

**SUPPLEMENT NO. 3 DATED 13 JUNE 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 and 20 April 2023 (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 13 June 2023.

PRESENTATION OF FINANCIAL INFORMATION

On page 59 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 2022, both audited by Mazars Italia S.p.A., which issued its relevant reports on 20 April 2023."

DOCUMENTS INCORPORATED BY REFERENCE

Under the section headed "Documents incorporated by reference" on page 61 of the Base Prospectus the following additional bullet points are inserted:

"

- the audited separate and consolidated annual financial statements of the Issuer as at and for the year ended 31 December 2022, (available at the following link <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20December%2031,%202022.pdf>); and
- the press release dated 15 May 2023 entitled "BCC Iccrea Group: Consolidated results as at 31 March 2023" (the "**15 May 2023 Press Release**") (available at the following link https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/15.05.2023_PR%201Q23_BCC%20ICCREA%20GROUP%20def.pdf).

Under the section headed "Documents incorporated by reference" on page 61 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 2022, 31 December 2021 and 31 December 2020, and the unaudited financial statements, and the unaudited consolidated financial statements of the Issuer as at and for the six month period ended 30 June 2021 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 "Documents incorporated by reference" on pages 61 to 63 of the Base Prospectus:

"The Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2022, 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 as at and for the year ended 31 December 2022:	
Attachment 2 – Alternative Performance Measures	96-97
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Consolidated income statement	103
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Statement of changes in consolidated shareholders' equity	105-106
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Statement of changes in shareholders' equity	407-408
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The Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2022 can be accessed at the following website:

<https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20December%2031,%202022.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 2022 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."

"The **15 May 2023 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

15 May 2023 Press Release

Page Numbers:

Whole document (pages 1 – 5)

The 15 May 2023 Press Release can be accessed at the following website:

https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/15.05.2023_PR%201Q23_BCC%20ICCREA%20GROUP%20def.pdf

GENERAL INFORMATION

On page 271 of the Base Prospectus, the section entitled "No material adverse change" is deleted in its entirety and replaced by the following:

"No material adverse change

Since 31 December 2022 (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.

On page 272 of the Base Prospectus, the section entitled "No significant change" is deleted in its entirety and replaced by the following:

"No significant change

Since 31 March 2023 (being the last day of the financial period in respect of which the most recent interim financial information of the Issuer has been published), there has been no significant change in the financial position or financial performance of the Issuer or the Group."

On page 272 of the Base Prospectus, the fourth paragraph in the section entitled "Auditors" is deleted in its entirety and replaced by the following:

"The Issuer's annual separate and consolidated financial statements as at and for the year ended 31 December 2022 and 31 December 2021 have been audited without qualification by Mazars Italia S.p.A., independent accountants ("**Mazars**")."

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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 <https://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.