

SUPPLEMENT DATED 10 MARCH 2021
TO THE BASE PROSPECTUS DATED 31 JULY 2020



Banca Popolare di Sondrio

Fondata nel 1871

BANCA POPOLARE DI SONDRIO S.C.p.A.

(incorporated as joint stock co-operative society in the Republic of Italy)

€5,000,000,000

Euro Medium Term Note Programme

IN ACCORDANCE WITH ARTICLE 6, PARAGRAPH 4, OF THE LUXEMBOURG LAW (AS DEFINED BELOW), THE *COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER* ("CSSF") ASSUMES NO UNDERTAKING AS TO THE ECONOMIC OR FINANCIAL OPPORTUNENESS OF THE TRANSACTION OR THE QUALITY AND SOLVENCY OF THE ISSUER.

This supplement (the "**Supplement**") constitutes a Supplement to the base prospectus dated 31 July 2020 (the "**Base Prospectus**"), for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as subsequently amended and supplemented, the "**Prospectus Regulation**").

This Supplement constitutes a supplement to, and should be read in conjunction with, the Base Prospectus.

Capitalised terms used in this Supplement and not otherwise defined herein shall have the same meaning ascribed to them in the Base Prospectus.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purposes of the Prospectus Regulation and Luxembourg law of 16 July 2019 on prospectuses for securities (as subsequently amended, the "**Luxembourg Law**"), as a supplement issued in compliance with the Prospectus Regulation and relevant implementing measures in Luxembourg in order to (i) incorporate by reference in the Base Prospectus (a) the Issuer's reviewed interim financial statements as at and for period ended 30 June 2020 (the "**Issuer's Interim Financial Report June 2020**"), (b) the Issuer's unaudited consolidated interim report on operations as at and for the nine months ended on 30 September 2020 (the "**Issuer's Interim Financial Report September 2020**") and (c) certain press releases and (ii) update the Cover Page and sections entitled "*Risk Factors*", "*Documents Incorporated by Reference*", "*Form of Final Terms*", "*Use of Proceeds*", "*The Issuer*", "*Taxation*", "*Subscription and Sale*" and "*General Information*" included in the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

Copies of this Supplement and all documents incorporated by reference in this Supplement can be obtained from the registered office of the Issuer and from the specified office of the Paying

Agent for the time being in Luxembourg and will be available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the Issuer's website (<https://www.popso.it>).

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RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Supplement, with respect to those sections which already fall under the responsibility of the Issuer under the Base Prospectus and which are supplemented by means of this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

NOTICE

Neither Arrangers nor the Dealers nor the Trustee, with exception of the Issuer, is responsible for the information contained in the Base Prospectus, as supplemented by this Supplement, any document incorporated by reference in the Base Prospectus or this Supplement or any Final Terms for each Tranche of Notes issued under the Programme. Accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

The Arrangers, the Dealers and the Trustee have not verified the information contained in the Base Prospectus, as supplemented by this Supplement. Neither the Arrangers, the Dealers nor the Trustee makes any representation, warranty or undertaking, express or implied, or accepts any responsibility or liability, with respect to the accuracy or completeness of any of the information in the Base Prospectus, as supplemented by this Supplement. Neither the Base Prospectus, as supplemented by this Supplement, nor any other information supplied in connection with the Programme are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Arrangers, the Dealers or the Trustee that any recipient of the Base Prospectus, as supplemented by this Supplement, or any other information supplied in connection with the Programme should purchase any Notes. Each investor contemplating purchasing any Notes should determine for itself the relevance of the information contained in the Base Prospectus, as supplemented by this Supplement, and its purchase of any Notes should be based upon such investigation as it deems necessary. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Base Prospectus, as supplemented by this Supplement, nor any other information supplied in connection with the Programme constitutes an offer or invitation by or on behalf of the Issuer any of the Dealers or the Trustee to any person to subscribe for or to purchase any Notes.

The distribution of the Base Prospectus, this Supplement and any document incorporated by reference in the Base Prospectus or this Supplement and any Notes and the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Base Prospectus, as supplemented by this Supplement, or any Notes come must inform themselves about, and observe, any such restrictions on the distribution of this Base Prospectus, as supplemented by this Supplement.

For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Base Prospectus, as supplemented by this Supplement, or any Notes and other offering material relating to the Notes, see section "*Selling Restrictions*" of the Base Prospectus, as supplemented by this Supplement.

COVER PAGE

On page 2 of the Base Prospectus, the paragraph commencing with “*The Issuer has been rated “BB+” [...]*” and ending with “*at any time by the assigning rating agency*”, is deleted in its entirety and replaced as follows:

“The Issuer has been rated “BB+” (long-term issuer default rating) and “B” (short-term issuer default rating) by Fitch Ratings Ireland Limited, Sede Secondaria Italiana (Fitch), “BBB (low)” (long-term issuer rating) and “R-2 (middle)” (short-term issuer rating) by DBRS Ratings GmbH (DBRS). The Issuer rating assigned by Scope Rating GmbH (Scope) is “BBB-” with stable outlook.

Each of Fitch, DBRS and Scope is established in the EEA and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation). As such, each of Fitch, DBRS and Scope is included in the list of credit rating agencies published by the European Securities and Markets Authority (ESMA) on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

Each of Fitch, DBRS and Scope is not established in the United Kingdom but it is part of a group in respect of which one of its undertakings is (i) established in the United Kingdom (UK), and (ii) has made an advance application to be registered in accordance with the Regulation (EC) No. 1060/2009, as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (UK CRA Regulation). The Issuer ratings have been issued by each of Fitch, DBRS and Scope in accordance with the CRA Regulation before the end of the transition period and have not been withdrawn. As such, the ratings issued by each of Fitch, DBRS and Scope may be used for regulatory purposes in the United Kingdom in accordance with the UK CRA Regulation until January 2022.

Notes issued under the Programme may be rated or unrated by one or more of the rating agencies. Where a Tranche of Notes is rated, such rating will be disclosed in the Final Terms (or Pricing Supplement, in the case of Exempt Notes) and will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Whether or not a rating in relation to any Tranche of Notes will be (1) treated as having been issued or endorsed by a credit rating agency established in the European Union and registered under the CRA Regulation or by a credit rating agency which is certified under the CRA Regulation and/or (2) issued or endorsed by a credit rating agency established in the UK and registered under the UK CRA Regulation or by a credit rating agency which is certified under the UK CRA Regulation will be disclosed in the relevant Final Terms. In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued or endorsed by a credit rating agency established in the European Union and registered under the CRA Regulation (and such registration has not been withdrawn or suspended) (or is endorsed and published or distributed by subscription by such a credit rating agency in accordance with the CRA Regulation) unless (1) the rating is provided by a credit rating agency not established in the European Union but endorsed by a credit rating agency established in the European Union and registered under the CRA Regulation or (2) the rating is provided by a credit rating agency not established in the European Union which is certified under the CRA Regulation. In general, UK regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued or endorsed by a credit rating agency established in the UK and registered under the UK CRA Regulation or (1) the rating is provided by a credit rating agency not established in the UK but is endorsed by a

credit rating agency established in the UK and registered under the UK CRA Regulation or (2) the rating is provided by a credit rating agency not established in the UK which is certified under the UK CRA Regulation. ESMA is obliged to maintain on its website a list of credit rating agencies registered and certified in accordance with the CRA Regulation.”

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On pages 2–3 of the Base Prospectus, the fourth sub-paragraph commencing with “Amounts payable on Floating Rate [...]” and ending with “the (“Benchmark Regulation”)” is deleted in its entirety and replaced as follows:

*“Amounts payable on Floating Rate Notes and/or Reset Notes (where relevant) may be calculated by reference to the euro interbank offered rate (EURIBOR) as specified in the relevant Final Terms. As at the date of this Base Prospectus, the European Money Markets Institute, as administrator of EURIBOR, is included in ESMA’s register of administrators under Article 36 of the Regulation (EU) No. 2016/1011 (the **Benchmarks Regulation**).”*

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On page 4 of the Base Prospectus, under the paragraph headed “Important Information”, the fifth sub-paragraph commencing with “No person [...]” and ending with “any of the Dealers or the Trustee” is deleted in its entirety and replaced as follows:

“Third Party Information – Certain information and statistics presented in this Base Prospectus regarding markets and market share of the Issuer or the BPS Group are either derived from, or are based on, internal data or publicly available data from external sources. In respect of information in this Base Prospectus that has been extracted from a third party, the Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Although the Issuer believes that the external sources used are reliable, the Issuer has not independently verified the information provided by such sources. No person is or has been authorised by the Issuer or the Trustee to give any information or to make any representation not contained in or not consistent with this Base Prospectus or any other document entered into in relation to the Programme or any information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer any of the Dealers or the Trustee.”

On page 5 of the Base Prospectus, the paragraph headed “PRIIPs / IMPORTANT – EEA RETAIL AND UK INVESTORS” is deleted in its entirety and replaced by the following two paragraphs:

*“**PRIIPs / IMPORTANT – EEA RETAIL INVESTORS** – If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, **MIFID II**) or; (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Consequently no key information*

document required by Regulation (EU) No 1286/2014 (as amended or superseded, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRIIPs / IMPORTANT – UK RETAIL INVESTORS – If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”.

On page 5 of the Base Prospectus, before the paragraph headed “NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE SFA)”, the following paragraphs are added:

“UK MiFIR product governance / target market – The Final Terms in respect of any Notes will include a legend entitled **“UK MiFIR Product Governance”** which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to UK MiFIR product governance rules set out in the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR product governance rules set out in the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.”.

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RISK FACTORS

On pages 23–24 of the Base Prospectus, the paragraph headed “COVID-19” is deleted in its entirety and replaced as follows:

“The outbreak during the first half of 2020 of coronavirus disease (COVID-19) was declared as a pandemic by the World Health Organization, and the Health and Human Services Secretary declared a public health emergency in the United States in response to the outbreak; likewise, the Italian Government also declared a state of emergency and passed a number of emergency measures to deal with the outbreak, including restrictions on travel, people free circulation and possible institutional closure, and continued during the second half of 2020 and the beginning of 2021 with “second wave” and “third wave” restrictions. This outbreak (and any future outbreaks) of has led (and may continue to lead) to disruptions in the economies of those nations where the COVID-19 has arisen and may in the future arise, among which Italy, and may result in adverse impacts on the global economy in general.

These circumstances have led to volatility in the capital markets, which may lead to volatility in or disruption of the credit markets at any time and may adversely affect the value of the Notes. The potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess. If the spread of COVID-19 increases or persists for a significant period of time, or other measures are put in place, this could have a materially negative impact on the global economy. Investors should note the risk that the virus, or any governmental or societal response to the virus, may affect the business activities and financial results of the Issuer and Group, and, or may impact the functioning of the financial system(s) needed to make regular and timely payments under the Notes, and therefore the ability of the Issuer to make payments on the Notes.

Moreover, the outbreak of COVID-19 and the measures taken in relation thereto, will directly or indirectly result in increases of defaults under mortgage loans. Payment holidays have been granted and could be granted in the future pursuant to emergency legislation to borrowers in distress due to the COVID-19 outbreak, under which borrowers are allowed to defer making payments for certain amounts of time. This may result in payment disruptions and possibly higher losses under the mortgage loans. The impact will strongly depend on the duration and severity of the COVID-19 outbreak.

The Issuer may have to incur significant costs to store or mitigate the effects of the foregoing. The Issuer's prospects, financial condition and results of operations in particular may be materially affected by the above factors, events and developments. Investors should note the risk that the virus, or any governmental or societal response to the virus, may (i) affect the business activities and financial results of the Issuer and therefore may prevent the ability of the Issuer to make payments on the Notes and (ii) increase the NPL's stock in the financial statements of the Issuer.”.

On page 26 of the Base Prospectus, under the risk factor headed “Risks associated with recent ECB guidance on NPL provisioning”, the last sub-paragraph is deleted and replaced as follows:

“In addition, on 26 June 2020, the Regulation (EU) 2020/873 amending CRR and Regulation (EU) 2019/876 as regards adjustments in response to the COVID-19 pandemic has been published, by which it has been provided – inter alia – a temporary extension of the preferential treatment under the NPL backstop received by NPLs guaranteed by official export credit agencies (ECAs) to NPLs guaranteed by the public sector in the context of measures aimed at mitigating the economic

impact of the COVID-19 pandemic, recognising the similar characteristics shared by export credit agencies guarantees and COVID-19 related public guarantees.”.

On pages 30–31 of the Base Prospectus, the paragraph headed “*The relationship of the United Kingdom with the European Union may affect the business of the Issuer*” is deleted in its entirety and replaced as follows:

*“On 23 June 2016, the United Kingdom voted, in a referendum, to leave the European Union. On 29 March 2017, the British Prime Minister gave formal notice to the European Council under Article 50 of the Treaty on European Union of the intention to withdraw from the European Union (the **Article 50 Withdrawal Agreement**).*

The United Kingdom (UK) left the European Union (EU) on 31 January 2020 at 11pm and the transition period ended on 31 December 2020 at 11pm. Therefore, the Treaty on the European Union and the Treaty on the Functioning of the European Union have ceased to apply to the UK. The European Union (Withdrawal) Act 2018 (as amended by the European Union (Withdrawal Agreement) Act 2020) and secondary legislation made under it ensure there is a functioning statute book in the UK.

*On 24 December 2020, an agreement in principle was reached in relation to the EU–UK Trade and Cooperation Agreement (the **Trade and Cooperation Agreement**), to govern the future relations between the EU and the UK following the end of the transition period. The Trade and Cooperation Agreement was signed on 30 December 2020 and it does not create a detailed framework to govern the cross-border provision of regulated financial services from the UK into the EU and from the EU into the UK.*

Notwithstanding the above, there remain significant uncertainties with regard to the political and economic outlook of the UK and the EU and there are likely to be changes in the legal rights and obligations of commercial parties across all industries, particularly in the services sector (including financial services) following the UK's exit from the EU.

In addition to the above, and in consideration of the fact that at the date of this Base Prospectus there is no legal procedure or practice aimed at facilitating the exit of a Member State from the Eurozone, the consequences of these decisions are exacerbated by the uncertainty regarding the methods by which a Member State could manage its current assets and liabilities denominated in Euros and the exchange rate between the newly adopted currency and the Euro. A collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating new difficulties in the granting of sovereign loans and loans to businesses and involving considerable changes to financial activities both at market and retail level.

There is a risk that other EU Member States could hold referenda as to their membership of, and ultimately leave, the EU, as did the UK, and that one or more EU Member States that adopted the Euro as their national currency might decide, in the long term, to adopt an alternative currency, or that there is a prolonged period of uncertainty connected to these eventualities. These risks if they materialised could have a significant negative impact on global economic conditions and the stability of the international financial markets. This could include further volatility in equity markets, in the value of sterling and/or the Euro and in financial markets generally, a reduction in global market liquidity with a potential negative impact on asset prices, operating results and capital including as may impact the financial position of the Issuer and/or the BPS Group and the market value and/or liquidity of the Notes in the secondary market.

This situation could therefore have a significant negative impact on the operating results and capital and financial position of the Issuer and/or the BPS Group and/or the Issuer's ability to pay interest and repay principal under the Notes, as well as the market value and/or the liquidity of the Notes in the secondary market."

On pages 42–43 of the Base Prospectus, the paragraph headed "*The regulation and reform of "benchmarks" may adversely affect the value of Floating Rate Notes or Reset Notes linked to or referencing such "benchmarks"*" is deleted in its entirety and replaced as follows:

"The Euro Interbank Offered Rate (EURIBOR) and other indices which are deemed to be "benchmarks" are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes referencing such a benchmark, such as Floating Rate Notes and Reset Notes.

*Regulation (EU) 2016/1011 (the **EU Benchmarks Regulation**) applies, subject to certain transitional provisions, to the provision of "benchmarks", the contribution of input data to a "benchmark" and the use of a "benchmark" within the EU and it, among other things, (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevent certain uses by EU supervised entities (such as the Issuer) of "benchmarks" of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the **UK Benchmarks Regulation**) among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the FCA or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).*

The scope of the EU Benchmarks Regulation and the UK Benchmarks Regulation is wide and, in addition to so-called "critical benchmark" indices such as EURIBOR, could also potentially apply to many other interest rate indices, as well as equity, commodity and foreign exchange rate indices and other indices (including "proprietary" indices or strategies) which are referenced in listed financial instruments (including listed Notes), financial contracts and investment funds.

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a rate or index deemed to be a benchmark, including any Floating Rate Notes linked to or referencing LIBOR and/or EURIBOR or any Reset Notes referencing the relevant swap rate for swap transactions in the Specified Currency (as specified in the relevant Final Terms with respect to the relevant Reset Notes), in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

*Key international reforms of "benchmarks" also include IOSCO's proposed Principles for Financial Market Benchmarks (July 2013) (the **IOSCO Benchmark Principles**).*

The IOSCO Benchmark Principles aim to create an overarching framework of principles for benchmarks to be used in financial markets, specifically covering governance and accountability,

as well as the quality and transparency of benchmark design and methodologies. A review published in February 2015 on the status of the voluntary market adoption of the IOSCO Benchmark Principles noted that, as the benchmarks industry is in a state of change, further steps may need to be taken by IOSCO in the future, but that it is too early to determine what those steps should be. The review noted that there has been a significant market reaction to the publication of the IOSCO Benchmark Principles, and widespread efforts being made to implement the IOSCO Benchmark Principles by the majority of administrators surveyed.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or participate in certain "benchmarks", (ii) triggering changes in the rules or methodologies used in certain "benchmarks", and/or (iii) leading to the discontinuance, unavailability or disappearance of certain "benchmarks".

Specifically, the sustainability of LIBOR has been questioned as a result of the absence of relevant active underlying markets and possible disincentives (including possibly as a result of benchmark reforms) for market participants to continue contributing to such benchmarks. The FCA has indicated through a series of announcements that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021.

Separately, the euro risk free-rate working group for the euro area has also published a set of guiding principles and high level recommendations for fallback provisions in, amongst other things, new euro denominated cash products (including bonds) referencing EURIBOR. The guiding principles indicate, among other things, that continuing to reference EURIBOR in relevant contracts (without robust fallback provisions) may increase the risk to the euro area financial system.

With respect to the Covid-19 crisis, on 1 July 2020, the Financial Stability Board published a statement on the impact of the COVID-19 pandemic on global benchmark reform. The statement confirms that the view remains that firms across all jurisdictions should continue to ensure that their transition programmes enable them to transition to LIBOR alternatives before the end of 2021, although it acknowledges that some aspects of firms' transition plans are likely to be temporarily disrupted or delayed by the pandemic.

It is not possible to predict with certainty whether, and to what extent, LIBOR and EURIBOR will continue to be supported going forwards. This may cause LIBOR and EURIBOR to perform differently than they have done in the past, and may have other consequences which cannot be predicted. Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark, (ii) triggering changes in the rules or methodologies used in the benchmarks, and/or (iii) leading to the disappearance of the benchmark.

Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any such Notes linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

Investors should be aware that, if LIBOR or EURIBOR (together, the **IBORS**) were discontinued or otherwise unavailable, the rate of interest on Floating Rate Notes or Reset Notes which reference such IBOR will be determined for the relevant period by the fall-back provisions applicable to such Notes. Depending on the manner in which the relevant IBOR rate is to be determined under the

Terms and Conditions for the English Law Notes” or under the Terms and Conditions for the Italian Law Notes, this may (i) if ISDA Determination applies, be reliant upon the provision by reference banks of offered quotations for the relevant IBOR rate which, depending on market circumstances, may not be available at the relevant time or (ii) if Screen Rate Determination applies, result in the effective application of a fixed rate based on the rate which applied in the previous period when the relevant IBOR was available. Any of the foregoing could have an adverse effect on the value or liquidity of, and return on, any Floating Rate Notes or Reset Notes which reference the relevant IBOR.

The “Terms and Conditions for the English Law Notes” and the “Terms and Conditions for the Italian Law Notes” provide for certain fallback arrangements in the event that a published benchmark (including any page on which such benchmark may be published (or any successor service)) becomes unavailable, including the possibility that the rate of interest could be set by reference to a Successor Rate or an Alternative Rate determined by an Independent Adviser in consultation with the Issuer or failing that, by the Issuer, and that such Successor Rate or Alternative Rate may be adjusted (if required) in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to investors arising out of the replacement of the relevant benchmark. In certain circumstances the ultimate fallback of interest for a particular Interest Period or Reset Period (as applicable) may result in the rate of interest for the last preceding Interest Period or Reset Period (as applicable) being used. This may result in the effective application of a fixed rate for Floating Rate Notes or Reset Notes (as applicable) based on the rate which was last observed on the Relevant Screen Page. In addition, due to the uncertainty concerning the availability of Successor Rates and Alternative Rates and the involvement of an Independent Adviser, the relevant fallback provisions may not operate as intended at the relevant time. If the Independent Adviser or, as applicable, the Issuer determines that amendments to the “Terms and Conditions for the English Law Notes” or the “Terms and Conditions for the Italian Law Notes”, as the case may be, the Trust Deed and the Agency Agreement for the English Law Notes and the Agency Agreement for the Italian Law Notes are necessary to ensure the proper operation of any Successor Rate or Alternative Rate and/or Adjustment Spread or to comply with any applicable regulation or guidelines on the use of benchmarks or other related document issued by the competent regulatory authority, then such amendments shall be made without any requirement for the consent or approval of Noteholders, as provided by Condition 3.4 (Benchmark Discontinuation) of the Terms and Conditions for the English Law Notes and Condition 3.4 (Benchmark Discontinuation) of the Terms and Conditions for the Italian Law Notes.

Any such consequences could have an adverse effect on the value of and return on any such Notes. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant reference rate could affect the ability of the Issuer to meet its obligations under the Floating Rate Notes or Reset Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Floating Rate Notes or Reset Notes. Investors should consider these matters with their own independent advisers when making their investment decision with respect to any Floating Rate Notes or Reset Notes linked to or referencing a benchmark.”.

On page 45 of the Base Prospectus, the paragraph headed “*Credit ratings assigned to the Issuer or any Notes may not reflect all the risks associated with an investment in those Notes*” is deleted in its entirety and replaced as follows:

“One or more independent credit rating agencies may assign credit ratings to Issuer or the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. The expected ratings of the Notes are set out in the relevant Final Terms for each Tranche of Notes. Whether or not a rating in relation to any Notes will be treated as having been issued or endorsed by a credit rating agency established in the European Union or in the UK and registered under the CRA Regulation will be disclosed in the relevant Final Terms.

Any rating agency may lower its rating or withdraw its rating if, in the sole judgment of the rating agency, the credit quality of the Notes has declined or is in question. If any rating assigned to the Notes is suspended, lowered or withdrawn for any reason, no person or entity is obliged to provide any additional support or credit enhancement with respect to the Notes. As a result, the market value of the Notes may reduce.

Any ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country registered rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances).

The list of registered and certified rating agencies published by the European Securities and Markets Authority (ESMA) on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances. In the case of third country ratings, for a certain limited period of time, transitional relief accommodates continued use for regulatory purposes in the UK, of existing pre-2021 ratings, provided the relevant conditions are satisfied.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary

market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Base Prospectus."

* * * *

DOCUMENTS INCORPORATED BY REFERENCE

Issuer's Interim Financial Report June 2020

By virtue of this Supplement, the English language version of the Issuer's Interim Financial Report June 2020, which has previously been published and has been filed with the CSSF, is incorporated by reference in, and form part of, the Base Prospectus.

The Issuer's Interim Financial Report June 2020 is available both in its original version in Italian and translated into English on the website of the Issuer (<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252F7%252F2%252FD.31e021cbeb59d9b12534/P/BLOB%3AID%3D2683/E/pdf>) and, free of charge, during usual business hours on any weekday (except for Saturdays, Sundays and public holidays in Italy) at the registered office of the Issuer. The English language version represents an accurate and direct translation from the Italian language document, and where there is a discrepancy between the Italian and the English version, the former shall prevail.

The following table shows the information included in the Issuer's Interim Financial Report June 2020 incorporated by reference into the Base Prospectus. The following table completes the cross-reference list included under page 47 of the Base Prospectus:

<i>Reviewed Issuer's Interim Financial Report</i>	<i>As at 30 June 2020</i>
<i>Consolidated Balance Sheet</i>	<i>Pages</i> 56 – 57
<i>Consolidated Income Statement</i>	<i>Page</i> 58
<i>Statement of Consolidated Comprehensive Income</i>	<i>Page</i> 59
<i>Statement of Changes in Consolidated Equity</i>	<i>Pages</i> 60 – 61
<i>Consolidated Cash Flow Statement</i>	<i>Pages</i> 62 – 63
<i>Explanatory Notes</i>	<i>Pages</i> 65 – 150
<i>Review report on the interim condensed consolidated financial statements for the period ended 30 June 2020</i>	<i>Page</i> 153

Pursuant to Article 19(1) of Regulation (EU) 2017/1129, the information contained in the documents that is not listed in the cross-reference list above is not incorporated by reference and is either not relevant for the investors or covered elsewhere in the Base Prospectus.

Issuer's Interim Financial Report September 2020

By virtue of this Supplement, the English language version of the Issuer's Interim Financial Report September 2020, which has previously been published and has been filed with the CSSF, is incorporated by reference in, and form part of, the Base Prospectus.

The Issuer's Interim Financial Report September 2020 is available both in its original version in Italian and translated into English on the website of the Issuer (<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252F4%252Fe%252FD.c74a8a13f63586ebb70d/P/BLOB%3AID%3D2709/E/pdf>) and, free of charge, during usual business hours on any weekday (except for Saturdays, Sundays and public holidays in Italy) at the registered office of the Issuer. The English language version represents an accurate and direct translation from the Italian language document, and where there is a discrepancy between the Italian and the English version, the former shall prevail.

The following table shows the information included in the Issuer's Interim Financial Report September 2020 incorporated by reference into the Base Prospectus. The following table completes the cross-reference list included under page 47 of the Base Prospectus:

<i>Unaudited Issuer's Interim Financial Report</i>	<i>As at 30 September 2020</i>
<i>Consolidated Balance Sheet</i>	<i>Pages</i> 44 – 45
<i>Consolidated Income Statement</i>	<i>Page</i> 46
<i>Statement of Consolidated Comprehensive Income</i>	<i>Page</i> 47
<i>Statement of Changes in Equity</i>	<i>Page</i> 48 – 49

Pursuant to Article 19(1) of Regulation (EU) 2017/1129, the information contained in the documents that is not listed in the cross-reference list above is not incorporated by reference and is either not relevant for the investors or covered elsewhere in the Base Prospectus.

Press Releases

By virtue of this Supplement, the English language version of (i) the press release headed "*Fitch Ratings has removed all the Rating Watch Negative (RWN) attributed on 24 March 2020 to the ratings of Banca Popolare di Sondrio, confirming the long-term rating at 'BB +'*" published by the Issuer on 25 September 2020, (ii) the press release headed "*Information on the evolution of the transformation process of Banca Popolare di Sondrio into a joint-stock company based on Law 24 March 2015, no. 33*" published by the Issuer on 15 October 2020, (iii) the press release headed "*DBRS Morningstar confirms Banca Popolare di Sondrio's Long-Term Issuer Rating at the investment grade level BBB (low), with trend Negative*" published on 16 November 2020, (iv) the press release headed "*Banca Popolare di Sondrio well above the SREP Requirements for 2021 confirmed by the European Central Bank*" published on 27 November 2020, (v) the press release headed "*The securitization called "POP NPLS 2020" has been completed. The transaction was carried out through a multi-originator sale of a portfolio of bad loans for a total gross book value of € 919.9 million, of which € 371.8 million referable to Banca Popolare di Sondrio S.C.p.A. – The guarantee of the Italian State ("GACS") will be requested on the senior tranche*" published on 23 December 2020 and (vi) the press release headed "*Meeting of the board of directors of 5 February 2021: approval of consolidated preliminary results as at 31 of December 2020*" published on 5 February 2021 which have previously been published and have been filed with the CSSF, are incorporated by reference in, and form part of, the Base Prospectus.

The English language version represents an accurate and direct translation from the Italian language document, and where there is a discrepancy between the Italian and the English version, the former shall prevail.

On page 47 of the Base Prospectus, following the new letter (e) of the section headed "*Documents Incorporated by Reference*" the following new letters (f), (g), (h), (j) and (k) are added:

- (f) *the press release headed "Fitch Ratings has removed all the Rating Watch Negative (RWN) attributed on 24 March 2020 to the ratings of Banca Popolare di Sondrio, confirming the long-term rating at 'BB +' published by the Issuer on 25 September 2020;*

Entire Document

The document is available at the following link:

<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252Fb%252F8%252FD.2670d8394f702cf9ea98/P/BLOB%3AID%3D2674/E/pdf>

- (g) *the press release headed "Information on the evolution of the transformation process of Banca Popolare di Sondrio into a joint-stock company based on Law 24 March 2015, no. 33" published by the Issuer on 15 October 2020;*

Entire Document

The document is available at the following link:
<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252F6%252F1%252FD.c696d6398356e581c7ca/P/BLOB%3AID%3D2681/E/pdf>

- (h) *the press release headed "DBRS Morningstar confirms Banca Popolare di Sondrio's Long-Term Issuer Rating at the investment grade level BBB (low), with trend Negative" published on 16 November 2020;*

Entire Document

The document is available at the following link:
<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252F3%252F8%252FD.1f49e45eb86cbb793bd6/P/BLOB%3AID%3D2697/E/pdf>

- (i) *the press release headed "Banca Popolare di Sondrio well above the SREP Requirements for 2021 confirmed by the European Central Bank" on 27 November 2020;*

Entire Document

The document is available at the following link:

<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252Fc%252F8%252FD.202801d860793765226a/P/BLOB%3AID%3D2707/E/pdf>

- (j) *the press release headed "The securitization called "POP NPLS 2020" has been completed. The transaction was carried out through a multi-originator sale of a portfolio of bad loans for a total gross book value of € 919.9 million, of which € 371.8 million referable to Banca Popolare di Sondrio S.C.p.A. – The guarantee of the Italian State ("GACS") will be requested on the senior tranche" on 23 December 2020;*

Entire Document

The document is available at the following link:

<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252Fa%252Ff%252FD.86c493b8b651ada36e99/P/BLOB%3AID%3D2719/E/pdf>

- (k) *the press release headed "Meeting of the board of directors of 5 February 2021: approval of consolidated preliminary results as at 31 of December 2020" on 5 February 2021*

Entire Document

The document is available at the following link:

<https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252Fd%252F8%252FD.26599e53d7887a7656d9/P/BLOB%3AID%3D2741/E/pdf> .".

Pursuant to Article 19(1) of Regulation (EU) 2017/1129, the information contained in the documents that is not listed in the cross-reference list above is not incorporated by reference and is either not relevant for the investors or covered elsewhere in the Base Prospectus.

EY S.p.A., as independent auditor of the Issuer, has agreed that the financial information as at 31 December 2020 and for the year then ended included in the above mentioned attachment, which has not been audited, is substantially consistent with the final figures to be published in the next annual audited consolidated financial statements of the Issuer for the year ended 31 December 2020.

The information included in the Press Release dated 5 February 2021 has been compiled and prepared on a basis which is both: (a) comparable with the historical financial information; (b) consistent with the Issuer's accounting policies. The financial information included in the Press Release published by the Issuer on 5 February 2021 on its website (at <https://www.popso.it/cm/pages/ServeAttachment.php/L/EN/D/1%252Fd%252F8%252FD.26599e53d7887a7656d9/P/BLOB%3AID%3D2741/E/pdf>) refers to a 12-month period ended on 31 December 2020 and therefore there are no assumptions or factors which the members of the administrative, management or supervisory bodies can influence.

* * * *

FORM OF FINAL TERMS

On page 51 of the Base Prospectus, the paragraph headed “*PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS*” is deleted in its entirety and replaced as follows:

*“[PRIIPs Regulation / PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, **MIFID II**); or (ii) a customer within the meaning of Directive (UE) 2016/97 (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*”

*PRIIPs Regulation / PROHIBITION OF SALES UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the UK PRIIPs Regulation.]¹”*

On page 51 of the Base Prospectus, the paragraph headed “*MIFID II product governance / Professional investors and ECPs only target market*” is deleted in its entirety and replaced as follows:

*“[MIFID II product governance / target market – The Final Terms in respect of any Notes will include a legend entitled **MIFID II Product Governance** which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either*

¹ Legend to be included on front of the Final Terms if the Tranche of Notes potentially constitute “packaged” products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA and UK retail investors for any other reason, in which case the selling restriction should be specified to be “Applicable”.

adopting or refining the target market assessment) and determining appropriate distribution channels.

*UK MiFIR product governance / target market – The Final Terms in respect of any Notes will include a legend entitled **UK MiFIR Product Governance** which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to UK MiFIR product governance rules set out in the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.]*

On page 57 of the Base Prospectus, under Part A – Contractual Terms, point 15. headed “*Floating Rate Provisions*”, limb (f) headed “*Screen Rate Determination*” is deleted in its entirety and replaced as follows:

“(f) *Screen Rate Determination:*

- *Reference Rate:* *Reference Rate: [.] month [EURIBOR]*
- *Interest Determination Date(s):* *[•]*
- *Relevant Screen Page:* *(For example, Reuters EURIBOR 01)*

On pages 63–64 of the Base Prospectus, under Part B – Other Information, point 2. headed “*Ratings*” is deleted in its entirety and replaced as follows:

“2. RATINGS

Ratings:

[The Notes to be issued [[have been]/[are expected]] to be rated]/[The following ratings assigned to the Notes of this type issued under the Programme generally:][Not applicable]

[insert details] by [insert the legal name of the relevant credit rating agency entity(ies) and associated defined terms].

[•] (Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider)

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

*[Each of [defined terms] / [•] is established in the European Union and is registered under Regulation (EC) No 1060/2009, on credit rating agencies as amended by Regulation (EU) No 513/2011 and Regulation (EU) No. 462/2013 on credit rating agencies (as amended from time to time, the “**CRA Regulation**”) as set out in*

*the list of credit rating agencies registered in accordance with the CRA Regulation published on the website of the European Securities and Markets Authority pursuant to the CRA Regulation (for more information please visit the European Securities and Markets Authority webpage) on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) / [●] is established in the UK and is registered under Regulation (EC) No 1060/2009 , on credit rating agencies as amended by Regulation (EU) No 513/2011 and Regulation(EU) No. 462/2013 on credit rating agencies, as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time, the **UK CRA Regulation**)] / [have not been issued or endorsed by any credit rating agency which is established in the European Union and registered under Regulation (EC) No 1060/2009 on credit rating agencies on credit rating agencies as amended by Regulation (EU) No 513/2011 and Regulation(EU) No. 462/2013 on credit rating agencies (as amended from time to time, the **CRA Regulation**) / have not been issued or endorsed by any credit rating agency which is established in the UK and registered under Regulation (EC) No 1060/2009 on credit rating agencies on credit rating agencies as amended by Regulation (EU) No 513/2011 and Regulation (EU) No. 462/2013 on credit rating agencies as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time, the **UK CRA Regulation**)].*

(Include the relevant wording as applicable depending on the relevant rating agency assigning a rating to the Notes issued)"

On page 64 of the Base Prospectus, under Part B – Other Information, point 3. headed “Reasons for the Offer and Estimated Net Proceeds” is deleted in its entirety and replaced with the following new point headed “3. Reasons for the Offer” as follows:

“3. REASONS FOR THE OFFER

[General funding purposes of the BPS Group]] / [The net proceeds from the issue of the Notes will be used to finance or refinance Green Eligible Projects (as defined in the “Use of Proceeds” section)].

(If the Notes are denominated “Green Bonds”, describe the relevant projects to which the net proceeds of the Notes will be applied or make reference to the relevant bond framework to which the net proceeds of the Notes will be applied.)

(Applicable only in the case of securities to be classified as “Green Bonds”. If not applicable, delete this paragraph.)

[Further details on Green Eligible Projects or Social Eligible Projects are included in the [Framework Agreement], made available on the Issuer's website in the investor relations section at [.]]

(See "Use of Proceeds" wording in Base Prospectus)"

On pages 65–66 of the Base Prospectus, under Part B – Other Information, section “*Distribution*”, under section entitled “*Distribution*”, limb (vi) is deleted in its entirety and replaced with the following new limbs (vi) and (vii):

(vi) Prohibition of Sales to EEA Retail Investors:

[Applicable/Not Applicable]

(If the Notes clearly do not constitute "packaged" products or the Notes do constitute "packaged" products and a key information document will be prepared in the EEA, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.)

(vii) Prohibition of Sales to UK Retail Investors:

[Applicable/Not Applicable]

(If the Notes clearly do not constitute "packaged" products, or the Notes do constitute "packaged" products and a key information document will be prepared in the UK, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.)

APPLICABLE PRICING SUPPLEMENT

On page 67 of the Base Prospectus, the paragraph headed “*PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS*” is deleted in its entirety and replaced as follows:

“[PRIIPs Regulation / PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, MIFID II); or (ii) a customer within the meaning of Directive (UE) 2016/97 (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded the PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the EEA been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRIIPs Regulation / PROHIBITION OF SALES UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the UK PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the UK PRIIPs Regulation.]²”.

On pages 72–73 of the Base Prospectus, under Part A – Contractual Terms, point 15. headed “*Floating Rate Provisions*”, limb (f) headed “*Screen Rate Determination*” is deleted in its entirety and replaced as follows:

“(f) Screen Rate Determination:

- Reference Rate: Reference Rate: [•] month [EURIBOR]*
- Interest Determination Date(s): [•]*

² Legend to be included on front of the Final Terms if the Tranche of Notes potentially constitute “packaged” products and no key information document will be prepared or the issuer wishes to prohibit offers to EEA and UK retail investors for any other reason, in which case the selling restriction should be specified to be “Applicable”.

- *Relevant Screen Page:* (For example, Reuters EURIBOR 01)

On page 80 of the Base Prospectus, under Part B – Other Information, point 3. headed “*Reasons for the Offer – Use of Proceeds*” is deleted in its entirety and replaced with the following new point headed “*Reasons for the Offer*” as follows:

“3. REASONS FOR THE OFFER

[General funding purposes of the BPS Group]] / [The net proceeds from the issue of the Notes will be used to finance or refinance Green Eligible Projects or Social Eligible Projects (as defined in the “Use of Proceeds” section)].

(If the Notes are denominated “Green Bonds”, describe the relevant projects to which the net proceeds of the Notes will be applied or make reference to the relevant bond framework to which the net proceeds of the Notes will be applied.)

(Applicable only in the case of securities to be classified as “Green Bonds”. If not applicable, delete this paragraph.)

(See “Use of Proceeds” wording in Base Prospectus)”.

On page 82 of the Base Prospectus, under Part B – Other Information, section “*Distribution*”, under section entitled “*Distribution*”, limbs (vii) and (viii) are deleted in their entirety and replaced with the following new limbs (vii), (viii) and (ix):

(vii) Prohibition of Sales to EEA Retail Investors:

[Applicable/Not Applicable]

(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a key information document will be prepared in the EEA, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)

(viii) Prohibition of Sales to UK Retail Investors:

[Applicable/Not Applicable]

(If the Notes clearly do not constitute “packaged” products, or the Notes do

constitute "packaged" products and a key information document will be prepared in the UK, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared, "Applicable" should be specified.)

[Applicable/Not Applicable]".

(ix) Prohibition of Sales to Belgian Consumers:

* * * *

THE ISSUER

On pages 191–192 of the Base Prospectus, under the paragraph headed “*DIRECTORS, SENIOR MANAGERS AND MEMBERS OF THE SUPERVISORY BODIES*”, the rows related to “*Mario Alberto Pedranzini*”, “*Loretta Credaro*” and “*Annalisa Rainoldi*” of the table “*Board of Directors*” are deleted in their entirety and replaced as follows:

Mario Alberto Pedranzini ***	Chief Executive Officer and Managing Director	<ul style="list-style-type: none"> – Factorit S.p.A. (Deputy Chairperson); – Banca Popolare di Sondrio (SUISSE) SA (Chairperson of the Board of Directors); – Banca della Nuova Terra S.p.A. (Director); – IEO Istituto Europeo di Oncologia (Director); – Associazione Bancaria Italiana (Director); – Associazione Nazionale fra le Banche Popolari (Deputy Chairperson).
Loretta Credaro *	Director	<ul style="list-style-type: none"> – Sondrio Servizi al Terziario S.r.l. (Chairperson of the Board of Directors); – Confcommercio (National Director); – Unione Commercio, Turismo e Servizi della provincia di Sondrio (Chairperson of the Board of Directors); – C.C.I.A.A. Sondrio (Chairperson of the Board of Directors).
Annalisa Rainoldi ***	Director	<ul style="list-style-type: none"> – Rainoldi Mac S.r.l. (Chairperson of the Board of Directors); – Rainoldi Legnami S.r.l. (Director).

On pages 192–193 of the Base Prospectus, under the paragraph headed “*DIRECTORS, SENIOR MANAGERS AND MEMBERS OF THE SUPERVISORY BODIES*”, the rows related to “*Piorgiuseppe Forni*”, “*Laura Vitali*”, “*Luca Zoani*” of the table “*Board of Auditors*” are deleted in their entirety and replaced as follows:

Piorgiuseppe Forni	Chairperson of the Board of Auditors	<ul style="list-style-type: none"> – Pirovano Stelvio S.p.A. (Chairperson of the Board of Auditors);
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		<ul style="list-style-type: none"> – Sinergia Seconda S.r.l. (Auditor).
Laura Vitali	Auditor	<ul style="list-style-type: none"> – Emilio Giacomelli srl (Single Auditor); – Musixmach S.p.A. (Auditors); – Club Acceleratori S.p.A. (Auditor); – American Startup Club S.p.A. (Auditor); – Secam S.p.A. (Auditor); – Servizi Ecologici Ambientali S.r.L. (Auditor); – Coptron s.coop (Chairperson of the Board of Auditors).
Luca Zoani	Auditor	<ul style="list-style-type: none"> – Factorit S.p.A. (Chairperson of the Board of Auditors); – Arrow Electronics Italia srl (Single Auditor); – Mapfre Warranty S.p.A. (Auditor); – Bellatrix S.p.A. (Auditor); – RYOMA MC srl (Single Auditor); – CMA MC srl (Single Auditor); – Formula Impresoft S.p.A. (Auditor); – DGS S.p.A. (Auditor).

On page 194 of the Base Prospectus, under the paragraph headed “*DIRECTORS, SENIOR MANAGERS AND MEMBERS OF THE SUPERVISORY BODIES*”, the row related to “*Mario Alberto Pedranzini*” of the table “*General Management*” is deleted in its entirety and replaced as follows:

Mario Alberto Pedranzini	Chief Executive Officer and General Manager	<ul style="list-style-type: none"> – Factorit S.p.A. (Deputy Chairperson); – Banca Popolare di Sondrio (SUISSE) SA (Chairperson of the Board of Directors); – Banca della Nuova Terra S.p.A. (Director);
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		<ul style="list-style-type: none"> – IEO Istituto Europeo di Oncologia (Director); – Associazione Bancaria Italiana (Director); – Associazione Nazionale fra le Banche Popolari (Deputy Chairperson).
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On page 194 of the Base Prospectus, under the paragraph headed “*DIRECTORS, SENIOR MANAGERS AND MEMBERS OF THE SUPERVISORY BODIES*”, the row related to “*Massimo Perona*” is added after the last row of the table “*General Management*” as follows:

Massimo Perona	CFO	<ul style="list-style-type: none"> – Ram Active Investments SA (Chairperson of the Board of Directors) – Antares Vision spa (Director)
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On page 196 of the Base Prospectus, under the paragraph headed “*Regulatory Capital*”, the first and second sub-paragraphs are deleted in their entirety and replaced as follows:

“As at 30 September 2020, the BPS Group’s capital ratios were as follows: Common Equity Tier 1 ratio of 16.25 per cent. (fully phased), Tier 1 ratio of 16.29 per cent. (fully phased) and a Total Capital ratio of 18.66 per cent. (fully phased).

As at 31 December 2020, the BPS Group’s capital ratios, were as follows: Common Equity Tier 1 ratio of 16.20 per cent. (fully phased), Tier 1 ratio of 16.25 per cent. (fully phased) and a Total Capital ratio of 18.44 per cent. (fully phased).”.

On pages 196–197 of the Base Prospectus, under the paragraph headed “*Regulatory Capital*”, the last sub-paragraph is deleted in its entirety and replaced as follows:

“Following the SREP in December 2019, the ECB has set the minimum capital requirement in terms of CET1 for the BPS Group in respect to 2020, which is 10 per cent. Regarding the total capital ratio, this one was set at 13.5 per cent.

By means of a subsequent communication of 8 April 2020, the ECB, in view of the COVID-19 emergency, provided – with effect from 12 March 2020 – that the minimum CET1 requirement for the BPS Group for 2020 is 8.69 per cent., the minimum Tier 1 Capital Ratio requirement is 10.75 per cent., while the total capital ratio remained unchanged at 13.50 per cent. In accordance with a subsequent communication received from the ECB, the same requirements will also apply for 2021.”.

On page 197 of the Base Prospectus, under the paragraph headed “*Regulatory Capital*”, the following sub-paragraph is added as last sub-paragraph:

“With regard to the 2020 SREP process, the ECB, taking into account the COVID-19 contingency,

has informed that, as a general rule, no SREP decisions will be issued during the 2020 financial year; therefore, the additional capital levels determined as result of the outcome of the SREP procedures concluded during 2019 will continue to apply.”

On page 198 of the Base Prospectus, under the regulatory paragraph headed “*Banking Resolution under the EU Bank Recovery and Resolution Directive (BRRD)*”, the following two sub-paragraphs are added after the last sub-paragraph on page 204:

“In August 2020, the EBA issued its Final Report on the draft ITS on disclosure reporting on MREL and TLAC, providing for: (i) draft uniform disclosure formats for MREL and TLAC disclosure according – respectively – to Articles 45i(6) of the BRRD and 434a of the CRR; (ii) draft uniform reporting templates, instructions and methodology for MREL and TLAC reporting according – respectively – to Articles 45i(5) of the BRRD and 430(7) of the CRR. Such draft ITS have been transmitted to the European Commission for its approval.”

“In September 2020, the European Commission issued a notice aimed at interpreting certain legal provisions of the revised bank resolution framework (i.e. BRRD, SRMR, CRR and CRD IV) in reply to questions raised by NCAs, addressing the following issues: (i) the power to prohibit certain distributions; (ii) powers to suspend payment or delivery obligations; (iii) selling of subordinated eligible liabilities to retail clients; (iv) minimum requirement for own funds and eligible liabilities; (v) bail-in tool; (vi) contractual recognition of bail-in; (vii) write down or conversion of capital instruments and eligible liabilities; (viii) exclusion of certain contractual terms in early intervention and resolution; and (ix) contractual recognition of resolution stay powers. As pinpointed by the same Commission, the notice merely clarifies the provisions already contained in the applicable legislation, while it does not extend in any way the rights and obligations deriving from such legislation nor introduce any additional requirements of the concerned operators and competent authorities.”

On pages 204 – 205 of the Base Prospectus, under the paragraph headed “*11. Certain Regulatory Aspects Relating to the Issuer*”, the sub-paragraph headed “*The Supervisory Review and Evaluation Process*” is deleted in its entirety and replaced as follows:

“The Issuer is subject to the Pillar 2 requirements for banks imposed under the Directive 2013/36/EU of the European Parliament and of the Council of the European Union of 26 June 2013 and the Regulation (EU) No 575/2013 of the European Parliament and of the Council of the European Union of 26 June 2013 (jointly the “CRD IV Package”), which will be impacted, on an on-going basis, by the Supervisory Review and Evaluation Process (SREP). The SREP is aimed at ensuring that institutions have in place adequate arrangements, strategies, processes and mechanisms to maintain the amounts, types and distribution of internal capital commensurate to their risk profile, as well as robust governance and internal control arrangements. The key purpose of the SREP is to ensure that institutions have adequate arrangements as well as capital and liquidity to ensure sound management and coverage of the risks to which they are or might be exposed, including those revealed by stress testing, as well as risks the institution may pose to the financial system. On 22 April 2020, the EBA published a statement on additional supervisory measures in the light of the COVID-19. The EBA states that it recognises the need for a pragmatic and effective SREP, specific for the 2020 exercise. In light of the above, on 23 July 2020 the EBA issued the Final Report of the Guidelines “on the pragmatic 2020 supervisory review and evaluation process in light of the COVID-19 crisis”, aimed at making available to competent authorities a special procedure for the supervisory review and evaluation process (SREP) for the year 2020. In

particular, they identify how flexibility and pragmatism could be exercised in relation to the SREP framework in the context of the COVID-19 pandemic.”.

* * * *

TAXATION

On page 215 of the Base Prospectus, under the paragraph headed “*Italian Resident Noteholders*”, the second sub-paragraph is deleted and replaced as follows:

*“Subject to certain limitations and requirements (including a minimum holding period), Italian resident individuals not acting in connection with an entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 may be exempt from any income taxation, including the imposta sostitutiva, on Interest relating to the Notes if the Notes are included in a long-term individual savings account (piano individuale di risparmio a lungo termine) that meets the requirements set forth in Article 1(100–114) of Law No. 232 of 11 December 2016 (the **Finance Act 2017**), as amended and supplemented from time to time.”.*

On page 216 of the Base Prospectus, under the paragraph headed “*Italian Resident Noteholders*”, the sixth sub-paragraph is deleted and replaced as follows:

“Where an Italian resident Noteholders is a pension fund (subject to the regime provided for by article 17 of the Italian Legislative Decree No. 252 of 5 December 2005) and the Notes are deposited with an authorised intermediary, Interest relating to the Notes and accrued during the holding period will not be subject to imposta sostitutiva, but must be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to a 20 per cent. substitute tax. Subject to certain conditions (including minimum holding period requirement) and limitations, Interest relating to the Notes may be excluded from the taxable base of the 20 per cent. substitute tax if the Notes are included in a long-term individual savings account (piano individuale di risparmio a lungo termine) that meets the requirements set forth in Article 1 (100–114) of Finance Act 2017, as amended and supplemented from time to time.”.

On page 217 of the Base Prospectus, under the paragraph headed “*Tax treatment of Notes qualifying as atypical securities (titoli atipici)*”, the fourth sub-paragraph is deleted and replaced as follows:

“Subject to certain limitations and requirements (including a minimum holding period), Italian resident individuals not acting in connection with an entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 may be exempt from any income taxation, including the 26 withholding tax, on Interest relating to the Notes qualifying as atypical securities if such Notes are included in a long-term individual savings account (piano individuale di risparmio a lungo termine) that meets the requirements set forth in Article 1(100–114) of the Finance Act 2017, as amended and supplemented from time to time.”.

On page 219 of the Base Prospectus, under the paragraph headed “*Capital gains tax*”, the fifth sub-paragraph is deleted and replaced as follows:

“Subject to certain limitations and requirements (including a minimum holding period), Italian resident individuals not engaged in an entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 may be exempt from Italian capital gain taxes, including the imposta sostitutiva, on capital gains realised upon sale or redemption of the Notes if the Notes are included in a long-term individual

savings account (piano individuale di risparmio a lungo termine) that meets the requirements set forth in Article 1(100-114) of Finance Act 2017, as amended and supplemented from time to time.”.

On page 219 of the Base Prospectus, under the paragraph headed “*Capital gains tax*”, the eighth sub-paragraph is deleted and replaced as follows:

“Any capital gains realised by a Noteholder who is an Italian pension fund (subject to the regime provided for by article 17 of the Italian Legislative Decree No. 252 of 5 December 2005) will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to a 20 per cent. substitute tax. Subject to certain conditions (including minimum holding period requirement) and limitations, Interest relating to the Notes may be excluded from the taxable base of the 20 per cent. substitute tax if the Notes are included in a long-term individual savings account (piano individuale di risparmio a lungo termine) that meets the requirements set forth in Article 1 (100-114) of Finance Act 2017, as amended and supplemented from time to time.”.

On page 221 of the Base Prospectus, under the paragraph headed “*Wealth Tax on securities deposited abroad*”, the first sub-paragraph is deleted in and replaced as follows:

“According to the provisions set forth by Law No. 214 of 22 December 2011, as amended and supplemented, Italian resident individuals, non-commercial entities and certain partnerships (società semplici or similar partnerships in accordance with Article 5 of Decree No. 917) holding the Notes outside the Italian territory are required to pay an additional tax at a rate of 0.20 per cent. Pursuant to the provisions of Article 134 of Law Decree No. 34/2020, as converted into law with amendments by Law No. 77 of 17 July 2020, the wealth tax cannot exceed Euro 14,000.00 for taxpayers different from individuals. In this case the above mentioned stamp duty provided for by Article 13 of the tariff attached to Decree No. 642 does not apply.”.

On page 221 of the Base Prospectus, under the paragraph headed “*Tax Monitoring*”, the first sub-paragraph is deleted and replaced as follows:

“According to the Law Decree No. 167 of 28 June 1990, converted with amendments into Law No. 227 of 4 August 1990, as amended from time to time, individuals, non-profit entities and certain partnerships (società semplici or similar partnerships in accordance with Article 5 of Decree No. 917) resident in Italy for tax purposes, under certain conditions, are required to report for tax monitoring purposes in their yearly income tax the amount of investments (including the Notes) directly or indirectly held abroad. The requirement applies also where the persons above, being not the direct holder of the financial instruments, are the actual owner of the instrument.”.

* * * *

SUBSCRIPTION AND SALE

On pages 224–225 of the Base Prospectus, the paragraph headed “*Prohibition of sales to EEA and UK Retail Investors*”, is deleted in its entirety and replaced with the following new paragraphs headed “*Prohibition of Sales to EEA Retail Investors*” and “*Prohibition of Sales to UK Retail Investors*” as follows:

“Prohibition of Sales to EEA Retail Investors

If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms (or Pricing Supplement, as the case may be) in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:*
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or*
 - (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **IDD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or*
 - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**); and*
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.*

If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to EEA Retail Investors”,, in relation to each Member State of the European Economic Area , each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to the public in that Member State except that it may, make an offer of such Notes to the public in that Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;*
- (b) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or*
- (c) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,*

provided that no such offer or distribution of Notes referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a Base Prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a Base Prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, (i) the expression an "offer of Notes to the public" in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, (ii) the expression Prospectus Regulation means Regulation (EU) 2017/1129, as amended from time to time.

Prohibition of Sales to UK Retail Investors

If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled "Prohibition of Sales to UK Retail Investors", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:*
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; or*
 - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; or*
 - (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.*
- (b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.*

If the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled "Prohibition of Sales to UK Retail Investors", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (a) at any time to any legal entity which is a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA;*
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or*

(c) at any time in any other circumstances falling within section 86 of the FSMA.

For the purposes of this provision, (i) the expression “an offer of Notes to the public” in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes, (ii) the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.”.

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GENERAL INFORMATION

On page 229 of the Base Prospectus, following letter (c) of the paragraph headed “*Documents Available*”, the following new letters (d), (e), (f), (g), (h), (i), (j) and (k) are added as follows:

- (d) *the Issuer's Interim Financial Report as at and for the period ended on 30 June 2020;*
- (e) *the Issuer's consolidated interim report on operations as at and for the six months ended on 30 September 2020;*
- (f) *the press release headed “Fitch Ratings has removed all the Rating Watch Negative (RWN) attributed on 24 March 2020 to the ratings of Banca Popolare di Sondrio, confirming the long-term rating at 'BB +”;*
- (g) *the press release headed “Information on the evolution of the transformation process of Banca Popolare di Sondrio into a joint-stock company based on Law 24 March 2015, no. 33”;*
- (h) *the press release headed “DBRS Morningstar confirms Banca Popolare di Sondrio's Long-Term Issuer Rating at the investment grade level BBB (low), with trend Negative;*
- (i) *the press release headed “Banca Popolare di Sondrio well above the SREP Requirements for 2021 confirmed by the European Central Bank”;*
- (j) *the press release headed “The securitization called “POP NPLS 2020” has been completed. The transaction was carried out through a multi-originator sale of a portfolio of bad loans for a total gross book value of € 919.9 million, of which € 371.8 million referable to Banca Popolare di Sondrio S.C.p.A. – The guarantee of the Italian State (“GACS”) will be requested on the senior tranche”;* and
- (k) *the press release headed “Meeting of the board of directors of 5 February 2021: approval of consolidated preliminary results as at 31 of December 2020”.*

* * *

On page 230 of the Base Prospectus, the paragraph headed “*Significant or Material Adverse Change*” shall be deleted and replaced as follows:

“There has been no significant change in the financial performance or position of the Group since 30 September 2020 and there has been no material adverse change in the financial position or prospects of the Group since 31 December 2019.”.