FINAL TERMS

26 June 2025

Intesa Sanpaolo S.p.A.

Legal entity identifier (LEI): 2W8N8UU78PMDQKZENC08

STANDARD LONG DIGITAL CERTIFICATES on Basket of Shares due 31.07.2030

commercial name: ***"Intesa Sanpaolo S.p.A. Digital Standard Certificates su Paniere di Azioni Energia - PROTEZIONE 100% - Scadenza 31.07.2030"***

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 7 March 2025 which constitutes 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. 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. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified offices of the Principal Security Agent. The Base Prospectus has been published on the websites of Euronext Dublin (www.euronext.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 Euronext Dublin, the Final Terms will be published on the website of Euronext Dublin 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
47	Up to 280,000	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 Share Securities.

   (b) The item to which the Securities relate is a Basket of shares (the "**Basket**" or the "**Underlying**" and each a "**Basket Constituent**" or a "**Share**") composed as follows:

i	**Basket Constituent**	**Basket**

		Constituent Weight
1	TotalEnergies SE (ISIN Code: FR0000120271, Bloomberg Code: TTE FP <Equity>)	1/5
2	Eni S.p.A. (ISIN Code: IT0003132476, Bloomberg Code: ENI IM <Equity>)	1/5
3	Repsol S.A. (ISIN Code: ES0173516115, Bloomberg Code: REP SM <Equity>)	1/5
4	Siemens Energy AG (ISIN Code: DE000ENER6Y0, Bloomberg Code: ENR GY <Equity>)	1/5
5	Enel S.p.A. (ISIN Code: IT0003128367, Bloomberg Code: ENEL IM <Equity>)	1/5

7. Reference Underlying: Not applicable

8. Typology: Standard Long Certificates

9. Exercise Date: The Exercise Date of the Securities is 31 July 2030.

   Renouncement Notice: Applicable. The Renouncement Notice Cut-off Time is the last Valuation Date.

10. Settlement Date: The Settlement Date of the Securities is 31 July 2030.

    If, on a Valuation Date a Market Disruption Event occurs, the Settlement Date will be postponed accordingly. Such Settlement Date shall not, in any case, be postponed beyond the tenth Business Day following the last Valuation Date.

11. Delivery Date: The Delivery Date for the Securities is the Issue Date.

12. Issue Date: The Issue Date is 31 July 2025, or, in case of postponement, such other date specified in a notice published on the website of the Issuer.

    The Issue Date shall not, in any case, be postponed beyond the fifth Business Day following 31 July 2025.

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.

    If one or more dates do not fall on an Exchange Business Day

		for one or more of the Basket Constituents such dates will be postponed to the immediately following day which is an Exchange Business Day for all the Basket Constituents, according to the applicable 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: – Euronext Milan of Borsa Italiana S.p.A., in relation to Eni S.p.A. and Enel S.p.A. Shares; – Xetra, in relation to Siemens Energy AG Share; – Euronext Paris, in relation to TotalEnergies SE Share; – Bolsa de Madrid, in relation to Repsol S.A. Share.
23.	Reference Source:	The relevant Reference Source is, in relation to each Basket Constituent, the relevant Exchange.
24.	Related Exchange(s):	The relevant Related Exchange is: – Euronext Derivatives Milan of Borsa Italiana S.p.A., in relation to Eni S.p.A. and Enel S.p.A. Shares; – EUREX, in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares.
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: *(Initial Percentage x Initial Reference Value 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. The Multiplier is equal to 1,000.
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, in relation to each Basket Constituent, EUR.
42.	Quanto Option:	Not applicable
43.	Determination Date(s):	30 July 2025, 31 July 2025, 1 August 2025, 4 August 2025 and 5 August 2025
44.	Valuation Date(s):	23 July 2030, 24 July 2030, 25 July 2030, 26 July 2030 and 29 July 2030
45.	Intraday Value:	Not applicable
46.	Reference Value:	For the purposes of the determination of the Digital Event, the Reference Value will be calculated on the last day of the relevant Digital Valuation Period and is equal to the Basket Value on such date. The Basket Value on the relevant Digital Valuation Period is equal to the sum of the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of each Basket Constituent on each date of the relevant Digital Valuation Period, divided by the the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of such Basket Constituent on the Determination Dates, multiplied for the relevant weighting of such Basket Constituent. The Basket Value will be calculated in accordance with the following formula: $Basket_t = \sum_{i=1}^{n} \frac{C_t^i}{C_0^i} \times W^i$ Where:

"$\boldsymbol{Basket_t}$" is the Basket Value on the relevant Digital Valuation Period,

"$\boldsymbol{C_t^i}$" is the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of the Basket Constituent "i" determined on each date of the relevant Digital Valuation Period,

"$\boldsymbol{C_0^i}$" is the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of the Basket Constituent "i" determined on the Determination Dates,

"$\boldsymbol{W^i}$" is the weighting of the Basket Constituent "i", and

"$\boldsymbol{n}$" is the number of the Basket Constituents (n = 5).

47. Initial Reference Value: The Initial Reference Value is equal to 1.

Initial Reference Value Determination Period(s): Not applicable

48. Final Reference Value: The Final Reference Value will be calculated on 28 May 2030 and is equal to the Basket Value on such date.

The Basket Value is equal to the sum of the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of each Basket Constituent on the Valuation Dates, divided by the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of such Basket Constituent on the Determination Dates, multiplied for the relevant weighting of such Basket Constituent. The Basket Value will be calculated in accordance with the following formula:

$$Basket_t = \sum_{i=1}^{n} \frac{C_t^i}{C_0^i} \times W^i$$

Where:

"$\boldsymbol{Basket_t}$" is the Basket Value on 28 May 2030,

"$\boldsymbol{C_t^i}$" is the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of the Basket Constituent "i" determined on the Valuation Dates,

"$\boldsymbol{C_0^i}$" is the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of the Basket Constituent "i" determined on the Determination Dates,

		"$\boldsymbol{W^i}$" is the weighting of the Basket Constituent "i", and "$\boldsymbol{n}$" is the number of the Basket Constituents (n = 5).
	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:	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

PROVISIONS RELATING TO REMUNERATION AMOUNTS AND EARLY REDEMPTION AMOUNTS

Applicable

82.	Knock-out Feature:	Not applicable
83.	Knock-in Feature:	Not applicable
84.	Digital Amount(s):	Applicable. The Digital Amount is equal to EUR 47.20 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 100% of the Initial Reference Value. The Digital Level is equal to 1.
	Digital Valuation Period(s):	21 July 2026, 22 July 2026, 23 July 2026, 24 July 2026 and 27 July 2026 (the "**First Digital Valuation Period**") 20 July 2027, 21 July 2027, 22 July 2027, 23 July 2027 and 26 July 2027 (the "**Second Digital Valuation Period**") 19 July 2028, 20 July 2028, 21 July 2028, 24 July 2028 and 25

	July 2028 (the "**Third Digital Valuation Period**") 19 July 2029, 20 July 2029, 23 July 2029, 24 July 2029 and 25 July 2029 (the "**Fourth Digital Valuation Period**") 23 July 2030, 24 July 2030, 25 July 2030, 26 July 2030 and 29 July 2030 (the "**Fifth Digital Valuation Period**")
Digital Payment Date(s):	31 July 2026 in relation to the First Digital Valuation Period (the "**First Digital Payment Date**") 30 July 2027 in relation to the Second Digital Valuation Period (the "**Second Digital Payment Date**") 31 July 2028 in relation to the Third Digital Valuation Period (the "**Third Digital Payment Date**") 31 July 2029 in relation to the Fourth Digital Valuation Period (the "**Fourth Digital Payment Date**") 31 July 2030 in relation to the Fifth Digital Valuation Period (the "**Fifth Digital Payment Date**")
Record Date	30 July 2026 in relation to the First Digital Payment Date 29 July 2027 in relation to the Second Digital Payment Date 28 July 2028 in relation to the Third Digital Payment Date 30 July 2029 in relation to the Fourth Digital Payment Date
Digital Combo Feature:	Not applicable
Cliquet Feature:	Not applicable
Cliquet Valuation Period(s):	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:	Not applicable
Memory Level:	Not applicable

	Memory Valuation Period(s):	Not applicable
	Path Dependency Effect:	Not applicable
	Path Dependency Amount:	Not applicable
85.	Restrike Feature:	Not applicable
86.	Plus Amount(s):	Not applicable
87.	Accumulated Amount(s):	Not applicable
88.	Early Redemption Amount(s):	Not applicable
89.	Early Partial Capital Payment Amount:	Not applicable
90.	Cumulated Bonus Amount:	Not applicable
91.	Coupon Event:	Not applicable
92.	Internal Return Amount:	Not applicable
93.	Participation Remuneration Amount:	Not applicable
94.	Participation Rebate Feature:	Not applicable
95.	Floating Amount:	Not applicable
96.	Premium Gap Amount:	Not applicable

PROVISIONS RELATING TO WARRANTS

Not applicable

97.	Type of Warrants:	Not applicable
98.	Notional Amount:	Not applicable
99.	Day Count Fraction:	Not applicable
100.	Exercise Price:	Not applicable
101.	Premium:	Not applicable
102.	Barrier Event:	Not applicable
	Barrier Event Determination Period(s):	Not applicable
	Barrier Valuation Period(s):	Not applicable
	Lower Barrier Level:	Not applicable
	Upper Barrier Level:	Not applicable
	Corridor Early Amount:	Not applicable

	Corridor Early Payment Date:	Not applicable
103.	Strike Percentage:	Not applicable
104.	Exercise Period:	Not applicable
105.	Maximum Exercise Number:	Not applicable
106.	Settlement Determination Period:	Not applicable
107.	Settlement Determination Date:	Not applicable

GENERAL

108.	Form of Securities:	Bearer Securities Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security.
109.	Prohibition of Sales to Retail Investors:	Not applicable

DISTRIBUTION

110.	Syndication:	The Securities will be distributed on a non-syndicated basis.
	If non-syndicated, name and address of Manager (if not the Issuer):	Not applicable.

COMMISSIONS AND/ OR COSTS

111.	Commissions and other costs:	The Offer Price embeds: – distribution commissions equal to 2.50 per cent. of the Issue Price in respect of the aggregate Securities distributed; – costs in relation to the maintenance of the conditions of the Offer equal to 0.962 per cent. of the Issue Price; and – other structuring costs equal to 0.06 per cent. of the Issue Price.

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:	None
(ii)	Admission to trading:	Application will be made for the Securities to be admitted to trading on the Italian multilateral trading facility SeDeX, 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

The Central Bank of Ireland 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

Intesa Sanpaolo S.p.A., the issuer of the Securities, will also act as Distributor, therefore it results in a conflict of interest.

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 and save for any commission and costs referred to in item 111 of Part A above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the Offer.

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

(i)	Reasons for the offer:	See "Use of Proceeds" wording in Base Prospectus.
(ii)	Estimated net proceeds:	The net proceeds (resulting from subtracting the commissions and the costs referred to in item 111 of Part A, from the aggregate Issue Price paid by the Securityholders) of the issue of the Securities will be up to EUR 270,138,400.
(iii)	Estimated total expenses:	Not applicable.

5. TERMS AND CONDITIONS OF THE OFFER

Applicable

Non-exempt Offer Jurisdiction(s):	Italy
Offer Price:	Issue Price. Investors should take into consideration that the Offer Price embeds distribution commissions and costs as described in Paragraph 111 of Part A above. Investors should also take into consideration that when the Securities are sold on the secondary market after the Offer Period, the above mentioned commissions and costs are not taken into consideration in determining the price at which such Securities may be sold on the secondary market.
Conditions to which the offer is subject:	Offer of the Securities is conditional on their issue and on the release by Borsa Italiana S.p.A., or by other trading venues, before the Issue Date, of the relevant authorisation to the admission to trading of the Securities.
The Offer Period, including any possible amendments, during which the offer will be open and description of the application process:	An offer (the "**Offer**") of the Securities will be made by the Distributor other than pursuant to Article 1(4) of the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") in Italy during the period from 27 June 2025 to and including 29 July 2025 or, in respect of sales by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) only, to and including 22 July 2025 or, in respect of sales by means of distance communication techniques only, to and including 15 July 2025 (the "**Offer Period**"). The Securities are being offered to the public in Italy pursuant to Articles 24 and 25 of the Prospectus Regulation. The Issuer reserves the right, in its sole discretion, to close the Offer Period early, also in circumstances where purchases of Securities are not yet equal to the maximum amount offered of 280,000 Securities. Notice of the early closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer. The early closure of the Offer will become effective from the date specified in such notice. The Issuer reserves the right, in its sole discretion, to revoke or withdraw the Offer and the issue of the Securities at any time prior to the Issue Date. Notice of revocation/withdrawal of the Offer will be given by the Issuer by publication of such notice on the

website of the Issuer. Revocation/withdrawal of the Offer will be effective upon publication. Upon revocation/withdrawal of the Offer, all subscription applications will become void and of no effect, without further notice.

The Issuer reserves the right to postpone the closure of the Offer Period, in order to extend the Offer Period. Notice of the postponement of the closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer.

During the Offer Period, prospective investors may subscribe the Securities during normal Italian banking hours at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**") (*Scheda di Adesione*).

The Acceptance Form is available at each Distributor's office.

Subscription of the Securities may also be made by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*).

Subscription of the Securities may also be made by means of distance communication techniques.

There is no limit to the subscription application which may be filled in and delivered by the same prospective investor.

The subscription requests can be revoked by the potential investors through a specific request made at the office of the Distributor which has received the relevant subscription forms within 5:00 p.m. on 29 July 2025 also in case of early closure, or within the last day of the Offer Period as postponed in the event of an extension of the Offer.

Once the revocation terms are expired, the subscription of the Securities is irrevocable.

In addition to what stated above, in respect of subscription of the Securities made by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*), subscription will be effective only after seven days following completion of the subscription form; by this deadline investor is fully entitled, at no cost and fees, to revoke its subscription by notice to the Distributor and/or the financial advisor authorised to make off-premises offers (*consulente finanziario*

	abilitato all'offerta fuori sede). Finally, in respect of subscription of the Securities made by means of distance communication techniques, subscription will be effective only after 14 days following completion of the subscription form; by this deadline investor classified as Consumer ("***Consumatore***") pursuant to article *67-duodecies* of Italian Legislative Decree 206/2005 ("***Codice del Consumo***"), is fully entitled, at no cost and fees, to revoke its subscription by notice to the Distributor. The Issuer may in certain circumstances, including but not limited to the filing of a supplement to the Base Prospectus, postpone the Issue Date. In the event that the Issuer gives notice that the Issue Date shall be postponed from 31 July 2025 to the other date specified in the relevant notice (which will fall within a period of five Business Days following 31 July 2025), investors will be entitled, at no cost and fees, to revoke their subscription within three Business Days before the postponed Issue Date.
Details of the minimum and/or maximum amount of the application:	The Securities may be subscribed in a minimum lot of no. 1 Security and an integral number of Securities higher than such amount and being an integral multiple of 1. There is no maximum amount of application within the maximum number of Securities offered of 280,000 Securities. The Issuer reserves the right to increase, during the Offer Period, the maximum amount of Securities offered. The Issuer shall forthwith give notice of any such increase by publication of a notice on the website of the Issuer.
Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not applicable
Details of the method and time limits for paying up and delivering the Securities:	The total consideration for the Securities subscribed must be made by the investor on the Issue Date to the Distributor's office which has received the relevant Acceptance Form. The Securities will be delivered on the Issue Date, subsequent to the payment of the Offer Price, to potential Securityholders in the deposit accounts held, directly or indirectly, by the Distributor at Euroclear and/or Clearstream.

Manner in and date on which results of the offer are to be made public:	Not later than 5 days on which the T2 System is open following the Issue Date (as postponed) the Issuer will notify the public of the results of the Offer through a notice published on the website of the Issuer.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
Whether tranche(s) have been reserved for certain countries:	The Securities will be offered to the public only in Italy. Qualified investors, as defined in Article 2 (e) of the Prospectus Regulation, are allowed to subscribe any Securities.
Process for notifying to applicants of the amount allotted and an indication whether dealing may begin before notification is made:	The Distributor shall notify applicants with amounts allotted. Subscription applications will be satisfied until reaching the maximum number of Securities offered of 280,000 Securities and thereafter the Distributor will immediately suspend receipt of further subscription applications and the Offer Period will be closed early by the Issuer. Before the Issue Date, in the event that, notwithstanding the above, the aggregate amount of Securities requested to be subscribed exceed the maximum number of Securities offered of 280,000 Securities, the Issuer will allot the Securities in accordance with allotment criteria so to assure transparency and equal treatment amongst all potential subscribers thereof.
Amount of any expenses and taxes charged to the subscriber or purchaser:	No expenses and duties will be charged by the Issuer to the subscribers of the Securities. Investors should take into consideration that the Offer Price embeds distribution commissions and costs as described in Paragraph 111 of Part A.
Consent to use of Base Prospectus:	Not applicable.

6. DISTRIBUTION

Applicable

(i)	Name(s) and address(es), to the extent known to the Issuer, of the Managers / Distributors in the various countries	The Issuer Intesa Sanpaolo S.p.A., with registered office at Piazza San Carlo, 156 – 10121 Turin, Italy

	where the offer takes place:	will act as distributor of the Securities (the "**Distributor**").
(ii)	Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	The Issuer will also act as lead manager of the placement (*Responsabile del Collocamento*) as defined under article 93-*bis* of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the "**Financial Services Act**").
(iii)	Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent):	Not applicable.
(iv)	Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:	Not applicable.
(v)	Date of signing of the placement agreement:	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:	XS3101839465
(ii)	Common Code:	310183946
(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):	Not applicable
(iv)	Names and addresses of initial Security Agents:	BNP Paribas Securities Services, Luxembourg branch 60, avenue J.F. Kennedy Luxembourg L – 2085 Luxembourg

PART C – ISSUE SPECIFIC SUMMARY OF THE SECURITIES

Section 1 – Introduction containing warnings

Securities: STANDARD LONG DIGITAL CERTIFICATES on Basket of Shares due 31.07.2030 (ISIN Code XS3101839465)

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: Central Bank of Ireland (**CBI**), New Wapping Street, North Wall Quay, Dublin 1 D01 F7X3, Ireland. Phone number: +353 (0)1 224 6000.

Date of approval of the Base Prospectus: Warrants and Certificates Programme IMI Corporate & Investment Banking approved by the CBI on 7 March 2025.

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 "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 Intesa Sanpaolo Group is a provider of financial products and services to both households and enterprises in Italy.

The Intesa Sanpaolo Group operates through six divisions: the Banca dei Territori division, the Corporate and Investment Banking division, the International Banks division, the Private Banking division, the Asset Management division and the Insurance division.

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

As at 4 December 2024, 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: 6.482%); Fondazione Cariplo (ordinary shares: 961,333,900; owned: 5.400%).

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 half year ended

EUR millions, except where indicated	31.12.24[1] *Unaudited*	31.12.23 *Audited*	31.12.22[2] *Audited*	30.06.24 *Unaudited*	30.06.23 *Unaudited*
Interest margin	not available	16,936	9,685	9,119	7,932
Net fee and commission income	not available	7,801	8,577	4,248	3,940
Profits (Losses) on trading	not available	513	(149)	20	69
Net losses/recoveries for credit risks	not available	(1,416)	(2,624)	(573)	(725)
Net income from banking and insurance activities	not available	23,026	18,483	12,756	11,470
Parent Company's net income (loss)	8,666	7,724	4,354	4,766	4,222
	Consolidated Balance Sheet				
	As for the year ended			As for the half year ended	Value as outcome from the Supervisory Review and Evaluation Process ('SREP' requirement for 2024)
EUR millions, except where indicated	31.12.24[1] *Unaudited*	31.12.23 *Audited*	31.12.22[2] *Audited*	30.06.24 *Unaudited*	
Total assets	933,285	963,570	975,683	934,422	not applicable
Senior debt (securities issued)[3]	not available	96,270	63,605	102,955	not applicable
Subordinated debt (securities issued)	not available	12,158	12,474	11,205	not applicable
Financial assets measured at amortised cost - Loans to customers	not available	486,051	495,194	478,967	not applicable
Financial liabilities measured at amortised cost - Due to customers	not available	440,449	454,025	445,467	not applicable
Share capital	10,369	10,369	10,369	10,369	not applicable
Non performing loans	4,920	4,965	5,496	4,758	not applicable
Common Equity Tier 1 capital (CET1) ratio (%)	13.3%[4]	13.7%	13.8%[5]	13.5%	9.88%[6]

[1] The financial information relating to 31 December 2024 has been extracted from the press release issued by Intesa Sanpaolo S.p.A. on 4 February 2025 and entitled "Intesa Sanpaolo: Consolidated Results as at 31 December 2024" (the "**2024 Results Press Release**"). The Issuer confirms that the unaudited results and other figures contained in the 2024 Results Press Release are consistent with the corresponding figures that will be contained in the Issuer's consolidated financial statements as at and for the year ended 31 December 2024. The financial information indicated as "not available" has not been inserted in the 2024 Results Press Release.
[2] Figures from the 2022 Annual Report.
[3] Securities issued not accounted for as subordinated debt.
[4] After deducting from capital 2 billion euro of buyback authorised by the ECB to be launched in June 2025, subject to the approval from the Shareholders' Meeting.
[5] Transitional.
[6] Countercyclical Capital Buffer calculated taking into account the exposure as at 31 December 2024 in the various countries where the Group

Total Capital Ratio	19.0%[4]	19.2%	19.1%[5]	19.3%	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 most common legal disputes are related to invalidity, cancellation, inefficacy actions or compensation for damages as a consequence of transactions related to the ordinary banking and financial activity carried out by the Bank.

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 Intesa Sanpaolo 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 Intesa Sanpaolo Group to suffer losses, increases of financing costs, and reductions of the value of the assets held, with a potentially negative impact on the liquidity of the Bank and/or the Intesa Sanpaolo 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 Intesa Sanpaolo 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, in light of the findings set forth in the EBA third report on LCR and NSFR monitoring[7], 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 the cumulative effect of the maturity of all the remaining central bank funding and 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 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 bearer form ("**Bearer Securities**").

The Certificates are cash settled.

The ISIN of the Certificates is XS3101839465.

has a presence, as well as the respective requirements set by the competent national authorities and relating to 2026, where available, or the most recent update of the reference period (requirement was set at zero per cent in Italy for 2024 and the first quarter of 2025).

[7] EBA Report on "Monitoring of liquidity coverage ratio and net stable funding ratio implementation in the EU" of 15 June 2023.

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 Exercise Date. The Exercise Date and Settlement Date is 31 July 2030.

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 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: 21 July 2026, 22 July 2026, 23 July 2026, 24 July 2026 and 27 July 2026 (the "**First Digital Valuation Period**"); 20 July 2027, 21 July 2027, 22 July 2027, 23 July 2027 and 26 July 2027 (the "**Second Digital Valuation Period**"); 19 July 2028, 20 July 2028, 21 July 2028, 24 July 2028 and 25 July 2028 (the "**Third Digital Valuation Period**"); 19 July 2029, 20 July 2029, 23 July 2029, 24 July 2029 and 25 July 2029 (the "**Fourth Digital Valuation Period**"); 23 July 2030, 24 July 2030, 25 July 2030, 26 July 2030 and 29 July 2030 (the "**Fifth Digital Valuation Period**"). The Digital Level is equal to 1 (100% of the Initial Reference Value) (the "**Digital Level**"), in relation to each Digital Valuation Period.The Digital Amount is equal to EUR 47.20 in relation to each Digital Valuation Period.

****

CASH SETTLEMENT AMOUNT

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

STANDARD LONG CERTIFICATES

CALCULATION METHOD IN THE CASE OF POSITIVE AND NEGATIVE PERFORMANCE OF THE UNDERLYING

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

****

For the purposes of the above the following applies:
For the purposes of the determination of the Digital Event, the Reference Value will be calculated on the last day of the relevant Digital Valuation Period and is equal to the Basket Value on such date. The Basket Value on the relevant Digital Valuation Period is equal to the sum of the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of each Basket Constituent on each date of the relevant Digital Valuation Period, divided by the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of such Basket Constituent on 30 July 2025, 31 July 2025, 1 August 2025, 4 August 2025 and 5 August 2025 (the "**Determination Dates**"), multiplied for the relevant weighting of such Basket Constituent.
The Initial Reference Value is equal to 1.
The Final Reference Value will be calculated on 29 July 2030 and is equal to the Basket Value on such date. The Basket Value is equal to the sum of the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of each Basket Constituent on 23 July 2030, 24 July 2030, 25 July 2030, 26 July 2030 and 29 July 2030 (the "**Valuation Dates**"), divided by the arithmetic mean of the reference prices (in relation to Eni S.p.A. and Enel S.p.A. Shares) or closing prices (in relation to Siemens Energy AG, TotalEnergies SE and Repsol S.A. Shares) of such Basket Constituent on the Determination Dates, multiplied for the relevant weighting of such Basket Constituent.
The Underlying is a basket of shares (the "**Underlying**" or the "**Basket**") composed by the following financial assets (each a "**Basket Constituent**" or a "**Share**"):

i	Basket Constituent	Basket Constituent Weight
1	TotalEnergies SE (ISIN Code: FR0000120271, Bloomberg Code: TTE FP <Equity>)	1/5
2	Eni S.p.A. (ISIN Code: IT0003132476, Bloomberg Code: ENI IM <Equity>)	1/5
3	Repsol S.A. (ISIN Code: ES0173516115, Bloomberg Code: REP SM <Equity>)	1/5
4	Siemens Energy AG (ISIN Code: DE000ENER6Y0, Bloomberg Code: ENR GY <Equity>)	1/5
5	Enel S.p.A. (ISIN Code: IT0003128367, Bloomberg Code: ENEL IM <Equity>)	1/5

In respect of the Basket Constituents, certain historical information (including past performance thereof) may be found on major information providers, such as Bloomberg and Reuters. Information about the Eni S.p.A. Share may be found on the website of the relevant issuer www.eni.com. Information about the Enel S.p.A. Share may be found on the website of the relevant issuer www.enel.com. Information about the Siemens Energy AG Share may be found on the website of the relevant issuer www.siemens-energy.com. Information about the TotalEnergies SE Share may be found on the website of the relevant issuer www.totalenergies.com. Information about the Repsol S.A. Share may be found on the website of the relevant issuer www.repsol.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 Italian multilateral trading facility SeDeX, 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 loss of the purchase price of their Securities. Fluctuations in the value of the relevant Underlying will affect the value of the Securities.

Certain considerations associated with Share Securities

In the case of Securities relating to a share or to a GDR/ADR (or basket of shares or basket of GDRs/ADRs), no issuer of such shares will have participated in the preparation of the relevant Final Terms or in establishing the terms of the Securities and neither the Issuer nor any Manager will make any investigation or enquiry in connection with such offering with respect to any information concerning any such issuer of shares contained in such Final Terms or in the documents from which such information was extracted. Consequently, there can be no assurance that all events occurring prior to the relevant issue date that would affect the trading price of the shares will have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning such an issuer of shares could affect the trading price of the shares and therefore the trading price of the Securities. Securityholders will not have voting rights or rights to receive dividends or distributions or any other rights with respect to the relevant shares to which such Securities relate.

Risk related to Baskets – Correlation risk

In the case of a Basket, the investor shall take into account that the value and the return of the Certificates depends on the value of each Basket Constituents, the weighting allocated to each Basket Constituents and the correlation between the Basket Constituent. In the case of a Basket, the investor shall consider that a different weighting allocated to the Basket Constituents entails a higher or lower value of the Basket.

Impact of implicit fees on the Issue Price/Offer Price

Investors should note that implicit fees (e.g. placement commissions/distribution commissions, structuring fees) may be a component of the Issue Price/Offer Price of the Securities, but such fees will not be taken into account for the purposes of determining the price of the relevant Securities in the secondary market. Investors should also take into consideration that if Securities are sold on the secondary market immediately following the offer period relating to such Securities, the implicit fees included in the Issue Price/Offer Price on initial subscription for such Securities will be deducted from the price at which such Securities may be sold in the secondary market.

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 Exercise 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?

General terms, conditions and expected timetable of the offer

Non-exempt Offer Jurisdiction(s): Italy

Maximum number of Securities offered: 280,000

Offer Price: EUR 1,000.

Offer Period: from 27 June 2025 to and including 29 July 2025 or, in respect of sales by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) only, to and including 22 July 2025 or, in respect of sales by means of distance

communication techniques only, to and including 15 July 2025 (the "**Offer Period**"). **Conditions to which the offer is subject:** The offer of the Securities is conditional on their issue and on the release by Borsa Italiana S.p.A., or by other trading venues, before the Issue Date, of the relevant authorisation to the admission to trading of the Securities. **Terms of the Offer**: This issue of Securities is being offered in a Non-Exempt Offer in Italy pursuant to Articles 24 and 25 of the Prospectus Regulation. The Securities will be distributed by way of public offer and the distribution activities will be carried out by the Distributor. The Issuer reserves the right, in its sole discretion, to close the Offer Period early, also in circumstances where purchases of Securities are not yet equal to the maximum amount offered of 280,000 Securities. Notice of the early closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer. The early closure of the Offer will become effective from the date specified in such notice. The Issuer reserves the right to postpone the closure of the Offer Period, in order to extend the Offer Period. Notice of the postponement of the closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer. The Issuer reserves the right to increase, during the Offer Period, the maximum amount of Securities offered. The Issuer shall forthwith give notice of any such increase by publication of a notice on the website of the Issuer. The Issuer reserves the right, in its sole discretion, to revoke or withdraw the Offer and the issue of the Securities at any time prior to the Issue Date. Notice of revocation/withdrawal of the Offer will be given by publication of such notice on the website of the Issuer. Revocation/withdrawal of the Offer will be effective upon publication. Upon revocation/withdrawal of the Offer, all subscription applications will become void and of no effect, without further notice. **Minimum and maximum subscription amount:** The Securities may be subscribed in a minimum lot of no. 1 Security and an integral number of Securities higher than such amount and being an integral multiple of 1. There is no maximum amount of application within the maximum number of Securities offered of 280,000 Securities. **Expenses charged to the investor by the issuer or the offeror:** The Offer Price embeds: – distribution commissions equal to 2.50 per cent. of the Issue Price in respect of the aggregate Securities distributed; – costs in relation to the maintenance of the conditions of the Offer equal to 0.962 per cent. of the Issue Price; and – other structuring costs equal to 0.06 per cent. of the Issue Price.
Who is the offeror?
The Issuer Intesa Sanpaolo S.p.A., with registered office at Piazza San Carlo, 156 – 10121 Turin, Italy, will act as Distributor of the Securities (the "**Distributor**"). The Issuer will also act as lead manager of the placement (*Responsabile del Collocamento*) as defined under article 93-*bis* of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended.
Reasons for the offer and estimated net amount of the proceeds
The Issuer intends to use the net proceeds from each issue of Certificates for general corporate purposes, including making a profit. A substantial portion of the proceeds may be used to hedge market risks with respect to the Certificates. The net proceeds (resulting from subtracting the commissions and the costs referred to above from the aggregate Issue Price paid by the Securityholders) of the issue of the Securities will be up to EUR 270,138,400.
Indication of whether the offer is subject to an underwriting agreement on a firm commitment basis
Not applicable.
Indication of the most material conflicts of interest pertaining to the offer or the admission to trading.
Intesa Sanpaolo S.p.A., the issuer of the Securities, will also act as Distributor, therefore it results in a conflict of interest. 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 and save for any commission and costs referred to above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the Offer.