FINAL TERMS

18 June 2026

Intesa Sanpaolo S.p.A.

Legal Entity Identifier (LEI): 2W8N8UU78PMDQKZENC08

STANDARD LONG BARRIER DIGITAL CERTIFICATES with MEMORY EFFECT on EURO STOXX 50® Index due 19.06.2031

Under the Warrants and Certificates Programme IMI Corporate & Investment Banking

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 9 June 2026 and the supplement to the Base Prospectus dated 16 June 2026, which together constitute a base prospectus for the purposes of the Prospectus Regulation as amended. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(1) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, as supplemented. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus, as supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing during normal business hours at the registered office of the Issuer. The Base Prospectus and the supplement to the Base Prospectus have been published on the websites of the Luxembourg Stock Exchange (www.luxse.com) and the Issuer (www.prodottiequotazioni.intesasanpaolo.com). An Issue Specific Summary of the Securities is annexed to these Final Terms. In the case of the Securities admitted to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms will be published on the website of the Luxembourg Stock Exchange and of the Issuer.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms insofar as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "Securities" shall be deemed to be references to the relevant Certificates that are the subject of these Final Terms and references to "Securities" and "Security" shall be construed accordingly.

1. Specific provisions for each Series:

Series Number	No. of Securities issued	Issue Price per Security
12	8,000	EUR 1,000

2. Tranche Number: Not applicable.

3. Minimum Exercise Amount: 1 (one) Certificate

4. Minimum Trading Amount: 1 (one) Certificate

5. Consolidation: Not applicable.

6. Type of Securities and Underlying(s):
   (a) The Securities are Certificates. The Certificates are Index Securities.
   (b) The item to which the Securities relate is the EURO STOXX 50® Index (ISIN Code: EU0009658145, Bloomberg Code: SX5E Index) (the "**Underlying**" or the "**Index**").

		Information about the Index may be found on the website of the Index Sponsor www.stoxx.com. The EURO STOXX 50® Index is provided by STOXX Limited. As at the date of these Final Terms, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation. **DISCLAIMER – *EURO STOXX 50® Index*** *The EURO STOXX 50® Index (the "Index") is the intellectual property (including registered trademarks) of STOXX Ltd., Qontigo Index GmbH, or their licensors, and is used under a license. The securities based on the index are neither sponsored nor promoted, distributed or in any other manner supported by STOXX Ltd., Qontigo Index GmbH or their licensors, research partners or data providers and STOXX Ltd., Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, and exclude any liability (whether in negligence or otherwise) with respect thereto generally or specifically in relation to any errors, omissions or interruptions in the Index or its data.*
7.	Reference Underlying:	Not applicable.
8.	Typology:	Standard Long Certificates
9.	Exercise Date:	Not applicable.
10.	Settlement Date:	The Settlement Date of the Securities is 19 June 2031.
11.	Delivery Date:	Not applicable.
12.	Issue Date:	The Issue Date is 19 June 2026.
13.	Issue Currency:	The Issue Currency is Euro ("**EUR**").
14.	Purchase Price:	Not applicable.
15.	Business Day:	Modified Following Unadjusted Business Day Convention
16.	Exchange Business Day:	Modified Following Unadjusted Business Day Convention
17.	Settlement Business Day:	Not applicable.
18.	Settlement:	Settlement will be by way of cash payment (**Cash Settled Securities**).
19.	Exchange Rate:	Not applicable.
20.	Settlement Currency:	The Settlement Currency for the payment of the Cash Settlement Amount and any other remuneration amount under the Securities is EUR.
21.	Name and address of Calculation Agent:	The Calculation Agent is Intesa Sanpaolo S.p.A., with registered office at Piazza San Carlo 156, 10121 Turin, Italy.

22.	Exchange(s):	The relevant Exchange is, in respect of each component security of the Index (each an "**Index Constituent**"), the principal stock exchange on which such Index Constituent is principally traded, as determined by the Calculation Agent.
23.	Index Sponsor:	The relevant Index Sponsor is STOXX Limited.
24.	Related Exchange(s):	The relevant Related Exchange is EUREX.
25.	Futures Contract N-th Near-by Feature:	Not applicable.
26.	Open End Feature:	Not applicable.
27.	Put Option:	Not applicable.
28.	Call Option:	Not applicable.
29.	Maximum Level:	Not applicable.
30.	Minimum Level:	Not applicable.
31.	Settlement Amount:	On the Settlement Date each Certificate will entitle its holder to receive a Cash Settlement Amount in the Settlement Currency calculated by the Calculation Agent in accordance with the following formula and rounding the resultant figure to nearest EUR cent, 0.005 EUR being rounded upwards: **A. If the Final Reference Value is higher than, or equal to, the Barrier Level (i.e. the Barrier Event has <u>not</u> occurred):** *(Initial Percentage x Initial Reference Value x Multiplier) x Minimum Exercise Amount* **B. If the Final Reference Value is lower than the Barrier Level (i.e. the Barrier Event has occurred):** *[(Final Reference Value x Air Bag Factor) x Multiplier] x Minimum Exercise Amount*
32.	Multiplier:	The Multiplier to be applied is equal to the Issue Price divided by the Initial Reference Value.
33.	Relevant Asset(s):	Not applicable.
34.	Entitlement:	Not applicable.
35.	AMF:	Not applicable.
36.	VMF:	Not applicable.
37.	Index Leverage Factor:	Not applicable.
38.	Constant Leverage Factor:	Not applicable.
39.	Strike Price:	Not applicable.
40.	Conversion Rate:	Not applicable.

41.	Underlying Reference Currency:	Applicable. The Underlying Reference Currency is Euro ("**EUR**").
42.	Quanto Option:	Not applicable.
43.	Determination Date(s):	19 June 2026
44.	Valuation Date(s):	17 June 2031
45.	Intraday Value:	Not applicable.
46.	Reference Value:	For the purposes of the determination of the Barrier Event, the Reference Value will be the Final Reference Value. For the purposes of the determination of the Digital Event and the Memory Effect, the Reference Value will be registered, respectively, on the relevant Digital Valuation Period and on the relevant Memory Valuation Period and it is equal to the closing level of the Underlying on such dates.
47.	Initial Reference Value:	The Initial Reference Value will be registered on the Determination Date and it is equal to the closing level of the Underlying on such date.
	Initial Reference Value Determination Period(s):	Not applicable.
48.	Final Reference Value:	The Final Reference Value will be registered on the Valuation Date and it is equal to the closing level of the Underlying on such date.
	Final Reference Value Determination Period(s):	Not applicable.
49.	Best Of Feature:	Not applicable.
50.	Worst Of Feature:	Not applicable.
51.	Rainbow Feature:	Not applicable.
52.	Reverse Split:	Not applicable.

PROVISIONS RELATING TO CERTIFICATES

Applicable.

53.	Performance Cap:	Not applicable.
	Performance Floor:	Not applicable.
	Performance Participation Factor:	Not applicable.
54.	Initial Percentage:	100%
55.	Participation Factor:	Not applicable.
56.	Down Participation Factor:	Not applicable.
57.	Up Participation Factor:	Not applicable.

58.	Initial Leverage:	Not applicable.
59.	Barrier Event:	Applicable. The Barrier Event will occur when the Calculation Agent determines that, on the Barrier Event Determination Period, the Final Reference Value is lower than the Barrier Level.
	Barrier Event Determination Period(s):	17 June 2031
	Barrier Level:	The Barrier Level is equal to 40% of the Initial Reference Value.
	Lower Barrier Level:	Not applicable.
	Upper Barrier Level:	Not applicable.
	Barrier Selection Period:	Not applicable.
	Strike Observation Period:	Not applicable.
	Air Bag Factor:	2.5
	Protection Level:	Not applicable.
	Protection Percentage:	Not applicable.
	Spread Protection:	Not applicable.
	Protection Amount:	Not applicable.
	Dropdown Protection Level:	Not applicable.
	Dropdown Protection Amount:	Not applicable.
	Dynamic Protection Level:	Not applicable.
	Step Up Amount:	Not applicable.
	Sigma Amount:	Not applicable.
	Predetermined Loss Percentage:	Not applicable.
	Short Protection:	Not applicable.
	Butterfly Level:	Not applicable.
60.	Barrier Gap Event:	Not applicable.
61.	Cap Level(s):	Not applicable.
62.	Floor Percentage:	Not applicable.
63.	Consolidation Floor Event:	Not applicable.
64.	Cap Barrier Amount:	Not applicable.
65.	Cap Down Amount:	Not applicable.
66.	Strike Percentage:	Not applicable.

67.	Calendar Cap Percentage:	Not applicable.
68.	Calendar Floor Percentage:	Not applicable.
69.	Gearing Factor:	Not applicable.
70.	One Star Event:	Not applicable.
71.	Switch Event:	Not applicable.
72.	Multiple Strike Event$_i$:	Not applicable.
73.	Spread:	Not applicable.
74.	Gearing Event:	Not applicable.
75.	Buffer Event:	Not applicable.
76.	Global Performance:	Not applicable.
77.	Failure to Deliver due to Illiquidity:	Not applicable.
78.	Digital Percentage:	Not applicable.
79.	Settlement Level:	Not applicable.
80.	Combined Amount:	Not applicable.
81.	Darwin Feature:	Not applicable.
82.	Discretionary Payment:	Not applicable.

PROVISIONS RELATING TO REMUNERATION AMOUNTS AND EARLY REDEMPTION AMOUNTS

Applicable.

83.	Cliquet Feature:	Not applicable.
84.	Knock-out Feature:	Not applicable.
85.	Knock-in Feature:	Not applicable.
86.	Digital Amount(s):	Applicable. The Digital Amount is equal to EUR 45.00 in relation to each Digital Valuation Period. The Digital Amount will be paid if the relevant Digital Event occurs on the relevant Digital Valuation Period. A Digital Event will occur when the Calculation Agent determines that, in the relevant Digital Valuation Period, the Reference Value is equal to or higher than the Digital Level. In that case, the Securityholders are entitled to receive the payment of the Digital Amount on the relevant Digital Payment Date.
	Underlying(s):	Not applicable.
	Digital Level(s):	In relation to each Digital Valuation Period, the Digital Level is equal to 70% of the Initial Reference Value.

Digital Valuation Period(s):	15 June 2027 (the "**First Digital Valuation Period**"); 13 June 2028 (the "**Second Digital Valuation Period**"); 13 June 2029 (the "**Third Digital Valuation Period**"); 13 June 2030 (the "**Fourth Digital Valuation Period**"); 17 June 2031 (the "**Fifth Digital Valuation Period**").
Digital Payment Date(s):	21 June 2027 in relation to the First Digital Valuation Period (the "**First Digital Payment Date**"); 19 June 2028 in relation to the Second Digital Valuation Period (the "**Second Digital Payment Date**"); 19 June 2029 in relation to the Third Digital Valuation Period (the "**Third Digital Payment Date**"); 19 June 2030 in relation to the Fourth Digital Valuation Period (the "**Fourth Digital Payment Date**"); 19 June 2031 in relation to the Fifth Digital Valuation Period (the "**Fifth Digital Payment Date**").
Record Date:	18 June 2027 in relation to the First Digital Payment Date; 16 June 2028 in relation to the Second Digital Payment Date; 18 June 2029 in relation to the Third Digital Payment Date; 18 June 2030 in relation to the Fourth Digital Payment Date.
Digital Combo Feature:	Not applicable.
Consolidation Effect:	Not applicable.
Consolidation Level:	Not applicable.
Consolidation Valuation Period(s):	Not applicable.
Extra Consolidation Digital Feature:	Not applicable.
Extra Consolidation Digital Level:	Not applicable.
Extra Consolidation Digital Period(s):	Not applicable.
Memory Effect:	Applicable. When the Calculation Agent determines that, on the relevant Memory Valuation Period, the Reference Value is equal to or higher than the Memory Level, the Securityholders will receive the Digital Amount(s) which were not due because of the non-occurrence of the relevant Digital Event or the non-occurrence of the Memory Effect in a previous Memory Valuation Period.
Memory Level:	In relation to each Memory Valuation Period, the Memory Level is equal to 70% of the Initial Reference Value.

	Memory Valuation Period(s):	13 June 2028 (the "**First Memory Valuation Period**"); 13 June 2029 (the "**Second Memory Valuation Period**"); 13 June 2030 (the "**Third Memory Valuation Period**"); 17 June 2031 (the "**Fourth Memory Valuation Period**").
	Path Dependency Effect:	Not applicable.
	Path Dependency Amount:	Not applicable.
87.	Restrike Feature:	Not applicable.
88.	Plus Amount(s):	Not applicable.
89.	Accumulated Amount(s):	Not applicable.
90.	Early Redemption Amount(s):	Not applicable.
91.	Early Partial Capital Payment Amount:	Not applicable.
92.	Cumulated Bonus Amount:	Not applicable.
93.	Coupon Premium Amount:	Not applicable.
94.	Internal Return Amount:	Not applicable.
95.	Participation Remuneration Amount:	Not applicable.
96.	Participation Rebate Feature:	Not applicable.
97.	Floating Amount:	Not applicable.
98.	Discretionary Payment Amount:	Not applicable.
99.	Premium Gap Amount:	Not applicable.

PROVISIONS RELATING TO WARRANTS

Not applicable.

GENERAL

100.	Form of Securities:	Italian Dematerialised Securities
101.	Prohibition of Sales to Retail Investors:	Not applicable.

DISTRIBUTION

102.	Syndication:	Not applicable.

COMMISSIONS AND/ OR COSTS

103.	Commissions and other costs:	Not applicable.

ADDITIONAL INFORMATION

Example(s) of complex derivatives securities: Not applicable.

Signed on behalf of the Issuer:

By: .....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing:	Application will be made in Luxembourg - Luxembourg Stock Exchange.
(ii) Admission to trading:	Application will be made for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date or a date around the Issue Date. Application will also be made for the Securities to be admitted to trading on the Italian multilateral trading facility EuroTLX, organised and managed by Borsa Italiana S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU as amended, with effect from the Issue Date or a date around the Issue Date. After the Issue Date, application may be made to list the Securities on other stock exchanges or regulated markets or to admit to trading on other trading venues as the Issuer may decide.

2. NOTIFICATION

CSSF has provided the Commissione Nazionale per le Società e la Borsa (CONSOB) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

The Issuer may enter into hedging arrangements with market counterparties in connection with the issue of the Securities in order to hedge its exposure.

The Issuer will act as Calculation Agent under the Securities. See the risk factor *"Potential Conflicts of Interest"* of the Base Prospectus.

In addition, the Issuer may act as liquidity provider (as defined under the rules of the relevant market, as amended from time to time) in respect of the Securities.

Save as discussed above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer:	Not applicable.
(ii) Estimated net proceeds:	Not applicable.
(iii) Estimated total expenses:	Not applicable.

5. TERMS AND CONDITIONS OF THE OFFER

Not applicable.

6. DISTRIBUTION

Not applicable.

7. POST-ISSUANCE INFORMATION

The Issuer does not intend to provide post-issuance information, except if required by any applicable laws and regulations.

8. OPERATIONAL INFORMATION

(i)	ISIN Code:	IT0005717811
(ii)	Trading Code *(codice di negoziazione)*:	I11882
(iii)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A., relevant address(es), and relevant identification number(s):	Monte Titoli S.p.A.

PART C – ISSUE SPECIFIC SUMMARY OF THE SECURITIES

Section 1 – Introduction containing warnings

Securities: STANDARD LONG BARRIER DIGITAL CERTIFICATES with MEMORY EFFECT on EURO STOXX 50® Index due 19.06.2031 (ISIN Code IT0005717811)

Issuer: Intesa Sanpaolo S.p.A. (**Intesa Sanpaolo**, the **Bank** or the **Issuer**)

Address: Piazza San Carlo 156, 10121 Turin, Italy

Phone number: +39 011 555 1

Website: www.prodottiequotazioni.intesasanpaolo.com

Legal Entity Identifier (LEI): 2W8N8UU78PMDQKZENC08

Competent authority: Commission de Surveillance du Secteur Financier (**CSSF**), 283 Route d'Arlon, L-1150, Luxembourg. Phone number: (+352) 26 25 1 - 1.

Date of approval of the Base Prospectus: Warrants and Certificates Programme IMI Corporate & Investment Banking approved by CSSF on 9 June 2026.

This Summary should be read as an introduction to the Base Prospectus.

Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Investors could lose all or part of the invested capital.

Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus (including any supplements as well as the Final Terms) before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus, or it does not provide, when read together with the other parts of the Base Prospectus, all necessary key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Section 2 – Key information on the Issuer

Who is the issuer of the Securities?

The Issuer is Intesa Sanpaolo S.p.A., registered with the Companies' Registry of Turin under registration number 00799960158 and with the National Register of Banks under no. 5361 and is the Parent Company of the "Intesa Sanpaolo" banking group. Intesa Sanpaolo S.p.A. operates under Italian Law.

Domicile and legal form, its LEI, the law under which it operates and its country of incorporation

Intesa Sanpaolo's Legal Entity Identification number (LEI) is 2W8N8UU78PMDQKZENC08. The Issuer is an Italian bank established as a company limited by shares (*società per azioni*).

The registered and administrative office of the Issuer is Piazza San Carlo 156, 10121 Turin, Italy.

The Issuer is incorporated and carries out its business under Italian law. The Issuer, both as a bank and as is the parent company of "Intesa Sanpaolo" banking group, is subject to the Bank of Italy's and European Central Bank's prudential supervision.

Principal activities

The purpose of Intesa Sanpaolo is the deposit-taking and the carrying-on of all forms of lending activities, both directly and through its subsidiaries. Intesa Sanpaolo may, in compliance with laws and regulations applicable from time to time and subject to being granted the required authorisations, directly and through its subsidiaries, provide all banking and financial services, including the establishment and management of open-ended and closed-ended pension schemes, as well as carry out any other transactions that are instrumental for, or related to the achievement of, its corporate purpose.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom

As of 9 June 2026, the shareholder structure of the Issuer was composed as follows (holders of shares exceeding 3%): Fondazione Compagnia di San Paolo (ordinary shares: 1,153,947,304; owned: 6.602%); Fondazione Cariplo (ordinary shares: 961,333,900; owned: 5.500%).

Identity of its key managing directors

The managing director of the Issuer is Carlo Messina (Chief Executive Officer).

Identity of its auditors

EY S.p.A., with registered office at Via Lombardia 31, 00187 Rome, was appointed by the Issuer as its independent auditor to audit its financial statements for the period 2021-2029.

What is the key financial information regarding the Issuer?

Consolidated Income Statement				
	As for the year ended		As for the three months ended	
EUR millions, except where indicated	31.12.25 *Audited*	31.12.24 *Audited*	31.03.26 *Unaudited*	31.03.25 *Unaudited*
Interest margin	17,310	18,090	4,213	4,231
Net fee and commission income	8,992	8,611	2,296	2,257
Profits (Losses) on trading	1,024	493	(422)	432
Net losses/recoveries for credit risks	(1,843)	(1,139)	(246)	(272)
Net income from banking and insurance activities	25,050	25,375	6,796	6,408
Parent Company's net income (loss)	9,321	8,666	2,761	2,615

Consolidated Balance Sheet				
	As for the year ended		As for the three months ended	Value as outcome from the Supervisory Review and Evaluation Process ('SREP' requirement for 2026)
EUR millions, except where indicated	31.12.25 *Audited*	31.12.24 *Audited*	31.03.26 *Unaudited*	
Total assets	959,887	933,285	968,065	not applicable
Senior debt (securities issued)[1]	87,152	98,578	82,932	not applicable
Subordinated debt (securities issued)	12,197	11,791	10,955	not applicable
Financial assets measured at amortised cost - Loans to customers	486,705	480,242	495,604	not applicable
Financial liabilities measured at amortised cost - Due to customers	466,380	443,457	471,977	not applicable
Share capital	10,369	10,369	10,369	not applicable
Non performing loans	3,892	4,920	3,907	not applicable
Common Equity Tier 1 capital (CET1) ratio (%)	13.2%[2] [3]	13.3%[4]	13.0%**Errore. L'argomento parametro è sconosciuto.** [3]	9.96%[5]

[1] Securities issued not accounted for as subordinated debt.

[2] Calculated according to Regulation (EU) 2024/1623 (CRR3) which transposes the principles of Basel 4 into European law, entered into force from 1 January 2025. The first-time adoption of Basel 4 generated an impact of slightly more than 40 basis points on the CET 1 ratio.

[3] After deducting from capital 2.3 billion euro of buyback authorised by the ECB to be launched in July 2026, following the approval from the Shareholders' Meeting on 30 April 2026.

[4] After deducting from capital 2 billion euro of buyback authorised by the ECB and launched on 2 June 2025, after the approval from the Shareholders' Meeting on 29 April 2025.

[5] Countercyclical Capital Buffer calculated taking into account the exposure as at 31 March 2026 in the various countries where the Group has a presence, as well as the respective requirements set by the competent national authorities and relating to 2027, where available, or the most recent update of the reference period (requirement was set at zero per cent in Italy for the first half of 2026).

Total Capital Ratio	18.7%**Errore. L'argomento parametro è sconosciuto. Errore. L'argomento parametro è sconosciuto.**	19.0%**Errore. L'argomento parametro è sconosciuto.**	18.8%**Errore. L'argomento parametro è sconosciuto.** [3]	not available

What are the key risks that are specific to the Issuer?

Risk exposure to debt securities issued by sovereign States

The market tensions regarding government bonds and their volatility, as well as Italy's rating downgrading or the forecast that such downgrading may occur, might have negative effects on the assets, the economic and/or financial situation, the operational results and the perspectives of the Bank. Intesa Sanpaolo Group results are and will be exposed to sovereign debtors, in particular to the Republic of Italy and certain major European Countries.

Risks related to legal proceedings

The breakdown according to the main categories of disputes with likely risk shows the prevalence of cases related to the Group's ordinary banking and credit activities, involving claims relating to banking and investment products and services or on credit positions and clawback actions. The remaining disputes mainly consist of other civil and administrative proceedings and labour disputes or criminal proceedings or proceedings related to operational violations.

Risks related to the economic/financial crisis and the impact of current uncertainties of the macro-economic context

The future development in the macro-economic context may be considered as a risk as it may produce negative effects and trends in the economic and financial situation of the Bank and/or the Group. Any negative variations of the factors that affect the macro-economic framework, in particular during periods of economic-financial crisis, could lead the Bank and/or the Group to suffer losses, increases of financing costs, and reductions of the value of the assets held, with a potential negative impact on the liquidity of the Bank and/or the Group and its financial soundness.

Credit risk

The economic and financial activity and soundness of the Bank depend on its borrower's creditworthiness. The Bank is exposed to the traditional risks related to credit activity. Therefore, the clients' breach of the agreements entered into and of their underlying obligations, or any lack of information or incorrect information provided by them as to their respective financial and credit position, could have negative effects on the economic and/or financial situation of the Bank.

Market risk

The market risk is the risk of losses in the value of financial instruments, including the securities of sovereign States held by the Bank, due to the movements of market variables (by way of example and without limitation, interest rates, prices of securities, exchange rates), which could determine a deterioration of the financial soundness of the Bank and/or the Group. Such deterioration could be produced either by negative effects on the income statement deriving from positions held for trading purposes, or from negative changes in the FVOCI (Fair Value through Other Comprehensive Income) reserve, generated by positions classified as financial activities evaluated at fair value, with an impact on the overall profitability.

Liquidity risk of Intesa Sanpaolo

Although the Bank constantly monitors its own liquidity risk, any negative development of the market situation and the general economic context and/or creditworthiness of the Bank, may have negative effects on the activities and the economic and/or financial situation of the Bank and the Intesa Sanpaolo Group. In particular, the Issuer remains attentive to the evolution of the funding market to ensure that its ordinary refinancing strategies and normal business are not affected by cumulative effect of the maturity of all the wholesale funding and the additional outflows due to the impact of adverse market liquidity scenarios. The liquidity risk is the risk that the Bank is not able to satisfy its payment obligations at maturity, both due to the inability to raise funds on the market (funding liquidity risk) and of the difficulty to disinvest its own assets (market liquidity risk).

Operational risk

The Bank is exposed to several categories of operational risk which are intrinsic to its business, among which are those mentioned herein, by way of example and without limitation: frauds by external persons, frauds or losses arising from the unfaithfulness of the employees and/or breach of control procedures, operational errors, defects or malfunctions of computer or telecommunication systems, computer virus attacks, default of suppliers with respect to their contractual obligations, terrorist attacks and natural disasters. The occurrence of one or more of said risks may have significant negative effects on the business, the operational results and the economic and financial situation of the Bank.

Risk related to the development of the banking sector regulation and the changes in the regulation on the solution of banking crises

The Bank is subject to a complex and strict regulation, as well as to the supervisory activity performed by the relevant institutions (in particular, the ECB, the Bank of Italy and CONSOB). Both the aforementioned regulation and supervisory activity are subject, respectively, to continuous updates and practice developments. Furthermore, as a listed Bank, the Bank is required to comply with further provisions issued by CONSOB. The Bank, besides the supranational and national rules and the primary or regulatory rules of the financial and banking sector, is also subject to specific rules on anti-money laundering, usury and consumer protection. Although the Bank undertakes to comply with the set of rules and regulations, any changes of the rules and/or changes of the interpretation and/or implementation of the same by the competent authorities could

Systemic Risk Buffer calculated taking into account the exposure as at 31 March 2026 to residents in Italy.

give rise to new burdens and obligations for the Bank, with possible negative impacts on the operational results and the economic and financial situation of the Bank

Section 3 – Key information on the Securities

Type, class and ISIN

The Securities are Certificates. The Securities are issued in italian dematerialised form ("**Italian Dematerialised Securities**").

The Certificates are cash settled.

The ISIN of the Certificates is IT0005717811.

Currency, denomination, and term of the Securities

The issue price of the Certificates is equal to EUR 1,000 (the "**Issue Price**").

The Securities are issued in EUR (the "**Issue Currency**").

The Settlement Currency is EUR.

Each Certificate shall be automatically exercised on the Settlement Date. The Settlement Date is 19 June 2031.

Rights attached to the Securities

The Certificates and any non-contractual obligations arising out of or in connection with the Certificates will be governed by, and shall be construed in accordance with, English Law. The registration and transfer of the Securities in Monte Titoli S.p.A. shall be governed by, and shall be construed in accordance with, Italian law.

The Certificates entitle its holder to receive from the Issuer the following amounts.

REMUNERATION AMOUNT

The Certificates provide for the following remuneration amount.

DIGITAL AMOUNTS

The Certificates provide for the payment of the Digital Amount upon occurrence of the relevant Digital Event. A Digital Event will occur if the Reference Value on the relevant Digital Valuation Period, is higher than or equal to the Digital Level.

The Digital Valuation Periods are: 15 June 2027 (the "**First Digital Valuation Period**"); 13 June 2028 (the "**Second Digital Valuation Period**"); 13 June 2029 (the "**Third Digital Valuation Period**"); 13 June 2030 (the "**Fourth Digital Valuation Period**"); 17 June 2031 (the "**Fifth Digital Valuation Period**").

The Digital Level is equal to 70% of the Initial Reference Value (the "**Digital Level**"), in relation to each Digital Valuation Period.

The Digital Amount is equal to EUR 45.00 in relation to each Digital Valuation Period.

In relation to the Digital Amounts, the following effect applies:

Memory Effect

If the Reference Value on the following periods: 13 June 2028 (the "**First Memory Valuation Period**"); 13 June 2029 (the "**Second Memory Valuation Period**"); 13 June 2030 (the "**Third Memory Valuation Period**"); 17 June 2031 (the "**Fourth Memory Valuation Period**") is higher than or equal to 70% of the Initial Reference Value (the "**Memory Level**") in relation to each Memory Valuation Period, the Securityholders will receive the Digital Amount(s) which were not due because of the non-occurrence of the relevant Digital Event or the non-occurrence of the Memory Effect in a previous Memory Valuation Period.

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CASH SETTLEMENT AMOUNT

The Securityholder will receive on the Settlement Date, for each Minimum Exercise Amount, the payment of the Cash Settlement Amount (if positive) determined as follows.

STANDARD LONG CERTIFICATES

CALCULATION METHOD IN THE CASE OF POSITIVE AND NEGATIVE PERFORMANCE OF THE UNDERLYING (BARRIER EVENT NOT OCCURRED)

The investor will receive an amount linked to a percentage of the Initial Reference Value, equal to 100% (the "**Initial Percentage**").

CALCULATION METHOD IN THE CASE OF NEGATIVE PERFORMANCE OF THE UNDERLYING (BARRIER EVENT OCCURRED)

The Barrier Event will occur if on the Valuation Date, the Final Reference Value is lower than the Barrier Level equal to 40% of the Initial Reference Value (the "**Barrier Level**").
If a Barrier Event has occurred, the Cash Settlement Amount will be linked to the performance of the Underlying (i.e. the investment in the Certificate is a direct investment in the Underlying) multiplied by a factor equal to 2.5 (the "**Air Bag Factor**") and therefore will be exposed to the partial or total loss of the capital invested.

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For the purposes of the above the following applies:

For the purposes of the determination of the Barrier Event, the Reference Value will be the Final Reference Value.

For the purposes of the determination of the Digital Event and the Memory Effect, the Reference Value will be registered, respectively, on the relevant Digital Valuation Period and on the relevant Memory Valuation Period and it is equal to the closing level of the Underlying on such dates.

The Initial Reference Value will be registered on 19 June 2026 (the "**Determination Date**") and it is equal to the closing level of the Underlying on such date.

The Final Reference Value will be registered on 17 June 2031 (the "**Valuation Date**") and it is equal to the closing level of the Underlying on such date.

The Underlying is the EURO STOXX 50® Index (ISIN Code: EU0009658145, Bloomberg Code: SX5E Index) (the "**Underlying**" or the "**Index**").

The Underlying is provided by STOXX Limited. As at the date of this document, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation.

In respect of the Underlying, certain historical information (including past performance thereof) may be found on major information providers, such as Bloomberg and Reuters. Information about the Index may be found on the website of the Index Sponsor www.stoxx.com.

Seniority of the Securities

The Certificates constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and, unless provided otherwise by law, rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) rank equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.

Restrictions on the free transferability

The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area under the Prospectus Regulation and the laws of any jurisdiction in which the relevant Securities are offered or sold.

Where will the Securities be traded?

Application will be made for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date or a date around the Issue Date.

Application will also be made for the Securities to be admitted to trading on the Italian multilateral trading facility EuroTLX, organised and managed by Borsa Italiana S.p.A., which is not a regulated market for the purposes of Directive 2014/65/EU as amended, with effect from the Issue Date or a date around the Issue Date.

After the Issue Date, application may be made to list the Securities on other stock exchanges or regulated markets or to admit to trading on other trading venues as the Issuer may decide.

What are the key risks that are specific to the Securities?

The Certificates may not be a suitable investment for all investors

Certificates are complex financial instruments. A potential investor should not invest in Certificates which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Certificates will perform under changing conditions, the resulting effects on the value of the Certificates and the impact this investment will have on the potential investor's overall investment portfolio.

General risks and risks relating to the Underlying

The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Purchasers should be prepared to sustain a partial or total loss of the purchase price of their Securities. Fluctuations in the value of the relevant Underlying will affect the value of the Securities. Purchasers of Securities risk losing their entire investment or part of it if the value of the relevant underlying basis of reference does not move in the anticipated direction.

Risk arising from the Benchmark Regulation

The Underlying may qualify as a benchmark (the "**Benchmark**") within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council dated 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (the "**Benchmark Regulation**"). On May 2025, Regulation (EU) 2025/914 of 7 May 2025 amending the Benchmark Regulation was published in the Official Journal of the European and started applying from 1 January 2026. According to the new provisions, the Benchmark Regulation applies only to benchmarks that are classified as "critical" or "significant", to EU Paris-aligned Benchmarks, EU Climate Transition Benchmarks and to certain commodity benchmarks. Other benchmarks, including those that are categorized as "non-significant" benchmarks under the Benchmark Regulation, are no longer be in scope of the Benchmark Regulation. Any changes to a Benchmark as a result of the Benchmark Regulation could have a material adverse effect on the costs of refinancing a Benchmark or the costs and risks of administering or otherwise participating in the setting of a Benchmark and complying with the Benchmark Regulation. Such factors may have the following effects on certain Benchmarks: (i) discourage market participants from continuing to administer or contribute to such Benchmark; (ii) trigger changes in the rules or methodologies used in the Benchmarks; or (iii) lead to the disappearance of the Benchmark. Any of the above changes or any other consequential changes as a result of international, national or other proposal for reform or other initiatives or investigations, could have a material adverse effect on the value of and the amount payable under the Securities. The potential elimination of a Benchmark, or changes in the manner of administration of such Benchmark, as a result of the Benchmark Regulation or otherwise, could require an adjustment to the terms and conditions, or result in other consequences. These reforms and changes may cause a Benchmark to perform differently than it has done in the past or be discontinued. The application of the fallback methods may expose investors to certain risks including, but not limited to (i) conflicts of interest of the Calculation Agent when making the required adjustments to the Securities, or (ii) the replacement of the Underlying with a different Underlying which could perform differently than the original Underlying and therefore affect amounts payable in respect of the Securities, or (iii) the early redemption of the Securities. Investors should be aware that they face the risk that any changes to the relevant Benchmark may have a material adverse effect on the value of and the amount payable under the Securities.

Loss risk in relation to the investment

The Securityholders shall consider that, in relation to its investment, there is a risk of loss of the capital invested depending on the features of the Securities and on the performance of the Underlying. In particular, in the event a Barrier Event has occurred, a loss will occur in respect of the capital invested. If the Final Reference Value is equal to zero, the investor will suffer a total loss of the capital. Moreover, if prior to the exercise the investor decides to terminate the investment in the Certificates, the investor might be subject to the loss of the value of the Certificate and, therefore, might be subject to the total or partial loss of the investment. An early termination of the Securities following the occurrence of a Market Disruption Event or an Adjustment Event under Condition 15 (Market Disruption Events and Adjustment Events) will entitle Securityholders to receive an amount not lower than the fair market value of the Securities. If such amount is lower than the purchase price paid by the Securityholder, the Securityholder will incur a partial loss of the initial investment.

Risk related to the Digital Level

In relation to the Certificates, the Issuer has set, at its own discretion, the Digital Level. The higher the Digital Level is set in respect of the Initial Reference Value, the greater the possibility that the Digital Event will not occur and therefore that the Digital Amount will not be paid.

Risk related to the Barrier Event

If a Barrier Event occurs, the Cash Settlement Amount will be determined in accordance with a calculation method other than the calculation method applicable if the Barrier Event does not occur and such circumstance may have a negative influence on the price. This may entail the risk of partial or total loss of the investment.

Possible illiquidity of the Securities in the secondary market

It is not possible to predict the price at which Securities will trade in the secondary market or whether such market will be liquid or illiquid. The Issuer, or any of its Affiliates may, but is not obliged to, at any time purchase Securities at any price in the open market or by tender or private treaty. Any Securities so purchased may be held or resold or surrendered for cancellation. The Issuer or any of its Affiliates may, but is not obliged to, be a market-maker for an issue of Securities. Even if the Issuer or such other entity is a market-maker for an issue of Securities, the secondary market for such Securities may be limited. To the extent that an issue of Securities becomes illiquid, an investor may have to wait until the Settlement Date to realise value.

Section 4 – Key information on the offer of Securities to the public

Under which conditions and timetable can I invest in this Security?

Not applicable - the Securities are not being offered to the public as part of a public offer.

Who is the offeror?

Not applicable - the Securities are not being offered to the public as part of a public offer.

Reasons for the offer and estimated net amount of the proceeds

Not applicable - the Securities are not being offered to the public as part of a public offer.

Indication of whether the offer is subject to an underwriting agreement on a firm commitment basis

Not applicable - the Securities are not being offered to the public as part of a public offer.

Indication of the most material conflicts of interest pertaining to the offer or the admission to trading

The Issuer may enter into hedging arrangements with market counterparties in connection with the issue of the Securities in order to hedge its exposure.
The Issuer will act as Calculation Agent under the Securities.
In addition, the Issuer may act as liquidity provider (as defined under the rules of the relevant market, as amended from time to time) in respect of the Securities.
Save as discussed above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.