

NOTICE

in relation to the Final Terms of

MAX LONG CERTIFICATES on MIB ESG DECREMENT 5% (EUR - NR) Index due 01.03.2029
commercial name: Equity Protection su Indice MIB ESG Decrement 5% (EUR - NR)
(ISIN Code XS2428329226)

(the "Certificates")

to be issued by Intesa Sanpaolo S.p.A. (the "Issuer") under the Warrants and Certificates Programme IMI Corporate & Investment Banking approved by the *Commission de Surveillance du Secteur Financier* ("CSSF") on 27 May 2021 (the "Base Prospectus")

Intesa Sanpaolo S.p.A., in its capacity as issuer of the Certificates, hereby informs that the third supplement to the Base Prospectus (the "**Third Supplement**") has been approved by the CSSF and published by the Issuer on 15 February 2022.

The purpose of the Third Supplement is to: (i) update the section of the Base Prospectus entitled "*DOCUMENTS INCORPORATED BY REFERENCE*" in order to incorporate by reference in the Base Prospectus (a) the press release dated 4 February 2022 relating to the annual financial statements of Intesa Sanpaolo S.p.A. as at and for the year ended 31 December 2021, (b) the unaudited condensed consolidated half-yearly financial statements of the Intesa Sanpaolo Group as at and for the six months ended 30 June 2021, (c) the description of the Alternative Performance Measures contained in the audited consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2020; and (ii) update the section of the Base Prospectus entitled "DESCRIPTION OF THE ISSUER" in order to (1) update the information relating to the Issuer and the rating assigned by the credit rating agency Fitch Ratings Ireland Limited (Fitch) to Intesa Sanpaolo S.p.A., which has been upgraded on 17 December 2021 from "BBB-" to "BBB" (long-term) and (2) update the information included within the paragraph "*Recent events*".

In accordance with Article 23, paragraph 2 bis, of Regulation (EU) 2017/1129 (the Prospectus Regulation), investors who have already subscribed for the Certificates before the Third Supplement is published have the right, exercisable within three working days after the publication of the Third 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 18 February 2022.

The Base Prospectus and the Third 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 2022