GRADE	AA	L1+		
GR	AA-			
Ł	A+	F1 or F1+		
E	A	F1		
ESI	A-	F2 or F1		
N	BBB+	F2		
	BBB	F3 or F2		
	BBB-	F3		
	BB+			
	BB			
	BB-	В		
DE	B+	U		
SPECULATIVE GRADE	В			
Ч,	B-			
ATIV	CCC+			
L	CCC			
L L L L	CCC-	С		
SF	CC			
	C			
	RD	RD		
	D	D		



Rating updated on **14 NOVEMBER 2022** Long term: **BBB (low)** Short term: R-2 (middle) OUTLOOK: **STABLE** 

	DBRS Morningstar				
	Long Term	Short Term			
	AAA	R-1 (high)			
ш	AA (high)	IV I (Ingil)			
NVESTMENT GRADE	AA	R-1 (mid)			
ß	AA (low)				
L L L	A (high)				
IME	A	R-1 (low)			
ES.	A (low)				
N N	BBB (high)	R-2 (high)			
	BBB	R-2 (mid)			
	BBB (low)	R-2 (low) or R-3			
	BB (high)				
	BB	R-4			
	BB (low)	11-4			
DE	B (high)				
3R/	В				
, Е	B (low)				
NIL V	222	R-5			
L L	CC	к-э			
SPECULATIVE GRADE		1			
SPEC	С				
SPEC		D			



## Rating updated on 14 MARCH 2023

### Long term: **BBB** OUTLOOK: **STABLE**

	Scope Ratings			
	Long Term	Short Term		
	AAA			
ш	AA+	S-1+		
ADI	AA			
GR	AA-	S-1+ or S-1		
NVESTMENT GRADE	A+	51.0151		
۲Щ	A	S-1 or S-2		
.S3	A-			
N	BBB+	S-2		
	BBB-	S-2 or S-3		
	BB+	S-3		
	BB			
	BB-	S-3 or S-4		
Н	B+			
ŝRA	В	S-4		
ÅE O	В-			
SPECULATIVE GRADE	ССС			
SPI	СС			
	(	2		
	[	)		



#### THOUSANDS OF EUROS

ASSE	TS		30/06/2023		31/12/2022
10.	CASH AND CASH EQUIVALENTS		2,702,629		6,990,689
20.	FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS		746,212		1,254,070
	<ul> <li>a) financial assets held</li> <li>for trading</li> <li>c) financial assets mandatorily at fair value</li> </ul>	185,944		179,665	
	through profit or loss	560,268		1,074,405	
30.	FINANCIAL ASSETS AT FAIR VALUE THROUGH				
	OTHER COMPREHENSIVE INCOME		2,731,981		2,555,705
40.	FINANCIAL ASSETS AT AMORTISED COST		44,192,950		43,870,637
	<ul><li>a) loans and receivables with banks</li><li>b) loans and receivables with customers</li></ul>	1,964,060 42,228,890		1,865,249 42,005,388	
50.	HEDGING DERIVATIVES		541		248
60.	FAIR VALUE CHANGE IN HEDGED FINANCIAL ASSETS (+/-)		(395)		(198)
70.	EQUITY INVESTMENTS		360,273		322,632
90.	PROPERTY, EQUIPMENT AND INVESTMENT PROPERTY		680,894		650,908
100.	INTANGIBLE ASSETS of which:		36,995		36,669
	- goodwill	16,997		16,997	
110.	TAX ASSETS a) current b) deferred	1,903 302,114	304,017	17,654 324,993	342,647
130.	OTHER ASSETS		2,214,823		1,830,354
	TOTAL ASSETS		53,970,920		57,854,361

### FINANCIAL STATEMENT: BALANCE SHEET LIABILITY & EQUITY



#### THOUSANDS OF EUROS

LIAB	ILITY AND EQUITY		30/06/2023		31/12/2022
10.	FINANCIAL LIABILITIES AT				
	AMORTISED COST	0 000 077	48,187,962	44 004 700	53,152,710
	a) due to banks	9,096,877		11,381,703	
	b) due to customers	35,397,105		38,122,246	
	c) securities issued	3,693,980		3,648,761	
20.	FINANCIAL LIABILITIES HELD FOR TRADING		41,449		115,871
40.	HEDGING DERIVATIVES		179		227
60.	TAX LIABILITIES		54,585		32,359
	a) current	28,784		3,160	
	b) deferred	25,801		29,199	
80.	OTHER LIABILITIES		1,828,445		834,629
90.	PROVISION FOR POST-EMPLOYMENT				
	BENEFITS		33,510		35,597
100.	PROVISIONS FOR RISKS AND CHARGES:		314,367		295,528
	a) loans commitments and	74,058		63,204	
	b) pensions and similar	167,125		167,827	
	c) other provisions	73,184		64,497	
120.	VALUATION RESERVES		(40,828)		(68,086)
150.	RESERVES		1,930,387		1,790,468
160.	SHARE PREMIUM		78,949		78,978
170.	SHARE CAPITAL		1,360,157		1,360,157
180.	TREASURY SHARES (-)		(25,342)		(25,402)
190.	EQUITY ATTRIBUTABLE TO MINORITY INTERESTS		14		4
200.	PROFIT (LOSS) FOR THE PERIOD (+/-)		207,086		251,321
1	TOTAL LIABILITIES AND EQUITY		53,970,920		57,854,361

40



### FINANCIAL STATEMENT: INCOME STATEMENT

THOUSANDS OF EUROS

ITEM	IS		30/06/2023		30/06/202
10.	INTEREST AND SIMILAR INCOME		812,689		375,59
	of which: interest calculated		012,005		5, 5, 5, 5
	using the effective interest method	804,986		371,096	
20			(205.252)		(55.20
20.	INTEREST AND SIMILAR EXPENSE		(385,352)		(55,28
30.	NET INTEREST INCOME		427,337		320,30
40.	FEE AND COMMISSION INCOME		205,428		193,45
50.	FEE AND COMMISSION EXPENSE		(10,888)		(8,93
60.	NET FEE AND COMMISSION INCOME		194,540		184,51
70.	DIVIDENDS AND SIMILAR INCOME		2,308		5,68
80.	NET TRADING INCOME		54,928		2,72
90.	NET HEDGING INCOME		(32)		(13
100.	NET GAINS FROM SALES OR REPURCHASES OF:		4,330		38,70
100.		4 1 1 2	4,550	27746	56,71
	a) financial assets at amortized cost	4,113		27,746	
	b) financial assets at fair value	131		11,013	
	through other comprehensive income				
	c) financial liabilities	86		2	
110.	NET GAINS ON FINANCIAL ASSETS				
	AND LIABILITIES AT FAIR VALUE		3,885		(67,58
	THROUGH PROFIT OR LOSS				
	b) other financial assets mandatorily				
	measured at fair value		3,885		(67 <i>,</i> 58
120.	TOTAL INCOME		687,296		404.30
			087,290		484,28
130.	NET IMPAIRMENT LOSSES		(73,706)		(31,01
	FOR CREDIT RISK RELATING TO:		( -,,		(- )-
	<ul> <li>a) financial assets at amortized cost</li> </ul>	(73 <i>,</i> 208)		(31,444)	
	<ul> <li>b) financial assets at fair value</li> </ul>				
	through other comprehensive income	(498)		426	
140.	NET GAINS FORM CONTRACTUAL CHANGES	. ,			
	WITHOUT DERECOGNITION		4,509		(76
150.	NET FINANCIAL INCOME		618,099		452,50
180.	NET FINANCIAL INCOME AND		010,099		452,50
160.			618,099		452,50
	INSURANCE INCOME				
190.	ADMINISTRATIVE EXPENSES:		(323,860)		(301,91
	a) personnel expenses	(145 <i>,</i> 820)		(131,220)	
	<ul><li>b) other administrative expenses</li></ul>	(178 <i>,</i> 040)		(170,696)	
200.	NET ACCRUALS TO PROVISIONS		(22,422)		117.00
	FOR RISKS AND CHARGES		(23,423)		(17,86
	a) commitments for guarantees given	(10,847)		(11,620)	
	b) other net provisions	(12,576)		(6,248)	
210.	DEPRECIATION AND NET IMPAIRMENT LOSSES ON	(12,570)		(0,240)	
210.			(24,265)		(20,55
	PROPERTY, EQUIPMENT AND INVESTMENT PROPERTY				
220.	AMORTISATION AND NET IMPAIRMENT LOSSES		(7,645)		(6,96
	ON INTANGIBLE ASSETS		(7,043)		(0,50
230.	OTHER NET OPERATING INCOME		48,821		39,44
240.	OPERATING COSTS		(330,372)		(307,86
250.	SHARE OF PROFITS OF INVESTEES		15,522		8,89
260.	NET FAIR VALUE LOSSES ON PROPERTY,		10,011		0,01
200.	EQUIPMENT AND INTANGIBLE ASSETS MEASURED		(1,490)		(1,43
280.			450		4 7
	NET GAINS ON SALES OF INVESTMENTS		158		1,7
290.	PRE-TAX PROFIT FROM		301,917		153,88
	CONTINUING OPERATIONS		301,517		155,60
300.	TAXES ON INCOME FOR THE YEAR		(04.021)		(40.02
	FOR CONTINUING OPERATIONS		(94,831)		(48,82
310.	POST-TAX PROFIT FROM				
	CONTINUING OPERATIONS		207,086		105,06
330.	NET PROFIT (LOSS) FOR THE PERIOD		207 006		105 04
			207,086		105,06
340.	NET (PROFIT) LOSS OF THE PERIOD ATTRIBUTABLE		-		-
.	TO MINORITY INTERESTS				
350.	NET PROFIT (LOSS) FOR THE PERIOD ATTRIBUTABLE		207,086		105,06
	TO THE OWNERS OF PARENT BANK		207,080		103,00
	EARNINGS (LOSS) PER SHARE		0.457		0.232
	DILUTED EARNINGS (LOSSES) PER SHARE				

### FINANCIAL STATEMENT: RECLASSIFIED P&L



(in thousands of euro)	30/06/2023	30/06/2022	(+/-)	% change
Net interest income	427,337	320,309	107,028	33.41
Dividends and similar income	2,308	5,686	-3,378	-59.41
Net fee and commission income	194,540	184,519	10,021	5.43
Net gains on financial assets [a]	58,117	41,785	16,332	39.09
Result of other financial assets at FVTPL [b]	3,885	-67,585	71,470	n.s.
of which Loans	1,082	-17,244	18,326	n.s.
of which Other	2,803	-50,341	53,144	n.s.
Total income	686,187	484,714	201,473	41.57
Net impairment losses [c]	-78,935	-43,830	-35,105	80.09
Net financial income	607,252	440,884	166,368	37.74
Personnel expenses [d]	-141,874	-130,724	-11,150	8.53
Other administrative expenses [e]	-137,183	-130,656	-6,527	5.00
Other net operating income [d]	44,875	38,950	5,925	15.21
Net accruals to provisions for risks and charges [f]	-12,576	-6,248	-6,328	101.28
Depreciation and amortisation on tangible and intangible assets	-31,910	-27,522	-4,388	15.94
Operating costs	-278,668	-256,200	-22,468	8.77
Operating result	328,584	184,684	143,900	77.92
Charges for the stabilization of the banking System [e]	-40,857	-40,040	-817	2.04
Share of profits of investees and net gains on sales of investments	14,190	9,238	4,952	53.60
Pre-tax profit from continuing operations	301,917	153,882	148,035	96.20
Income taxes	-94,831	-48,821	-46,010	94.24
Net profit (loss) for the period	207,086	105,061	102,025	97.11
Net profit (loss) for the period attributable to the owners of Parent bank	207,086	105,061	102,025	97.11

#### Notes:

[a] The result of financial activities is made up of the sum of items 80-90-100 in the income statement.

[b] The result of other financial assets at FVTPL consists of item 110 in the income statement.

[c] Net impairment losses is made up of the sum of items 130 - 140 - 200 a) in the income statement. Reclassified losses related to NPL disposals for 1,109 € million initially included in item gains/losses on financial assets valued at amortized cost showing them among net impairment losses.

[d] Reclassified personnel expenses and other operating income by netting them off against the proceeds of the retirement employees fund for 3,946 € million;

[e] Charges for the stabilization of the banking Systems were separated from other administrative expenses;

[f] Net accruals to provisions for risks and charges consists of item 200 b) in the income statement.

The results at 30/06/2022 have been made consistent with those of 2023.

### FINANCIAL STATEMENT: RECLASSIFIED P&L QUARTERLY EVOLUTION



(in million of euro)	Q2 - 2023	Q1 - 2023	Q4 - 2022	Q3 - 2022	Q2 - 2022
Net interest income	235.3	192.0	203.8	156.9	164.1
Dividends and similar income	1.6	0.7	0.4	0.4	5.4
Net fee and commission income	98.1	96.5	104.2	91.8	93.1
Net gains on financial assets [a]	28.3	29.8	24.2	3.6	24.6
Result of other financial assets at FVTPL [b]	-8.8	12.7	6.6	-6.6	-34.0
of which Loans	-1.8	2.9	4.7	2.1	-4.3
of which Other	-7.0	9.8	1.9	-8.6	-29.7
Total income	354.5	331.7	339.2	246.2	253.3
Net impairment losses [c]	-39.1	-39.8	-65.9	-60.1	-16.5
Net financial income	315.4	291.9	273.3	186.2	236.8
Personnel expenses [d]	-72.9	-69.0	-69.1	-69.3	-64.2
Other administrative expenses [e]	-69.2	-68.0	-71.3	-60.1	-68.2
Other net operating income [d]	22.9	22.0	20.4	22.9	22.1
Net accruals to provisions for risks and charges [f]	-7.2	-5.4	-6.5	-1.5	-6.7
Depreciation and amortisation on tangible and intangible assets	-16.5	-15.4	-18.2	-16.8	-15.5
Operating costs	-142.9	-135.7	-144.8	-124.8	-132.5
Operating result	172.5	156.1	128.5	61.4	104.2
Charges for the stabilization of the banking System [e]	-5.9	-35.0	-2.9	-3.0	-10.0
Share of profits of investees and net gains on sales of investments	1.2	13.0	10.6	5.3	2.6
Pre-tax profit from continuing operations	167.8	134.1	136.3	63.7	96.8
Income taxes	-55.1	-39.7	-36.2	-17.5	-32.0
Net profit (loss) for the period	112.7	94.4	100.0	46.2	64.8
Net profit (loss) for the period attributable to the owners of Parent bank	112.7	94.4	100.0	46.2	64.8

#### Notes:

[a] The result of financial activities is made up of the sum of items 80-90-100 in the income statement.

[b] The result of other financial assets at FVTPL consists of item 110 in the income statement.

[c] Net impairment losses is made up of the sum of items 130 - 140 - 200 a) in the income statement.

[d], [e] and [f] The amounts are shown in accordance with the reclassifications shown in the reclassified consolidated summary of income statement.

## LOANS TO CUSTOMERS NON PERFORMING AND PERFORMING EXPOSURES



### 30-06-2023

(in thousands of euro)	Gross	Gross exposure		Net e	xposure	Coverage
Non performing exposures	(4,23%)	1,454,285	876,921	(1,73%)	577,364	60.30%
of which Bad loans	(1,51%)	519,445	432,313	(0,26%)	87,132	83.23%
of which Unlikely to pay	(2,47%)	848,881	435,129	(1,24%)	413,752	51.26%
of which Past due	(0,25%)	85,959	9,479	(0,23%)	76,480	11.03%
Performing exposures	(95,77%)	32,895,513	173,296	(98,27%)	32,722,217	0.53%
Total loans to customers	(100%)	34,349,798	1,050,217	(100%)	33,299,581	3.06%

### 31-12-2022

(in thousands of euro)	Gross exposure		Impairment Iosses	Net exposure		Coverage
Non performing exposures	(4,29%)	1,460,176	851,581	(1,84%)	608,596	58.32%
of which Bad loans	(1,52%)	517,931	396,094	(0,37%)	121,837	76.48%
of which Unlikely to pay	(2,59%)	880,694	450,688	(1,3%)	430,006	51.17%
of which Past due	(0,18%)	61,551	4,798	(0,17%)	56,753	7.80%
Performing exposures	(95,71%)	32,557,337	145,754	(98,16%)	32,411,583	0.45%
Total loans to customers	(100%)	34,017,513	997,335	(100%)	33,020,179	2.93%

### DISCLAIMER



- □ This document has been prepared by Banca Popolare di Sondrio for information purpose only and does not constitute a public offer under any applicable legislation or an offer to sell or solicitation of an offer to purchase or subscribe for securities or financial instruments or any advice or recommendation with respect of such securities or other financial instruments.
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- The document may contain forward-looking statements, which are therefore inherently uncertain. All forward-looking statements rely on a number of assumptions, expectations, projections and provisional data concerning future events and are subject to significant risks and uncertainties, many of which are outside the company's control. There are a variety of factors that may cause actual results and performance to be materially different from the explicit or implicit contents any forward-looking statements and thus, such forward-looking statements are not a reliable indicator of future performance. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law. The information and opinions contained in this Presentation are provided as at the date hereof and are subject to change without notice.
- Pursuant the consolidated law on financial intermediation of 24 February 1998 (article 154-bis, paragraph 2), Maurizio Bertoletti, in his capacity as manager in charge of financial reporting declares that the accounting information contained in this Presentation reflects the group's documented results, financial accounts and accounting records.

www.popso.it

### THE BANKING GROUP IN THE HEART OF THE ALPS



Banca Popolare di Sondrio (SUISSE)

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www.bntbanca.it info@bntbanca.it

Banca Popolare di Sondrio FOUNDED IN 1871



www.factorit.it info@.factorit.it



www.rent2go.it info@rent2go.it

# PrestiNuova

Agency in Financial Activities of BNT Banca

www.prestinuova.it info@prestinuova.it



www.pirovano.it info@pirovano.it