

**SUPPLEMENT DATED 17 MAY 2024**  
**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, by the second supplement on 19 October 2023, by the third supplement on 16 November 2023 and by the fourth supplement on 20 February 2024 (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 to update (a) the following sections of the Base Prospectus (i) “*General Description of the Programme*”; (ii) “*Information incorporated by reference*”; (iii) “*The Issuer*”; (iv) “*The Guarantor*”; (v) “*The Sellers*”; (vi) “*Overview of the Transaction Documents*”; (vii) “*Taxation*”; (viii) “*General Information*”; and (b) the last page of the Base Prospectus.

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 documents 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](http://www.luxse.com)).

The date of this Supplement is 17 May 2024.

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## GENERAL DESCRIPTION OF THE PROGRAMME

*Under section headed “General Description of the Programme”, the paragraph entitled “Additional Sellers” on pages 12 - 13 of the Base Prospectus, is deleted and replaced by the following:*

### **Additional Sellers**

Any entity (other than the Initial Sellers) belonging to the Gruppo Bancario Cooperativo Iccrea, including ICCREA Banca, which will sell Eligible Assets and/or Integration Assets and/or Liquid Assets to the Guarantor, subject to satisfaction of certain conditions, and that, for such purpose, shall enter into the Master Loans Purchase Agreement and the Warranty and Indemnity Agreement and accede to the other relevant Transaction Documents.

On 25 May 2022 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Sellers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca della Marca Credito Cooperativo - Società Cooperativa;
- ii) Banco Fiorentino - Mugello Impruneta Signa - Credito Cooperativo – Società Cooperativa;
- iii) Cassa Rurale ed Artigiana di Binasco - Credito Cooperativo Società Cooperativa;
- iv) Banca di Credito Cooperativo di Busto Garolfo e Buguggiate – Società Cooperativa; and
- v) Terre Etrusche di Valdichiana e di Maremma - Credito Cooperativo – S. c..

On 22 December 2022 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Sellers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo di Roma – Società Cooperativa; and
- ii) Credito Padano Banca di Credito Cooperativo – Società Cooperativa.

On 10 August 2023 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Sellers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo della Calabria Ulteriore - Società Cooperativa;
- ii) Chianti Banca – Credito Cooperativo;
- iii) Banca Alpi Marittime Credito Cooperativo Carrù S.c.p.A.;
- iv) Banca di Credito Cooperativo di Colli Albani- Società Cooperativa;
- v) Banca di Credito Cooperativo di Bellegra - Società Cooperativa; and

vi) Rivierabanca - Credito Cooperativo di Rimini e Gradara.

On 9 February 2024 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Sellers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo Terra di Lavoro - S. Vincenzo De' Paoli - Società Cooperativa per Azioni;
- ii) Credito Cooperativo di Caravaggio Adda e Cremasco - Cassa Rurale – Soc. Coop.

On 8 May 2024 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Sellers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Pescia e Cascina Credito Cooperativo - Società Cooperativa S.C.;
- ii) Credito Cooperativo Romagnolo – BCC di Cesena e Gatteo sc;
- iii) Banca Centropadana Credito Cooperativo - Società Cooperativa;
- iv) Banca del Piceno Credito Cooperativo Società Cooperativa

(jointly, the “**Additional Sellers**” and together with the Initial Sellers, the “**Sellers**”).”

\* \* \*

*Under section headed “General Description of the Programme”, the paragraph entitled “Additional Servicers” on page 14 of the Base Prospectus, is deleted and replaced by the following:*

**“Additional Servicers**

Any entity (other than the Servicers) belonging to the Gruppo Bancario Cooperativo Iccrea, which will be appointed as servicer in respect of the Eligible Assets and Integration Assets sold by it to the Guarantor, and that, for such purpose, shall accede to the Master Servicing Agreement and the other relevant Transaction Documents.

On 25 May 2022 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Servicers, to the Master Servicing Agreement and the other relevant Transaction Documents:

- i) Banca della Marca Credito Cooperativo - Società Cooperativa;
- ii) Banco Fiorentino - Mugello Impruneta Signa - Credito Cooperativo – Società Cooperativa;
- iii) Cassa Rurale ed Artigiana di Binasco - Credito Cooperativo Società Cooperativa;

- iv) Banca di Credito Cooperativo di Busto Garolfo e Buguggiate – Società Cooperativa;
- v) Terre Etrusche di Valdichiana e di Maremma Credito Cooperativo – S.c..

On 22 December 2022 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Servicers, to the Master Servicing Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo di Roma – Società Cooperativa; and
- ii) Credito Padano Banca di Credito Cooperativo – Società Cooperativa.

On 10 August 2023 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Servicers, to the Master Servicing Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo della Calabria Ulteriore - Società Cooperativa;
- ii) Chianti Banca – Credito Cooperativo;
- iii) Banca Alpi Marittime Credito Cooperativo Carrù S.c.p.A.;
- iv) Banca di Credito Cooperativo di Colli Albani- Società Cooperativa;
- v) Banca di Credito Cooperativo di Bellegra - Società Cooperativa; and
- vi) Rivierabanca - Credito Cooperativo di Rimini e Gradara.

On 9 February 2024 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Servicers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Credito Cooperativo Terra di Lavoro - S. Vincenzo De' Paoli - Società Cooperativa per Azioni;
- ii) Credito Cooperativo di Caravaggio Adda e Cremasco - Cassa Rurale – Soc. Coop.

On 8 May 2024 the following entities belonging to the Gruppo Bancario Cooperativo Iccrea have acceded, as Additional Servicers, to the Master Loans Purchase Agreement, the Warranty and Indemnity Agreement and the other relevant Transaction Documents:

- i) Banca di Pescaia e Cascina Credito Cooperativo - Società Cooperativa S.C.;
- ii) Credito Cooperativo Romagnolo – BCC di Cesena e Gatteo sc;
- iii) Banca Centropadana Credito Cooperativo - Società Cooperativa;

iv) Banca del Piceno Credito Cooperativo Società Cooperativa.”

## INFORMATION INCORPORATED BY REFERENCE

*Under the section of the Base Prospectus headed “Information incorporated by reference” on pages 74 – 76 of the Base Prospectus, the following paragraphs are inserted:*

“

- the press release dated 28 March 2024 entitled “*BCC Iccrea Group: 2023 financial statements and 2024-2026 Business Plan approved with updated Group targets*” (the “**28 March 2024 Press Release**”) (available at the following link: [https://www.gruppobcciccrea.it/Documenti\\_GBI/ComunicatoStampa/PRESS%20RELEASE%20BP%2024%2026%2028.3.24.pdf](https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/PRESS%20RELEASE%20BP%2024%2026%2028.3.24.pdf));
- the press release dated 22 April 2024 entitled “*The strategic partnership between the BCC Iccrea Group and Assimoco in the non-life insurance sector has been finalised*” (the “**22 April 2024 Press Release**”) (available at the following link: [https://www.gruppobcciccrea.it/Documenti\\_GBI/ComunicatoStampa/COS%20Closing%20Gruppo%20BCC%20Iccrea%20-%20Assimoco%2022.4.24%20EN.pdf](https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/COS%20Closing%20Gruppo%20BCC%20Iccrea%20-%20Assimoco%2022.4.24%20EN.pdf));
- the press release dated 14 May 2024 entitled “*BCC Iccrea Group: consolidated results as at 31 March 2024*” (the “**14 May 2024 Press Release**”) (available at the following link: [https://www.gruppobcciccrea.it/Documenti\\_GBI/ComunicatoStampa/PR%20Gruppo%20BCC%20Iccrea%201Q24%2014.5.24.pdf](https://www.gruppobcciccrea.it/Documenti_GBI/ComunicatoStampa/PR%20Gruppo%20BCC%20Iccrea%201Q24%2014.5.24.pdf));
- the audited separate and consolidated annual financial statements of the Issuer as at and for the year ended 31 December 2023 (the “**2023 Issuer Financial Statement**”) (available at the following link: <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20December%2031,%202023.pdf>);
- the audited annual financial statements of the Guarantor as at and for the year ended 31 December 2023 (the “**2023 Guarantor Financial Statement**”) (available at the following link: [https://www.iccreabanca.it/BilanciSPV/2023/Iccrea%20Covered%20Bond\\_Financial%20Statements%202023.pdf](https://www.iccreabanca.it/BilanciSPV/2023/Iccrea%20Covered%20Bond_Financial%20Statements%202023.pdf)).

”

\* \* \*

*Under the section of the Base Prospectus headed “Information incorporated by reference” the third paragraph on pages 74-75 of the Base Prospectus is deleted and replaced by the following:*

“The audited consolidated and separate annual financial statements of the Issuer as at and for the years ended 31 December 2023, 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 2023 and 30 June 2022, 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 2023 Issuer Financial Statement, the 2023 Guarantor Financial Statement, the 28 March 2024 Press Release, the 22 April 2024 Press Release and the 14 May 2024 Press Release, which have been filed with the *Commission de Surveillance du Secteur Financier*, are 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 forms part of, the Base Prospectus.

#### **Cross-reference list**

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#### **Audited Consolidated and Separate Annual Financial Statements of the Issuer as at and for the year ended 31 December 2023**

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#### **Audited Annual Financial Statements of the Guarantor as at and for the year ended 31 December 2023**

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Any information contained in or incorporated by reference which is not included in the cross-reference list above 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 ISSUER

*Under section headed “The Issuer”, the paragraph entitled “Auditors” on page 192 of the Base Prospectus is deleted and replaced by the following:*

“The Issuer's separate annual financial statements as at 31 December 2023, 31 December 2022 and 31 December 2021 and the annual consolidated financial statements of the Issuer as at 31 December 2023, 31 December 2022 and 31 December 2021 together with the Issuer’s unaudited financial statements and the unaudited consolidated financial statements of the Issuer as at and for the six month period ended on 30 June 2023 and 30 June 2022 incorporated by reference herein have been audited, without qualification and in accordance with generally accepted standards in the Republic of Italy, by Mazars Italia S.p.A. The audit reports of Mazars Italia S.p.A. are available to the public and incorporated by reference herein.

Mazars Italia S.p.A. (“**Mazars**”) is an independent registered public accounting firm and a member of the ASSIREVI – *Associazione Nazionale Revisori Contabili*, being the Italian Auditors Association. The business address of “Mazars Italia S.p.A.”. is Via Ceresio, 7, 20154 Milan.

At the Issuer’s annual general meeting held on 28 May 2021, the Issuer appointed Mazars Italia S.p.A as independent auditor for the years 2021-2029.”

## **THE GUARANTOR**

*Under section headed “The Guarantor”, the paragraph entitled “Financial Statements” on page 195 of the Base Prospectus is deleted and replaced by the following:*

“The financial year of the Guarantor ends on 31 December of each calendar year.

The financial information of the Guarantor derives from the statutory financial statements of the Guarantor as at and for the years ended on 31 December 2023, 31 December 2022 and 31 December 2021. Such financial statements, together with their respective auditors’ reports and the relevant accompanying notes, are incorporated by reference into this Base Prospectus (see "*Information Incorporated by Reference*" above). The Guarantor has not, from the date of its incorporation, carried out any business activities nor has incurred in any financial indebtedness.”

## THE SELLERS

Under section headed “The Sellers” on pages 196 – 212 of the Base Prospectus, the following paragraphs are added after the last paragraph of such section, as supplemented by the supplements dated 31 August 2023 and 9 February 2024:

“Below is a list and description of the Additional Sellers belonging to the Gruppo Bancario Cooperativo Iccrea which acceded to the Programme on 8 May 2024:

- i) Banca di Pescia e Cascina Credito Cooperativo - Società Cooperativa S.C.;
- ii) Credito Cooperativo Romagnolo – BCC di Cesena e Gatteo sc;
- iii) Banca Centropadana Credito Cooperativo - Società Cooperativa;
- iv) Banca del Piceno Credito Cooperativo Società Cooperativa.

### **Banca Di Pescia e Cascina Credito Cooperativo – Società Cooperativa S.C.**

Banca di Pescia e Cascina Credito Cooperativo - Società Cooperativa S.C. (“Banca di Pescia e Cascina”) is a bank incorporated under Italian law, registered with the Company Register of Pistoia with fiscal code 00158450478, participating entity in the VAT Group of the Gruppo Bancario Cooperativo Iccrea, VAT. reg. no. 15240741007 and enrolled with the Register of Banks under No 4639.10 (ABI code 08358.4); the company belongs to the *Gruppo Bancario Cooperativo Iccrea* registered in the Register of Banking Groups.

Banca di Pescia e Cascina was founded in 21/10/1962.

The bank has its registered office in Pescia (PT), Via Alberghi n. 26, Italy. Pursuant to Article 5 of its by-laws, the bank shall be in operation until 31/12/2050, subject to extension.

### *Main activities and future strategies*

Banca di Pescia e Cascina is active in the areas of traditional banking as well as some innovative banking areas. The bank serves both private customers and businesses through its branches. Moreover, the bank offers preferential rates on its members’ loans, either for investment and/or other purposes.

### *Organisation*

**Banca di Pescia e Cascina's** operational structure is composed of a Board of Directors and a Board of Statutory Auditors.

The Board of Directors is composed as follows:

<b>Board of Directors</b>	
Papini Franco, nato a Pescia (PT) il 4/3/1946	Chairman
Mencarini Marco, nato a Capannori (LU) il 15/4/1956	Vice Chairman
Martinelli Franco, nato a Cascina (PI) il 25/1/1959	Director
Boldrini Giovanni, nato a Cascina (PI) il 22/3/1952	Director
Bertolai Anna, nata a Arcola (SP) il 17/8/1955	Director

Mazzoni Daniela, nata a Viareggio (LU) il 20/8/1962	Director
Rosellini Fiorenzo, nato a Pescia (PT) il 13/2/1950	Director
Gasperini Alessandro, nato a Pisa l'1/2/1958	Director

The Board of Statutory Auditors is composed as follows:

<b>Board of Statutory Auditors</b>	
Cappelletti Elisa, nata a Firenze il 7/7/1980	Chairman
Brogi Massimiliano, nato a Bibbiena (AR) il 22/9/1968	Auditor
Di Sacco Elisa, nata a Cascina (PI) il 12/12/1967	Auditor

#### *Auditors*

The auditing firm Ernst & Young SpA is appointed to audit the bank's annual financial statements up to the year ending 31 December 2027.

#### *General Management*

The General Manager of Banca di Pescia e Cascina is Giusti Antonio, nato a Pescia (PT) il 22/5/1959.

#### *Share capital and shareholders*

According to Article 20 of its by-Laws, Banca di Pescia e Cascina has issued and fully paid-up capital of Euro 6.659.630,16 consisting of 1.290.626 shares with nominal value of Euro 5,16 each. As of the date of this Prospectus, the bank has nr. 5.970 shareholders.

### **Credito Cooperativo Romagnolo - BCC di Cesena e Gatteo sc**

Credito Cooperativo Romagnolo – BCC di Cesena e Gatteo sc (“BCC Romagnolo”) is a bank incorporated under Italian law, registered with the Company Register of Forlì Cesena with fiscal code 04241970401, participating entity in the VAT Group of the Gruppo Bancario Cooperativo Iccrea, VAT. reg. no. 15240741007 and enrolled with the Register of Banks under No 8052 (ABI code 07070); the company belongs to the *Gruppo Bancario Cooperativo Iccrea* registered in the Register of Banking Groups.

BCC Romagnolo dates its origin on 1897. It was born on 1 January 2016 from the union of two credit institutions that have marked the history of the Romagna area, Banca di Cesena and BCC Gatteo, planting their roots since 1897 as rural and artisan banks.

The bank has its registered office in Viale Bovio n. 76 – 47521 Cesena (FC), Italy. Pursuant to Article 5 of its by-laws, the bank shall be in operation until 12/31/2050, subject to extension.

#### *Main activities and future strategies*

BCC Romagnolo is active in the areas of traditional banking as well as some innovative banking areas. The bank serves both private customers and businesses through its branches. Moreover, the bank offers preferential rates on its members' loans, either for investment and/or other purposes.

#### *Organisation*

BCC Romagnolo's operational structure is composed of a Board of Directors and a Board of Statutory Auditors.

The Board of Directors is composed as follows:

<b>Board of Directors</b>	
Romagnoli Roberto	Chairman
Bernacci Stefano	Vice Chairman
Abbondanza Luciano	Director
Bettini Luca	Director
Cuomo Maria	Director
Giannini Anna Grazia	Director
Gozi Graziano	Director
Turroni Monica	Director
Zoffoli Adamo	Director

The Board of Statutory Auditors is composed as follows:

<b>Board of Statutory Auditors</b>	
Lorenzi Luca	Chairman
Castagnoli Ester	Auditor
Landi Isabella	Auditor

#### *Auditors*

The auditing firm EY spa is appointed to audit the bank's annual financial statements up to the year ending 31 December 2027.

#### *General Management*

The General Manager of BCC Romagnolo is Bagni Daniele.

#### *Share capital and shareholders*

According to Article 20 of its by-Laws, BCC Romagnolo has issued and fully paid-up capital of Euro 10.975.075,02 consisting of 425.061 shares with nominal value of Euro 25,82 each. As of the date of this Prospectus, the bank has nr. 7611 shareholders.

#### **Banca Centropadana Credito Cooperativo- Società Cooperativa**

Banca Centropadana Credito Cooperativo- Società Cooperativa (“Banca Centropadana Cred. Coop.”) is a bank incorporated under Italian law, registered with the Company Register of Milano Monza Brianza Lodi with fiscal code 12514870158, participating entity in the VAT Group of the Gruppo Bancario Cooperativo Iccrea, VAT. reg. no. 15240741007 and enrolled with the Register of Banks under No 5380 (ABI code8324); the company belongs to the *Gruppo Bancario Cooperativo Iccrea* registered in the Register of Banking Groups.

BCC Centropadana was founded in 19/06/1998.

Following the establishment date of June 19, 1998, the following merger operations occurred:

Date Act May 30, 1999 - Merger by absorption of Cassa Rurale ed Artigiana di Copiano – Banca di Credito Coop;

Date Act January 24, 2000 - Merger by absorption of Banca di Credito Cooperativo dell’Oltrepò Pavese;

Date Act April 20, 2013 – Merger by absorption of Banca di Credito Cooperativo di Creta;

Date Act July 12, 2021 - Merger by absorption of Banca di Credito Cooperativo di Borghetto Lodigiano;

The bank has its registered office in Corso Roma, 100 – 26900 Lodi, Italy. Pursuant to Article 5 of its by-laws, the bank shall be in operation until 31/12/2050, subject to extension.

### *Main activities and future strategies*

BCC Centropadana is active in the areas of traditional banking as well as some innovative banking areas. The bank serves both private customers and businesses through its branches. Moreover, the bank offers preferential rates on its members’ loans, either for investment and/or other purposes.

### *Organisation*

BCC Centropadana 's operational structure is composed of a Board of Directors and a Board of Statutory Auditors.

The Board of Directors is composed as follows:

<b>Board of Directors</b>	
BONI ANGELO	Chairman
BONVISSUTO ENNIO ANDRE	Vice Chairman
CASAZZA MARCO	Vice Chairman
BERSANI DANIELA	Director
CAMBIE’ LUCA	Director
FEDELE ANDREA	Director
PARAZZINI PIERO ANGELO	Director
RIVA BARBARA	Director
ROCCA MARIO RAFFAELE	Director
STROPPA ANGELO	Director
TIMPANO FRANCESCO NATALINO	Director

The Board of Statutory Auditors is composed as follows:

<b>Board of Statutory Auditors</b>	
PATTI GIUSEPPINA	Chairman
CELLA ROBERTO	Auditor
MADONINI VANNI MAURO	Auditor

### *Auditors*

The auditing firm EY S.p.A. is appointed to audit the bank’s annual financial statements up to the year ending 31 December 2027.



### *General Management*

The General Manager of Banca Centropadana Cred. Coop. is BARNI LUCA.

### *Share capital and shareholders*

According to Article 20 of its by-Laws, Banca Centropadana Cred. Coop. has issued and fully paid-up capital of Euro 53.744.717,30 consisting of 2.081.515 shares with nominal value of Euro 25,82 each. As of the date of this Prospectus, the bank has nr. 17.072 shareholders.

### **Banca del Piceno Credito Cooperativo Società Cooperativa**

Banca del Piceno Credito Cooperativo Società Cooperativa (“BCC del Piceno”) is a bank incorporated under Italian law, registered with the Company Register of “Camera di Commercio delle Marche” with fiscal code 00143690444, participating entity in the VAT Group of the Gruppo Bancario Cooperativo Iccrea, VAT. reg. no. 15240741007 and enrolled with the Register of Banks under no 471830 (ABI code 08474); the company belongs to the *Gruppo Bancario Cooperativo Iccrea* registered in the Register of Banking Groups.

BCC del Piceno was founded in 19/10/1971. Merger by incorporation of BANCA DI CREDITO COOPERATIVO DI COLLI DEL TRONTO SOC. COOP. A RL in 30/10/1995 and merger by incorporation of BANCA DI CREDITO COOPERATIVO PICENA SOC. COOP. In 14/12/2017.

The bank has its registered office in Via Marziale, n. 36, Acquaviva Picena (AP), Italy. Pursuant to Article n. 5 of its by-Laws, the bank shall be in operation until 31.12.2050, subject to extension.

### *Main activities and future strategies*

BCC del Piceno is active in the areas of traditional banking as well as some innovative banking areas. The bank serves both private customers and businesses through its branches. Moreover, the bank offers preferential rates on its members’ loans, either for investment and/or other purposes.

### *Organisation*

BCC del Piceno’s operational structure is composed of a Board of Directors and a Board of Statutory Auditors.

The Board of Directors is composed as follows:

<b>Board of Directors</b>	
1° = BAGALINI Alfio	= Chairman
2° = CENSORI Claudio	= Vice Chairman
3° = SILVESTRI Luigi	= Vice Chairman
4° = ACCIARRI Gianluigi	= Director
5° = CESARI Mariano	= Director
6° = CIARROCCHI Fernando	= Director
7° = CURI Vincenzo	= Director
8° = DONATI Sandro	= Director
9° = GABRIELLI Carla	= Director
10° = GABRIELLI Claudia	= Director
11° = MASSI Franco	= Director

12° = TRAINI Bernardino = Director

The Board of Statutory Auditors is composed as follows:

<b>Board of Statutory Auditors</b>
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1° = VOLPI Mario	= Chairman
2° = BORRONI Gianmario	= Auditor
3° = FORTI Anna Rita	= Auditor

*Auditors*

The auditing firm EY S.p.A. is appointed to audit the bank's annual financial statements up to the year ending 31/12/2027.

*General Management*

The General Manager of BCC del Piceno is Gabriele Illuminati.

*Share capital and shareholders*

According to Article 20 of its by-Laws, as of the date of 31/12/2023, BCC del Piceno has issued and fully paid-up capital of Euro 2.642.160,60, consisting of 102.330 shares with nominal value of Euro 25,82 each. As of the date of 31/12/2023, the bank has nr. 6.072 shareholders.”

## OVERVIEW OF THE TRANSACTION DOCUMENTS

*Under section headed “Overview of the Transaction Documents”, the paragraph entitled “Accession to the Programme by Additional Sellers” on pages 229 – 230 of the Base Prospectus, is deleted and replaced by the following:*

“On 25 May 2022, Banca della Marca Credito Cooperativo – Società Cooperativa, Banco Fiorentino – Mugello Impruneta Signa – Credito Cooperativo – Società Cooperativa, Cassa Rurale ed Artigiana di Binasco – Credito Cooperativo Società Cooperativa, Banca di Credito Cooperativo di Busto Garolfo e Buguggiate – Società Cooperativa, Terre Etrusche di Valdichiana e di Maremma – Credito Cooperativo – S.c., have acceded to the following transaction documents, as Additional Sellers, Additional Servicers and Subordinated Loan Providers:

- i) the Master Loans Purchase Agreement,
- ii) the Master Servicing Agreement,
- iii) the Warranty and Indemnity Agreement,
- iv) the Cash Allocation, Management and Payments Agreement,
- v) the Programme Agreement,
- vi) the Cover Pool Management Agreement,
- vii) the Intercreditor Agreement,
- viii) the Deed of Pledge,
- ix) the Master Definitions Agreement.

On 25 May 2022, each Additional Seller indicated above has entered into with the Guarantor a Subordinated Loan Agreement.

On 22 December 2022, each of Banco di Credito Cooperativo di Roma – Società Cooperativa and Credito Padano Banca di Credito Cooperativo – Società Cooperativa has acceded to the same transaction documents referred to above, as Additional Sellers and Additional Servicers, and has entered into with the Guarantor a Subordinated Loan Agreement as Subordinated Loan Providers.

On 10 August 2023, Banca di Credito Cooperativo della Calabria Ulteriore – Società Cooperativa, Chianti Banca – Credito Cooperativo, Banca Alpi Marittime Credito Cooperativo Carrù S.c.p.A., Banca di Credito Cooperativo di Colli Albani- Società Cooperativa, Banca di Credito Cooperativo di Bellegra – Società Cooperativa, Rivierabanca – Credito Cooperativo di Rimini e Gradara has acceded to the same transaction documents referred to above, as Additional Sellers and Additional Servicers, and has entered into with the Guarantor a Subordinated Loan Agreement as Subordinated Loan Providers.

On 9 February 2024, each of Banca di Credito Cooperativo Terra di Lavoro – S. Vincenzo De’ Paoli – Società Cooperativa per Azioni, Credito Cooperativo di Caravaggio Adda e Cremasco – Cassa Rurale – Soc. Coop. has acceded to the same transaction documents referred to above, as Additional Sellers and Additional Servicers, and has entered into with the Guarantor a Subordinated Loan Agreement as

Subordinated Loan Providers. For a description of the main provisions of the Subordinated Loan Agreement, please see paragraph “*Subordinated Loan Agreement*.”

On 8 May 2024, each of Banca di Pescia e Cascina Credito Cooperativo – Società Cooperativa S.C., Credito Cooperativo Romagnolo – BCC di Cesena e Gatteo sc, Banca Centropadana Credito Cooperativo - Società Cooperativa and Banca del Piceno Credito Cooperativo Società Cooperativa has acceded to the same transaction documents referred to above, as Additional Sellers and Additional Servicers, and has entered into with the Guarantor a Subordinated Loan Agreement as Subordinated Loan Providers. For a description of the main provisions of the Subordinated Loan Agreement, please see paragraph “*Subordinated Loan Agreement*.”

## TAXATION

*Under section headed “Taxation”, the paragraph entitled “Wealth tax on securities deposited abroad” on page 262 of the Base Prospectus is deleted and replaced by the following:*

“Pursuant to Article 19(18-23) of Law Decree No. 201 of 6 December 2011, converted with Law No. 214 of 22 December 2011, as subsequently amended and supplemented, Italian resident individuals, non-commercial entities and certain partnerships including *società semplici* or similar partnerships pursuant to Article 5 of TUIR holding the Covered Bonds outside the Italian territory are required to pay a wealth tax at a rate of 0.20% (starting from January 1, 2024, the wealth tax applies at a rate of 0.40% if the Covered Bonds are held in a country listed in the Italian Ministerial Decree dated 4 May 1999, pursuant to the provisions of Law No. 213/2023), which is calculated in proportion to the period of ownership. The wealth tax cannot exceed Euro 14,000 per year for taxpayers other than individuals.

This tax is calculated on the market value of the securities at the end of the relevant year or – if no market value figure is available – the nominal value or the redemption value or – if the nominal or redemption values cannot be determined – on the purchase price of such financial assets held outside the Italian territory. If the financial products are no longer held on December 31 of the relevant year, reference is made to the value at the end of the holding period. Taxpayers are entitled to an Italian tax credit equivalent to the amount of wealth taxes paid, if any, in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due).

If the financial assets are held outside of Italy and are thus subject to the wealth tax, the above mentioned stamp duty provided for by Article 13 (2-ter) of the Tariff, Annex A, Part I attached to Presidential Decree No. 642 of 26 October 1972 does not apply. Conversely, financial assets held abroad are excluded from the scope of the wealth tax if they are deposited with or administered by Italian financial intermediaries pursuant to a custody or administration agreement. In this case, the above mentioned stamp duty does apply.”

## GENERAL INFORMATION

*Under the section headed “General Information”, on pages 269-270 of the Base Prospectus, the paragraphs headed “Trend Information” and “No Significant Change” are deleted and replaced by the following:*

### **“Trend Information**

Since 31 December 2023, there has been no material adverse change in the prospects of the Issuer and the *Gruppo Bancario Cooperativo Iccrea*.

Since 31 December 2023, there has been no material adverse change in the prospects of the Guarantor.

### **No Significant Change**

Since 31 December 2023 (being the last day of the financial period in respect of which the most recent published financial statements of the Issuer have been prepared), there has been no significant change in the financial position or performance of the Issuer and the *Gruppo Bancario Cooperativo Iccrea*.

Since 31 December 2023, there has been no significant change in the financial position or performance of the Guarantor. ”

\* \* \*

*Under the section headed “General Information”, on pages 270-271 of the Base Prospectus, the paragraph headed “Documents on Display” is supplemented by the following:*

“

- m)** the audited separate and consolidated annual financial statements of the Issuer as at and for the year ended 31 December 2023 (which are also available at <https://www.iccreabanca.it/DocumentiBilancio/Financial/Reports%20and%20consolidated%20and%20separate%20financial%20statements%20at%20December%2031,%202023.pdf> );
- n)** the audited annual financial statements of the Guarantor as at and for the year ended 31 December 2023 (which are also available at [https://www.iccreabanca.it/BilanciSPV/2023/Iccrea%20Covered%20Bond\\_Financial%20Statements%202023.pdf](https://www.iccreabanca.it/BilanciSPV/2023/Iccrea%20Covered%20Bond_Financial%20Statements%202023.pdf) )”

\* \* \*

*Under the section headed “General Information”, the paragraph headed “Auditors” on page 271 of the Base Prospectus, is deleted and replaced by the following:*

“The Issuer’s annual separate and consolidated financial statements as at 31 December 2023, 31 December 2022 and 31 December 2021 have been audited without qualification by Mazars Italia S.p.A with its registered office at Via Ceresio, 7, 20154 Milan, Italy, independent accountants.

Mazars Italia S.p.A. is authorized and regulated by the Italian Ministry of Economy and Finance (“MEF”) and registered on the special register of auditing firms held by the MEF.

At the Issuer’s annual general meeting held in May 2021, the Issuer appointed Mazars Italia S.p.A as independent auditor for the years 2021-2029.”

## LAST PAGE

On the last page of the Base Prospectus, the paragraph entitled “The Sellers” on page 302 of the Base Prospectus is deleted and replaced by the following:

### “THE SELLERS

<i>Banca Centro - Credito Cooperativo Toscana - Umbria Società Cooperativa</i>	<i>Credito Cooperativo Ravennate, Forlivese e Imolese - Società Cooperativa</i>	<i>Credito Cooperativo Friuli (Abbreviato Credifriuli) – Società Cooperativa</i>
<i>Banca di Credito Cooperativo di Milano - Società Cooperativa</i>	<i>Banca di Credito Cooperativo Venezia Giulia – Società Cooperativa (formerly, Banca di Credito Cooperativo di Staranzano e Villesse – Società Cooperativa)</i>	<i>BCC Veneta - Credito Cooperativo - Società Cooperativa (formerly, Banca Patavina Credito Cooperativo di Sant' Elena e Piove Di Sacco - Società Cooperativa)</i>
<i>Centromarca Banca - Credito Cooperativo di Treviso e Venezia</i>	<i>Banca della Marca Credito Cooperativo - Società Cooperativa</i>	<i>Emil Banca - Credito Cooperativo - Società Cooperativa</i>
<i>Banco Fiorentino - Mugello Impruneta Signa - Credito Cooperativo – Società Cooperativa</i>	<i>Cassa Rurale ed Artigiana di Binasco - Credito Cooperativo Società Cooperativa</i>	<i>Banca di Credito Cooperativo di Busto Garolfo e Buguggiate - Società Cooperativa</i>
<i>Banca di Credito Cooperativo di Roma – Società Cooperativa</i>	<i>Terre Etrusche di Valdichiana e di Maremma - Credito Cooperativo – S.c.</i>	<i>Credito Padano Banca di Credito Cooperativo – Società Cooperativa</i>
<i>Banca Alpi Marittime Credito Cooperativo Carrù S.c.p.A.</i>	<i>Banca di Credito Cooperativo di Colli Albani- Società Cooperativa</i>	<i>Banca di Credito Cooperativo di Bellegra - Società Cooperativa</i>
<i>Banca di Credito Cooperativo della Calabria Ulteriore - Società Cooperativa</i>	<i>Rivierabanca - Credito Cooperativo di Rimini e Gradara</i>	<i>Chianti Banca – Credito Cooperativo S.c.</i>
<i>Banca di Credito Cooperativo Terra di Lavoro - S. Vincenzo De' Paoli - Società Cooperativa per Azioni</i>	<i>Credito Cooperativo di Caravaggio Adda e Cremasco - Cassa Rurale – Soc. Coop.</i>	<i>Banca di Pescia e Cascina Credito Cooperativo - Società Cooperativa S.C.</i>



*Credito Cooperativo  
Romagnolo – BCC di Cesena e  
Gatteo sc*

*Banca Centropadana Credito  
Cooperativo- Società  
Cooperativa*

*Banca del Piceno Credito  
Cooperativo Società  
Cooperativa”*