THIRD SUPPLEMENT DATED 4 AUGUST 2026

TO THE BASE PROSPECTUS DATED 12 DECEMBER 2025

Intesa Sanpaolo S.p.A.

(*incorporated as a joint stock company under the laws of the Republic of Italy*)

€35,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme

unsecured and unconditionally and irrevocably guaranteed as to payments of interest and principal by

ISP CB Ipotecario S.r.l.

(*incorporated as a limited liability company under the laws of the Republic of Italy*)

This third supplement (the "**Third Supplement**") constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Third Supplement is supplemental to and must be read in conjunction with the base prospectus dated 12 December 2025 as supplemented by the first supplement to the base prospectus dated 10 February 2026 and by the second supplement to the base prospectus dated 11 June 2026 (the "**Base Prospectus**"), prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**" or the "**Bank**" or the "**Issuer**") in connection with its €35,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme (the "**Programme**") unsecured and unconditionally and irrevocably guaranteed as to payments of interest and principal by ISP CB Ipotecario S.r.l.. Terms defined in the Base Prospectus have the same meaning when used in this Third Supplement.

This Third Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of the Prospectus Regulation, as a base prospectus supplement issued in compliance with the Prospectus Regulation.

Purpose of the Third Supplement

The purpose of this Third Supplement is (a) to update the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" in order to incorporate by reference in the Base Prospectus (i) the press release dated 29 July 2026 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2026*"; (ii) the audited consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31 December 2025; and (iii) the Covered Bond Guarantor's audited annual financial statements, including the auditors' report thereon, in respect of the year ended on 31 December 2025; and (b) to update the section of the Base Prospectus entitled "*General Information*".

Intesa Sanpaolo 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 the Covered Bonds issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Third Supplement including any statement incorporated by reference into the Base Prospectus by this Third Supplement, and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements in this Third Supplement will prevail.

Copies of this Third Supplement and the documents incorporated by reference will be available without charge (i) from the offices of the Luxembourg Listing Agent; (ii) on the website of the Luxembourg Stock Exchange at https://www.luxse.com/; and (iii) at the following website:

https://group.intesasanpaolo.com/en/investor-relations/prospectus/international-issue-documents/covered-bonds/intesa-sanpaolo-obg-mortgage-programme--originator-intesa-sanpao/obg-mortgage

The date of this Third Supplement is 4 August 2026.

DOCUMENTS INCORPORATED BY REFERENCE

*The information set out below supplements the section of the Base Prospectus entitled "**Documents Incorporated by Reference**" on pages 90 to 96 of the Base Prospectus*

The following press release issued by Intesa Sanpaolo on 29 July 2026 and entitled "*Intesa Sanpaolo: Consolidated Results as at 30 June 2026*" (the "**29 July 2026 Press Release**"), having previously been published and filed with the CSSF, is, to the extent of those pages specified in the cross-reference list further below, incorporated by reference in and forms part of this Third Supplement and shall, by virtue of this Third Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The 29 July 2026 Press Release can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2026/07/20260729_Ris1H26_uk.pdf

The audited and consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 2025 (the "**Intesa Sanpaolo Group 2025 Annual Report**"), having previously been published and filed with the CSSF, are incorporated by reference in and form part of this Third Supplement and shall, by virtue of this Third Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The Intesa Sanpaolo Group 2025 Annual Report can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2025/2025_Annual_Report.pdf

The Covered Bond Guarantor's audited annual financial statements, including the auditors' report thereon, in respect of the year ended on 31 December 2025, having previously been published and filed with the CSSF, are incorporated by reference in and form part of this Third Supplement and shall, by virtue of this Third Supplement, be deemed to be incorporated by reference in, and form part of, the Base Prospectus.

The audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2025 can be accessed at the following website:

https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/Contenuti/RISORSE/Documenti%20PDF/en_prosp_obg/20260430_ISP_CB_IPOTECARIO_Financial%20Statements%20at%2031.12.2025.pdf

Cross-reference list

The following tables show where the information required under article 19(2) of Regulation (EU) 2017/1129 can be found in the 29 July 2026 Press Release, the Intesa Sanpaolo Group 2025 Annual Report and the audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2025.

29 July 2026 Press Release	***Page Number(s)***
Reclassified consolidated statement of income	23
Quarterly development of the reclassified consolidated statement of income	24
Reclassified consolidated balance sheet	25
Quarterly development of the reclassified consolidated balance sheet	26
Breakdown of financial highlights by business area	27

Intesa Sanpaolo Group 2025 Annual Report	***Page Number(s)***
Alternative Performance Measures	374-378
Other information	379
Consolidated balance sheet	384-385

Consolidated income statement	386
Statement of consolidated comprehensive income	387
Changes in consolidated shareholders' equity as at 31 December 2025	388
Changes in consolidated shareholders' equity as at 31 December 2024	389
Consolidated statement of cash flows	390
Notes to the consolidated financial statements	393-790
– Part A – Accounting policies	393-476
– Part B – Information on the consolidated Balance sheet	477-574
– Part C – Information on the consolidated income statement	575-602
– Part D – Consolidated comprehensive income	603
– Part E – Information on risks and relative hedging policies	604-764
– Part F – Information on consolidated capital	765-769
– Part G – Business combinations	770-772
– Part H – Transactions with related parties	773-778
– Part I – Share-based payments	779-782
– Part L – Segment reporting	783-786
– Part M – Disclosure of leases	787-790
Certification of the Consolidated financial statements pursuant to Art. 154 bis of Legislative Decree 58/1998	791
Independent Auditors' Report on the Consolidated financial statements	795-803
Attachments to the Intesa Sanpaolo Group Consolidated Financial Statements	811-836

Audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2025

Audited annual financial statements of the Covered Bond Guarantor	**Page number(s)**
Statement of financial position	15
Statement of income	16
Statement of comprehensive income	17
Statements of changes in equity	18
Statement of cash flows (Direct method)	19
Explanatory Notes to the financial statements	20-60
Independent Auditors' Report	Pages 61-64 of the PDF version of the document

For the purposes of Article 19(1) of Regulation (EU) 2017/1129, any information that is not included in the cross-reference list above is not incorporated by reference as it is either deemed not relevant for an investor or is otherwise covered elsewhere in the Base Prospectus.

For the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus, information contained on the website does not form part of the Base Prospectus.

The 29 July 2026 Press Release, the Intesa Sanpaolo Group 2025 Annual Report and the audited annual financial statements of the Covered Bond Guarantor for the year ended on 31 December 2025 will be published on the Luxembourg Stock Exchange website at https://www.luxse.com/.

GENERAL INFORMATION

*The information set out below supplements the section of the Base Prospectus entitled "**General Information**" on pages 391-395 of the Base Prospectus. The paragraphs under the heading "Trend information / No Material Change / No Significant Change" are deleted and replaced by the following paragraphs.*

"**Trend Information / No Material Change / No Significant Change**

Since (i) 31 December 2025, there has been no material adverse change in the prospects of the Issuer, (ii) 30 June 2026, there has been no significant change in the financial performance of the Intesa Sanpaolo Group, and (iii) 30 June 2026, there has been no significant change in the financial position of the Issuer and the Intesa Sanpaolo Group.

Since 31 December 2025, there has been no material adverse change in the prospects of the Covered Bond Guarantor. Since 31 December 2025, (i) there has been no significant change in the financial position of the Covered Bond Guarantor, and (ii) there has been no significant change in the financial performance of the Covered Bond Guarantor."