

Negotiable commercial paper

(Negotiable European Commercial Paper - NEU CP)¹

Not guaranteed programme

Information Memorandum (IM)	
Name of the programme	Intesa Sanpaolo S.p.A., NEU CP
Name of the issuer	Intesa Sanpaolo S.p.A., acting through its London Branch
Type of programme	NEU CP
Programme size	EUR 15,000,000,000
Guarantor(s)	None
Rating(s) of the programme	Rated by S&P Global Ratings, Moody's, Fitch Ratings, DBRS
Arranger(s)	Société Générale
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	Société Générale
Dealer(s)	BNP Paribas, Credit Agricole Corporate and Investment Bank, ING Bank N.V., HSBC France, Intesa Sanpaolo S.p.A., Société Générale, Standard Chartered Bank and Standard Chartered Bank (Hong Kong) Limited
Date of the information memorandum	15 June 2020
Update by amendment (if appropriate)	None

Drawn up pursuant to articles L 213-1 A 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)
21-1134 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/en/monetary-policy/market-financing/commercial-paper-and-medium-term-note-market-neu-cp-neu-mtn>

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

MIFID II product governance / Professional investors and Eligible Counterparties only target market – Solely for the purposes of the Issuer's product approval process, 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 in Directive 2014/65/EU (as amended, "**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 manufacturer'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 manufacturer's target market assessment) and determining appropriate distribution channels.

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 MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, 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 (the "**PRIPs 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 NEU CP or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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
1.2	Type of programme	NEU CP
1.3	Name of the issuer	Intesa Sanpaolo S.p.A., acting through its London Branch.
1.4	Type of issuer	Monetary financial institution, in accordance with Article L. 213-3 of the French monetary and financial code.
1.5	Purpose of the programme	General corporate purposes.
1.6	Programme size (maximum outstanding amount) in Euro	The maximum outstanding amount of NEU CP issued under the Programme shall be Euro 15,000,000,000 or its equivalent value in any other authorized currencies 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 of the NEU CP is unrestricted.</p> <p>The Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as Euribor, Libor, EONIA, €STR or at fixed rate or with a structured remuneration.</p> <p>The issuer may not issue NEU CP with potentially variable principal payments. In no circumstances the NEU CP will be redeemed below par.</p> <p>In the case of an issue of NEU CP embedding an option of early redemption, extension 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, extension or repurchase will be exercised.</p>
1.9	Currencies of issue	The NEU CP shall be issued in Euro or in 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. The NEU CP issued under the Programme may carry one or more embedded option(s) of extension of 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>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, extension 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, extension or repurchase included – conform to laws and regulations in force in France at the time of the issue.</p>

1.11	Minimum issuance amount	The NEU CP shall be issued for a nominal amount at least equal to 200,000 euros or its equivalent in other currencies, authorized by laws and regulations in force in France at the time of the issue.
1.12	Minimum denomination of the notes	200,000 euros 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 programme is 200,000 euros or the equivalent in the currencies selected at the time of issuance.
1.13	Status of the notes	The NEU CP shall constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking at least <i>pari passu</i> with all other current and future direct, unsecured, unguaranteed and unsubordinated indebtedness of the Issuer, save for such obligations that may be mandatorily preferred by law.
1.14	Governing law that applies to the programme	Any NEU CP under the Programme will be governed by French law. All potential disputes related to the issuance of the NEU CP shall be governed and construed according to French Law.
1.15	Listing of the notes/Admission to trading on a regulated market	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"). Whether an issue of NEU CP is admitted to trading can be verified (respectively): on Euronext Paris on the website of Euronext Paris at the following address: https://www.euronext.com/en and/or on Bourse de Luxembourg on the website of Bourse de Luxembourg at the following address: http://www.bourse.lu
1.16	Settlement system	The NEU CP will be issued in Euroclear France.
1.17	Rating(s) of the programme	Rated. The short-term rating has been assigned to the Programme by S&P Global Ratings Europe Limited, Moody's Investors Service Limited, Fitch Ratings Limited and DBRS Ratings GmbH (DBRS Morningstar) respectively. Ratings can be reviewed at any time by Rating Agencies. Investors are invited to refer to the websites of the relevant rating agencies concerned for the current rating. Fitch Ratings Rating assigned by Fitch Ratings Limited to this Programme can be checked at the following internet address: https://www.fitchratings.com/entity/intesa-sanpaolo-spa-80360476#securities-and-obligations ID: 80360476 Moody's Investors Services Rating assigned by Moody's Investors Services Limited to this Programme can be checked at the following internet address: https://www.moody.com/credit-ratings/Intesa-Sanpaolo-SpA-London-Branch-credit-rating-824007566 ID: 824007566 S&P Global Ratings Europe Rating assigned by S&P Global Ratings Europe Limited to this Programme can be checked at the following internet address: https://www.standardandpoors.com/en_US/web/guest/ratings/details/-/instrument-details/debtType/COMMPAPER/entityId/657137 ID: 300021

		<p>DBRS MORNINGSTAR Rating assigned by DBRS Ratings GmbH to this Programme can be checked at the following internet address: https://www.dbrs.com/issuers/23398/intesa-sanpaolo-spa-london-branch ID: 18264</p>
1.18	Guarantor	None
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	The Issuer has appointed Société Générale as its Issuing and Paying <i>Agent</i> in relation to the Programme. The Issuer may decide to replace the initial IPA or appoint another IPA and will, following such appointment update the Information Memorandum in accordance with French laws and regulations.
1.20	Arranger	Société Générale
1.21	Placement method	<p>The NEU CP will be placed directly and placed through the following Placement Agents (Agent Placeurs or Dealers): BNP Paribas, Credit Agricole Corporate and Investment Bank, ING Bank N.V., HSBC France, Intesa Sanpaolo S.p.A., Société Générale, Standard Chartered Bank and Standard Chartered Bank (Hong Kong) Limited.</p> <p>The Issuer may subsequently elect to replace any dealer, proceed to direct placement, or appoint other agents; an updated list of such placement agents 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 or will be taken by the Issuer, each Dealer, any initial subscriber and any further holder of the NEU CP issued under the Programme that would or is intended to permit a public offering of the NEU CP or the possession or distribution of the Information Memorandum or any other document relating to the NEU CP in any country or jurisdiction where action for that purpose is required.</p> <p>Each Dealer or any initial subscriber has undertaken and any further holder of the NEU CP will be required to undertake, to the extent possible, to the best of its knowledge, to comply with all applicable laws and regulations in force in any country or jurisdiction in which it purchases, offers or sells the NEU CP or possesses or distributes the Information Memorandum or any other document relating to the NEU CP and to obtain any consent, approval or permission required by it for the purchase, offer or sale of NEU CP under the laws and regulations in force in any jurisdiction to which it is subject or in which it will make such purchases offers or sales and neither the Issuer, nor any Dealer nor any initial subscriber nor any further holder shall have responsibility therefore.</p> <p>None of any Dealer, any initial subscriber or any further holder of the NEU CP will either offer, sell or deliver, directly or indirectly, any NEU CP or distribute the Information Memorandum or any other document relating to the NEU CP in or from any country or jurisdiction except under circumstances that will result in the compliance with any applicable laws and regulations and which will not impose any obligations on the Issuer.</p> <p>Prohibition of Sales to EEA Retail Investors</p> <p>Unless the Contractual Terms in respect of any NEU CP specifies the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", 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 as completed by the Contractual Terms in relation</p>

thereto to any retail investor in the European Economic Area (EEA). 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 (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;
- (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 the NEU CP.

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, the relevant Contractual Terms 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 NEU CP or distribute copies of the Information Memorandum or of any other document relating to the NEU CP in the Republic of Italy, except:

- (a) to qualified investors (*investitori qualificati*) as defined pursuant to Article 2 of the Prospectus Regulation and any applicable provision of Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and/or Italian CONSOB regulations; or
- (b) in any 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 NEUCP in the Republic of Italy under **Error! Reference source not found.**(a) or **Error! Reference source not found.** 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 the Financial Services Act, 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 "**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.

United Kingdom

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 Instrument 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 Instruments 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 Instruments 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 any NEU CP in circumstances in which section 21(1) of the FSMA does not, or, in the case of the Issuer would not, if it was not an authorised person, 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 Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States of America, or to, or for the account or benefit of, U.S. persons (other than a distributor) and except in transactions exempt from the

		<p>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 Instruments from it a confirmation or notice to substantially the following effect:</p> <p>"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."</p> <p>Terms used in this paragraph have the meanings given to them by Regulation S.</p>
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>More information about the Issuer can be obtained via Intesa Sanpaolo S.p.A. website:</p> <p>www.intesasanpaolo.com</p> <p>Tel:+44.20.7651.3281 Tel:+44.20.7651.3636 ISPUK-ST-Origination@intesasanpaolo.com</p>
1.26	Additional information on the programme	<p>1.26.1 Updates</p> <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

		<p>meeting, or the equivalent body, voting on the accounts for the last financial year.</p> <ul style="list-style-type: none"> • 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 of the Order of 30 May 2016 and subsequent amendments

2.1	Legal name	Intesa Sanpaolo S.p.A., acting through its London Branch.
2.2	Legal form/status, governing law of the issuer and competent courts	The Issuer is established in Italy as a company limited by shares. It is incorporated under Italian law and is subject to the jurisdictions of the courts of Italy.
2.3	Date of incorporation	10/10/1925
2.4	Registered office or equivalent (legal address) and main administrative office	<p>Intesa Sanpaolo S.p.A. Piazza San Carlo, 156 10121 Turin ITALY</p> <p>Intesa Sanpaolo S.p.A. London Branch 90, Queen Street London EC4N 1SA UNITED KINGDOM</p>
2.5	Registration number, place of registration and LEI	<p>The Issuer is registered with the Companies' Registry of Turin under registration number 00799960158. It is also registered on the National Register of Banks under no. 5361 and is the parent company of "Gruppo Intesa Sanpaolo" (the "Group").</p> <p>Intesa Sanpaolo London Branch has registered with the Companies House on 1 January 1993, with establishment number BR000036.</p> <p>LEI (Legal Entity Identifier) of the Issuer: 2W8N8UU78PMDQKZENC08.</p>
2.6	Issuer's mission summary	The objects of Intesa Sanpaolo S.p.A. are the deposit-taking and the carrying-on of all forms of lending activities through its subsidiaries. The Company may also, in compliance with laws and regulations applicable from time to time and subject to obtaining the required authorisations, provide all banking and financial services, including the establishment and management of opened-ended and closed-ended supplementary pension schemes as well as the performance of any other transactions that are incidental to, or connected with, the achievement of its objects.
2.7	Brief description of current activities	The Intesa Sanpaolo Group has 11.8 million customers and approximately 3,700 branches in Italy and a strategic international presence with approximately 1,000 branches and 7.2 million customers comprising subsidiaries operating in commercial banking in 12 countries in Central Eastern Europe and Middle Eastern and North

African areas and in and those area where in those areas where Italian companies are most active, such as the United States, Brazil, Russia, India and China. The Intesa Sanpaolo Group operates through six divisions (see from page 33 to 36 of the 2019 Annual Report of the Intesa Sanpaolo Group):

- The **Banca dei Territori Division:** focuses 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 the activities in industrial credit, leasing and factoring as well as instant banking through the partnership between the subsidiary Banca 5 and SisalPay.
- The **Corporate & Investment Banking Division:** a global partner which supports, taking a medium-long term view, the balanced and sustainable development of corporates and financial institutions, both nationally and internationally. Its main activities include capital markets and investment banking carried out through Banca IMI. 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. The division operates in the public finance sector as a global partner for public administration.
- The **International Subsidiary Banks Division:** strategic international presence in commercial banking in Central Eastern Europe and Middle Eastern and North African areas. The division includes the following commercial banking subsidiaries: Intesa Sanpaolo Bank Albania in Albania, Intesa Sanpaolo Banka Bosna i Hercegovina in Bosnia and Herzegovina, Privredna Banka Zagreb in Croatia, the Prague branch of VUB Banka in the Czech Republic, Alexbank in

		<p>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.</p> <ul style="list-style-type: none"> • The 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 5,811 private bankers. with 5,811 private bankers. • The 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 approximately 248 billion euro of assets under management. • The Insurance Division: insurance and pension products tailored for the Intesa Sanpaolo Group's clients. The division includes Intesa Sanpaolo Vita, Intesa Sanpaolo Life, Fiduera Vita and Intesa Sanpaolo Assicura with direct deposits and technical reserves of 156 billion euro. <p>See in section 2.18 for more information about subsequent events.</p>
2.8	Capital	
2.8.1	Amount of capital subscribed and fully paid	As of 14 May 2020, Intesa Sanpaolo S.p.A.'s subscribed and paid-in share capital amounts to 9,085,663,010.32 Euro, represented by 17,509,728,425 shares without nominal value.
2.8.2	Amount of capital subscribed and not fully paid	Not Applicable.
2.9	List of main shareholders	As of 27 May 2020, the shareholder structure of Intesa Sanpaolo S.p.A. is composed as follows (holders of shares exceeding 1% ^(*)):

		<p>Compagnia di San Paolo 6.790%</p> <p>BlackRock Inc. (**) 5.009%</p> <p>Fondazione Cariplo 4.381%</p> <p>JPMorgan Chase & Co. (***) 2.254%</p> <p>Fondazione Cariparo 2.022%</p> <p>Norges Bank (****) 2.001%</p> <p>Fondazione CR Firenze 1.848%</p> <p>Fondazione Carisbo 1.393%</p> <p>(*) Shareholders that are fund management companies may be exempted from disclosure up to the 5% threshold.</p> <p>(**) Fund Management. The shareholder holds an aggregate investment equal to 5.048% as per form 120 B dated 6 May 2020.</p> <p>(***)The shareholder holds an aggregate investment equal to 7.342% as per form 120 B dated 27 May 2020. JPMorgan Chase & Co. made the original disclosure on 16 July 2018 (through form 120 B) in view of the positions held in relation to the issue of LECOIP 2.0 Certificates, having as underlying instruments Intesa Sanpaolo ordinary shares, that the Intesa Sanpaolo Group's employees received under the 2018-2021 LECOIP 2.0 Long-term Incentive Plan based on financial instruments.</p> <p>(****)Also on behalf of the Government of Norway.</p>
2.10	Regulated markets on which the shares or debt securities of the issuer 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	<p>Hereinafter are listed the names of the members of the Board of Directors of Intesa Sanpaolo S.p.A. as of today:</p> <p>Gian Maria GROS-PIETRO Chairman</p> <p>Paolo Andrea COLOMBO Deputy Chairperson</p> <p>Carlo MESSINA Managing Director and CEO</p> <p>Bruno PICCA Director</p> <p>Rossella LOCATELLI Director</p> <p>Livia POMODORO Director</p> <p>Giovanni GORNO TEMPINI Director</p> <p>Franco CERUTI Director</p>

		<p>Daniele ZAMBONI Director</p> <p>Maria MAZZARELLA Director</p> <p>Maria Cristina ZOPPO Director</p> <p>Milena Teresa MOTTA Director</p> <p>Alberto Maria PISANI Chairman of the Management Control Committee</p> <p>Luciano NEBBIA Director</p> <p>Maria Alessandra STEFANELLI Director</p> <p>Guglielmo WEBER Director</p> <p>Anna GATTI Director</p> <p>Fabrizio MOSCA Director</p> <p>Andrea SIRONI Director</p> <p>Roberto FRANCHINI Director</p>
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	The Intesa Sanpaolo Group prepared its consolidated financial statements for the year ending 31 December 2019 in accordance with the IAS/IFRS accounting principles.
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	27/04/2020
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.A.15.1	Auditors	KPMG S.p.A. Via Vittor Pisani, 25 20124 Milano
2.A.15.2	Auditors report on the accuracy of the accounting and financial information	The Auditor's opinions appear on: Page 537 to 545 of the 2019 Annual Report of Intesa Sanpaolo Group. Page 809 to 816 of the 2019 Annual Report of the Parent Company.

		<p>Page 553 to 558 of the 2018 Annual Report of Intesa Sanpaolo Group.</p> <p>Page 837 to 846 of the 2018 Annual Report of the Parent Company</p>
2.16	Other equivalent programmes of the issuer	<p>Intesa Sanpaolo S.p.A. acts as an issuer or guarantor for the following short-term paper programmes:</p> <ul style="list-style-type: none"> • Euro 30,000,000,000 Euro Commercial Paper and Certificate of Deposit Programme (Intesa Sanpaolo Bank Ireland plc and Intesa Sanpaolo Bank Luxembourg Sa as the Issuer, fully guaranteed by Intesa Sanpaolo S.p.A.) ▪ 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 15,000,000,000 Certificate of Deposit Programme (Intesa Sanpaolo S.p.A. Hong Kong Branch as the Issuer)
2.17	Rating of the issuer	<p>Rated by Moody's Investors Service, S&P Global Ratings, Fitch Ratings and DBRS Morningstar.</p>
2.18	Additional information on the issuer	<p>Additional information about the Issuer can be obtained on the Issuer's website: www.group.intesasanpaolo.com</p>

3. CERTIFICATION OF INFORMATION FOR THE ISSUER

Article D. 213-9, 4 of the French monetary and financial code and subsequent amendments

3.1	Person(s) responsible for the information memorandum concerning the NEU CP programme	Name: Alessandro Lolli Title: Head of Head of Group Treasury & Finance
3.2	Declaration of the person(s) responsible for the information memorandum concerning the NEU CP programme	To the best of our knowledge, the information provided by the issuer contained in the financial documentation is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information.
3.3	Date, place of signature, signature	Executed in Milan, on 15 June 2020. Mr ALESSANDRO LOLLI By Alessandro Lolli - Head of Group Treasury & Finance

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 NEU CP eligible under the STEP Market Convention

Information as to whether the STEP label has been granted for this Programme in relation to such NEU CP 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 ACI – The Financial Markets Association and the European Money Markets Institute (as amended from time to time).

ANNEXES		
Annex I	Rating(s) of the programme	<p>Fitch Ratings Rating assigned by FITCH Ratings to this Programme can be checked at the following internet address: https://www.fitchratings.com/entity/intesa-sanpaolo-spa-80360476#securities-and-obligations ID: 80360476</p> <p>Moody's Investors Services Rating assigned by Moody's Investors Services to this Programme can be checked at the following internet address: https://www.moody's.com/credit-ratings/Intesa-Sanpaolo-SpA-London-Branch-credit-rating-824007566 ID: 824007566</p> <p>S&P Global Ratings Rating assigned by S&P Global Ratings to this Programme can be checked at the following internet address: https://www.standardandpoors.com/en_US/web/guest/ratings/details/-/instrument-details/debtType/COMMPAPER/entityId/657137 ID: 300021</p> <p>DBRS Rating assigned by DBRS to this Programme can be checked at the following internet address: https://www.dbrs.com/issuers/23398/intesa-sanpaolo-spa-london-branch ID: 18264</p>
Annex II	Documents available to the shareholders annual general meeting or the equivalent body.¹	<p>Intesa Sanpaolo Group and Parent Company 2019 Annual Report: https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2019/20200430_BILANCI_2019_Def_uk.pdf</p> <p>Intesa Sanpaolo Group and Parent Company 2018 Annual Report: https://www.group.intesasanpaolo.com/scriptIsir0/si09/contentData/view/content-ref?id=CNT-05-000000052F133</p>
Annex III	Amendment, if appropriate, under electronic and paper form (signed)	None

¹ The information set out in Article D. 213-9 of the Monetary and Financial Code, including documents made available to the General Meeting of Shareholders or the body acting in its stead, shall be communicated to any person who so requests, in accordance with Article D. 213-13 of the French monetary and financial code.