

Final Terms dated 9 October 2017

**ICCREA Banca S.p.A.**

Issue of EUR 600,000,000 1.500% Senior Unsecured Notes due October 2022

under the EUR 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 19 December 2016 and the supplements to the Base Prospectus dated 3 February 2017 and 2 October 2017, which together constitute a base prospectus for the purposes of 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, in the case of Notes admitted to trading on the regulated market of the Luxembourg Stock Exchange, the applicable Final Terms will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

1. (i) Series Number: 24  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become Not Applicable fungible:
2. Specified Currency or Currencies: EUR  
  
(Condition 2(a) (*Definitions and Interpretation – Definitions – "Specified Currency"*))
3. Aggregate Nominal Amount:  
(i) Series: EUR 600,000,000  
(ii) Tranche: EUR 600,000,000
4. Issue Price: 99.590 per cent. of the Aggregate Nominal Amount  
  
(Condition 2(a) (*Definitions and Interpretation – Definitions – "Issue Price"*))
5. (i) Specified denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR

- (Condition 2(a) (*Definitions and Interpretation – Definitions – "Specified Denominations"*)) 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
- (ii) Calculation Amount: EUR 1,000
- (Condition 2(a) (*Definitions and Interpretation – Definitions – "Calculation Amount"*))
6. (i) Issue Date: 11 October 2017
- (Condition 2(a) (*Definitions and Interpretation – Definitions – "Issue Date"*))
- (ii) Interest Commencement Date Issue Date  
(if different from the Issue Date):
- (Condition 2(a) (*Definitions and Interpretation – Definitions – "Interest Commencement Date"*))
7. Maturity Date: 11 October 2022
- (Condition 2(a) (*Definitions and Interpretation – Definitions – "Maturity Date"*))
8. Interest Basis: 1.500 per cent. Fixed Rate  
(further particulars specified below)
- (Condition 6 (*Fixed Rate Note Provisions*) / Condition 7 (*Floating Rate and CMS Linked Interest Note Provisions*) and Condition 8 (*Zero Coupon Note Provisions*))
9. Redemption/Payment Basis: Redemption at par
10. Change of Interest Basis: Not Applicable
- (Condition 8A (*Change of Interest Basis*))
11. Put/Call Options: Not Applicable
- (Condition 9(g) (*Redemption and Purchase – Redemption at the option of Noteholders*) or (Condition 9(d) (*Redemption and Purchase –*

*Redemption at the option of the Issuer*) and Condition 9(e) (*Redemption and Purchase – Partial redemption*))

12. (i) Status of the Notes: Senior Notes

(Condition 4 (*Status of Senior Notes*) or Condition 5 (*Status and Special Provisions of Subordinated Notes*))

- (ii) (In respect of Senior Notes only):

Waiver of set-off rights: Applicable

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

13. Fixed Rate Note Provisions: Applicable

(Condition 6 (*Fixed Rate Note Provisions*))

- (i) Rate(s) of Interest: 1.500 per cent. per annum payable annually in arrear

(Condition 6(b) (*Fixed Rate Note Provisions – Accrual of interest*))

- (ii) Interest Payment Date(s): 11 October in each year commencing on and including 11 October 2018 up to and including the Maturity Date

(Condition 2(a) (*Definitions and Interpretation – Definitions – "Interest Payment Date"*))

- (iii) Fixed Coupon Amount(s): EUR 15 per Calculation Amount

(Condition 2(a) (*Definitions and Interpretation – Definitions – "Fixed Coupon Amount"*))

- (iv) Broken Amount(s): Not Applicable

(Condition 2(a) (*Definitions and Interpretation – Definitions – "Broken Amount"*))

- (v) Day Count Fraction: Actual/Actual (ICMA), Following Unadjusted



(Condition 2(a) (*Definitions and Interpretation – Definitions – "Day Count Fraction"*))

14. **Floating Rate Note Provisions:** Not Applicable

(Condition 7 (*Floating Rate and CMS Linked Interest Note Provisions*))

15. **Zero Coupon Note Provisions:** Not Applicable

## PROVISIONS RELATING TO REDEMPTION

16. **Call Option:** Not Applicable

17. **Regulatory Call:** Not Applicable

Condition 9(c) (*Redemption and Purchase – Redemption for regulatory reasons*))

18. **Put Options:** Not Applicable

Condition 9(g) (*Redemption and Purchase – Redemption at the option of Noteholders*))

19. **Final Redemption Amount:** EUR 1,000 per Calculation Amount

20. **Early Redemption Amount:**

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: Not Applicable

(Condition 2(a) (*Definitions Interpretation – Definitions – "Early Redemption Amount (Tax)" and "Early Redemption Amount (Regulatory Event)"*))

21. **Instalment Notes:** Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. **Form of Notes:** 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.

23. **New Global Note Form:** Applicable

24. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: Not Applicable
25. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of the Issuer:

By:

*Francesco Germini*  
FRANCESCO GERMINI

*Duly authorised*

**ICCREA BANCA S.p.A.**  
Segreteria Tecnica Finanza  
e Middle Office

## **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 on the regulated market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange with effect from 11 October 2017 |
| (iii) | Estimated total expenses of admission to trading: | EUR 3,600  |

### **2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:

Fitch: BBB-  
S&P: BB

Fitch Italia Società Italiana per il Rating S.p.A. and Standard & Poor's Credit Market Services Italy S.r.l. are established in the EEA and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> as being registered under Regulation (EU) No. 1060/2009, as amended (the "**CRA Regulation**").

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the CRA Regulation or (1) the rating is provided by a credit rating agency not established in the EEA but is endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation or (2) the rating is provided by a credit rating agency not established in the EEA which is certified under the CRA Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4. YIELD**

Indication of yield: 1.586%

Calculated as of the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**5. HISTORIC INTEREST RATES**

Not Applicable

**6. OPERATIONAL INFORMATION**

- |       |  |   |
|-------|--|---|
| (i)   | ISIN:  | XS1696459731  |
| (ii)  | Common Code:   | 169645973   |
| (iii) | New Global Note intended to be held in a manner which would allow Eurosystem eligibility   | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs 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 the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (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) and addresses: | Not Applicable  |
| (v)   | Delivery:  | Delivery against payment  |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |

**DISTRIBUTION**

- |    |                                       |   |
|----|---------------------------------------|---|
| 7. | Method of distribution:               | Syndicated  |
| 8. | (i) If syndicated, names of Managers: | Banca Akros S.p.A. Gruppo Banco BPM<br>Viale Eginardo, 29<br>20149 Milan<br>Italy<br><br>Barclays Bank PLC<br>5 The North Colonnade<br>Canary Wharf<br>London E14 4BB<br>United Kingdom |



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Italy

Mediobanca – Banca di Credito Finanziario  
S.p.A.  
Piazzetta E. Cuccia, 1  
20121 Milan  
Italy

UniCredit Bank AG  
Arabellastrasse 12  
81925 Munich  
Germany

- (ii) Date of Subscription Agreement: 9 October 2017
- (iii) Stabilising Manager(s) (if any): Not Applicable
9. If non-syndicated, name of Dealer: Not Applicable
10. US Selling Restrictions: Reg. S Compliance Category 2  
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