



**SECOND SUPPLEMENT DATED 29 APRIL 2022
TO THE BASE PROSPECTUS DATED 25 JUNE 2021**

BANQUE INTERNATIONALE A LUXEMBOURG, SOCIETE ANONYME

(Incorporated with limited liability in Luxembourg)

EUR10,000,000,000

Programme for the issue of Euro Medium Term Notes and Warrants

This supplement (**the “Second Supplement”**) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 25 June 2021 (**the “Base Prospectus”**) and the First supplement dated 2 September 2021 prepared in relation to the EUR 10,000,000,000 Programme for the issue of Euro Medium Term Notes and Warrants of Banque Internationale à Luxembourg, société anonyme. On 25 June, 2021, the Commission de Surveillance du Secteur Financier (the “CSSF”) approved the Base Prospectus as a base prospectus as competent authority under Regulation (EU) 2017/1129 (the “Prospectus Regulation”) .

The Base Prospectus has also been approved by the Luxembourg Stock Exchange pursuant to Part IV of the Luxembourg act dated 16 July 2019 on prospectuses for securities (the “**Prospectus Act 2019**”) in respect to the securities to be listed on the Euro MTF Market.

This Second Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23 (1) of the Prospectus Regulation .

The Issuer accepts responsibility for the information contained in this Second Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Supplement.

To the extent that there is any inconsistency between (a) any statement in this Second 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 Second 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.

This Second Supplement as well as the documents incorporated by reference are available on the Luxembourg Stock Exchange's website: "www.bourse.lu".

In accordance with Article 23 (2a) of Regulation (EU) 2017/1129 paragraph 2 of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 4 May, 2022. Investors should contact their relationship manager for the exercise of the right of withdrawal. This Second Supplement provides updated information about the Issuer.

This second Supplement provides updated information on "risk factors" and "Use of proceeds" sections as well as about the 2021 annual report of the Issuer as well as the Press Release relating thereto.

Press release dated 31 March, 2022

"Start of the press release"

Strong 2021 Performance, Investing for Sustainable Growth

Banque Internationale à Luxembourg records a strong performance in 2021, driven by dynamic commercial activities. Net income reaches EUR 135 million, a 34% increase. The Bank accelerates its transformation to build sustainable growth, to improve products and services and to be an employer of choice in the many years to come.

Key figures

- Assets under Management (AuM): EUR 45.9 billion, +5.2%;
- Customer deposits: EUR 20.7 billion, +4.6%;
- Customer loans: EUR 16.3 billion, +6.1%.
- Total balance sheet: EUR 32.4 billion, +6.2%
- Total revenues: EUR 632 million, +15%
- Expenses: EUR 442 million, +6%
- Net income: EUR 135 million, +34%
- CET1 ratio: 14.15%

2021: the economy bounces back, BIL accelerates its transformation

After the pandemic-induced recession of 2020, 2021 saw the economy bounce back and return to pre-pandemic level. This fast recovery came with new challenges which have become a marker of 2021: supply-chain bottlenecks, shortages of supplies and the first signs of the return of inflation. Notwithstanding massive vaccination campaigns started in early 2021 in Luxembourg, the EU and globally, the pandemic continued to affect social interactions and business activities. For the banking sector, in addition to the pandemic and its consequences on commercial activities, persistently low interest rates, reinforced regulation, and increased competition from digital entrants remain the biggest challenges.

To be fit for the future and become the best bank for entrepreneurs in Luxembourg, BIL embarked in 2020 on a transformative 5-year strategic plan. Thanks to its strong position in Luxembourg, coupled with major investments in its operations, its talents and with added focus on the strengthening of its wealth management business and on building bridges between Europe and China, BIL is well positioned to build sustainable growth, improve products and services and to be an employer of choice in the years to come. In the context of the ongoing pandemic, agility and the capability to adapt proved to be essential, highlighting the need for faster changes.

A strong performance, driven by dynamic commercial activities

BIL Group reported a net income after tax of 135 million euros, a 34% increase compared with 2020, successfully navigating turbulent economic times. The Group's increased focus on its core businesses and markets, combined with its ability to accompany clients and the economy in a comprehensive way sustained the increase of revenues. In 2021, total income amounted to EUR 632 million, up 15% compared with 2020. The core operating revenues of its commercial and financial markets activities reached EUR 573 million.

Negative interest rates continued to weigh on revenues but were compensated for by continued loan growth, which increased by 6.1% to EUR 16.3 billion. Assets under Management increased by 5.2% reaching EUR 45.9 billion, and customer deposits increased by +4.6%, reaching EUR 20.7 billion. In addition to the dynamism of commercial activities thanks to ongoing support to individual and business clients in their projects, non-recurring items, such as capital gains from the Bank's investment portfolio and the partial sale of BIL's stake in Bourse de Luxembourg S.A., also contributed to the growth of revenues in 2021.

In this challenging, yet growing economic environment, BIL continued to invest heavily to be fit for the future. The implementation of a new core banking system, in the final stages of development, additional recruitment to boost human capital, and investments in regulatory requirements led to a 6% increase of expenses, reaching EUR 442 million.

The strong post-pandemic recovery of the Luxembourg economy and the bank's main foreign market economies has also led to a significant improvement in the quality of assets, which had been impacted by the pandemic since the second quarter of 2020, and as a consequence, to a decrease of the core cost of risk by 40%.

Marcel Leyers, Chief Executive Officer of Banque Internationale à Luxembourg, commented: « Thanks to the engagement of our teams and the strength of our services, Banque Internationale à Luxembourg achieved a strong performance in 2021. This performance acknowledges our long-term commitment towards our retail, private and corporate banking clients, and it confirms our major role in financing the economy. »

2022: a defining year

Uncertainties surrounding the global economy will remain high throughout 2022. BIL Group is closely monitoring the ongoing conflict between Russia and Ukraine. From a risk management perspective, BIL's exposure to Russia is relatively small. The direct impacts of the conflict on the 2021 Consolidated Financial Statements are limited. Credit exposure towards Russia reaches 0.3% of total exposures as of December, 31, 2021. All exposures are well collateralised and all collaterals are located in Western Europe. However, the overall impact of the crisis is, as yet, not known. BIL expects corporate and individual clients will be impacted, as energy and commodities prices are surging. The Bank will continue to support its clients through the crisis in the best possible way.

Amidst this challenging environment, agility, adaptability and focus will remain paramount. BIL Group will continue the roll out of its strategy, accelerate the execution of major projects that will be defining for the bank of tomorrow.

“End of the press release”

Cross-reference list

This section amends page 46 of the Base prospectus.

Documents incorporated by reference :

The audited annual report of the Issuer for the year 2021 which has previously been published and have been filed with the CSSF shall be incorporated by reference in, and form part of, this Second Supplement.

The 2021 annual report is available on <https://www.bil.com/Documents/brochures/annual-report-2021-en.pdf>

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The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Directive.

Selected historical key financial information

This section updates pages 173 and 174 of the Base Prospectus.

Consolidated Statement of Income

The table below sets out summary information extracted from the Issuer's audited consolidated statement of income for each of the two years ended 31 December 2020 and 31 December 2021:

(in EUR)	31/12/20	31/12/21
REVENUES	548 856 869	631 952 607
EXPENSES	(417 850 637)	(442 236 522)
GROSS OPERATING INCOME	131 006 232	189 716 085
Impairments	(21 339 646)	(37 314 673)
Provisions for legal litigations	160 000	(542 508)
OPERATING INCOME	109 826 586	151 858 904
Net income from associates	1 878 523	2 378 559
NET INCOME BEFORE TAX	111 705 109	154 237 463
Tax expenses	(19 281 933)	(24 218 381)
NET INCOME OF CONTINUING OPERATIONS	92 423 176	130 019 082
Discontinued operations, net of tax	8 937 841	5 427 169
NET INCOME	101 361 017	135 446 251
Net income - Group share	101 361 017	135 446 251

BIL Group reported a net income after tax of EUR 135 million in 2021, compared with EUR 101 million in 2020, up by 34%, driven by resilient revenue from commercial activities, significant improvement of the core cost of risk, and a partial sale of BIL's participation in Bourse de Luxembourg S.A.

Consolidated balance Sheet:

The table below sets out summary information extracted from the Issuer's consolidated audited statement of financial position as at 31 December 2020 and 31 December 2021:

ASSETS	31/12/20	31/12/21
(in EUR)		
Cash, balances with central banks and demand deposits	4 245 324 853	5 989 034 370
Financial assets held for trading	55 716 122	24 469 219
Financial investments measured at fair value	1 129 363 614	1 138 003 882
<i>Financial investments at fair value through other comprehensive income</i>	<i>1 108 358 280</i>	<i>1 093 443 120</i>
<i>Non-trading financial investments mandatorily at fair value through profit or loss</i>	<i>21 005 334</i>	<i>44 560 762</i>
Loans and advances to credit institutions	1 105 696 451	737 231 429
Loans and advances to customers	15 412 310 898	16 346 232 744

Financial investments measured at amortised cost	7 685 128 526	7 383 330 597
Derivatives	235 263 017	131 527 726
Fair value revaluation of portfolios hedged against interest rate risk	191 221	93 194
Investments in associates	28 635 871	676 682
Investment property	23 405 067	30 975 736
Property, plant and equipment	113 840 658	107 570 001
Intangible fixed assets and goodwill	255 721 393	305 857 276
Current tax assets	1 524 745	996 264
Deferred tax assets	183 982 345	163 256 912
Other assets	81 161 194	86 459 608
TOTAL ASSETS	30 557 265 975	32 445 715 640

LIABILITIES	31/12/20	31/12/21
(in EUR)		
Amounts due to credit institutions	4 172 955 910	4 103 871 221
Amounts due to customers	19 773 966 458	20 688 150 882
Other financial liabilities	27 932 339	22 757 968
Financial liabilities measured at fair value through profit or loss	934 551 568	1 467 315 688
<i>Liabilities designated at fair value</i>	<i>934 551 568</i>	<i>1 467 315 688</i>
Derivatives	642 789 763	350 859 788
Fair value revaluation of portfolios hedged against interest rate risk	2 433 523	70 504
Debt securities	2 783 103 377	3 200 417 795
Subordinated debts	130 620 187	237 127 187
Provisions and other obligations	42 892 641	54 365 347
Current tax liabilities	2 190 023	1 383 500
Deferred tax liabilities	7 311 883	10 205 589
Other liabilities	196 595 562	207 644 441
TOTAL LIABILITIES	28 717 343 234	30 344 169 910

SHAREHOLDERS' EQUITY	31/12/20	31/12/21
(in EUR)		
Subscribed capital	146 108 270	146 108 270
Share premium	760 527 961	760 527 961
Other equity instruments	173 592 617	174 081 292
Reserves and retained earnings	617 488 137	709 178 093
Net income	101 361 017	135 446 251
SHAREHOLDERS' EQUITY	1 799 078 002	1 925 341 867
Gains and losses not recognised in the consolidated statement of income	40 844 739	176 203 863
<i>Financial instruments at fair value through other comprehensive income</i>	<i>64 168 148</i>	<i>196 346 769</i>
<i>Other reserves</i>	<i>(23 323 409)</i>	<i>(20 142 906)</i>
GROUP EQUITY	1 839 922 741	2 101 545 730
Non-controlling interests	0	0
TOTAL SHAREHOLDERS' EQUITY	1 839 922 741	2 101 545 730
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	30 557 265 975	32 445 715 640

“Risk Factors relating to the Notes and Warrants” section starting on page 27 of the Base Prospectus is hereby completed with the following:

Notes issued as Green Bonds may not be a suitable investment for all investors seeking exposure to green assets

The Final Terms or the Pricing Supplement, as the case may be, relating to any specific issue of Notes may provide that an amount equal to the net proceeds of the issuance of those Notes will be allocated exclusively to finance or refinance, in full or in part, new or existing loans and investments that seek to achieve positive environmental impacts in accordance with the eligibility criteria detailed in the Green Bond Framework (the **“Eligible Portfolio”**). Prospective investors should have regard to the information in the “Use of Proceeds” section of this Second Supplement and the Green Bond Framework regarding such use of proceeds and determine for themselves the relevance of such information for the purpose of any investment in such Green Bonds, together with any other investigation such investor deems necessary. In particular, no assurance is given by the Issuer, the Dealers or any their respective affiliates (other than the Issuer in its capacity as Dealer) or the Arranger that the use of such proceeds to particular loans and investments that are the subject of, or related to, the Eligible Portfolio will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own governing documents or investment portfolio mandates, in particular with regard to any direct or indirect “green”, “environmental”, “sustainable”, or “social” impact of any loans and investments and projects that are the subject of, or related to, the Eligible Portfolio.

None of the Dealers or any of their respective affiliates (other than the Issuer in its capacity as Dealer) or the Arranger shall be responsible for (i) any assessment of the Eligible Portfolio, (ii) any verification of whether the Eligible Portfolio falls within an investor’s requirements or expectations of a “green”, “environmental”, “sustainable”, “social” or equivalently-labelled project or (iii) the ongoing monitoring of the use of proceeds in respect of any such Green Bonds.

Furthermore, it should be noted that there is currently no clearly-defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a “green”, “environmental”, “sustainable”, “social” or an equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as “green”, “environmental”, “sustainable”, “social” or such other equivalent label and if developed in the future, such Green Bonds may not comply with any such definition or label.

A basis for the determination of such a definition has been established in the EU with the publication in the Official Journal of the EU on 22 June 2020 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 (the **“Sustainable Finance Taxonomy Regulation”**) on the establishment of a framework to facilitate sustainable investment (the **“EU Sustainable Finance Taxonomy”**). The EU Sustainable Finance Taxonomy is subject to further development by way of the implementation by the European Commission through delegated regulations of technical screening criteria for the environmental objectives set out in the Sustainable Finance Taxonomy Regulation. On 21 April 2021, the European Commission approved the first delegated act and the Delegated Regulation supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council (the **“EU Taxonomy Climate Delegated Act”**) was formally adopted on 4 June 2021. The EU Taxonomy Climate Delegated Act is aimed at supporting sustainable investment by making it clear which economic activities most contribute to the EU’s environmental objectives. The EU Taxonomy Climate Delegated Act sets out criteria for economic activities in the sectors that are most relevant for achieving climate neutrality and delivering on climate change adaptation. This includes sectors such as energy, forestry, manufacturing, transport and buildings. Criteria for other environmental objectives will follow in a later delegated act, in line with mandates in the Sustainable Finance Taxonomy Regulation. Until all criteria for such objectives have been developed and disclosed it is not known whether the Eligible Portfolio will satisfy those criteria. Accordingly, alignment with the EU Sustainable Finance Taxonomy, once all criteria is established, is not certain.

Additionally, no assurance is or can be given to investors that any loans and investments and projects that are the subject of, or related to, the Eligible Portfolio will meet any or all investor expectations regarding such “green”, “environmental”, “sustainable”, “social” or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the life of any loans and investments or the implementation of projects that are the subject of, or related to, the Eligible Portfolio.

No assurance or representation is given by the Issuer, the Dealers or any their respective affiliates (other than the Issuer in its capacity as Dealer) or the Arranger as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of any Green Bonds and in particular with the Eligible Portfolio to fulfil any “green”, “environmental”, “sustainability”, “social” and/or other criteria. For the avoidance of doubt, any such opinion or certification is not, nor shall be deemed to be, incorporated in and/or form part of this Second Supplement. Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer or any of the Dealers to buy, sell or hold any such Green Bonds or that the Eligible Portfolio fulfil any “green”, “environmental”, “sustainability”, “social” and/or other criteria. Any such opinion or certification is only current as at the date that opinion or certification was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in such Green Bonds. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight. Investors in such Green Bonds shall have no recourse against the Issuer, the Dealers or any of their respective affiliates (other than the Issuer in its capacity as Dealer), the Arranger or the provider of such opinion or certification for the contents of such opinion or certification.

In the event that any such Green Bonds are listed or admitted to trading on any dedicated “green”, “environmental”, “sustainable”, “social” or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), or are included in any dedicated “green”, “environmental”, “sustainable”, “social” or other equivalently-labelled index or indices, no representation or assurance is given by the Issuer, the Dealers or any their respective affiliates (other than the Issuer in its capacity as Dealer) or the Arranger or any other person that such listing or admission or inclusion in such index or indices satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any loans and investments and projects that are the subject of or related to, the Eligible Portfolio. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another and also the criteria for inclusion in such index or indices may vary from one index to another. Nor is any representation or assurance given or made by the Issuer, the Dealers or any their respective affiliates (other than the Issuer in its capacity as Dealer) or the Arranger or any other person that any such listing or admission to trading or inclusion in such index or indices will be obtained in respect of any such Notes or, if obtained, that any such listing or admission to trading or inclusion in such index or indices will be maintained during the life of the Green Bonds.

While it is the intention of the Issuer to apply an amount equal to the net proceeds of any Green Bonds so specified to the Eligible Portfolio in, or substantially in, the manner described in the relevant Final Terms or Pricing Supplement, as applicable, the “Use of Proceeds” section of this Second Supplement and the Green Bond Framework, there can be no assurance that the relevant loans and investments and projects that are the subject of, or related to, the Eligible Portfolio will be capable of being applied or implemented in, as the case may be, or substantially in, such manner and/or in accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for the Eligible Portfolio. Nor can there be any assurance that the Eligible Portfolio will be completed within any originally expected period or at all and the maturity of the underlying project may not match the minimum duration of any relevant Green Bond. Any such event or failure by the Issuer will not (i) give rise to any claim of a Noteholder against the Issuer (including, for the avoidance of doubt, the right to accelerate the Green Bonds); (ii) constitute an Event of Default under such Green Bonds; or (iii) lead to an obligation of the Issuer to redeem such Green Bonds or be a relevant factor for the Issuer in determining whether or not to exercise any optional redemption rights in respect of any Green Bonds or (iv) affect the regulatory treatment of such Green Bonds as Tier 2 capital or eligible liabilities for the purposes of MREL (as applicable) if such Green Bonds are also Subordinated Notes, Senior Non Preferred Notes or Senior Notes in respect of which Restricted EOD Notes is specified as applicable in the applicable Final Terms or Pricing Supplement. For the avoidance of doubt, payments of principal and interest (as the case may be) on the relevant Green Bonds shall not depend on the performance of the projects included in the Eligible Portfolio.

Any event or failure to apply an amount equal to the net proceeds of any issue of Green Bonds for the Eligible Portfolio as aforesaid and/or withdrawal of any such opinion or certification or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on and/or any such Green Bonds no longer being listed or admitted to trading on any stock exchange or securities market or included in an index or indices as aforesaid may have a material adverse effect on the value of such Green Bonds and also potentially the value of any other Green Bonds and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

Subordinated Notes, Senior Non Preferred Notes or Senior Notes in respect of which Restricted EOD Notes is specified as applicable in the applicable Final Terms or Pricing Supplement may also be Green Bonds. Green Bonds will be subject to the bail-in tool and resolution measures, to the same extent and with the same ranking as any other Note which is not a Green Bond. Likewise, Green Bonds will be fully subject to the application of CRR eligibility criteria and BRRD II requirements for own funds and eligible liabilities instruments and, as such, the proceeds from Green Bonds qualifying as own funds or eligible liabilities should cover all losses in the balance sheet of the Issuer regardless of their “green”, “social” or “sustainable” label. Additionally, their labelling as Green Bonds (a) will not affect the regulatory treatment of such Green Bonds as Tier 2 capital or eligible liabilities for the purposes of MREL (as applicable), if such Green Bonds are also Subordinated Notes, Senior Non Preferred Notes or Senior Notes in respect of which Restricted EOD Notes is specified as applicable in the applicable Final Terms or Pricing Supplement; and (b) will not have any impact on their status as indicated in the Terms and Conditions of the Notes. Any disqualification of the Notes as Green Bonds will not constitute an incentive to redeem such Notes.

“Use of proceeds” section on page 162 of the Base Prospectus is hereby completed with the following:

Green Bonds

The applicable Final Terms or Pricing Supplement, as the case may be, may provide that the Issuer expect to allocate an amount equal to the net proceeds of the issuance of the Notes exclusively to finance or refinance, in full or in part, new or existing loans and investments that seek to achieve positive environmental impacts in accordance with the eligibility criteria detailed in the Banque Internationale à Luxembourg (BIL) Green Bond Framework (the "**Green Bond Framework**"). The Issuer has designed its Green Bond Framework with the intention to reflect current best market practice and in alignment with the Green Bond Principles, 2021 as administered by the International Capital Markets Association ("**ICMA**").

Within one year from issuing any Green Bond and annually thereafter, the Issuer will report on the allocation of the proceeds of the Green Bonds in proportion to the Eligible Portfolio (allocation report) and associated environmental impact metrics (impact report), at least until an amount equal to the proceeds of all the outstanding Green Bonds has been fully allocated to the Eligible Portfolio, and in the case of material changes to the allocation.

Whilst any portion of an amount equal to the net proceeds of the issuance of any Green Bonds remains unallocated, the Issuer will temporarily invest the unallocated proceeds in accordance with the Issuer's investment guidelines in cash, deposits and money market instruments or any other liquid short-term marketable instruments.

“General information” section (paragraph 2.) on page 281 of the Base Prospectus is hereby deleted and replaced with the following:

To the best of the Issuer's knowledge (having taken all reasonable care to ensure that such is the case), the information contained or incorporated by reference in this Second Supplement, is in accordance with the facts and contains no omission likely to affect its import and there has been (i) no material adverse change in the prospects of the Issuer since 31 December 2021 and (ii) no significant change in the financial or trading position and financial performance of the Issuer subsequent to 31 December 2021.

“General information” section (paragraph 9.) on page 281 of the Base Prospectus is hereby completed with the following:

Electronic copies of the Green Bond Framework will be available, free of charge, on the Issuer's website (<https://www.bil.com/en/bil-group/investor-relations/Pages/index.aspx>).