

SUPPLEMENT NO. 2 DATED 30 MARCH 2022 TO THE BASE PROSPECTUS DATED 29 JULY 2021



Banca IFIS S.p.A.

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

€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 29 July 2021 as supplemented by the supplement dated 18 February 2022 (the “**Base Prospectus**”) prepared by Banca IFIS S.p.A. (the “**Issuer**”) in connection with its Euro Medium Term Note Programme for the issuance of up to €5,000,000,000 in aggregate principal amount of notes (the “**Programme**”). 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 Central Bank of Ireland (the “**Central Bank**”) as competent authority under Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”) as a base prospectus supplement issued in compliance with Article 23 of the Prospectus Regulation and relevant implementing measures in the Republic of Ireland. The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Regulation.

The purpose of the publication of this Supplement is to amend the section “Information incorporated by reference” by incorporating by reference certain press releases and documents issued after the publication of the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

With effect from the date of this Supplement, each reference in the Base Prospectus to “Base Prospectus” shall be read and construed as a reference to the Base Prospectus as amended and supplemented by this Supplement. 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 factor, material mistake or material 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 30 March 2022.

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and supplemented in the manner described herein.

I. INFORMATION INCORPORATED BY REFERENCE

This Supplement has been prepared to amend the section “*Information incorporated by reference*” on pages 61 and 62 of the Base Prospectus by incorporating by reference in the Base Prospectus copies of the following press releases in their entirety:

- (1) press release dated 21 February 2022 (relating to the approval by Bank of Italy in relation to the merger by incorporation of Credifarma into Farbanca), which can be found at <https://www.bancaifis.it/en/press-releases/banca-ifis-the-merger-by-incorporation-of-credifarma-into-farbanca-has-been-approved>;
- (2) press release dated 10 March 2022 (relating to the approval by the Board of Directors of the draft and consolidated financial statements for the year 2021 on the basis of which the Issuer will propose to the next Shareholders’ meeting the distribution of a 2021 dividend equal to 0.95 Euro per share), which can be found at <https://www.bancaifis.it/en/press-releases/banca-ifis-the-bod-has-approved-the-2021-draft-financial-statements-and-dividend-proposal-of-095-euro-share-equal-to-twice-the-2020-coupon> ;
- (3) press release dated 14 March 2022 (relating to the launch of the Issuer’s own share purchase programme to support its “LTI Plan 2021–2023”), which can be found at <https://www.bancaifis.it/en/press-releases/share-buy-back-banca-ifis-s-p-a-avvia-il-programma-di-acquisto-di-azioni-proprie-a-sostegno-del-piano-lti-2021-2023>; and
- (4) press release dated 21 March 2022 (relating to the purchase by the Issuer of its ordinary shares between 14 and 18 March 2022), which can be found at <https://www.bancaifis.it/en/press-releases/notice-on-the-purchase-of-treasury-shares-from-14-to-18-march-2022> .

The documents set out above are translated into English from the original Italian. The Issuer has accepted responsibility for the accuracy of such translations.

** *** **

Copies of this Supplement and of the above-mentioned press releases, each incorporated by reference in this Supplement, may be inspected in electronic format during normal business hours at the specified office of each Paying Agent and will be electronically available for viewing on the Issuer’s website (www.bancaifis.it).