

NOTICE

in relation to the Final Terms of

MAX LONG BARRIER DIGITAL PROTECTED CERTIFICATES on SOLACTIVE DIGITAL ENTERTAINMENT 14% RISK CONTROL 5% DECREMENT NET (EUR) Index due 23.02.2028

commercial name: Certificato su Indice Digital Entertainment - SODE14RC Index

(ISIN code XS2282091474)

MAX LONG BARRIER DIGITAL PROTECTED CERTIFICATES on SOLACTIVE 5G 14% RISK CONTROL 5% DECREMENT NET (EUR) Index due 30.03.2028

commercial name: Certificato su Indice 5G – SO5G14RC Index

(ISIN code XS2301351420)

(the "Certificates")

to be issued by Intesa Sanpaolo S.p.A. (the "Issuer") under the Warrants and Certificates Programme IMI CIB approved by the *Commission de Surveillance du Secteur Financier* ("CSSF") on 12 June 2020, as amended and supplemented (the "Base Prospectus")

Intesa Sanpaolo S.p.A., in its capacity as issuer of the Certificates, hereby informs that the second supplement to the Base Prospectus (the "**Second Supplement**") has been approved by the CSSF and published by the Issuer on 15 February 2021.

The purpose of the Second Supplement is to: (i) update the cover page of the Base Prospectus; (ii) update the section of the Base Prospectus entitled "RISK FACTORS"; (iii) update the section of the Base Prospectus entitled "DOCUMENTS INCORPORATED BY REFERENCE" in order to incorporate by reference in the Base Prospectus the press release dated 5 February 2021 relating to the annual financial statements of Intesa Sanpaolo S.p.A. as at and for the year ended 31 December 2020; (iv) update the section of the Base Prospectus entitled "DESCRIPTION OF THE ISSUER"; and (v) update the section of the Base Prospectus entitled "TAXATION".

In accordance with Article 23, paragraph 2, of Regulation (EU) 2017/1129 (the Prospectus Regulation), investors who have already subscribed for the Certificates before the Second Supplement is published have the right, exercisable within two working days after the publication of the Second Supplement, to withdraw their acceptances by contacting the relevant Manager specified in the Final Terms. This right to withdraw shall expire by close of business on 17 February 2021.

The Base Prospectus and the Second Supplement are available on the official website of the Issuer at www.intesasanpaolo.prodottiequotazioni.com and on the official website of the Luxembourg Stock Exchange at www.bourse.lu.

Milan, 15 February 2021