

Final Terms dated 16 March 2012

## ICCREA Banca S.p.A.

Issue of EUR 601,200,000 Floating Rate Notes due February 2015

under the €3,000,000,000

### Euro Medium Term Note Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 11 July 2011 and the supplement to the Base Prospectus dated 17 November 2011, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the registered office of the Issuer at Via Lucrezia Romana 41/47, 00178 Rome, Italy and copies may be obtained from the specified office of the Fiscal Agent. The Base Prospectus and these Final Terms will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

- |    |                                   |   |
|----|-----------------------------------|---|
| 1. | Issuer:                           | ICCREA Banca S.p.A.                           |
| 2. | (i) Series Number:                | 5   |
|    | (ii) Tranche Number               | 1   |
| 3. | Specified Currency or Currencies: | Euro ("€")                                    |
| 4. | Aggregate Nominal Amount:         | €601,200,000                                  |
| 5. | Issue Price:                      | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified denominations:      | €100,000                                      |

Calculation Amount:

€100,000

- (further particulars specified below)

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |                                       |  |
|-----|---------------------------------------|--|
| 15. | Fixed Rate Note Provisions:           | Not Applicable   |
| 16. | <b>Floating Rate Note Provisions:</b> | Applicable   |
| (i) | Interest Payment Dates:               | 20 May, 20 August, 20 November and 20 February of each year commencing and including 20 May 2012 up to and including the Maturity Date, in each case subject to the Business Day Convention specified below. |

There will be a first short coupon calculated starting from and including the Issue Date up to, but excluding, the first Interest Payment Date, 20 May

(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(v)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Not Applicable
(vi)	Screen Rate Determination:	
	- Reference Rate:	The minimum bid rate for the main refinancing operations of the Eurosystems as announced by the European Central Bank.
	- Interest Determination Date(s):	The second TARGET Settlement Day prior to the start of each relevant Interest Period.
	- Relevant Screen Page:	Reuters page ECB04
	- Relevant Time:	11.00 a.m. Brussels
	- Relevant Financial Centre:	Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	+ 2.50 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/360, adjusted
(xii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of	Not Applicable



**ICCREA BANCA** calculating interest on Floating Rate Notes, if different from those set out in the Conditions:

- |   |                |
|---|----------------|
| 17. <b>Zero Coupon Note Provisions:</b>           | Not Applicable |
| 18. <b>Index-Linked Interest Note Provisions:</b> | Not Applicable |
| 19. <b>Dual Currency Note Provisions:</b>         | Not Applicable |

#### **PROVISIONS RELATING TO REDEMPTION**

- |                                     |                                 |
|-------------------------------------|---------------------------------|
| 20. <b>Call Option:</b>             | Not Applicable                  |
| 21. <b>Regulatory Call:</b>         | Not Applicable                  |
| 22. <b>Put Options:</b>             | Not Applicable                  |
| 23. <b>Final Redemption Amount:</b> | €100,000 per Calculation Amount |
| 24. <b>Early Redemption Amount:</b> | Not Applicable                  |
- Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| 25. Form of Notes:  | <p>Bearer Notes:</p> <p>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.</p> |
| 26. New Global Note Form:   | Applicable   |
| 27. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: | Not Applicable   |

- |   |                |
|---|----------------|
| 28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No             |
| 29. Details relating to Partly Paid Notes (amount of each payment comprising the Issuer Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment): | Not Applicable |
| 30. Details relating to Instalment Notes (amount of each instalment, date on which each payment is to be made):   | Not Applicable |
| 31. Other terms or special conditions:  | Not Applicable |

## DISTRIBUTION

- |     |  |  |
|-----|--|--|
| 32. | (i) If syndicated, names of Managers:  | Not Applicable                           |
|     | (ii) Date of Subscription Agreement:   | Not Applicable                           |
|     | (iii) Stabilising Manager(s) (if any): | Not Applicable                           |
| 33. | If non-syndicated, name of Dealer:     | Not Applicable                           |
| 34. | US Selling Restrictions:               | Reg. S Compliance Category 2/<br>TEFRA D |
| 35. | Additional selling restrictions:       | Not Applicable                           |

## LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €3,000,000,000 Euro Medium Term Note Programme.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. 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 these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By:

*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |  |
|-------|---|--|
| (i)   | Listing:  | Luxembourg   |
| (ii)  | Admission to trading:                             | Application has been made for the Notes to be admitted to trading with effect from 20 March 2012 |
| (iii) | Estimated total expenses of admission to trading: | € 2,110  |

### 2. RATINGS

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|----------|--|
| Ratings: | The Notes to be issued have been rated:  |
|          | Fitch: BBB+  |
|          | S&P: BBB   |
|          | Fitch Ratings Ltd. and Standard & Poor's are established in the European Union and registered under Regulation (EU) No. 1060/2009. |

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. HISTORIC INTEREST RATES

Details of historic Reference Rates can be obtained from Reuters.

### 5. OPERATIONAL INFORMATION

- |       |   |   |
|-------|---|---|
| (i)   | ISIN:   | XS0757589360                                  |
| (ii)  | Common Code:  | 075758936                                     |
| (iii) | New Global Note intended to be held in a manner which would allow | Yes<br>Note that the designation "Yes" simply |



means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem, either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

- |      |  |                          |
|------|--|--------------------------|
| (iv) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, Luxembourg and the relevant identification number(s): | Not Applicable           |
| (v)  | Delivery:  | Delivery free of payment |
| (vi) | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable           |

## 6. FURTHER INFORMATION RELATING TO THE ISSUER

The following information relating to the Issuer is provided pursuant to Article 2414 of the Italian Civil Code.

- |     |          |   |
|-----|----------|---|
| (i) | Objects: | <p>The objects of the Issuer, as set out in Article 4 of its by-laws, are as follows:</p> <p>"4.1. The Company's business purpose regards the following activities:</p> <p>the collection of savings deposits, to grant loans in their various forms and the purchase of corporate loans; it may in accordance with established regulations, carry out all forms of banking and financial transactions and services, and any other transaction instrumental to or linked to the fulfilment of its business purpose. The</p> |
|-----|----------|---|



Company may issue bonds in accordance with the established regulations.

4.2. The Company's primary aim, in cooperation with other ICCREA Banking Group companies, is to render the activities of Rural and Artisan Credit Banks (CRA) and Cooperative Credit Banks (BCC) more complete, incisive and effective, by supporting and developing their activities via lending, offering technical services and financial assistance in all forms and, in accordance with the procedures established in these Articles of Association, via any other appropriate initiative permitted by existing laws and in the interests of the banks in the CRA\BCC category.

4.3. The Company may acquire equity investments, including majority interests, within the limits and in accordance with the conditions established by existing regulations, in companies that, as a result of their specific expertise, can contribute to the achievement of the business purpose.

4.4. The Company may carry out all transactions deemed necessary or useful by the Board of Directors for the fulfilment of its business purpose."

- |       |                                     |   |
|-------|-------------------------------------|---|
| (ii)  | Registered office:                  | Via Lucrezia Romana 41/47, 00178<br>Roma, Italy   |
| (iii) | Company registration:               | Registered at the Companies' Registry<br>in Rome under registration number<br>04774801007 |
| (iv)  | Amount of paid-up share capital and | €216,913,200 consisting of 420,000  |

 reserves:

ordinary shares with a nominal value of  
€516.46 each as at 31 December 2011.

(v) Amount of reserves:

€151,930,623 of legal reserves as at 31  
December 2011.