

THIRD SUPPLEMENT DATED 10 JUNE 2026
TO THE BASE PROSPECTUS DATED 21 JULY 2025



INTESA SANPAOLO S.p.A.

(incorporated as a società per azioni in the Republic of Italy)

**WARRANTS AND CERTIFICATES PROGRAMME IMI CORPORATE & INVESTMENT
BANKING**

This third supplement (the **Third Supplement**) constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the **Prospectus Regulation**). This Third Supplement is supplemental to, and must be read in conjunction with, the base prospectus dated 21 July 2025, as already amended by the first supplement dated 4 August 2025 and the second supplement dated 4 February 2026 (the **Base Prospectus**), prepared by Intesa Sanpaolo S.p.A. (the **Issuer**) in connection with the Warrants and Certificates Programme IMI Corporate & Investment Banking (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Third Supplement.

This Third Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**), in its capacity as competent authority under the Prospectus Regulation. The CSSF only approves this Third Supplement as meeting the requirements imposed under the Prospectus Regulation. In addition, the Issuer has requested that the CSSF send a certificate of approval pursuant to Article 25 of the Prospectus Regulation, together with a copy of this Third Supplement, to the competent authorities in: Austria, Belgium, Croatia, France, Greece, Hungary, Ireland, Italy, Poland, Portugal, Slovakia, Slovenia and Spain.

RIGHT TO WITHDRAW

In accordance with Article 23, paragraph 2, of the Prospectus Regulation, in the case of an offer of Securities to the public, investors who have already subscribed for Securities to be issued under the Programme before this Third Supplement, dated 10 June 2026, is published have the right, exercisable within three working days after the publication of the Third Supplement, to withdraw their acceptances by contacting the relevant Manager or Distributor, as the case may be, specified in the relevant Final Terms. This right to withdraw shall expire by close of business on 15 June 2026. The right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Securities before the Third Supplement was published and where the Securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted.

1 PURPOSE OF THIS SUPPLEMENT

The purpose of this Third Supplement is to update the section of the Base Prospectus entitled "*INFORMATION INCORPORATED BY REFERENCE*" in order to incorporate by reference in the Base Prospectus the press release dated 8 June 2026 relating to the voluntary public tender and exchange offer for all the ordinary shares of Banca Monte dei Paschi di Siena S.p.A. (the "**8 June 2026 Press Release**").

Copies of the Base Prospectus and this Third Supplement will be available without charge from the registered office of the Issuer and from the specified offices of the Principal Security Agent for the time being in Luxembourg. The Base Prospectus and this Third Supplement are available on the official website of the Issuer at www.intesasanpaolo.prodottiequotazioni.com/EN and on the official website of the Luxembourg Stock Exchange at www.luxse.com. The documents incorporated by reference are available on the official website of the Issuer at <https://group.intesasanpaolo.com/en/> and on the official website of the Luxembourg Stock Exchange at www.luxse.com.

The date of this Third Supplement is 10 June 2026.

All references to pages, sections, sub-sections, paragraphs, sub-paragraphs, sentences and lines referred to in this Third Supplement are intended to be to the original unsupplemented Base Prospectus, notwithstanding any amendments described herein.

The Issuer accepts responsibility for the information contained in this Third Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information.

Save as disclosed in this Third Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which is capable of affecting the assessment of Securities issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Third Supplement will prevail.

2 INFORMATION INCORPORATED BY REFERENCE

2.1 The information set out below supplements the section of the Base Prospectus entitled "**INFORMATION INCORPORATED BY REFERENCE**" from page 70 to 72 of the Base Prospectus.

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[...]

(xi) the press release issued by Intesa Sanpaolo on 8 June 2026 and entitled "Intesa Sanpaolo: voluntary public tender and exchange offer on all shares of Banca Monte dei Paschi di Siena to further enhance value creation as a European leader and its role for Italy", available at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2026/06/20260608_csm0626_def_uk.pdf

[...]

Cross-reference list

[...]

8 June 2026 Press Release

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first two
paragraphs of
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