

**SUPPLEMENT NO. 3 DATED 2 FEBRUARY 2022 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 supplements dated 30 September 2021 and 4 November 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 amend the section entitled "*Documents Incorporated by Reference*" to incorporate by reference in the Base Prospectus the press release published by the Issuer on 31 January 2022 entitled "*Iccrea Banca and FSI create BCC Pay, a new Italian independent player in the digital payments sector*", following its investment in BCC Pay S.p.A. in partnership with Fondo Strategico Italiano.

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 2 February 2022.

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" on pages 59 to 60 therein.

"The press release dated 31 January 2022 entitled "*Iccrea Banca and FSI create BCC Pay, a new Italian independent player in the digital payments sector*" (the "**31 January 2022 Press Release**") is incorporated by reference in and forms 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

31 January 2022 Press Release

Page Numbers:

Whole document (pages 1-3)

The 31 January 2022 Press Release can be accessed at the following website:

https://www.gruppoiccrea.it/Pagine/Area_Stampa/DettaglioNews.aspx?NewsID=490"

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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 this Base Prospectus, information contained on the Issuer's website does not form part of this Base Prospectus.