

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes 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2014/65/EU as amended ("MiFID II"); or (ii) a customer within the meaning of Directive 2002/92/EC as amended or superseded ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MiFID II Product Governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 14 March 2019

**Intesa Sanpaolo S.p.A.**

Issue of JPY 8,200,000,000 1.360 per cent. Senior Unsecured Notes due 25 March 2022

**under the €70,000,000,000  
Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 21 December 2018 and the supplement to the Prospectus dated 11 February 2019, which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended or superseded (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus and the supplement dated 11 February 2019. The Prospectus and the supplement are available for viewing at the registered office of the Issuer at Piazza San Carlo 156, 10121 Turin, Italy, during usual business hours of any weekday (Saturdays and bank holidays excepted) and free of charge. The Prospectus and the supplement and, in the case of Notes admitted to trading on the regulated market of the Luxembourg Stock Exchange, the applicable Final Terms will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

- |    |   |                      |
|----|---|----------------------|
| 1. | Series Number:                          | 905                  |
|    | Tranche Number:                         | 1                    |
|    | Date on which the Notes become fungible | Not Applicable       |
| 2. | Specified Currency or Currencies:       | Japanese Yen ("JPY") |
| 3. | Aggregate Nominal Amount:               |                      |
|    | (i) Series:                             | JPY 8,200,000,000    |
|    | (ii) Tranche:                           | JPY 8,200,000,000    |

4.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
5.	(i) Specified Denominations:	JPY 100,000,000
	(ii) Calculation Amount:	JPY 100,000,000
6.	Issue Date:	25 March 2019
	(i) Interest Commencement Date:	Issue Date
7.	Maturity Date:	25 March 2022
8.	Interest Basis:	1.360 per cent. per annum Fixed Rate (further particulars specified below)
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest or Redemption/Payment Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	Status of the Notes:	Senior Notes
	(i) Status of the Guarantee:	Not Applicable
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	1.360 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	25 March and 25 September in each year commencing on 25 September 2019 up to and including the Maturity Date, adjusted in accordance with the Business Day Convention
	(iii) Fixed Coupon Amount:	JPY 680,000 per Calculation Amount
	(iv) Day Count Fraction:	30/360, Unadjusted
	(v) Broken Amount(s):	Not Applicable
	(vi) Business Day Convention:	Modified Following Business Day Convention
14.	<b>Floating Rate Note Provisions</b>	Not Applicable
15.	<b>Fixed-Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Floating-Fixed Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Inflation Linked Note Provisions</b>	Not Applicable

19. **Change of Interest Basis Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20. **Call Option** Not Applicable

21. **Put Option** Not Applicable

22. **Regulatory Call** Not Applicable

23. **Issuer Call due to a MREL Disqualification Event** Not Applicable

24. **Final Redemption Amount** JPY 100,000,000 per Calculation Amount

25. **Early Redemption Amount**

(i) Early Redemption Amount(s) payable on redemption for Tax Event or Regulatory Event or MREL Disqualification Event: As per Condition 10(b)

26. **Early Redemption Amount (Tax)** JPY 100,000,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. **Form of Notes:** **Bearer Notes**

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

28. **New Global Note Form:** No

29. **Additional Financial Centre(s):** London, TARGET2 and Tokyo

30. **Talons for future Coupons to be attached to Definitive Notes:** No

Signed on behalf of the Issuer:

By:  .....

Duly authorised

## PART B – OTHER INFORMATION

### LISTING AND ADMISSION TO TRADING

1. (i) Listing: Application has been made for the Notes to be admitted to listing on the regulated market of the Luxembourg Stock Exchange and the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc. with effect from the Issue Date and one business day following the Issue Date, respectively
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc. with effect from the Issue Date and one business day following the Issue Date, respectively
- (iii) Estimate of total expenses related to admission for trading: EUR 2,200 in respect of admission to trading on the regulated market of the Luxembourg Stock Exchange

### 2. RATINGS

- Ratings: The Notes are expected to be rated:
- S & P's: BBB (Negative)
- Moody's: Baa1 (Stable)
- Fitch: BBB (Negative)
- DBRS: BBB (high) (Stable)
- Each of Standard & Poor's Credit Market Services, Moody's Investors Service Ltd., Fitch Ratings Limited and DBRS Ratings GmbH is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation")

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: General funding purposes, in accordance with the section entitled "Use of Proceeds" under "General Information" in the Prospectus
- (ii) Estimated net proceeds: JPY 8,179,500,000

### 5. YIELD

- Indication of yield: 1.360 per cent.
- The yield is calculated on the basis of the Issue Price. It is not an indication of future yield

## 6. OPERATIONAL INFORMATION

ISIN Code:	XS1964711623
Common Code:	196471162
CFI:	Not Applicable
FISN:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification numbers:	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s)(if any):	Not Applicable
Deemed delivery of clearing system notices for the purposes of Condition 19:	Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the day on which it was given to Euroclear and Clearstream, Luxembourg

## 7. DISTRIBUTION

(i) Method of distribution:	Syndicated
(ii) If syndicated:	
(A) Names of Managers	Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB United Kingdom  Daiwa Capital Markets Europe Limited 5 King William Street London EC4N 7AX United Kingdom  Nomura International plc 1 Angel Lane London EC4R 3AB United Kingdom

SMBC Nikko Capital Markets Limited  
One New Change  
London EC4M 9AF  
United Kingdom

- (B) Date of Subscription Agreement 14 March 2019
- (C) Stabilising Manager(s) (if any): Nomura International plc
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S compliance category: 2  
TEFRA D
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Japanese Selling Restrictions and Transfer Restrictions For the purpose of the issuance of the Notes, the following Japanese selling and transfer restrictions apply:
1. The Notes shall not be sold, transferred or otherwise disposed to any person other than Professional Investors, Etc. (*Tokutei Toushika tou*), as defined in Article 2, paragraph 3, Item 2 (b) (2) of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended) ("FIEA"), except for the transfer of the Bonds to the following:
    - (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% in total of the Voting Rights Held by All the

Shareholders, Etc. are held by the Specified Officer and/or the Controlled Juridical Person, Etc. under its own name or another person's name (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or

- (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

2. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:

- (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
- (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
- (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person (i) entering into an agreement providing for the restriction on transfer of the Notes as set forth above, (x) with the Issuer and the person making such Solicitation of the Note Trade (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (y) with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued), or (ii) agreeing to comply with the restriction on transfer of the Notes as set forth above (in the case of a solicitation of an offer to acquire the Notes to be newly issued);
- (d) Article 4, Paragraphs 3, 5 and 6 of the

FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;

- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the website maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/index.html> or any successor website), in accordance with Rules 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange; and
- (f) the Issuer Information, Etc. will be provided to the Noteholders or made public pursuant to Article 27-32 of the FIEA.