FINAL TERMS

19 October 2026

Intesa Sanpaolo S.p.A.

Legal Entity Identifier (LEI): 2W8N8UU78PMDQKZENC08

CALL COVERED WARRANTS on EURO STOXX 50® Index due 18.12.2026

"Intesa Sanpaolo S.p.A. Covered Warrants su Indice EURO STOXX 50® di tipo Call Scadenza 18.12.2026"

under the Warrants and Certificates Programme IMI Corporate & Investment Banking

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 9 June 2026 and the supplements to the Base Prospectus dated 16 June 2026 and 31 July 2026, which together constitute a base prospectus for the purposes of the Prospectus Regulation, as amended. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8(1) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, as supplemented. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus, as supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing during normal business hours at the registered office of the Issuer. The Base Prospectus and the supplements 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 Warrants 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	Indicative Price per Security
129	50,000,000	The Indicative Price of each Covered Warrant determined on the basis of the market parameters on 12 October 2026 is equal to EUR 0.095.

2. Tranche Number: Not applicable.

3. Minimum Exercise Amount: The Minimum Exercise Amount is 10.

4. Minimum Trading Amount: The Minimum Trading Amount is 10.

5. Consolidation: Not applicable.

6.	Type of Securities and Underlying(s):	(a) The Securities are Covered Warrants. The Warrants are European Style Warrants. (b) The item to which the Securities relate is the EURO STOXX 50® index (ISIN Code: EU0009658145; Bloomberg Code: SX5E <Index>) (the "**Underlying**" or the "**Index**"). Information about EURO STOXX 50® Index may be found on the website of the Index Sponsor www.stoxx.com. The EURO STOXX 50® Index is provided by STOXX Limited. As at the date of these Final Terms, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation. **DISCLAIMER - *EURO STOXX 50® Index*** *The EURO STOXX 50® Index (the "Index") is the intellectual property (including registered trademarks) of STOXX Ltd., Qontigo Index GmbH, or their licensors, and is used under a license. The securities based on the index are neither sponsored nor promoted, distributed or in any other manner supported by STOXX Ltd., Qontigo Index GmbH or their licensors, research partners or data providers and STOXX Ltd., Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, and exclude any liability (whether in negligence or otherwise) with respect thereto generally or specifically in relation to any errors, omissions or interruptions in the Index or its data.*
7.	Reference Underlying:	Not applicable.
8.	Typology:	Call Covered Warrants.
9.	Exercise Date:	The Exercise Date of the Securities is 18 December 2026.
10.	Settlement Date:	The Settlement Date for the Securities falls two Business Days following the Exercise Date.
11.	Delivery Date:	Not applicable.
12.	Issue Date:	The Issue Date is 15 October 2026.
13.	Issue Currency:	The Issue Currency is Euro ("**EUR**").
14.	Purchase Price:	Not applicable.
15.	Business Day:	Not applicable.
16.	Exchange Business Day:	Not applicable.
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 is EUR.
21.	Name and address of Calculation Agent:	The Calculation Agent is Intesa Sanpaolo S.p.A., with registered office at Piazza San Carlo, 156 - 10121 Turin, Italy.
22.	Exchange(s):	The relevant Exchange is, in respect of each component security of the Index (each an "**Index Constituent**"), the principal stock exchange on which such Index Constituent is principally traded, as determined by the Calculation Agent, in relation to the Index.
23.	Index Sponsor:	The relevant Index Sponsor is STOXX Limited.
24.	Related Exchange(s):	The relevant Related Exchange is EUREX.
25.	Futures Contract N-th Near-by Feature:	Not applicable.
26.	Open End Feature:	Not applicable.
27.	Put Option:	Not applicable.
28.	Call Option:	Not applicable.
29.	Maximum Level:	Not applicable.
30.	Minimum Level:	Not applicable.
31.	Settlement Amount:	On the Settlement Date each Covered Warrant 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: *Max [0; (Final Reference Value – Exercise Price)] × Multiplier × Minimum Exercise Amount*
32.	Multiplier:	The Multiplier to be applied is equal to 0.0001.
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):	Not applicable.
44.	Valuation Date(s):	The Valuation Date is the Exercise Date.
45.	Intraday Value:	Not applicable.
46.	Reference Value:	Not applicable.
47.	Initial Reference Value:	Not applicable.
	Initial Reference Value Determination Period(s):	Not applicable.
48.	Final Reference Value:	The Final Reference Value, for the purpose of the calculation of the Cash Settlement Amount, will be registered on the Valuation Date and is a value determined on the basis of the settlement level of the future contract on the Index having the same Exercise Date of the Covered Warrants. Such settlement level will be registered on the Related Exchange on the basis of such Related Exchange calculation method and it is published on the same Related Exchange's website.
	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

Not applicable.

PROVISIONS RELATING TO REMUNERATION AMOUNTS AND EARLY REDEMPTION AMOUNTS

Not applicable.

PROVISIONS RELATING TO WARRANTS

Applicable

53.	Type of Warrants:	(i) the Warrants are European Style Warrants (ii) the Warrants are Call Covered Warrants
54.	Notional Amount:	Not applicable.

55.	Day Count Fraction:	Not applicable.
56.	Exercise Price:	The Exercise Price of the Securities is equal to 6,500.
57.	Premium:	The Premium is equal to the Indicative Price for each Covered Warrant.
58.	Barrier Event:	Not applicable.
	Barrier Event Determination 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.
59.	Strike Percentage:	Not applicable.
60.	Exercise Period:	Not applicable.
61.	Maximum Exercise Number:	Not applicable.
62.	Settlement Determination Period:	Not applicable.
63.	Settlement Determination Date:	Not applicable.

GENERAL

64.	Form of Securities:	Italian Dematerialised Securities.
65.	Prohibition of Sales to Retail Investors:	Not applicable.

DISTRIBUTION

66.	Syndication:	Not applicable.

ADDITIONAL INFORMATION

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

Signed on behalf of the Issuer:

By: .....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing:	Application has been made in Luxembourg – Luxembourg Stock Exchange
(ii)	Admission to trading:	Application has been made for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date or a date around the Issue Date. Application has also been 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

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.

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

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

5. TERMS AND CONDITIONS OF THE OFFER

Not applicable.

6. DISTRIBUTION

(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:	None.
(ii)	Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Not applicable.
(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:	IT0005736084
(ii)	Common Code and Trading Code (*codice di negoziazione*):	The Common Code is 354882116 and the Trading Code (*codice di negoziazione*) is I12018.
(iii)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A., relevant address(es), and relevant identification number(s):	Monte Titoli S.p.A.

PART C – ISSUE SPECIFIC SUMMARY OF THE SECURITIES

Section 1 – Introduction containing warnings

Securities: CALL COVERED WARRANTS on EURO STOXX 50® Index due 18.12.2026 (ISIN Code IT0005736084)

Issuer: Intesa Sanpaolo S.p.A. (**Intesa Sanpaolo**, the **Bank** or the **Issuer**)
Address: Piazza San Carlo 156, 10121 Turin, Italy
Phone number: +39 011 555 1
Website: www.prodottiequotazioni.intesasanpaolo.com
Legal Entity Identifier (LEI): 2W8N8UU78PMDQKZENC08

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

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

This Summary should be read as an introduction to the Base Prospectus.
Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor.
Investors could lose all or part of the invested capital.
Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus (including any supplements as well as the Final Terms) before the legal proceedings are initiated.

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

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

Section 2 – Key information on the Issuer

Who is the issuer of the Securities?

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

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

Intesa Sanpaolo's Legal Entity Identification number (LEI) is 2W8N8UU78PMDQKZENC08.

The Issuer is an Italian bank established as a company limited by shares (*società per azioni*).

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

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

Principal activities

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

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

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

Identity of its key managing directors

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

Identity of its auditors

EY S.p.A., with registered office at Via Lombardia, 31 – 00187 Rome, was appointed by the Issuer as its independent auditor to audit

its financial statements for the period 2021-2029.

What is the key financial information regarding the Issuer?

Consolidated Income Statement				
	As for the year ended		As for the half year ended	
EUR millions, except where indicated	31.12.25 *Audited*	31.12.24 *Audited*	30.06.26[1] *Unaudited*	30.06.25 *Unaudited*
Interest margin	17,310	18,090	not available	not available
Net fee and commission income	8,992	8,611	not available	not available
Profits (Losses) on trading	1,024	493	not available	not available
Net losses/recoveries for credit risks	(1,843)	(1,139)	not available	not available
Net income from banking and insurance activities	25,050	25,375	not available	not available
Parent Company's net income (loss)	9,321	8,666	5,554	5,216

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 2026)
EUR millions, except where indicated	31.12.25 *Audited*	31.12.24 *Audited*	30.06.26[1] *Unaudited*	
Total assets	959,887	933,285	992,669	not applicable
Senior debt (securities issued)[2]	87,152	98,578	not available	not applicable
Subordinated debt (securities issued)	12,197	11,791	not available	not applicable
Financial assets measured at amortised cost - Loans to customers	486,705	480,242	not available	not applicable
Financial liabilities measured at amortised cost - Due to customers	466,380	443,457	not available	not applicable
Share capital	10,369	10,369	10,529	not applicable
Non performing loans	3,892	4,920	3,997	not applicable

[1] The financial information relating to 30 June 2026 has been extracted from the press release issued by Intesa Sanpaolo S.p.A. on 29 July 2026 and entitled "Intesa Sanpaolo: consolidated results as at 30 June 2026" (the "**29 July 2026 Press Release** "). The financial information indicated as "not available" has not been inserted in the 29 July 2026 Press Release.

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

Common Equity Tier 1 capital (CET1) ratio (%)	13.2%[3] [4]	13.3%[5]	13.0%[3] [4]	9.96%[6]
Total Capital Ratio	18.7%[3] [4]	19.0%[5]	18.9%[3] [4]	not available

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

Risk exposure to debt securities issued by sovereign States

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

Risks related to legal proceedings

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

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

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

Credit risk

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

Market risk

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

Liquidity risk of Intesa Sanpaolo

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

Operational risk

The Bank is exposed to several categories of operational risk which are intrinsic to its business, among which are those mentioned herein, by way of example and without limitation: frauds by external persons, frauds or losses arising from the unfaithfulness of the employees and/or breach of control procedures, operational errors, defects or malfunctions of computer or telecommunication systems,

[3] 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.

[4] After deducting from capital 2.3 billion euro of buyback authorised by the ECB launched on 6 July 2026, following the approval from the Shareholders' Meeting on 30 April 2026.

[5] 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.

[6] Countercyclical Capital Buffer calculated taking into account the exposure as at 30 June 2026 in the various countries where the Group has a presence, as well as the respective requirements set by the competent national authorities and relating to 2027, where available, or the most recent update of the reference period (requirement was set at zero per cent in Italy for the nine months of 2026).
Systemic Risk Buffer calculated taking into account the exposure as at 30 June 2026 to residents in Italy.

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 Warrants. The Securities are issued in Italian dematerialized form ("**Italian Dematerialized Securities**").

The Warrants are European Style Warrants. The Warrants are Call Covered Warrants.

The Warrants are cash settled.

The ISIN of the Warrants is IT0005736084.

Currency, denomination and term of the Securities

The indicative price of the Covered Warrants, determined on the basis of the market parameters on 12 October 2026, is equal to EUR 0.095 (the "**Indicative Price**").

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

The Settlement Currency is EUR.

The Securities are European Style Warrants and will be automatically exercised on the Exercise Date.

The Exercise Date of the Warrants is 18 December 2026.

The Settlement Date of the Warrants falls two Business Days following the Exercise Date.

Rights attached to the Securities

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

The Warrants entitle its holder to receive from the Issuer the following amount.

CASH SETTLEMENT AMOUNT

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

CALL COVERED WARRANTS

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

The investor will receive an amount equal to the maximum between (i) 0 and (ii) the Final Reference Value less the Exercise Price. The result will be multiplied by the Multiplier (equal to 0.0001) and the Minimum Exercise Amount (equal to 10 Covered Warrants).

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For the purposes of the above the following applies:

The Final Reference Value will be registered on 18 December 2026 (the "**Valuation Date**") and will be a value determined on the basis of the settlement level of the future contract on the Index having the same Exercise Date of the Covered Warrants.

The Exercise Price is equal to 6,500.

The Underlying is the EURO STOXX 50® Index (ISIN Code: EU0009658145; Bloomberg Code: SX5E <Index>).

The EURO STOXX 50® Index is provided by STOXX Limited. As at the date of this document, STOXX Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation.

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

Seniority of the Securities

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

Application has also been 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 Covered Warrants may not be a suitable investment for all investors

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

General risks and risks relating to the Underlying

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

Risk arising from the Benchmark Regulation

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

Benchmark may have a material adverse effect on the value of and the amount payable under the Securities.

Certain factors affecting the value and trading price of Securities

The Cash Settlement Amount at any time prior to the expiration is typically expected to be less than the trading price of the Securities at that time. The difference between the trading price and the Cash Settlement Amount will reflect, among other things, a "time value" for the Securities. The "time value" of the Securities will depend partly upon the length of the period remaining to expiration and the expectations concerning the value of the Underlying. Securities offer hedging and investment diversification opportunities but also pose some additional risks with regard to interim value. The interim value of the Securities varies with the price of the Underlying, as well as a number of other interrelated factors.

Loss risk in relation to the Covered Warrants

An investment in Covered Warrants entails the risk of loss of the capital invested. In particular, in relation to Call Covered Warrants, in case of negative performance of the Underlying, if the Final Reference Value is lower than the Exercise Price, the investor will bear a total loss of the capital invested. Furthermore, if the Final Reference Value is higher than the Exercise Price, but not enough to offset the price paid for the purchase of the Covered Warrants, the investor will bear a partial loss of the capital invested.

Risk related to the Exercise Price

The Cash Settlement Amount of the Covered Warrants will be calculated also on the basis of the Exercise Price, which is a value predetermined by the Issuer. Such Exercise Price contributes to the determination of the potential return of the Covered Warrants.

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?

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

Who is the offeror?

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

Reasons for the offer and estimated net amount of the proceeds

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

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

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

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

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

The Issuer will act as Calculation Agent under the Securities.

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