

**SUPPLEMENT NO. 2 DATED 4 NOVEMBER 2021 TO THE BASE
PROSPECTUS DATED 3 SEPTEMBER 2021**



ICCREA BANCA S.p.A.

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

EUR 3,000,000,000

Euro Medium Term Note Programme

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 3 September 2021 as supplemented by a supplement dated 30 September 2021 (the "**Base Prospectus**") prepared by ICCREA Banca S.p.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to EUR 3,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This Supplement constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation.

This Supplement has been prepared in order to (i) amend the section "*General Information*" in the Base Prospectus following the publication by the Issuer on its website of the Issuer's single framework for the issuance of green, social and/or sustainable bonds entitled the "Green, Social and Sustainability Bond Framework" and a Second-party Opinion in relation to Notes issued, if any, as "Green Bonds", "Social Bonds" or "Sustainability Bonds" and (ii) incorporate by reference certain sections of the Issuer's consolidated non-financial statements for the year ended 31 December 2020.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and the Supplement makes no omission likely to affect its import.

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 into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus. This Supplement may only be used for the purposes for which it has been published.

The date of this Supplement is 4 November 2021.

GENERAL INFORMATION

The information set out below supplements the section of the Base Prospectus entitled "General Information" under the sub-heading "Publication on the Internet", where the first, second and third paragraphs of page 262 shall be deleted in their entirety and replaced by the following:

"The Second-party Opinion relating to Notes issued, if any, as "Green Bonds", "Social Bonds" or "Sustainability Bonds" is available at:

<https://www.gruppoicrea.it/Documents/SECOND%20PARTY%20OPINION.pdf>

The Issuer's single framework for the issuance of Green, Social and/or Sustainable bonds entitled the "Green, Social and Sustainability Bond Framework" ("GSS") is available at:

https://www.gruppoicrea.it/Documents/Iccrea_Green%20Social%20Sustainability%20Bond%20Framework.pdf

For the avoidance of doubt, neither the Issuer's Green, Social and Sustainability Bond Framework nor any Second-party Opinion are incorporated by reference into or form part of this Base Prospectus".

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "Documents incorporated by reference" on pages 59 – 60 therein.

"The Issuer's consolidated non-financial statements for the year ended 31 December 2020", (the "**Consolidated Non-Financial Statements**"), which have been filed with the *Commission de Surveillance du Secteur Financier*, are incorporated by reference in and form part of this Supplement and shall, by virtue of this Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

Cross-reference list

Consolidated Non-Financial Statements	Page Numbers
The local network	18
The Iccrea Group's vision, mission and values	23-29
Local committees	101-111
Charitable donations and sponsorships	117-124
Supply chain management	132-133
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The Iccrea Group's Covid-19-related initiatives	148-151
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The Consolidated Non-Financial Statements can be accessed at the following website:

https://www.gruppoiccrea.it/Sostenibilita_DNF/CNFS%202020_ENG_.pdf

Any information contained in or incorporated by reference in the Consolidated Non-Financial Statements which is not included in the cross-reference list is not incorporated by reference in this Supplement and is either not relevant to investors or is covered elsewhere in the Base Prospectus.

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Copies of this Supplement and the documents incorporated by reference will be available without charge (i) at the specified office of the Issuer and/or the Fiscal Agent (see page 263 of the Base Prospectus); (ii) on the website of the Luxembourg Stock Exchange at www.bourse.lu; and (iii) at the following website of the Issuer: <https://www.iccreabanca.it/it-IT/Pagine/obbligazioni2.aspx>

Unless specifically incorporated by reference into the Base Prospectus, information contained on the Issuer's website does not form part of the Base Prospectus.