FINAL TERMS

5 September 2025

Intesa Sanpaolo S.p.A.

Legal entity identifier (LEI): 2W8N8UU78PMDQKZENC08

STANDARD LONG AUTOCALLABLE BARRIER DIGITAL PLUS CERTIFICATES on SOCIÉTÉ GÉNÉRALE SA Share due 28.09.2029

*commercial name: "**Intesa Sanpaolo S.p.A. Express Plus Certificates su Azione Société Générale SA - Scadenza 28.09.2029**"*

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 21 July 2025 and the supplement to the Base Prospectus dated 4 August 2025 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 and the specified offices of the Principal Security Agent. 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**
9	Up to 150,000	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 the Société Générale SA share (ISIN Code: FR0000130809; Bloomberg Code: GLE FP <Equity>) (the "**Underlying**" or the "**Share**").
7.	Reference Underlying:	Not applicable
8.	Typology:	Standard Long Certificates
9.	Exercise Date:	The Exercise Date of the Securities is 28 September 2029.
	Renouncement Notice:	Applicable. The Renouncement Notice Cut-off Time is the last Valuation Date.
10.	Settlement Date:	The Settlement Date of the Securities is 28 September 2029. 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 30 September 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 30 September 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
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, the Early Redemption 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 Paris.
23.	Reference Source:	The relevant Reference Source is the relevant Exchange.
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, if an Early Redemption Event has not occurred, 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 not 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 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 EUR.
42.	Quanto Option:	Not applicable
43.	Determination Date(s):	29 September 2025, 30 September 2025, 1 October 2025, 2 October 2025 and 3 October 2025

44.	Valuation Date(s):	20 September 2029, 21 September 2029, 24 September 2029, 25 September 2029 and 26 September 2029
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 Early Redemption Event, the Reference Value will be calculated on the last day of, respectively, the Digital Valuation Period and the relevant Early Redemption Valuation Period. The Reference Value is equal to the arithmetic mean of the closing prices of the Underlying, resulting from the listing made by the Reference Source, determined by the Calculation Agent on each date of the Digital Valuation Period and the relevant Early Redemption Valuation Period, calculated pursuant to the following formula: $RV = \frac{1}{x} \times \sum_{z=1}^{x} Underlying_Z$ Where: "**RV**" is the Reference Value, " *x*" is the number of the dates of such Digital Valuation Period and Early Redemption Valuation Period (*x = 5*), "$Underlying_z$", is the closing price of the Underlying on the Exchange Business Day "z" of such Digital Valuation Period and Early Redemption Valuation Period (*z = 1,2,3,4,5*).
47.	Initial Reference Value:	The Initial Reference Value will be calculated on 3 October 2025 and is equal to the arithmetic mean of the closing prices of the Underlying resulting from the listing made by the Reference Source, determined by the Calculation Agent on the Determination Dates, and calculated pursuant to the following formula: $\boldsymbol{IRV} = \frac{1}{x} \times \sum_{t=1}^{x} Underlying_t$ Where: "**IRV**" is the Initial Reference Value, "*x*" is the number of Determination Dates (*x* = 5), and “$Underlying_t$” is the closing price of the Underlying on the Determination Date “*t*” (*t = 1,2,3,4,5*).
	Initial Reference Value Determination Period(s):	Not applicable
48.	Final Reference Value:	The Final Reference Value will be calculated on 26 September 2029 and is equal to the arithmetic mean of the closing prices of the Underlying resulting from the listing made by the Reference

		Source, determined by the Calculation Agent on the Valuation Dates, and calculated pursuant to the following formula:
		$$\boldsymbol{FRV} = \frac{1}{x} \times \sum_{j=1}^{x} Underlying_j$$
		Where:
		"**FRV**" is the Final Reference Value,
		"*x*" is the number of Valuation Dates (*x = 5*), and
		"$Underlying_j$" is the closing price of the Underlying on the Valuation Date "*j*" (*j = 1,2,3,4,5*).
	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:	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):	26 September 2029
	Barrier Level:	The Barrier Level is equal to 60% 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:	Not applicable
	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

PROVISIONS RELATING TO REMUNERATION AMOUNTS AND EARLY REDEMPTION AMOUNTS

Applicable

82.	Cliquet Feature:	Not applicable
83.	Knock-out Feature:	Not applicable
84.	Knock-in Feature:	Not applicable
85.	Digital Amount(s):	Applicable. The Digital Amount is equal to EUR 210.00. The Digital Amount will be paid if the Digital Event occurs in the Digital Valuation Period. The Digital Event will occur when the Calculation Agent determines that, in the 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 Digital Payment Date.
	Underlying(s):	Not applicable
	Digital Level(s):	The Digital Level is equal to 60% of the Initial Reference Value.
	Digital Valuation Period(s):	20.09.2029, 21.09.2029, 24.09.2029, 25.09.2029, 26.09.2029
	Digital Payment Date(s):	28.09.2029
	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:	Not applicable
	Memory Level:	Not applicable
	Memory Valuation Period(s):	Not applicable
	Path Dependency Effect:	Not applicable
	Path Dependency Amount:	Not applicable
86.	Restrike Feature:	Not applicable
87.	Plus Amount(s):	Applicable. The Securityholders are entitled to receive the unconditional payment of the Plus Amount, equal to EUR 70.00, on the Plus Payment Date.
	Plus Payment Date(s):	30.09.2026
	Record Date:	29.09.2026
88.	Accumulated Amount(s):	Not applicable
89.	Early Redemption Amount(s):	Applicable. The Early Redemption Amount is equal to: - EUR 1,070.00 in relation to the First Early Redemption Valuation Period; - EUR 1,140.00 in relation to the Second Early Redemption Valuation Period.
	Underlying(s):	Not applicable
	Early Participation Factor$_t$:	Not applicable
	Early Cap Level:	Not applicable
	Early Cap Percentage:	Not applicable
	Early Cap Amount:	Not applicable
	Early Redemption Event:	An Early Redemption Event will occur when the Calculation Agent determines that, in the relevant Early Redemption Valuation Period, the Reference Value is equal to or higher than the Early Redemption Level. In that case, the Securityholders are entitled to receive the payment of the relevant Early Redemption Amount on the relevant Early Payment Date and the Certificates are deemed to be early redeemed.

	Underlying(s):	Not applicable
	Early Redemption Level:	In relation to each Early Redemption Valuation Period, the Early Redemption Level is equal to 100% of the Initial Reference Value.

Early Redemption Valuation Period(s):

20.09.2027, 21.09.2027, 22.09.2027, 23.09.2027, 24.09.2027	the "**First Early Redemption Valuation Period**"
19.09.2028, 20.09.2028, 21.09.2028, 22.09.2028, 25.09.2028	the "**Second Early Redemption Valuation Period**"

Early Payment Date(s):

30.09.2027	in relation to the First Early Redemption Valuation Period
29.09.2028	in relation to the Second Early Redemption Valuation Period

90. Early Partial Capital Payment Amount: Not applicable

91. Cumulated Bonus Amount: Not applicable

92. Coupon Premium Amount: Not applicable

93. Internal Return Amount: Not applicable

94. Participation Remuneration Amount: Not applicable

95. Participation Rebate Feature: Not applicable

96. Floating Amount: Not applicable

97. Premium Gap Amount: Not applicable

PROVISIONS RELATING TO WARRANTS

Not applicable.

GENERAL

98. 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.

99. Prohibition of Sales to Retail Investors: Not applicable

DISTRIBUTION

100.	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

101.	Commissions and other costs:	The Offer Price embeds: – distribution commissions equal to 2.00 per cent. of the Issue Price in respect of the aggregate Securities distributed; and – costs in relation to the maintenance of the conditions of the Offer equal to 0.777 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 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

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 101 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 101 of Part A, from the aggregate Issue Price paid by the Securityholders) of the issue of the Securities will be up to EUR 145,834,5400.
(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 101 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 8 September 2025 to and including 26 September 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 19 September 2025 or, in respect of sales by means of distance communication techniques only, to and including 12 September 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 150,000 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 26 September 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 30 September 2025 to the other date specified in the relevant notice (which will fall within a period of five Business Days following 30 September 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 150,000 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. Subsequent to the payment of the Offer Price, on the Issue Date the Securities will be made available to the 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 150,000 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 150,000 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 101 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 where the offer takes place:	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**").
(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:	XS3170269784
(ii)	Common Code:	317026978
(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 AUTOCALLABLE BARRIER DIGITAL PLUS CERTIFICATES on SOCIÉTÉ GÉNÉRALE SA Share due 28.09.2029 (ISIN Code XS3170269784)

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 21 July 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 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 29 April 2025, 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 *Audited*	31.12.23[1] *Audited*	30.06.25[2] *Unaudited*	30.06.24 *Unaudited*
Interest margin	18,090	16,936	not available	not available
Net fee and commission income	8,611	7,801	not available	not available
Profits (Losses) on trading	493	513	not available	not available
Net losses/recoveries for credit risks	(1,139)	(1,416)	not available	not available
Net income from banking and insurance activities	25,375	23,026	not available	not available
Parent Company's net income (loss)	8,666	7,724	5,216	4,766
	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 2025)
EUR millions, except where indicated	31.12.24 *Audited*	31.12.23[1] *Audited*	30.06.252 *Unaudited*	
Total assets	933,285	963,570	943,452	not applicable
Senior debt (securities issued)[3]	98,578	96,270	not available	not applicable
Subordinated debt (securities issued)	11,791	12,158	not available	not applicable
Financial assets measured at amortised cost - Loans to customers	480,242	486,051	not available	not applicable
Financial liabilities measured at amortised cost - Due to customers	443,457	440,449	not available	not applicable
Share capital	10,369	10,369	10,369	not applicable

[1] Figures from the 2023 Annual Report.

[2] The financial information relating to 30 June 2025 has been extracted from the press release issued by Intesa Sanpaolo S.p.A. on 30 July 2025 and entitled "Intesa Sanpaolo: consolidated results as at 30 June 2025" (the "**30 July 2025 Press Release**"). The financial information indicated as "not available" has not been inserted in the 30 July 2025 Press Release.

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

Non performing loans	4,920	4,965	4,929	not applicable
Common Equity Tier 1 capital (CET1) ratio (%)	13.3%[4]	13.7%	13.0%[5]	9.85%[6]
Total Capital Ratio	19.0%[4]	19.2%	18.5%[5]	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 Intesa Sanpaolo Group’s ordinary banking and credit activities, involving claims relating to banking and investment products and services or on credit positions and revocatory 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 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 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

[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] 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.

[6] Countercyclical Capital Buffer calculated taking into account the exposure as at 30 June 2025 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 2026, where available, or the most recent update of the reference period (requirement was set at zero per cent in Italy for the first nine months of 2025).
Systemic Risk Buffer calculated taking into account the exposure as at 30 June 2025 to residents in Italy and the fully loaded requirement effective from the same date.

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

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 XS3170269784.

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 28 September 2029. Otherwise, they may be redeemed before the Exercise Date upon the occurrence of an Early Redemption Event.

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 AMOUNTS

The Certificates provide for the following remuneration amounts.

DIGITAL AMOUNT

The Certificates provide for the payment of the Digital Amount upon occurrence of the Digital Event.
The Digital Event will occur if the Reference Value, on 20.09.2029, 21.09.2029, 24.09.2029, 25.09.2029, 26.09.2029 (the "**Digital Valuation Period**"), is equal to or higher than the 60% of the Initial Reference Value (the "**Digital Level**").
The Digital Amount is equal to EUR 210.00.

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PLUS AMOUNT

The Certificates provide for the unconditional payment of the Plus Amount that is not linked to the performance of the Underlying. The Plus Amount is equal to EUR 70.00 and will be paid on 30.09.2026 (the "**Plus Payment Date**").

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EARLY REDEMPTION AMOUNTS

The Certificates provide the possibility of an automatic early redemption if an Early Redemption Event has occurred.
In particular, if the Reference Value is equal to or higher than the Early Redemption Level in the following periods:

20.09.2027, 21.09.2027, 22.09.2027, 23.09.2027, 24.09.2027	the "**First Early Redemption Valuation Period**"
19.09.2028, 20.09.2028, 21.09.2028, 22.09.2028, 25.09.2028	the "**Second Early Redemption Valuation Period**"

the Certificates will be automatically redeemed and the Securityholder will receive the payment of the relevant amount, equal to: EUR 1,070.00 in relation to the First Early Redemption Valuation Period and EUR 1,140.00 in relation to the Second Early Redemption

Valuation Period (each an "**Early Redemption Amount**"). The Early Redemption Level is equal to 100% of the Initial Reference Value in relation to each Early Redemption Valuation Period (the "**Early Redemption Level**"). **** **CASH SETTLEMENT AMOUNT** The Securityholder will receive on the Settlement Date, if an Early Redemption Event has not occurred, 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 <u>(BARRIER EVENT NOT OCCURRED)</u>** 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 – <u>(BARRIER EVENT OCCURRED)</u>** The Barrier Event will occur if on the last Valuation Date, the Final Reference Value is lower than the Barrier Level equal to 60% of the Initial Reference Value. 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) and therefore will be exposed to the partial or total loss of the capital invested. **** 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 Early Redemption Event, the Reference Value will be calculated on the last day of, respectively, the Digital Valuation Period and the relevant Early Redemption Valuation Period. The Reference Value is equal to the arithmetic mean of the closing prices of the Underlying, determined by the Calculation Agent on each date of the Digital Valuation Period and the relevant Early Redemption Valuation Period. The Initial Reference Value will be calculated on 3 October 2025 and is equal to the arithmetic mean of the closing prices of the Underlying, determined by the Calculation Agent on 29 September 2025, 30 September 2025, 1 October 2025, 2 October 2025 and 3 October 2025 (the "**Determination Dates**"). The Final Reference Value will be calculated on 26 September 2029 and is equal to the arithmetic mean of the closing prices of the Underlying, determined by the Calculation Agent on 20 September 2029, 21 September 2029, 24 September 2029, 25 September 2029 and 26 September 2029 (the "**Valuation Dates**"). The Underlying is the Société Générale SA share (ISIN Code: FR0000130809; Bloomberg Code: GLE FP <Equity>) (the "**Underlying**" or the "**Share**"). 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 Share may be found on the website of the relevant issuer www.societegenerale.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 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.

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 of the Underlying 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.

Risk related to the Digital Level

In relation to the Certificates, the Issuer has set, at its own discretion, the Digital Level. Securityholders should consider that 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 occurrence of an Early Redemption Event

If an Early Redemption Event occurs, the Certificates will be redeemed earlier than the Exercise Date (and therefore terminated). In such case, the Securityholders will receive the relevant Early Redemption Amount on the relevant Early Payment Date and no other amounts will be paid. The Early Redemption Amount is an amount predetermined by the Issuer which will not depend on the value of the relevant underlying asset and, therefore, the potential positive performance of such underlying asset will not be considered. In addition, in the event that the relevant underlying asset is registering a positive performance when an Early Redemption Event occurs, investors should consider that it may not be possible to reinvest in such underlying asset at the same conditions applied to the initial investment made in the Certificates.

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: 150,000

Offer Price: EUR 1,000.

Offer Period: from 8 September 2025 to and including 26 September 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 19 September 2025 or, in respect of sales by means of distance communication techniques only, to and including 12 September 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 150,000 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 150,000 Securities.

Expenses charged to the investor by the issuer or the offeror: The Offer Price embeds:

– distribution commissions equal to 2.00 per cent. of the Issue Price in respect of the aggregate Securities distributed; and
– costs in relation to the maintenance of the conditions of the Offer equal to 0.777 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 145,834,500.

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.