

FOURTH SUPPLEMENT DATED 8 AUGUST 2022 TO THE
BASE PROSPECTUS DATED 22 DECEMBER 2021



INTESA SANPAOLO S.p.A.

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

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 and

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

This fourth supplement (the "**Fourth Supplement**") constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Fourth Supplement is supplemental to and must be read in conjunction with the base prospectus dated 22 December 2021 (the "**Base Prospectus**"), as supplemented by the first supplement thereto dated 15 February 2022, the second supplement thereto dated 21 March 2022 and the third supplement thereto dated 12 May 2022, prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**"), 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**") 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 Fourth Supplement.

This Fourth 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 Fourth Supplement, to the Central Bank of Ireland in its capacity as competent authority in Ireland.

Purpose of the Fourth Supplement

The purpose of this Fourth 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 29 July 2022 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2022*"; (ii) the audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at 31 December 2021; (iii) the audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at 31 December 2021; (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 Fourth Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Fourth 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 Fourth 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 Fourth Supplement including any statement incorporated by reference into the Base Prospectus by this Fourth Supplement, and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements in this Fourth Supplement will prevail.

Copies of this Fourth 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 www.bourse.lu and (iii) at the following website:

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

The date of this Fourth Supplement is 8 August 2022.

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "**Information Incorporated by Reference**" on pages 45 to 50 of the Base Prospectus.

"(xvii) The following press release issued by Intesa Sanpaolo on 29 July 2022 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2022*" (the "**29 July 2022 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 Fourth Supplement and shall, by virtue of this Fourth Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The 29 July 2022 Press Release can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2022/07/20220729_1H22Ris_uk.pdf

(xviii) The audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at 31 December 2021 (the "**Intesa Luxembourg 2021 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 2021 Financial Statements can be accessed at the following website:

https://www.intesasanpaolobankluxembourg.lu/wp-content/uploads/2022/08/ISPBL_RapportAnnuel-2021_V1.pdf

(xvix) The audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at 31 December 2021 (the "**INSPIRE 2021 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 2021 Financial Statements can be accessed at the following website:

https://www.intesasanpaolobankireland.ie/wp-content/uploads/2022/06/ISPIRE-2021_Final_signed_1apr202214.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 29 July 2022 Press Release, the Intesa Luxembourg 2021 Financial Statements and the Inspire 2021 Financial Statements.

29 July 2022 Press Release	Page Number(s):
Reclassified consolidated statement of income	28-29
Quarterly development of the reclassified consolidated statement of income	30-31
Reclassified consolidated balance sheet	32
Quarterly development of the reclassified consolidated balance sheet	33
Breakdown of financial highlights by business area	34

Intesa Luxembourg 2021 Financial Statements	Page Number(s)
Statement of financial position	23-24

Statement of profit or loss and other comprehensive income	25
Statement of changes in equity	26
Statement of cash flows	27
Notes to the financial statements	28-124
Independent auditor's report	126-131

<i>INSPIRE 2021 Financial Statements</i>	Page Number(s)
Independent auditor's report	12-20
Income statement	21
Statement of comprehensive income	22
Statement of financial position	23
Statement of changes in equity	24
Statement of cashflow	25
Notes to the financial statements	26-131

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 29 July 2022 Press Release, the Intesa Luxembourg 2021 Financial Statements and the INSPIRE 2021 Financial Statements will be published on the Luxembourg Stock Exchange website at www.bourse.lu.

The information set out below supplements the cross-reference list of the audited consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2021 in the section of the Base Prospectus entitled "Information Incorporated by Reference" on pages 45 to 50 of the Base Prospectus, such financial statements having been incorporated by reference by way of the third supplement thereto dated 12 May 2022.

"- Alternative Performance Measures 189-193"

DESCRIPTION OF INTESA SANPAOLO S.P.A.

1. The section on page 212 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 19 July 2022, the shareholder structure of Intesa Sanpaolo was composed as follows (holders of shares exceeding 3% ^(*)(**)).

Shareholder	Ordinary shares	% of ordinary shares
Compagnia di San Paolo	1,188,947,304	5.951%%
Fondazione Cariplo	961,333,900	4.812%

"

2. The first paragraph in the section on page 198 of the Base Prospectus entitled "Description of Intesa Sanpaolo S.p.A. – Share Capital" shall be deleted and replaced with the following paragraph:

"Share Capital

As at 4 August 2022, Intesa Sanpaolo's issued and paid-up share capital amounts to €10,368,870,930.08, represented by 19,654,621,079 ordinary shares without nominal value.

Since 4 August 2022, there has been no change to Intesa Sanpaolo's share capital."

GENERAL INFORMATION

The information set out below supplements the section of the Base Prospectus entitled "General Information" on pages 319 to 324 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 2021, there has been no material adverse change in the prospects of the Issuers, (ii) 30 June 2022, there has been no significant change in the financial performance of the Intesa Sanpaolo Group, and (iii) 30 June 2022, there has been no significant change in the financial position of the Intesa Sanpaolo Group.

Since 30 June 2022 (in the case of Intesa Sanpaolo), or since 31 December 2021 (in the case of INSPIRE and Intesa Luxembourg), there has been no significant change in the financial position of the Issuers, respectively."