

**SUPPLEMENT (N°1) DATED 2nd JUNE 2022 TO THE
BASE PROSPECTUS DATED 18 FEBRUARY 2022**



ARGENTA SPAARBANK SA/NV
incorporated with limited liability

EUR 7,500,000,000

Belgian Mortgage Pandbrieven Programme

This supplement dated 2nd June 2022 (the **Supplement N°1**) to the Base Prospectus dated 18 February 2022 (the **Base Prospectus**), which comprises a base prospectus for the purposes of the Prospectus Regulation, constitutes a supplement to the Base Prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the EUR 7,500,000,000 Belgian Mortgage Pandbrieven Programme (the **Programme**) established by Argenta Spaarbank SA/NV, incorporated as a limited liability company under the laws of Belgium, with registered office at 2018 Antwerp, Belgiëlei 49-53, and is registered with the Crossroads Bank for Enterprises (BCE/KBO) under number BE0404.453.574 (RPR Antwerp, division Antwerp) (the **Issuer**). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement N°1. When used in this Supplement N°1, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This Supplement N°1 is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

This Supplement N°1 has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the **CSSF**) as competent authority under the Luxembourg act dated 16 July 2019 on prospectuses for securities (the **Luxembourg Law on Prospectus**). This approval does not imply any appraisal of the appropriateness or the merits of any issue under the Programme, nor of the situation of the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement N°1. To the best of the knowledge of the Issuer, the information contained in this Supplement N°1 is in accordance with the facts and makes no omission likely to affect the import of such information.

Purpose of the Supplement N°1

The purpose of this Supplement N°1 is to incorporate by reference in the Base Prospectus the Issuer's audited consolidated financial statements for the financial year ended 31 December 2021 (the **2021 Annual Financial Statements**).

Documents Incorporated by Reference

Reference is made to the Issuer's 2021 Annual Financial Statements published on 17 May 2022 which have been previously filed with the CSSF. By virtue of this Supplement N°1, the 2021 Annual Financial Statements¹ are incorporated by reference in, and form part of, the Base Prospectus.

Copies of this Supplement N°1 and the 2021 Annual Financial Statements will be available for inspection on the website of the Issuer (www.argenta.eu) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The first paragraph of the section entitled "*Documents Incorporated by Reference*" on page 50 of the Base Prospectus shall be deemed deleted and replaced with the following:

¹ Available at: <https://www.argenta.eu/content/dam/argenta/over-argenta/jaarverslagen/2021/argenta-spaarbank-ifs-annual-statements-2021.pdf>

“This Base Prospectus should be read and construed in conjunction with:

- (a) the audited consolidated accounts of the Issuer for the years ended 31 December 2020², and 31 December 2021 including the reports of the statutory auditors in respect thereof; and
- (b) the terms and conditions of the Mortgage Pandbrieven contained in the base prospectus dated 22 January 2021 (the “**2021 Terms and Conditions**” and the “**2021 Base Prospectus**”, respectively), pages 71-129 (inclusive), prepared by the Issuer in connection with the Programme³

each of which is incorporated by reference in this Base Prospectus and has been prepared by the Issuer and is available at www.argenta.eu. Such documents shall be incorporated by reference in and form part of this Base Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus. The documents incorporated by reference are published on the website of the Luxembourg Stock Exchange (www.bourse.lu).”

The third paragraph of the section entitled "*Documents Incorporated by Reference*" on page 50 of the Base Prospectus shall be deemed deleted and replaced with the following:

“The table below sets out the relevant page references for the (i) consolidated balance sheet, (ii) consolidated statement of income, (iii) consolidated cash flow statement, (iv) audit report on the consolidated accounts, and (v) notes to the consolidated financial statements as set out in each of the 2020 and 2021 annual reports of the Issuer.”

The text that appears after the fifth paragraph in the section entitled "*Documents Incorporated by Reference*" on page 51 of the Base Prospectus shall be deemed deleted and replaced with the following:

	Consolidated financial statements 2020	Consolidated financial statements 2021
	(English version)	(English version)
Audit report on the consolidated accounts	pages 10-15	pages 148-155
Consolidated balance sheet	pages 16-17	pages 10-11
Consolidated statement of profit or loss	pages 18-19	Pages 12-13
Consolidated statement of comprehensive income	page 20	page 14
Consolidated statement of changes in equity	page 21	page 15
Consolidated cash flow statement	pages 22-24	pages 16-18
Notes to the consolidated financial statements	pages 25-143	pages 19-145

Business overview of the Argenta Group

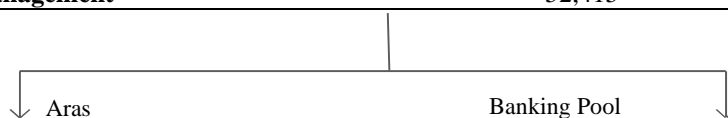
² Available at: <https://www.argenta.eu/content/dam/argenta-eu-site/financial-information/2020/argenta-spaarbank-ifs-annual-statements-2020.pdf>.

³ Available at: <https://www.argenta.eu/content/dam/argenta-eu-site/financial-information/2021/belgian-mortgage-pandbrieven-programme/Consolidated Base Prospectus.pdf>.

The final paragraph of the section entitled “Key facts and figures of the Argenta Group” on page 142 of the Base Prospectus and the tables on page 143 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

The following table summarises key facts and figures for the Argenta Group on a consolidated basis under IFRS, except for Aras, for which the Belgian generally accepted accounting principles (“BEGAAP”) figures are displayed in lieu of the IFRS figures:

€ millions	31 December 2020	31 December 2021
Total assets	52,992	55,451
Shareholder’s equity	3,116	3,297
Net income	219	268
C/I ratio (excl. bank levies)	59% (47%)	56% (44%)
CET1 ratio (Danish compromise)	23.7%	21.6%
Customer Assets under Management	52,415	57,564



€ millions	31 December 2020	31 December 2021	€ millions	31 December 2020	31 December 2021
Total assets	6,723	6,807	Total assets	46,232	48,738
Shareholder’s equity	560	571	Shareholder’s equity	2,288	2,401
Gross premiums life¹	406	381	Deposits (incl. non-subordinated term products)	38,565	40,588
Gross premiums non-life	152	157	Loans to customers	33,854	36,586
Net income	80.6	82.9	Net income	136	181
RoE	16.7%	14.8%	RoE	6.4%	7.9%
Solvency ratio	229%	236%	CET1 (IRB)	23.3%	21.6%
			MREL ratio (SRB target)	9.21% ² (4.85%)	8.09% ³ (7.16%)
			S&P rating	A-	A-

Notes

- 1) Gross premiums life including branch 23 insurance premium income
- 2) Expressed as % of Total Liabilities and Own Funds (TLOF) (SRB target for 2020)
- 3) Expressed as % of Leverage Rate Exposure (LRE) (SRB target for 2021)

Business overview of the Issuer

The tables on page 145 of the Base Prospectus in the section entitled “Main geographical markets” shall be deemed to be deleted and replaced with the following tables:

Loans and Receivables outstanding

(€ billion)	31 December 2021	
Belgium	18.3	50%
The Netherlands	18.3	50%
Total	36.6	100%

Funding⁴

	31 December 2021	
(€ billion) Belgium		
Current and savings deposits	36.2	90%
Non-subordinated term products	1.1	3%
Total Belgian deposits	37.2	92%
(€ billion) The Netherlands		
Current and savings deposits	2.1	5%
Non-subordinated term products	1.0	2%
Total Dutch deposits	3.1	8%
Total deposits	40.3	100% ⁵
Securitisation funding	2.3	
EMTN	1.5	
Subordinated debt	0.0	
Covered Bonds	1.0	
Other	0.4	
Total	45.5	

The sections titled “*Performance*”, “*Loan Portfolio*”, “*(Re)investment portfolio*” and “*Net Interest Income, Net Interest Margin and net profit*” on pages 146 to 150 of the Base Prospectus shall be deemed deleted and replaced with the following:

Performance

Despite the continued pressure on net interest income in a low interest rate environment, the Issuer has been able to realise strong results over 2021.

The Issuer’s balance sheet grew further in 2021 to an amount of EUR 48.7 billion. Apart from increased retail funding both in Belgium and the Netherlands, the Issuer also further diversified its funding sources with a Belgian covered bond programme under which two issuances took place for a total amount of EUR 1 billion. Also a new Dutch non-NHG RMBS in the Green Apple series was added for an amount of EUR 650 million.

Loan portfolio

Since 2017, the Issuer’s balance sheet grew with a compound annual growth rate (“**CAGR**”) of 8%, and the portfolio of loans to customers still increased in 2021, by EUR 2.7 billion, as a result of new production in mortgage loans. The gross mortgage production in 2021 amounted to EUR 3.7 billion in the Netherlands and EUR 4.3 billion in Belgium for both countries at a margin of respectively 1.39% and 1.44%.

Additionally, the portfolio remained of very good quality with declining ‘Loan to Value’ (“**LTV**”): In general LTV’s are systematically moving to the ‘lower than 75%’-bucket because of house price indexation and amortization. Almost 80% of the loan book is part of this bucket. The average LTV on the total loan portfolio as at 31 December 2021 was 57.5%.

The Issuer continues to adopt a conservative loan acceptance policy. At a global level, the total loan loss reserve declined from EUR 47.1 million end of 2020 to EUR 37.2 million as of 31 December 2021 (including impairments on the investment portfolio). The main reasons for the decrease are the favourable macro-economic revisions resulting in lower impairments on Dutch mortgages and on the investment portfolio, tapered by some

⁴ For the avoidance of doubt, the percentages set out in this overview are rounded. As a consequence thereof the sum of these differ from the (sub)total percentages displayed here

higher impairments on Belgian mortgages due to higher forbearance rates. Overall, this amount is very limited relative to the Issuer’s total portfolio, demonstrated by a cost of risk of -0.01% as at 31 December 2021.

The NPL ratio of the mortgage portfolio in the Netherlands remained very low, at 0.4% as of 31 December 2021. The Issuer’s NPL ratio in Belgium remained very low as well, at 0.6% at the end of 2021.

The Issuer reported an average coverage ratio of 14% on 31 December 2021 evidencing the high quality of prime mortgage collateral.

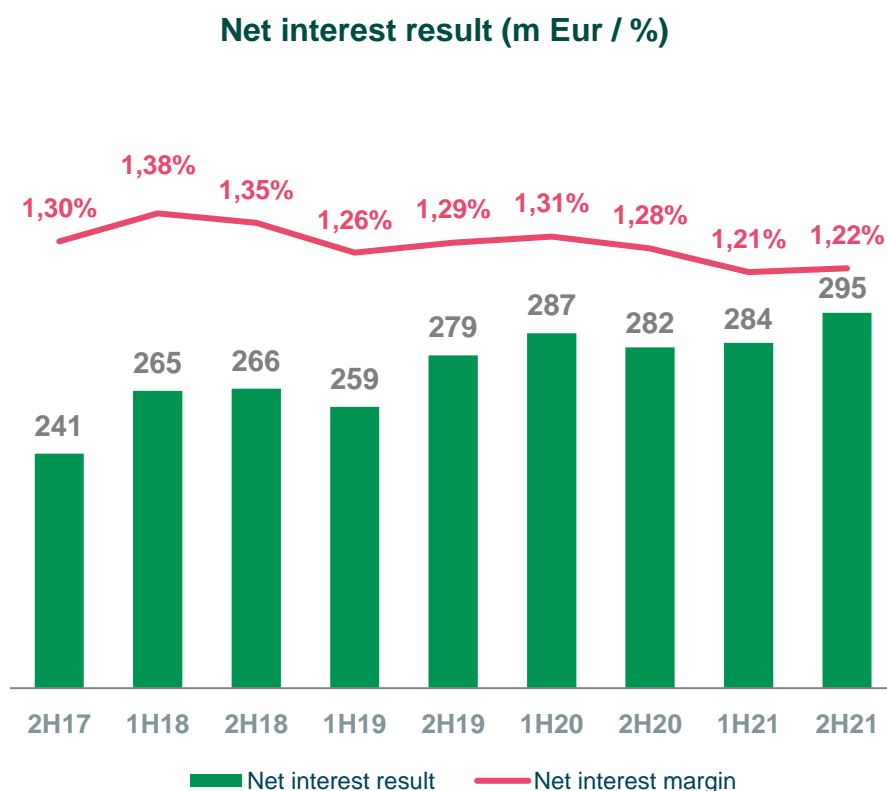
(Re)investment portfolio

On 31 December 2021, 99% of the investment portfolio (EUR 10.7 billion including cash) was investment grade, 34% of the portfolio was rated AA and above, 96% of the portfolio was invested in the European Economic Area and investments were exclusively in euros, so no foreign exchange risk existed. The unrealized gains of financial assets not measured at fair value through profit and loss (“P&L”) accounts were EUR 155 million at 31 December 2021 (meaning through other comprehensive income (“OCI”) were EUR 95 million at 31 December 2021 and those at amortized cost were EUR 59 million at 31 December 2021). The Issuer continues to work on diversification in terms of loans to local governments, corporates and public private partnerships (“PPP”).

On 31 December 2021, the investment portfolio was stable compared to the situation on 31 December 2020 as credit spreads remained low and additional investments are thus limited. This resulted in cash maximisation at tiering conditions and buffering for mortgage production.

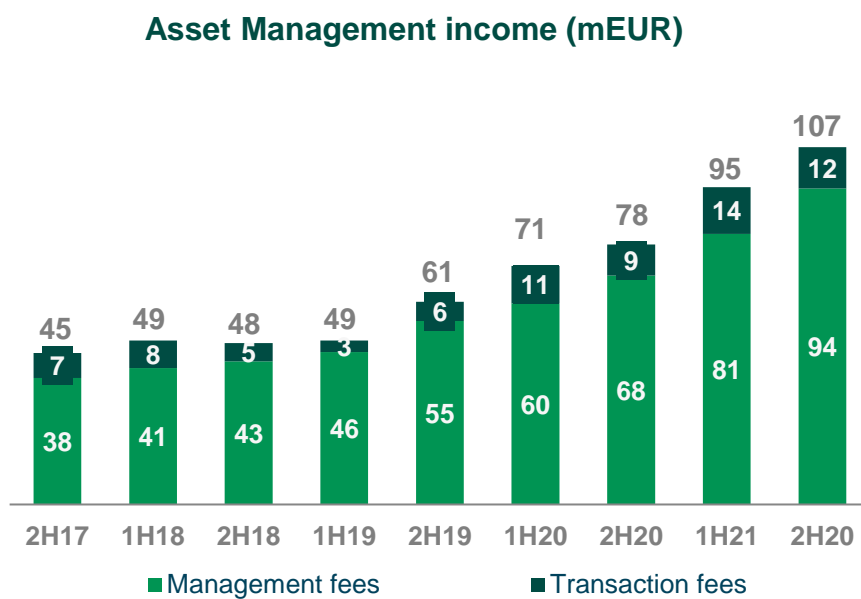
Net Interest Income, Net Interest Margin and net profit

The following graph provides an overview of the Net Interest Income (“NII”) and the Net Interest Margin (“NIM”) on a half yearly basis.



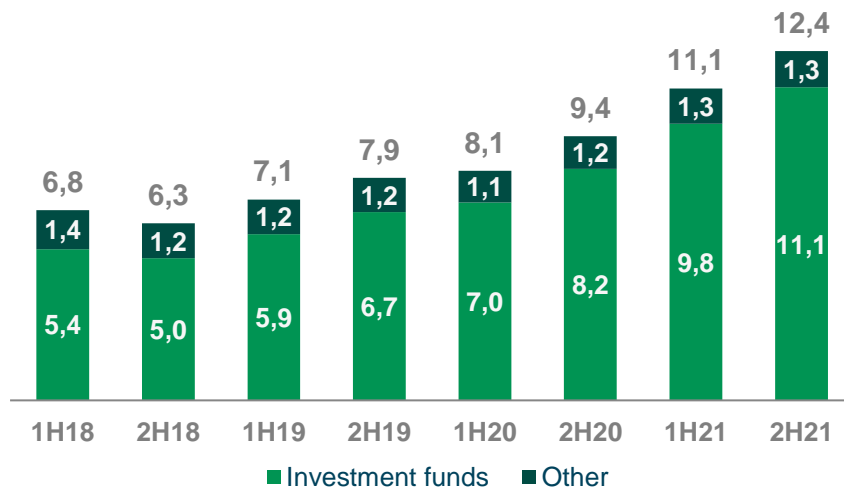
In 2021, the Net Interest Income amounted to EUR 579 million, which is EUR 10 million higher than in 2020. Despite the low-for-long interest environment and declining Net Interest Margins (decline from 1.28% in the second half of 2020 to 1.21% in the first half of 2021, and stabilising in the second half of 2021), the Net Interest Income remains stable because of the high production volumes in mortgage loans, both in Belgium and in the Netherlands and because of the continued higher prepayment penalties on Dutch mortgages. On the funding side, there is still the legal minimum of 11bp on Belgian regulated saving accounts, but the maturity of expensive retail term deposits and the diversification of funding sources to wholesale funding supports the decrease in cost of funding. Wholesale funding amounts to EU 4.5 billion representing more than 10% of the total funding.

The below graph provides an overview of the asset management income distribution between transaction fees and management fees, on a half yearly basis.



The below graph provides an overview of the growth in assets under custody, on a half yearly basis.

Assets under custody (bn EUR)

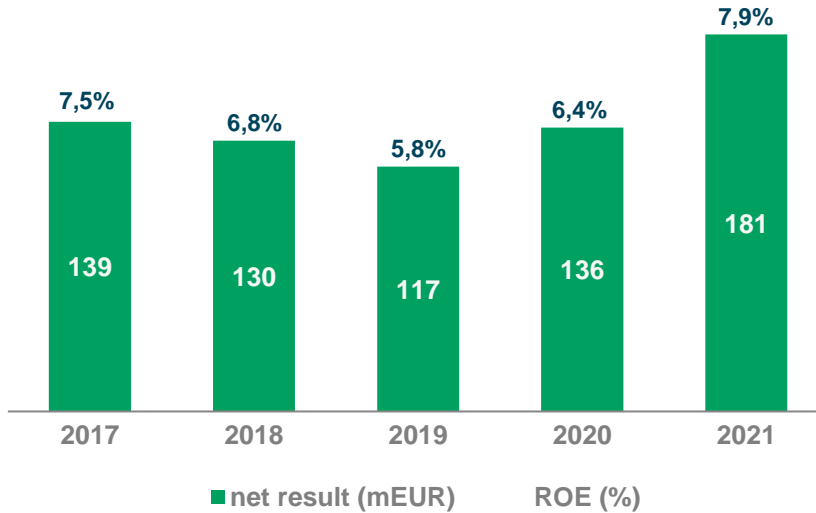


In order to counter the effects of the low-for-long interest environment, the Issuer diversifies its income sources to products that generate fee income. The total portfolio of assets under custody grew with almost 34% on a year-on-year basis, to an amount of more than EUR 12.4 billion as of 31 December 2021. Net income from those funds increased to EUR 201 million in 2021, due to higher management fees and higher volumes.

In 2021, the Issuer continued to keep the operating expenses under control, which combined with a higher net operating income resulted in a C/I ratio of 61% (from 63% as of 31 December 2020). Bank levies grew by 12% to EUR 86 million as a result of the growing retail savings portfolio. Excluding the impact of bank levies, the C/I ratio amounts to 47%.

As can be seen in the graph below, the net result of EUR 181 million was EUR 45 million higher year-on-year resulting from persistent income diversification efforts towards asset management products as well as a positive evolution in impairments and “Mark-to-Market” (“MtM”) on hedging derivatives. Interest income remained stable, while the growing deposit base resulted in higher bank levies.

Net result



The table overview relating to the Issuer’s quantitative targets on pages 151 of the Base Prospectus in the section entitled “*Strategic vision and targets*” shall be deemed deleted and replaced as follows:

<u>Issuer’s quantitative targets</u>	<u>31 December 2020</u>	<u>31December 2021</u>	<u>Target</u>
Return on Equity	6.4%	7.9%	>7%
Leverage ratio	4.9%	4.9%	>5%
Cost/Income Ratio	63%	61%	<60%
CET1 ratio	23.3%	21.6%	>18%
Total Capital ratio	28.5%	21.6%	>20%
Net Interest Margin (NIM)	1.28%	1.22%	>1.25%
Net Stable Funding Ratio	136%	145%	>132%
Liquidity Coverage Ratio	159%	164%	>137%

General Information

Paragraph 2 in the section “*General Information*” on page 201 of the Base Prospectus shall be deemed deleted and replaced with the following:

The Issuer has obtained all necessary consents, approvals and authorisations in Belgium in connection with the issue of the Mortgage Pandbrieven and performance of its obligations hereunder. The update of the Programme was authorised by a resolution of the Executive Committee of the Issuer passed on 15 February 2022.

Paragraph 4 in the section “*General Information*” on page 201 of the Base Prospectus shall be deemed deleted and replaced with the following:

“There has been no material adverse change in the prospects of the Issuer on a consolidated basis since 31 December 2021. In addition, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Issuer for the current financial year.”

Paragraph 5 in the section “*General Information*” on page 201 of the Base Prospectus shall be deemed deleted and replaced with the following:

“There has been no significant change in the financial or trading position of the Issuer since 31 December 2021”.

Paragraph 12 in the section “*General Information*” on page 202 of the Base Prospectus shall be deemed deleted and replaced with the following:

“The audit of the Issuer’s financial statements and annual report for the year ended 31 December 2020, was conducted by Deloitte Bedrijfsrevisoren BV o.v.v CVBA, represented by Dirk Vlaminckx (2019) and Bernard De Meulemeester (2020), Gateway building, Luchthaven Brussel Nationaal 1 J, 1930 Zaventem (members of *IBR – IRE Instituut der Bedrijfsrevisoren/Institut des Réviseurs d’Entreprises*).

The audit of the Issuer’s financial statements and annual report for the year ended 31 December 2021 was conducted by KPMG Bedrijfsrevisoren - KPMG Réviseurs d’Entreprises BV/SRL, represented by Kenneth Vermeire, Luchthaven Brussel Nationaal 1 K, 1930 Zaventem (members of *IBR – IRE Instituut der Bedrijfsrevisoren/Institut des Réviseurs d’Entreprises*).”

To the extent that there is any inconsistency between (a) any statement in this Supplement N°1 or any statement incorporated by reference into the Base Prospectus by this Supplement N°1 and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement N°1, 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.