

FOURTH SUPPLEMENT DATED 18 MAY 2022
TO THE BASE PROSPECTUS DATED 18 JUNE 2021



INTESA SANPAOLO S.p.A.

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

NOTE ISSUANCE PROGRAMME
IMI CORPORATE & INVESTMENT BANKING

This fourth supplement (the **Fourth 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 Fourth Supplement is supplemental to, and must be read in conjunction with, the base prospectus dated 18 June 2021, as already amended by a first supplement dated 9 August 2021, a second supplement dated 15 February 2022 and a third supplement dated 18 March 2022 (the **Base Prospectus**), prepared by Intesa Sanpaolo S.p.A. (the **Issuer**) in connection with the Note Issuance Programme IMI Corporate & Investment Banking (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 *Commission de Surveillance du Secteur Financier* (the **CSSF**), in its capacity as competent authority under the Prospectus Regulation. The CSSF only approves this Fourth 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 and Slovenia.

RIGHT TO WITHDRAW

In accordance with Article 23, paragraph 2a, of the Prospectus Regulation, in the case of an offer of Notes to the public, investors who have already subscribed for Notes to be issued under the Programme before this Fourth Supplement, dated 18 May 2022, is published have the right, exercisable within three working days after the publication of the Fourth 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 23 May 2022. The right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Notes before the Fourth Supplement was published and where the Notes 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 Fourth 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 6 May 2022 and entitled "*Intesa Sanpaolo: Consolidated Results as at 31 March 2022*" (the "**6 May 2022 Press Release**") and (ii) the audited consolidated financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2021 (the "**Intesa Sanpaolo Group 2021 Annual Report**"); and (b) to update the section of the Base Prospectus entitled "*GENERAL INFORMATION*"

Copies of the Base Prospectus, this Fourth Supplement 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 Fourth Supplement are available on the official website of the Issuer at <https://www.intesasanpaolo.prodottiquotazioni.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 Fourth Supplement is 18 May 2022.

All references to pages, sections, sub-sections, paragraphs, sub-paragraphs, sentences and lines referred to in this Fourth Supplement are intended to be to the original unsupplemented Base Prospectus, notwithstanding any amendments described herein.

The Issuer 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 (a) any statement in this Fourth Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Fourth Supplement will prevail.

2 DOCUMENTS INCORPORATED BY REFERENCE

2.1 The information set out below supplements the section of the Base Prospectus entitled "*DOCUMENTS INCORPORATED BY REFERENCE*" on pages 53 to 55 of the Base Prospectus.

"(vii) the press release issued by Intesa Sanpaolo on 6 May 2022 and entitled "*Intesa Sanpaolo: Consolidated Results as at 31 March 2022*" (the "**6 May 2022 Press Release**"), available at the following website: https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2022/05/20220506_Ris1Q22_uk.pdf.

(viii) the audited and consolidated financial statements of the Intesa Sanpaolo Group as at and for the year ended 2021 (the "**Intesa Sanpaolo Group 2021 Annual Report**"), available at the following website: https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2021/2021_Annual_report.pdf.

[...]

Cross-reference list

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3 GENERAL INFORMATION

3.1 The information set out below replaces the paragraph "*Trend Information*" of the section of the Base Prospectus entitled "*GENERAL INFORMATION*" on pages 298 to 300 of the Base Prospectus.

"Since 31 December 2021 there has been no material adverse change in the prospects of the Issuer. Since 31 December 2021 there has been no significant change in the financial performance of the Intesa Sanpaolo Group."

3.2 The information set out below replaces the paragraph "*No significant change*" of the section of the Base Prospectus entitled "*GENERAL INFORMATION*" on pages 298 to 300 of the Base Prospectus.

"Since 31 December 2021, there has been no significant change in the financial position of the Intesa Sanpaolo Group. Since 31 December 2021 there has been no significant change in the financial position of the Issuer."