

SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 4 JULY 2013



ICCREA Banca S.p.A.

(incorporated with limited liability as a società per azioni under the laws of the Republic of Italy)

€3,000,000,000

Euro Medium Term Note Programme

This Supplement to the Base Prospectus (the "**Supplement**") constitutes a prospectus supplement for the purposes of article 13 of Chapter 1 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 Base Prospectus dated 4 July 2013, as supplemented by the supplement dated 31 October 2013 (together, the "**Base Prospectus**") to the €3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of ICCREA Banca S.p.A. (the "**Issuer**").

Application has been made to the *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, for approval of this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in the Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

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.

This Supplement is supplemental to, and should be read and construed in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus (but not herein) shall have the same meaning when used in this Supplement.

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

This Supplement may only be used for the purposes for which it has been published.

In accordance with article 13.2 of Chapter 1 of Part II of the Prospectus Law, investors who have already agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, to withdraw their acceptances. The final date of withdrawal is 13 June 2014.

The date of this Supplement is 11 June 2014.

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section in the Base Prospectus entitled "Documents incorporated by reference" on pages 29 – 30 therein.

"On 30 April 2014, the Issuer published its audited non-consolidated annual financial statements as at and for the year ended 31 December 2013, together with the accompanying notes auditors' report dated 1 April 2014 (the "**2013 Annual Financial Statements**").

The 2013 Annual Financial Statements have been published and filed with the CSSF, are incorporated by reference in full by reference into this Supplement and shall, by virtue of this Supplement, be deemed to be incorporated in full into, and form part of, the Base Prospectus.

The following table shows where the information required under Annex IX, paragraph 11.1 of Commission Regulation (EC) No. 809/2004 can be found in the above-mentioned 2013 Annual Financial Statements incorporated by reference in the Base Prospectus.

Balance sheet	Page 66
Income statement	Page 67
Statement of changes in shareholders' equity	Pages 68-71
Statement of cash flows: indirect method	Pages 72-73
Accounting policies	Page 83-85
Notes to the Financial Statements	Pages 81-257
Auditors' review report	Pages 265-266

The information incorporated by reference that is not included in the cross-reference list above, is considered as additional information and is not required by the relevant schedules of Regulation (EC) 809/2004 (as amended)."

GENERAL INFORMATION

The paragraphs entitled "No material adverse change", "No significant change" and "Trend information" on page 143 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"No material adverse change

Since 31 December 2013 (being the last day of the financial period in respect of which the most recent published audited financial statements of the Issuer have been prepared), there has been no material adverse change in the financial condition or prospects of the Issuer or its subsidiaries.

No Significant change

Since 31 December 2013 (being the last day of the financial period in respect of which the most recent published audited financial statements of the Issuer have been prepared), there has been no significant change in the financial or trading position of the Issuer and its group.

Trend information

Since 31 December 2013 there have been no trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects."

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The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the written or oral request of such person, a copy of the 2013 Annual Financial Statements which are incorporated herein by reference. Written or oral requests for such information should be directed to the specified office of the Principal Paying Agent or the Listing Agent (see page 147 of the Base Prospectus).

A copy of this Supplement and the 2013 Annual Financial Statements incorporated by reference herein are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).