

**SUPPLEMENT NO. 3 DATED 1 MARCH 2023 TO THE BASE PROSPECTUS DATED 3 AUGUST 2022**



**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 3 August 2022 as supplemented by the supplements dated, respectively, 9 August 2022 and 12 December 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. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the quality of the Notes that are the subject of the Base Prospectus as supplemented by this Supplement.

The purpose of the publication of this Supplement is to amend the section “Information incorporated by reference” by incorporating by reference a press release issued after the publication of the Base Prospectus and by updating the paragraph headed “Cross-reference list” with the new corresponding paragraph set out herein.

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 1 March 2023.**

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 49 of the Base Prospectus by incorporating by reference in the Base Prospectus copy of the press release dated 9 February 2023 (relating to the approval by the Board of Directors of the Issuer’s preliminary results for the financial year 2022), which can be found at [https://www.bancaifis.it/app/uploads/2023/02/PR\\_Banca-Ifis\\_Risultati-1Y22\\_ENG.pdf](https://www.bancaifis.it/app/uploads/2023/02/PR_Banca-Ifis_Risultati-1Y22_ENG.pdf) (the “**9 February 2023 Press Release**”) in its entirety (save as specified in the paragraph “*Cross reference list*” below).

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

The following table shows where the information incorporated by reference in the Base Prospectus can be found in the 9 February 2023 Press Release.

Information contained in the 9 February 2023 Press Release other than the information listed below does not form part of the Base Prospectus and is either not relevant or covered elsewhere in the Base Prospectus:

Section entitled <b>Highlights – Reclassified data</b> .....	pp. 4-10
<b>Reclassified Financial Statements and key balance sheet data</b>	
Reclassified Consolidated Statement of Financial Position.....	pp. 11-12
Reclassified Consolidated Income Statement.....	p. 13
Consolidated own funds and capital adequacy ratios.....	p. 13

The document set out above is translated into English from the original Italian. The Issuer has accepted responsibility for the accuracy of such translation.

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Copies of this Supplement and of the above-mentioned press release 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](http://www.bancaifis.it)).