

**SECOND SUPPLEMENT DATED 8 AUGUST 2024 TO THE  
BASE PROSPECTUS DATED 11 JANUARY 2024**



**Intesa Sanpaolo S.p.A.**

*(incorporated as a joint stock company under the laws of the Republic of Italy)*

**€55,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme  
unsecured and unconditionally and irrevocably guaranteed as to payments of interest and principal  
by**

**ISP OBG S.r.l.**

*(incorporated as a limited liability company under the laws of the Republic of Italy)*

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 11 January 2024 as supplemented by the first supplement to the base prospectus dated 9 February 2024 (the "**Base Prospectus**"), prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**" or the "**Bank**" or the "**Issuer**") in connection with its €55,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme (the "**Programme**") unsecured and unconditionally and irrevocably guaranteed as to payments of interest and principal by ISP OBG S.r.l.. 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.

### **Purpose of the Second Supplement**

The purpose of this Second Supplement is (a) to update the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" in order to incorporate by reference in the Base Prospectus (i) the press release dated 30 July 2024 and entitled "Intesa Sanpaolo: Consolidated Results as at 30 June 2024"; (ii) the audited consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2023; and (iii) the Covered Bond Guarantor's audited annual financial statements, including the auditors' report thereon, in respect of the year ended on 31 December 2023; and (b) to update the section of the Base Prospectus entitled "*General Information*".

Intesa Sanpaolo 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 the Covered Bonds 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 Luxembourg Listing Agent; (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/covered-bonds/programma-obg-mutui-ipotecari--multi-originator-/obg-mortgage-multi>

The date of this Second Supplement is 8 August 2024.

## DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "**Documents Incorporated by Reference**" on pages 353 to 357 of the Base Prospectus

The following press release issued by Intesa Sanpaolo on 30 July 2024 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2024*" (the "**30 July 2024 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 30 July 2024 Press Release can be accessed at the following website:

[https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2024/07/20240730\\_1H24Ris\\_uk.pdf](https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2024/07/20240730_1H24Ris_uk.pdf)

The audited and consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 2023 (the "**Intesa Sanpaolo Group 2023 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 2023 Annual Report can be accessed at the following website:

[https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2023/2023\\_Annual\\_report.pdf](https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2023/2023_Annual_report.pdf)

The Covered Bond Guarantor's audited annual financial statements, including the auditors' report thereon, in respect of the year ended on 31 December 2023, 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 audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2023 can be accessed at the following website:

[https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/Contenuti/RISORSE/Documenti%20PDF/en\\_prosp\\_obg/20240523\\_ISP%20OBG%20Finan.%20Stat.%2031.12.2023\\_ENG.pdf](https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/Contenuti/RISORSE/Documenti%20PDF/en_prosp_obg/20240523_ISP%20OBG%20Finan.%20Stat.%2031.12.2023_ENG.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 30 July 2024 Press Release, the Intesa Sanpaolo Group 2023 Annual Report and the audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2023.

<b>30 July 2024 Press Release</b>	<b>Page number(s)</b>
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**Audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2023**

<b>Audited annual financial statements of the Covered Bond Guarantor</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 30 July 2024 Press Release, the Intesa Sanpaolo Group 2023 Annual Report and the audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2023 will be published on the Luxembourg Stock Exchange website at <https://www.luxse.com/>.

## GENERAL INFORMATION

*The information set out below supplements the section of the Base Prospectus entitled "General Information" on pages 348-352 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 2023, there has been no material adverse change in the prospects of the Issuer, (ii) 30 June 2024, there has been no significant change in the financial performance of the Intesa Sanpaolo Group, and (iii) 30 June 2024, there has been no significant change in the financial position of the Issuer and the Intesa Sanpaolo Group.

Since 31 December 2023, there has been no material adverse change in the prospects of the Covered Bond Guarantor. Since 31 December 2023, (i) there has been no significant change in the financial position of the Covered Bond Guarantor, and (ii) there has been no significant change in the financial performance of the Covered Bond Guarantor."