

First Supplement dated 20 September 2019 to the Base Prospectus dated 18 July 2019



Società per la Gestione di Attività - S.G.A. S.p.A.
(incorporated with limited liability in the Republic of Italy)

newly named



AMCO - Asset Management Company S.p.A.

EUR 1,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) to the base prospectus dated 18 July 2019 (the “**Base Prospectus**”) constitutes a supplement to a base prospectus for the purposes of article 13 of Chapter I of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities (the “**Prospectus Law**”) and is prepared in connection with the EUR 1,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Amco - Asset Management Company S.p.A. (formerly Società per la Gestione di Attività - S.G.A. S.p.A.) (“**Amco**” or the “**Issuer**”). This document is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the Commission de Surveillance du Secteur Financier (the “**CSSF**”) in its capacity as competent authority in Luxembourg to approve this Supplement under the Prospectus Law.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief 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.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

Purpose of the Supplement

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive in order to (i) update the Base Prospectus in light of the change in the corporate name from SGA to AMCO; (ii) update the Base Prospectus in light of the new rating assigned by Standard & Poor's to Amco on 23 July 2019; (iii) incorporate by reference in the Base Prospectus the unconsolidated half-year financial statements as at 30 June 2019 of the Issuer; (iv) update the section of the Base Prospectus "*Risk Factors – Risks relating to the Issuer*" in light of the unconsolidated half-year financial statements as at 30 June 2019; (v) provide additional updated information on the Issuer, and (v) update the section of the Base Prospectus "*General Information – Significant or Material Adverse Change*".

(A) CHANGE OF THE ISSUER'S NAME

On 19 July 2019, the extraordinary shareholders' meeting of Amco approved the change of the company name from SGA - Società per la Gestione di Attività - S.G.A. S.p.A. to Amco - Asset Management Company S.p.A.

As an effect of the change in the company name, any reference in the Base Prospectus to Società per la Gestione di Attività - S.G.A. S.p.A. or SGA shall be intended to refer to Amco.

1. The first paragraph at page 68 of the Base Prospectus shall be updated, with respect to some information, by the following:

"Amco - Asset Management Company S.p.A. (**Amco** or the **Issuer**) is a joint stock company limited by shares (*società per azioni*) incorporated under Italian law, registered with the register of companies of Naples under number 1635/89 and on the Registry of Financial Intermediaries pursuant to article 106 of Legislative Decree 385/93 (the **Consolidated Banking Act**) under number 6. Its fiscal code and VAT number is 05828330638".

(B) RATINGS

1. The ninth paragraph at page i of the Base Prospectus shall be replaced in its entirety by the following:

"Notes issued under the Programme may be rated or unrated. As at the date of this Base Prospectus, on 27 September 2018 Fitch Ratings Limited ("**Fitch Ratings**") has assigned 'BBB-' /'F3' long- and short-term ratings to Notes issued under the Programme. On 23 July 2019, Standard and Poor's Global Ratings ("**S&P's**") has assigned the long-term rating 'BBB' with negative outlook. Fitch Ratings is established in the EEA and registered under Regulation (EU) No 1060/2009, as

amended (the “**CRA Regulation**”), while S&P’s is an American company, established as a nationally recognized statistical rating organization under the U.S. Credit Rating Agency Reform Act of 2006, registered in Europe through its Irish branch. Fitch Ratings and S&P’s appear on the latest update of the list of registered credit rating agencies (as of 5 July 2019) on the ESMA website: <http://www.esma.europa.eu>. 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”.

2. The first paragraph in the paragraph currently headed “*Rating*” in the section “*General Description of the Programme*” appearing on page 17 of the Base Prospectus shall be replaced in its entirety by the following:

“**Rating:** Notes issued under the Programme may be rated or unrated. As at the date of this Base Prospectus, Fitch Ratings Limited (“**Fitch Ratings**”) has assigned 'BBB-' /'F3' long- and short-term ratings to Notes issued under the Programme and Standard and Poor’s Global Ratings (“**S&P’s**”) has assigned to AMCO the long-term rating ‘BBB’ with negative outlook”.

3. The last three paragraphs of the paragraph currently headed “*Business*” in the section “*Description of the Issuer*” at page 72 of the Base Prospectus, shall be replaced in their entirety by the following:

“To assist in the pursuit of its objective to become a leading player in the Italian NPE market, SGA has obtained a servicer rating from Fitch Ratings. In particular, Fitch Ratings assigned to SGA an Italian Residential and Commercial Special Servicer rating of respectively 'RSS2-' and 'CSS2-', and an Asset-Backed Securities (ABS) Special Servicer rating of 'ABSS2-'. Level 2 ratings are assigned to servicers that demonstrate high performance in overall servicing ability.

Furthermore, on 27 September 2018, Fitch Ratings has assigned to SGA a Long-Term Issuer Default Rating (IDR) of 'BBB-' and Short-Term IDR of 'F3'.

Fitch Ratings Limited is established in the EEA and is registered under Regulation (EU) No. 1060/2009, as amended.

Moreover, SGA has obtained a servicer rating from Standard & Poor’s. In particular, Standard & Poor’s assigned to SGA the long-term rating ‘BBB’ with negative outlook, in line with the one of Italian Republic.

Standard & Poor's is an American company, established as a nationally recognized statistical rating organization under the U.S. Credit Rating Agency Reform Act of 2006, registered in Europe through its Irish branch".

(C) DOCUMENTS INCORPORATED BY REFERENCE

1. The information set out below supplements the section of the Base Prospectus "*Documents Incorporated by Reference*" on page 19 of the Base Prospectus, which section shall therefore be integrated by the following item (d) (to appear after current item (c)).

(d) Unconsolidated half-year financial statements as at 30 June 2019 of Amco.

Information Incorporated	Page Reference
Balance Sheet	pp. 43- 44
Income Statement	p. 45
Statement of Comprehensive Income	p. 46
Statement of Changes in net equity	pp. 47 -48
Statement of Cash Flows	pp. 49 - 50
Notes to the Financial Statements	pp. 53 - 84

(D) RISK FACTORS

1. The paragraph "*Risk Relating to the Issuer*" in the section "*Risk Factors*", appearing on page 1 of the Base Prospectus shall be integrated and supplemented by the following:

"No comparative information as at and for the period ended 30 June 2018 with respect to the unconsolidated half-year financial statements as at and for the period ended 30 June 2019 is available

"The unconsolidated half-year financial statements as at 30 June 2019 were prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as endorsed by the European Commission as at 30 June 2019 based on the procedure envisaged by Regulation (EC) No. 1606/2002. Although being prepared using the international accounting standard (IAS/IFRS), the unconsolidated half-year financial statements as at 30 June 2019, for profit and loss items solely, do not show the comparative information as at 30 June 2018 because the Company has not drawn up the unconsolidated half-year financial statements for 2018; as a result, the unconsolidated half-year financial statements as at 30 June 2019

are not compliant to IAS 34 “Interim Financial Reporting”. Consequently, investors do not have comparable financial information as at 30 June 2018 to evaluate the financial position of the Company. Accordingly, no undue reliance should be placed by investors on such financial information”.

(E) DESCRIPTION OF THE ISSUER

1. The forth and fifth paragraphs in the section “Description of the Issuer” appearing on pages 68-69 of the Base Prospectus shall be replaced in their entirety by the following:

“Pursuant to its by-laws, SGA's period of incorporation will end on 31 December 2100, subject to any extension. As provided by Article 3 of its by-laws, SGA's corporate purpose is to acquire and manage with a view to realise, in a cost-effective manner, receivables originated by banks registered in the register referred to in article 13 of the Consolidated Banking Act, by companies belonging to banking groups registered in the register referred to in article 64 of the Consolidated Banking Act and by financial intermediaries registered in the register referred to in article 106 of the Consolidated Banking Act, even if not belonging to a banking group. In addition, SGA may purchase shares and other financial assets, including asset backed securities collateralised by receivables originated by banks, companies belonging to banking groups and by financial intermediaries even if not belonging to a banking group and shares of closed-end investment funds, reserved for professional investors, set up for the subscription of shares issued by banks or for the subscription and/or purchase of securities issued by companies established to finance the purchase of receivables originated by banks, companies belonging to banking groups and financial intermediaries even if not belonging to a banking group, or for the direct purchase of such receivables. Furthermore, SGA may - also acting through dedicated asset pools (*patrimoni destinati*) constituted in accordance with Article 5 of Law Decree no. 99 of 25 June 2017 (converted into law by Law no. 121 of 31 July 2017) and the conditions set forth in the ministerial decrees adopted pursuant thereto - (i) grant loans, directly or indirectly, to debtors assigned to it pursuant to this paragraph or managed by it pursuant to the paragraph below, as well as to vehicles or undertakings for collective investment set up to purchase and manage, directly or indirectly, loans and receivables originated by banks, financial intermediaries even if not belonging to a banking group and by companies belonging to banking groups, provided that such loans pursue, also through the intermediation of the management platform, to maximise the realisation value of the underlying receivables (and other assets and legal relationships accessory thereto or connected therewith); and (ii) carry out leasing activities and as such become party to the receivables and obligations arising under the relating leasing contracts.

SGA's corporate purpose includes management and judicial/extra-judicial recovery of receivables originated by banks, by companies belong to banking groups and by

financial intermediaries even if not belonging to a banking group, pursuant to mandates received from the originators. When acting pursuant to mandates from securitisation vehicles incorporated under Law no. 130 of 30 April 1999 (the "**Securitisation Law**"), SGA may perform the role of the party appointed to carry out receivables collection, cash and payment services and to verify compliance with the law and the prospectus in accordance with Article 2, paragraphs 6 and 6bis of the Securitisation Law".

2. The paragraph currently headed "*Other investments and activities – Italian Recovery Fund*" in the section "*Description of the Issuer*" appearing on page 79 of the Base Prospectus shall be integrated and supplemented by the following:

"As at today, taking into account the €6.3 million portion of the commitment signed on 15 July 2019, the updated value corresponds to €37.1 million.

Considering the portion of the commitment subscribed on July 15, 2019 and the portion of capital repayment on August 9, 2019 for €8.3 million, the entry in the Financial Statements as at today is equal to €491.2 million".

3. The paragraph currently headed "*Banca Carige*" in the section "*Description of the Issuer*" appearing on page 80 of the Base Prospectus shall be integrated and supplemented by the following:

"During the first half of 2019 Carige launched competitive processes aimed at obtaining binding offers from market operators in the purchase and management of non-performing loans.

On 20 February 2019, SGA submitted a first binding offer on a portfolio of impaired loans amounting to approximately gross €2 billion, subject to the approval of the capital strengthening by the Shareholders' Meeting of Banca Carige or to the receipt by the Bank of a binding proposal from a third party for integration with the Bank.

Subsequently, on 21 June 2019, SGA submitted a new binding offer to Carige (subject to the same conditions precedent contained in the first offer), for the purchase of, substantially, the entire impaired portfolio and the granting of guarantees on a significant portion of the performing loan portfolio, characterised by a greater risk of deterioration in relation to the deterioration of environmental conditions.

As of the date of this Base Prospectus, the outcome of this offer is not yet known to the Issuer".

4. The paragraph currently headed "*Banca del Fucino*" in the section "*Description of the Issuer*" appearing on page 81 of the Base Prospectus shall be replaced in its entirety by the following:

“On 21 December 2018, SGA made a binding offer to Banca del Fucino S.p.A. ("**Banca del Fucino**") in relation to a securitisation transaction on a portfolio of non-performing exposures with a gross book value of €297 million to be implemented by the bank. The portfolio is constituted of about 3,000 debt positions and comprises both defaulted receivables (*in sofferenza*) (€202 million) as well as unlikely to pay/past due receivables (€95 million).

SGA will perform the roles of Master Servicer and Special Servicer of the securitisation transaction, and will also be subscribing for the equity tranche. The transaction is currently expected to be completed during the second half of 2019, in parallel to the process for the aggregation of Banca del Fucino with Igea Banca.

The Banca del Fucino transaction is part of SGA's plan to increase its business volumes, as contemplated in the recently approved 2019 - 2023 Strategic Guidelines”.

(F) GENERAL INFORMATION

1. The paragraph currently headed “Significant or Material Adverse Change” in the section “*General Information*” appearing on page 108 of the Base Prospectus shall be replaced in its entirety by the following:

Significant or Material Adverse Change

There has been no significant change in the financial or trading position of the Issuer since 30 June 2019 and there has been no material adverse change in the prospects of the Issuer since 31 December 2018.

* * *

Copies of this Supplement will be available (i) free of charge at the registered office of the Issuers and from the principal office of the Fiscal Agent in Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>

To the extent that there is any inconsistency between (a) any statement in or incorporated by reference into this Supplement and (b) any other statement in or incorporated by reference into 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.