

**NOTICE**

**in relation to the Final Terms of**

**STANDARD LONG AUTOCALLABLE BARRIER DIGITAL WORST OF CERTIFICATES with MEMORY EFFECT on BAYER AG, PORSCHE AUTOMOBIL HOLDING SE and INFINEON TECHNOLOGIES AG Shares due 22.02.2027**

*commercial name: "Intesa Sanpaolo S.p.A. Express Memory Autocallable Worst Of Certificates su Bayer AG, Porsche Automobil Holding SE e Infineon Technologies AG Scadenza 22.02.2027"*

**(ISIN Code XS2760602107)**

**(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 30 May 2023 (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 12 February 2024.

The purpose of the Second Supplement is to (A) 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 February 2024 relating to the unaudited annual financial statements of Intesa Sanpaolo S.p.A. as at and for the year ended 31 December 2023; and (ii) the unaudited condensed consolidated half-yearly financial statements of the Intesa Sanpaolo Group as at and for the six months ended 30 June 2023; and (B) update the sub-section "Italy" set out in the section "Taxation" of the Base Prospectus.

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 Manager specified in the Final Terms. This right to withdraw shall expire by close of business on 14 February 2024.

The Base Prospectus and the Second Supplement are available on the official website of the Issuer at [www.intesaspaolo.prodottiequotazioni.com](http://www.intesaspaolo.prodottiequotazioni.com) and on the official website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

Milan, 12 February 2024