

**SUPPLEMENT NO. 2 DATED 20 APRIL 2023 TO THE BASE PROSPECTUS
DATED 7 SEPTEMBER 2022**



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 7 September 2022 as supplemented on 6 December 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. Front Page;
2. Risk Factors; and
3. Documents Incorporated by Reference.

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 20 April 2023.

FRONT PAGE

On page 2 of the Base Prospectus, the reference to the long term credit rating of Fitch Ratings Ireland Limited shall be amended to reflect the upgrade from "BB-" to "BB+" on 1 February 2023, by the fourth paragraph on page 2 being deleted in its entirety and replaced by the following paragraph:

"The Issuer has been assigned public ratings by Fitch Ratings Ireland Limited ("**Fitch**") on 1 February 2023 as 'BB+', by DBRS Ratings GmbH ("**DBRS**") on 1 December 2021 as 'BB (high)' and by S&P Global Ratings Europe Limited ("**S&P**") on 23 November 2022 as 'BB+'. Each of Fitch, DBRS and S&P are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**"). Each of Fitch, DBRS and S&P appear on the latest update of the list of registered credit rating agencies on the ESMA website <http://www.esma.europa.eu>."

RISK FACTORS

(a) On page 27 of the Base Prospectus, the last two paragraphs of the section entitled "The Issuer's financial performance is affected by the general economic conditions, in particular in the Republic of Italy and Europe" shall be deleted in their entirety and replaced by the following three paragraphs:

"These additional risks may prejudice the Issuer's ability to fully implement its Transformation Plan (as defined in paragraph 'The Group's strategic plan' within the section "*Description of the Issuer*" below), negatively influence the Group's ability to fully implement its 2023-2025 Business Plan Objectives (as defined in section "*Documents Incorporated by Reference*" below), impact on the Issuer's profitability, in particular in terms of operating income and cost of risk, and therefore materially and adversely affect the Issuer's ability to make payments on the Notes and the liquidity thereof.

If the spread of COVID-19 persists for a significant period of time, this could have a material negative impact on the global economy. Investors should note the risk that COVID-19, or any governmental or societal response to COVID-19, may affect the business activities and financial results of the Issuer, and/or may impact on the ability of the Issuer to make payments on the Notes.

In addition, prospective investors should note that there can be no assurance that the Group's 2023-2025 Business Plan Objectives will be achieved in the anticipated timeframe or at all. The 2023-2025 Business Plan Objectives set out the Group's economic targets and business objectives, some or all of which may not be realised. The Group's ability to implement its business plan goals depends on a variety of factors, some of which are outside of the Group's control, including, *inter alia*, loan demand, geopolitical issues, global macroeconomic developments, market disruptions and unexpected increases in funding costs."

(b) *On page 34 of the Base Prospectus, the paragraph entitled "Risk related to the European Central Bank inspections at the Issuer and the outcomes of the Supervisory Review and Evaluation Process (SREP)" shall be deleted in its entirety and replaced by the following:*

"Based on the new harmonised framework for supervisory review and evaluation implemented by the ECB, and following completion of the annual supervisory review and evaluation process ("SREP") carried out on the Issuer pursuant to Article 4(1)(f) of Council Regulation (EU) No. 1024/2013, the ECB notified the Issuer of its SREP decision on 24 January 2022 setting out the prudential requirements to be maintained at the consolidated level with effect from 1 March 2022.

With this decision, which replaced the 2019 SREP decision that was applied in 2021 in view of the pandemic, the supervisory authorities established consolidated own funds requirements for 2022 as:

- an additional Pillar 2 requirement (P2R) of 2.83% (of which 8 bps for the NPE P2R in reflection of calendar provisioning, which could be lowered by the end of the year subject to certain conditions), of which a minimum of 56.25% to be held in the form of Common Equity Tier 1, (CET1) and 75% in the form of Tier 1 capital; and
- a recommendation for Pillar 2 Guidance (P2G) of 1.75%, which should consist entirely of Common Equity Tier 1 capital and held in addition to the Overall Capital Requirement (OCR).

For 2022, the Issuer (as group head company of the Iccrea BCC Group) is required to meet the following capital ratios at consolidated level and in term of Total Capital Ratios:

- Total SREP Capital Requirement of 10.83%;
- an OCR equal to 13.33%; and
- a Target Requirement (including P2G) of 15.08%,

while no specific requirements are imposed on the individual level.

On 14 December 2022, the ECB notified the Issuer of the SREP decision which establishes the prudential requirements to be maintained at the consolidated level for 2023.

With this decision, which replaces the SREP decision notified to the Issuer on 24 January 2022, the supervisory authorities established consolidated own funds requirements for 2023 as:

- an additional Pillar 2 requirement (P2R) of 2.80% (of which 5 bps for the NPE P2R, which could be lowered by the end of the year subject to certain conditions), of which a minimum of 56.25% to be held in the form of Common Equity Tier 1, (CET1) and 75% in the form of Tier 1 capital; and
- a recommendation for Pillar 2 Guidance (P2G) of 1.75%, which should consist entirely of Common Equity Tier 1 capital and held in addition to the Overall Capital Requirement (OCR).

For 2023, the Issuer (as group head company of the Iccrea BCC Group) is required to meet the following capital ratios at consolidated level and in term of Total Capital Ratios:

- Total SREP Capital Requirement of 10.80%;
- an OCR equal to 13.30%; and
- a Target Requirement (including P2G) of 15.05%,

while no specific requirements are imposed on the individual level."

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" on pages 61 to 63 therein.

"The press release dated 24 February 2023 entitled "*BCC Iccrea Group: Consolidated results as at 31 December 2022*" (the "**24 February 2023 Press Release**") and the press release dated 3 April 2023 entitled "*BCC Iccrea Group: 2023-2025 Business Plan approved*" setting out the Group's economic objectives for the years 2023-2025 (the "**2023-2025 Business Plan Objectives**") (the "**3 April 2023 Press Release**") 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

24 February 2023 Press Release

Page Numbers:

Whole document (pages 1 – 5)

3 April 2023 Press Release

Page Numbers:

Whole document (pages 1 – 9)

The 24 February 2023 Press Release can be accessed at the following website:

<https://www.gruppobcciccrea.it/Documents/PRESS%20RELEASE%20FY22%20RESULTS%20BCC%20ICCREA%20GROUP.pdf>

The 3 April 2023 Press Release can be accessed at the following website:

https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/Press%20Release%20Business%20Plan%202023%202025.pdf

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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 276 of the Base Prospectus); (ii) on the website of the Luxembourg Stock Exchange at www.luxse.com; 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.