

**FIRST SUPPLEMENT DATED 9 AUGUST 2021
TO THE BASE PROSPECTUS DATED 27 MAY 2021**



INTESA SANPAOLO S.p.A.

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

**WARRANTS AND CERTIFICATES PROGRAMME
IMI CORPORATE & INVESTMENT BANKING**

This first supplement (the **First Supplement**) constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the **Prospectus Regulation**). This First Supplement is supplemental to, and must be read in conjunction with, the base prospectus dated 27 May 2021 (the **Base Prospectus**), prepared by Intesa Sanpaolo S.p.A. (the **Issuer**) in connection with the Warrants and Certificates Programme IMI Corporate & Investment Banking (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

This First Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**), in its capacity as competent authority under the Prospectus Regulation. The CSSF only approves this First Supplement as meeting the requirements imposed under the Prospectus Regulation. In addition, the Issuer has requested that the CSSF send a certificate of approval pursuant to Article 25 of the Prospectus Regulation, together with a copy of this Supplement, to the competent authorities in: Austria, Croatia, Ireland, Republic of Italy, Hungary, Slovak Republic, Slovenia and Spain.

RIGHT TO WITHDRAW

In accordance with Article 23, paragraph 2, of the Prospectus Regulation, in the case of an offer of Securities to the public, investors who have already subscribed for Securities to be issued under the Programme before this First Supplement, dated 9 August 2021, is published have the right, exercisable within three working days after the publication of the First Supplement, to withdraw their acceptances by contacting the relevant Manager or Distributor, as the case may be, specified in the relevant Final Terms. This right to withdraw shall expire by close of business on 12 August 2021. The right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Securities before the First Supplement was published and where the Securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted.

1 PURPOSE OF THIS SUPPLEMENT

The purpose of this First Supplement is to (i) incorporate by reference in the Base Prospectus the press release dated 30 July 2021 relating to the “Intesa Sanpaolo: 2021 EU-Wide Stress Test Results” and the press release dated 4 August 2021 relating to the “Intesa Sanpaolo: Consolidated Results as at 30 June 2021”; (ii) update the section of the Base Prospectus entitled "DESCRIPTION OF THE ISSUER" and (iii) update the section of the Base Prospectus entitled "GENERAL INFORMATION".

Copies of the Base Prospectus, this First Supplement and the documents incorporated by reference will be available without charge from the registered office of the Issuer and from the specified offices of the Principal Security Agent for the time being in Luxembourg. The Base Prospectus and this First Supplement are available on the official website of the Issuer at www.intesasanpaolo.prodottiequotazioni.com/EN and on the official website of the Luxembourg Stock Exchange at www.bourse.lu. The documents incorporated by reference are available on the official website of the Issuer at <https://group.intesasanpaolo.com/en/> and on the official website of the Luxembourg Stock Exchange at www.bourse.lu.

The date of this Supplement is 9 August 2021.

The Issuer accepts responsibility for the information contained in this First Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First 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 First 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 Securities issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this First Supplement will prevail.

2 DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "**DOCUMENTS INCORPORATED BY REFERENCE**" on pages 55 to 57 of the Base Prospectus.

The press release dated 30 July 2021 entitled "Intesa Sanpaolo: 2021 EU-Wide Stress Test Results" (the "**30 July 2021 Press Release**"), is, to the extent of those pages specified in the cross-reference list further below, incorporated by reference in and forms part of this First Supplement and shall, by virtue of this First Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The **30 July 2021 Press Release** can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2021/07/20210730_ST_eng.pdf

The press release dated 4 August 2021 entitled "Intesa Sanpaolo: Consolidated Results as at 30 June 2021" (the "**4 August 2021 Press Release**"), is, to the extent of those pages specified in the cross-reference list further below, incorporated by reference in and forms part of this First Supplement and shall, by virtue of this First Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The **4 August 2021 Press Release** can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2021/08/20210804_1H21Ris_uk.pdf

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.

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 above-mentioned documents.

30 July 2021 Press Release	Page number(s)
Intesa Sanpaolo – EU-Wide Stress Test Results	1

4 August 2021 Press Release	Page number(s)
Reclassified consolidated statement of income	27-28
Quarterly development of the reclassified consolidated statement of income	29-30
Reclassified consolidated balance sheet	31
Quarterly development of the reclassified consolidated balance sheet	32
Breakdown of financial highlights by business area	33

Any information contained in or incorporated by reference in the 30 July 2021 Press Release and in the 4 August 2021 Press Release, which is not included in the cross-reference lists in this First Supplement is either not relevant to investors or is covered elsewhere in the Base Prospectus and, 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.

3 DESCRIPTION OF THE ISSUER

- 3.1 *The paragraph on page 236 of the Base Prospectus entitled "Principal Shareholders" in the Section "DESCRIPTION OF THE ISSUER", before the sub-paragraph beginning "The Italian regulations (Article 120 of Consolidated Law on Finance "TUF") [...]" shall be deleted in its entirety and replaced by the following:*

"Principal Shareholders

As of 2 June 2021, the shareholder structure of Intesa Sanpaolo was composed as follows (holders of shares exceeding 3% ^(*)^(**)).

Shareholder Ordinary shares and percentage of ordinary shares

Shareholder	Ordinary shares	% of ordinary shares
Compagnia di San Paolo	1,188,947,304	6.119%
BlackRock Inc. ⁽¹⁾	972,416,733	5.005%
Fondazione Cariplo	767,029,267	3.948%

() Shareholders that are fund management companies may be exempted from disclosure up to the 5% threshold.*

*(**) JP Morgan Chase & Co. holds an aggregate investment equal to 6.854% as per form 120 B dated 2 June 2021.*

⁽¹⁾ BlackRock Inc. holds, as a fund management company, an aggregate investment equal to 5.066%, as per form 120B dated 4 December 2020."

4 GENERAL INFORMATION

The paragraphs on page 353 of the Base Prospectus entitled “Trend information” and “No significant change” in the Section “GENERAL INFORMATION” shall be deleted and replaced by the following paragraphs:

"Trend information

Since (i) 31 December 2020 there has been no material adverse change in the prospects of the Issuer and (ii) since 30 June 2021, there has been no significant change in the financial performance of the Intesa Sanpaolo Group.

No significant change

Since 30 June 2021, there has been no significant change in the financial position of the Intesa Sanpaolo Group.
Since 30 June 2021, there has been no significant change in the financial position of the Issuer."