

SUPPLEMENT DATED 11 JANUARY 2024

TO THE BASE PROSPECTUS DATED 22 DECEMBER 2023



**Banca Popolare
di Sondrio**

Fondata nel 1871

BANCA POPOLARE DI SONDRIO S.P.A.

(incorporated as a company limited by shares under the laws of the Republic of Italy and registered at the Companies' Registry of Sondrio under registration number 00053810149)

**Euro 5,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme
unconditionally and irrevocably guaranteed as to payments
of interest and principal by**

POPSO COVERED BOND S.R.L.

(incorporated as a limited liability company in the Republic of Italy and registered at the Companies' Registry of Treviso-Belluno under registration number 04620230260)

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 22 December 2023 (the "**Base Prospectus**"), for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (as subsequently amended and supplemented, the "**Prospectus Regulation**") and Article 30 of the Luxembourg Law on Prospectuses for Securities dated 16 July 2019, as subsequently amended (the "**Luxembourg Law**").

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, as a supplement issued in compliance with the Prospectus Regulation in order to (i) incorporate by reference in the Base Prospectus the press release of the Issuer headed "*Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation "Luzzatti Pop Npls 2023"*" and (ii) update the sections entitled "*Information incorporated by reference*", "*Taxation*" and "*General Information*" included in the Base Prospectus.

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RESPONSIBILITY STATEMENT

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement, with respect to those sections which already fall under the responsibility of each of them under the Base Prospectus and which are supplemented by means of this Supplement. To the best of the knowledge of the Issuer and the Guarantor (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 the Arrangers nor the Dealer nor any person mentioned in the Base Prospectus, as supplemented by this Supplement, with exception of the Issuer and the Guarantor, 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 and 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 and the Dealer have not verified the information contained in the Base Prospectus, as supplemented by this Supplement. None of the Arrangers or the Dealer makes any representation, express or implied, or accepts any responsibility, 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 financial statements 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 Guarantor, the Arrangers or the Dealer that any recipient of the Base Prospectus, this Supplement or any other financial statements should purchase the Covered Bonds. Each potential purchaser of Covered Bonds should determine for itself the relevance of the information contained in the Base Prospectus, as supplemented by this Supplement, and its purchase of Covered Bonds should be based upon such investigation as it deems necessary. None of the Arrangers or the Dealer undertakes to review the financial condition or affairs of the Issuer, the Guarantor or the Banca Popolare di Sondrio Group during the life of the arrangements contemplated by the Base Prospectus nor to advise any investor or potential investor in Covered Bonds of any information coming to the attention of any of the Arrangers or the Dealer.

The distribution of the Base Prospectus, this Supplement and any document incorporated by reference in the Base Prospectus or this Supplement and any Final Terms and the offering, sale and delivery of the Covered Bonds in certain jurisdictions may be restricted by law. Persons into whose possession the Base Prospectus, this Supplement or any Final Terms come are required by the Issuer and the Dealer to inform themselves about and to observe any such restrictions.

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

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 Covered Bonds issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in or incorporated by reference into this Supplement and (ii) any statement in or incorporated by reference into the Base Prospectus, the statements in or incorporated by reference into this Supplement will prevail.

Copies of this Supplement and of the documents incorporated by reference in this Supplement and in the Base Prospectus may be inspected during normal business hours at the Specified Office of the Luxemburg Listing Agent and of the Representative of the Covered Bondholders.

Copies of this Supplement and the document incorporated by reference in this Supplement and in the Base Prospectus are available on the Luxembourg Stock Exchange's website (<https://www.luxse.com>) and on the Issuer's website (<https://www.popso.it>).

INFORMATION INCORPORATED BY REFERENCE

By virtue of this Supplement, the English language version of the press release of the Issuer dated 28 December 2023 headed “*Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation “Luzzatti Pop Npls 2023”*” is incorporated by reference in, and forms part of, the Base Prospectus.

The following table shows, *inter alia*, the information that can be found in the press release incorporated by reference on page 69 of the Base Prospectus.

Press release headed “<i>Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation “Luzzatti Pop Npls 2023”</i>” published on 28 December 2023	Entire Document
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On page 65 of the Base Prospectus, the first paragraph shall be deleted and replaced as follows:

“This Base Prospectus should be read and construed in conjunction with the following information, which has been previously published or is published simultaneously with this Base Prospectus and which has been or is filed with the CSSF:

- (a) *English translation of the unaudited condensed consolidated financial statements of the Issuer as at and for the six months ended 30 June 2023, available [here](#).*
- (b) *English translation of the Issuer’s consolidated non-financial report as at 31 December 2022 and the relevant auditor’s report, available [here](#).*
- (c) *English translation of the audited consolidated and separate (non-consolidated) financial statements of the Issuer and the English translation of the relevant independent auditor’s reports as at and for the year ended on 31 December 2022, available [here](#).*
- (d) *English translation of the audited consolidated and separate (non-consolidated) financial statements of the Issuer and the English translation of the relevant independent auditor’s reports as at and for the year ended on 31 December 2021, available [here](#).*
- (e) *English translation of the Financial Statements of the Guarantor as at and for the year ended on 31 December 2022, available [here](#).*
- (f) *English translation of the independent auditor’s report in respect of the Financial Statements of the Guarantor as at and for the year ended on 31 December 2022, available [here](#).*
- (g) *English translation of the Financial Statements of the Guarantor as at and for the year ended on 31 December 2021, available [here](#).*
- (h) *English translation of the independent auditor’s report in respect of the Financial Statements of the Guarantor as at and for the year ended on 31 December 2021, available [here](#).*
- (i) *Press release “The SREP requirements of BPS for 2024. Bank’s capital ratios well above new targets” published on 1 December 2023, available [here](#).*
- (j) *Press release “DBRS Morningstar upgrades Banca Popolare di Sondrio’s trend from ‘stable’ to ‘positive’ due to strong financial fundamentals” published on 13 November 2023, available [here](#).*
- (k) *Press release headed “Banca Popolare di Sondrio largely exceeds MREL 2024 requirements” published on 8 November 2023, available [here](#).*
- (l) *Press release headed “Board of Directors’ meeting of 7 November 2023: consolidated Interim Management Statements as at 30 September 2023 approved” published on 7 November 2023, available [here](#).*
- (m) *Press release headed “Banca Popolare di Sondrio successfully places new 500 million euro Covered*

Bond issue for institutional investors” published on 17 October 2023, available [here](#).

- (n) Press release headed “BPS successfully places new 500 million euro Senior Preferred Green issue for institutional investors” published on 19 September 2023, available [here](#).*
- (o) Press release headed “Banca Popolare di Sondrio: the results of the 2023 ECB/SSM stress test confirm the Group’s capital strength both in the baseline and in the adverse scenario” published on 28 July 2023, available [here](#).*
- (p) Press release headed “Fitch Ratings confirms all ratings of Banca Popolare di Sondrio” published on 6 July 2023, available [here](#).*
- (q) Terms and Conditions of the Covered Bonds and the Rules of the Organisation of the Covered Bondholders set out under the Base Prospectus dated 1 August 2023, available [here](#).*
- (r) Press release headed “Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation “Luzzatti Pop Npls 2023” published on 28 December 2023, available [here](#).*

Any document incorporated by reference into any of the documents which are incorporated in, and form part of, the Base Prospectus, shall not constitute a part of the Base Prospectus.

Copy of the press release headed “Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation “Luzzatti Pop Npls 2023” published on 28 December 2023 may be obtained from the registered office of the Issuer and the Issuer’s website (<https://istituzionale.popso.it/en/documenti/banca-popolare-di-sondrio-cede-eu-1737-milioni-di-sofferenze-tramite-la-cartolarizzazione>) and will also be available on the Luxembourg Stock Exchange’s web site (www.luxse.com).

TAXATION

On page 240 of the Base Prospectus, the first sub-paragraph of the paragraph headed "*Wealth Tax on securities deposited abroad*" is deleted and replaced as follows:

"According to the provisions set forth by Law No. 214 of 22 December 2011, as amended and supplemented, 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 holding the Covered Bonds outside the Italian territory are required to pay an additional tax at a rate of 0.20 per cent (starting from January 1, 2024, the wealth tax applies at a rate of 0.40 per cent if the Covered Bonds are held in a country listed in the Italian Ministerial Decree dated 4 May 1999, pursuant to the provisions of Law No. 213/2023). The wealth tax cannot exceed Euro 14,000.00 for taxpayers different from individuals. In this case the abovementioned stamp duty provided for by Article 13 of the tariff attached to Decree No. 642 does not apply."

GENERAL INFORMATION

On pages 250–251 of the Base Prospectus, the paragraph headed “*Documents available for inspection*” shall be deleted and replaced as follows:

“Documents available for inspection

For so long as the Programme remains in effect or any Covered Bonds shall be outstanding and admitted to trading on the regulated market of the Luxembourg Stock Exchange, copies and, where appropriate, English translations of the following documents may be inspected during normal business hours at the registered office of the Luxembourg Listing Agent, namely:

- (i) the Programme Documents, of which only the Covered Bond Guarantee is available at https://istituzionale.popso.it/sites/default/files/files/BPS%20CB%20-%20Covered%20Bond%20Guarantee_Collated%20Copy_.pdf;*
- (ii) the Issuer’s memorandum of association (Atto Costitutivo) and by-laws (Statuto) as of the date hereof;*
- (iii) the Guarantor’s memorandum of association (Atto Costitutivo) and by-laws (Statuto) as of the date hereof;*
- (iv) the Issuer’s unaudited condensed consolidated financial statements of the Issuer as at and for the six months ended 30 June 2023;*
- (v) the Issuer’s audited consolidated and separate (non-consolidated) financial statements and the relevant independent auditor’s reports as at and for the years ended on 31 December 2021;*
- (vi) the Issuer’s audited consolidated and separate (non-consolidated) financial statements of the Issuer as at 31 December 2022;*
- (vii) the Issuer’s consolidated non-financial report as at 31 December 2022;*
- (viii) the Guarantor’s Financial Statements as at and for the year ended on 31 December 2021;*
- (ix) the Guarantor’s Audit report in respect of Financial Statements of the Guarantor as at and for the year ended on 31 December 2021;*
- (x) the Guarantor’s Financial Statements as at and for the year ended on 31 December 2022;*
- (xi) the Guarantor’s Audit report in respect of Financial Statements of the Guarantor as at and for the year ended on 31 December 2022;*
- (xii) Press release “The SREP requirements of BPS for 2024. Bank’s capital ratios well above new targets” published on 1 December 2023;*
- (xiii) Press release “DBRS Morningstar upgrades Banca Popolare di Sondrio’s trend from ‘stable’ to ‘positive’ due to strong financial fundamentals” published on 13 November 2023;*
- (xiv) Press release headed “Banca Popolare di Sondrio largely exceeds MREL 2024 requirements” published on 8 November 2023;*
- (xv) Press release headed “Board of Directors’ meeting of 7 November 2023: consolidated Interim Management Statements as at 30 September 2023 approved” published on 7 November 2023;*
- (xvi) Press release headed “Banca Popolare di Sondrio successfully places new 500 million euro Covered Bond issue for institutional investors” published on 17 October 2023;*
- (xvii) Press release headed “BPS successfully places new 500 million euro Senior Preferred Green issue for institutional investors” published on 19 September 2023;*

- (xviii) Press release headed “Banca Popolare di Sondrio: the results of the 2023 ECB/SSM stress test confirm the Group’s capital strength both in the baseline and in the adverse scenario” published on 28 July 2023;*
- (xix) Press release headed “Fitch Ratings confirms all ratings of Banca Popolare di Sondrio” published on 6 July 2023;*
- (xx) a copy of this Base Prospectus together with any supplement thereto, if any, or further Base Prospectus;*
- (xxi) a copy of the terms and conditions of the covered bonds and the rules of the organisation of the covered bondholder set out under base prospectus approved on 1 August 2023;*
- (xxii) Press release headed “Banca Popolare di Sondrio sells €173.7 million of bad loans through the multi-originator securitisation “Luzzatti Pop Npls 2023” published on 28 December 2023;*
- (xxiii) any Final Terms relating to Covered Bonds, which are admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system and any future offering circulars, prospectuses, and supplements to this Prospectus and any other documents incorporated herein or therein by reference. In the case of any Covered Bonds which are not admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system, copies of the relevant Final Terms will only be available for inspection by the relevant Covered Bondholders.*

Copies of all such documents shall also be available to Covered Bondholders, at least for ten years, at the Specified Office of the Representative of the Covered Bondholders, and at the following website: <https://istituzionale.popso.it/en/investor-relations/financial-operations> and under the following area of the Issuer’s website: “Home > Investor relations » Financial operations » Covered Bonds”.