

**FOURTH SUPPLEMENT DATED 20 JUNE 2022
TO THE BASE PROSPECTUS DATED 15 July 2021**



ICCREA Banca S.p.A.

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

**Euro 10,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme
unconditionally and irrevocably guaranteed as to payments of interest and principal by**

Iccrea Covered Bond S.r.l.

(incorporated as a limited liability company under the laws of the Republic of Italy and registered at the Companies' Registry of Rome under registration number 15231571009)

BY APPROVING THIS SUPPLEMENT, THE COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER GIVES NO UNDERTAKING AS TO THE ECONOMIC AND FINANCIAL SOUNDNESS OF THE TRANSACTION OR THE QUALITY OR SOLVENCY OF THE ISSUER AND/OR THE GUARANTOR IN LINE WITH THE PROVISIONS OF ARTICLE 6 (4) OF THE LUXEMBOURG LAW ON PROSPECTUSES FOR SECURITIES.

This supplement (the “**Supplement**”) constitutes a supplement to the base prospectus dated 15 July 2021 as supplemented by the first supplement dated 9 September 2021, the second supplement dated 11 October 2011 and the third supplement dated 27 May 2022 (the “**Base Prospectus**”), for the purposes of Article 23, paragraph 1, of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”).

This Supplement constitutes a supplement to, and should be read in conjunction with, the Base Prospectus.

Capitalized terms used in this Supplement and not otherwise defined herein, shall have the same meaning ascribed to them in the Base Prospectus.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement, with respect to those sections which already fall under the responsibility of each of them under the Base Prospectus and which are supplemented by means of this Supplement. To the best of the knowledge of the Issuer and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (“**CSSF**”), which is the Luxembourg competent authority for the purposes of the Prospectus Regulation and of the Luxembourg Law on Prospectuses for Securities dated 16 July 2019, as a supplement, issued in compliance with the Prospectus Regulation and relevant implementing measures in Luxembourg for the purposes of incorporating by reference in the Base Prospectus the audited consolidated and separate annual financial statement of the Issuer as at and for the year ended 31 December 2021.

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any statement in the Base Prospectus, the statements in this Supplement will prevail.

Copies of this Supplement and the document incorporated by reference may be inspected during normal business hours at the specified office of the Luxembourg Listing Agent.

Copies of this Supplement and the document incorporated by reference are available on the Luxembourg Stock Exchange's website (www.bourse.lu).

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INFORMATION INCORPORATED BY REFERENCE

Under the section headed “Information incorporated by reference”, on page 74-76 of the Base Prospectus, the following paragraphs have been added:

- “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 74-76 of the Base Prospectus, the following paragraph has been amended as follows:

The audited consolidated and separate annual financial statements of the Issuer as at and for the years ended 31 December 2021 and 31 December 2020 have been prepared in accordance with 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 of the Base Prospectus entitled “Information incorporated by reference” on pages 74 – 76 therein.

The audited consolidated and separate annual financial statement of the Issuer as at and for the year ended 31 December 2021 (the “**2021 Issuer Financial Statement**”) which have been filed with the *Commission de Surveillance du Secteur Financier*, 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

2021 Issuer Financial Statement	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- 390
Independent Auditor's report	417 - 424
Balance Sheet	441 - 442
Income Statement	443
Statement of Comprehensive Income	444
Statement of changes in shareholders' equity	445 - 446
Statement of cash flows	447
Notes to the financial statements	449 - 688
Independent Auditor's report	689 – 697
Attachment 2 – Alternative Performance Measures	116 – 117

The 2021 Issuer Financial Statement 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>

The Issuer confirms that the audited results as at and for the year ended 31 December 2021 have been compiled and prepared on a basis which is comparable with the historical information and consistent with the Issuer's accounting policies.