

SECOND SUPPLEMENT DATED 3 AUGUST 2023 TO THE  
BASE PROSPECTUS DATED 22 DECEMBER 2022



**INTESA SANPAOLO S.p.A.**

*(incorporated as a società per azioni in the Republic of Italy)*

*acting through its Turin head office or its Sydney branch as Issuer and, in respect of Notes issued by Intesa Sanpaolo Bank Ireland p.l.c. and by Intesa Sanpaolo Bank Luxembourg S.A., as Guarantor (where indicated in the relevant Final Terms)*

**INTESA SANPAOLO BANK IRELAND p.l.c.**

*(incorporated with limited liability in Ireland under registration number 125216)*

*as Issuer*

*and*

**INTESA SANPAOLO BANK LUXEMBOURG S.A.**

*(incorporated as a public limited liability company (société anonyme) in the Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register under number B13859)*

*as Issuer*

**€70,000,000,000**

**Euro Medium Term Note Programme**

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This second supplement (the "**Second Supplement**") constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Second Supplement is supplemental to and must be read in conjunction with the base prospectus dated 22 December 2022 as supplemented by the first supplement to the base prospectus dated 9 February 2023 (the "**Base Prospectus**"), prepared by Intesa Sanpaolo S.p.A. acting through its Turin head office or its Sydney branch (the "**Sydney Branch**") ("**Intesa Sanpaolo**" or the "**Bank**"), Intesa Sanpaolo Bank Ireland p.l.c. ("**INSPIRE**") and Intesa Sanpaolo Bank Luxembourg S.A. ("**Intesa Luxembourg**"), together with Intesa Sanpaolo and INSPIRE the "**Issuers**" and, each of them, an "**Issuer**") in connection with their €70,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

This Second Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of the Prospectus Regulation, as a base prospectus supplement issued in compliance with the Prospectus Regulation. In addition, the Issuers have requested that the CSSF send a certificate of approval pursuant to Article 25 of the Prospectus Regulation, together with a copy of this Second Supplement, to the Central Bank of Ireland in its capacity as competent authority in Ireland.

## **Purpose of the Second Supplement**

The purpose of this Second Supplement is (a) to update the section of the Base Prospectus entitled "*Information Incorporated by Reference*" in order to incorporate by reference in the Base Prospectus (i) the press release dated 28 July 2023 and entitled "Intesa Sanpaolo: Consolidated Results as at 30 June 2023"; (ii) the audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at 31 December 2022; (iii) the audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at 31 December 2022; and (iv) the audited consolidated financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2022; (b) to update the section of the Base Prospectus entitled "Description of Intesa Sanpaolo S.p.A."; and (c) to update the section of the Base Prospectus entitled "General Information".

Each of Intesa Sanpaolo, INSPIRE and Intesa Luxembourg accepts responsibility for the information contained in this Second Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information.

Save as disclosed in this Second 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 Notes 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 Second Supplement including any statement incorporated by reference into the Base Prospectus by this Second Supplement, and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements in this Second Supplement will prevail.

Copies of this Second Supplement and the documents incorporated by reference will be available without charge (i) from the offices of the Listing Agent in Luxembourg (ii) on the website of the Luxembourg Stock Exchange at <https://www.luxse.com/> and (iii) at the following website:

<https://group.intesasanpaolo.com/en/investor-relations/prospectus/international-issue-documents/mtn>

The date of this Second Supplement is 3 August 2023.

## INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "**Information Incorporated by Reference**" on pages 47 to 52 of the Base Prospectus

(xv) The following press release issued by Intesa Sanpaolo on 28 July 2023 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2023*" (the "**28 July 2023 Press Release**"), having previously been published and filed with the CSSF, is, to the extent of those pages specified in the cross-reference list further below, incorporated by reference in and forms part of this Second Supplement and shall, by virtue of this Second Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The 28 July 2023 Press Release can be accessed at the following website:

[https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2023/07/20230728\\_1H23Ris\\_uk.pdf](https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2023/07/20230728_1H23Ris_uk.pdf)

(xvi) The audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at 31 December 2022 (the "**Intesa Luxembourg 2022 Financial Statements**"), are, to the extent of those pages specified in the cross-reference list further below, 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 form part of, the Base Prospectus.

The Intesa Luxembourg 2022 Financial Statements can be accessed at the following website:

[https://www.intesasanpaolobankluxembourg.lu/content/dam/banche-estere/isp\\_lux/pdf/documentazione/financial-statements/annual-accounts/IT/ISPBL\\_FS%2031.12.2022\\_FINAL\\_signed%20by%20EY.pdf](https://www.intesasanpaolobankluxembourg.lu/content/dam/banche-estere/isp_lux/pdf/documentazione/financial-statements/annual-accounts/IT/ISPBL_FS%2031.12.2022_FINAL_signed%20by%20EY.pdf)

(xvii) The audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at 31 December 2022 (the "**INSPIRE 2022 Financial Statements**"), are, to the extent of those pages specified in the cross-reference list further below, 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 form part of, the Base Prospectus.

The INSPIRE 2022 Financial Statements can be accessed at the following website:

[https://www.intesasanpaolobankireland.ie/content/dam/banche-estere/isp\\_irlanda/pdf/documentazione/financial-reports/EN/Intesa%20Sanpaolo%20Bank%20Annual%20Report%202022.pdf](https://www.intesasanpaolobankireland.ie/content/dam/banche-estere/isp_irlanda/pdf/documentazione/financial-reports/EN/Intesa%20Sanpaolo%20Bank%20Annual%20Report%202022.pdf)

(xviii) The audited and consolidated financial statements of the Intesa Sanpaolo Group as at and for the year ended 2022 (the "**Intesa Sanpaolo Group 2022 Annual Report**"), having previously been published and filed with the CSSF, are incorporated by reference in and form part of this Second Supplement and shall, by virtue of this Second Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The Intesa Sanpaolo Group 2022 Annual Report can be accessed at the following website:

[https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2022/2022\\_Annual\\_report.pdf](https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2022/2022_Annual_report.pdf)

### Cross-reference list

The following tables show where the information required under article 19(2) of Regulation (EU) 2017/1129 can be found in the 28 July 2023 Press Release, the Intesa Luxembourg 2022 Financial Statements, the Inspire 2022 Financial Statements and the Intesa Sanpaolo Group 2022 Annual Report.

<b>28 July 2023 Press Release</b>	<b>Page Number(s):</b>
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For the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus, information contained on the website does not form part of the Base Prospectus.

The 28 July 2023 Press Release, the Intesa Luxembourg 2022 Financial Statements, the INSPIRE 2022 Financial Statements and the Intesa Sanpaolo Group 2022 Annual Report will be published on the Luxembourg Stock Exchange website at <https://www.luxse.com/>.

## DESCRIPTION OF INTESA SANPAOLO S.P.A.

The section on page 228 of the Base Prospectus entitled "Description of Intesa Sanpaolo S.p.A.– Principal Shareholders" shall be deleted and replaced with the following paragraph:

### ***"Principal Shareholders***

As of 21 June 2023, the shareholder structure of Intesa Sanpaolo was composed as follows (holders of shares exceeding 3% (\*)):

<b>Shareholder</b>	<b>Ordinary shares</b>	<b>% of ordinary shares</b>
Compagnia di San Paolo	1,188,947,304	6.503%
Fondazione Cariplo	961,333,900	5.258%

(\* *Shareholders that are fund management companies may be exempted from disclosure up to the 5% threshold. BlackRock Inc. disclosed a 5.005% holding in the share capital of Intesa Sanpaolo, notified in Form 120 A dated 9 December 2020, as well as a 5.066% aggregate holding in the Bank's share capital, notified in Form 120 B dated 4 December 2020, and has not provided any update of these holdings following the subsequent changes in the number of shares into which the share capital of Intesa Sanpaolo is divided.*

*Note: figures may not add up exactly due to rounding differences.*

*Figures updated based on the results from the register of shareholders and the latest communications received.*

## GENERAL INFORMATION

*The information set out below supplements the section of the Base Prospectus entitled "General Information" on pages 345-349 of the Base Prospectus. The paragraphs under the heading "Trend information / No Material Change" are deleted and replaced by the following paragraphs.*

### **"Trend Information / No Material Change**

Since (i) 31 December 2022, there has been no material adverse change in the prospects of the Issuers, (ii) 30 June 2023, there has been no significant change in the financial performance of the Intesa Sanpaolo Group, and (iii) 30 June 2023, there has been no significant change in the financial position of the Intesa Sanpaolo Group.

Since 30 June 2023 (in the case of Intesa Sanpaolo), or since 31 December 2022 (in the case of INSPIRE and Intesa Luxembourg), there has been no significant change in the financial position of the Issuers, respectively."