

Final Terms dated 26 November 2012

ICCREA Banca S.p.A.

Issue of € 50,000,000 Fixed Rate Notes due November 2014

under the €3,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 26 June 2012 and the supplement to the Base Prospectus dated 8 November 2012, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, and amendments thereto (including Directive 2010/73/EU, to the extent implemented in a Member State of the European Economic Area) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the registered office of the Issuer at Via Lucrezia Romana 41/47, 00178 Rome, Italy and copies may be obtained from the specified office of the Fiscal Agent. The Base Prospectus and these Final Terms will also be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

1. Issuer: ICCREA Banca S.p.A.
2. (i) Series Number: 9
- (ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro ("€")
4. Aggregate Nominal Amount: € 50,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and

including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.

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| (ii) | Calculation Amount: | €1,000 | |
| 7. | (i) | Issue Date: | 28 November 2012 |
| | (ii) | Interest Commencement Date (if different from the Issue Date): | Issue Date |
| 8. | Maturity Date: | 28 November 2014 | |
| 9. | Interest Basis: | 4.30 per cent. Fixed Rate
(further particulars specified below) | |
| 10. | Redemption/Payment Basis: | Redemption at par | |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable | |
| 12. | Put/Call Options: | Not Applicable | |
| 13. | Status of the Notes: | Senior Notes | |
| 14. | Method of distribution: | Non-syndicated | |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions: | Applicable | |
| | (i) | Rate(s) of Interest: | 4.30 per cent. per annum semi-annually in arrears. |

The Rate of Interest will vary depending on whether the note is ECB Eligible or Non-ECB Eligible.

When a Note is described as "**ECB Eligible**", it fulfills the ECB Eligibility Criteria.

When a Note is described as "**Non-ECB Eligible**", it does not fulfill the



ECB Eligibility Criteria.

"**ECB Eligibility Criteria**" means the criteria set out from time to time by the European Central Bank in order to determine the eligibility of assets as collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem.

(further particulars specified below)

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| (ii) | Interest Payment Date(s): | 28 May and 28 November in each year up to and including the Maturity Date |
| (iii) | Fixed Coupon Amount(s): | EUR 21.50 per Calculation Amount if the Notes are ECB Eligible. |

EUR 26.50 per Calculation Amount if the Notes are Non-ECB Eligible.

(further details specified below)

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| (iv) | Broken Amount(s): | Not Applicable |
| (v) | Day Count Fraction: | 30/360 (unadjusted) |
| (vi) | Other terms relating to the method of calculating interest for Fixed Rate Notes: | 2 Business Days prior to each Interest Payment Date, the Issuer shall inform the Principal Paying Agent as to whether the Notes are ECB Eligible or Non-ECB Eligible in respect of the subsequent Interest Period. |

In respect of any Interest Period when the Notes have been deemed Non-ECB Eligible 2 Business Days prior to the previous Interest Payment Date, the Rate of Interest will be increased to a rate of 5.30 per cent per annum.

In respect of any Interest Period when





the Notes have been deemed ECB Eligible 2 Business Days prior to the previous Interest Payment Date, the Rate of Interest will remain at 4.30 per cent. per annum, or, as the case may be, be decreased to 4.30 per cent. per annum.

"Interest Period" means the six month period between each Interest Payment Date.

- 16. **Floating Rate Note Provisions:** Not Applicable
- 17. **Zero Coupon Note Provisions:** Not Applicable
- 18. **Index-Linked Interest Note Provisions:** Not Applicable
- 19. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. **Call Option:** Not Applicable
- 21. **Regulatory Call:** Not Applicable
- 22. **Put Options:** Not Applicable
- 23. **Final Redemption Amount:** EUR 1,000 per Calculation Amount
- 24. **Early Redemption Amount:**
 - Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 25. **Form of Notes:** Bearer Notes:





Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

- 26. New Global Note Form: Applicable
- 27. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: Not Applicable
- 28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No.
- 29. Details relating to Partly Paid Notes (amount of each payment comprising the Issuer Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment): Not Applicable
- 30. Details relating to Instalment Notes (amount of each instalment, date on which each payment is to be made): Not Applicable
- 31. Other terms or special conditions: Not Applicable

DISTRIBUTION

- 32. (i) If syndicated, names of Managers: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
- 33. If non-syndicated, name of Dealer: Not Applicable
- 34. US Selling Restrictions: Reg. S Compliance Category 2/TEFRA D



35. Additional selling restrictions:

Not Applicable

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €3,000,000,000 Euro Medium Term Note Programme.

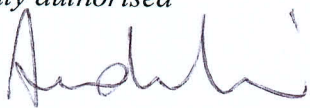
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By: *ANDREA TORRE*

Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) Listing: | Luxembourg |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading with effect from 28 November 2012 |
| (iii) Estimated total expenses of admission to trading: | €1,030 |

2. RATINGS

Ratings: The Notes to be issued have been rated:

Fitch: BBB+

S&P: BBB-

Fitch Ratings Ltd. and Standard & Poor's are established in the European Union and registered under Regulation (EU) No. 1060/2009.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the Regulation (EU) No. 1060/2009 ("**CRA Regulation**") unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.



3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. YIELD

Indication of yield: 4.30 per cent.

Calculated as the annual expected return on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

(i) ISIN: XS0858605776

(ii) Common Code: 085860577

(iii) New Global Note intended to be held in a manner which would allow Eurosystem eligibility Yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem, either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

(iv) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Not Applicable



Clearstream Banking, société anonyme, Luxembourg and the relevant identification number(s):

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| (v) | Delivery: | Delivery free of payment |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

10. **FURTHER INFORMATION RELATING TO THE ISSUER**

The following information relating to the Issuer is provided pursuant to Article 2414 of the Italian Civil Code.

- (i) Objects: The objects of the Issuer, as set out in Article 4 of its by-laws, are as follows:

"4.1. The Company's business purpose regards the following activities:

the collection of savings deposits, to grant loans in their various forms and the purchase of corporate loans; it may in accordance with established regulations, carry out all forms of banking and financial transactions and services, and any other transaction instrumental to or linked to the fulfilment of its business purpose. The Company may issue bonds in accordance with the established regulations.

4.2. The Company's primary aim, in cooperation with other ICCREA Banking Group companies, is to render the activities of Rural and Artisan Credit Banks (CRA) and Cooperative Credit Banks (BCC) more complete, incisive and effective, by supporting and developing their activities via



lending, offering technical services and financial assistance in all forms and, in accordance with the procedures established in these Articles of Association, via any other appropriate initiative permitted by existing laws and in the interests of the banks in the CRA\BCC category.

4.3. The Company may acquire equity investments, including majority interests, within the limits and in accordance with the conditions established by existing regulations, in companies that, as a result of their specific expertise, can contribute to the achievement of the business purpose.

4.4. The Company may carry out all transactions deemed necessary or useful by the Board of Directors for the fulfilment of its business purpose."

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| (ii) Registered office: | Via Lucrezia Romana 41/47, 00178 Roma, Italy |
| (iii) Company registration: | Registered at the Companies' Registry in Rome under registration number 04774801007 |
| (iv) Amount of paid-up share capital and reserves: | €216,913,200, consisting of 420,000 ordinary shares with a nominal value of €516.46 each as at 31 December 2011. |
| (v) Amount of reserves: | €151,930,623 of legal reserves as at 31 December 2011. |

