

**SUPPLEMENT NO. 5 DATED 1 JULY 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, 4 November 2021, 2 February 2022 and 14 April 2022 (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 produced for the purpose of amending and supplementing the following sections of the Base Prospectus:

1. Presentation of Financial Information;
2. Documents Incorporated by Reference; and
3. General Information.

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 1 July 2022.

PRESENTATION OF FINANCIAL INFORMATION

On page 57 of the Base Prospectus, after the first two bullet points, the following third bullet point is inserted:

"

- *the audited annual financial statements, and the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2021, both audited by Mazars Italia S.p.A., which issued its relevant reports on 20 April 2022. "*

INFORMATION INCORPORATED BY REFERENCE

Under the section headed "Information incorporated by reference" on page 59 of the Base Prospectus the following fourth bullet point is inserted:

"

- *the audited separate and consolidated annual financial statements of the Issuer as at and for the year ended 31 December 2021 (available at the following link <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20december%2031,%202021.pdf>)."*

Under the section headed "Information incorporated by reference" on page 59 of the Base Prospectus, the third paragraph is deleted and replaced with the following text:

"The audited consolidated and separate annual financial statements of the Issuer as at and for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the EU and shall be deemed to be incorporated in, and to form part of, this Base Prospectus, together (where applicable) with the accompanying notes and auditor's reports or the auditor's review reports as the case may be, save that any statement contained in this Base Prospectus or in any of the documents incorporated by reference in, and forming part of, this Base Prospectus shall be deemed to be modified or superseded to the extent that a statement contained in any document subsequently incorporated by reference by way of supplement prepared in accordance with article 23 of the Prospectus Regulation modifies or supersedes such statement."

The information set out below supplements the section headed "Information incorporated by reference" on page 60 of the Base Prospectus:

"The Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2021, 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

Audited Consolidated and Separate Annual Financial Statements of the Issuer	
	2021
Consolidated balance sheet	121-122
Consolidated income statement	123
Statement of consolidated comprehensive income	124
Statement of changes in consolidated shareholders' equity	125-126
Statement of changes in consolidated cash flows	127
Notes to the consolidated financial statements	129-389
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Attachment 2 – Alternative Performance Measures	116-117

The Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2021 can be accessed at the following website:

<https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20december%2031,%202021.pdf>

Any information contained in or incorporated by reference in the Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2021 specified above which is not included in the cross-reference list in this Base Prospectus is not incorporated by reference and is either not relevant to investors or is covered elsewhere in this Base Prospectus and, for the avoidance of doubt, unless specifically incorporated by reference into this Base Prospectus, information contained on the website does not form part of this Base Prospectus."

GENERAL INFORMATION

On page 260 of the Base Prospectus, the sections entitled "No material adverse change" and "No significant change" are deleted in their entirety and replaced by the following sections:

"No material adverse change

Since 31 December 2021 (being the last day of the financial period in respect of which the most recent audited annual 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 2021 (being the last day of the financial period in respect of which the most recent published financial statements of the Issuer have been prepared), there has been no significant change in the financial position or financial performance of the Issuer or the Group."

** *** **

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.