

**SUPPLEMENT DATED 19 OCTOBER 2023
TO THE BASE PROSPECTUS DATED 22 JUNE 2023**



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)

This supplement (the “**Supplement**”) constitutes a supplement to the base prospectus dated 22 June 2023 as supplemented by the first supplement on 31 August 2023 (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.

The purpose of this Supplement is (a) to update the section of the Base Prospectus headed “*Information incorporated by reference*” in order to incorporate by reference in the Base Prospectus the unaudited financial statements and the unaudited consolidated financial statements of the Issuer as at and for the six months period ended on 30 June 2023 and (b) to update the section of the Base Prospectus headed “*General Information*”.

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. In addition, such documents will be available, without charge, on the website of the Luxembourg Stock Exchange (www.luxse.com).

The date of this Supplement is 19 October 2023.

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INFORMATION INCORPORATED BY REFERENCE

Under the section of the Base Prospectus headed “Information incorporated by reference” on page 74 of the Base Prospectus, the following paragraph is inserted:

“

- the unaudited financial statements, and consolidated financial statements (the “**Unaudited Consolidated and Separate Financial Statements**”) of the Issuer as at and for the six months period ended on 30 June 2023 (available at the following link: <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20June%2030,%202023.pdf>).

”

Under the section of the Base Prospectus headed “Information incorporated by reference” on pages 74 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 and 31 December 2021, and the Unaudited Consolidated and Separate Financial Statements of the Issuer as at and for the six month period ended 30 June 2022 and 30 June 2023, 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 Unaudited Consolidated and Separate Financial Statements of the Issuer as at and for the six month period ended on 30 June 2023, which has 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

Unaudited Consolidated and Separate Financial Statements of the Issuer as at and for the period ended 30 June 2023	
	Page
Consolidated balance sheet	91-92
Consolidated income statement	93
Statement of consolidated comprehensive income	94
Statement of changes in consolidated shareholders' equity at June 30, 2023	95
Statement of cash flows: indirect method	97
Notes to the consolidated financial statements	103-275
Auditor's review report on interim consolidated financial statements	279-280
Balance Sheet	295-296
Income Statement	297
Statement of Comprehensive Income	298
Statement of changes in shareholders' equity at June 30, 2023	299
Statement of cash flows: indirect method	301
Notes to the financial statements	307-464
Auditor's review report on interim financial statements	467-468
Attachment 2 – Alternative Performance Measures	87-88

The Unaudited Consolidated and Separate Financial Statements of the Issuer as at and for the six month period ended on 30 June 2023 can be accessed at the following website: <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20June%2030,%202023.pdf> .

Any information contained in or incorporated by reference in the Unaudited Consolidated and Separate Financial Statements of the Issuer as at and for the six month period ended on 30 June 2023 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.

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GENERAL INFORMATION

On page 269 of the Base Prospectus, the first paragraph of the section entitled "No significant change" is deleted in its entirety and replaced with the following text:

“Since 30 June 2023 (being the last day of the financial period in respect of which the most recent published financial statements of the Issuer have been published), there has been no significant change in the financial position or performance of the Issuer and the *Gruppo Bancario Cooperativo Iccrea*.”