

**SUPPLEMENT NO. 3 DATED 26 JANUARY 2024 TO THE BASE PROSPECTUS  
DATED 7 SEPTEMBER 2023**



**ICCREA BANCA S.p.A.**

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

**EUR 5,000,000,000  
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 2023 as supplemented on 21 November 2023 and 22 January 2024 (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 5,000,000,000 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. General Description of the Programme.

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 26 January 2024.**

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## **FRONT PAGE**

*On page 2 of the Base Prospectus, the reference to the long term credit rating of Fitch shall be amended to reflect the upgrade from "BB+" to "BBB-" on 24 January 2024, by the third 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 24 January 2024 as 'BBB-', by DBRS Ratings GmbH ("**DBRS**") on 23 October 2023 as 'BBB (low)' and by S&P Global Ratings Europe Limited ("**S&P**") on 25 October 2023 as 'BB+'. Each of Fitch, DBRS and S&P are established in the EEA and registered under Regulation (EC) 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>."

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## **GENERAL DESCRIPTION OF THE PROGRAMME**

*On page 24 of the Base Prospectus, in the row entitled "Ratings", the references to the long term credit ratings of the Issuer shall be amended to reflect the updates as at the date of this Supplement, by the first paragraph of the row entitled "Ratings" on page 24 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 24 January 2024 as 'BBB-', by DBRS Ratings GmbH ("**DBRS**") on 23 October 2023 as 'BBB (low)' and by S&P Global Ratings Europe Limited ("**S&P**") on 25 October 2023 as 'BB+'. Each of Fitch, DBRS and S&P are established in the EEA and registered under Regulation (EC) 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>."

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Copies of this Supplement will be available without charge (i) at the specified office of the Issuer and/or the Fiscal Agent (see page 301 of the Base Prospectus); (ii) on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://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.