

SEVENTH SUPPLEMENT DATED 26 FEBRUARY 2020 TO THE

BASE PROSPECTUS DATED 8 MARCH 2019

Banca Monte dei Paschi di Siena S.p.A.
(Incorporated with limited liability in the Republic of Italy)



€50,000,000,000

Debt Issuance Programme

This seventh supplement (the “**Supplement**”) to the Base Prospectus dated 8 March 2019, as supplemented by the first supplement dated 15 April 2019, the second supplement dated 31 May 2019, the third supplement dated 2 July 2019, the fourth supplement dated 6 September 2019, the fifth supplement dated 25 November 2019 and the sixth supplement dated 14 January 2020 (the “**Base Prospectus**”) constitutes a supplement for the purposes of Article 13.1 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended (the “**Prospectus Act**”) and Article 64 of the Luxembourg Prospectus Law dated 16 July 2019 (the “**Prospectus Law**”) and is prepared in connection with the €50,000,000,000 Debt Issuance Programme (the “**Programme**”) established by Banca Monte dei Paschi di Siena S.p.A. (“**BMPS**” or the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has 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.

This Supplement will be published on the website of the Luxembourg Stock Exchange website www.bourse.lu.

Purpose of the Supplement

The purpose of the submission of this Supplement is to update (i) the “*Important Information*” section of the Base Prospectus, (ii) the “*Risk factors*” section of the Base Prospectus; (iii) the “*Documents incorporated by reference*” section of the Base Prospectus to incorporate by reference some press releases of BMPS; (iv) the “*Form of Final Terms*” and “*Applicable Pricing Supplement*” sections of the Base Prospectus; (v) the “*Banca Monte dei Paschi di Siena*” and the “*Management of the Bank*” sections of the Base Prospectus; and (vi) the “*Subscription and Sale*” section of the Base Prospectus.

Risk Factors

Risks associated with the investigations of supervisory authorities

The last paragraph of subparagraph “*Inspection activity on anti-money laundering – (b) Investigations of the ECB and the Bank of Italy and UIF*” of the paragraph titled “*Risks associated with the investigations of supervisory authorities*” on page 20 of the Base Prospectus is deleted in its entirety and replaced as follows:

“In December 2019, the Bank received the penalty notification from Bank of Italy for an amount of Euro 1.32 million highlighting deficiencies in customers due diligence requirements, identifications of beneficial owners and suspicious transaction reporting. The supervisory authority took in consideration for the quantification of the penalty, the remedial actions initiated and largely implemented by the Bank.”

Important Information

The paragraph headed “*Important – EEA Retail Investors*” on page 4 of the Base Prospectus is deleted in its entirety and replaced as follows:

“**IMPORTANT – EEA AND 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 EEA and 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 European Economic Area (“**EEA**”) or 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 (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 (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, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or 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 PRIIPs Regulation.”

Documents incorporated by reference

The section titled “*Documents Incorporated by Reference*” on page 110 of the Base Prospectus shall be deemed to be supplemented with the following:

- (a) **BMPS Press Release dated 7 February 2020 – “Board of Directors approves preliminary results as at 31 December 2019”**

On 7 February 2020, the Issuer has published on the Issuer’s website the press release headed “*Board of Directors approves preliminary results as at 31 December 2019*” (the “**Press Release**”) which has been filed with the CSSF, and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus.

The Group’s consolidated financial statements as at 31 December 2019 will be audited by EY Sp.A., the Issuer’s external auditors.

EY S.p.A., as external independent auditor of the Issuer, has agreed that the financial information set out in the Press Release, 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 2019.

- (b) **BMPS Press Release dated 25 February 2020 – “Board of Directors approves the 2019 draft Financial Statements and convenes the Shareholders’ meeting for 6 April 2020”**

On 25 February 2020, the Issuer has published on the Issuer’s website the press release headed “*Board of Directors approves the 2019 draft Financial Statements and convenes the Shareholders’ meeting for 6 April 2020*” which has been filed with the CSSF, and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus.

Document	Information Incorporated	Page Reference
BMPS Press Release dated 7 February 2020 headed “ <i>Board of Directors approves preliminary results as at 31 December 2019</i> ”	Entire Document	All
BMPS Press Release dated 25 February 2020 headed “ <i>Board of Directors approves the 2019 draft Financial Statements and convenes the Shareholders’ meeting for 6 April 2020</i> ”	Entire Document	All

Form of Final Terms

- The paragraph titled “*Prohibition of Sales to EEA Retail Investors*” on page 122 of the Base Prospectus is deleted in its entirety and replaced as follows:

“**[PROHIBITION OF SALES TO EEA AND 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 European Economic Area (“**EEA**”) or 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 (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 (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, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or 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 PRIIPs Regulation.]¹”

- Item 6(vii) of Part B of the Form of Final Terms on page 133 of the Base Prospectus is deleted in its entirety and replaced as follows:

“(vii)	Prohibition of Sales to EEA and UK Retail Investors:	[Applicable/Not Applicable]
		<i>(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a key information document will be prepared, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)</i>

¹ Legend to be included on front of the Final Terms if the Notes potentially constitute “packaged” products 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”.

Applicable Pricing Supplement

- The paragraph titled “*Prohibition of Sales to EEA Retail Investors*” on page 134 of the Base Prospectus is deleted in its entirety and replaced as follows:

“**[PROHIBITION OF SALES TO EEA OR 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 European Economic Area (“**EEA**”) or 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 (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 (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, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or 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 PRIIPs Regulation.]²”

- Item 5(vii) of Part B of the Applicable Pricing Supplement on page 144 of the Base Prospectus is deleted in its entirety and replaced as follows:

“(vii) Prohibition of Sales to EEA and 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, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)

Description of Banca Monte dei Paschi di Siena S.p.A.

Banca Monte dei Paschi di Siena S.p.A.

Recent developments

- (a) The last paragraph of the paragraph titled “*ECB/Bank of Italy inspections concluded during the period 2015-2019 – Inspection activity on anti-money laundering*” of section titled “*Banca Monte dei Paschi di Siena S.P.A. – Major Events – Recent developments – 2013-2019*” on page 204 of the Base Prospectus is deleted in its entirety and replaced as follows:

“In December 2019, the Bank received the penalty notification from Bank of Italy for an amount of Euro 1.32 milion highlighting deficiencies in customers due diligence requirements, identifications of beneficial owners and suspicious transaction reporting. The supervisory authority took in

² Legend to be included on front of the Pricing Supplement if the 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”.

consideration for the quantification of the penalty, the remedial actions initiated and largely implemented by the Bank.”

- (b) The following paragraphs are deemed to be included at the end of the paragraph titled “*Extraordinary transactions carried out in the period 2017 - 2019*” of section titled “*Banca Monte dei Paschi di Siena S.p.A. – Major Events – Recent developments*” on page 205 of the Base Prospectus (as supplemented by the second supplement dated 31 May 2019) of the Base Prospectus:

“*Cuvée Transaction*”

On 27 December 2019, BMPS and MPS Capital Services (together with UBI Banca e Banco BPM) signed an agreement with Asset Management Company S.p.A. (“**AMCO**”) and Prelios Group for the creation of a multi-originator platform to manage Unlikely to Pay exposures related to real estate.

AMCO and the Prelios Group will manage a portfolio of small/medium Unlikely to Pay exposures deriving from loans from Euro 3 million to 30 million to real estate companies undergoing restructuring or financial difficulties conferred by the banks and by AMCO itself.

The project will be implemented through a securitization of the receivables granted by banks and AMCO and the intervention of a closed-end investment fund managed by Prelios SGR. The fund shares will be held by banks and AMCO.

In the first phase of the project, the Group contributed Unlikely to Pay exposures for an amount of approximately Euro 111 million, which are expected to be deconsolidated in the financial results as at 31 December 2019.

“*Further transactions for the assignment of NPLs*”

On 30 December 2019, BMPS completed three further transactions for the sale of NPLs for approximately Euro 1.8 billion. The agreements add up to the previous ones concluded in 2019 and bring the NPE overall sold by the Group during 2019 to around Euro 3.8 billion. Such transactions involved:

- the assignment without recourse of NPLs for approximately Euro 1.6 billion to illimity Bank S.p.A. The portfolio consists primarily of unsecured NPLs of BMPS and MPS Capital Services; and
- two transactions for a total of approximately Euro 0.2 billion relating to the assignment without recourse of mainly secured Unlikely to Pay exposures of BMPS and MPS Capital Services to corporate customers.

“*Issue of a subordinated Tier 2 bond*”

On 15 January 2020, BMPS successfully completed the issue of a fixed-rate Tier 2 Subordinated bond with a 10-year maturity for an amount of Euro 400 million, reserved to institutional investors. The transaction represented a further important step in the implementation of its Restructuring Plan and encountered a positive market response (order book above Euro 900 million from around 100 investors). Due to the strong demand, the yield final level has been set to 8%. The bond, issued under the Euro Medium Term Notes Programme of BMPS with ratings Caa1 (Moody’s) / CCC+ (Fitch) / B(low) (DBRS), is listed on the Luxembourg Stock Exchange.

“*Issue of Eur 750 million Senior Preferred Bond*”

On 21 January 2020, BMPS successfully completed the issue of a fixed-rate Senior Preferred unsecured bond with a maturity of 5 years and 3 months (April 2025) and a size of Euro 750 million, targeted at institutional investors. The transaction received a very positive market response, with a final order-book around Euro 1.2 billion from around 115 investors. Due to the strong demand, the initial price guidance of 3% was tightened towards the final yield of 2.7%. The bond, Euro Medium Term Notes Programme of BMPS, with ratings Caa1 (Moody's) / B (Fitch) / B(high) (DBRS), is listed on the Luxembourg Stock Exchange.

Sale of a real estate portfolio owned by BMPS Group: period of exclusivity granted to Ardian

As part of the competitive procedure concerning the sale of a real estate portfolio owned by BMPS Group started in July 2019, the Bank announced on 11 February 2020 that it has granted Ardian a period of exclusivity aimed at defining the contractual documents necessary to close the deal by the end of February 2020. The competitive procedure is part of the Restructuring Plan which provides for the sale of properties within the period covered by the Restructuring Plan.”

- (c) The following paragraph is deemed to be included following the subparagraph titled “*Civil disputes arising in connection with the ordinary business of the Issuer – (K) “Civil proceedings commenced by Lucchini SpA in Amministrazione Straordinaria before the Court of Milan vis-à-vis the Bank and other 11 credit institutions and companies”*” of the paragraph titled “*Banca Monte dei Paschi di Siena S.P.A. – Legal Proceedings – Judicial and arbitration proceedings – Civil Proceedings*” on page 246 of the Base Prospectus:

“(L) *Dispute Banca Monte dei Paschi di Siena S.p.A./Marcangeli Giunio S.r.l.*

By writ of summon notified on 28 November 2019, the plaintiff company Marcangeli Giunio S.r.l. requested the Court of Siena, principally, to ascertain the contractual liability of the Bank not for having disbursed a loan of Euro 24.2 million - necessary for the purchase of a plot of land and the construction of a shopping centre, which areas would have been leased or sold - and consequently the Bank conviction to pay compensation for damages, actual loss and loss of profit, in the amount of approximately Euro 43.3 million. In the alternative, in consideration of the same facts mentioned in the summon, it is requested the ascertainment the pre-contractual liability of the Bank for having interrupted the negotiations with the company and not having disbursed the agreed loan, and the conviction of the same to the compensations of damages for the same amount requested in the main proceedings. The first hearing is scheduled for 23 March 2020.”

Management of the Bank

(d) **Board of Directors**

The details relating to Board of Directors set out in the table on pages 257-259 of the Base Prospectus are deleted and replaced as follows:

<u>Name</u>	<u>Position</u>	<u>Date of birth</u>	<u>Position held</u>
Stefania Bariatti (*)	Chairperson	28 October 1956	Deputy Chairperson and member of nominations and compensation Committee of the Board of Directors of A2A S.p.A. Deputy Chairperson and

<u>Name</u>	<u>Position</u>	<u>Date of birth</u>	<u>Position held</u>
			member of the Executive Committee of the Italian Banking Association
Antonino Turicchi	Deputy Chairman	13 March 1965	Director of Autostrade per l'Italia S.p.A. Director of Leonardo S.p.A. Chairman of the Board of Directors of STMicroelectronics Holding N.V. Chief Executive Officer of Fintecna S.p.A.
Marco Morelli	Chief Executive Officer and General Manager	8 December 1961	Director and member of the Executive Committee of the Italian Banking Association Deputy Chairman of the Board of Directors of Fondazione Onlus Gino Rigoldi Director of the International University of social studies LUISS Guido Carli
Maria Elena Cappello (**)	Director	24 July 1968	Director of Prysmian S.p.A. Director and member of the Sustainability Committee of Saipem S.p.A. Director and member of the Related Party Committee of TIM S.p.A.
Roberta Casali (1) (**)	Director	25 January 1962	Director and member of the Independent Directors Committee and reference person of the Board on Audit, Compliance and Risk of Antirion SGR S.p.A.
Marco Giorgino (**)	Director	11 December 1969	Chairman of the Board of Directors of Vedogreen S.r.l. Director of REAL STEP SICAF S.p.A.

<u>Name</u>	<u>Position</u>	<u>Date of birth</u>	<u>Position held</u>
			Statutory Auditor of RGI S.p.A.
			Director of Terna S.p.A.
Fiorella Kostoris (**)	Director	5 May 1945	//
Roberto Lancellotti (**)	Director	21 July 1964	Director of Datalogic S.p.A.
			Member of the Board of Directors of the Fondazione Welfare Ambrosiano
			Sole Director of Athena S.r.l.
Nicola Maione (**)	Director	9 December 1971	Chairman of the Board of Directors of ENAV S.p.A.
			Director of the Italian Banking Association
Stefania Petruccioli (**)	Director	5 July 1967	Director of Dé Longhi S.p.A.
			Director of Interpump Group S.p.A.
			Director of RCS Media Group S.p.A.
			Director of F2A S.p.A.
			Director of the Italian Banking Association
Salvatore Fernando Piazzolla (*)	Director	5 March 1953	//
Angelo Riccaboni (**)	Director	24 July 1959	Chairman of Fundacion PRIMA
			Chairman of Fondazione Sclavo
			Director of Fondazione Smith Kline
			Chairman of the Steering committee of Santa Chiara Lab, Innovation Center of University of Siena
			Director of Università degli

Name	Position	Date of birth	Position held
			Studi di Milano – Bicocca
Michele Santoro (**)	Director	28 March 1955	//
Giorgio Valerio (**)	Director	13 July 1966	Director and member of the control and risks committee, the nomination and compensation committee and the related parties committee of Massimo Zanetti Beverage Group S.p.A. Chairman of the Board of Directors of Niuma S.r.l.

(e) **Managers with strategic responsibilities**

The details relating to managers with strategic responsibilities set out in the table on pages 261-264 of the Base Prospectus are deleted and replaced as follows:

Name	Position	Date of birth	Position held
Marco Morelli	Chief Executive Officer and General Manager	8 December 1961	Director and member of the Executive Committee of the Italian Banking Association Deputy Chairman of the Board of Directors of Fondazione Onlus Gino Rigoldi Director of the International University of social studies LUISS Guido Carli
Giovanni Ametrano	Head of Performing Loans Division	6 April 1965	Director of MPS Leasing & Factoring S.p.A.
Maurizio Bai	Head of Network Division	23 July 1967	//
Leonardo Bellucci	Chief Risk Officer	21 February 1974	//
Giampiero Bergami	Chief Commercial Officer – Deputy	27 February 1968	Director of Wise

	General Manager		Dialog Bank – Widiba S.p.A.
			Director of Bonfiglioli Riduttori S.p.A.
Vittorio Calvanico	Chief Operating Officer	8 February 1964	Director of Ausilia S.r.l.
			Chief Executive Officer of Consorzio Operativo Gruppo Montepaschi S.c.p.a.
Ettore Carneade	Compliance Officer	16 June 1961	//
Nicola Massimo Clarelli	Chief Financial Reporting Officer	22 October 1971	//
Pierfrancesco Cocco	Chief Audit Executive	07 June 1954	//
Roberto Coita	Chief Human Capital Offer	28 January 1972	//
Fiorella Ferri	Chief Safety Officer	5 June 1962	//
Fabiano Fossali	Head of Markets and Products Division	22 March 1968	Director of MPS Leasing & Factoring S.p.A.
			Director of MPS Capital Services Banca per le Imprese S.p.A.
Fabrizio Leandri	Chief Lending Officer	21 April 1966	//
Ettore Minnella	Head of Operations Division	18 September 1960	//
Marco Palocci	Head of Institutional Relations, Communication and Sustainability Division	2 December 1960	Deputy Chairman of the Board of Directors of Fondazione Banca Agricola Mantovana
			Member of the Board of Directors of Fondazione Banca Antonveneta

Riccardo Quagliana	Group General Counsel	4 February 1971	Deputy Chairman of Wise Dialog Bank – Widiba S.p.A. Director of MPS Capital Services Banca per le Imprese S.p.A.
Andrea Rovellini	Chief Financial Officer – Senior Deputy General Manager	15 February 1959	Director of Wise Dialog Bank – Widiba S.p.A. Director of AXA MPS Assicurazioni Danni S.p.A. Director of AXA MPS Assicurazioni Vita S.p.A. Director of Nuova Sorgenia Holding S.p.A.
Lucia Savarese	Head of Non-Performing Loans Division	30 March 1964	Director of MPS Capital Services Banca per le Imprese S.p.A.
Federico Vitto	Head of Wealth Management Division	14 November 1968	Chairman of MPS Fiduciaria S.p.A. Director of AXA MPS Assicurazioni Danni S.p.A. Director of AXA MPS Assicurazioni Vita S.p.A. Director of AXA MPS Financial Designated Activity Company (DAC) Director of AIPB – Italian Association Private Banking

(f) **Board of Statutory Auditors**

The details relating to the board of statutory auditors set out in the table on pages 265-266 of the Base Prospectus are deleted and replaced as follows:

<u>Name</u>	<u>Title</u>	<u>Date of Birth</u>	<u>Position held</u>
Elena Cenderelli	Chairperson	27 August 1947	<p>Chairperson of the Board of Statutory Auditors of AXA MPS Assicurazioni Vita S.p.A.</p> <p>Chairperson of the Board of Statutory Auditors of AXA MPS Assicurazioni Danni S.p.A.</p>
Raffaella Fantini	Auditor	20 February 1969	<p>Auditor of BP Real Estate S.p.A.</p> <p>Auditor of Sport e Salute S.p.A. (yet Coni Servizi S.p.A.)</p> <p>Auditor of Ecuador S.p.A.</p> <p>Sole Auditor of ICCAB S.r.l.</p> <p>Auditor of SO.G.IM S.p.A.</p> <p>Auditor of Società Immobiliare Minerva S.r.l.</p> <p>Auditor of Istituto Nazionale previdenza giornalisti italiani</p> <p>Sole Auditor of Tessuti Iannuzzi S.r.l.</p> <p>Sole Auditor of Thoni S.r.l. unipersonale</p> <p>Sole Auditor of Becci S.r.l. unipersonale</p>
Paolo Salvadori	Auditor	21 July 1947	<p>Auditor of the Board of Statutory Auditors of AXA Italia Servizi S.p.A.</p> <p>Chairman of the Board of Statutory Auditors of Immobiliare Due Ponti S.p.A.</p> <p>Chairman of the Board of</p>

				Statutory Auditors of M.A. Centro Inossidabili S.p.A.
				Chairman of the Board of Statutory Auditors of SEVIAN S.r.l.
Daniele Monarca	Federico	Alternate Auditor	22 April 1959	Chairman of the Board of Statutory Auditors of ADVALORA S.p.A.
				Auditor of Fiera Milano S.p.A.
				Auditor of ICM S.p.A.
				Director of Blue Financial Communication S.p.A.
				Chairman of the Board of Directors Consaequo Partners S.r.l.
				Director of Il cielo in una stanza S.r.l.
				Director of Pigreco Corporate Finance S.r.l.
				Auditor of Fiere di Milano Media S.p.A.
Claudia Mezzabotta (*)		Alternate Auditor	3 February 1970	Chairperson of the Board of Statutory Auditors of Carrara S.p.A.
				Auditor of Sabre Italia S.r.l.
				Auditor of AVIO S.p.A.
				Sole Auditor of RES – Research for enterprise systems S.r.l.
				Chairperson of the Board of Statutory Auditors of Fultes S.p.A.
				Auditor of Quadrifoglio Piacenza S.p.A. in liquidation
				Sole Auditor of GE Lighting S.r.l.

Auditor of Pentagramma
Perugia S.p.A.

Auditor of Inalca S.p.A.

Auditor of Synopo S.p.A.

Auditor of Winwin S.r.l.

Auditor of Pentagramma
Piemonte S.p.A. in
liquidation

Auditor of Ente Nazionale
Previdenza e Assistenza
degli Psicologi

Subscription and Sale

The paragraph titled “*Prohibition of Sales to EEA Retail Investors*” on pages 277 and 278 of the Base Prospectus is deleted in its entirety and replaced as follows:

“Prohibition of sales to EEA and UK Retail Investors

Unless the Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) specifies “Prohibition of Sales to EEA and UK Retail Investors” as “Not Applicable”, 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 or 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 (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 (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**”); 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) specifies “Prohibition of Sales to EEA and UK Retail Investors” as “Not Applicable”, in relation to each Member State of the EEA and the United Kingdom (each, a “**Relevant State**”), 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 that Relevant State except that it may make an offer of such Notes to the public in that Relevant 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 of Notes referred to in paragraphs (a) to (c) above shall require the Issuer or any dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision:

- the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant 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, as the same may be varied in that State by any measure implementing the Prospectus Directive in that State; and
- the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.”

General

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or any other document incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this Supplement and all documents incorporated by reference in the Base Prospectus can be obtained free of charge from the office of the Issuer and, in case of Notes admitted to the Official List and to trading on the Luxembourg Stock Exchange’s regulated market, from the principal office in Luxembourg of *Banque Internationale à Luxembourg, société anonyme*, being at 69 Route d’Esch, L-2953 Luxembourg. Copies of this Supplement and all documents incorporated by reference in the Base Prospectus will also be published on the Luxembourg Stock Exchange's website (www.bourse.lu).