

SECOND SUPPLEMENT DATED 2 AUGUST 2024 TO THE
BASE PROSPECTUS DATED 21 DECEMBER 2023



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

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 21 December 2023 as supplemented by the first supplement to the base prospectus dated 9 February 2024 (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 30 July 2024 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2024*"; (ii) the audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at and for the year ended 31 December 2023; (iii) the audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at and for the year ended 31 December 2023; and (iv) the audited consolidated financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2023;; and (b) 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 2 August 2024.

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "Information Incorporated by Reference" on pages 52 to 56 of the Base Prospectus

"(xiii) 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

(xiv) The audited annual financial statements of Intesa Sanpaolo Bank Luxembourg S.A. as at 31 December 2023 (the "**Intesa Luxembourg 2023 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 2023 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/EN/Intesa%20Sanpaolo%20Bank%20Luxembourg%20S.A. FS 31.12.23 Signed%20-240311_185858.145.pdf

(xv) The audited annual financial statements of Intesa Sanpaolo Bank Ireland p.l.c. as at 31 December 2023 (the "**INSPIRE 2023 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 2023 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%202023.pdf

(xvi) The audited and consolidated 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

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 Luxembourg 2023 Financial Statements, the Inspire 2023 Financial Statements and the Intesa Sanpaolo Group 2023 Annual Report.

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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 Luxembourg 2023 Financial Statements, the INSPIRE 2023 Financial Statements and the Intesa Sanpaolo Group 2023 Annual Report 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 415-419 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 Issuers, (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 Intesa Sanpaolo Group.

Since 30 June 2024 (in the case of Intesa Sanpaolo), or since 31 December 2023 (in the case of INSPIRE and Intesa Luxembourg), there has been no significant change in the financial position of the Issuers, respectively."