

Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)¹

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	INTESA SANPAOLO S.p.A. , NEU CP (ID Programme 1735)
Name of the issuer	INTESA SANPAOLO S.p.A.
Type of programme	NEU CP
Writing language	English
Programme size	15 000 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by DBRS Ratings FITCH RATINGS MOODY'S S&P GLOBAL RATINGS EUROPE LIMITED
Arranger(s)	Société Générale
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE
Dealer(s)	INTESA SANPAOLO S.p.A. BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE STANDARD CHARTERED BANK STANDARD CHARTERED BANK (HONG KONG) LIMITED
Date of the information memorandum (dd/mm/yyyy)	11/07/2022

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Avertissement : cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn>

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The NEU CP are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the NEU CP or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The NEU CP are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the NEU CP or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II Product Governance / Professional Investors and Eligible Counterparties only Target Market – Solely for the purposes of the Issuer's product approval process in respect of the NEU CP issue, the target market assessment in respect of any of the NEU CP to be issued under this Programme has led to the conclusion that: (i) the target market for the NEU CP is eligible counterparties and professional clients only, each as defined "MiFID II"; and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

UK MIFIR Product Governance / Professional Investors and Eligible Counterparties only Target Market – Solely for the purposes of the Issuer's product approval process in respect of the NEU CP issue, the target market assessment in respect of the NEU CP to be issued under this Programme has led to the conclusion that: (i) the target market for the NEU CP is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

1. DESCRIPTION OF THE ISSUANCE PROGRAMME

Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments

1.1	Name of the programme	INTESA SANPAOLO S.p.A. , NEU CP (Programme ID 1735)
1.2	Type of programme	NEU CP
1.3	Name of the issuer	INTESA SANPAOLO S.p.A.
1.4	Type of issuer	Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code
1.5	Purpose of the programme	General funding purposes.
1.6	Programme size (maximum outstanding amount)	15 000 000 000 EUR Fifteen Billion EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	The NEU CP are short-term negotiable debt securities, issued in bearer form and recorded in the books of authorised intermediaries (book entry system) in accordance with French laws and regulations.
1.8	Yield basis	<p>The remuneration is unrestricted.</p> <p>Benchmark indice(s) : The remuneration rates are indexed to the usual rates of the monetary markets.</p> <p>Compensation rules(s) : The remuneration of the NEU CP is unrestricted. The Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as but not restricted to Euribor, €STR or at fixed rate or with a structured remuneration. The issuer may not issue NEU CP with potentially variable principal payments. In no circumstances the NEU CP will be redeemed below par. In the case of an issue of NEU CP embedding an option of early redemption or repurchase, as mentioned in paragraph 1.10 below, the conditions of remuneration of such NEU CP will be set at when the said NEU CP will be initially issued and shall not be further modified, including when such an embedded option of early redemption or repurchase will be exercised. If at any time prior to or on any interest determination date, the Issuer determines, acting in good faith and in a commercially reasonable manner, that: (1) an index ceases, is materially changed or is cancelled; or (2) the relevant authorisation, registration, recognition, endorsement, equivalence, decision or approval in respect of an index (or the administrator or sponsor of the index) as well as an application to obtain it is not obtained or is rejected, suspended or withdrawn; the Issuer will, as soon as reasonably practicable, determine or appoint a determination agent who will state a substitute rate or index, being a rate or an index that is most comparable, and will make the relevant adjustment to the NEU CP accordingly.</p>
1.9	Currencies of issue	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue

1.10	Maturity	<p>The term (maturity date) of the NEU CP shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, such term shall not be less than one day and shall not be longer than one year (365 days or 366 days in a leap year), from the issue date.</p> <p>The NEU CP may be repaid before maturity in accordance with the laws and regulations applicable in France. The early repayment option, if any, shall be explicitly specified in the confirmation form of any relevant issuance of NEU CP.</p> <p>The NEU CP issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (hold by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder).</p> <p>An option of early redemption or repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP.</p> <p>In any case, the overall maturity of any NEU CP embedded with one or several of such clauses, shall always - all options of early redemption or repurchase included – conform to laws and regulations in force in France at the time of the issue.</p>
1.11	Minimum issuance amount	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	Minimum denomination of the notes	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	Status of the notes	<p>Senior Unsecured</p> <p>Information about the status of the notes :</p> <p>The NEUCPs will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking at least pari passu with other present and future direct, unsecured and unsubordinated obligations of the Issuer, except those which may be mandatorily preferred by law.</p>
1.14	Governing law that applies to the programme	French Law
1.15	Listing of the notes/Admission to trading on a regulated market	<p>Yes. All, or part only, of the NEU CP issued under this Programme may be admitted to trading on Euronext Paris and/or Bourse de Luxembourg pursuant to the Regulation EU 2017/1129 of the European Parliament and the Council dated 14 June 2017 and repealing Directive 2003/71/EC (the “Prospectus Regulation”).</p> <p>Whether an issue of NEU CP is admitted to trading can be verified (respectively):</p> <p>on Euronext Paris on the website of Euronext Paris at the following address: https://www.euronext.com/en</p> <p>and/or</p> <p>on Bourse de Luxembourg on the website of Bourse de Luxembourg at the following address: http://www.bourse.lu</p>
1.16	Settlement system	The NEU CP will be issued in Euroclear France.

1.17	Rating(s) of the programme	<p>S&P GLOBAL RATINGS EUROPE LIMITED : disclosure.spglobal.com/ratings/en/regulatory/or-g-details/sectorCode/FI/entityId/300021</p> <p>MOODY'S : moodys.com/credit-ratings/Intesa-Sanpaolo-SpA-credit-rating-600011958/ratings/view-by-deb-t</p> <p>FITCH RATINGS : fitchratings.com/entity/intesa-sanpaolo-spa-80360476#securities-and-obligations</p> <p>DBRS Ratings : dbrsmorningstar.com/issuers/18264</p> <p>Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating</p>
1.18	Guarantor	Not applicable
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	SOCIETE GENERALE
1.20	Arranger	Société Générale
1.21	Placement method	<p>Direct placement</p> <p>Dealer(s) : BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE STANDARD CHARTERED BANK STANDARD CHARTERED BANK (HONG KONG) LIMITED</p> <p>The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p>
1.22	Selling restrictions	<p>General selling restrictions</p> <p>No action has been taken in any jurisdiction by the Issuers or the Dealers that would permit a public offering of the NEU CP, or possession of distribution of the Information Memorandum or any other offering material, in any country or jurisdiction where action for that purpose is required.</p> <p>Each Dealer or any initial subscriber has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree) that it will observe all applicable laws and regulations in any jurisdiction in which it may offer, sell, or deliver the NEU CP or possess or distribute this Information Memorandum and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of the NEU CP under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and it will not directly or indirectly offer, sell, resell, reoffer or deliver the NEU CP or distribute any document, circular, advertisement or other offering material in any country or jurisdiction except under circumstances that will result, to the best of its knowledge and belief, in compliance with all applicable laws and regulations and none of the Issuers or any of the other Dealers shall have any responsibility therefor.</p> <p>None of any Dealers, any initial subscriber or any further holder of the NEU CP represents that the NEU CP may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or</p>

pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale. Persons into whose hands this Information Memorandum comes are required by the Issuers and the Dealers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer, sell or deliver the NEU CP or possess, distribute or publish this Information Memorandum or any other offering material relating to the NEU CP, in all cases at their own expense.

Prohibition of Sales to EEA Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any NEU CP which are the subject of the offering contemplated by the Information Memorandum in relation thereto to any retail investor in the European Economic Area (EEA). For the purposes of this provision, the expression "retail investor" means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or
- (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Mediation Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II;

France

Each Dealer has represented, warranted and undertaken and each further Dealer appointed under the Programme will be required to represent, warrant and undertake, that it has not offered or sold, and will not offer or sell, directly or indirectly, any NEU CP to the public in the Republic of France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Information Memorandum or any other offering material relating to the NEU CP and such offers, sales and distributions have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties, (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), and/or (b) qualified investors (*investisseurs qualifiés*) acting for their own account, and as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*.

Republic of Italy

The offering of the NEU CP has not been registered pursuant to Italian securities legislation and, accordingly, each of the Dealers has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it will not offer, sell or deliver the NEU CP or distribute copies of this Information Memorandum or of any other document relating to the NEU CP be distributed in the Republic of Italy, except:

- (a) to qualified investors (*investitori qualificati*) as defined pursuant to Article 2 of Regulation (EU) No. 1129 of 14 June 2017 (the "Prospectus Regulation") and any applicable provision Italian laws and regulations; or

(b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, and in accordance with any applicable Italian laws and regulations.

In addition, each of the Dealers has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that any offer, sale or delivery of the NEU CP or distribution of copies of this Information Memorandum or any other document relating to the NEU CP in the Republic of Italy under (a) or (b) above must:

(i) be made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 58 of February 1998, as amended, CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the "Italian Banking Act"); and

(ii) comply with any other applicable laws and regulations or requirement imposed by CONSOB, the Bank of Italy (including, the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

The United Kingdom

Prohibition of sales to UK Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any NEU CP which are the subject of the offering contemplated by the Information Memorandum in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

(a) the expression "retail investor" means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of article 2 of Regulation (EU) No 2017/656 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or

(ii) a customer within the meaning of the provisions of the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the EUWA.

(b) the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe for the NEU CP.

Other regulatory restrictions

Each Dealer has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree) that:

(a) in relation to any NEU CP which has a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its

business and (ii) it has not offered or sold and will not offer or sell the NEU CP other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the NEU CP would otherwise constitute a contravention of Section 19 of the FSMA by the relevant Issuer;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the NEU CP in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such any NEU CP in, from or otherwise involving the United Kingdom.

United States of America

The NEU CP have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and the NEU CP may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (other than a distributor) and except in transactions exempt from the registration requirements of the Securities Act. Each Dealer has represented and agreed that it has offered and sold, and will offer and sell, NEU CP only outside the United States to non-U.S. persons in accordance with Rule 903 of Regulation S under the Securities Act ("Regulation S"). Accordingly, each Dealer has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree) that neither it, nor its affiliates nor any person acting on its or their behalf has engaged or will engage in any directed selling efforts in the United States with respect to the NEU CP, and that it and they have complied and will comply with the offering restrictions requirements of Regulation S. Each Dealer has also agreed that, at or prior to confirmation of sale of NEU CP, it will have sent to each distributor, dealer or person receiving a selling commission, fee or other remuneration that purchases NEU CP from it a confirmation or notice to substantially the following effect:

"The Securities covered hereby have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons. Terms used above have the meanings given to them by Regulation S under the Securities Act."

Terms used in this paragraph have the meanings given to them by Regulation S.

1.23	Taxation	<p>The Issuer is not bound to indemnify any holder of the NEU CP in case of taxes which are payable under French law or any other foreign law in respect of the principal of, or the interest on, the NEU CP, except for any stamp or registration taxes payable by the Issuer under French law.</p> <p>Holders of the NEU CP and beneficial interests therein must be resident for tax purposes in a country which the Italian government identifies as allowing for a satisfactory exchange of information with Italy (the “White List States”) as listed in the Italian Ministerial Decree dated September 4, 1996, as amended from time to time, or, as from the tax year in which the Ministerial Decree to be issued under Article 11, paragraph 4, let. c) of Legislative Decree No. 239 of April 1, 1996 is effective, in a country therein included.</p>
1.24	Involvement of national authorities	Banque de France
1.25	Contact(s)	<p>Tel:+39.02.8540.9358 Tel:+39.335.7722217 fundinglegalsupport@intesanpaolo.com</p>
1.26	Additional information on the programme	<p>The Issuer shall update in due time the Information Memorandum in accordance with the legal laws and regulations applicable for rated programmes of French negotiable debt securities.</p> <ul style="list-style-type: none"> - Annual update The Issuer shall update each year its Information Memorandum within 45 days following the shareholders’ annual general meeting, or the equivalent body, voting on the accounts for the last financial year. - Permanent update The Issuer shall immediately update its Information Memorandum following any change to the NEU CP under this Programme relating to: <ul style="list-style-type: none"> § the maximum amount of its outstanding NEU CP issues; § its rating; § the Issuing and Paying Agent; § any new circumstance which may have a significant effect on the NEU CP or on the outcome of the issue programme. <p>1.26.2 Communication The Issuer shall, in accordance with applicable laws and regulations, immediately and free of charge, provide its Information Memorandum, and its updates to the entities involved in the implementation of its Programme such as:</p> <ul style="list-style-type: none"> § Issuing and Paying Agent (IPA); § Intermediaries for the purchase and sale of the NEU CP and any person who requests them; § The Issuer shall communicate immediately each update to the Banque de France.
1.27	Language of the information memorandum which prevails	English

2 DESCRIPTION OF THE ISSUER

Article D. 213-9, 2° of the French monetary and financial code and Article 7, 3° of the Order of 30 May 2016 and subsequent amendments

2.1	Legal name	INTESA SANPAOLO S.p.A.
2.2	Legal form/status, governing law of the issuer and competent courts	<p>Legal form/status : Joint stock company under Italian law</p> <p>Governing law of the issuer : Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code</p> <p>Competent courts : Italy</p>
2.3	Date of incorporation	10/10/1925
2.4	Registered office or equivalent (legal address) and main administrative office	<p>Registered office : Piazza San Carlo, 156 10121 TURIN ITALY</p>
2.5	Registration number, place of registration and LEI	<p>Registration number : 00799960158</p> <p>LEI : 2W8N8UU78PMDQKZENC08</p>
2.6	Issuer's mission summary	<p>The purpose of Intesa Sanpaolo S.p.A. is the deposit-taking and the carrying-out of all forms of lending activities through its subsidiaries. Intesa Sanpaolo S.p.A. may, in compliance with laws and regulations in force from time to time and subject to being granted the required authorisations, directly and also through its subsidiaries, provide all banking and financial services, including the establishment and management of open-end and close-end pension schemes as well as carry out any other transactions that are instrumental for, or related to, the achievement of its corporate purpose.</p>

Brief description of current activities

The description of current activities appear on:

- page 38 to 44 of the 2021 Annual Report of Intesa Sanpaolo S.p.A.
- page 45 to 54 of the 2021 Annual Report of Intesa Sanpaolo S.p.A.

Brief description of current activities

The Intesa Sanpaolo Group is the leading banking group in Italy, with 13.5 million customers and over 3,700 branches. The Intesa Sanpaolo Group is the leading provider of financial products and services to both households and enterprises in Italy.

The Group has a strategic international presence, with approximately 1,000 branches and 7 million customers. It is among the top players in several countries in Central Eastern Europe and in the Middle East and North Africa, through its local subsidiary banks: the Intesa Sanpaolo Group ranks first in Serbia, second in Croatia and Slovakia, fourth in Albania and Slovenia, fifth in Bosnia and Herzegovina and Egypt, sixth in Moldova and seventh in Hungary.

The Group operates through six divisions:

- **Banca dei Territori Division:** focus on the market and centrality of the territory for stronger relations with individuals, small and medium-sized enterprises and non-profit entities. The division includes the activities in industrial credit, leasing and factoring as well as instant banking through the partnership between the subsidiary Banca 5 and SisalPay.
- **IMI Corporate & Investment Banking Division:** a global partner which, taking a medium-long term view, supports corporates, financial institutions and public administration, both nationally and internationally. Its main activities include capital markets and investment banking. The division is present in 25 countries where it facilitates the cross-border activities of its customers through a specialist network made up of branches, representative offices, and subsidiary banks focused on corporate banking.
- **International Subsidiary Banks Division:** includes the following commercial banking subsidiaries: Intesa Sanpaolo Bank Albania in Albania, Intesa Sanpaolo Banka Bosna i Hercegovina in Bosnia and Herzegovina, Privedna Banka Zagreb in Croatia, the Prague branch of VUB Banka in the Czech Republic, Bank of Alexandria in Egypt, Eximbank in Moldova, CIB Bank in Hungary, Intesa Sanpaolo Bank Romania in Romania, Banca Intesa Beograd in Serbia, VUB Banka in Slovakia, Intesa Sanpaolo Bank in Slovenia and Pravex Bank in Ukraine.
- **Private Banking Division:** serves the customer segment consisting of Private clients and High Net Worth Individuals with the offering of products and services tailored for this segment. The division includes Fideuram - Intesa Sanpaolo Private Banking, with 6,575 private bankers.
- **Asset Management Division:** asset management solutions targeted at the Intesa Sanpaolo Group's customers, commercial networks outside the Group, and the institutional clientele. The division includes Eurizon, with 341 billion euro of assets under management.
- **Insurance Division:** insurance and pension products tailored for the Intesa Sanpaolo Group's clients. The division holds direct deposits and technical reserves of 195 billion euro and includes Intesa Sanpaolo Vita – which controls Intesa Sanpaolo Assicura, Intesa Sanpaolo Life, Intesa Sanpaolo RBM Salute, Cargeas Assicurazioni and Intesa Sanpaolo Insurance Agency – and Fideuram Vita

2.8	Capital	10 368 870 930,08 EUR Decomposition of the capital : 19,977,435,963 ordinary shares without nominal value
2.8.1	Amount of capital subscribed and fully paid	10 368 870 930,08 EUR
2.8.2	Amount of capital subscribed and not fully paid	0 EUR
2.9	List of main shareholders	References to the relevant pages of the annual report or reference document : https://group.intesasanpaolo.com/en/governance/shareholder-base Shareholders : Compagnia di San Paolo (5.95 %)
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	Regulated markets on which the shares are listed : The shares of Intesa Sanpaolo S.p.A. are listed on the Italian Stock Exchange. http://www.borsaitaliana.it/
2.11	Composition of governing bodies and supervisory bodies	References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided : https://group.intesasanpaolo.com/en/governance/bod Gian Maria Gros-Pietro, Chairman Paolo Andrea Colombo, Deputy Chairperson Carlo Messina , Managing Director and Chief Executive Officer Franco Ceruti , Director Paola Tagliavini, Director Liana Logiurato, Director Luciano Nebbia, Director Bruno Picca, Director Livia Pomodoro, Director Maria Alessandra Stefanelli, Director Bruno Maria Parigi, Director Daniele Zamboni, Director Maria Mazzearella, Director Anna Gatti, Director Fabrizio Mosca, Director Milena Teresa Motta, Director Maria Cristina Zoppo, Director Alberto Maria Pisani, Chairman of the management Control Committee Roberto Franchini, Director

2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts : IFRS Accounting method for annual accounts : IAS/IFRS
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts	29/04/2022
2.14	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	Holder(s) : KPMG S.p.A. until 2020 Via Vittor Pisani, 25 20124 Milan EY S.p.A. from 2021 Via Meravigli, 12 20123 Milan
2.15.2	Auditors report on the accuracy of the accounting and financial information	The Auditor's opinions appear on: Page 587 to 598 of the 2020 Annual Report of Intesa Sanpaolo Group. Page 867 to 876 of the 2020 Annual Report of the Parent Company. Page 611 to 621 of the 2021 Annual Report of Intesa Sanpaolo Group. Page 917 to 927 of the 2021 Annual Report of the Parent Company
2.16	Other equivalent programmes of the issuer	Intesa Sanpaolo S.p.A. acts as an issuer or guarantor for the following short-term paper programmes: <ul style="list-style-type: none"> • Euro 30,000,000,000 Euro Commercial Paper and Certificate of Deposit and Commercial Paper (<i>Cambiali Finanziarie</i>) Programme (Intesa Sanpaolo Bank Ireland plc and Intesa Sanpaolo Bank Luxembourg Sa as Issuer, fully guaranteed by Intesa Sanpaolo S.p.A. and Intesa Sanpaolo S.p.A. as Issuer of <i>Cambiali Finanziarie</i> only) • US Dollars 40,000,000,000 US Commercial Paper Programme (Intesa Funding LLC as the Issuer, fully guaranteed by Intesa Sanpaolo S.p.A.) • Hong Kong Dollars 5,000,000,000 Certificate of Deposit Programme (Intesa Sanpaolo S.p.A. Hong Kong Branch as the Issuer)
2.17	Rating of the issuer	FITCH RATINGS : fitchratings.com/entity/intesa-sanpaolo-spa-80360476#securities-and-obligations MOODY'S : moody's.com/credit-ratings/Intesa-Sanpaolo-SpA-credit-rating-600011958/ratings/view-by-debt S&P GLOBAL RATINGS EUROPE LIMITED : disclosure.spglobal.com/ratings/en/regulatory/org-details/sectorCode/FI/entityId/300021 DBRS Ratings : dbrsmorningstar.com/issuers/18264

2.18	Additional information on the issuer	Additional information about the Issuer can be obtained on the Issuer's website: www.group.intesasanpaolo.com
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3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4° of the French monetary and financial code and subsequent amendments

Certification of information of the issuer INTESA SANPAOLO S.p.A.

3.1	Person(s) responsible for the information memorandum concerning the programme of INTESA SANPAOLO S.p.A. , NEU CP for the issuer	Mr Fabio Francesco Ferrari, Head of Funding and Counterbalancing Capacity, Intesa Sanpaolo S.p.A.
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of INTESA SANPAOLO S.p.A. , NEU CP for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
3.3	Date (DD/MM/YYYY), place of signature, signature	11/07/2022

4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat in relation to the Notes eligible under the STEP Market Convention. Information as to whether the STEP label has been granted for this Programme in relation to such Notes may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability. Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 May 2015 and adopted by the European Money Markets Institute and Euribor-ACI (as amended from time to time).

APPENDICES

Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request

Appendice 1	Documents available to the shareholders annual general meeting or the equivalent²	<u>Annual general meeting 2022</u> Annual report for the financial year ended 31/12/2021 <u>Annual general meeting 2021</u> Annual report for the financial year ended 31/12/2020
Appendice 2	Annual report Year 2022	https://eucpmtn.banque-france.fr/neusgate/api/public/document/10852
Appendice 3	Annual report Year 2021	https://eucpmtn.banque-france.fr/neusgate/api/public/document/6028

Additional information on the issuer

Additional information about the Issuer can be obtained on the Issuer's website:
www.group.intesasanpaolo.com