

**FIRST SUPPLEMENT DATED 8 SEPTEMBER 2020 TO THE PROSPECTUS DATED 22 JULY 2020**



**Banca Monte dei Paschi di Siena S.p.A.**  
(incorporated as a joint stock company in the Republic of Italy)

**€20,000,000,000 Covered Bond Programme**  
**unconditionally and irrevocably guaranteed as to payments of interest and principal by**

**MPS Covered Bond S.r.l.**  
(incorporated as a limited liability company in the Republic of Italy)

**BY APPROVING THIS SUPPLEMENT, THE *COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER* GIVES NO UNDERTAKING AS TO THE ECONOMIC OR FINANCIAL OPPORTUNENESS OF THE TRANSACTION OR THE QUALITY AND SOLVENCY OF THE ISSUER IN LINE WITH THE PROVISIONS OF ARTICLE 6 (4) OF THE LUXEMBOURG LAW DATED 16 JULY 2019 ON PROSPECTUSES FOR SECURITIES.**

This first Supplement (the "**Supplement**") to the base prospectus dated 22 July 2020 (the "**Prospectus**") constitutes a supplement for the purposes of 23 of Regulation EU 2017/1129 (as subsequently amended, the "**Prospectus Regulation**") and is prepared in connection with the €20,000,000,000 covered bond programme (the "**Programme**") established by Banca Monte dei Paschi di Siena S.p.A. ("**BMPS**" or the "**Issuer**") and guaranteed by MPS Covered Bond S.r.l. (the "**Guarantor**").

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

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

The Issuer accepts responsibility for the information contained in 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.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* ("**CSSF**"), which is the Luxembourg competent authority for the purposes of the Prospectus Regulation and Luxembourg Prospectus Law, as a supplement issued in compliance with the Prospectus Regulation and relevant implementing measures in Luxembourg for the purposes of updating the sections of the Prospectus headed "*Documents incorporated by Reference*", "*Banca Monte dei Paschi di Siena S.p.A.*", and "*General Information*".

Copies of this Supplement and the document incorporated by reference in this Supplement can be obtained free of charge from the registered office of the Issuer and are available on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)) and on the Issuer's website (<https://www.gruppomps.it/investor-relations/programmi-di-emissione-e-prospetti/emissioni-internazionali-obbligazioni-mps-2020-emptn-e-obg.html>).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the 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 Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme since the publication of the Prospectus.

### **Purpose of this Supplement**

The purpose of the submission of this Supplement is to update the information contained in the Prospectus and, in particular:

1. update the section named "*Documents Incorporated by Reference*" of the Prospectus, incorporating by reference (i) the press release published by the Issuer on its website on 27 August 2020 named "BMPS receives ECB's draft decision on planned demerger"; (ii) the press release published by the Issuer on its website on 6 August 2020 named "Banca MPS: Board approves results as at 30 June 2020"; and (iii) the BMPS Unaudited Consolidated First Half Financial Report as at 30 June 2020;
2. update the section named "*Banca Monte dei Paschi di Siena S.p.A.*" of the Prospectus; and
3. update the section named "*General Information*" of the Prospectus.

## 1. DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Prospectus entitled "*Documents incorporated by reference*" beginning on pages 95 - 97 of the Prospectus.

By virtue of this Supplement, the following entire documents which have been published and filed with the CSSF shall be deemed to be incorporated by reference in, and form part of, the Prospectus:

- (i) the press release headed "BMPS receives ECB's draft decision on planned demerger" (the "**August 2020 Press Release**") which is available at [https://www.gruppomps.it/static/upload/270/27082020\\_cs\\_ecb\\_eng.pdf](https://www.gruppomps.it/static/upload/270/27082020_cs_ecb_eng.pdf).
- (ii) the press release headed "Banca MPS: Board approves results as at 30 June 2020" (the "**Press Release on First Half Financial Results as at 30 June 2020**") which is available at <https://www.gruppomps.it/static/upload/cs-/cs-eng-risultati-1h2020.pdf>.
- (iii) the unaudited consolidated first half financial report as at 30 June 2020 (the "**BMPS Unaudited Consolidated First Half Financial Report as at 30 June 2020**"), which is available at: [https://www.gruppomps.it/static/upload/\\_con/consolidated\\_half\\_yearly\\_report\\_2020.pdf](https://www.gruppomps.it/static/upload/_con/consolidated_half_yearly_report_2020.pdf).

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The table below sets out the relevant page references with respect of the information incorporated by reference.

### Cross-reference List

Document	Information Incorporated	Page Reference
August 2020 Press Release headed "BMPS receives ECB's draft decision on planned demerger" dated 27 August 2020	Entire document	All
Press Release on First Half Financial Results as at 30 June 2020	Group profit and loss results at 30 June 2020	pp 2 - 6
	Group balance sheet aggregates as at 30 June 2020	pp 6 - 9
	Reclassified Income statement	pp 10 - 13
	Reclassified balance sheet	pp 13 - 15
	Income Statement and Balance Sheet Figures	p 16
	Alternative Performance Measures	p 17
Regulatory Measures	p 17	

	Reclassified Consolidated Income Statement	p 18
	Quarterly trend in reclassified consolidated income statement	p 19
	Reclassified Balance Sheet	p 20
	Reclassified Balance Sheet – Quarterly Trend	p 21
BMPS Unaudited Consolidated First Half Financial Report as at 30 June 2020	Half-Yearly Report on Operations	pp 3-39
	Half-Yearly Condensed Consolidated Financial Statements	pp 40-50
	Explanatory Notes	pp 51-153
	Certification of condensed consolidated half-yearly financial statements pursuant to art. 81-ter of CONSOB Regulation No. 11971 of 14 May 1999, as subsequently amended and supplemented	p 54
	Independent Auditors' Report	pp 155-157

For the purposes of Article 19(1) of Regulation (EU) 2017/1129, the information incorporated by reference that is not included in the cross-reference list above are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement and, for the avoidance of doubt, unless specifically incorporated by reference into the Prospectus, information contained on the website does not form part of the Prospectus.

2. **BANCA MONTE DEI PASCHI DI SIENA S.P.A.**

- 2.1 The following paragraph shall be deemed to be included in sub-paragraph 3.1 "Recent developments" of paragraph 3 titled "Major Events" on pages 205-219 of the Prospectus:

*"BB) Resignation of Giampiero Bergami and appointment of Pasquale Marchese*

On 31 July 2020, the Bank announced that Giampiero Bergami has resigned with effect from 31 August 2020 from the offices of Deputy General Manager and Chief Commercial Officer of the Bank. On 7 August 2020, the Bank announced that Pasquale Marchese will be the new Chief Commercial Officer starting from 1 September 2020."

- 2.2 The seventh paragraph set out in sub-paragraph 10.7 "Inspection activity on anti-money laundering" of paragraph 10 titled "ECB/Bank of Italy inspections concluded during the period 2015-2020" on pages 232-234 of the Prospectus is deleted in its entirety and replaced as follows:

"A further inspection, commenced by the Bank of Italy on 6 June 2018 and ended on 28 September 2018 has been carried out on BMPS and Banca Widiba S.p.A.. Both banks have been formally subject to inspections regarding the verification of compliance with anti-money laundering legislation. Further to the end of such inspection, on 28 February 2019, the Bank of Italy reported the outcome of the inspection to the Board of Directors of the Bank highlighting certain areas of improvement which mainly concerned adequate verification and internal controls."

- 2.3 The sub-paragraph 10.14 "Inspection activity on internal governance (Deep Dive Internal Governance)" of paragraph 10 titled "ECB/Bank of Italy inspections concluded during the period 2015-2020" on page 235 of the Prospectus is deleted in its entirety and replaced as follows:

"During the years 2018 – 2019, the ECB carried out an off-site inspection (deep dive) on internal governance with a specific focus on the functioning of the management body. On 7 May 2020, the Bank received the draft follow up letter. Compared to the conclusions derived from the thematic review on governance carried out in 2015, the Joint Supervisory Team noted some progress. Nevertheless, the authority set out 5 findings, related to the board's ability to provide effective oversight to the management function, and to critically challenge and review proposals and information provided to it, as already stated in the 2019 SREP Decision. The Bank replied to the draft follow up letter on last 25 June and is waiting to receive the final version of that letter."

- 2.4 The last paragraph set out in sub-paragraph 10.15 "Inspection activity on legal risk (OSI 4125)" of paragraph 10 titled "ECB/Bank of Italy inspections concluded during the period 2015-2020" on pages 236-237 of the Prospectus is deleted in its entirety and replaced as follows:

"On 7 May 2020, the Bank received the follow-up letter, bearing indications referring the recommendations and deadlines related to the findings. The Bank is currently implementing the remediation plan communicated to the Joint Supervisory Team on 28 June 2020."

- 2.5 The paragraph "*Partial, non-proportional demerger with asymmetric option from BMPS in favor of AMCO*" of sub-paragraph 3.1 "*Recent developments*" of paragraph 3 titled "*Major Events*" on page 218 of the Prospectus is deleted in its entirety and replaced as follows:

"Z) *Partial, non-proportional demerger with asymmetric option from BMPS in favor of AMCO*

On 29 June 2020, the board of directors of BMPS and the board of directors of AMCO have approved the project related to the partial, non-proportional demerger with asymmetric option from BMPS in favor of AMCO (the "**Transaction**") of a compendium consisting of NPEs, DTAs, other assets, financial debts, other liabilities and net equity. The project is subject to certain conditions, first of all the positive scrutiny by the ECB. On 27 August 2020, the Bank's board of directors acknowledged receipt from the ECB of the draft decision regarding the Transaction and resolved to inform the ECB of the absence of comments on its part. The ECB draft decision sets out the conditions to which the ECB's authorisation to carry out the Transaction is subject, as further detailed in the August 2020 Press Release. For more information in this respect, reference is made to the press release published by BMPS on 29 July 2020 and headed "Partial non – proportional demerger project with asymmetric option of a compendium of non – performing exposures from MPS in favour of AMCO" (the "**BMPS Press Release**") and the August 2020 Press Release (both incorporated by reference to this Prospectus). On 2 September 2020 Banca Monte dei Paschi di Siena S.p.A. received the ECB final decision confirming the draft decision received by the Bank on 27 August 2020."

### 3. MANAGEMENT OF THE BANK

3.1 On pages 272-273 of the Prospectus, under the section titled "*Managers with strategic responsibilities*" the table with the details relating to managers with strategic responsibilities shall be deleted and replaced as follows:

	<b>Name</b>	<b>Position</b>	<b>Place and date of birth</b>	<b>Main activities outside the Bank, deemed significant</b>
1.	Guido Bastianini	Chief Executive Officer and General Manager	Gavorrano (GR), 10 April 1958	
2.	Giovanni Ametrano	Head of Performing Loans Division	6 April 1965	Director of MPS Leasing & Factoring S.p.A.
3.	Maurizio Bai	Head of Network Division	23 July 1967	
4.	Leonardo Bellucci	Chief Risk Officer	21 February 1974	
5.	Pasquale Marchese	Chief Commercial Officer	Pescara, 2 June 1961	
6.	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.
7.	Ettore Carneade	Compliance Officer	16 June 1961	
8.	Nicola Massimo Clarelli	Chief Financial Reporting Officer	22 October 1971	
9.	Pierfrancesco Cocco	Chief Audit Executive	7 June 1954	
10.	Roberto Coita	Chief Human Capital Offer	28 January 1972	
11.	Fiorella Ferri	Chief Safety Officer	5 June 1962	
12.	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.
13.	Fabrizio Leandri	Chief Lending Officer	21 April 1966	Deputy Chairperson of Monte Paschi Banque S.A.
14.	Ettore Minnella	Head of Operations Division	18 September 1960	
15.	Marco Palocci	Head of Institutional Relations, Communication and	2 December 1960	Deputy Chairperson of the Board of Directors of

<b>Name</b>	<b>Position</b>	<b>Place and date of birth</b>	<b>Main activities outside the Bank, deemed significant</b>
	Sustainability Division		Fondazione Banca Agricola Mantovana Member of the Board of Directors of Fondazione Banca Antonveneta
16. Riccardo Quagliana	Group General Counsel	4 February 1971	Deputy Chairperson of Wise Dialog Bank – Widiba S.p.A. Director of MPS Capital Services Banca per le Imprese S.p.A. Director of Conciliatore Bancario e Finanziario
17. Lucia Savarese	Head of Non-Performing Loans Division	30 March 1964	Director of MPS Capital Services Banca per le Imprese S.p.A.
18. Giuseppe Sica	Chief Financial Officer	19 April 1977	
19. Federico Vitto	Head of Wealth Management Division	14 November 1968	Chairperson 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 AIPB – Italian Association Private Banking



#### 4. GENERAL INFORMATION

- 4.1 On pages 403-404 of the Prospectus, under section "*General information*", the paragraph headed "*Trend information / No Significant Change*" shall be deleted and replaced as follows:

##### **"Trend Information / No Significant Change**

"Save as disclosed (i) in the section "*Risk Factors – Risk Factors relating to the Issuer and the Group*", in paragraph "*Risks associated with the general economic/financial scenario*" with respect to the impact of COVID-19 and in the "*Banca Monte dei Paschi di Siena S.p.A.*" section, paragraph "*3.1 Recent developments – Z) Partial, non-proportional demerger with asymmetric option from BMPS in favor of AMCO*" of the Prospectus, and (ii) in the section "*Strategy and Restructuring Plan*" and in the paragraph "*Initiative promoted by the Monte dei Paschi di Siena Foundation ("MPS Foundation")*" of section "*Main types of legal, employment and tax risks*" on pages, respectively, 34-37 and 123-124 of BMPS Unaudited Consolidated First Half Financial Report as at 30 June 2020, since 30 June 2020 there has been no significant change in the financial performance or position of the Issuer and/or the Group and since 31 December 2019 there has been no material adverse change in the prospects of the Issuer and/or the Group.

Since 31 December 2019 there has been no material adverse change in the prospects of the Guarantor and since 31 December 2019 there has been no significant change in the financial position of the Guarantor."

- 4.2 On pages 404-405 and ss. of the Prospectus, under section "*General information*", the item headed "*Documents Available*" shall be updated as follows (underlined and strikethrough show the amendments made):

##### **"Documents Available**

So long as Covered Bonds are capable of being issued under the Programme, copies of the following documents will, when published, be available (in English translation, where necessary) free of charge during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for inspection at the registered office of the Issuer:

- (a) the by-laws of the Issuer (which is also available on: [https://www.gruppomps.it/static/upload/sta/statuto\\_eng\\_april\\_2019.pdf](https://www.gruppomps.it/static/upload/sta/statuto_eng_april_2019.pdf)) and the constitutive documents of the Guarantor;
- (b) the unaudited consolidated first half financial report as at 30 June 2020;
- (c) the unaudited consolidated interim financial statements of the Issuer for the period ended 31 March 2020, contained in the consolidated interim report as at 31 March 2020;
- (d) the consolidated audited annual financial statements of the Issuer as at and for the years ended 31 December 2018 and 31 December 2019;
- (e) the financial statements of the Guarantor as at and for the years ended 31 December 2018 and 31 December 2019;

- (f) the auditors' reports for the Issuer for the financial year ended 31 December 2018 and for the year ended 31 December 2019;
- (g) the auditors' reports for the Guarantor for the financial year ended 31 December 2018 and for the year ended 31 December 2019;
- (h) a copy of this Prospectus;
- (i) any future offering circular, prospectuses, information memoranda and supplements to this Prospectus including Final Terms and any other documents incorporated herein or therein by reference;
- (j) each of the following documents (as amended and restated from time to time, the "Programme Documents"), namely:
- Guarantee;
  - Subordinated Loan Agreements;
  - Master Assets Purchase Agreement;
  - Cover Pool Management Agreement;
  - Warranty and Indemnity Agreement;
  - Master Servicing Agreement;
  - Asset Monitor Agreement;
  - Quotaholders' Agreement;
  - Cash Allocation, Management and Payments Agreement;
  - English Account Bank Agreement;
  - Covered Bond Swap Agreements;
  - Asset Swap Agreements;
  - Mandate Agreement;
  - Deed of Pledge;
  - Deed of Charge
  - Intercreditor Agreement;
  - Guarantor Corporate Services Agreement;
  - Programme Agreement; and
  - Master Definitions Agreement"