

SUPPLEMENT NO. 2 DATED 14 FEBRUARY 2024 TO THE BASE PROSPECTUS DATED 19 JULY 2023



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 19 July 2023 as supplemented by a supplement dated 4 September 2023 (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 *Commission de Surveillance du Secteur Financier* (“**CSSF**”) as competent authority under Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”) as a base prospectus supplement issued in compliance with Article 23 (1) of the Prospectus Regulation. The CSSF 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 and the relevant document 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 14 February 2024.

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

The “*Information incorporated by reference*” section on pages 54-56 of the Base Prospectus is amended as follows:

A. the list of documents under the first paragraph of “*Information incorporated by reference*” section on page 54 of the Base Prospectus is hereby supplemented as follows:

“(viii) press release dated 8 February 2024 (relating to the approval by the board of directors of the Issuer’s preliminary results for the financial year 2023), which can be found at [PR_Banca-Ifis-FY23-Preliminary-Results_ENG-1.pdf \(bancaifis.it\)](#) (the “**8 February 2024 Press Release**”).”; and

B. the table set out under sub-section “*Cross-reference list*” on pages 54-56 of the Base Prospectus is hereby supplemented as follows:

“**8 February 2024 Press Release**”

Section entitled Highlights – Reclassified data	pp. 5-11
Reclassified Financial Statements and key balance sheet data	
Reclassified Consolidated Statement of Financial Position	pp. 12-13
Reclassified Consolidated Income Statement	p. 13
Consolidated own funds and capital adequacy ratios	p. 14”

The 8 February 2024 Press Release has not been audited or reviewed by the independent auditors of the Issuer. The unaudited results for the financial year 2023 set out in the 8 February 2024 Press Release have been compiled and prepared on a basis which is comparable with the historical financial information and consistent with the Issuer’s accounting policies.

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

A copy of the 8 February 2024 Press Release has been filed with the CSSF and, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus.

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Copies of this Supplement and of the above-mentioned press release and document, each incorporated by reference in this Supplement, will be available in electronic format (i) during normal business hours at the specified office of the Paying Agent; (ii) on the Issuer’s website (www.bancaifis.it), and (iii) on the website of the Luxembourg Stock Exchange (www.luxse.com).